

# **MARSONS LIMITED**

**ANNUAL REPORT 2014-2015**

**Board of Directors****Mr. Akhilesh Kotia** – Chairman**Mr. Sandip Goswami** – Director (Independent Director)**Mrs. Trina Sinha** - *Director* (Independent Director)**Mr. A. S. Pillai** - Director & Chief Executive Officer**Auditors****K. M. ROY***Chartered Accountants***CFO****Mr. Ajay Singh****Registrar & Share Transfer Agent****Maheswari Datamaties Pvt. Ltd.**6 Mangoe Lane, 2<sup>nd</sup> Floor

Kolkata – 700 001

2243-5029/5809, 2248-2248

91 33 2248-4787

mdpl@cal.vsnl.net.in

**Phone:****Fax:****Email:****Bankers****Allahabad Bank**

C. R. Avenue Branch, Kolkata

**Registered Office & Works**

Marsons House

Budge Budge Trunk Road

Maheshtala

Kolkata -700 142

**email id**

info@marsonsonline.com

**Web site**

www.marsonsonline.com

**Phone:**

91 33 2492 7633

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91 33 2492 6152

<b><u>Index</u></b>	<b><u>Pg. No.</u></b>
<b><u>Contents</u></b>	
Notice	02
Explanatory Statement	06
Google Map	07
Directors' Report	08
Annexure – i	12
Annexure – ii	13
Annexure – iii	14
Annexure – iv	15
Annexure – v	24
Annexure – vi	25
Annexure – vii	27
Annexure – viii	29
Annexure – ix	30
Auditors' Report	42
Balance Sheet	46
Statement of Profit & Loss	47
Notes/ Schedules	48
Cash Flow Statement	59

## NOTICE

NOTICE is hereby given that the 38<sup>th</sup> Annual General Meeting of Marsons Limited will be held on Thursday, the 24<sup>th</sup> day of December, 2015 at 11.30 A.M. at "Bharatiya Bhasha Parishad", 36A, Shakespeare Sarani, Kolkata – 700 017 to transact the following business:

### Ordinary Business

1. To consider and adopt the audited financial statements of the Company for the period ended June 30, 2015, the Reports of the Board of Directors' and the Auditors' thereon.
2. To appoint a Director in place of Mr. Akhilesh Kotia (DIN: 0007677) who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution, relating to the appointment of the Auditors of the Company:

**"RESOLVED THAT** pursuant to Section 139 of the Companies Act, 2013 read with Rule 6 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, the retiring Auditor M/s. K.M. Roy., Chartered Accountants (Membership No: 053720), be and are hereby appointed as Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on a remuneration as may be determined by the Board of Directors of the Company in consultation with the said Auditor."

### Special Business

4. To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Section 152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), Mr. Ananchaperumal Pillai Subramonia Pillai (DIN: 07152155), who was appointed as an Additional Director w.e.f. 18.03.2015 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Mr. Ananchaperumal Pillai Subramonia Pillai as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

By Order of the Board  
For **Marsons Limited**

Marsons House,  
Budge Budge Trunk Road,  
Vill. – Chakmir, P. O. Maheshtala,  
Kolkata- 700 142  
CIN : L31102WB1976PLC030676  
Phone : 033- 24927244  
Fax : 033- 24926152  
E-mail: info@marsonsonline.com  
Website: www.marsonsonline.com  
Date : 14/11/2015

**Akhilesh Kotia**  
Chairman

**Notes:**

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors *inter-se* as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges :

**a) Mr. Akhilesh Kotia**

Date of Birth	30.10.1964
Date of Appointment	10.06.1995
Qualification	B.Com
Experience	Promoter director with vast experience in Power Transformer industry and having good contacts abroad.
Directorship in other Public Limited Companies	1. Advance Powerinfra Tech Ltd. 2. Marsons Textiles Ltd.
Chairman/Member of the Committee in which he is a Director apart from this Company	NIL

**b) Mr Ananchaperumal Pillai Subramonia Pillai**

Date of Birth	26.10.1950
Date of Appointment	18.03.2015
Qualification	M. Tech (Electrical)
Experience	Director with vast experience as Design Engineer in Power Transformer industry.
Directorship in other Public Limited Companies	NIL
Chairman/Member of the Committee in which he is a Director apart from this Company	NIL

4. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
5. The Company has notified closure of Register of Members and Share Transfer Books from Thursday, 17<sup>th</sup> December, 2015 to Thursday, 24<sup>th</sup> December, 2015 (both days inclusive).
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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.
7. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar and Share Transfer Agent of the Company, for consolidation into a single folio.
8. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

9. Complete particulars of the venue of the Meeting including route map and land mark for easy location is enclosed for the convenience of the members and the same has also been uploaded at company's website at [www.marsonsonline.com](http://www.marsonsonline.com)

