

① faxed on 30/5/2014 at BSE - Confirmation No. 3225
② faxed on 30/5/2014 at NSE - Confirmation No. 3226

APAR INDUSTRIES LTD.

(CIN : L91110GJ1989PLC012802)

CORPORATE OFFICE :
APAR HOUSE, CORPORATE PARK,
SION-TROMBAY ROAD, CHEMBUR,
MUMBAI - 400 071, INDIA.
PHONE : (+91) (22) 2526 3400
(+91) (22) 6780 0400
FAX : (+91) (22) 2524 6326
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url : www.apar.com

SEC/ 83 /2014

By Fax & Hand Del.

30th May, 2014.

National Stock Exchange of India Ltd.
"Exchange Plaza",
C-1, Block G,
Bandra- Kurla Complex,
Bandra (E),
Mumbai - 400 051.

Scrip Symbol : APARINDS

Kind Attn.: The Manager, Listing Dept.

BSE Ltd.
Corporate Relationship Department,
14th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Fort,
Mumbai - 400 001.

Scrip Code : 532259

Kind Attn. : Corporate Relationship Dept.

Ref. : Our Letter No. SEC/ 74 /2014 dated 15th May, 2014

Sub. : Outcome of Board Meeting

Approval of Annual Audited Accounts & Audited Financial Results of the Company for
the financial year ended 31st March, 2014 (2013-14)

Clause : Intimation under Clause 41, 20, 30 & all other applicable Clauses, if any, of the
Listing Agreement.

Dear Sir,

With reference to above, we have pleasure to inform the Exchange that the Board of Directors of the Company at their Meeting held to-day (i.e. 30th May, 2014) transacted, *inter alia*, the following businesses:

- a) Approved the Audited Annual Accounts (both Standalone and Consolidated) for the Financial Year ended 31st March, 2014. The summarized details of the accounts are as under :

(Rs. in Crores)

Sr. No.	Particulars	Standalone		Consolidated	
		Year ended 31 st March (Audited)		Year ended 31 st March (Audited)	
		2014	2013	2014	2013
1	Total Income (Net of Excise)	4,487.67	4,539.89	4,637.40	4,652.94
2	Total Expenditure	4,238.17	4,260.66	4,362.53	4,363.45
3	Profit before finance cost, tax and amortization	249.50	279.23	274.87	289.49
4	Profit from ordinary activities before tax	102.83	140.30	128.53	150.30

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5	Tax expense	34.04	38.14	38.62	40.17
6	Net Profit From ordinary activities after tax	68.79	102.16	89.91	110.13
7	Reserves	568.29	521.73	657.75	588.16
8	Earnings per Share (In Rs.)	17.88	26.56	23.30	28.45

- b) Approved the Audited Financial Results of the Company for the year ended 31st March, 2014 pursuant to Clause 41 of the Listing Agreement (Copy enclosed as **Annexure 1**) and copy of the Independent Auditors' Report on the Financial Statement as at 31st March, 2014 to the Members of the Company is also enclosed herewith as **Annexure 2**.
- c) Recommended Final Dividend @ Rs. 5.25 (52.50 %) per equity share of Rs. 10/- each fully paid on the equity share capital of Rs. 384,704,310/- for the financial year 2013-2014. This will be paid after declaration by members at the ensuing Annual General Meeting.
- d) Appointed –
- (i) Shri Suyash Saraogi, as an Independent Director and
- (ii) Smt. Nina Kapasi, as an Independent Director
- as Additional Directors on the Board of the Company w.e.f. 30th May, 2014.
- e) Accepted the resignations of –
- (i) Mr. Sanjiv Maheshwari a Director expressing his inability to continue as Director of the Company w.e.f. 29th May 2014 due to preoccupation.
- (ii) Mr. H. N. Shah, a Director, expressing his inability to continue as Director of the Company w.e.f. the close of business hours of 30th May, 2014 due to personal reasons.
- f) Approved the discontinuation of the manufacturing activities of Conductors at Nalagarh Plant as Company commenced manufacturing activities of Conductors at Athola Plant in Silvassa with enhanced capacity.

Please bring the above to the notice of members and investors.

Thanking you,

Yours faithfully,
For Apar Industries Ltd.


