

Marathwada Refractories Limited

28th ANNUAL REPORT

2006 - 2007

MARATHWADA REFRACTORIES LIMITED

BOARD OF DIRECTORS

Shri V. D. Jhunjhunwala, Managing Director
Shri. H. B. Belwal
Shri. Ashwani Bhatia

BANKERS

Union Bank of India, Aurangabad
HDFC Bank Ltd. Aurangabad
Union Bank of India, Delhi

AUDITORS

Khandelwal Jain & Co.
Chartered Accountants
Aurangabad.

Registered Office & Works

F- 4/1, Chikalthana,
M.I.D.C. Industrial Area,
Aurangabad - 431 210

MARATHWADA REFRACTORIES LIMITED

Regd. Office : F- 4/1, Chikalthana Industrial Area,
MIDC, Aurangabad - 431 210

NOTICE

NOTICE is hereby given that the **Twenty Eighth Annual General Meeting** of the Company will be held at its Registered Office at F-4/1, Chikalthana Industrial Area, MIDC, Aurangabad - 431 210 on Friday, the 28th Day of September, 2007 at 11.30 A.M..to transact the following business:

ORDINARY BUSINESS :

1. To consider and adopt the Profit and Loss Account for the year ended **31st March 2007**, the Balance Sheet as at that date and the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director, in place of **Shri Ashwani Bhatia** who retires at the forthcoming Annual General Meeting and being eligible offers himself for reappointment and to consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:
"RESOLVED that Shri Ashwani Bhatia be and is hereby appointed as a Director of the Company, liable to retire by rotation."
3. To appoint auditors and to fix their remuneration.

For MARATHWADA REFRACTORIES LTD.

Place : New Delhi

Dated : 18th May 2007

(H.B.Belwal)
Director

NOTES :

- a) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote, on a poll, in his/her stead and that the proxy need not be a member of the company. Proxies in order to be effective must be deposited at the Registered Office of the Company at least 48 hours before the commencement of the meeting.
- b) The Register of Members and share transfer books will remain closed from 17.09.2007 to 28.09.2007 (both days inclusive).
- c) The Members are requested to correspond with " M/s Intime Spectrum Registry Limited", A-31, 3rd Floor, Naraina Industrial Area, Near PVR Cinemas, New Delhi - 110 028, Registrar and Share Transfer Agent of the Company, to render services for share transfers in both physical and electronic segments and any other matter relating to their shares.
- d) Members are requested to notify immediately the change in their address, if any, to the Registrar and Share Transfer Agent / Registered Office or Head Office of the Company. Any communication with the Company will be greatly facilitated, if the Folio Number is quoted in all the correspondence.

MARATHWADA REFRACTORIES LIMITED

DIRECTORS' REPORT

To,
The Members,
Marathwada Refractories Limited

Your Directors have pleasure in presenting the **Twenty Eighth Annual Report** of your Company together with audited Accounts and Balance Sheet for the year ended 31st March, 2007.

1. Financial Results:

Particulars	Year ended 31.03.2007	Year ended 31.03.2006
Profit before Taxation	4243478	2142023
Add: Prior Period Item	29845	201689
Add/(Less) : Provision for Taxation		
Income Tax	(1385878)	(197223)
Deferred Tax Liability	(59533)	(272251)
Fringe Benefit Tax	(4054)	(15979)
Profit after taxation	2823858	1858259
Add: Profit brought forward	43511774	41653515
Balance carried to Balance Sheet	46335631	43511774

2. Operations:

During the year under consideration the company has recorded net sales (including scrap sales) of Rs. 22.42 lacs (Previous year 47.85 lacs).

3. Dividend:

Your Directors have decided not to recommend dividend on shares.

4. Particulars under the Companies (Disclosure of particulars in the Report of Board of Directors) Rules 1988 :

A. Conservation of energy :

There is no manufacturing activity carried out during the year, hence not applicable.

B. Foreign Exchange Earning and Outgo:

There are no foreign exchange earnings or outgoes.

5. Fixed Deposits :

The Company has not accepted any deposit within the meaning of section 58 A of the Companies Act, 1956.

6. Particulars of Employees :

None of the employees are covered under the provisions of Section 217 (2A) of the Companies Act, 1956.

