

27th Annual Report 2011-12

Matra Realty Limited

Registered Office:

Office No. 52, Ground Floor, City Mall, New Link Road,
Andheri (W), Mumbai - 400 053



BOARD OF DIRECTORS

Dharambir Mehta	<i>Executive Director</i>
Ravi Kumar Jain	<i>Executive Director</i>
Rakesh Prasad	<i>Executive Director</i>
Gautam Kumar Das	<i>Non Executive Independent Director</i>
Swapan Saha	<i>Non Executive Independent Director</i>
Dipankar Mondal	<i>Non Executive Independent Director</i>

BANKERS

AXIS Bank
HDFC Bank Ltd
Allahabad Bank

AUDITOR

Mr. Tushar Paikh
TUSHAR PAREKH AND ASSOCIATE
Chartered Accountants
11, Sopariwala House,
293, Princess Street Mumbai – 400 072

REGISTERED OFFICE

Office No. 52, Ground Floor,
City Mall, New Link Road,
Andheri (W), Mumbai - 400 053

**REGISTRAR AND
TRANSFER AGENT**

Bigshare Services Pvt Ltd.
E 2/3 Ansa Industrial Estate,
Saki Vihar Road,
Saki Naka, Andheri (East)
Mumbai – 400 002

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY SEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF MATRA REALTY LIMITED WILL BE HELD ON FRIDAY, SEPTEMBER 28, 2012 AT 5:00 P.M. AT PRAFUL HALL, 8TH ROAD, T P S III, NEHRU ROAD, OPPOSITE VIHAR HOTEL, SANTACRUZ (EAST), MUMBAI - 400 055 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended March 31, 2012 and the Balance Sheet and cash flow statement as at that date and the Report of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Ravi Kumar Jain, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Mr. Dipankar Mondal, who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, pass the following resolution as an ordinary resolution:

“**RESOLVED THAT** the existing auditors having expressed their unwillingness to continue to be the auditors of the Company, **M/s. E Gathani & Associates**, Chartered Accountant, pursuant to the provisions of Section 224 (6)(a) of the Companies Act, 1956, be and are hereby appointed as the Statutory Auditors of the Company w.e.f. September 28, 2012, to hold the office for a term until the conclusion of the next Annual General Meeting and that their remuneration be decided by the Board subject to the approval of the shareholders of the Company.

“**FURTHER RESOLVED THAT** any of the Directors of the Company be and is hereby authorized to intimate M/s. E Gathani & Associates of their appointment as the Auditors of the Company and to decide their remuneration in the best interest of the Company. “

SPECIAL BUSINESS:

No Special Business is to be considered.

Place : Mumbai
Date : August 24, 2012

By Order of the Board

Sd/-
RAVI KUMAR JAIN
Director

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. M/s Big Share Services Private Limited is the Registrar and Share Transfer Agent for physical shares of the Company. M/s Big Share Services Private Limited is also the depository interface of the Company with both NSDL and CDSL.

3. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 24, 2012 to Friday, September 28, 2012 (both days inclusive).
4. Members/Proxies should bring the attendance slips duly filled in and signed for attending the meeting.
5. Members, who are holding shares in the identical order of names in more than one folio, are requested to write to the Company to enable it to consolidate their holding in one folio.
6. As per the provisions of the Companies Act, 1956, facility for making nomination is available for Members of the Company in respect of shares held by them. The members, who wish to nominate a person, may furnish the required details to the Company in prescribed form.
7. The Ministry of Corporate Affairs has taken a "**Green Initiative in the Corporate Governance**" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses. In respect of electronic holdings, with the Depository through their concerned Depository Participants and members who hold shares in physical form are requested to register the same with our RTA, Big Share Services Private Limited.
8. **Information required to be furnished under clause 49 of the listing agreement for directors seeking appointment/reappointment in forthcoming annual general meeting:**

(i) Name of Director	Mr. Dipankar Mondal
Date of Birth	16/07/1957
Date of Appointment	02.04.12
Expertise	Accounts
Qualification	B.Com
Other directorship	One
Chairman/Members of the Committee in other Companies	N.A.
No of shares held in the Company	N.A.
(ii) Name of Director	Mr. Swapan Saha
Date of Birth	15/07/1976
Date of Appointment	01.06.12
Expertise	Admin
Qualification	Graduate
Other directorship	9
Chairman/Members of the Committee in other Companies	N.A.
No of shares held in the Company	N.A.

(iii) Name of Director	Mr. Gautam Das
Date of Birth	12/08/1977
Date of Appointment	01.06.12
Expertise	Operation
Qualification	Graduate
Other directorship	11
Chairman/Members of the Committee in other Companies	N/A
No of shares held in the Company	N/A
(iv) Name of Director	Mr. Dharambir Mehta
Date of Birth	08/08/1981
Date of Appointment	01.06.12
Expertise	Marketing
Qualification	Graduate
Other directorship	9
Chairman/Members of the Committee in other Companies	N/A
No of shares held in the Company	N/A
(v) Name of Director	Mr. Rakesh Prasad
Date of Birth	15/01/1978
Date of Appointment	02.04.12
Expertise	Human Resources Management
Qualification	Graduate
Other directorship	11
Chairman/Members of the Committee in other Companies	N.A.
No of shares held in the Company	N/A

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF
COMPANIES ACT, 1956**

ITEM NO. 4 :

The existing Statutory Auditor of the Company has expressed his inability to continue as the auditor of the company and accordingly a casual vacancy has been caused in the office of the Statutory Auditor of the Company, due to his resignation.

