

41st ANNUAL REPORT

OF

**MAESTROS MEDILINE SYSTEMS
LIMITED**

FOR THE YEAR

2013-14

CONTENTS

Particulars	Page Nos.
Notice	4
MAESTROS MEDILINE SYSTEMS LIMITED	
Directors' Report	10
Corporate Governance Report	14
Independent Auditors' Report	24
Balance Sheet	30
Profit & Loss Account	31
Cash Flow Statement	32
Schedules	34
Notes to Accounts	46
MAESTROS EQUIPMENT SERVICES PRIVATE LIMITED	
Directors' Report	56
Independent Auditors' Report	58
Balance Sheet	63
Profit & Loss Account	64
Cash Flow Statement	65
Schedules	68
Notes to Accounts	75
CONSOLIDATED	
Directors' Report	81
Independent Auditors' Report	84
Balance Sheet	85
Profit & Loss Account	86
Cash Flow Statement	87
Schedules	89
Notes to Accounts	99

CORPORATE INFORMATION

BOARD OF DIRECTORS

Dr. Krishna Kumar Menon

Mr. Rajiv Nair

Mr. Niladri Mondal

Mr. Murlidharan Nair

Chairman & Managing Director

Non Executive Non Independent Director

Non Executive Non Independent Director

Non Executive Independent Director

BANKERS

STATE BANK OF INDIA

REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Pvt. Ltd

C-13, Pannalal Silk Mills Compound,

L.B.S. Marg, Bhandup (West),

Mumbai - 400078.

REGISTERED OFFICE

Plot No. El/63, TTC Industrial Area,

Electronic Zone, Mahape,

Navi Mumbai - 400710

PLANT LOCATIONS

Plot No. El/63, TTC Industrial Area,

Electronic Zone, Mahape,

Navi Mumbai - 400710

NOTICE is hereby given that the Forty First Annual General Meeting of Maestros Mediline Systems Limited will be held at Hotel Celebrations, Plot No. L-1, Sector 19, Vashi, Navi Mumbai - 400 705 on Monday, December 22, 2014 at 4.00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Directors' Report, Auditors' Report and Audited Balance Sheet as at 31st March, 2014 and Profit and Loss Account for the year ended on that date together with notes and schedules attached thereto and the Reports of the Directors and Auditors thereon..
2. To appoint the retiring auditors, M/s. R A R and Associates (Formerly known as M/s. Anil Goyal & Co.), Chartered Accountants, as statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.
3. To appoint a director in place of Mr. Rajiv Krishnan Nair who retire by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To consider and if thought it, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. Murlidharan Nair (DIN 05217743), an existing Independent Director of the Company, who has submitted a declaration that he meets criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for a period of 5 (five) years with effect from 22nd December, 2014 to 21st December, 2019”

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. Niladri Mondal (DIN 06738763), an existing Independent Director of the Company, who has submitted a declaration that he meets criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for a period of 5 (five) years with effect from 22nd December, 2014 to 21st December, 2019”

Date: 28th November, 2014
Directors

Place: Navi Mumbai

For and on behalf of the Board of

Maestros Mediline Systems Limited

Sd/-

Dr. Krishnakumar Menon
(Managing Director)

DIN: 00926405

Address: A1101/1102,
Apollo Hiranandani Estate,
Godbunder Road, Patlipada,
Thane(W), Mumbai-400607

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
2. A proxy form duly completed and stamped, must reach the registered office of the Company not less than 48 hours before the time for holding the aforesaid meeting.
3. Members/ Proxies should bring the Attendance slips duly filled in for attending the meeting.
4. The register of members and the share transfer books of the Company will remain closed from 17th December, 2014 to 22nd December, 2014 (both days inclusive) in connection with the Annual General Meeting.
5. The Ministry of Corporate Affairs vide their Letter no. 5/12/2007-CL-III dated 8th February, 2011 has granted a general exemption under Section 212 (8) of the Companies Act, 1956 for publication of the Accounts of subsidiary companies, subject to fulfillment of certain conditions. In view of the same, your Company is also exempted from publication of the accounts of its subsidiaries under the provisions of Section 212 of the Companies Act, 1956. These documents will be submitted on request to any member wishing to have a copy on receipt of such request by the Company at the Registered Office of the Company. These documents will also be available for inspection by any Member of the Company at the Registered Office of the Company and the Registered Offices of the respective subsidiary Company during working hour up to the date of the Annual General Meeting.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
7. Electronic copy of the Annual Report is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies by permitted mode.
8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents (RTA) to provide efficient and better services.

9. Members holding shares in physical form are requested to intimate such changes to RTA.
10. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA for assistance in this regard.
11. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the RTA the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
12. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
13. All documents referred to in the above Notice are open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and holidays) between 10.00 a.m. to 12.30 p.m. upto the date of the Annual General Meeting.
14. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed herewith.