7. Directors:

Mr. Ashwani Bhatia retires by rotation and is eligible for reappointment.

MARATHWADA REFRACTORIES LIMITED

8. Listing of Shares:

In terms of clause 31 of the listing Agreement as amended it is confirmed that the shares of the Company are listed at the Bombay Stock Exchange & the Calcutta Stock Exchange Association Limited and the necessary listing fees have been paid.

9. Compliance Certificate

In terms of the proviso to Section 383A of the Companies Act, 1956, Compliance Certificate obtained from Shri B.D. Tapriya, a company Secretary in practice, for the year ended 31st March, 2007, is annexed.

10. Director's Responsibility Statement :

The Directors confirm

- i) that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures.
- ii) that Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at 31st March 2007, and of the profit or loss of the Company for that year;
- iii) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with provisions of the Companies Act, 1956 for safeguarding assets of the Company and preventing and detecting fraud and other irregularities;
- iv) that the directors have prepared the annual accounts on a going concern basis.

11. Auditors :

M/s. Khandelwal Jain & Co., Chartered Accountants, retiring auditors, have advised that they are willing to be re-appointed as Auditors of the Company pursuant to section 224(1B) of the Companies Act, 1956. The board recommends their appointment. The observations of the Auditors in their report are self-explanatory.

12. Disclosure of names of constituents of "Group" pursuant to Regulation 3 (1) (e) (i) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997.

Shri M.H. Dalmia, Shri M.H. Dalmia (HUF), Smt. Abha Dalmia, Mridu Hari Dalmia Parivar Trust, Shri Gaurav Dalmia, Gaurav Dalmia (HUF), Smt. Sharmila Dalmia, Sharmila Dalmia Parivar Trust, Km. Devanshi Dalmia, Km. Aanyapriya Dalmia, Mst. Aryaman Hari Dalmiya, Devanshi Trust, Aanyapriya Trust, Aryaman Hari Trust, Smt. Kanupriya Somany, Kanupriya Trust Two, Kanu Sharad Privar Trust, Kanu Sharad Family Trust, Raghu Hari Dalmia Parivar Trust, Shri R. H. Dalmia, Shri R. H. Dalmia (HUF), Smt. Padma Dalmia, Shripriya Dalmia Thirani, Smt. Anuradha Jatia, Km. Vrinda Dalmiya, Kabirdas Investments Ltd, Dalmia Agencies Pvt. Ltd., Konark Investments Ltd., Madhukar Investment Ltd., Swank Services Private Ltd., Hari Machines Ltd., National Synthetics Ltd., Dalmiya Group Udyog Ltd., Sunflower Mercantiles Ltd., Europa Commercial Ltd., First Capital India Ltd., Himalayan Natural Products Ltd., Satya Miners & Transporters Ltd., Swadha Investment Co. Ltd., Guha Mazumdar Housing Finance Co. Ltd., Eik River Ceramics Ltd; Epic Mercantiles Ltd; Lions Commercial Co. Ltd.

For and on behalf of the Board of Directors

V.D. Jhunjhunwala
Managing Director

H.B. Belwal
Director

Place : New Delhi
Date : 18th May, 2007

MARATHWADA REFRACTORIES LIMITED

COMPLIANCE CERTIFICATE

Regn. No. 11-21846

To,
The Members,
Marathwada Refractories Limited
Aurangabad.

I have examined the registers, records, books and papers of Marathwada Refractories Limited (the Company) as required to be maintained under the Companies Act, 1956 (the Act) and the rules made thereunder and also provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2007. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company and its officers, I certify that in respect of the aforesaid financial year:-

