

**Aplab**

**APLAB LIMITED**  
**54th ANNUAL REPORT**  
**2018-2019**

**Aplab Limited**

54<sup>th</sup> Annual General Meeting

Day & Date : Monday 30<sup>th</sup> September 2019

Time : 12.30 p.m.

Venue : Woodland Retreat  
L.B.S. Marg Near Mulund Check Nak  
Thane (West) - 400 604.

Please bring this copy to the Annual General Meeting.

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# Aplab Limited

## 54th Annual Report 2018-19

CIN : L99999 MH1964 PLC 013018

### Board of Directors

P. S. Deodhar (DIN: 00393117)	Chairman & Managing Director
Amrita P. Deodhar (DIN: 00538573)	Director
S. K. Hajela (DIN: 01001987)	Independent Director
Naresh K. Joshi (DIN: 08471203)	Independent Director

### Company Secretary & Finance Controller

Rajesh K. Deherkar ( Membership No. A10783 )

### Registered Office & Works

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

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

### Works

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

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

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

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

### Sales & Service Centres

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

### Auditors

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

### Bankers

Corporation Bank,  
Thane

### Registrar & Transfer Agents

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

### Stock Exchange Listing

Shares listed on	Bombay Stock Exchange
Scrip Code	517096
ISIN	INE273A01015



## NOTICE

NOTICE IS HEREBY GIVEN THAT the Fifty-fourth Annual General Meeting of Aplab Limited (CIN: L99999MH1964PLC013018) will be held at Woodland Retreat, L.B.S Marg, Near Mulund Check Naka, Thane (West) – 400604 on Monday, the 30th September, 2019 at 12.30 p.m. to transact the following business:

### Ordinary Business:-

1. To receive, consider and adopt the Audited Statement of Profit and Loss Account for the year ended 31st March, 2019 and the Balance Sheet as on that date together with the Reports of the Directors and Auditors thereon;
2. To appoint a Director in place of Mrs. Amrita P. Deodhar (DIN: 00538573), who retires by rotation and being eligible offers herself for re-appointment;
3. To appoint M/s. Shahade & Associates, Chartered Accountants (ICAI Registration No. 109840W) as statutory auditors of the Company and to fix their remuneration.

### Special Business:-

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150,152 and such other applicable provisions if any of the Companies Act, 2013 (“Act”) read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Dr. S.K. Hajela (DIN 01001987) who has completed the age of 83 years was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on 13th February, 2019 and whose term of office expires at the forthcoming Annual General Meeting, is eligible for appointment and the company has received notice in writing pursuant to the provisions of section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the company, and who has consented, if appointed, to act as a Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years from 30th September, 2019.”

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150,152 and such other applicable provisions if any of the Companies Act, 2013 (“Act”) read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mr. Naresh K. Joshi (DIN 08471203) who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on 14th May, 2019 and whose term of office expires at the forthcoming Annual General Meeting, is eligible for appointment and the company has received notice in writing pursuant to the provisions of section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the company, and who has consented, if appointed, to act as a Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years from 30th September, 2019.”

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

Place: Thane  
Dated: August 8, 2019

By Order of the Board

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

### NOTES:

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

- of the companies, societies etc must be supported by an appropriate resolution/authority as applicable.
3. Corporate members intending to send the Authorized Representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the company a certified copy of the Board Resolution authorizing their Representatives to attend and vote on their behalf at the Meeting.
  4. Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto and forms part of the Notice.
  5. Statement giving details of the Directors seeking appointment/re-appointment is also annexed with this Notice pursuant to the requirement of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) and Secretarial Standard on General Meeting ("SS-2")
  6. The Register of Members and the Share Transfer Register of the company will remain closed from Monday, the 23rd September, 2019 to Monday, the 30th September, 2019 (both days inclusive).
  7. Members are requested to contact the Registrar and Share Transfer Agents for all matters connected with the Company's shares at: M/s Adroit Corporate Services Pvt. Ltd., 17-20, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai – 400 059. Tel : 28594060 / 28594442 / 28594428 Fax : 28503748
  8. Members are requested to notify immediately on any change, if any, in their address/mandate/bank details to their Depository Participants (DPs) in respect of their electronic share accounts and to the Company or Company's Registrar & Share Transfer Agents in respect of their physical share folios.
  9. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agent or to the Company.
  10. The Company has already transferred, all unclaimed dividend declared up to the financial year ended 31st March, 1994 to the General Revenue Account of the Central Government as required by the Companies Unpaid Dividend (Transfer to the General Revenue Account of the Central Government) Rules, 1978. Those shareholders who have so far not claimed their dividend up to the year ended 31st March, 1994 may submit their claim to the Registrar of Companies, Maharashtra, CGO Complex, 2nd Floor, CBD, Belapur in the prescribed form.
  11. Pursuant to the provision of the Companies Act, 2013, as amended, dividend for the financial year ended 31st March, 1995 and thereafter, which remain unpaid or unclaimed for a period of 7 years is to be transferred to the Investor Education and Protection Fund of the Central Government. Accordingly Dividend for the year ended 31st March, 1995, 31st March, 1996, 31st March, 1997, 31st March, 2003, 31st March, 2004, 31st March, 2005, 31st March, 2006, 31st March, 2007, 31st March, 2008 and 31st March, 2009 have already been transferred to the Investor Education and Protection Fund of the Central Government.
  12. Members who would like to ask any questions on the Accounts are requested to send their questions to Registered Office of the Company at least 10 days before the Annual General Meeting to enable the Company to answer the questions satisfactorily.
  13. As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies at the Annual General Meeting. Members/Proxies should bring the attendance slip duly filled in and signed for attending the meeting.
  14. Voting through electronic means:
    - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 25th September, 2019 (9.00 am) and ends on 27th September, 2019 (5.00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th September, 2019 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

**How to Log into NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Your User ID details are given below :

	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demit account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

4. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
  - (i) If your email ID is registered in your demit account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .PDF file. Open the .PDF file. The password to open the .PDF file is your 8 digits client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .PDF file contains your ‘User ID’ and your ‘initial password’.

- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
5. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demit account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demit account number/folio number, your PAN, your name and your registered address.
6. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
7. Now, you will have to click on "Login" button.
8. After you click on the "Login" button, Home page of e-Voting will open.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [rama@csrama.com](mailto:rama@csrama.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### Details on Step 2 are given below:

#### How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting, then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

### Other Information:

- I. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date of 20th September, 2019.
- II. After dispatch of Notice, any person acquiring shares of the Company and becoming a member of the Company and holding shares as of the cut-off date i.e. 20th September, 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [Issuer/RTA](#).

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on



[www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990

- III. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- IV. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper.
- V. Mrs. Rama Subramanian, Practicing Company Secretary having ACS 15923 and COP No. 10964 has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- VI. The Chairman shall, at the AGM, at the end of discussions on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- VII. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting by polling papers and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- VIII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company viz. [www.aplab.com](http://www.aplab.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

**EXPLANATORY STATEMENT:  
(Pursuant to Section 102(1) of the Companies Act, 2013)**

**Item No. 4**

Dr. S.K. Hajela who has completed the age of 83 years was appointed as an Additional Director of the company by the Board of Directors at their meeting held on 13th February, 2019. The Board of Directors has proposed the candidature of Dr. S.K. Hajela as an Independent Director to be appointed under the provisions of Section 149 and 152 of the Companies Act, 2013.

The Company has received from Dr. S.K. Hajela

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

Dr. S.K. Hajela is a Director in Telecel Communications Pvt. Ltd. The resolution seeks the approval of members for the appointment of Dr. S.K. Hajela as Independent Director of the Company for a term of 5 (five) consecutive years pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder. He is not liable to retire by rotation.

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

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

None of the Directors of the Company in anyway, except Dr. S.K. Hajela in his personal capacity for whom the resolution relates, is interested or concerned in the resolution.

**Item No. 5**

Mr. Naresh K. Joshi was appointed as an Additional Director of the company by the Board of Directors at their meeting held on 14th May, 2019. The Board of Directors

has proposed the candidature of Mr. Naresh K. Joshi as an Independent Director to be appointed under the provisions of Section 149 and 152 of the Companies Act, 2013.

The Company has received from Mr. Naresh K. Joshi

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

The resolution seeks the approval of members for the appointment of Mr. Naresh K. Joshi as Independent Director of the Company for a term of 5 (five) consecutive years pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder. He is not liable to retire by rotation.

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

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

None of the Directors of the Company in anyway, except Mr. Naresh K. Joshi in his personal capacity for whom the resolution relates, is interested or concerned in the resolution.

#### **INFORMATION AS REQUIRED IN RESPECT OF DIRECTORS BEING APPOINTED/ RE-APPOINTED**

##### **Mrs. Amrita P. Deodhar - Director (DIN: 00538573)**

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

in 2011. She brings to Aplab Board her long experience in building business ventures and making them commercial successes.

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

##### **Dr. S.K. Hajela – Independent Director (DIN: 01001987)**

Dr. Shailendra Kumar Hajela graduated in Electrical Engineering from IIT-Roorkee in India and did his Doctorate in Control Systems at the Technical University in Ilmenau in Germany. He is Fellow of IE, IETE and Senior Member of IEEE. He is the Chairman of Telecel Communications (P) Ltd., an ICT consultancy organization

He has worked as a Senior Consultant to the Telecom Regulatory Authority of India from February 1998 to August 2006. Dr. Shailendra Kumar Hajela has done consultancy assignments for the UNESCAP, World Bank, Asian Development Bank, UNDP, ITU, APT and the Government of India

He joined the P & T Department of India as an officer of the Indian Telecom Service in 1959 and worked in progressively increasing positions of responsibility during his career

He is also Director in Telecel Communications Pvt. Ltd

##### **Mr. Naresh K. Joshi – Independent Director (DIN: 08471203)**

Mr. Naresh Krishnaji Joshi is B.Sc (Agri), M.A. (Eco), MIRPM, CAIIB I. He has vast experience of 49 years in the Banking Sector. He has launched project for promotion of Green Energy in Aryavart Gramin Bank. He is a recipient of ASHDEN International Award 2008 on behalf of Aryavart Gramin Bank at London. He was also felicitated by NABARD at the hands of erstwhile Finance Minister, Shri P. Chidambaram for scheme of financing Solar Home Lighting Systems. He has substantial exposure to Financial Management.

He is not Director in any other company

Registered Office: Aplab House, A-5, Wagle Estate, Thane – 400 604	By Order of the Board  Rajesh K. Deherkar Company Secretary & Finance Controller (Membership No. A10783)
Place: Thane Dated: August 8, 2019 Thane – 400 604	

## DIRECTORS' REPORT

To the Members,

Your Directors present their 54th Annual Report of the Company together with the Audited Statements of Assets & Liabilities and Profit & Loss Account for the year ended 31st March, 2019

## FINANCIAL RESULTS

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

Particulars	Year ended 31.03.2019	Year ended 31.03.2018
Net Sales /Income from Business Operations	<b>5321.41</b>	6202.43
Other Income	<b>1898.53</b>	240.68
Total Income	<b>7219.94</b>	6443.11
Interest	<b>806.45</b>	1081.99
Profit / (Loss) before Depreciation	<b>843.89</b>	(1240.92)
Less Depreciation	<b>128.75</b>	144.19
Profit / (Loss)after depreciation and Interest	<b>715.14</b>	(1385.11)
Less Current Income Tax	<b>125.00</b>	-
Less Deferred Tax	-	-
Net Profit ( Loss) after Tax	<b>590.14</b>	(1385.11)
Dividend (including Interim if any and final )	-	-
Net Profit / ( Loss) after dividend and Tax	<b>590.14</b>	(1385.11)
Amount transferred to General Reserve		
Balance carried to Balance Sheet	<b>590.14</b>	(1385.11)
Earning in Rupee per share (Basic)	<b>11.80</b>	(27.70)
Earning in Rupee per Share(Diluted)	<b>11.80</b>	(27.70)

### 1. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS

Your Directors wish to present the details of Business operations done during the year under review:

Even though your company was profitable during the year, it is on account of property sale and we have not yet made trading profit. Distress on liquidity continues to haunt us since we cannot execute large orders on hand make trading profits, Liquidity will improve only when the Thane property is sold. Unfortunately the Corporation Bank has been delaying grant of NOC to sell. We are however lucky that we have large orders on hand for power systems for military use as well as for banking automation products.

I am hopeful of operational improvement during the year. We have done comprehensive re-structuring the company's operations reducing the costs, revamping the marketing with focus on growth in profitable business, expanding the distributor network, strengthening MIS to improve operational efficiency etc. But cash flow is still a bottle neck. Results will therefore show improvement when cash flow eases which is essential for increasing the production and execution very profitable business in hand. Sale of industrial properties will only happen when our Bank gives its NOC for sale. This will allow us to reduce the interest burden and help us create a positive cash flow.

### 2. MANAGEMENT DISCUSSION AND ANALYSIS:

Condition of the company, in spite of large and very profitable orders in hand, continues to be a cause of concern. Due to the financial condition of your company, borrowing more funds even as project loans is not possible.

Luckily we have been able to close our NPA account with Bank of Maharashtra due to sale of the industrial property in Pune, even though it was a distress sale. This also had temporarily improved the cash flow, helping us to focus on production.

Profit made due to One Time Settlement of NPA account has resulted in this being a profitable year.

If your company is able to sell the Thane property next year too could be profitable since the incoming flow of business is very encouraging. Statutory Auditors have been strict and done their job to meet the current accounting guidelines by SEBI. Your management has given all the cooperation to them during the audit.

Continued poor condition of your company is a matter of concern in spite of large and profitable orders from defense institutions and the banks. Huge losses created during the strike and consequential reduction

in incoming business during the following period has made it impossible for financial institutions or bank to provide us the working capital. Since the banks are not lending us further funds by way of project loans for defense business, we have focused on increasing order booking and work using the sales proceeds.

As I said last year, since this was not enough, as the shareholder of the company, my family has provided unsecured loans of over 25 crores to sustain the business serve the customers and save jobs. We are accumulating operational losses but we are somehow surviving due to cooperation from all employees and managers of the company through hardships.

