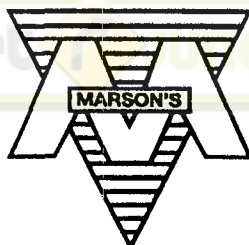


ANNUAL REPORT 2007-2008



MARSON'S LIMITED

MARSON'S LIMITED

BOARD OF DIRECTORS :

1. Mr. Gyan Chand Kotia - Chairman
2. Mr. Akhilesh Kotia - Managing Director
3. Mrs. Charu Kotia - Executive Director
4. Mr. V. M. Swami - Director
5. Mr. Manoj Banka - Director
6. Mr. Peeyush Jain - Director

AUDITORS :

K. K. JAIN & CO.
Chartered Accountant

COMPANY LAW CONSULTANT :

A. K. LABH & CO.
Company Secretaries

REGISTRAR & SHARE TRANSFER AGENT :

MAHESWARI DATAMATICS PVT. LTD.
6 Mangoe Lane, 2nd Floor,
Kolkata - 700 001

BANKERS :

ALLAHABAD BANK
C. R. Avenue Branch
Kolkata

REGISTERED OFFICE :

4 Chandni Chowk Street
Kolkata - 700 072

MARSON'S LIMITED**NOTICE**

NOTICE is hereby given that the 31st Annual General Meeting of the members of the Company will be held at Bhartiya Bhasha Parisad, 36A Shakespeare Sarani, Kolkata - 700017 on Saturday, the 30th day of August, 2008 at 11.30 A.M. to transact the following business:

As Ordinary Business:

1. To consider and adopt the Balance Sheet as at 31st March, 2008, the Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors' and the Auditors' thereon.
2. To appoint a Director in place of Sri Manoj Banka, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Sri Akhilesh Kotia, who retires by rotation and being eligible offers himself for re-appointment.
4. To re-appoint retiring Auditors of the Company, M/s. K.K.Jain & Co., Chartered Accountants 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.

As Special Business:

To consider and if thought fit, to pass with or without modification, the following resolution:

5. As Special Resolution

"RESOLVED THAT pursuant to Section 94(1)(d) of the Companies Act, 1956 the nominal value of an equity share of the company be increased from Rs. 2/- each to Rs. 10/-each and accordingly the nominal capital of Rs. 18,00,00,000/- (Rupees Eighteen Crores Only) of the company be comprises of 1,80,00,000 Equity Shares of Rs. 10/- each instead of 9,00,00,000 Equity Shares of Rs. 2/- each.

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be replaced with the following:

V. "The Share Capital of the company is Rs. 18,00,00,000/- (Rupees Eighteen Crores Only) divided in 1,80,00,000 (One Crore Eighty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each with power to sub-divide, consolidate and increase or decrease with power from time to time to issue any shares of the original capital or any new capital, and to divide the shares for the time being of the Company into several classes of stock or shares and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the company and to vary, modify or abrogate and any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.

RESOLVED FURTHER THAT all the fractional shares as derived from such increase of face value of an equity share of the company from Rs. 2/- to Rs. 10/- each, at a record date as fixed by the Board of Directors of the Company, be aggregated and rounded off to the nearest figure and such consolidated shares shall stand vested with a trustee, to be appointed by the Board of Directors of the company and such trustee shall hold such consolidated shares in good faith and shall dispose the same at the best available price and the net proceeds received from sale of such record date as fixed by the Board of Directors of the Company in proportion to their respective fractional shareholding.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised and empowered to decide the procedure and to give such directors as it may deem fit and proper including directions for setting any doubts, questions or difficulties which may arise in regard to the above and to comply with all the formalities, compliances of abide by any provisions, stipulations or orders etc. of the Companies Act, 1956, SEBI, listing agreement with the Stock Exchanges, NSDL, CDSL or any other authorities as may be and also to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, expedient, usual and proper and to accept such amendment, modification, variations and alterations as the appropriate authorities may stipulate in this regard."