(Sanjaya Kunder)
Company Secretary

Encl. : As above

APAR INDUSTRIES LIMITED

(AN ISO 9001:2000 COMPANY)

CIN : L91110GJ1989PLC012802

Registered Office : 301, Panorama Complex, R.C. Dutt Road, Vadodara - 390 007

website: www.apar.com ; email : com_sec@apar.com ; Tel : (91) (0265) 2339906, 2331935 ; Fax : (91) (0265) 2330309

AUDITED FINANCIAL RESULTS FOR THE QUARTER AND FOR THE YEAR ENDED 31ST MARCH, 2014

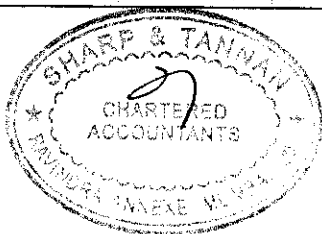
PART I		(₹ in crore)						
Sr. No.	Particulars	Standalone					Consolidated	
		3 months ended			Financial year ended		Financial year ended	
		31.03.2014	31.12.2013	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013
		Audited	Un-audited	Audited	Audited	Audited	Audited	Audited
1	Income from operations							
	(a) Net sales/income from operations (net of excise duty)	1,294.85	1,071.72	1,154.77	4,434.20	4,497.66	4,581.25	4,612.92
	(b) Other operating income	22.87	8.20	9.74	49.00	34.53	51.68	37.77
	Total income from operations (net)	1,317.72	1,079.92	1,164.51	4,483.20	4,532.19	4,632.93	4,650.69
2	Expenses							
	(a) Cost of materials consumed	973.02	928.16	877.59	3,500.42	3,555.91	3,605.84	3,645.82
	(b) Purchases of stock-in-trade	14.53	32.87	4.67	77.35	29.33	77.35	29.33
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	111.28	(95.50)	9.70	(7.72)	(19.70)	(7.72)	(19.62)
	(d) Employee benefits expense	14.63	14.83	12.66	59.17	51.81	66.79	57.26
	(e) Depreciation and amortisation expense	7.45	6.81	7.52	26.89	23.88	27.02	24.01
	(f) Other expenses	162.86	145.11	180.78	585.57	621.12	596.76	628.32
	Total expenses	1,283.77	1,032.28	1,092.92	4,241.68	4,262.33	4,366.04	4,365.12
	Less: Transfer to Capital Assets	0.17	0.76	0.95	3.51	1.67	3.51	1.67
	Net Total expenses	1,283.60	1,031.52	1,091.97	4,238.17	4,260.66	4,362.53	4,363.45
3	Profit from operations before other income, finance costs and exceptional items (1-2)	34.12	48.40	72.54	245.03	271.53	270.40	287.24
4	Other income	0.32	-	6.07	4.47	7.70	4.47	2.25
5	Profit from ordinary activities before finance costs and exceptional items (3+4)	34.44	48.40	78.61	249.50	279.23	274.87	289.49
6	Finance costs (net)							
	Interest (net) and other borrowing costs	6.82	(2.36)	(1.96)	(3.95)	9.32	(4.28)	9.58
	Applicable net loss on foreign currency transactions and translation	9.44	27.85	37.78	149.76	124.99	149.76	124.99
	Total	16.26	25.49	35.82	145.81	134.31	145.48	134.57
7	Profit from ordinary activities after finance costs but before exceptional items (5-6)	18.18	22.91	42.79	103.69	144.92	129.39	154.92
8	Exceptional items	-	-	4.49	0.86	4.62	0.86	4.62
9	Profit from ordinary activities before tax (7-8)	18.18	22.91	38.30	102.83	140.30	128.53	150.30
10	Tax expense	6.27	8.30	8.69	34.04	38.14	38.62	40.17
11	Net Profit from ordinary activities after tax (9-10)	11.91	14.61	29.61	68.79	102.16	89.91	110.13
12	Extraordinary items (net of tax expense)	-	-	-	-	-	-	-
13	Net Profit for the period/year (11-12)	11.91	14.61	29.61	68.79	102.16	89.91	110.13
14	Minority interest (profit)/loss	-	-	-	-	-	(0.26)	(0.68)
15	Net Profit after taxes, minority interest (13+14)	11.91	14.61	29.61	68.79	102.16	89.65	109.45
16	Paid-up equity share capital (Face value of the share ₹ 10 each)	38.47	38.47	38.47	38.47	38.47	38.47	38.47
17	Reserves excluding Revaluation Reserve as per balance sheet of previous accounting year				568.29	521.73	657.75	588.16
18	Earnings Per Share (EPS) (₹) (before and after extraordinary items) - Basic and Diluted (not annualised)	3.10	3.80	7.70	17.88	26.56	23.30	28.45

