



**MARTIN BURN  
LIMITED**

REPORT  nction.com





## MARTIN BURN LIMITED

### BOARD OF DIRECTORS

Kedar Nath Fatehpuria	– Chairman & Managing Director
Om Prakash Fatehpuria	– Joint Managing Director
Kailash Nath Fatehpuria	– Deputy Managing Director
Vijay Kumar Fatehpuria	– Deputy Managing Director
Ram Karan Tiwari	– Independent Non-Executive Director
Kailash Prasad Dhanuka	– Independent Non-Executive Director
Sanjay Kumar Bhartiya	– Independent Non-Executive Director
Pawan Murarka	– Independent Non-Executive Director

### COMPANY SECRETARY

Samrat Sanyal

### AUDITORS

Ray & Ray, Chartered Accountants

### BANKERS

Bharat Overseas Bank Limited  
The Federal Bank Limited

### REGISTERED OFFICE

"Martin Burn House"  
1, R. N. Mukherjee Road,  
Kolkata - 700 001  
Phone : 2220-3371/3380 ; 2248-4789  
Fax : 2248-8416  
E-mail : [martinburn@rediffmail.com](mailto:martinburn@rediffmail.com)  
[martburn@cal3.vsnl.net.in](mailto:martburn@cal3.vsnl.net.in)

### BRANCHES

40-42, Janpath  
New Delhi - 110 001

"Esplanade House"  
29, Hazarimal Somani Marg,  
Mumbai - 400 001

### REGISTRARS & SHARE TRANSFER AGENT

Maheshwari Datamatics (P) Ltd.  
6, Mangoe Lane, 2nd Floor,  
Kolkata - 700 001  
Phone : 2248-2248 ; 2243-5809



## NOTICE TO MEMBERS

**NOTICE** is hereby given that the 58th Annual General Meeting of the Company will be held at the Registered Office of the Company at 1, R. N. Mukherjee Road, Kolkata – 700 001 on Saturday, the 29th day of October, 2005 at 10.00 a.m. to transact the following business :

### As Ordinary Business :

1. To consider, approve and adopt the audited Balance Sheet as at 31st March, 2005, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Kedar Nath Fatehpuria who retires by rotation and, being eligible, offers himself for reappointment.
3. To appoint a Director in place of Shri Sanjay Kumar Bhartiya who retires by rotation and, being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri Pawan Murarka who retires by rotation and, being eligible, offers himself for reappointment.
5. To re-appoint retiring Auditors of the Company, M/s. Ray & Ray , 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 :

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

**“RESOLVED THAT** the Resolution passed by the Members in their Annual General Meeting held on 29th September, 2000 be superceded and pursuant to the provisions of Section 293(1)(d) and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time any sum or sums of money which, together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose, provided that the maximum amount of moneys borrowed shall not at any time exceed the limit of Rs. 2250 crores (Rupees two thousand two hundred and fifty crores) or U.S. \$ 500 million.”



7. To consider and if thought fit, to pass with or without modification, the following resolution as Special Resolution :

**“RESOLVED THAT** pursuant to the provisions of Clause 49 of the Listing Agreement with the Stock Exchange, the consent of the Company be and is hereby accorded for payment of such amount as may be approved by the Board of Directors, from time to time, subject to the ceiling prescribed under the Companies Act, 1956, or rules framed there under, as amended from time to time, as sitting fees for each meeting of the Board of Directors or the Committee(s) thereof, attended by the Non-Executive Directors of the Company.”

By Order of the Board of Directors  
For **MARTIN BURN LIMITED**

Kolkata  
September 17, 2005

**K. N. FATEHPURIA**  
**CHAIRMAN & MANAGING DIRECTOR**





## NOTES :

- I. The Register of Members and the Share Transfer Books of the Company shall remain closed from 26th October, 2005 to 29th October, 2005 (both days inclusive).
- II. 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 at least 48 hours before the time of the meeting.
- III. Please note that as per the Notifications of SEBI, the Company's equity shares have been under compulsory demat trading for all the investors. You are therefore, requested to demat your share-holding to avoid inconvenience in future.
- IV. Information pursuant to clause 49 of the Listing Agreement in connection with the Directors liable to retire by rotation at 58th Annual General Meeting.