#### Voting through electronic means

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 21.12.2015 from 10.00 A.M and ends on 23.12.2015 till 5.00P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20.11.2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The facility for voting through ballot paper / polling paper shall be made available at the AGM and the members as on the "cut-off date" i.e. Record date, attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper / polling paper.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number Registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (vii).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant MARSONS LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
10. The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 20<sup>th</sup> November, 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
11. Shri Atul Kumar Labh, Practicing Company Secretary, (FCS-4848) of M/s A. K. LABH & Co., Company Secretaries, Kolkata has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least two (2) witness not in the employment and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
12. The results shall be declared on or after the AGM, but not later than three days from the conclusion of the date of the AGM. The results declared alongwith the Scrutinizer’s Report shall be placed on the website of CDSL within and will be communicated to the Stock Exchange where the Company’s Shares are listed, i.e. Bombay Stock Exchange.

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Date : 14/11/2015

By Order of the Board  
For **Marsons Limited**

**Akhilesh Kotia**  
Chairman

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.****Item No.4**

Mr. Ananchaperumal Pillai Subramonia Pillai (DIN: 07152155) was appointed as an Additional Director w.e.f.18.03.2015.to hold the office upto ensuing Annual General Meeting. He is also acting as chief Executive officer (CEO) of the Company in terms of the provisions of Section 203 of the Companies Act, 2013 w.e.f. 18.03.2015.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Ananchaperumal Pillai Subramonia Pillai (DIN: 07152155) for the office of Director of the Company.

Mr. Ananchaperumal Pillai Subramonia Pillai (DIN: 07152155) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

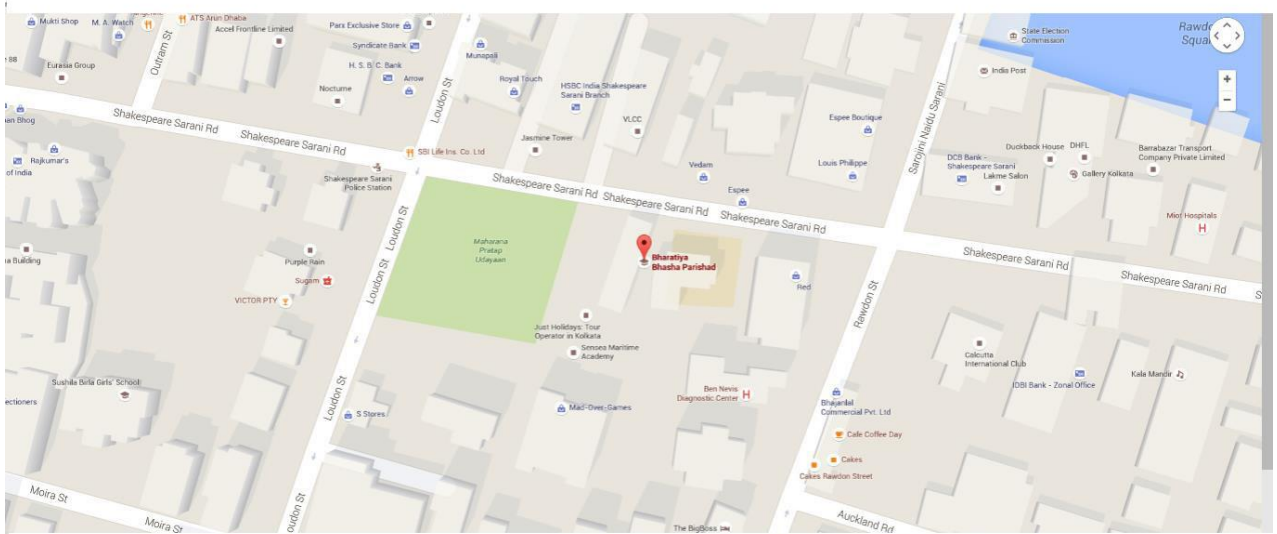
Save and except Mr. Ananchaperumal Pillai Subramonia Pillai (DIN: 07152155) himself in his personal capacity, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set forth in Item no 4 of the notice for the approval of the members.

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By Order of the Board  
For **Marsons Limited**

**Akhilesh Kotia**  
Chairman





**Directors' Report and Management Discussion & Analysis Report**

Dear Members,

The Directors have pleasure in submitting their 38<sup>th</sup> Annual Report together with the Audited Statements of Account for the period ended 30<sup>th</sup> June 2015.

**Financial Performance**

The Company's financial performance for the period ended 30<sup>th</sup> June 2015 is summarized below:

₹ (In Lacs)

<b>Financial Result</b>	<b>Period Ended 30.06.2015</b>	<b>Year Ended 31.03.2014</b>
Total Revenue	7716.70	5524.91
Profit /(Loss) Before Tax	(481.25)	88.57
Less: Tax Expenses	(5.14)	64.97
Profit /(Loss) After Tax	(476.11)	23.60

**Operating & Financial Performance**

The current recession prevailing in the economy has marred the performance of the Company. During the year, the net revenue from operations of your Company increased from ₹ 5524.91 Lacs to ₹ 7716.70 Lacs. For FY 2015, your Company's loss after tax stood at ₹ 476.11 Lacs vis-à-vis profit of ₹ 23.60 Lacs in the previous year.