PART II

SELECT INFORMATION

A PARTICULARS OF SHAREHOLDING							
1	Public Shareholding						
	Number of shares	14,427,004	14,427,004	15,800,143	14,427,004	15,800,143	14,427,004
	Percentage of shareholding	37.50%	37.50%	41.07%	37.50%	41.07%	37.50%
2	Promoters and Promoter Group Shareholding						
a)	Pledged / encumbered						
	Number of shares	Nil	Nil	Nil	Nil	Nil	Nil
	Percentage of shares (as a % of the total shareholding of Promoter and Promoter Group)	Nil	Nil	Nil	Nil	Nil	Nil
	Percentage of shares (as a % of the total share capital of the Company)	Nil	Nil	Nil	Nil	Nil	Nil
b)	Non-encumbered						
	Number of shares	24,043,427	24,043,427	22,670,288	24,043,427	22,670,288	24,043,427
	Percentage of shares (as a % of the total shareholding of Promoter and Promoter Group)	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
	Percentage of shares (as a % of the total share capital of the Company)	62.50%	62.50%	58.93%	62.50%	58.93%	62.50%

B INVESTOR COMPLAINTS		3 months ended 31.03.2014
	Pending at the beginning of the quarter	Nil
	Received during the quarter	Nil
	Disposed of during the quarter	Nil
	Remaining unresolved at the end of the quarter	Nil



f

**AUDITED SEGMENT-WISE REVENUE, RESULTS AND CAPITAL EMPLOYED UNDER CLAUSE 41 OF THE LISTING AGREEMENT
FOR THE QUARTER AND YEAR ENDED 31ST MARCH, 2014**

('In crore)

Particulars	Standalone					Consolidated	
	3 months ended			Financial year ended		Financial year ended	
	31.03.2014	31.12.2013	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013
	Audited	Un-audited	Audited	Audited	Audited	Audited	Audited
Segment Revenue (net of excise duty)							
Conductors	548.13	322.88	556.14	1,624.53	2,226.26	1,624.53	2,226.26
Transformer and Speciality Oils	593.69	599.44	501.20	2,253.14	1,920.86	2,402.87	2,039.36
Power/Telecom Cable	174.45	155.93	108.09	601.40	418.53	601.40	418.53
Others/Unallocated	4.39	4.50	4.24	17.90	15.10	17.90	15.10
Total	1,320.66	1,082.75	1,169.67	4,496.97	4,580.75	4,646.70	4,699.25
Less: Inter-Segment Revenue	2.94	2.83	5.16	13.77	48.58	13.77	48.56
Total income from operations (net)	1,317.72	1,079.92	1,164.51	4,483.20	4,532.19	4,632.93	4,650.69
Segment Results before finance costs and tax							
Conductors	22.70	13.44	45.24	115.36	197.08	115.36	197.08
Transformer and Speciality Oils	22.55	41.86	41.14	167.11	113.16	192.48	123.42
Power/Telecom Cable	(1.87)	2.94	(1.66)	0.59	(0.86)	0.59	(0.86)
Others	0.46	0.53	0.23	1.75	1.14	1.75	1.14
Total	43.84	58.77	84.95	284.81	310.52	310.18	320.78
Less : Finance costs (net)	16.26	25.49	35.82	145.81	134.31	145.48	134.57
: Unallocable expenditure net of income	9.40	10.37	10.83	36.17	35.91	36.17	35.91
Profit before tax	18.18	22.91	38.30	102.83	140.30	128.53	150.30
Capital Employed							
(Segment Assets - Segment Liabilities)							
Conductors	300.94	249.07	157.06	300.94	157.06	300.94	157.06
Transformer and Speciality Oils	312.98	234.32	201.86	312.98	201.86	404.19	267.69
Power/Telecom Cable	279.03	293.68	231.12	279.03	231.12	279.03	231.12
Others/Unallocated	49.81	88.15	114.95	49.81	114.95	49.81	114.95
Total	942.76	865.22	704.99	942.76	704.99	1,033.97	770.82

