

MARSONS LIMITED

ANNUAL REPORT 2015-2016

BOARD OF DIRECTORS:	:	Mr. Akhilesh Kotia- Chairman (Non- Executive) Mr. A.s. Pillai- Managing Director Ms. Divya Arora- Additional director (Independent) Mrs. Trina Sinha- Independent Director
AUDITORS	:	K.M. ROY Chartered Accountants
COMPANY SECRETARY	:	Ms. Sultana Khan
CFO	:	Ashok Kumar Mandal
REGISTRAR AND SHARE TRANSFER AGENT	:	MAHESHWARI DATAMATICS PVT LTD 6, Mangoe Lane, 2 nd floor Kolkata- 700001
Phone	:	2243-5029/5809, 2248-2248
Fax	:	91 33 2248- 4787
Email Id	:	mdpl@cal.vsnl.net.in
Bankers	:	Allahabad Bank C.R. Avenue Branch, Kolkata
REGISTERED OFFICE	:	Marsons House, Budge Budge Trunk Road, Maheshtala, Kolkata- 700072
Email Id	:	info@marsonsonline.com
Website	:	www.marsonsonline.com
Phone	:	91 33 2492 7244
Fax	:	91 33 2492 6152

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NOTICE

NOTICE is hereby given that the 39th Annual General Meeting of Marsons Ltd will be held on Saturday, the 24th day of September, 2016 at 2.30 P.M. at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata – 700 017 to transact the following business:

Ordinary Business:

1. To consider and adopt:
 - a) the Audited Financial Statements of the Company for the period ended 31st March, 2016 together with the Reports of the Directors and Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the period ended 31st March, 2016 together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Akhilesh Kotia (DIN: 00076777), who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of Auditors :-

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

“RESOLVED THAT M/s. K. M. Roy, Chartered Accountants, (Membership No. : 053720), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company in consultation with the said Auditor.”

Special Business:

4. To appoint Mr. Ananchaperumal Pillai Subramonia Pillai (DIN: 07152155) as Managing Director and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the appointment of Mr. Ananchaperumal Pillai Subramonia Pillai (DIN: 07152155) as Managing Director of the Company, for a period of 5 (five) years with effect from 20th January, 2016 on the terms and conditions including remuneration as detailed in the explanatory statement attached hereto which is hereby approved and sectioned with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Ananchaperumal Pillai Subramonia Pillai, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

5. To appoint Ms. Divya Arora (DIN:07584367) as an Independent Director and in this regard to consider and, if thought fit to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Ms. Divya Arora (DIN 07584367), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that she meets the criteria of independence under 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 under Section 160 of the Companies Act, 2013 signifying her intention to propose the candidature of Ms. Divya Arora for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from 24th September, 2016 to hold office for 5(Five) consecutive years for a term upto 23rd September, 2021 not liable to retire by rotation.”

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
Dated: 13.08.2016

By order of Board
For Marsons Limited

Sd/-
(Sultana Khan)
Company Secretary
ACS44373

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 authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing 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 Regulation 36 of SEBI (LODR) Regulations, 2015:

a) Sri Akhilesh Kotia

Name of Director	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 apart from this Company	1. Advance Powerinra Tech Ltd. 2. Marsons Textile Ltd.
Chairman/Member of the Committee in which he is a Director apart from this Company	NIL

Shares of the company held by Sri Akhilesh Kotia , own or for other persons on beneficial basis, as on the period 31st March, 2016.

- i) Own – 1690293
- ii) On beneficial Basis – nil

ii) Ms. Divya Arora

Name of Director	Ms. Divya Arora
Date of Birth	02.11.1985
Date of Appointment	13.08.2016
Qualification	Company Secretary
Experience	6 years
Directorship in other Public Limited Companies apart from this Company	Nil
Chairman/Member of the Committee in which he is a Director apart from this Company	Nil

Shares of the company held by Ms.Divya Arora, own or for other persons on beneficial basis, as on the period 31st March, 2016.

- i) Own – nil
- ii) On beneficial Basis – nil

4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. 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.
6. The Company has notified closure of Register of Members and Share Transfer Books from Saturday 17th September, 2016 to Saturday, 24th September, 2016 (both days inclusive).
7. Complete particulars of the venue of the Meeting including route map and prominent land mark for easy location is enclosed for the convenience of the members. The same has also been hosted at the website of the Company at www.marsonsonline.com
8. 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.
9. 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 Maheshwari Datamatics, for consolidation into a single folio.
10. 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.

Voting through electronic means

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 21.09.2016 from 9.00 A.M and ends on 23.09.2016 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 17.09.2016, 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 has 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 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 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">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.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.
DOB	<p>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.</p>
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">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).

(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.
- 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 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

11. The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 17th September, 2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
12. 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.
13. 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.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The Board of Directors at their meeting held on 20.01.2016 appointment of Mr. Ananchaperumal Pillai Subramonia Pillai (DIN: 07152155) as the Managing Director of the Company w.e.f 20.01.2016, subject to approval of the Members of the Company at the ensuing 39th Annual General Meeting. The remuneration payable to Mr. Ananchaperumal Pillai Subramonia Pillai (DIN: 07152155) is within the limits prescribed in Schedule V of the Companies Act, 2013. The terms and conditions of his revised remuneration is set forth below:

Designation: Managing Director

Date of appointment: 20.01.2016.

Tenure: 5 year (20.01.2016 -19.01.2021)

Remuneration:

- (a) Basic salary: Rs.50000/-per month. The revision in the terms is solely at the discretion of the management.
- (b) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- (c) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service;
- (d) Leave Encashment, Medical Re-imbursement as per company's rules;
- (e) No sitting fee shall be paid for attending any meeting of the Board of Directors of the Company or committee thereof.
- (f) In the event of absence or inadequacy of profits in any financial year you shall be entitled to the above salary, perquisites, etc. as minimum remuneration.

In the event of absence or inadequacy of profits in any financial year he shall be entitled to the above salary, perquisites, etc. as minimum remuneration.

Please also note that the above remuneration is subject to approval of the members of the company in the general meeting.

Save and except the above, 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 resolution at Item No. 4 is recommended for the approval of the Members.

Item No. 5

Ms. Divya Arora (Din: 07584367) was inducted in the Board on 13.08.2016. Ms. Arora is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as an Independent Director.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and she shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Ms. Arora that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Ms. Arora has appropriate skills, experience and knowledge; inter alia, in the field of accounts.

In the opinion of the Board, Ms. Arora fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Agreement. Ms. Arora is independent of the management. Her appointment is proposed for a continuous period of 5 years w.e.f. 24th September, 2016.

Save and except the above, 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.

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
Dated: 13.08.2016

**By order of Board
For Marsons Limited**

sd/-
(Sultana Khan)
Company Secretary
ACS44373