**Change in the nature of business, if any**

There is no change in the nature of the business of the Company.

**Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future**

There were no significant and material orders passed by regulators or courts or tribunals impacting the going concern status and Company's operations in future.

**Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report**

There were no material changes and commitments affecting the financial position of the Company occurring between June 30, 2015 and the date of this Report of the Directors.

**Management Discussion and Analysis Report****Industry Trend and Development**

The Company is engaged in manufacturing of transformers in the capacity range of 100MVA 132KV class. The demand for the Company's product in coming years will increase significantly. The expansion of infrastructure industry and real estate business, extensive rural electrification programme of the Government, development of shopping malls, complexes, etc. demands various type of transformers and the Company in this industry with flexibility will survive and have a bright future.

**Opportunities and Threats**

The company has taken steps to upgrade its facility for manufacturing of transformers upto 100 MVA 220 KV Class from the present capacity of 100 MVA 132 KV Class. With this the Board has also decided to diversify into the field of EPC Contracts in Power Sector and the negotiations with major players in this field are at concrete stage. The Company's nature of business is capital intensive and hence any delay in cycle causes huge interest loss and marks the bottom line of the Company.

**Risk and Concern**

The threat is also from unorganized small scale entrepreneurs who sometimes run away with big orders due to their small set up cost. The nature of industry demands blocking of capital for a long period and hence more credit support from the banks are required.

**Outlook**

The current scenario is very encouraging because the major thrust of our Government is on Power and Infrastructure sector. Meanwhile Eastern and North Eastern region is witnessing the maximum development in the power sector. We are in a commanding position for all North Eastern demand of these Large Transformers as we are at the gateway to the entire region. NTPC and NHPC are setting up power project of 25000 MW and 20000 MW at an estimated cost of approximately ₹ 20 Billion in the North East, which will give us a tremendous opportunity.

**Subsidiary / Joint Ventures / Associates**

The Company has no subsidiary or any joint venture. However, the Company has an associate company and the particulars are given vide form AOC-1 enclosed with the report and marked as **Annexure -I**.

**Internal Financial Control**

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

Company's Policies on Remuneration, Employee Concern (Whistle Blowing) and also the Code of Conduct applicable to Directors and Employees of the Company have been complied with. These Policies and the Code of Conduct are available on the Company's website at **www.marsonsonline.com**.

**Dividend**

Your directors regret to recommend any dividend for the period under report.

**Share Capital**

The paid up Equity Share Capital as on June 30, 2015 was ₹ 25 crores. During the year under review the company has not issued any shares or any convertible instruments.

**Segment wise performance**

The Company is primarily a manufacturer of electrical transformer as a single unit. Accordingly, the Company is a single business segment company.

**Risk Management**

Although the company has long been following the principle of risk minimization as is the norm in every industry, it has now become a compulsion. The Board members were informed about risk assessment and after which the Board formally adopted and implemented the necessary steps for monitoring the risk management plan for the company.

**Board of Directors**

In accordance with the provisions of Companies Act, 2013 Mr. Akhilesh Kotia (DIN: 00076777), Director of the Company retires by rotation and being eligible offers himself for re-appointment.

Mr. Ananchaperumal Pillai Subramonia Pillai (DIN: 07152155) was appointed as an Additional Director w.e.f.18.03.2015.to hold the office upto ensuing Annual General Meeting. He is also acting as Chief Executive officer (CEO) of the Company in terms of the provisions of Section 203 of the Companies Act, 2013 w.e.f. 18.03.2015.

Mr. Sudhir Kumar Joshi (DIN: 05102823) ceased to be a director w.e.f. 31.07.2014 & Mr. Piyush Kumar Jain (DIN: 00440575) ceased to be a director w.e.f. 14.08.2014. Mr. M. Laskar (DIN: 06727819) and Mr. Suraj Jha (DIN: 07179051) become the directors of the Company on 30.04.2015 and acted till 29.08.2015. Mr. G. C. Kotia (DIN: 00651168) resigned from the Board on 18.03.2015 due to his ailing health. Your directors place on record their appreciation for their contribution to the development of the company.

**Meetings of Board and Committees**

The details of number and dates of meetings held by the Board and its Committees and attendance of Directors is given separately and attached as **Annexure – II**.

**Directors' Responsibility Statement**

The Board of Directors acknowledges the responsibility for ensuring compliance with the provisions of section 134(3) (c) read with section 134(5) of the Companies Act, 2013 and state that:

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;