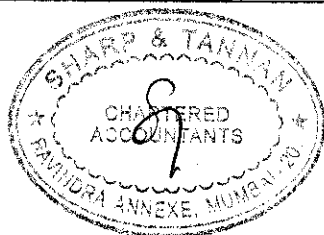
Notes:-

- The above standalone audited financial results were reviewed by the Audit Committee and approved by the Board of Directors at their meetings held on 30th May, 2014. The Company's auditor have issued an unqualified audit opinion on the financial results. The audit report has been filed with the stock exchanges and is also available on the Company's website.
- In line with Notification No G.S.R. 914(E) dated 29th December, 2011 issued by the Ministry of Corporate Affairs, Government of India, in respect of accounting periods commencing on or after the 1st April, 2011 for an enterprise which had earlier exercised the option under paragraph 46 and at the option of any other enterprise, the exchange differences arising on reporting of long-term foreign currency monetary items at rates different from those at which they were initially recorded during the period, or reported in previous financial statements, in so far as they relate to the acquisition of a depreciable capital asset, can be added to or deducted from the cost of the asset and shall be depreciated over the balance life of the asset. Accordingly, ₹ 2.69 crore (Previous year ₹ 4.39 crore) has been added to the cost of assets. The unamortised amount of such exchange differences, as at 31st March, 2014 is ₹ 6.83 crore (Previous year ₹ 4.61 crore).
- The Board of the Company at its meeting held today, recommended final dividend for the financial year 2013-14 @ ₹ 5.25/- per share aggregating to ₹ 23.63 crore (including dividend tax ₹ 3.43 crore) on 38,470,431 Equity shares of ₹ 10 each fully paid. This will be paid after approval by members at the ensuing Annual General Meeting.
- The figures for the last quarter are the balancing figures between audited figures in respect of the full financial year upto 31st March, 2014 and the unaudited published year to date figures upto 31st December, 2013 being the date of the end of the third quarter of the financial year, which were subjected to Limited Review.
- Statement of Assets and Liabilities is attached
- The financial results of the Company are being forwarded to the Stock Exchanges (BSE and NSE) for uploading on their respective websites and the same are also made available on the Company's website viz. www.apar.com.
- Figures for previous periods/ year have been regrouped, wherever necessary.

For Apar Industries Limited

(Kushal N. Desai)
Managing Director

Place: Mumbai
Date: 30th May, 2014

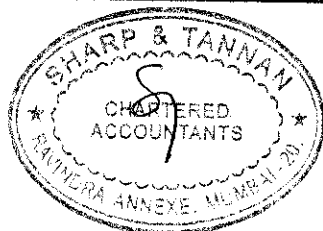


Annexure-1

STATEMENT OF ASSETS AND LIABILITIES

(₹ in crore)

Sr.No	Particulars	Standalone		Consolidated	
		As at 31.03.2014	As at 31.03.2013	As at 31.03.2014	As at 31.03.2013
A	EQUITY AND LIABILITIES				
1	Shareholders' funds				
	(a) Share capital	38.47	38.47	38.47	38.47
	(b) Reserves and surplus	568.29	521.73	657.75	588.16
	Sub-total- Shareholders' funds	606.76	560.20	696.22	626.63
2	Minority interest	-	-	1.82	1.78
3	Non-current liabilities				
	(a) Long-term borrowings	70.13	32.94	70.13	32.94
	(b) Deferred tax liabilities (net)	22.53	10.95	22.46	10.31
	(c) Other long-term liabilities	6.65	13.79	6.65	13.79
	(d) Long-term provisions	2.85	2.58	3.07	2.81
	Sub-total- Non-current liabilities	102.16	60.26	102.31	59.85
4	Current liabilities				
	(a) Short-term borrowings	707.99	940.32	707.99	940.32
	(b) Trade payables	1,386.41	1,503.82	1,367.26	1,484.07
	(c) Other current liabilities	97.26	117.19	98.07	121.54
	(d) Short-term provisions	24.29	24.22	24.32	24.25
	Sub-total- Current liabilities	2,215.95	2,585.55	2,197.64	2,570.18
	TOTAL - EQUITY AND LIABILITIES	2,924.87	3,206.01	2,997.99	3,258.44
B	ASSETS				
1	Non-current assets				
	(a) Fixed assets	355.82	287.69	356.11	287.96
	(b) Goodwill on consolidation	-	-	20.65	20.65
	(c) Non-current investments	28.49	28.49	-	-
	(d) Long-term loans and advances	44.64	45.72	45.32	50.03
	Sub-total-Non- current assets	428.95	361.90	422.08	358.64
2	Current assets				
	(a) Current investments	1.50	79.62	1.50	79.62
	(b) Inventories	1,010.44	740.85	1,017.04	751.48
	(c) Trade receivables	1,044.21	793.56	1,103.57	813.78
	(d) Cash and cash equivalents	227.23	1,032.09	230.61	1,054.93
	(e) Short-term loans and advances	164.19	131.46	174.84	133.46
	(f) Other current assets	48.35	66.53	48.35	66.53
	Sub-total-Current assets	2,495.92	2,844.11	2,575.91	2,899.80
	TOTAL - ASSETS	2,924.87	3,206.01	2,997.99	3,258.44