I continue to hold the view expressed last year that RBI and lending institutions go deeper into the operations of manufacturing companies and understand the reasons for their sickness. If there is no misuse of lent funds and if the problems relate to shortage of funds to manufacture products, then banks should be authorised to lend project loans for industrial inputs and labour which helps the company to create wealth. Your company creates wealth that over 50% of its sale. This, I understand, happens in Germany which is most concerned with the loss of jobs or allowing technology companies going sick. India unfortunately does not have financial policies to help manufacturing companies to tide over transient business crisis and help them going through a rough weather since such transient crisis always happen during the life time of any productive company.

### **3. DIVIDEND**

Dividend is not recommended during the year since entire accumulated losses are not wiped yet. (Previous Year – Nil)

### **4. TRANSFER OF DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

In terms of Section 125 of the Companies Act, 2013, no unclaimed or unpaid Dividend due for remittance to the Investor Education and Protection Fund established by the Central Government since the company has not declared any dividend after 2008-09.

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

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

### **6. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

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

### **7. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY**

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

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

Due to the losses incurred since last many years till previous year, during the year under review, Corporate Social Responsibility could not be implemented. However on improved performances, the same will be implemented.

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

The particulars of Loans, Guarantees or Investments made under Section 186 are furnished in Notes to Financial Statement attached to this report

### **10. RELATED PARTY TRANSACTIONS**

All transactions entered with Related Parties were on arm's length basis and in the ordinary course of

business. There were no material significant related party transactions made by the company during the year under review with Promoter/Directors or Key Managerial Personnel. All related party transactions are placed before the Audit Committee and has also been placed at the Board Meeting for approval and omnibus approval was obtained on a yearly basis for transactions which are of repetitive nature. The policy on related party transactions as approved by the Board has been uploaded on the website of the company. Form AOC-2 is not annexed with the Directors' Report for the current year since the related party transactions are mentioned in the Notes to Accounts attached with this report.

#### **11. SALE OF COMPANY PREMISE FOR PAYMENT OF STATUTORY LIABILITIES**

Your Company has a proposal from M/s. Saptashri Tech World for purchase of Thane properties situated at Plot Nos. A-1, A-3, A-5 & A-6, Wagle Industrial Estate, Thane, which will enable payment of statutory liabilities. The transaction is under process and expected to complete during the current year.

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

There were no adverse comments, qualifications or reservations by the Statutory Auditors in their report in terms of Section 143 as well as by Practicing Company Secretary in the Secretarial Audit Report in terms of Section 204. Respective reports are annexed herewith (please refer Annexure A for Secretarial Audit).

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

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

#### **14. ANNUAL RETURN**

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

#### **15. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW**

The Board met 4 (four) times during the financial year 2018-19 i.e. on 29th May, 2018, 14th August, 2018, 2nd November, 2018 and 13th February, 2019. In respect of such meetings proper notices were given in time and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. No Circular Resolutions were passed by the company during the financial year under review.

#### **16. CORPORATE GOVERNANCE REPORT**

In terms of SEBI CIRCULAR CIR/CFD/POLICYCELL/7/2014 dated September 15, 2014 which was effective October 1, 2014, the Clause 49 of the Listing Agreement shall be applicable to all companies whose equity shares are listed on a recognized stock exchange. However, compliance with the provisions of erstwhile Clause 49 shall not be mandatory, for the time being, in respect of the following class of companies:

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

In view of the above your company is not required to annex the Corporate Governance Report to the Directors Report for the year ended March 31, 2019

#### **17. DIRECTORS RESPONSIBILITY STATEMENT**

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

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively. Internal financial control means the policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **18. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

The Company has no subsidiary company and no joint ventures during the year under review

## **19. DEPOSITS**

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

## **20. DIRECTORS**

No shares held by Independent Directors except by Promoter/Director.

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

During the year Capt. Vilas W. Katre (DIN:00054460) has resigned from the Board and Mr. Naresh K. Joshi has been appointed as Additional Director (Independent) on the Board.

## **21. DECLARATION OF INDEPENDENT DIRECTORS**

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

## **22. STATUTORY AUDITORS**

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

## **23. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM**

The Audit Committee consists of the following members

- i Capt. Vilas W. Katre (DIN: 00054460) ( Resigned during May, 2019)
- ii Dr. S.K. Hajela (DIN: 01001987)
- iii Mrs. Amrita P. Deodhar (DIN: 00538573)

The above composition of the Audit Committee consists of independent Directors viz., Capt. Vilas W. Katre (DIN: 00054460) and Dr. S.K. Hajela (DIN: 01001987) who form the majority.

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

## **24. SHARES**

### **a. BUY BACK OF SECURITIES**

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

**b. SWEAT EQUITY**

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

**c. BONUS SHARES**

No Bonus Shares were issued during the year under review.

**d. RIGHT ISSUE OF EQUITY SHARES**

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

**e. EMPLOYEES STOCK OPTION PLAN**

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

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

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the work place (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy. No sexual harassment complaints were received during the year 2018-19.

**26. ACKNOWLEDGEMENTS**

Your Directors place on record their sincere thanks to Bankers, Business Associates, Consultants, Employees and various Government Authorities for their continued support extended to your Company's activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

For and on behalf of the Board of Directors

P.S. Deodhar  
Chairman & Managing Director  
DIN: 00393117

Naresh K. Joshi  
Director  
DIN: 08471203

Date: August 8, 2019  
Place: Thane

**ANNEXURE TO THE DIRECTORS' REPORT**

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

**A) ELECTRICAL ENERGY**

1. Conservation of Energy:  
The Company's production process does not involve any continuous process machinery. As the production involves electronic assembly, power requirements are very minimal.
2. Energy conservation measures taken:  
The company is switching over its lighting needs to energy efficient CFL and LED lights. Measures are also taken to watch and correct the load PF as necessary. The company is also working developing phantom loads to reduce power requirements during equipment load testing.
3. Investments are proposed to be made in setting up Solar Panels for power generation to reduce the consumption and cost of purchased power.

**B) TECHNOLOGY DEVELOPMENT – R & D**

**Research & Development in Power Electronics**

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

1. Three Phase IGBT based 6 elements Inverter developed
2. Three phase IGBT based rectifier Productioned
3. 20kVA ruggedized UPS developed for MSRM project application supplied to Army through NOVA
4. DSP base High Power DC Power Supply productionized

Expenditure on R & D

(Rs. in Lakhs)

	2018-2019	2017-2018
Capital Expenditure	Nil	Nil
Revenue Expenses	24.13	59.13
<b>TOTAL</b>	<b>24.13</b>	<b>59.13</b>
Total R & D Expenses as a percentage to turnover	0.45%	0.97%

**FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The earnings and outgo in foreign exchange are as follows: Earnings (FOB Value) (P Y Rs. 446.03 Lakhs) **Rs. 411.93 Lakhs**

Outgo (CIF Value of imports plus expenses) (P Y 438.84 Lakhs) **Rs. 294.49 Lakhs**

For and on behalf of the Board of Directors

P.S. Deodhar  
Chairman & Managing Director  
DIN: 00393117

Naresh K. Joshi  
Director  
DIN: 08471203

Date: August 8, 2019  
Place: Thane

## SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR 2018-2019

*[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) 2015]*

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

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Aplab Limited for the financial year ended on March 31, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz:-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (vi) and other applicable laws like - Factories Act, 1948, The Payment of Gratuity Act, 1972; Payment of Bonus Act and labour related laws.

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

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

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



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

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

I further report that:-

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was no change in the board of directors during the year.

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

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

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

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

Date: June 1, 2019

Place: Thane

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

## **'Annexure A'**

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

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

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

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

Date: June 1, 2019

Place: Thane

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
**as on financial year ended on 31.03.2019**  
**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company**  
**(Management & Administration ) Rules, 2014.**

**I REGISTRATION & OTHER DETAILS:**

i	CIN	L99999MH1964PLC013018
ii	Registration Date	30TH SEPTEMBER, 1964
iii	Name of the Company	APLAB LIMITED
iv	Category/Sub-category of the Company	COMPANY LIMITED BY SHARES
v	Address of the Registered office & contact details	A-5, APLAB HOUSE, WAGLE ESTATE, THANE -400604 TEL. 022-67395555/67395588 FAX: 022-28523137
vi	Whether listed company	LISTED
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	ADROIT CORPORATE SERVICES PVT. LTD. 19/20, JAFERBHOY INDUSTRIAL ESTATE MAKWANA ROAD, MAROL NAKA ANDHERI (EAST), MUMBAI -400 059 TEL. : 022-28596060/28594442 FAX: 022-28503748

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	UNINTERRUPTED POWER SUPPLY SYSTEMS	850440.04	29
2	REGULATED DC POWER SUPPLY	850440.04	20
3	TEST & MEASURING INSTRUMENTS	903020.00	11
4	EDUCATION PRODUCTS	847290.00	7
5	CABLE ROUTE TRACERS	903020.00	3
6	PASSBOOK PRINTERS & MACHINES	847290.00	5
7	SERVICE INCOME	847290.00	25

**III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES**

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

**IV) SHAREHOLDING PATTERN**

(Equity Share Capital Breakup as Percentage of Total Equity) APLAB LIMITED - Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	0	0	0	0.00	577152	0	577152	11.54	11.54
b) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corporates	436899	82600	519499	10.39	519499	0	519499	10.39	0.00
e) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Persons Acting In Concert(Corp. Bodies)	1321200	0	1321200	26.42	475000	0	475000	9.50	-16.92
g) Directors	932016	500	932516	18.65	1217564	0	1217564	24.35	5.70
h) Directors Relatives	21333	16000	37333	0.75	21333	0	21333	0.43	-0.32
i) Trusts	137803	0	137803	2.76	137803	0	137803	2.76	0.00
<b>Sub Total : A(1)</b>	<b>2849251</b>	<b>99100</b>	<b>2948351</b>	<b>58.97</b>	<b>2948351</b>	<b>0</b>	<b>2948351</b>	<b>58.97</b>	<b>0.00</b>
<b>(2) Foreign</b>									
a) NRI - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corporates	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub Total : A(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Shareholding of Promoters (A)=(A)(1) + (A)(2)</b>	<b>2849251</b>	<b>99100</b>	<b>2948351</b>	<b>58.97</b>	<b>2948351</b>	<b>0</b>	<b>2948351</b>	<b>58.97</b>	<b>0.00</b>
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	0	2300	2300	0.05	0	2300	2300	0.05	0.00
b) Banks/FI	3177	0	3177	0.06	3177	0	3177	0.06	0.00
c) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Any Other (Specify)									
<b>Sub Total : B(1)</b>	<b>3177</b>	<b>2300</b>	<b>5477</b>	<b>0.11</b>	<b>3177</b>	<b>2300</b>	<b>5477</b>	<b>0.11</b>	<b>0.00</b>
<b>(2) Non - Institutions</b>									
a) Bodies Corporates									
ai) Indian	49867	10601	60468	1.21	53533	10601	64134	1.28	0.07
aii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
b) Individual Shareholders holding nominal share capital upto Rs. 1 Lakh	937631	155735	1093366	21.87	932404	151785	1084189	21.68	-0.18
bii) Individual Shareholders holding nominal share capital in excess of Rs. 1 Lakh	855707	0	855707	17.11	861337	0	861337	17.23	0.11
c) Any Other (Specify)									
c-1) Clearing Member	0	0	0	0.00	96	0	96	0.00	0.00
c-2) Non Resident Indians (Individuals)	13581	23050	36631	0.73	14066	22350	36416	0.73	0.00
<b>Sub Total : B(2)</b>	<b>1856786</b>	<b>189386</b>	<b>2046172</b>	<b>40.92</b>	<b>1861436</b>	<b>184736</b>	<b>2046172</b>	<b>40.92</b>	<b>0.00</b>
<b>Total Public Shareholding (B)=(B)(1) + (B)(2)</b>	<b>1859963</b>	<b>191686</b>	<b>2051649</b>	<b>41.03</b>	<b>1864613</b>	<b>187036</b>	<b>2051649</b>	<b>41.03</b>	<b>0.00</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
a) Promoter & Promoter Group	0	0	0	0.00	0	0	0	0.00	0.00
b) Public	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub Total : (C)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Shareholding of Shares held by Custodian for GDRs &amp; ADRs (C)=(C)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Grand Total (A + B + C)</b>	<b>4709214</b>	<b>290786</b>	<b>5000000</b>	<b>100.00</b>	<b>4812964</b>	<b>187036</b>	<b>5000000</b>	<b>100.00</b>	<b>0.00</b>

## II Shareholding of Promoters

SI No.	Shareholder's Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% Change during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	PRINTQUICK PRIVATE LIMITED	76500	1.53	0.00	76500	1.53	0.00	0.00
2	ZEE ENTERTAINMENT ENTERPRISES LTD	1321200	26.42	0.00	475000	9.50	0.00	-16.92
3	ARUNA NARAYANAN	16000	0.32	0.00	0	0.00	0.00	-0.32
4	DEODHAR ELECTRO DESIGN (P) LTD	210338	4.21	28.53	210338	4.21	28.53	0.00
5	PRABHAKAR SHANKAR DEODHAR	500	0.01	0.00	0	0.00	0.00	-0.01
6	P S DEODHAR FOUNDATION TRUST	137803	2.76	0.00	137803	2.76	0.00	0.00
7	AMRITA PRABHAKAR DEODHAR	371364	7.43	0.00	1217564	24.35	0.00	16.92
8	PRABHAKAR SHANKAR DEODHAR	560652	11.21	0.00	577152	11.54	0.00	0.33
9	CONTECH SOFT-TECH SOLUTIONS PRIVATE LIM	6110	0.12	0.00	6110	0.12	0.00	0.00
10	SHIRISH PRABHAKAR DEODHAR	21333	0.43	0.00	21333	0.43	0.00	0.00
11	DEVIZE (INDIA) PVT LTD	220451	4.41	0.00	220451	4.41	0.00	0.00
12	ORIGIN INSTRUMENTATION PVT LTD	6100	0.12	0.00	6100	0.12	0.00	0.00
	<b>TOTAL</b>	<b>2948351</b>	<b>58.97</b>	<b>2.04</b>	<b>2948351</b>	<b>58.97</b>	<b>2.04</b>	<b>0.00</b>

