

## For Members' Attention

The Register of Members and the Share Transfer Books of the Company will remain closed from 28 September 2013 to 30 September 2013.

The Shares of the Company have been brought under Compulsory dematerialization. Those share holders who has not dematerialized their shareholding from physical to demat mode are requested to do so at the earliest.

The Members are requested to quote their Folio Number in all correspondence and also to notify immediately, change of address, if any to the Registrar and Share Transfer Agents viz. MCS Limited at the address given on this page.

Members are requested to bring their copy of the Annual Report along with them to the Annual General Meeting, as the practice of distributing copies of the Report at the Meeting has been discontinued and also to bring with them their Attendance Slip which may be submitted at the entrance duly signed.

Members desirous of getting any information about accounts and operations of the Company are requested to address their queries to the Company at least 10 days in advance of the meeting so that information required can be made readily available at the meeting.

### REGISTRAR AND SHARE TRANSFER AGENT

MCS LIMITED  
101, Shatdal Complex,  
1<sup>st</sup> Floor, Opp. Bata Show Room,  
Ashram Road, Ahmedabad - 380 009.

### CORPORATE OFFICE

C-3/1001, Anushruti Tower,  
Nr. Jain Temple, Opp. New York Tower,  
Nr. Thaltej Cross Road, S. G. Highway,  
Ahmedabad-380054



## Corporate Information

### BOARD OF DIRECTORS

Mr. Bharvinbhai S. Patel, Non-Independent non-executive director

Mr. Maheshbhai M. Patel, Non-Independent non-executive director

Mr. Keyur B. Mehta, Independent non-executive director

Mr. Maulik A. Shah, Independent non-executive director

#### REGISTERED OFFICE

17, Mumtaz Manzil,  
Wood House Road,  
Opp. Chirag Din,  
Colaba, Mumbai – 400 005.

#### COMMITTEES OF DIRECTORS

##### AUDIT COMMITTEE

Mr. Keyur B. Mehta, Chairman

Mr. Maulik A. Shah, Member

Mr. Maheshbhai M. Patel, Member

#### CORPORATE OFFICE

C-3/1001, Anushruti Tower,  
Nr. Jain Temple, Opp. New York Tower,  
Nr. Thaltej Cross Road, S. G. Highway,  
Ahmedabad-380054

#### SHAREHOLDERS' / INVESTORS' RELATIONS COMMITTEE

Mr. Keyur B. Mehta, Chairman

Mr. Bharvinbhai S. Patel, Member

Mr. Maheshbhai M. Patel, Member

#### REGISTRARS AND SHARE TRANSFER AGENT

##### MCS LIMITED

101, Shatdal Complex,  
1<sup>st</sup> Floor, Opp. Bata Show Room,  
Ashram Road, Ahmedabad – 380 009.

#### REMUNERATION COMMITTEE

Mr. Maulik A. Shah, Chairman

Mr. Keyur B. Mehta, Member

Mr. Maheshbhai M. Patel, Member

#### AUDITORS

Vishves A. Shah & Co.,  
22, Narayan Park -I,  
Bopal, Ahmedabad – 380058.

# Notice

NOTICE IS HEREBY GIVEN THAT THE TWENTY NINTH ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON MONDAY, THE 30TH DAY OF SEPTEMBER, 2013 AT 2.30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 17, MUMTAZ MANZIL, WOOD HOUSE ROAD, OPP. CHIRAG DIN, COLABA, MUMBAI-400 005 TO TRANSACT THE FOLLOWING BUSINESS:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet of the company as at 31<sup>st</sup> March, 2013 and the Profit and Loss Account for the year ended on that date, with the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Maheshbhai M. Patel, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration and in this connection to consider and if thought fit to pass with or without modification(s) the following Resolution as an "Ordinary Resolution".

"RESOLVED THAT M/s. Vishves A. Shah, Chartered Accountants, Ahmedabad be and are hereby appointed as Statutory Auditors of the Company for the Financial Year 2013-14 to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting."