As per provisions of the Companies Act, 1956, any casual vacancy in the office of Auditor of a company due to resignation of the outgoing auditor is required to be filled in by the Company in general meeting.

Accordingly the Company had approached M/s. E Gathani & Associates, Chartered Accountant, Kolkata for being appointed as the Auditor of the Company till the conclusion of the forthcoming AGM. Ms. Ekta Gathani, proprietor of the firm, has given his consent for accepting the office and has also issued a certificate to the effect that, his appointment if made shall be within the statutory limits provided as per the provisions of the Act. Hence the shareholders are recommended to consider the said resolution.

None of the directors have personal interest in the said resolution, except as shareholders of the company.

By Order of the Board

Sd/-

RAVI KUMAR JAIN

Director

Place : Mumbai

Date : August 24, 2012

DIRECTORS' REPORT

To,

The Members of **Matra Realty Limited**

Your Directors have pleasure in presenting the 27th Annual Report with the Audited Accounts of the Company for the year ended March 31, 2012.

Financial Results

The financial Results are briefly indicated below:

Particulars	YEAR ENDED	
	31 st March 2012	31 st March 2011
Sales and Other Income	6,80,459	–
Total Income	6,80,459	–
Total Expenditure	548,316	530,644
Profit/(Loss) for the year	135,134	(525,353)

Dividend

The Directors regret their inability to recommend any dividend for the year.

Corporate Governance

A separate section titled "Corporate Governance" including a certificate from the Company Secretary in practice compliance of the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is annexed thereto and forms part of the Report.

Directors

Mr. Dipankar Mondal, Director of the Company retires by rotation and being eligible, offers himself for re-appointment.

Mr. Ravi Kumar Jain, Director of the Company retires by rotation and being eligible, offers himself for re-appointment.

Directors' Responsibility Statement

Pursuant to Section 217 (2AA) of the Companies Act, 1956 the Board of Directors hereby confirms:

- i. That in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii. That the Directors had selected such accounting policies and applied them consistently and made 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 Profits of the Company for that period.

- iii. That the Directors have taken proper and sufficient care for the maintenances 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.
- iv. That the Directors have prepared the Annual accounts on a going concern basis.

Particulars of Employees

As required under Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 are not applicable since, none of the employees of the company is drawing more than ₹ 60,00,000/- p.a. or ₹ 5,00,000 p.m. for the part of the year, during the year under review.

Auditors

M/s. E Gathani & Associates, Chartered Accountants, Kolkata, Statutory Auditors of the company hold office until the conclusion of the forthcoming Annual General Meeting and have signified their willingness to be re-appointed and have further confirmed that their appointment if made shall be within the limits specified under Section 224 (1B) of the Companies Act, 1956.

Auditor Report

Comments of the Auditors in their report and the notes forming part of the accounts are self-explanatory and need no comments.

Listing

The Equity Shares of the company are listed on Bombay Stock Exchange Limited. The Company has paid the applicable listing fees to BSE up to date.

Public Deposits

Your Company has not accepted any Public Deposits within the meaning of the provisions of the Section 58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposit) Rules, 1975 and there is no outstanding deposit due for re-payment.

Conversation of Energy, Technology absorption and foreign exchange earnings and outgo:

During the period under review the Company has not carried out any manufacturing activities, the requirements pertaining to Conversation of Energy, research and development and technology absorption, as prescribed under the Companies (Disclosures of Particulars in the Report of the Board of Directors) Rules, 1988 are not applicable.

There were no foreign exchange earnings and outgo during the year.

For and on behalf of the Board of Director

Place : Mumbai
Date : August 24, 2012

Sd/-
RAVI KUMAR JAIN
Director

ANNEXURE TO DIRECTORS' REPORT

INFORMATION REQUIRED UNDER THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES, 1988

Particulars with respect to Conservation of Energy, Technology Absorption as per section 217(1) (e) of the Companies Act, 1956 read with Company's (Disclosure of particulars in the Board of Directors) Rule, 1988 for the period ended 31st March 2012 are annexed to this report.

CONSERVATION OF ENERGY, RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO

A. CONSERVATION OF ENERGY

The operations of the company are not energy intensive. However wherever possible the company strives to curtail the consumption of energy on continued basis. Further company has absorbed latest technology which is helpful in conserving energy.

B. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

No manufacturing process is involved in the company so there is no technology absorption, adaption and innovation.

FOREIGN EXCHANGE EARNINGS AND OUTGO

Foreign exchange earnings and outgo during the Period 2011-2012 are as under.

PARTICULARS	2011-12	2010-11
Foreign Exchange Earnings	NIL	NIL
Foreign Exchange Outgo	NIL	NIL

By order of the Board of Directors

Sd/-

RAVI KUMAR JAIN

Director

Place : Mumbai

Date : August 24, 2012