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

SI No.	Particulars	Name of Promoter's	As On Date	No. of Shares held at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1	<b>At the beginning of the year</b>	P S DEODHAR FOUNDATION TRUST	01/04/2018	137803	2.76	137803	2.76
	Date wise Increase / Decrease in Promoters Share holding during the year			NIL	NIL		
	<b>At the End of the year</b>		30/03/2019	0	0.00	137803	2.76
2	<b>At the beginning of the year</b>	CONTECH SOFT-TECH SOLUTIONS PRIVATE LIM	01/04/2018	6110	0.12	6110	0.12
	Date wise Increase / Decrease in Promoters Share holding during the year			NIL	NIL		
	<b>At the End of the year</b>		30/03/2019	0	0.00	6110	0.12
3	<b>At the beginning of the year</b>	DEVIZE (INDIA) PVT LTD	01/04/2018	220451	4.41	220451	4.41
	Date wise Increase / Decrease in Promoters Share holding during the year			NIL	NIL		
	<b>At the End of the year</b>		30/03/2019	0	0.00	220451	4.41
4	<b>At the beginning of the year</b>	ORIGIN INSTRUMENTATION P LTD	01/04/2018	6100	0.12	6100	0.12
	Date wise Increase / Decrease in Promoters Share holding during the year			NIL	NIL		
	<b>At the End of the year</b>		30/03/2019	0	0.00	6100	0.12
5	<b>At the beginning of the year</b>	PRINTQUICK PRIVATE LTD	01/04/2018	76500	1.53	76500	1.53
	Date wise Increase / Decrease in Promoters Share holding during the year			NIL	NIL		
	<b>At the End of the year</b>		30/03/2019	0	0.00	76500	1.53
6	<b>At the beginning of the year</b>	ZEE ENTERTAINMENT ENTERPRISES LTD	01/04/2018	1321200	26.42	1321200	26.42
	Date wise Increase / Decrease in Promoters Share holding during the year		18/01/2019	-846200	16.92		
	<b>At the End of the year</b>		30/03/2019	0	0.00	475000	9.50
7	<b>At the beginning of the year</b>	DEODHAR ELECTRO DESIGN (P) LTD	01/04/2018	210338	4.21	210338	4.21
	Date wise Increase / Decrease in Promoters Share holding during the year			NIL	NIL		
	<b>At the End of the year</b>		30/03/2019	0	0.00	210338	4.21
8	<b>At the beginning of the year</b>	PRABHAKAR SHANKAR DEODHAR	01/04/2018	560652	11.21	560652	11.21
	Date wise Increase / Decrease in Promoters Share holding during the year		04/05/2018	16500	0.33		
	<b>At the End of the year</b>		30/03/2019	0	0.00	577152	11.54
9	<b>At the beginning of the year</b>	SHIRISH PRABHAKAR DEODHAR	01/04/2018	21333	0.43	21333	0.43
	Date wise Increase / Decrease in Promoters Share holding during the year			NIL	NIL		
	<b>At the End of the year</b>		30/03/2019	0	0.00	21333	0.43

SI No.	Particulars	Name of Promoter's	As On Date	No. of Shares held at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
10	<b>At the beginning of the year</b>	ARUNA NARAYANAN	01/04/2018	16000	0.32	16000	0.32
	Date wise Increase / Decrease in Promoters Share holding during the year		04/05/2018	-16000	0.32	0	0.00
	<b>At the End of the year</b>		30/03/2019	0	0.00	0	0.00
11	<b>At the beginning of the year</b>	AMRITA PRABHAKAR DEODHAR	01/04/2018	371364	7.43	371364	7.43
	Date wise Increase / Decrease in Promoters Share holding during the year		18/01/2019	846200	16.92	1217564	24.35
	<b>At the End of the year</b>		30/03/2019	0	0.00	1217564	24.35
12	<b>At the beginning of the year</b>	PRABHAKAR SHANKAR DEODHAR	01/04/2018	500	0.01	500	0.01
	Date wise Increase / Decrease in Promoters Share holding during the year		15/06/2018	-500	0.01	0	0.00
	<b>At the End of the year</b>		30/03/2019	0	0.00	0	0.00

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

SI No.	For Each of the Top 10 Shareholders	Name of Shareholder's	As On Date	No. of Shares held at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1	<b>At the beginning of the year</b> Date wise Increase / Decrease in Share holding during the year	BALRAM BHARWANI	01/04/2018	452395	9.05	452395	9.05
			13/04/2018	470	0.01	452865	9.06
			20/04/2018	20	0.00	452885	9.06
			15/06/2018	415	0.01	453300	9.07
			22/06/2018	25	0.00	453325	9.07
			29/06/2018	500	0.01	453825	9.08
			06/07/2018	1175	0.02	455000	9.10
			20/07/2018	1050	0.02	456050	9.12
			03/08/2018	1410	0.03	457460	9.15
			<b>At the End of the year</b>	30/03/2019	0	0.00	457460
2	<b>At the beginning of the year</b> Date wise Increase / Decrease in Share holding during the year	MITA DIPAK SHAH	01/04/2018	63935	1.28	63935	1.28
			27/07/2018	350	0.01	64285	1.29
			28/09/2018	215	0.00	64500	1.29
			<b>At the End of the year</b>	30/03/2019	0	0.00	64500
3	<b>At the beginning of the year</b> Date wise Increase / Decrease in Share holding during the year	SHARAD KANAYALAL SHAH	01/04/2018	57600	1.15	57600	1.15
				NIL	NIL		
			<b>At the End of the year</b>	30/03/2019	0	0.00	57600

SI No.	For Each of the Top 10 Shareholders	Name of Shareholder's	As On Date	No. of Shares held at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
4	At the beginning of the year Date wise Increase / Decrease in Share holding during the year	HIRJI EDDIE NAGARWALLA	01/04/2018	49986	1.00	49986	1.00
				NIL	NIL		
	At the End of the year		30/03/2019	0	0.00	49986	1.00
5	At the beginning of the year Date wise Increase / Decrease in Share holding during the year	BEHROZ HANSOTIA	01/04/2018	49640	0.99	49640	0.99
				NIL	NIL		
	At the End of the year		30/03/2019	0	0.00	49640	0.99
6	At the beginning of the year Date wise Increase / Decrease in Share holding during the year	ANJANA SINHA	01/04/2018	49149	0.98	49149	0.98
				NIL	NIL		
	At the End of the year		30/03/2019	0	0.00	49149	0.98
7	At the beginning of the year Date wise Increase / Decrease in Share holding during the year	CHANDRAMOHAN DEWANI	01/04/2018	20825	0.42	20825	0.42
				NIL	NIL		
	At the End of the year		30/03/2019	0	0.00	20825	0.42
8	At the beginning of the year Date wise Increase / Decrease in Share holding during the year	SPRIT INFRAPOWER & MULTIVENTURES PRIVATE	01/04/2018	19800	0.40	19800	0.40
				NIL	NIL		
	At the End of the year		30/03/2019	0	0.00	19800	0.40
9	At the beginning of the year Date wise Increase / Decrease in Share holding during the year	RAVI VINCENT CUNHA	01/04/2018	18995	0.38	18995	0.38
				NIL	NIL		
	At the End of the year		30/03/2019	0	0.00	18995	0.38
10	At the beginning of the year Date wise Increase / Decrease in Share holding during the year	NEETA U KOTHARI	01/04/2018	17884	0.36	17884	0.36
				NIL	NIL		
	At the End of the year		30/03/2019	0	0.00	17884	0.36

## V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtness at the beginning of the financial year</b>				
i) Principal Amount	53,52,18,789	23,10,83,669	1,13,57,000	77,76,59,458
ii) Interest due but not paid	0	5,42,16,128	89,20,506	6,31,36,634
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>53,52,18,789</b>	<b>28,52,99,797</b>	<b>2,02,77,506</b>	<b>84,07,96,092</b>
<b>Change in Indebtedness during the financial year</b>				
Additions	0	62,00,000	0	62,00,000
Reduction	11,49,44,601	98,56,318	2,02,77,506	14,50,78,425
<b>Net Change</b>	<b>-11,49,44,601</b>	<b>-36,56,318</b>	<b>-2,02,77,506</b>	<b>-13,88,78,425</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	42,02,74,188	22,76,12,669	0	64,78,86,857
ii) Interest due but not paid	0	5,40,30,810	0	5,40,30,810
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>42,02,74,188</b>	<b>28,16,43,479</b>	<b>0</b>	<b>70,19,17,667</b>

## VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No	Particulars of Remuneration	Name of the MD/WTD/Manager			Total Amount
		P.S. DEODHAR	R.K.DEHERKAR		
<b>1</b>	<b>Gross salary</b>				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	0	1800000		1800000
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	0			0
	(c ) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	NIL	NIL	NIL
2	Stock option	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission as % of profit others (specify)	NIL	NIL	NIL	NIL
5	Others, please specify-Sitting Fee	0	NIL	NIL	0
	<b>Total (A)</b>	<b>0</b>	<b>1800000</b>		<b>1800000</b>
	<b>Ceiling as per the Act</b>				



**B. Remuneration to other directors:**

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

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

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

## 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)
<b>A. COMPANY</b>					
Penalty	NA				
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty	NA				
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NA				
Punishment					
Compounding					

For and on behalf of the Board of Directors

P.S. Deodhar  
Chairman & Managing Director  
DIN:00393117

Naresh K. Joshi  
Director  
DIN:08471203

Date: August 8, 2019  
Place: Thane

**INDEPENDENT AUDITOR'S REPORT**

**To the Members of Aplab Limited**

**Report on the Audit of the Financial Statements**

**Opinion**

We have audited the Standalone financial statements of Aplab Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2019, and the statement of Profit and Loss, Statement of Changes in Equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information for the year ended on that date.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements prepared by the Company 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, of the state of affairs of the Company as at March 31, 2019, and Profit, Changes in Equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Key Audit Matters**

Key Audit Matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

<b>Key Audit Matters</b>	<b>How our audit addressed the Key Audit Matters</b>
<p>There are various Key Audit Matters which were observed as most significant in our audit of Financial statements and specifically these are as under.:</p>	<p>Our Audit Procedures on various areas in general primarily included :</p> <ul style="list-style-type: none"> <li>• Obtaining an understanding of design, ERP system, processes and internal controls implemented by the management across its manufacturing &amp; sales / service divisions,</li> <li>• Interacting with ERP System Administrators to assess the effectiveness of various process controls,</li> <li>• Testing IT and other controls for its completeness &amp; accuracy of financial transactions,</li> <li>• Testing on a sample basis various types of transactions across business verticals &amp; sales / service units.</li> <li>• Examination of system outputs, management reports, major contracts, sale deeds and obtaining necessary explanations / clarifications from the concerned officials</li> </ul> <p>We give below how specifically each Key Audit Matter has been dealt with by us in our Audit :</p>

Key Audit Matters	How our audit addressed the Key Audit Matters
<p>The Company has incurred an operating loss of Rs. 1151.80 lakhs during this year. Since last 4 years company is incurring Operating losses. The Company has made a Profit during the year due to certain exceptional items and other comprehensive Income of Rs. 1866.94 lakhs, however, due to substantial accumulated losses, its net worth has continued to remain negative at the end of the year at Rs. 2663.87 lakhs.</p> <p>The Current Liabilities have exceeded Current Assets by Rs.7940.59 lakhs at the year end</p>	<p>We have analysed the major reasons which are contributing to the continued operating losses &amp; those were high cost of debt, continuous decline in turnover and high fixed costs.</p> <p>With retiring of some of the bank &amp; other borrowings, company projects to save interest costs. As per presentation made by the Company in the Audit Committee Meeting and the Management Representation given to us, Company plans to increase the turnover as funds would be available for its operations.</p>
<p>During the year, the Company has sold its Property at Bhosari Pune to different parties &amp; a net gain of Rs. 1075.02 lakhs was made. These funds were utilized to settle Bank Term Loan ( which was NPA ) under One Time Settlement ( OTS ) scheme. Under the OTS, the Bank had waived outstanding Interest of Rs. 575.97lacs. The balance funds were utilized to pay off old statutory dues and other operational creditors.</p>	<p>The sold property was not being used by the Company. We have examined the property sale deeds, other related sale documents, tax computation on gain as well as Bank documentation regarding OTS to ascertain that Bank dues are fully settled.</p> <p>The gain on sale of Property has been considered as an Exceptional Item along with Interest provision no longer required. This is an operational income generated having substantial impact on profitability of the company.</p>
<p>Inventory includes Rs. 1396.22 lakhs which is non-moving and may include some obsolescence. It includes un-reconciled and unconfirmed stocks worth Rs. 799.73lakhs. The Company has valued entire old inventory at cost instead of least of Cost or NRV. (Refer Note no. 10 ).</p>	<p>We have analysed inventory records for past 3 years to ascertain its non moving character as also the periodical physical verification records. In addition, we have obtained the saleability or usability of all such non moving items from the company for terming the same as obsolete.</p> <p>The Company claims that there is no obsolescence in electronics industry as such items are required during servicing etc. and therefore valued inventory at Cost.</p> <p>However, based on the inventory records we have ascertained these as "Non Current Assets"(Refer Note no. 10 )</p>
<p>Receivables of Rs. 424.84 lakhs are overdue for more than a year and include Rs. 281.70 lakhs over 3 years. These are not reconciled or confirmed by the parties. Some of these may have become doubtful or bad.</p>	<p>We have reviewed the status of subsequent realisation for the old debts. However, the Company has not made identification or provision for doubtful debts in the financial statements. However, based on these facts and records we have ascertained that these as "Non Current Assets"(Refer Note no. 10 )</p>
<p>The Company during the year could not pay various statutory dues in time and the delay ranges between 2 to 12 months. Statutory Dues of Rs. 86.93 lakhs and separated employee Unpaid Gratuity / other dues are Rs. 755.53 lakhs are at the year end.</p>	<p>We have examined the records towards funds utilisation of the Sale Proceeds of Bhosari property and ascertained that unpaid public deposit &amp; old statutory dues have been substantially repaid.</p>
<p>The balance amount of matured Public Deposits including interest remaining unpaid is Rs.30.26 lakhs</p>	<p>Interest on unpaid dues has been computed and company has made a provision of the same in the financial statements. This computation has been verified by us.</p>
<p>In spite of cash losses, Impairment of Assets has not been worked out or provided as required under IndAS36</p>	<p>No action has been taken by the company and we have reported this matter to the Audit Committee.</p>