For and on behalf of the Board

Ahmedabad  
May 28, 2013



*[Signature]*  
Bharvin Patel  
Chairman

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT APROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM DULY FILLED IN MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE TIME OF HOLDING MEETING. A BLANK PROXY FORM IS ANNEXED TO THIS NOTICE.
2. The Register of Members and Share Transfer Books of the company will remain closed from 28th September, 2013 to 30th September 2013 (both days inclusive).
3. The Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956 in respect of the business set out in the accompanying notice is annexed thereto.
4. Members are requested to bring their Attendance slip along with their copy of Annual Report to the Meeting.
5. Members desiring any information regarding the accounts are requested to write to the Company at least Seven Days before the meeting so as to enable the management to keep the same ready.

**INFORMATION AS REQUIRED UNDER CLAUSE 49(V)(G) OF THE LISTING AGREEMENT IN RESPECT OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING**

Name of Director	Mr. Mansukhnath M. Patel
Date of Birth	15 <sup>th</sup> August, 1958
Date of Appointment	7 <sup>th</sup> February, 2011
Qualifications	Old Metric
Expertise in Specific Functional Areas	Experience of more than 8 year in the field of Investment Business
Directorship held in other companies (excluding private & foreign companies)	None
Membership/ Chairmanship of committees in other public company	None
Shareholding in the company	3,84,427 no. of Equity shares representing 25.6456% of total Share Capital of the Company
Disclosure of relationship	Nil

For and on behalf of the Board

Ahmedabad  
May 28, 2013

  
Bharvin Patel  
Chairman

## Directors' Report

Your Directors take pleasure in presenting herewith Twenty Ninth Annual Report and Audited Accounts for the year ended on 31<sup>st</sup> March, 2013.

### FINANCIAL RESULTS:

	<i>(Amt. in Lacs)</i>	
	Year ended March 31, 2013	Year ended March 31, 2012
Profit before Interest, Depreciation and Taxation	(0.16)	(0.51)
Interest	0.00	0.00
Depreciation	0.48	0.55
Profit / (Loss) before Tax	(0.64)	(1.06)
Provision for Taxation	0.00	0.00
Deferred Tax	0.00	0.00
Profit / (Loss) after Tax	(0.64)	(1.06)

### Review of Performance

Company has not carried on any business activities during the year. Company has incurred Loss of Rs. 0.64 Lacs as compared to the Loss of Rs. 1.06 Lacs for the previous year. At present the company is in stable situation and promotes are trying to revive the company.

### Dividend

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

### Public Deposits

During the year, the Company has not accepted any deposits from the public or otherwise in terms of Section 58A of the Companies Act, 1956, read with Companies (Acceptance of Deposit) Rules, 1975.

### Directors

At the forthcoming Annual General Meeting, Mr. Maheshbhai M. Patel will retire by rotation pursuant to the provisions of the Articles of Association of the Company. Being eligible, they offer himself for reappointment. Board recommends his reappointment.

## Directors Responsibility Statement

In Compliance of Section 217(2AA) of the Companies Amendment Act, 1956 as amended by the Companies (Amendment) Act, 2000, the Directors of your Companies confirm:

1. That the applicable Accounting Standards have been followed in the preparation of final accounts and that there are no material departures.
2. That such accounting policies have been selected and applied consistently judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company as at March 31, 2013.
3. That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provision of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
4. That the annual accounts have been prepared on going concern basis.

## Auditors

M/s. Vishves A. Shah & Co., Chartered Accountants of the Company retire at this Annual General Meeting and being eligible, are recommended their re-appointment as auditors of the company for the period from the conclusion of this Annual General Meeting up to the date of the next Annual General Meeting.

## Auditors Reports

The observations of the Auditors in their Report and Notes Attached to the Accounts are Self-Explanatory and do not require any Further Clarifications.

## Listing

The shares of the Company are listed on Bombay Stock Exchange Limited (BSE). The Company has paid the annual listing fees for the year 2013-14.