SHARP & TANNAN
Chartered Accountants

ANNEXURE - 2

INDEPENDENT AUDITORS' REPORT
To the Members of Apar Industries Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **Apar Industries Limited** (the 'Company'), which comprise the Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting standards referred to in Section 211(3C) of the Companies Act, 1956 read with the General Circular No.15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs with respect to Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

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

Opinion

In our opinion, and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2014;



Ravindra Annexe, 194, Churchgate Reclamation, Dinshaw Vachha Road, Mumbai - 400 020, India.
Tel. (22) 2204 7722/23, 6633 8343 - 47 Fax (22) 6633 8352 E-mail : sharp@bom3.vsnl.net.in

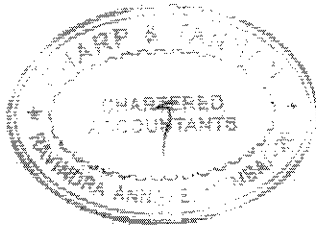
Farook M. Kobia Shreedhar T. Kunte Milind P. Phadke Ramnath D. Kare Ashwin B. Chopra
Edwin Augustine Raghunath P. Acharya Firdosh D. Buchia Tirtharaj A. Khot Pavan K. Aggarwal

Also at Pune. Associate Offices : Bangalore, Chennai, Goa, Hyderabad & New Delhi

- (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 and as amended by the Companies (Auditor's Report) (Amendment) Order, 2004 (together the 'Order') issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956, we give in the Annexure, a statement on the matters specified in Clauses 4 and 5 of the Order.
2. As required by Section 227(3) of the Companies Act, 1956, we report that:
 - (a) we have obtained all 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 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 Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement comply with the accounting standards referred to in Section 211 (3C) of the Companies Act, 1956 read with the General Circular No.15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs with respect to Section 133 of the Companies Act, 2013; and
 - (e) on the basis of the written representations received from directors of the Company as on 31st March, 2014, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2014, from being appointed as a director in terms of Section 274 (1)(g) of the Companies Act, 1956.



Mumbai, 30th May, 2014

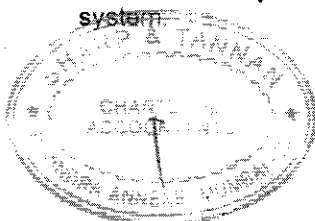
SHARP & TANNAN
Chartered Accountants
Firm's Registration No.109982W
by the hand of

MILIND P. PHADKE
Partner

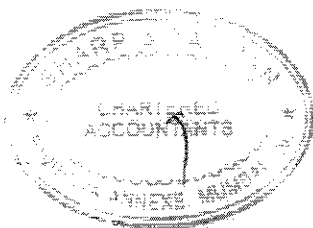
Membership No.033013

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT
(Referred to in Paragraph 1 of our report of even date)