By Order of the Board of Directors

Dr. Krishnakumar Menon
(Chairman & Managing Director)

Registered Office:

Plot No. EL-63, TTC Indl. Area,
Electronic Zone, M.I.D.C, Mahape,
Navi Mumbai – 400 710,
Maharashtra.

Date: 28th November, 2014

Explanatory Statement pursuant to Section 102 (2) of the Companies Act, 2013.

Item no. 4

Mr. Murlidharan Nair is an Independent Director of the Company and also a member of Audit Committee, and Investors Grievance Committee.

Mr. Murlidharan Nair is Bachelor of Commerce and has also done Masters in Marketing Management from NMIMS and has working experience more than 33 years with Air India. He is also on the Board of Maestros Electronics & Telecommunications Systems Limited and Maestros Mediline Systems Limited as an Independent Director.

Mr. Nair is proposed to be appointed as an Independent Director of the Company with effect from 22nd December, 2014 to 21st December, 2019. A notice has been received from a member proposing Mr. Nair as a candidate for the office of Director of the Company. In the opinion of the Board, Mr. Nair fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

Copy of the draft letter for appointment of Mr. Nair as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day (except Saturdays, Sundays and holidays) between 10.00 a.m. to 12.30 p.m.

The Board considers that him continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Nair. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Nair as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Nair, none of the Directors and Key Managerial Personnel of the Company are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange and may also be considered sufficient compliance under the provisions of Section 152 of the Companies Act, 2013.

Item no. 5

Mr. Niladri Mondal, is an Independent Director of the Company and also a member of Audit Committee, and Stakeholders Relationship Committee.

Mr. Niladri Mondal is proposed to be appointed as an Independent Director of the Company with effect from 22nd December, 2014 to 21st December, 2019. A notice has been received from a member proposing Mr. Mondal as a candidate for the office of Director of the Company. In the opinion of the Board, Mr. Niladri Mondal fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management.

Mr. Mondal has over 14 years of experience in the capital markets. Before joining HyphenInc., he was heading Corporate Access Group – Institutional Equities for ICICI Securities Ltd, where he focused on Institutional Investors requirement in meeting senior management from key corporates. Prior to ICICI Securities, he was associated with Daiwa Capital Markets where he established the wholly owned Indian subsidiary office and did perception study for Japanese clients on the Indian Capital Market and its

functioning. Later, he headed the Corporate Access with focus on Japanese Market and organised conferences and Non deal road shows for Japanese clients. He has also worked with Bombay Stock Exchange Ltd and headed the Business Development for all the four southern states. He started his career in Risk Management and Surveillance with ISE Securities & Services Ltd, where he managed a portfolio of 250+ sub-brokers.

Niladri has a Bachelor's Degree in Mathematics and a Post Graduate Diploma in Management with specialisation in Finance & Systems.

Copy of the draft letter for appointment of Mr. Niladri Mondal as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day (except Saturdays, Sundays and holidays) between 10.00 a.m. to 12.30 p.m.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Niladri Mondal. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Mondal as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Mondal, none of the Directors and Key Managerial Personnel of the Company are concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange and may also be considered sufficient compliance under the provisions of Section 152 of the Companies Act, 2013

By Order of the Board of Directors

Dr. Krishnakumar Menon
(Chairman & Managing Director)

DIRECTORS' REPORT

Your Directors hereby present the Annual Report on the business and operations of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2014.

1. Financial Results

Particulars	2013-14 (in Rs)	2012-13 (in Rs)
Total Income	7,02,41,643	9,98,26,542
Less: Expenditure	20,35,31,122	19,09,25,972
Profit/(Loss) before Depreciation, Finance Charges and Tax	(13,32,89,479)	(9,10,99,430)
Less: Interest and Financial Charges	33,29,205	4,67,38,355
Less: Depreciation	99,56,221	1,87,91,752
Profit/(Loss) before Tax	(14,65,74,905)	(15,66,29,537)
Less: Provision for Taxation	-	-
Less: Prior Period Taxation Adjustments	-	(1,17,60,179)
Add: Deferred Tax	-	(7,25,195)
Profit/(Loss) for the Year	(14,65,74,905)	(14,41,44,163)
Add: Balance brought forward from previous year	(8,31,80,134)	6,09,63,530
Less: Appropriated as per Scheme of Arrangement	-	-
Profit available for appropriation	-	-
Less: Appropriations Transfer to General Reserve	-	-
Balance carried forward	(22,97,55,039)	(8,31,80,634)

2. Management Discussion And Analysis -

(a) **Industry Structure and Development:** The performance of your Company during the year under report has shown not good improvement over the previous year. The total revenue from the operations for the year ended March 31, 2014 amounted to Rs. 7.02 crore, as against Rs. 9.98 crore,