By Order of the Board
For Marson's Limited

Place: Kolkata

Date : 11.07.2008

Akhilesh Kotia
Managing Director

MARSON'S LIMITED**NOTES**

1. The register of members and the share transfer books of the Company shall remain closed from 22.08.2008 to 30.08.2008 (both days inclusive).
2. ***A member entitled to attend and vote at the meeting is entitled to appoint a proxy and vote instead of himself/herself and the proxy need not be a member of the Company. However, the proxy forms duly filled up must be lodged with the company before 48 hours of the meeting.***
3. Please note that as per the notifications of SEBI, the company's equity shares have been under compulsory demat trading mode for all the investors. You are therefore, requested to demat your shareholding to avoid inconvenience in future.
4. Explanatory Statement pursuant to the provisions of Section 173(2) of the Companies Act, 1956 is attached herewith and forms part of the Notice.
5. Information pursuant to Clause 49 of the Listing Agreement in connection with the Directors seeking appointment/re-appointment:

Name of Director	Mr. Akhilesh Kotia	Mr. Manoj Banka
Date of Birth	30.10.1964	12.09.1965
Date of Appointment	10.06.1995	28.03.2005
Qualification	B.Com.	M.Com
Experience	Promoter Director with vast experience in Power Transformer Industry and having good contacts abroad.	Young dynamic possess vast business experience
Directorship in other Companies	1. Advance Power Technologies Ltd. 2. Advance Powerinfra Tech Ltd. 3. Marson's Textiles Ltd.	1. Advance Powerinfra Tech Ltd. 2. Sidhartha Project Pvt. Ltd. 3. Modern (India) Vyapaar Pvt. Ltd. 4. Shiv Towers Pvt. Ltd.
Chairman/ Membership of the Committees of ther Companies	1. Member of Remuneration Committee of Advance Powerinfra Tech Ltd. 2. Member of Shareholders'/ Investors Grievances Committee of Advance Powerinfra Tech Ltd. 3. Member of Audit Committee of Marson's Textiles Ltd. 4. Chairman of Shareholders'/ Investors Grievances Committee of Marson's Textiles Ltd.	1. Chairman of Audit Committee of Advance Powerinfra Tech Ltd. 2. Chairman of Remuneration Committee of Advance Powerinfra Tech Ltd. 3. Chairman of Shareholders'/ Investors Grievances Committee Advance Powerinfra Tech Ltd.

6. Members are requested to :-
 - i) Notify change of address, if any.
 - ii) Send Query (ies), if any, regarding audited accounts atleast 10 days before meeting.
 - iii) Bring with them their copy of the Annual Report in the meeting
 - iv) Carry their identity proof to produce at the venue for security reasons.

By Order of the Board
For Marson's Limited

Place: Kolkata
Date: 11.07.2008

Akhilesh Kotia
Managing Director

MARSON'S LIMITED

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

Item No. 5

The Company's Nominal Capital is Rs18,00,00,000/- whereas the paid up capital as on date is Rs. 10,80,00,000/- comprises of 5,40,00,000 Equity Share of Rs. 2/- each and all the shares are fully paid up. The Company's shares are listed at Bombay Stock Exchange. The Company has 20,000 (approx) shareholders spread all over the Country as on date. The Company wants to standardize the face value of the shares of the Company to match with the majority of the comprise is the Capital Market. The Company is one of the pioneer in power sector and has a consistent track record of profitability reflected in depthness of its reserves. Considering all the factors, the management has proposed to increase the face value of the share of the Company from Rs. 2/- each to Rs. 10/- each. The management is hopeful that the fraternity of shareholders with the above proposal will be consolidated all these things in nutshell shall be beneficial for the company and its shareholders.

The Board recommends the resolution for approval of the members.

None of the Directors of the Company is concerned or deemed to be interested in the aforesaid resolution.