<b>Key Audit Matters</b>	<b>How our audit addressed the Key Audit Matters</b>
In FY 2016-17, Company had entered into a MoU to sell the main Unit at Wagle Estate, Thane for a sum of Rs. 35 crores, this was approved by the Board of Directors of the Company. ( Refer Note no. 5 ). The Sale transaction has not yet been completed & Company continued to occupy the said premises during the year.	We have examined the MoU entered with the party and also verified the advance received against the sale. This unit has been shown as Asset held for Sale, however, full depreciation has been charged during this year as Company continued to use these premises. We do not have any different opinion on this matter.
Interest provided of Rs. 197.67 lakhs for FY 2018-19 on Unsecured Loan of Rs. 2502.99 lakhs from one of the Directors has been reversed on her request.	We have obtained evidence about Director's request to waive off interest on the unsecured loan given to the company. This matter has also been informed to the Board of Directors as per the records verified by us.
The Company during the year could not fully reconcile some of the important accounts. These are receipts from debtors Rs. 1521.48 lakhs, payments to creditors Rs. 2551.50lakhs, GST, Excise, Service Tax & VAT liabilities.	This matter has been reported by us to the Audit Committee.  The Management in their Representation has stated to resolve this on a priority basis.
The Company has not funded Gratuity Policy to the extent of Rs. 828.77lakhs. In addition, there are unpaid Gratuity and other dues of separated employees of Rs. 755.53lakhs on the Balance Sheet date and includes dues over 5years (Refer Note no.23). No interest has been provided on these outstanding.	The company has obtained Actuarial valuation of Employee Benefits ( Gratuity )as per Ind AS 19 and made necessary provision in the financial statements.  We have examined the employee data provided for this purpose as also sought clarifications on this valuation from the valuers.  The management has stated that due to non availability of funds the policy could not be funded or liabilities paid.
The ERP System introduced during FY 2015-16 is not fully established or adequately tested for various reports and daybooks. In process and non reconciled transactions are worth Rs.133.45 lakhs at year end.	We have obtained necessary clarifications from the System Administrators to understand the issues in process completion / un-reconciliation aspects.  The entire data for the year was provided to the System Administrators and they have completed at back end certain closing procedures which reduced value of un-reconciled transactions.  For the balance amount, we have relied upon the guidance given by the system providers for giving necessary effects to certain financial transactions and Interim System Account balances. These were mainly in the areas of inventory processes.

## **Responsibility of Management for Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. 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 design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the company's financial reporting process.

## Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

## Report on Other Legal and Regulatory Requirements

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 A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has not provided the impact of pending litigations in its financial statements. The total value of such litigations has been given in para vii(b) of the Annexure A to this report to the financial statements;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. Rs. 0.65 lakhs are remaining to be transferred to the Investor Education and Protection Fund by the Company

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

Atul Shahade  
Partner  
M. No. 35227

Place: Mumbai  
Date: 14th May, 2019

## **ANNEXURE - A**

### **ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT**

( Annexure referred to in paragraph under 'Report on Other Legal and Regulatory Requirements' section of our report of even date on the accounts of **Aplab Limited** for the year ended on 31st March 2019. )

- i. (a) The Company has maintained reasonable records showing particulars including quantitative details and situation of fixed assets. This record is reconciled with the Books of Account.
- (b) Physical verification of items of the fixed assets was not fully conducted by the management during the year as per the programme, however, we are informed that no material discrepancies were noticed in the completed verification. The verification results are being reconciled with Fixed Assets Register by the Company.
- (c) The Company has immovable properties of freehold and leasehold land and buildings and the original title deeds are given to the Banks as security against various loans obtained. The Company has copies of these title deeds and on examination of these copies and other documents, we observed that all the title deeds of the properties are held in the name of the Company or amalgamated subsidiary.
- ii. As explained to us, the inventory has been physically verified during the year by the Management at the various locations. In our opinion, the frequency of such verification needs to be substantially improved at regional offices. As informed to us, the discrepancies noticed in physical verification of inventory as compared to the book records were Rs. 799.73 lakhs at various locations and the Company is in the process of reconciling the same with the books of account.
- iii. According to the information and explanations given to us, the Company has not granted any loans to the parties listed in the Register maintained under Section 189 of the Companies Act, 2013. Consequently, the requirements of Clause (a) to (c) are not applicable.
- iv. The Company has not granted any loans, made investments or provided guarantees and hence reporting under clause 3 ( iv ) of the Order is not applicable.
- v. In our opinion and according to the information and explanations given to us, the Company has not fully complied with the directives issued by the Reserve Bank of India, the provisions of Section 73 to 76 of the Companies Act, 2013 and the rules framed there under with regard to the deposits accepted from the public. Company has not repaid on due dates matured Public deposits of Rs. 30.26 Lakhs including interest as on 31st March 2019. The Company had not maintained liquid assets against deposits during the year as per the rules.
- vi. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies ( Cost Accounting Records ) Rules, 2011 prescribed by the Central government u/s 148 (1) of the Companies Act, 2013 and are of the opinion that prima facie the prescribed cost records have been maintained. We have, however not made a detailed examination of the Cost records with a view to determine whether they are accurate or complete.
- vii. (a) According to the records of the Company and information and explanations given to us, the Company has not been regular in depositing statutory dues including Provident Fund, Employees State Insurance, TDS, GST, Excise Duty, Value Added Tax and other statutory dues with the appropriate authorities during the year, as there are cases of delay throughout the year. Total outstanding of all these statutory dues is Rs. 86.93 lakhs on the year end date. There are undisputed statutory dues of Rs. 86.93 lakhs outstanding as of March 31, 2019 for a period of more than six months since they became payable. The Company has not transferred necessary amount to Investor Education and Protection Fund as on Balance Sheet date.
- (b) As at the year-end, according to the records of the Company and information and explanations given to us, the following are particulars of disputed amounts on account of various Statutory Dues :-

Nature of Dues	Rs. in Lakhs	F.Y.	Forum where dispute is pending
Excise Duty	6.60	2012-13	Appeal Pending with Commissioner of Central Excise (Appeals) CBD Belapur
Excise Duty	3.53	2013-14	Appeal Pending with Asst. Commissioner of Central Excise (Appeals)
Excise Duty	3.81	2014-15	Appeal Pending With CESTAT
Sales Tax	6.11	2002-03	Dy. Commissioner Appeals, New Delhi.
Sales Tax	2.10	2003-04	Dy. Commissioner Appeals, New Delhi.
Sales Tax	2.18	2004-05	Joint Commissioner Appeals, New Delhi.
Sales Tax	3.48	2004-05	Joint Commissioner Appeals, New Delhi.
Sales Tax	0.83	2005-06	Additional Commissioner Grade II, Appeal III, Commercial Taxes (Lucknow)
Sales Tax	1.70	2006-07	Additional Commissioner Grade II, Appeal III, Commercial Taxes (Lucknow)
Sales Tax	1.09	2007-08	Additional Commissioner Grade II, Appeal III, Commercial Taxes (Lucknow)
Sales Tax	3.55	2008-09	Sales Tax Tribunal – Mumbai VAT
Sales Tax	109.15	2008-09	Sales Tax Tribunal – Mumbai VAT
Income Tax	7.28	2004-05	Additional Commissioner Grade II, Appeal filed with Tribunal Mumbai
Income Tax	125.40	2009-10	Additional Commissioner Circle 1, Thane
Income Tax	682.31	2010-11	Commissioner of IT Range 1
Income Tax	124.02	2011-12	CIT II Thane
<b>Total</b>	<b>1083.14</b>		
Gratuity	Many separated employees have filed cases in District Court for non payment of their Gratuity dues. Though the Gratuity amount has been provided, there would be claims of Interest and other charges, amount not determined at this stage.		

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

Particulars	Amt of Default as on 31st March 2019 Rs. in lakhs	Period of Default	Remarks
Corporation Bank – Working Capital Loan	276.51 (sum of overdrawn amount in various months)	Over 3 years	Default is the excess amount drawn over the Drawing Power each month. During the year, in most of the months the account was overdrawn.

ix. The Company has not raised moneys by way of initial public offer or further public offer ( including debt instruments ) or term loans and hence reporting under clause 3(ix) of the Order is not applicable.

x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the period.

xi. The Company has employees covered under section 197 of the Act and the remuneration paid is below the limit specified under section 197 read with Schedule V of the Companies Act, 2013.

xii. The Company is not a Nidhi Company and hence reporting under clause 3 ( xii ) of the Order is not applicable



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

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

Atul Shahade  
Partner  
M. No. 35227

Place: Mumbai,  
Date: 14th May, 2019

**ANNEXURE - B****ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF APLAB LIMITED****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013**

We have audited the internal financial controls over financial reporting of Aplab Limited, as of 31st March, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

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

**Auditors' Responsibility**

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

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

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

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

**Meaning of Internal Financial Controls Over Financial Reporting**

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

- (1) pertains to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## **Qualified Opinion**

According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified as at 31st March, 2019 :

- (a) The ERP system was not fully established, tested and appropriate reports not available leading to inherent weakness to obtain and test the desired level of internal financial controls.
- (b) The Company did not have appropriate internal controls for periodic reconciliation of physical inventory with the inventory records, which may have resulted in misstatement of inventory values in the books of account.
- (c) The consumption of material for production and other purposes is not reconciled with Cost of Goods sold as appearing in the ERP System, mainly due to lack of production batch closing procedures.
- (d) The adequacy of internal financial control over Servicing and Rental of Machines Income is inadequate in terms of In Warranty & Out of Warranty / AMC billing, consumption of spares and its invoicing, follow up on renewals etc.

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

In our opinion, the Company has, in all material respects, maintained adequate internal financial controls over financial reporting as of March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India and except for the effects/ possible effects of the material weaknesses described above on the achievement of the objectives of the control criteria, the Company's internal financial controls over financial reporting were operating effectively as of March 31, 2019.

We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the March 31, 2019 financial statements of the Company, and these material weaknesses do not affect our opinion on the standalone financial statements of the Company.

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

Atul Shahade  
Partner  
M. No. 35227  
Place: Mumbai,  
Date: 14th May, 2019

### Statement of Assets & Liabilities as at 31st March 2019

Particulars	Note	As at 31/03/2019	As at 31/03/2018
<b>ASSETS</b>			
<b>Non Current Assets</b>			
Property, Plant and Equipment	5	4,12,14,971	16,63,23,421
Capital work-in-progress	5	2,34,75,415	81,97,638
Investment Properties	6	11,67,292	12,43,489
Other intangible asset	7	1,93,972	1,93,972
Financial Assets			
i) Investment	8A	2,36,150	2,36,150
ii) Loans	8B	16,98,112	18,33,660
iii) Other Financial Asset	8C	1,69,70,029	1,29,00,752
Non Current Tax Asset	9A	4,12,68,267	4,72,33,370
Deferred tax asset	9B	12,01,057	12,01,057
Other non-current asset	10	16,77,92,203	20,42,75,930
<b>Total Non Current Asset</b>		<b>29,52,17,468</b>	<b>44,36,39,438</b>
<b>Current Assets</b>			
Inventories	10	13,02,81,319	13,84,49,947
Financial Assets			
i) Investments			
ii) Trade Receivables	10	19,22,44,958	6,09,06,709
iii) Cash and Cash Equivalents	11	3,58,14,657	3,94,04,749
iv) Bank Balances	12	3,035	3,035
v) Loans			
vi) Other Financial Assets			
Other Current Assets	13	4,71,46,213	3,55,75,500
Asset Classified as held for Sale	5	33,16,66,982	34,49,08,690
<b>Total Current Asset</b>		<b>40,54,90,182</b>	<b>27,43,39,939</b>
<b>Total Assets</b>		<b>1,03,23,74,632</b>	<b>1,06,28,88,067</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	14	5,00,00,000	5,00,00,000
(b) Other Equity	14	(31,63,87,488)	(37,53,65,828)
<b>Total Equity</b>		<b>(26,63,87,488)</b>	<b>(32,53,65,828)</b>
<b>LIABILITIES</b>			
<b>Non-Current Liabilities</b>			
Financial Liabilities			
(i) Borrowings		-	-
(ii) Other Financial Liabilities			
Provisions	14	75,00,000	10,00,000
Employee Benefit	14	9,17,12,961	12,16,26,754
Other Non-Current Liabilities			
<b>Total Non Current Liability</b>		<b>9,92,12,961</b>	<b>12,26,26,754</b>
<b>Current Liabilities</b>			
Financial Liabilities			
(i) Borrowings	14	70,19,17,667	70,27,78,343
(ii) Trade Payables	14	10,76,02,201	12,80,55,116
(iii) Other Financial Liabilities		-	-
Provisions	14	35,00,000	65,00,000
Employee Benefit Obligation	14	8,31,83,152	7,90,29,449
Current Tax Liabilities ( Net )			
Other Current Liabilities	14	20,83,46,140	8,99,02,389
<b>Total Current Liabilities</b>		<b>1,10,45,49,159</b>	<b>1,00,62,65,297</b>
Liabilities directly associated with assets classified as held for sale	15	9,50,00,000	25,93,61,844
<b>Total Liabilities</b>		<b>1,29,87,62,120</b>	<b>1,38,82,53,895</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1,03,23,74,632</b>	<b>1,06,28,88,067</b>