- (i) (a) The Company is maintaining proper records to show full particulars, including quantitative details and situation of all fixed assets.
- (b) As explained to us, these fixed assets have been physically verified by the management during the year, which in our opinion, is reasonable, considering the size of the Company and nature of its assets. The frequency of physical verification is reasonable and no material discrepancies were noticed on such verification.
- (c) The Company has not disposed of any substantial part of its fixed assets during the year, so as to affect its going concern status.
- (ii) (a) As explained to us, the inventories have been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable.
- (b) As per the information given to us, the procedures of physical verification of inventory followed by the management are, in our opinion, reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records, which were not material, have been properly dealt with in the books of account.
- (iii) (a) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms and other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Accordingly, Clauses 4(iii) (b), (c) and (d) of the Order are not applicable to the Company.
- (b) According to the information and explanations given to us, the Company has taken unsecured loans from ten parties covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount of loans outstanding during the year and the year-end balances of such loans was Rs. 7.01 crore and Rs. 6.93 crore respectively.
- (c) In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions of the loans taken by the Company, are *prima facie*, not prejudicial to the interest of the Company.
- (d) In our opinion and according to the information and explanations given to us, the Company is regular in repayment of principle and interest, where stipulations have been made. In cases where there are no stipulations and repayment of both principal and interest are stated at call, the Company is regular in the payment of principle and interest as and when demanded.
- (iv) In our opinion, and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of audit, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the internal control system.



- (v) (a) According to the information and explanations given to us, we are of the opinion that the particulars of contracts or arrangements that need to be entered in the register maintained under Section 301 of the Companies Act, 1956, have been entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 and exceeding the value of rupees five lakhs in respect of any party during the year, have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (vi) The Company has accepted deposits from the public and in our opinion and according to the information and explanations given to us, the directives issued by the Reserve Bank of India and the provisions of Sections 58A, 58AA and other relevant provisions of the Companies Act, 1956 and the rules framed thereunder, where applicable, have been complied with. We are informed that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.
- (vii) In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.
- (viii) We have broadly reviewed the books of account and records maintained by the Company pursuant to the rules prescribed by the Central Government for the maintenance of cost records under Section 209 (1) (d) of the Companies Act, 1956 in respect of manufacturing activities and are of the opinion that *prima facie* the prescribed accounts and records have been made and maintained. The contents of these accounts and records have not been examined by us.
- (ix) (a) According to the information and explanations given to us, in our opinion, the Company has been regular in depositing undisputed statutory dues including provident fund, investor education and protection fund, employees state insurance, income-tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and other statutory dues, as applicable, with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts were in arrears as at 31st March, 2014, for a period of more than six months from the date they become payable.
- (b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of sales tax, service tax, custom duty, excise duty, and cess as at 31st March, 2014, which have not been deposited on account of dispute, are as under:



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Name of the Statute	Nature of the disputed dues	Amount ₹. crore*	Period to which the amount relates	Forum where disputes are pending
The Central Sales Tax Act, 1956, Local Sales Tax Acts and Works Contract Tax Act	Tax, interest and penalty	0.01	2003-04 2005-06 2009-10	Commercial Tax Officer
		0.12	1998-99 2001-02 to 2003-04	Assistant Commissioner
		0.02	2010-11 2011-12	Deputy Commissioner
		6.29	2002-03 to 2009-10	Commissioner VAT
		0.01	2010-11	Appellate Authority Commercial Tax
		5.34	1998-99 and 2008-09	Tribunal
		0.15	2009-10	High Court
The Central Excise Act, 1944, the Customs Act, 1962 and Service tax under the Finance Act, 1994	Duty, service tax, interest and penalty	0.64	2004-05 to 2010-11	Commissionerate (Appeals)
		5.56	1997-98 to 2000-01, 2004-05 to 2009-10, 2011-12 to 2012-13	CESTAT / Tribunal
		2.50	1993-94, 1998-99 to 2003-04, 2005-06 to 2006-07	High Court
		5.30	1995-96 to 2001-02	Supreme Court

(*net of pre-deposit paid in getting the stay / appeal admitted)

- (x) The Company has no accumulated losses as at 31st March, 2014 and it has not incurred cash losses in the financial year ended on that date and in the immediately preceding financial year.
- (xi) According to the information and explanations given to us and as per the records of the Company examined by us, the Company has not defaulted in the repayment of dues to banks. The Company did not have any outstanding dues to any financial institutions. The Company has not issued any debentures. Accordingly, the Clause 4(xi) of the Order is not applicable to the Company.