## Corporate Governance & Management Discussion & Analysis

A separate section on Corporate Governance and a Certificate from Auditors of the company regarding compliance of conditions of Corporate Governance as stipulated under clause 49 of the Listing Agreement together with the Management Discussion and Analysis of the financial position of the company forms part of the Annual Report.

## Particulars of the employees

Company has no employee who were in receipt of the remuneration of Rs. 60,00,000/- in the aggregate, if employed for the year and in receipt of the monthly remuneration of Rs. 5, 00,000/- p.m. if employed for a part of the year as per the provision of Section 217(2A) of the Companies Act, 1956 read with the Companies (particulars of employees) Rules, 1975. Hence the information required under S-217(2A) of the Companies Act, 1956 being not applicable are not given in this report.

## Insurance

The Company has taken adequate insurance to cover its assets.

## Conservation of energy, Technology absorption, Research & Development and Foreign exchange earnings and out go

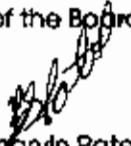
The Additional Information required under Section 217(1)(e) of the Companies Act, 1956 relating to Conservation of energy, technology absorption, research & development and Foreign exchange earnings or outgoes is annexed herewith and forming part of this report.

### Acknowledgment

Your company & Directors wish to place on record their appreciation of the assistance and co-operation extended by Investors, Bankers, Customers, Business Associates, Suppliers and Government. We are deeply grateful to shareholders for their continued faith, confidence and support to the company. The Directors wishes to place on record its appreciation of sincere and dedicated work of employees at all levels, which has largely contributed to the present growth of the Company.

Ahmedabad  
May 28, 2013

For and on behalf of the Board

  
Bhavin Patel  
Chairman

## Management Discussion & Analysis Report

### Activity

The company is engaged in Manufacturing and trading in electrical goods and services as also Investment activity.

### Financial Review

Company has not carried on any business activities during the year. Company has incurred Loss of Rs. 0.64 Lacs as compared to the Loss of Rs. 1.06 Lacs for the previous year. At present the company is in stable situation and promotes are trying to revive the company.

### Risk and Concern

There are no risks and concerns other than the fluctuation in the global economy.

### Internal Control Systems

The Company has a risk focused, Internal Control System to analyze and report to the management on the day-to-day operations of the Company. Efforts are being made to continuously strengthen it further. The internal control system ensures protection of assets and proper recording of all transactions.

The Internal Audit Programme is finalized in consultation with the Internal Auditors and the audit committee of the Board. The reports of the internal auditors, observations and recommendations, significant risk area assessments and adequacy of internal controls are periodically discussed and reviewed in Audit Committee's observations.

### Industrial Relations

There is conscious effort on the part of the management to continuously develop knowledge, skills and attitudes of its employees. Throughout the year Industrial relations continued to remain cordial and harmonious in the Company.

### Environmental Issues

As the company is not in the field of manufacture, the matter relating to produce any harmful gases and the liquid effluents are not applicable.

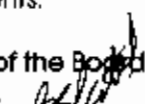
### Cautionary Statement

Statement in this report on Management Discussion and Analysis may be forward looking statements within the meaning of applicable security laws or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could however, differ materially, from those expressed or implied. Important factors that could make a difference to the company's operations include global and domestic conditions. And changes in government regulation and tax structure, economic development within India and the countries with which the company has business contacts and other factors such as litigation and industrial relations.

The Company assumes no responsibility in respect of forward - looking statements, which may be amended or modified in future on the basis of subsequent developments, information or events.

Ahmedabad  
May 28, 2013

For and on behalf of the Board

  
Bhavin Patel  
Chairman



# Corporate Governance

## Report on Corporate Governance (For the year ended 31.03.2013)

The company pursuant to the code on Corporate Governance introduced by the Securities and Exchange Board of India (SEBI) furnishes its report as under:

### Company's Philosophy on Code of Governance

The Company's philosophy on corporate governance envisages the attainment of the highest level of transparency, accountability and equity, in all facets of its operations, and in all its interactions with its stakeholders, including shareholders, employees, the government and lenders.