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

For and on behalf of the Board

Atul Shahade  
Partner  
M No.35227  
Mumbai : 14th May , 2019

Rajesh K Deherkar  
Company Secretary &  
Finance Controller  
Membership No. A10783  
Thane : 14th May , 2019

Amrita P. Deodhar  
Director  
DIN : 00538573  
Thane : 14th May , 2019

Shailendra K. Hajela  
Director  
DIN : 01001987  
Thane : 14th May , 2019

**Statement of Profit & Loss for the year ended 31st March, 2019**

Particulars	Note	Year ended 31/03/2019	Year ended 31/03/2018
<b>INCOME</b>			
I Revenue From Operations	16	<b>53,21,41,451</b>	62,02,42,509
II Other Income	17	<b>31,57,556</b>	38,49,655
III <b>Total Income</b>		<b>53,52,99,007</b>	62,40,92,163
<b>IV EXPENDITURE</b>			
Cost of Materials Consumed	18	<b>25,71,80,103</b>	29,92,09,823
Excise Duty		-	98,26,318
Employee Benefit Expenses	19	<b>13,97,31,348</b>	17,88,90,749
Depreciation and Amortisation Expenses	20	<b>1,28,74,908</b>	1,44,19,010
Finance Costs	21	<b>8,06,45,449</b>	10,81,99,312
Other Expenses	22	<b>16,00,47,049</b>	17,22,74,837
<b>Total Expenditure</b>		<b>65,04,78,857</b>	78,28,20,050
V <b>Profit / (Loss) before exceptional items and tax (III-IV)</b>		<b>(11,51,79,850)</b>	(15,87,27,886)
VI Exceptional Items		<b>18,18,18,655</b>	-
VII <b>Profit / (Loss) before exceptions items and tax (V-VI)</b>		<b>6,66,38,805</b>	(15,87,27,886)
VIII Tax Expense :			
(1) Current Tax		<b>1,25,00,000</b>	-
(2) Deferred Tax		-	-
IX <b>Profit / (Loss) for the period from continuing operations (VII-VIII)</b>		<b>5,41,38,805</b>	(15,87,27,886)
X <b>Other Comprehensive Income</b>			
A. (i) Items that will not be reclassified to Profit Or Loss		<b>48,75,534</b>	2,02,16,869
(ii) Income Tax relating to items that will not be reclassified to Profit or Loss			
B. (i) Items that will be reclassified to Profit or Loss			
(ii) Income Tax relating to items that will be reclassified to Profit or Loss			
XI <b>Total Comprehensive Income for the period ( IX + X ) comprising Profit/ (Loss) and Other Comprehensive Income for the period</b>		<b>5,90,14,339</b>	(13,85,11,017)

**Earnings per Equity Share ( Face Value of Rs. 10/- each)**

Basic	<b>11.80</b>	(27.70)
Diluted	<b>11.80</b>	(27.70)
Notes to Financial Statements	1 to 23	

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

For and on behalf of the Board

Atul Shahade  
Partner  
M No.35227  
Mumbai : 14th May , 2019

Rajesh K Deherkar  
Company Secretary &  
Finance Controller  
Membership No. A10783  
Thane : 14th May , 2019

Amrita P. Deodhar  
Director  
DIN : 00538573  
Thane : 14th May , 2019

Shailendra K. Hajela  
Director  
DIN : 01001987  
Thane : 14th May , 2019

### CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019

	2018-19 RUPEES	2017-18 RUPEES
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before tax and extra ordinary items	5,90,14,339	(13,85,11,018)
Adjustments For :		
Depreciation	1,28,74,908	1,44,19,010
Interest received	(11,12,477)	(14,27,656)
Interest Paid	7,50,11,343	10,39,05,541
Profit or (Loss) on Sale of Assets (Net)	(10,75,02,307)	-
Operating Profit before working capital changes	3,82,85,807	(2,16,14,123)
Adjustments for :		
(Decrease) / Increase in Working Capital	(1,39,39,939)	14,94,91,223
	<b>2,43,45,868</b>	<b>(17,11,05,437)</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(11,57,602)	(1,11,03,602)
Capital Work in Progress	(1,52,77,777)	(46,52,824)
Sale of Fixed Assets	11,35,63,947	33,798
<b>Net Cash used in Investing Activities</b>	<b>9,71,28,568</b>	<b>(1,57,22,628)</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Net Increase / (Decrease) in Borrowings	(16,52,22,520)	29,91,83,872
Interest received	11,12,477	14,27,656
Interest Paid	(7,50,11,343)	(10,39,05,541)
Prior Period reversal	65,54,551	
Profit or (Loss) on Sale of Assets (Net)	10,75,02,307	
Net Cash from Financing Activities	(12,50,64,528)	19,67,05,987
Net Increase / (Decrease) in Cash and Cash Equivalent (A+B+C)	35,90,092	98,78,012
Opening Balance of Cash and Cash Equivalent	3,94,07,784	2,95,29,772
Closing Balance of Cash and Cash Equivalent	3,58,17,692	3,94,07,784
Net Increase / (Decrease)	(35,90,092)	98,78,012

#### Notes:

- 1) The above Cash Flow statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard 3 (Ind AS7) - Statement of Cash Flow.
- 2) Figures in brackets indicate outflow.

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

Atul Shahade  
Partner  
M No.35227  
Mumbai : 14th May , 2019

For and on behalf of the Board

Rajesh K Deherkar  
Company Secretary &  
Finance Controller  
Membership No. A10783  
Thane : 14th May , 2019

Amrita P. Deodhar  
Director  
DIN : 00538573  
Thane : 14th May , 2019

Shailendra K. Hajela  
Director  
DIN : 01001987  
Thane : 14th May , 2019

**Notes to the Standalone Financial Statements for the year ended March 31, 2019****1. Corporate information**

Aplab Limited is a public limited company domiciled and incorporated in India having its registered office at Aplab House, A-5, Wagle Industrial Estate, Thane 400 604 . The Company's equity shares are listed and traded on BSE Limited. The Company is engaged in the manufacturing & marketing of Professional Electronic equipment business.

**2. Application of new and revised Indian Accounting Standards**

All the Indian Accounting Standards issued and notified by the Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) till the financial statements are authorized have been considered in preparing these financial statements.

**2.1 Standards / Amendments issued but not yet effective**

In March 2017, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2017, notifying amendments to Ind AS 7, 'Statement of cash flows' and Ind AS 102, 'Share-based payment.' These amendments are in accordance with the recent amendments made by International Accounting Standards Board (IASB) to IAS 7, 'Statement of cash flows' and IFRS 2, 'Share-based payment,' respectively. The amendments are applicable to the Company from April 1, 2017.

**Amendment to Ind AS 7:**

The amendment to Ind AS 7 requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities, to meet the disclosure requirement. The Company is evaluating the requirements of the amendment and the effect on the financial statements is being evaluated.

**Amendment to Ind AS 102:**

The amendment to Ind AS 102 provides specific guidance to measurement of cash-settled awards,

modification of cash-settled awards and awards that include a net settlement feature in respect of withholding taxes. As the Company has not issued any stock options plans, hence this amendment will have no effect on the Company's financial statements.

**3. Significant accounting Policies****3.1 Statement of Compliance**

In accordance with the notification dated 16th February, 2015, issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 with effect from April 1, 2017.

The financial statements have been prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015. The date of transition to Ind AS is April 1, 2016. Refer note 3.19 for details of first time adoption mandatory exceptions and optional exemptions availed by the Company. Upto the year ended March 31, 2017, the Company had prepared its financial statements under the historical cost convention on accrual basis in accordance with the Generally Accepted Accounting Principles (Previous GAAP) applicable in India and the applicable Accounting Standards as prescribed under the provisions of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014.

**3.2 Basis of preparation**

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. The financial statements are presented in Indian Rupees and all values are rounded to the nearest rupee except otherwise stated.

**Fair Value measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement

date under current market conditions. The Company categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed in their measurement which are described as follows:

- (a) Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- (b) Level 2 inputs are inputs that are observable, either directly or indirectly, other than quoted prices included within level 1 for the asset or liability.
- (c) Level 3 inputs are unobservable inputs for the asset or liability reflecting significant modifications to observable related market data or Company's assumptions about pricing by market participants.

### 3.3 Non-current assets held for sale

Non-current assets classified as held for sale are measured at the lower of carrying amount and fair value less costs to sell. Non-current assets are classified as held for sale if their carrying amounts will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset is available for immediate sale in its present condition subject to terms that are usual and customary for sales of such assets. Property, plant and equipment and intangible assets are not depreciated or amortized once classified as held for sale.

### 3.4 Revenue Recognition

- Sales are recognized when risks and rewards (transfer of custody of goods) are passed to customers and include all statutory levies except (GST) and is net of discounts.
- Service Income resulting from achievement of milestone events stipulated in agreements is recognized when the milestone is achieved. Milestones are based on the occurrence of a substantive element specified in the contract or as a measure of substantive progress made towards completion under the contract.
- Dividend income is recognized when the right to receive the dividend is established.
- Interest income is accrued on a time basis, by reference to the principal outstanding and at the

effective interest rate applicable (which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition).

- For non financial assets, interest income is recognized on a time proportion basis.
- Revenue from sale of scrap is recognized when risks and rewards (transfer of custody of goods) are passed to customers.
- Revenue in respect of Liquidated Damages from contractors/ suppliers is recognized when determined as not payable.
- Excise duty is presented as expense in the statement of profit and loss. Excise duty in respect of difference between closing and opening stock of excisable goods is included under "Other Expenses".

### 3.5 Leases

- Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.
- Leasehold lands where the ownership of the land will not be transferred to Company at the end of lease period are classified as operating leases. Upfront operating lease payments are recognized as prepayments and amortized on a straight-line basis over the term of the lease. Leasehold lands are considered as finance lease where ownership will be transferred to the Company as at the end of lease period. Such leasehold lands are presented under property, plant and equipment and not depreciated.

### 3.6 Foreign currencies

The functional currency of the Company is Indian Rupees which represents the currency of the primary economic environment in which it operates. Transactions in currencies other than the Company's functional currency (foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated using closing exchange rate prevailing on the last day of the reporting period.



### **3.7 Borrowing Costs**

Borrowing costs specifically identified to the acquisition or construction of qualifying assets is capitalized as part of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged in the statement of profit and loss.

### **3.8 Employee Benefits**

Employee benefits include provident fund, gratuity fund, compensated absences and resettlement allowances.

### **3.9 Defined contribution plans**

Employee benefit under defined contribution plans comprising of provident fund is recognized based on the amount of obligation of the Company to contribute to the plan. The same is paid to a Provident Fund Trust authorities and to Life Insurance Corporation of India respectively, which are expensed during the year.

#### **Defined benefit plans**

Defined retirement benefit plan of gratuity is recognized based on the present value of defined benefit obligation and is computed using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. These are accounted as current employee cost or included in cost of assets as permitted.

Net interest on the net defined liability is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset and is recognized in the statement of profit and loss except those included in cost of assets as permitted. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest as defined above), are recognized in other comprehensive income except those included in cost of assets as permitted in the period in which they occur and are not subsequently reclassified to profit or loss. The Company contributes all ascertained liabilities with respect to Gratuity to the Life Insurance Corporation of India.

#### **Short-term employee benefits**

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized during the year when the employees render the service.

These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

The cost of short-term compensated absences is accounted as under:

- (a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- (b) in case of non-accumulating compensated absences, when the absences occur.

#### **Long-term employee benefits**

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognized as a liability at the present value of the defined benefit obligation as at the balance sheet date less the fair value of the plan assets out of which the obligations are expected to be settled.

### **3.10 Taxation**

Income tax expense represents the sum of the tax currently payable and deferred tax.

#### **Current tax**

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

#### **Deferred tax**

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable

profits will be available against which those deductible temporary differences can be utilized.

Deferred taxes are recognized in respect of temporary differences which originate during the tax holiday period but reverse after the tax holiday period. For this purpose, reversal of temporary difference is determined using first in first out method.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognized as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with asset will be realized.

### **Current and deferred tax for the year**

Current and deferred tax are recognized instatement of profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

### **3.11 Property, Plant and Equipment (PPE)**

Land and buildings held for use in the production or supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses if any. Freehold land is not depreciated.

PPE in the course of construction for production, supply or administrative purposes are carried at cost, less any recognized impairment loss. The cost of an asset comprises its purchase price or its construction cost (net of applicable tax credits) and any cost directly attributable to bring the asset into the location and condition necessary for it to be capable of operating in the manner intended by the management. It includes professional fees and borrowing costs for qualifying assets capitalized in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of PPE when completed and ready for intended use. Parts of an item of PPE having different useful lives and material value as assessed by management and subsequent capital expenditure on Property, Plant and Equipment are accounted for as separate components.

PPE are stated at cost less accumulated depreciation and accumulated impairment losses if any.

Depreciation of PPE commences when the assets are ready for their intended use.

Depreciation is provided on the cost of PPE (other than freehold land and properties under construction) less their residual values over their useful lives, using Straight Line Method, over the useful life of component of various Assets as specified in Schedule II to the Companies Act, 2013.

Depreciation on additions/deletions to PPE during the year is provided for on a pro-rata basis with reference to the date of additions/deletions except low value items not exceeding ₹ 5,000/-

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets.

An item of property, plant and equipment is derecognized upon disposal, replacement or when no future economic benefits are expected to arise from the continued use of the asset.

Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in profit or loss.

### 3.12 Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and accumulated impairment losses. Amortization is recognized on a straight-line basis over their estimated useful lives. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses if any.

#### Derecognition of intangible assets

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognized in profit or loss when the asset is derecognized.

#### Useful lives of intangible assets

Estimated useful lives of the intangible assets are as follows:

Sr. No.	Particulars	Useful lives (in years)
1.	Computer software	3-10
2.	Licence and franchise	2-10

### 3.13 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit after tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows are segregated into operating, investing and financing activities.

### 3.14 Inventories

Inventories are valued at lower of cost and net realizable value. Cost of inventories comprises of purchase cost and other costs incurred in bringing inventories to their

present location and condition. The cost has been determined as under:

Raw material	Weighted average cost basis.
Finished products	Raw material and Conversion cost
Stock-in-process	Raw material and Proportionate Conversion cost.
Stores and spares	Weighted average cost basis.

