

MARATHWADA REFRACTORIES LIMITED

33rd

**ANNUAL REPORT
2011-2012**

MARATHWADA REFRACTORIES LIMITED

BOARD OF DIRECTORS

Mr. Prakash G. Hegde
Mr. K.S. Vasudeva Murthy
Mr. H.S. Girish Gupta

BANKERS

Punjab National Bank, Bangalore

AUDITORS

M/s Guru & Jana,
Chartered Accountants, Aurangabad

REGISTERED OFFICE

41, Vittal Mallya Road,
Bangalore - 560 001

Marathwada Refractories Limited

Registered Office : # 41, Vittal Mallya Road, Bangalore - 560 001

NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting of the Company will be held at 11.00 AM on Thursday the 27th September 2012 at the Registered Office of the Company at # 41, Vittal Mallya Road, Bangalore - 560 001 to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited accounts for the year ended 31st March 2012 along with the report of the auditors' thereon and the report of the Board of Directors
2. To appoint the auditor of the Company in place of retiring auditors
3. To appoint directors in place of retiring directors.

SPECIAL BUSINESS:

4. To consider and approve, with or without modifications, the following as an ordinary resolution:-

RESOLVED THAT pursuant to provisions of Section 264, 266 and other applicable provisions of the Companies Act, 1956, Mr. H. S. Girish Gupta, who was appointed as additional director on 23rd April 2012 and whose term of office comes to an end at this Annual General Meeting, be and is hereby appointed as a director of the Company, liable for retirement by rotation.

By order of the Board of Directors,

Place : Bangalore

Dated : 20th August 2012

Prakash G. Hegde
Director

NOTES:

- 1) 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 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.
- 2) The Register of Members and share transfer books will remain closed from 13th September 2012 to 27th September 2012 (both days inclusive).
- 3) The shares of the Company are registered in electronic form with the Central Depository Services (India) Limited (CDSL) and National Security Depository Limited (NSDL) under ISIN INE347D01011. The members are requested to correspond with M/s.Link Intime India Private Limited (formerly M/s.Intime Spectrum Registry Limited), A-40, 2nd Floor, Naraina Industrial Area, Near Batra Banquet Hall, New Delhi - 110028, Registrar and Share Transfer Agent of the Company, with regard to services for share transfers for both physical and electronic segments and any other matter relating to the shares.
- 4) Members are requested to notify immediately any change in their address, in their address, to the Registrar and Share Transfer Agent/Registered Office of the Company. Any communication with the Company will be greatly facilitated, if the Folio Number is quoted in the correspondence.

Explanatory Statement under Section 173(2) of the Companies Act, 1956

4. To consider and approve, with or without modifications, the following as an ordinary resolution:-

Mr. H. S. Girish Gupta was appointed as an additional director of the Company with effect from 23rd April 2012 and in terms of Section 260 of the Companies Act, 1956, holds office up to the date of the forth coming Annual General Meeting. The Company has received a notice pursuant to section 257 of the Companies Act, 1956 together with the requisited deposit from a share holder of the Company proposing the appointment of Mr. Girish Gupta as a director of the Company. Mr. Girish Gupta has given a declaration that in terms of Section 274(l)(g) and other applicable provisions of the Companies Act, 1956, he is not disqualified to be appointed as a director of the Company.

Copy of the Declaration received from Mr. Girish Gupta and the notice under Section 257 of the Companies Act, 1956 are available for inspection at the Registered Office of the Company during working hours on all working days up to the date of the meeting.

Apart from Mr. Girish Gupta, no other director is concerned or interested in the resolution directly or indirectly.

Place : Bangalore
Dated : 20th August 2012

for Marathwada Refractories Limited

Prakash G. Hegde
Director

MARATHWADA REFRACTORIES LIMITED

Director's Report

To,
The Members,
Marathwada Refractories Limited

Your Directors have pleasure in presenting the Thirty Third Annual Report of your Company together with audited Accounts and Balance Sheet for the year ended 31st March, 2012.

1. Financial Results:

Particulars	Year ended 31.03.2012	Year ended 31.03.2011
Profit before Prior Period Items & Taxation	1,77,894	11,70,452
Add/(Less) :		
Prior Period Items:		
Sales Tax		(28,052)
ESIC	-	-
Others	-	-
Refund of Income Tax - earlier year	-	-
Add/(Less):Provisions		
Income tax - earlier year	-	-
Income Tax - current year	-	-
Deferred Tax Liability		2,008
Fringe Benefit Tax	-	-
Profit after taxation	1,77,894	11,44,408
Add: Profit brought forward	9,65,78,506	9,54,34,098
Balance carried to Balance Sheet	9,67,56,400	9,65,78,506

2. Operations :

During the year under consideration the company has earned income mainly from interest as it has already closed manufacturing operations at Aurangabad.

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.

B. Foreign Exchange Earning and Outgo :

There are no foreign exchange earnings or outgoes.

5. Public 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. Shifting of Registered Office of the Company from the state of Maharashtra to the state of Karnataka

During the year, the approval of shareholders of the Company was obtained by way of a special resolution passed through postal ballot for alteration of Clause-II of the Memorandum of Association of the Company for facilitating the shifting of the Registered Office of the Company from the State of Maharashtra to the State of Karnataka. Thereafter, a petition was filed before the Company Law Board, Western Region Bench, Mumbai for confirmation of the said alteration. The Company Law Board vide its order dated 21.10.2011 confirmed the said resolution. The order of the Company Law Board was registered by the Registrar of Companies, Karnataka, Bangalore on 22- December 2011 and accordingly, the registered office of the Company has been shifted to Bangalore in the state of Karnataka.