### BOARD OF DIRECTORS

#### a) Size and Composition of the Board:

The Company has a proper blend of Executive and Independent Directors to maintain the independence of the Board. As of the year ended 31st March, 2013, the Board of Directors is having as appropriate mix of Non-Executive Independent Directors as well as Non-Executive Non-Independent Directors.

The details in regard to the attendance of Directors at Board Meetings/Shareholders Meetings held during the year as also the number of Directorship/s held by them in other Companies and the position of membership of Committee/s are given below:

Name of Director	Category of Director	No. of Board Meetings attended	Attendance at the last AGM	Directorships in other Indian Public Companies* as at 31st March 2013	Other Mandatory Committee** membership as at 31st March 2013	
					Chairman	Member
Mr. Bharvinbhai S. Patel	Chairman	5	YES	1	NIL	NIL
Mr. Maheshbhai M. Patel	NE-Non Independent	5	YES	NIL	NIL	NIL
Mr. Keyur B. Mehta	NE-Independent	5	YES	1	NIL	NIL
Mr. Maulik A. Shah	NE-Independent	5	YES	1	1	2

\*Excludes Directorships in private/foreign companies and companies incorporated under Section 25 of the Companies Act, 1956.

\*\*Represents Membership/Chairmanship of the Audit Committee, Shareholders/ Investors Grievance Committee and Remuneration Committee of other companies.

NE- Non Executive.

During the year under review Five Board meetings were held on 05.05.2012, 31.07.2012, 18.08.2012, 10.11.2012 and 29.01.2013.



**b) Management & Function of the Board:**

The day-to-day management of the Company is conducted by the Chairman in consultation with the Other Directors and subject to the supervision and control of the Board of Directors. The required information as enumerated in Annexure I to Clause 49 of the Listing Agreement is made available to the Board of Directors for discussions and consideration at Board Meetings. The Board also reviews the Board Minutes of its Subsidiary Company.

**c) Committees of the Board**

Currently the Board has three committees viz:

**1) Audit Committee****Brief description of terms of reference:**

Terms of Reference of the Audit Committee are as per Section 292A of the Companies Act, 1956 and the guidelines set out in the listing agreements with the Stock Exchanges that inter-alia, include overseeing financial reporting processes, reviewing periodic financial results, financial statements and adequacy of internal control systems with the Management and adequacy of internal audit functions, discussions with the auditors about the scope of audit including the observations of the auditors and discussion with internal auditor on any significant findings.

**Composition:**

The Audit Committee has been constituted in conformity with the requirements of Section - 292A of the Companies Act, 1956 and Clause - 49 of the Listing Agreement with Stock Exchanges

Name	Position held	Attendance at Audit Committee meeting held on				
		05/05/2012	31/07/2012	18/08/2012	10/11/2012	29/01/2013
Mr. Keyur B. Mehta	Chairman	YES	YES	YES	YES	YES
Mr. Maheshbhai M. Patel	Member	YES	YES	YES	YES	YES
Mr. Maulik A. Shah	Member	YES	YES	YES	YES	YES

Minutes of meetings of the Audit Committee are circulated to members of the Committee and the Board is kept apprised.

Members of the Audit Committee have requisite financial and management expertise. The Statutory Auditors, Internal Auditor and the Chief Financial Officer are invited to attend and participate at meetings of the Committee.

**2) Shareholders'/Investors' Relations Committee**

The Board of Directors have constituted a "Share Transfer and Shareholders / Investor Grievance Committee" in line with the Listing Agreement, which is responsible for all matters concerning the share transfers, transmissions, issue of duplicate share certificates and attending to the grievance of the shareholders.

The present composition of the Committee is as under:

Mr. Keyur B. Mehta

Mr. Bharvin S. Patel