### 3.15 Provisions, Contingent Liabilities and Contingent Assets.

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Contingent assets are disclosed in the financial statements by way of notes to accounts when an inflow of economic benefits is probable.

Contingent liabilities are disclosed in the Financial Statements by way of notes to accounts, unless possibility of an outflow of resources embodying economic benefit is remote.

### 3.16 Financial instruments

Financial assets and financial liabilities are recognized when Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to

the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

### 3.17 Financial assets

All recognized financial assets are subsequently measured in their entirety at either amortized cost or fair value, depending on the classification of the financial assets.

- **Cash and cash equivalents**

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

- **Financial assets at amortized cost**

Financial assets are subsequently measured at amortized cost using the effective interest method if these financial assets are held within a business whose objective is to hold these assets in order 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.

- **Financial assets at fair value through other comprehensive income**

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both selling financial assets and collecting contractual cash flows, 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.

- **Financial assets at fair value through profit or loss**

Financial assets are measured at fair value through profit or loss unless it is measured at amortized

cost or at fair value through other comprehensive income.

- **Impairment of financial assets**

The Company assesses at each balance sheet date whether a financial asset or a group of financial assets is impaired. Ind AS109 requires expected credit losses to be measured through a loss allowance. The Company recognizes lifetime expected losses for trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to 12 month expected credit losses or at an amount equal to lifetime expected losses, if the credit risk on the financial asset has increased significantly since initial recognition.

- **Derecognition of financial assets**

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognized in the Statement of Profit and Loss.

### 3.18 Insurance Claims

In case of total loss of asset, on intimation to the insurer, either the carrying cost of the asset or insurance value (subject to deductible excess) whichever is lower is treated as claims recoverable from insurance company. In case insurance claim is less than the carrying cost of the asset, the difference is charged to statement of profit and loss.

In case of partial or other losses, expenditure incurred / payments made to put such assets back into use, to meet the third party or other liabilities (less deductible excess) if any, are accounted for as claims receivable from insurance company. Insurance Policy deductible excess are expensed in the year in which corresponding expenditure is incurred.

As and when claims are finally received from the insurance company, the difference, if any, between the

claim receivable from insurance company and claims received is adjusted to statement of profit and loss.

All other claims and provisions are booked on the merits of each case.

### **3.19 First-time adoption – mandatory exceptions and optional exemptions**

#### **Overall principle**

The Company has prepared the opening balance sheet as per Ind AS as of April 1, 2016 (the 'transition date') by recognizing all assets and liabilities whose recognition is required by Ind AS, not recognizing items of assets or liabilities which are not permitted by Ind AS, by reclassifying items from previous GAAP to Ind AS as required under Ind AS, and applying Ind AS in measurement of recognized assets and liabilities. However, this principle is subject to the certain exception and certain optional exemptions availed by the Company as detailed below.

- **Derecognition of financial assets and financial liabilities**

The Company has applied the derecognition requirements of financial assets and financial liabilities prospectively for transactions occurring on or after April 1, 2016.

- **Business combinations**

The Company has elected not to apply Ind AS 103 Business Combinations retrospectively to past business combinations that occurred before the transition date of April 1, 2015.

- **Classification of debt instruments**

The Company has determined the classification of debt instruments in terms of amortized cost criteria based on the facts and circumstances that existed as of the transition date.

- **Impairment of financial assets**

The Company has applied impairment requirement of Ind AS 109 prospectively from the transition date.

- **Deemed cost for property, plant and equipment and intangible assets**

The Company has elected to continue with the carrying value of all of its property, plant and equipment and intangible assets recognized as of April 1, 2016 measured as per the Previous GAAP and use that carrying value as its deemed cost as of the transition date.

- **Non-current assets held for sale**

The Company has measured non-current assets held for sale at the lower of carrying value and fair value less cost to sell at transition date in accordance with Ind AS 105.

## **4. Critical Accounting Judgments, Assumptions and Key Sources of Estimation Uncertainty**

Inherent in the application of many of the accounting policies used in preparing the financial statements is the need for management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported amounts of revenues and expenses. Actual outcomes could differ from the estimates and assumptions used.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods are affected.

Key source of judgments, assumptions and estimation uncertainty in the preparation of the financial statements which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are in respect of useful lives of property, plant and equipment, employee benefit obligations, provision for income tax and measurement of deferred tax assets.

### **4.1 Assumptions and key sources of estimation uncertainty**

Information about estimates and assumptions that have the significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below. Actual results may differ from these estimates.

- **Useful lives of property, plant and equipment and intangible assets**

Management reviews its estimate of the useful lives of PPE and intangible assets at each reporting date, based on the future economic benefits

expected to be consumed from the assets.

- **Defined benefit obligation (DBO)**

Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

- **Provision for income tax**

Significant judgments are involved in determining the provision for income taxes, including amount

expected to be paid/recovered for uncertain tax positions.

- **Recognition of deferred tax assets**

The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilized. In addition, significant judgment is required in assessing the impact of any legal or economic limits or uncertainties.

(Amount in Rs.)

### Notes to Financial Statement Note 5 Property, Plant and Equipment

Particulars	Leasehold Land	Factory Buildings	Residential Premises	Office Premises	Plant and Machinery	Electrical Installations	Furniture and Fixtures	E. D. P. Systems / Computers	Vehicles	Total	Capital WIP
<b>Year Ended 31st March 2019</b>											
<b>Gross carrying amount on April 2018</b>	<b>1,84,58,684</b>	<b>4,25,20,994</b>	<b>7,43,670</b>	<b>12,74,75,424</b>	<b>6,29,52,656</b>	<b>2,06,40,733</b>	<b>7,23,76,259</b>	<b>3,58,34,380</b>	<b>1,03,22,948</b>	<b>39,13,25,748</b>	<b>81,97,638</b>
Deemed cost											
Additions					12,825		2,95,949	8,48,828		11,57,602	1,52,77,777
Assets included in Investment property group	6,61,009	23,34,843								29,95,852	
Assets included in disposal group classified as held for sale	35,10,25,772	4,06,51,508								39,16,77,280	
Disposals				11,90,89,799	3,33,81,844	52,78,159	27,275		13,37,376	15,91,14,453	
<b>Closing Gross Carrying amount(A)</b>	<b>37,01,45,465</b>	<b>8,55,07,345</b>	<b>7,43,670</b>	<b>83,85,625</b>	<b>2,95,83,637</b>	<b>1,53,62,574</b>	<b>7,26,44,933</b>	<b>3,66,83,208</b>	<b>89,85,572</b>	<b>23,33,68,897</b>	<b>2,34,75,415</b>
<b>Accumulated Depreciation</b>											
Depreciation charge during the year	24,93,778	2,56,33,820	3,03,511	2,54,32,965	4,66,48,691	1,36,81,058	6,61,51,909	3,55,43,686	91,12,910	22,50,02,328	
Assets included in Investment property group	69,81,072	35,36,801	10,870	1,02,832	3,30,074	9,67,874	6,26,528	2,13,738	1,37,649	1,29,07,438	
Assets included in disposal group classified as held for sale	79,707	17,48,850								18,28,559	
Disposals	3,21,25,846	2,78,84,453		2,24,56,554	1,95,98,492	24,48,757	25,913	35,300	11,90,824	4,57,55,840	
<b>Closing accumulated depreciation(B)</b>	<b>4,16,80,403</b>	<b>5,88,03,924</b>	<b>3,14,381</b>	<b>30,79,243</b>	<b>2,73,80,273</b>	<b>1,22,00,175</b>	<b>6,67,52,524</b>	<b>3,57,22,124</b>	<b>80,59,735</b>	<b>19,21,53,926</b>	
<b>Net Carrying amount on 31st March, 2019 (A-B)</b>	<b>32,84,65,062</b>	<b>2,67,03,421</b>	<b>4,29,289</b>	<b>53,06,382</b>	<b>22,03,364</b>	<b>31,62,399</b>	<b>58,92,409</b>	<b>9,61,084</b>	<b>9,25,837</b>	<b>4,12,14,971</b>	<b>2,34,75,415</b>

#### Notes

- These leasehold lands are considered as finance lease in nature as the ownership will be transferred to the Company at the end of the Lease period. Being mortgaged with Banks, all the original documents are in custody of Banks.
- Property, plant and equipment mortgaged as security.
- Working Capital financial assistance availed from Corporation Bank is secured by first charge over immovable property, plant and equipment and movable property, plant and equipment both present and future. Working Capital borrowings from Bank are secured by way of hypothecation of Company's stocks of raw material, finished goods, stock-in-process, stores, spares, components, trade receivables, outstanding money receivables, claims, bills, contract, engagements, securities both present and future and further secured by second charge over Company's movable and immovable property, plant and equipment both present and future.
- Properties at Plot Nos. A-1, A-3, A-5 and A-6 at Thane are being sold. MOU with the respective purchasers are executed. Except Depreciation is charged on other properties.
- The Company has elected to continue with the carrying value of its property, plant and equipments recognized as of 1st April, 2016 measured as per the previous GAAP and used the carrying value as its deemed cost as on the transition date as per Ind AS 101, first time adoption of Indian Accounting Standards.
- CWIP represent ongoing construction costs at Digha. No Depreciation has been charged during the construction period.

## Notes to Financial Statement

(Amount in Rs.)

	<b>As At 31/03/2019</b>	As At 31/03/2018
<b>Note 6 Investment Properties</b>		
( Properties given on Rent / Lease )		
<b>Gross carrying amount</b>		
Additions	<b>29,95,852</b>	29,95,852
<b>Closing Gross Carrying amount</b>	<b>29,95,852</b>	29,95,852
 <b>Accumulated Depreciation</b>		
Opening accumulated depreciation		
Depreciation charge during the year	<b>(18,28,559)</b>	(17,52,363)
<b>Closing accumulated depreciation</b>	<b>(18,28,559)</b>	(17,52,363)
<b>Net Carrying amount</b>	<b>11,67,292</b>	12,43,489

### Note

Value of Properties given on rent to related party has been computed on area occupied basis.

### Note 7 Intangible assets

#### Gross carrying amount

Deemed cost	<b>64,57,650</b>	64,57,650
<b>Closing Gross Carrying amount</b>	<b>64,57,650</b>	64,57,650

#### Accumulated amortization

Amortization charge during the year	<b>62,63,678</b>	62,63,678
<b>Closing accumulated depreciation</b>	<b>62,63,678</b>	62,63,678

#### Net Carrying amount

	<b>1,93,972</b>	1,93,972
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### Note

Intangible assets represents softwares capitalised.

### Note 8 Financial Asset

#### 8A Non current investment

#### Investment in Equity Instruments(fully paid-up)

#### Quoted

4,700 equity Shares of Bank of Maharashtra	<b>(A)</b>	<b>1,08,100</b>	1,08,100
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**Notes to Financial Statement**

(Amount in Rs.)

	<b>As At 31/03/2019</b>	As At 31/03/2018
<b>Equity investments at carried at Fair Value through Profit or Loss (FUTPL)</b>		
<b>Unquoted</b>		
50,000 Equity shares of Sprylogic Technologies Limited	-	-
2000 Ordinary Shares of Saraswat Co-Op Bank Ltd.	<b>20,000</b>	20,000
1001 Ordinary share of The Thane Janata Sahakari Bank Ltd	<b>50,050</b>	50,050
<b>(B)</b>	<b>70,050</b>	70,050
<b>Investment in Government Securities</b>		
- carried at amortized cost		
National Savings Certificate	<b>58,000</b>	58,000
( Deposited with various Government Authorities )		
Out of above, NSC worth Rs. 58,000/- are matured		
( C )	<b>58,000</b>	58,000
<b>Total (A+B+C)</b>	<b>2,36,150</b>	2,36,150

**Note**

- a) Market value of shares of Bank of Maharashtra is Rs. 64, 343/- (p.y. Rs. 63,920/-) diminishing value of investment not provided being traded shares.
- b) Unquoted shares are stated at cost.
- c) National Saving Certificates are matured pending realization.

**8B Loans  
Unsecured, considered good**

Loan to employees	<b>16,98,113</b>	18,33,660
<b>Total</b>	<b>16,98,113</b>	18,33,660

**Note**

Loans are interest free hence not amortised but stated at cost.

**8C Other Financial Assets**

Security deposits	<b>1,69,70,029</b>	1,29,00,752
	<b>1,69,70,029</b>	1,29,00,752

**Note**

Security deposits are interest free hence not amortised but stated at cost.

**Note 9A Tax assets /Liabilities**

Tax assets (a)		
Advance tax	<b>13,61,20,119</b>	12,95,85,222
Tax liabilities(b)		
Income tax	<b>9,48,51,852</b>	8,23,51,852
<b>Total (a-b)</b>	<b>4,12,68,267</b>	4,72,33,370

**Note**

This tax asset does not include any tax paid under dispute

## Notes to Financial Statement

(Amount in Rs.)

	<b>As At 31/03/2019</b>	As At 31/03/2018
<b>Note 9B Deferred Tax Assets /(Liabilities)</b>		
Deferred Tax Assets	<b>12,01,057</b>	12,01,057
	<b>12,01,057</b>	<b>12,01,057</b>

### Note

In view of current year loss and carried forward business losses, deferred tax assets has not been recognised.

### Note 10 Inventories

Raw material	<b>13,63,55,969</b>	18,27,83,495
Work in progress	<b>4,39,25,558</b>	4,00,61,401
Finished goods	<b>8,96,22,032</b>	9,45,92,691
<b>Total</b>	<b>26,99,03,559</b>	31,74,37,586
Non Current	<b>13,96,22,240</b>	17,89,87,640
	<b>13,02,81,319</b>	<b>13,84,49,947</b>

### Note

a) As per records maintained, physically verified and valued lower of cost or market value and certified by the Management.

b) Non Current inventory includes over three years and items under reconciliation.

c) Management is in the process of technical evaluation to identify obsolescence.