8. Directors :

Mr. K.S. Vasudeva Murthy, Director will retire at the ensuing 33rd Annual General Meeting. Being eligible, Mr.Vasudeva Murthy has offered himself for re-appointment. The Board recommends his re-appointment.

Mr. H.S. Girish Gupta was appointed as additional director with effect from 23rd April 2012 and will hold office till the 33rd Annual General Meeting. Being eligible for appointment as director by the shareholders at the AGM, the Board recommends his appointment by shareholders at the Annual General Meeting.

9. 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.

10. Compliance Certificate

In terms of the proviso to Section 383A of the Companies Act, 1956, Compliance Certificate obtained from Mr.M.R. Gopinath, Practicing Company Secretary, for the year ended 31- March, 2012, is annexed.

11. 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 judgements 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 2012, 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.

12. Auditors:

M/s.Guru & Jana, Chartered Accountants appointed at the previous Annual General Meeting hold office till the 33rd Annual General Meeting. The Board recommends their re-appointment from the conclusion of the 33rd Annual General Meeting till the conclusion of the next Annual General Meeting.

13. 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 Sushil Pandurang Mantri

for and on behalf of the Board of Directors
Marathwada Refractories Limited

Sd/-

Prakash G. Hegde
Director

Sd/-

K.S. Vasudeva Murthy
Director

Sd/-

H.S. Girish Gupta
Director

Place : Bangalore
Date : 21st May 2012

FORM
[SEE RULE 3]

COMPLIANCE CERTIFICATE

The Members
Marathwada Refractories Limited
No.41, Vittal Mallya Road
BANGALORE 560001

In connection with issue of a **SECRETARIAL COMPLIANCE CERTIFICATE** pursuant to Sec.383A proviso of the Companies Act 1956 (as amended) in respect of **MARATHWADA REFRATORIES LIMITED** I wish to state as under :-

- A) **MARATHWADA REFRATORIES LIMITED** was originally incorporated under the Companies Act, 1956 vide Certification of Incorporation No. L26900MH1979PLC021846 dated 02.11.1979 issued by the Registrar of Companies, Maharashtra.

Later on the Company preferred a petition before the CLB, Mumbai for shifting of Registered Office from the state of Maharashtra to the state of Karnataka and the Hon'ble CLB approved the alterations to the Cl.II of the Memorandum of Association. The ROC, Karnataka issued Certificate of registration of the order of CLB for in this regard and assigned a new CIN L26900KA1979PLC061580 on 22.12.2011. The company is a listed company and its shares are listed in BSE Mumbai and CSE, Kolkatta.

- B) I have verified the records maintained by the company under the provisions of the Companies Act 1956 from 01.04.2011 to 31.03.2012 and certify that the company has complied with the various provisions of the said Act properly.

- C) The Authorised Capital of the Company is Rs. 1,00,00,000/- (Rupees One Crore) divided into 8,50,000 (Eight Lakhs Fifty thousand) Equity Shares of Rs. 10/- (Rupees Ten) each and 15,000 - 11% Redeemable Cumulative Preference Shares of Rs.100/- each and the Issued, Subscribed and Paid up Capital of the Company is Rs. 70,00,000/- (Seventy Lakhs) divided into 7,00,000 (Seven Lakhs) Equity Shares of Rs.10/- (Ten) each.

I have examined the registers, records, books and papers of **MARATHWADA REFRATORIES LIMITED** (the company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31- MARCH 2012.

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, its officers and agents, I certify that in respect of the aforesaid financial year :-

1. MAINTENANCE OF REGISTERS

The Company has maintained the Registers that are to be maintained by a public limited company under the Companies Act, 1956.

STATUTORY REGISTERS.

Sl. No.	Name of the Register	Ref. to Sec.	Remarks
01	Register of Investments Register of Investments in shares or securities not held in company's Name.	49(7)&(8) 49	Maintained. The company has not made any investments in shares and securities and therefore no entries are made in the said register.
02	Register of Deposits Return of deposits filed with the RoC	58A Companies Acceptance of Deposit Rules, 1975	Maintained. No entries are made in the said Register as the Company has not accepted any public deposits
03	Register of Buyback of shares	77A	Maintained. No entries are made as the company has not resorted to any buy back of shares.
04	Register of shareholders, of differential rights and index of members with differential rights	86 and Co. (issue of share certificates with differential voting rights) Rules 2001	The company has not issued any shares with differential rights
05	Copy of every instrument creating Any charge requiring registration	136	The company has not created charge
06	Register of charges Copies of instruments creating charge	143 (1)	Maintained.
07	Register of members	150(1)	Maintained. Proper and requisite entries are made in the said register.
08	Register of Index of members if members exceed fifty	151(1)	The register is maintained by RTA of the company
09	Register of Debenture holders	152(1)	Maintained and no entries are made as the company has not issued any debentures.
10	Register of Index of debenture holders in case the company is having more than fifty debenture holders.	152(2)	Not maintained as the company has not issued any debentures
11	Register and index of beneficial owners (members and debenture holders maintained by depository.	152A	Maintained by RTA of the Company.
12	Foreign Register of members and debenture holders	157(1) 158	The company has not opted to keep a foreign Register of members.