By Order of the Board
For Marson's Limited

Place: Kolkata
Date : 11.07.2008

Akhilesh Kotia
Managing Director

MARSON'S LIMITED**DIRECTORS' REPORT**

To

The Shareholders,

The Directors of your company hereby submit their 31st Annual Report together with audited statement of accounts of the company for the year ended 31st March, 2008.

FINANCIAL HIGHLIGHT:

	For the Year ended 31.03.2008	For the Year ended 31.03.2007
	Rs. (In Lacs)	Rs. (In Lacs)
Surplus/(Deficit) before providing for Depreciation for the year	203.59	139.23
Less: Depreciation for the year	82.84	49.21
Profit/(Loss) before Taxation	120.75	90.02
Less: Provision for Income Tax (Net of Deferred Tax Assets)	(44.05)	(31.47)
Add: Surplus brought forward	76.70	58.55
TOTAL EARNINGS	183.84	107.15
Appropriation :		
Transfer to General Reserve	—	—
Surplus/(Deficit) carried to Balance Sheet	183.84	107.15
	183.84	107.15

DIVIDEND

To augment the Working Capital & to strengthen the reserves, the directors do not recommend any dividend for the year under Report.

CURRENT OPERATION & FUTURE PROSPECTS

The company's turnover was increased from Rs. 40.05 Crore to Rs. 61.17 Crore whereas the profit after tax has increased from Rs. 58.55 Lacs to Rs. 76.70 Lacs. The operating profit was Rs. 120.75 Lacs compared to Rs. 90.02 Lacs of the previous year. The Company has accumulated reserves of Rs. 21.88 Crore. The EPS of the Company as on the year end was Re. 0.14 compared to Re. 0.11 of the corresponding previous year. The management wants to attribute its sincere thanks to all its associates, bankers, consultants, clients, employees for their support. The company has reached a new height and is in path of progress. The Company has started gaining its old market and its market share penetration is increasing day by day.

SCHEME OF AMALGAMATION

Scheme of amalgamation of Marson's Transformers Limited with Marson's Limited has been approved by the Hon'ble High Court at Calcutta and the same shall be effective after receiving the certified copy of the order from the Court.

PARTICULARS OF EMPLOYEES:

There has been no employee in the category as specified under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the Provisions of Section 217(2AA) of the Companies Act, 1956, the Directors confirm:

- i) that in the preparation of the Annual Accounts, the applicable accounting standards has been followed except AS 15 as the company follow the policy of pay as you go in respect of gratuity and leave encashment;
- 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 ended 31st March, 2008 and of the profit of the company for the year;

MARSON'S LIMITED

- iii) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv) that the Directors had prepared the annual accounts on a going concern basis

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, ETC:

The Particulars required under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are attached, forming part of this report. There was no foreign exchange earnings and outgo during the year under report.

AUDITORS:

M/s. K. K. Jain & Co., Chartered Accountants, the Statutory Auditors retire at the conclusion of the ensuing Annual General Meeting and they have expressed their willingness to accept reappointment and have further confirmed their eligibility under Section 224(1B) of the Companies Act, 1956.

AUDITORS' OBSERVATIONS:

The Notes on Accounts referred to in the Auditors' Report are self explanatory and therefore do not call for any further comments.

DIRECTORS:

Mr. Manoj Banka and Mr. Mr. Akhilesh Kotia, Directors of the company retire by rotation and being eligible offer themselves for re-appointment.

Mr. P. R. Dutta resigned from the Directorship of the Company on 01.08.2007. The Board place on record its deep sense of appreciation for the services rendered by him during the tenure of his directorship.

LISTING:

The shares of the company are listed at Bombay Stock Exchange and the listing fee is paid upto 31st March, 2009. The Company shares have been delisted from Calcutta Stock Exchange during the year.

CORPORATE GOVERNANCE:

A Report on Corporate Governance along with the Certificate thereon from M/s. A. K. Labh & Co., Company Secretaries is separately attached with the Annual Report.