### Trade Receivable

Trade Receivable	<b>22,04,14,921</b>	8,61,94,999
Receivable from related parties		
<b>Total</b>	<b>22,04,14,921</b>	8,61,94,999
Non Current	<b>2,81,69,963</b>	2,52,88,290
<b>Total</b>	<b>19,22,44,958</b>	<b>6,09,06,709</b>

### Note

a) Trade receivables are unsecured, considered good and subject to confirmation and reconciliation.

b) Recoveries are not always as per agreed credit terms however no interest is collected on delayed collection.

c) Non current receivables include bills remain uncollected over three years, unreconciled balances and disputed LDs.

d) No provision has been made for doubtful debts in view of the continued efforts of recovery.

### Note 11 Cash and Cash Equivalents

Balances with Bank		
Current account	<b>1,61,43,978</b>	1,97,20,073
EEFC account		
Bank deposits	<b>1,92,96,937</b>	1,93,18,905
cash on hand	<b>3,73,742</b>	3,65,772
<b>Total</b>	<b>3,58,14,657</b>	<b>3,94,04,749</b>

### Note

a) Bank deposit included Rs.193,46,937/- having maturity between 3 to 12 months. ( P.Y. Rs.189,68,079/-)

b) All the bank deposits are under lien for bank guarantees and LCs availed by the company

**Notes to Financial Statement**

(Amount in Rs.)

	<b>As At 31/03/2019</b>	As At 31/03/2018
<b>Note 12 Bank balances</b>		
Dividend bank account balance	<b>3,035</b>	3,035
<b>Total</b>	<b>3,035</b>	<b>3,035</b>
<b>Note 13 other current asset</b>		
Advances to others	<b>2,78,86,623</b>	1,63,18,517
Advances to suppliers	-	-
Taxes recoverable	<b>1,92,59,590</b>	1,92,56,983
<b>Total</b>	<b>4,71,46,213</b>	<b>3,55,75,500</b>

**Note**

The taxes paid / recoverable are not adjusted against liability pending reconciliations with returns filed.

**Note 14 SHARE CAPITAL**
**Authorised:**

100,00,000 (March 31, 2019, 100,00,000 )Equity Share of Rs,10 each **10,00,00,000** 10,00,00,000

**Issued:**

50,00,000 (March 31, 2019, 50,00,000 )Equity Share of Rs,10 each **5,00,00,000** 5,00,00,000

**Subscribed and Paid up:**

50,00,000 (March 31, 2019, 50,00,000 )Equity Share of Rs,10 each **5,00,00,000** 5,00,00,000

**5,00,00,000** **5,00,00,000**

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

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

Each shareholder is eligible for one vote per share held.

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

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

Name of Shareholder	As at 31-03-2019 No. of Shares held	As at 31-03-2019 % of shares	As at 31-03-2018 No. of Shares held	As at 31-03-2018 % of shares
Prabhakar Shankar Deodhar	5,77,152	11.54	5,61,152	11.22
Amrita Prabhakar Deodhar	12,17,564	24.35	3,71,364	7.43
Zee Entertainment Enterprises Ltd.	4,75,000	9.50	13,21,200	26.42
Balram Bharwani	4,57,460	9.15	4,52,395	9.05

**Note**

During the year there was transfer of shares within Promoter Group

## Notes to Financial Statement

(Amount in Rs.)

### Other Equity

Particulars	Capital Reserve	Securities Premium Reserve	Revaluation Reserve	General Reserve	Retained Earnings	Total
Balances at April,2017	3,42,83,549	12,91,81,200	1,80,011	12,76,30,982	(52,15,40,000)	(23,02,64,258)
Stock adjustment					(65,54,551)	(65,54,551)
Loss for the year					(13,85,11,018)	(13,85,11,018)
Other comprehensive Income			36,000			36,000
<b>Balances as at 31 March,2018</b>	<b>3,42,83,549</b>	<b>12,91,81,200</b>	<b>1,44,011</b>	<b>12,76,30,982</b>	<b>(66,66,05,569)</b>	<b>(37,53,65,828)</b>
Balances at April,2018	3,42,83,549	12,91,81,200	1,44,011	12,76,30,982	(66,66,05,569)	(37,53,65,828)
Profit for the year					5,90,14,339	5,90,14,339
Other comprehensive Income			36,000			36,000
<b>Balances as at 31 March,2019</b>	<b>3,42,83,549</b>	<b>12,91,81,200</b>	<b>1,08,011</b>	<b>12,76,30,982</b>	<b>(60,75,91,230)</b>	<b>(31,63,87,488)</b>

Note:

- Capital reserve was created due to difference in fair value on merging of subsidiary, pursuant to Mumbai High Court order.
- Share Premium Reserve was created while making preferential allotment of shares during the year 2000

	<b>As At 31/03/2019</b>	As At 31/03/2018
<b>Borrowings</b>		
Secured		
Bank overdraft	<b>28,58,14,723</b>	28,47,25,239
Bank bill discounting	<b>10,99,52,502</b>	10,97,66,823
Unsecured		
Loan from Director	<b>27,54,43,479</b>	28,47,99,797
Intercorporate Deposits	<b>62,00,000</b>	5,00,000
NSIC line of credit	<b>2,45,06,963</b>	2,29,86,484
<b>Total current borrowings</b>	<b>70,19,17,667</b>	<b>70,27,78,343</b>

Note :

Cash credit cum Working Capital Demand Loan

- From Corporation Bank Secured by hypothecation of all stocks and book debts and further secured/ to be secured by Second charge on Land & Buildings at Thane, Digha and Bangalore. Rate of Interest 13.95%p.a. as per sanction letter
- Local Bills Discounting Secured by Bills discounted with Corporation Bank Rate of Interest 13.95%p.a. as per sanction letter
- Unsecured Loan from one of the Director is interest free

**Notes to Financial Statement**

(Amount in Rs.)

Provisions	31/03/2019		31/03/2018	
	current	non current	current	non current
Service Warranties	35,00,000	75,00,000	65,00,000	10,00,000
other(provision for excise duty on closing stock)				
<b>Total</b>	<b>35,00,000</b>	<b>75,00,000</b>	<b>65,00,000</b>	<b>10,00,000</b>

Note :

Service Warranties are computed on the applicable turnover, estimated warranty expenses and warranty period.

**Trade payables**

	As At 31/03/2019	As At 31/03/2018
Trade payables	10,76,02,201	12,80,55,116

**Note**

- Trade payable are after netting unadjusted payment of Rs.255,14,990/-
- Vendors are generally giving credit in the range of 30 to 90 days.
- These are unsecured.
- No payable belong to Micro, Medium & Small industries as per responses received.

**Employee Benefit Provisions**

Employee Benefit Provisions	31/03/2019		31/03/2018	
	Current	Non Current	Current	Non Current
Leave Obligations	34,03,450	1,30,62,422	41,37,203	1,30,26,427
Gratuity	42,26,536	7,86,50,539	44,70,562	10,86,00,327
Other Employee Laibility	7,55,53,166		7,04,21,684	
<b>Total</b>	<b>8,31,83,152</b>	<b>9,17,12,961</b>	<b>7,90,29,449</b>	<b>12,16,26,754</b>

**Note :**

Employee benefits provisions are made as per Ind AS Actuarial valuation Other liability comprises of amounts owed to separated employees

**Other Current liabilities**

	As At 31/03/2019	As At 31/03/2018
Advance from customer	10,65,82,711	(3,23,52,942)
Statutory taxes payable	4,19,36,010	5,19,99,216
Other Liabilities	5,98,27,419	4,99,78,609
Fixed Deposits Matured but unpaid	-	1,13,57,000
Interest Accrued and due on Fixed deposits.	-	89,20,506
<b>Total</b>	<b>20,83,46,140</b>	<b>8,99,02,389</b>

**Note:**

Deposit holders are shareholders and their relatives.  
 Statutory Taxes Payable are gross of taxes paid.  
 No interest provided post maturity as per FD Scheme

## Notes to Financial Statement

(Amount in Rs.)

### Note 15

Liabilities directly associated with Assets classified as held for sale

Tem Loan Outstanding for Pune premises

Advance received for Thane premises

#### Total

<b>As At 31/03/2019</b>	<b>As At 31/03/2018</b>
-	16,43,61,844
<b>9,50,00,000</b>	9,50,00,000
<b>9,50,00,000</b>	25,93,61,844

**2018-19**

2017-18

### Note 16

#### Revenue from Operations

Sale of Products

Add : Excise Duty

Net Sales

Income from Services

#### Total

<b>39,84,45,805</b>	48,53,63,930
-	98,26,318
<b>39,84,45,805</b>	49,51,90,248
<b>13,36,95,646</b>	12,50,52,261
<b>53,21,41,451</b>	62,02,42,509

### Note 17

#### Other Income

Interest on Bank Deposits

Miscellaneous Receipts

Rent Received

Profit / (Loss )on Sale of Assets

Provision No Longer Req.

Excess Provision of Gratuity Reversal

Prior period interest claim acknowledged

#### Total

<b>11,12,477</b>	14,27,656
<b>8,59,029</b>	8,18,740
<b>11,86,050</b>	16,03,258
<b>10,75,02,307</b>	-
<b>5,75,97,077</b>	-
<b>1,90,38,448</b>	-
<b>(23,19,177)</b>	-
<b>18,49,76,212</b>	38,49,654

### Note 18

#### Materials Consumed

Material Consumed

#### Total

<b>25,71,80,103</b>	29,92,09,823
<b>25,71,80,103</b>	29,92,09,823

### Note 19

#### Employee Benefit Expenses

Salaries, Wages and Bonus

Contribution to Provident and Other Funds

Gratuity

Staff Welfare Expenses

#### Total

<b>11,39,40,216</b>	13,38,42,829
<b>89,47,046</b>	99,54,506
<b>1,20,97,124</b>	3,03,79,106
<b>47,46,962</b>	47,14,308
<b>13,97,31,348</b>	17,88,90,749

## Notes to Financial Statement

(Amount in Rs.)

	<u>2018-19</u>	<u>2017-18</u>
<b>Note 20</b>		
Depreciation & Amortization expenses	<b>1,29,10,908</b>	1,44,55,010
Less : Transferred from Revaluation Reserve	<b>36,000</b>	36,000
	<b><u>1,28,74,908</u></b>	<b><u>1,44,19,010</u></b>
<b>Note 21</b>		
<b>Finance Cost</b>		
Interest on Fixed Period Loans	<b>1,02,23,871</b>	1,91,29,849
Interest on Other Loans/Deposits	<b>6,47,87,472</b>	8,47,75,692
Bank Charges	<b>54,00,026</b>	40,95,870
Exchange Variation (gain) / Loss - net	<b>2,34,079</b>	1,97,901
<b>Total</b>	<b><u>8,06,45,449</u></b>	<b><u>10,81,99,312</u></b>
<b>Note 22</b>		
<b>Other Expenses</b>		
Labour Charges	<b>4,08,84,013</b>	4,83,48,333
Rates and Taxes	<b>37,64,751</b>	42,01,936
Power and Electricity	<b>93,13,885</b>	88,24,045
Insurance Charges	<b>8,15,130</b>	8,22,611
Repairs to Plant and Machinery	<b>53,022</b>	23,230
Repairs to Factory Building	<b>5,69,369</b>	16,12,609
Miscellaneous Work Expenses	<b>58,76,129</b>	60,70,432
Rent for Office/Residential Premises	<b>80,66,750</b>	1,22,08,102
Equipment Lease Rentals	-	-
Printing and Stationery	<b>15,24,139</b>	17,23,262
Postage and Telephones	<b>41,13,556</b>	60,16,266
Travelling and Conveyance	<b>1,69,35,963</b>	1,47,25,909
Vehicle Expenses	<b>8,46,684</b>	14,00,869
Legal and Professional Charges	<b>4,25,81,161</b>	3,75,31,854
Transport Outward and Other Charges	<b>1,94,30,850</b>	2,17,86,393
Sales Tax, Purchase Tax	<b>1,52,073</b>	57,557
Office Maintenance Charges	<b>16,86,578</b>	19,30,522
Repairs and Maintenance - Other Assets	<b>8,64,891</b>	12,87,670
Miscellaneous Expenses	<b>19,47,520</b>	20,89,251
Bad Debts and Other amounts written off / back	<b>6,20,584</b>	15,90,677
Loss on sale of Assets	-	23,309
<b>Total</b>	<b><u>16,00,47,049</u></b>	<b><u>17,22,74,837</u></b>

## Notes to Financial Statement

(Amount in Rs.)

### ADDITIONAL NOTES: 23

#### 1. Auditors' Remuneration:

Particulars	2018-19 Rs.	2017-18 Rs.
Audit Fees	8,50,000	7,50,000
Limited Review, Corporate Governance and other certification	50,000	50,000
<b>Total</b>	<b>9,00,000</b>	<b>8,00,000</b>

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

Sr. No.	Particulars	2018-19 Rs.	2017-18 Rs.
(i)	The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year	NIL	NIL
(ii)	The amount of interest paid by the buyer in terms of Section 16 of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	NIL	NIL
(iii)	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year ) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006	NIL	NIL
(iv)	The amount of interest accrued and remaining unpaid at the end of each accounting year	NIL	NIL
(v)	The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006	NIL	NIL

#### 3. Foreign Exchange Earnings and Expenditure:

Sr. No.	Particulars	2018-19 Rs	2017-18 Rs.
4.1	Value of Imports calculated on CIF basis		
	Components and Spares & Outsourced Items	2,94,48,664	4,38,84,023
	Capital Goods	NIL	NIL
	Others	NIL	NIL
4.2	Earnings in foreign Exchange:		
	FOB Value of Exports	4,11,92,731	4,46,03,552
	Other Charges	NIL	NIL
4.3	Expenditure in foreign Currency	NIL	NIL

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



## Notes to Financial Statement

(Amount in Rs.)