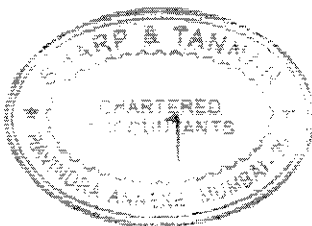


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- (xii) According to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Accordingly, the Clause 4(xii) of the Order is not applicable to the Company.
- (xiii) The provisions of any special statute applicable to chit fund / nidhi / mutual benefit fund / societies are not applicable to the Company.
- (xiv) In our opinion and according to the information and explanations given to us, the Company is not dealing or trading in shares, securities, debentures and other investments. The Company has invested surplus fund in mutual funds. According to the information and explanations given to us, proper records have been made of the transactions and contracts and timely entries have been made therein. The investments in mutual funds have been held by the Company in its own name.
- (xv) According to the information and explanations given to us, the Company has not issued any guarantee for loans taken by others from banks or financial institutions. Accordingly, the Clause 4(xv) of the Order is not applicable to the Company.
- (xvi) In our opinion and according to the information and explanations given to us, the Company has not given guarantee for loans taken by others from banks or financial institutions. Accordingly, the Clause 4(xvi) of the Order is not applicable to the Company.
- (xvii) According to the information and explanations given to us and on overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investments.
- (xviii) The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Companies Act, 1956, during the year. Accordingly, the Clause 4(xviii) of the Order is not applicable to the Company.
- (xix) The Company has not issued any debentures during the year. Accordingly, the Clause 4(xix) of the Order is not applicable to the Company.
- (xx) The Company has not raised any money by public issues during the year. Accordingly, the Clause 4(xx) of the Order is not applicable to the Company.
- (xxi) During the course of our examination of books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instances of material fraud on the Company and no fraud by the Company, noticed or reported during the year, nor have we been informed of such case by the management.



Mumbai, 30th May, 2014

SHARP & TANNAN
Chartered Accountants
Firm's Registration No.109982W
by the hand of

MILIND P. PHADKE
Partner
Membership No.033013



SHARP & TANNAN
Chartered Accountants

INDEPENDENT AUDITORS' REPORT
To the Board of Directors of Apar Industries Limited

We have audited the accompanying consolidated financial statements of **APAR Industries Limited** (the 'Company'), its subsidiaries (the Company, its subsidiaries constitute the 'Group'), which comprise the Consolidated Balance Sheet as at 31st March, 2014, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information.

The consolidated financial statements have been prepared by the Company in accordance with the requirements of the Accounting Standard (AS) 21 Consolidated Financial Statements specified by the Companies (Accounting Standards) Rules, 2006 notified by the Central Government and on the basis of the separate audited financial statements of the Apar Group included in the consolidated financial statements.

Management's Responsibility for the Consolidated Financial Statements

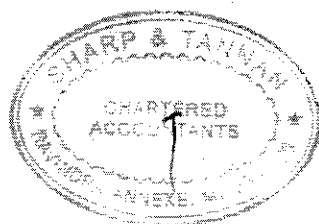
Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

Auditors' Responsibility

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

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

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



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Opinion

We report that on the basis of the information and according to the explanations given to us and based on the consideration of the reports of the other auditors on the financial statements of certain subsidiaries, as noted below, the consolidated financial statements, give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Apar Group as at 31st March, 2014;
- (b) in the case of the Consolidated Statement of Profit and Loss, of the consolidated results of operations of the Apar Group for the year ended on that date; and
- (c) in the case of the Consolidated Cash Flow Statement, of the consolidated cash flows of the Apar Group for the year ended on that date.

Other Matters

We did not audit the financial statements of certain subsidiaries whose financial statements have been audited by other auditors and whose reports have been furnished to us and insofar as it relates to the amounts included in respect of the subsidiaries are based solely on the reports of the other auditors. The details of total assets, total revenues and net cash flows in respect of these subsidiaries to the extent to which they are reflected in the consolidated financial statements are given below:

Audited by other auditors:			
			₹ crore
	Total assets	Total revenues	Net Cash flows
Foreign subsidiaries	112.55	390.57	(19.38)

Our opinion is not qualified in respect of these matters.



Mumbai, 30th May, 2014

SHARP & TANNAN
Chartered Accountants
Firm's Registration No. 109982W
by the hand of

MILIND P. PHADKE
Partner
Membership No. 033013