DEPOSITORY SYSTEM:

The Company's shares are under compulsory demat mode. The Company has entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services (I) Limited (CDSL). Members are requested to dematerialize their holdings for operational convenience.

ACKNOWLEDGEMENT:

Your Directors take the opportunity of placing their sincere appreciation to the Central Government, State Government, Banks, Financial Institutions, consultants, clients, employees and contractors for their valuable guidance and support and also to all those who are associated with the company in any way.

On behalf of the Board
For Marson's Limited

Place : Kolkata
Date : 11.07.2008

G. C. Kotia
Chairman

MARSON'S LIMITED

INFORMATION AS PER SECTION 217(1) (e) OF THE COMPANIES(DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2008.

A. CONSERVATION OF ENERGY

- 1) Research and Development (R & D) :
 - a) Specific areas in which R & D carried out by the Company : Improvement in Transformer Design
 - b) Benefits derived as result of the above R & D : Development of these Transformers will enable the Company to capture the major portion of the market in future as these are cheaper, easy to handle and results in lower losses.
 - c) Future plan of action : It is proposed to convert more areas in new product development, quality improvement and cost reduction.
 - d) Expenditure of R & D
 - i)Capital : Nil
 - ii)Recurring : Nil
 - iii)Total : Nil
 - iv)Total R & D Expenditure as a Percentage of total Turnover : Nil
- 2) Technology absorption, adoption and innovation :
 - a) Efforts in brief made towards technology absorption, adoption and innovation : All technologies adopted by the Company has been developed in house.
 - b) Benefits derived as result of the above efforts e.g. product improvement Construction, Product Development Impprt substitution etc. : Since technology has been developed, in house absorption and adoption incomparable. Further significant cost reduction has been achieved.
 - c) In case of imported technology(imported during the last 5 years Reckoned from the beginning of the financial year) following information may be furnished. : There has been no import of technology hence not applicable.

B. FOREIGN EXCHANGE EARNING AND OUTGO

- 1) Activities relating to export initiative taken to increase export, development of new export markets for production and services and export plans. : The Company is developing export market for the products and other item.
- 2) a) Total Foreign Exchange used : Nil
- b) Total Foreign Exchanged earned : Nil

MARSON'S LIMITED

CORPORATE GOVERNANCE REPORT:**1. Company's philosophy on code of Governance:**

Marson's philosophy on Corporate Governance envisages the attainment of the highest levels of transparency, accountability and equity in all facets of its operation and in all its interactions of its stake holders including shareholders, employees, the Government and Lenders. The Company believes that all its operations and actions must serve the underlying goal of enhancing overall shareholder value over a sustained period of time.

2. Board of Directors:**a) Composition and category of Directors**

The Board of Directors is headed by Promoter Non-Executive Chairman and is comprises of 4 Non-Executive Directors and 2 Executive Directors as on 31.03.2008. There are 3 Independent Directors on the Board. *Composition of the Board is as follows:*

	Name of Director	Category
1.	Mr. G. C. Kotia	Chairman (Promoter)
2.	Mr. Akhilesh Kotia	Managing Director (Promoter)
3.	Mrs. Charu Kotia*	Executive Director (Promoter)
4.	Mr. V. M. Swami	Independent Non-Executive Director
5.	Mr. Manoj Banka	Independent Non-Executive Director
6.	Mr. Peeyush Jain	Independent Non-Executive Director
7.	Mr. P. R. Dutta**	Technical Director

*Inducted in the Board w.e.f. 17.05.2007

** Resigned from the Board w.e.f. 01.08.2007

Mr. G. C. Kotia, Mr. Akhilesh Kotia and Mrs. Charu Kotia all are related with each other and are belonging to the same family. All the directors are above 21 years of age.

b) Attendance of each Director at the Board Meetings and the last Annual General Meeting