1. The company has kept and maintained all registers as stated under, as per the provisions and the rules made thereunder and all entries therein have been duly recorded -
 - i) Register of Members u/s 150 & 151 (through the Registrar & Transfer Agent of the Company)
 - ii) Register of Share Transfer u/s 108(1-A) (through the Registrar & Transfer Agent of the Company):
 - iii) Books of Accounts u/s 209:
 - iv) Register of Contracts in which Directors are interested u/s 301 :
 - v) Register of Directors u/s 303 :
 - vi) Register of Directors Shareholding U/s 307 :
 - vii) Minutes book of Meetings of Board of Directors and Shareholders :
 - viii) Register of investments u/s 372A :
2. The company has duly filed the forms and returns as stated under, with the Registrar of Companies:
 - i) Form No. 32 U/s 303(2)
 - ii) Form No. 23 U/s 192 :
 - iii) Annual Accounts U/s 220 :
 - iv) Compliance certificate U/s 383A :
 - v) Annual Return U/s 159 :
 - vii) Form No. DIN 3 :
3. The Company is a Public Limited Company and its paid-up capital is Rs.70 lacs. During the year the Company :-
 - a) has not invited to subscribe for its shares;
 - b) has not invited or accepted any deposits from public.

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4) The Board of Directors of the Company duly met on following dates :

Date of Meetings of Board

i) 28.04.2006

ii) 15.05.2006

iii) 27.07.2006

iv) 30.10.2006

v) 09.12.2006

vi) 18.01.2007

5. The Company closed its Register of Members from 16th September, 2006 to 27th September 2006 during the year.

6. The Annual General Meeting for the financial year ended on 31.3.2006 was held on 27th September 2006.

7. No extraordinary meeting was held during the financial year.

8. The Company has not advanced any loan to its directors and/or persons or firms or companies referred in Section 295 of the Act.

9. The Company has not entered into any contract covered under the provisions of Section 297 of the Act.

10. The Company has complied with the requirements of Section 301 of the Act.

11. The provisions of Section 314 of the Act were not applicable to the Company during the financial year.

12. The Company has not issued any duplicate share certificates.

13. The Company has :

i) Received shares for transfer/transmission during the year. The Company has delivered all the Certificates on the lodgment of Shares for transfer/transmission/consolidation/split of Shares as per record of RTA.

ii) Not deposited any amount in a separate Bank Account as no dividend was declared during the financial year.

iii) Not posted warrants to any member of the Company as no dividend was declared during the financial year.

iv) No amounts unpaid in dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years and hence transferring of the same to the Investor Education and Protection Fund does not arise.

v) Duly complied with the requirements of Section 217 of the Act.

14. The Board of Directors is duly constituted and appointment of all directors has duly been made.

15. The Company has not appointed any Managing Director/Whole-time Director/Manager during the financial year.

16. No sale selling agent has been appointed during the year.

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17. The Company was not required to obtain any approval from Central Government, Company Law Board, Regional Director, Registrar or such other authorities as prescribed under various provisions of the Act.
18. The Directors duly disclosed their interest in other firm/companies in the last month of the financial year 2006-07 and that is duly recorded in the register kept for that purpose.
19. The Company has not issued any shares during the financial year.
20. The Company has not bought back any shares during the financial year.
21. The Company has not issued any preference shares.
22. The Company was not required to keep in abeyance rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not taken deposits under the provisions of Section 58A and 58AA read with the Companies (Acceptance of Deposit) Rules, 1975/the applicable directions issued by the Reserve Bank of India/any other authority.
24. The amount borrowed by the Company from Directors, member, Public Financial institutions, banks and others during the financial year ending 31st March, 2007 are within the borrowing limits of the Company.
25. The Company has made loan to other bodies corporate during the financial year in compliance of the Act.
26. The Company has not altered the provision of Memorandum with respect to situation of the Company's Registered Office from one state to another during the year under scrutiny after complying with the provisions of the Act.
27. The Company has not altered the provision of Memorandum with respect to objects of the Company during the year under scrutiny after complying with the provisions of the Act.
28. The company has not altered the provisions of the Memorandum of Association with respect to name of the company during the year under scrutiny.
29. The Company has not altered the provision of Memorandum with respect to share capital of the Company during the year under scrutiny after complying with the provisions of the Act.
30. The Company has altered its Articles of Association during the year under scrutiny.
31. There was no prosecution initiated against or show cause notice received by the company and no fines or penalties or any other punishment was imposed on the company during the financial year, for the offences under the Act.
32. No amount has been received as security from its employees during the year.
33. The Company has deposited contribution to Provident Fund duly constituted as per applicability with prescribed authorities pursuant to Section 418 of the Act..

Place : New Delhi
Date : 18th May, 2007

(B. D. Tapriya)
C. P. No. 2059