### 5. Additional Information of Note No. 18:

- Value of Raw Material and Components consumed:

Particulars	2018-19		2017-18	
	Rs.	Percent	Rs.	Percent
Imported	2,94,48,664	17.16	43,884,023	25.33
Indigenous	14,21,71,175	82.84	12,93,83,087	74.67
<b>Total</b>	<b>17,16,19,839</b>	<b>100.00</b>	17,32,67,110	100.00

- Value of Stores and Spares consumed:

Particulars	2018-19		2017-18	
	Rs.	Percent	Rs.	Percent
Imported	-	-	-	-
Indigenous	65,95,090	100.00	10,83,427	100.00
<b>Total</b>	<b>65,95,090</b>	<b>100.00</b>	10,83,427	100.00

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

Sr. No.	Particulars	2018-19 Rs.	2017-18 Rs.
1.	Raw Material	17,16,19,839	17,32,67,110
2.	Store & Spares	65,95,090	10,83,427
3.	Outsourced Items	7,89,65,175	12,48,59,287
	<b>Total Material Consumption</b>	<b>25,71,80,104</b>	29,92,09,823

### 6. Contingent Liabilities:

Sr. No.	Particulars	2018-19 Rs.	2017-18 Rs.
1.	Disputed Tax / Duty demands not provided for	10,81,66,350	10,93,93,980
2.	Bank guarantees given on behalf of Company to third parties	9,70,39,997	13,96,26,873

### 7. Employee Benefit:-

The Company provides benefits to its employees under the Leave Encashment pay plan which is a non-contributory defined benefit plan. The employees of the company during the tenure of their employment are entitled to receive leave encashment in excess of 60 days leave to the credit of their account as on 1st January every year. The benefit of Gratuity is funded defined benefit plan. For this purpose of Company has obtained a qualifying Insurance policy from LIC of India, however the same is not funded by the Company.

## Notes to Financial Statement

(Amount in Rs.)

Particulars	Gratuity (Funded)	
	31/03/2019 Rs.	31/03/2018 Rs.
<b>The major categories of plan assets as a percentage of total plan Qualifying Insurance Policy No.</b>	<b>611868</b>	611868
<b>Changes in the present value of the obligation *</b>	-	-
1 Opening Present Value of obligation	<b>11,35,30,958</b>	10,78,83,260
2 Interest Cost	<b>76,26,562</b>	66,54,783
3 Current Service Cost	<b>44,70,562</b>	47,52,451
4 Past Service Cost	-	34,24,639
5 Benefits Paid	<b>(70,21,874)</b>	-
6 Benefits Payable	<b>(3,03,93,530)</b>	-
7 Actuarial (gain) / Loss on Obligation	<b>(48,75,534)</b>	(92,16,869)
8 Closing Present Value of Obligation	<b>8,28,77,075</b>	11,30,70,889
<b>Changes in the Fair Value of Assets (LIC Policy)</b>		
1 Opening Fair Value of plan Assets	<b>4,60,069</b>	4,27,375
2 Expected Return on Plan Assets	-	31,198
3 Contributions	-	-
4 Benefits Paid	-	-
5 Actuarial Gain / (Loss) [Interest Credited for the year]	<b>35,525</b>	1,496
6 Closing Fair value of plan assets	<b>4,95,594</b>	4,60,069
<b>Profit &amp; Loss – Expenses *</b>		
1 Current Service Cost	<b>44,70,562</b>	47,52,451
2 Interest Cost	<b>76,26,562</b>	66,54,783
3 Expected Return on Plan assets	-	-
4 Net Actuarial gain (loss) recognized in the year	<b>(48,75,534)</b>	(92,16,869)
5 Past Service Cost	-	34,24,639
6 Expenses Recognized in the Profit & Loss Account	<b>72,21,590</b>	56,15,004
<b>Actuarial Assumptions *</b>		
1 Discount Rate	<b>7.20%</b>	7.30%
2 Expected Rate of Return on Plan Assets	<b>7.20%</b>	7.30%
3 Expected Rate of Salary Increase	<b>6.00%</b>	6.00%
4 Attrition Rate	<b>1 to 3%</b>	1 to 3%
5 Mortality Post-retirement	<b>Indian Assured Lives Mortality (2006-08)</b>	Indian Assured Lives Mortality (2006-08)

\*As per Actuarial Valuation Report.

## Notes to Financial Statement

### Actuarial Assumptions for Gratuity of Past 5 years

Sr. No.	Particulars	31/03/2019	31/03/2018	31/03/2017	31/03/2016	31/03/2015
1.	Discount Rate (p.a.)	7.20%	7.30%	6.80%	7.90%	7.80%
2.	Expected rate of return on Asset (p.a.)	7.20%	7.30%	6.80%	7.90%	9.00%
3.	Expected Rate of Salary Increase *6%	6.00	6.00%	6.00%	6.00%	6.00%

### Defined Benefit Plan for 5 years:

#### Net Asset (Liability) as per actuarial valuation given by the Actuary.

Sr. No	Particulars	31/03/2019	31/03/2018	31/03/2017	31/03/2016	31/03/2015
1	Present value of obligation As at the close of the year.	8,33,73,029	11,35,30,958	10,78,83,260	10,58,62,890	10,77,75,122
2.	Fair value of plan asset as at the close of the year	4,95,954	4,60,069	4,27,375	3,94,804	3,64,378
3.	Asset / (Liability) recognized in the Balance Sheet	-	-	-	-	-
<b>Change in the fair value of Plan Asset</b>						
	Actuarial Gain / (Loss)	-	-	-	-	-
<b>Change in the fair value of Plan Asset</b>						
	Actuarial Gain / (Loss)	(48,75,534)	(92,16,869)	(1,11,90,050)	(1,29,34,550)	(86,63,874)

Note: Negative Amounts are shown in bracket.

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

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

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

List of Related Parties and Relationship

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

Zee Entertainment Enterprises Ltd (Formerly Zee Telefilms Ltd)  
- During the year the holding is reduced to below 20%

Key Management Personnel:

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

Relatives of Key Management Personnel:

Mr. Nishith Deodhar  
Mrs. Aruna Narayanan

## Notes to Financial Statement

(Amount in Rs.)

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

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

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

Nature of Transaction	Subsidiaries	Key Management Personnel Rs	Relative of Management Personnel Rs.	Related Enterprises Rs.
<b>Sale of Material / Finished Goods</b>				
Deodhar Electro Design P Ltd				<b>315</b> 11,78,590
Intel Exports Corporation				<b>14,42,647</b> 20,35,660
<b>Total</b>	-	-	-	<b>14,42,962</b> 32,14,250
<b>Purchase of Material / Finished Goods</b>				
Deodhar Electro Design P Ltd				<b>1,65,68,587</b> 3,26,21,665
Telemetric Equipments Pvt. Ltd				<b>NIL</b> 83,13,974
Telematra Systems Pvt. Ltd				<b>Nil</b> 49,88,396
Mitramax Energy Pvt. Ltd				<b>NIL</b> 1,45,476
Print Quick Pvt. Ltd.				<b>Nil</b> 3,24,81,276
Sprylogic Technologies Ltd				<b>2,78,598</b> 18,72,918
<b>Rent Received</b>				
Sprylogic Technologies Ltd				<b>6,24,000</b> 12,88,258
<b>Total</b>	-	-	-	<b>6,24,000</b> 12,88,258
<b>Service / Labour / Royalty / Other Charges paid / Payable</b>				

**Notes to Financial Statement**

(Amount in Rs.)

Nature of Transaction	Subsidiaries	Key Management Personnel Rs	Relative of Management Personnel Rs.	Related Enterprises Rs.
Mitramax Energy Pvt. Ltd				2310 NIL
Deodhar Electro Design P Ltd				1,87,114 2,53,981
Sprylogic Technologies Pvt. Ltd				2,38,94,945 1,39,20,143
<b>Total</b>	-	-	-	2,40,84,369 1,41,74,124
<b>Unsecured Loans Received</b>				
Mrs. Amrita Deodhar		NIL (91,71,000)		
Mr. P.S. Deodhar		NIL (1,27,41,000)		
<b>Total</b>	-	NIL (2,19,12,000)	-	-
<b>Interest on Loans and Fixed Deposits</b>				
Mrs. Amrita Deodhar		NIL (1,79,67,782)		
Mr. P.S. Deodhar		11,27,427 (10,88,998)		
<b>Total</b>	-	11,27,427 (1,90,56,780)	-	-
<b>Salary &amp; Perquisites</b>				
Mr. Rajesh Deherkar		18,00,000 (11,62,280)		
<b>Total</b>	-	18,00,000 (11,62,280)	-	-
<b>Other Payments</b>				
Mr. P.S. Deodhar (Motor Car Purchase)		NIL (2,00,000)		
Mrs. Amrita Deodhar (Sitting Fees)		1,27,500 (1,20,000)		
Sprylogic Technologies Ltd (Fixed Assets)		NIL (40,50,000)		
<b>Total</b>	-	1,27,500 (43,70,000)	-	-
<b>Debit Balances as on 31.03.2019</b>				
Deodhar Electro Design P Ltd				6,10,549 Nil
Sprylogic Technologies Ltd				4,40,843 (5,15,609)
<b>Total</b>	-	-	-	10,51,392 (5,15,609)
<b>Credit Balance as on 31.03.2019</b>				
Deodhar Electro Design Pvt. Ltd				9,97,715 1,28,84,766
Mitra Max Energy Pvt Ltd				2310 NIL

## Notes to Financial Statement

(Amount in Rs.)

Nature of Transaction	Subsidiaries	Key Management Personnel Rs	Relative of Management Personnel Rs.	Related Enterprises Rs.
Telemetric Equipments Pvt. Ltd				NIL 49,46,816
Telemetry Systems Pvt. Ltd				NIL 19,88,396
Print Quick Pvt. Ltd.				NIL 53,71,760
Sprylogic Technologies Ltd				<b>87,41,084</b> 37,16,963
Mrs. Amrita Deodhar (Loan and Interest )		<b>25,02,99,367</b> (25,94,70,367)		
Mr. Prabhakar S Deodhar (Loan and Interest)		<b>2,51,44,112</b> (2,53,29,430)		
Deodhar Electro Design Pvt. Ltd. (Inter Corporate Deposit)				<b>62,00,000</b> (Nil)
<b>Total</b>	-	<b>27,54,43,479</b> (28,47,99,797)		<b>1,59,41,109</b> 2,89,08,701

Previous year figures are shown in bracket

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

	2018-19	2017-18
Profit computation for both Basic and Diluted Earnings per Equity Share of Rs. 10 each		
Net profit/ (Loss ) after tax as per Profit and Loss Account available for Equity Shareholders	<b>5,90,14,339</b>	(13,85,11,018)
Number of shares for Basic and diluted EPS as above	<b>50,00,000</b>	50,00,000
<b>Earning per Share:</b>		
Basic and Diluted (Rs.)	<b>11.80</b>	(27.70)

### 11. Taxes on Income

- Provision is made for current tax in view of the business gain during current year.
- Deferred Tax Liability/ (Assets) at the year end comprises of timing difference on account of Depreciation and Expenditure / Provision.
- Deferred tax asset on the balance of such carried forward losses has not been recognized in the absence of virtual uncertainty of future taxable income.

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

#### Signature to Note 23

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

Atul Shahade  
Partner  
M No.35227  
Mumbai : 14th May , 2019

For and on behalf of the Board

Rajesh K Deherkar  
Company Secretary &  
Finance Controller  
Membership No. A10783  
Thane : 14th May , 2019

Amrita P. Deodhar  
Director  
DIN : 00538573  
Thane : 14th May , 2019

Shailendra K. Hajela  
Director  
DIN : 01001987  
Thane : 14th May , 2019

**APLAB LIMITED**

[CIN:L99999MH1964PLC013018]

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

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

**ATTENDANCE SLIP**

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

Folio No.:

DPID:

Client ID:

No. of Shares:

\_\_\_\_\_  
Name of the attending member (in block letters)

\_\_\_\_\_  
(Name of the proxy attending the meeting)

I hereby record my presence at the 54th Annual General Meeting of the Company to be held on Monday, the 30th September, 2019 at 12.30 p.m. at Woodland Retreat, L.B.S Marg, Near Mulund Checknaka, Thane (West) – 400 604

\_\_\_\_\_  
Members/Proxy Signature

**Notes:**

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





**FORM NO. MGT-11**

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

**APLAB LIMITED**

(CIN:L99999MH1964PLC013018)

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

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

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

I/We being the member(s) of \_\_\_\_\_ shares of the above named Company hereby appoint:

1. Name \_\_\_\_\_  
Address \_\_\_\_\_  
E-mail ID \_\_\_\_\_ Signature \_\_\_\_\_ or failing him/her
2. Name \_\_\_\_\_  
Address \_\_\_\_\_  
E-mail ID \_\_\_\_\_ Signature \_\_\_\_\_ or failing him/her
3. Name \_\_\_\_\_  
Address \_\_\_\_\_  
E-mail ID \_\_\_\_\_ Signature \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 54th Annual General Meeting of the Company to be held on Monday, 30th September, 2019 at 12.30 p.m. at Woodland Retreat, L.B.S Marg, Near Mulund Check Naka, Thane (West) – 400604 and at any adjournment thereof in respect of such resolutions as are indicated below:

I wish my above proxy to vote in the manner as indicated in the box below:

Resolution No.	Resolutions	For (Assent)	Against (Dissent)
<b>Ordinary Business:</b>			
1	Adoption of Financial Statements for the year ended 31st March, 2019		
2	Re-appointment of Mrs. Amrita P. Deodhar, who retires by rotation		
3	Re-appointment of Auditors and fixing their remuneration		
<b>Special Business:</b>			
4	Appointment of Dr. S.K. Hajela as Independent Director for 5 years		
5	Appointment of Mr. Naresh K. Joshi as Independent Director for 5 years		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2019

Signature of shareholder (s) \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_



Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the company, not less than 48 hours before commencement of the Meeting.
2. For the Resolution, Explanatory Statement and Notes, please refer to the Notice of the Extra Ordinary General Meeting
3. It is optional to put an "X" in the appropriate column against the resolutions indicated in the box. If you leave the "For" or "Against" column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.  
Please complete all details including details of member(s) in above box before