	Name of the Directors	No. of Board Meetings held	No. of Board Meetings attended	Attendance at the Last AGM
1.	G. C. Kotia	10	10	Yes
2.	Akhilesh Kotia	10	10	Yes
3.	Charu Kotia*	9	9	No
4.	Peeyush Jain**	10	-	No
5.	V. M. Swami**	10	-	No
6.	Manoj Banka	10	10	Yes
7.	M. C. Jain***	01	-	N.A.
8.	P. R. Dutta****	4	4	Yes

* Inducted in the Board w.e.f. 17.05.2007

** Leave of absence were granted.

*** Ceased to act as Directors w.e.f. 17.05.2007

**** Resigned from the Board w.e.f. 01.08.2007

c) Number of other Directorship and Chairmanship/Membership of Committee of each Director*

Sl. No.	Name of the Directors	No. of Directorship in other Board	No. of membership of other Board Committee(s)	No. of Chairmanship of other Board Committee(s)
1	G. C. Kotia	2	-	-
2	Akhilesh Kotia	4	3	1
3	V. M. Swami	-	-	-
4	Manoj Banka	2	3	2
5	Peeyush jain	-	-	-
6	Charu Kotia	3	1	-

*Number of Directorships/Memberships held in other companies excludes Directorships/Memberships in private limited companies, foreign companies, membership of various committees of various chambers/bodies and Companies under Section 25 of the Companies Act, 1956 and Alternate Directorships whereas the Membership or Chairmanship of any committee includes Audit Committee and Shareholders'/Investors' Grievance Committees only.

MARSON'S LIMITED**d) Details of Board Meetings held during the year:**

The Board met 8 times during the year and the time gap between two Board Meetings were not more than four months. Details of Board Meetings held during the year 2007-2008 are as under:

Date	Board Strength	No. of Directors present
03.05.2007	7	4
17.05.2007	7	5
28.07.2007	7	5
31.07.2007	7	5
01.08.2007	6	4
31.10.2007	6	4
14.11.2007	6	4
08.01.2008	6	4
18.01.2008	6	4
31.01.2008	6	4

--- Brief resumes of the Directors proposed to be appointed/re-appointed:**a) Sri Akhilesh Kotia**

Date of Birth	30.10.1964
Date of Appointment	10.06.1995
Qualification	B. Com.
Experience	Vast experience in Power Transformer Industry and having good contacts abroad
Directorship in other Public Limited Companies apart from this Company	1. Advance Power Technologies Limited 2. Advance Powerinfra Tech Ltd. 3. Marson's Textiles Limited
Chairman/Member of the Committee in which he is a Director apart from this Company	1. Member of Remuneration Committee of Advance Powerinfra Tech Ltd. 2. Member of Shareholders'/Investors' Grievances Committee of Advance Powerinfra Tech Ltd. 3. Member of Audit Committee of Marson's Textiles Limited 4. Chairman of Shareholders'/Investors' Grievances Committee of Marson's Textiles Limited.

Shares of the company held by Sri Akhilesh Kotia, own or for other persons on beneficial basis, as on 31st March, 2008 :

- i) Own - 1097805 Equity Shares
- ii) On beneficial Basis - Nil

a) Sri Manoj Banka

Date of Birth	12.09.1965
Date of Appointment	28.03.2005
Qualification	M. Com.
Experience	Young dynamic possess vast business experience
Directorship in other Public Limited Companies apart from this Company	1. Advance Powerinfra Tech Ltd.
Chairman/Member of the Committee in which he is a Director apart from this Company	1. Chairman of Audit Committee of Advance Powerinfra Tech Ltd. 2. Chairman of Remuneration Committee of Advance Powerinfra Tech Ltd. 3. Chairman of Shareholders'/Investors' Grievances Committee of Advance Powerinfra Tech Ltd.

Shares of the company held by Sri Manoj Banka, own or for other persons on beneficial basis, as on 31st March, 2008 :

- i) Own - Nil
- ii) On beneficial Basis - Nil