Name of Director	Shri Kedar Nath Fatehpuria	Shri Sanjay Kumar Bhartiya	Shri Pawan Murarka
Date of Birth	15.06.1940	01.03.1970	20.04.1971
Date of Appointment	04.03.1985	31.03.2003	31.03.2003
Qualifications	B. Sc.	B. A. (Hons.)	B. Com.
Experience	Has vast experience of about 40 years in Accounts, Finance, Company Management, Construction and Real Estate Development.	Has more than 17 years of experience in the Steel industry.	Has more than 10 years of experience in the Construction industry.
Directorship in other Public Limited companies	Martin Burn Energy Ltd.	Dina Iron & Steel Ltd. Patliputra Gases Ltd. Dina Holdings Ltd. Dina Alloys Ltd.	—
Chairman / Membership of the Committees	Member of the Shareholders' / Investors' Grievance Committee of Martin Burn Ltd.	—	Chairman of the Shareholders' / Investors' Grievance Committee of Martin Burn Ltd., Member of the Audit Committee and Remuneration Committee of Martin Burn Ltd.



- V. Members are requested to :
- a) Notify change of address, if any.
  - b) Send Query (ies), if any, regarding audited accounts at least 10 days before the meeting.
  - c) Bring with them their copy of the Annual Report in the meeting.
  - d) Carry their identity proof to produce at the venue for security reasons.
- VI. Explanatory Statement pursuant to the provisions of Section 173 (2) of the Companies Act, 1956 is attached herewith and forms part of the Notice.

By Order of the Board of Directors  
For **MARTIN BURN LIMITED**

Kolkata.  
September 17, 2005

**K. N. FATEHPURIA**  
**CHAIRMAN & MANAGING DIRECTOR**



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

### Item No. 6

The present borrowing limit of Rs. 225 crores ( Rupees two hundred twenty five Crores only) was sanctioned by the members at their Annual General Meeting held on 29th September, 2000. With the projected growth plans of the Company, the business volumes are expected to increase at an accelerated pace. Accordingly the requirements of funds to sustain the expanded level of operations would go up substantially, and therefore the need for borrowings will significantly increase. The Company is also negotiating with foreign lenders for providing long term debts to enable the Company to launch other Project such as International Residential Public School in Kolkata and Wind Farm projects in Karnataka for generating wind power. Hence the present borrowing limit is increased to Rs. 2250 crores (Rupees Two Thousand Two Hundred and Fifty Crores only) or U.S. \$ 500 million.

The Directors recommend the resolution for adoption.

None of the Directors of the Company are concerned or interested in the Resolution.

### Item No. 7

The Securities and Exchange Board of India has issued a circular to all the Stock Exchanges advising them to amend the Listing Agreement by inserting a revised Clause 49 relating to the Corporate Governance requirements to be fulfilled by the Companies. The Stock Exchange have accordingly amended the Listing Agreement which is effective from 31st December, 2005. One of the requirements stipulated under the revised Clause 49 is that all the fees/compensation payable to the Non-Executive Directors, including Independent Directors, shall be fixed by the Board of Directors and shall require previous approval of the members in the General Meeting.

In view of the revised Clause 49 of the Listing Agreement, the approval of the members is sought for the payment of the fees, remuneration etc. to all the Directors of the Company excluding Executive Directors.

The Directors recommend the resolution for adoption.

Shri Ram Karan Tiwari, Shri Kailash Prasad Dhanuka, Shri Sanjay Kumar Bhartiya and Shri Pawan Murarka – Non-Executive Directors of the Company are interested or deemed to be interested in the proposed resolution.

By Order of the Board of Directors  
For **MARTIN BURN LIMITED**

Kolkata.  
September 17, 2005

**K. N. FATEHPURIA**  
**CHAIRMAN & MANAGING DIRECTOR**

## Directors' Report

### To the Members,

The Directors submit their Annual Report and Audited Accounts of Martin Burn Limited for the Financial Year ended March 31, 2005.

FINANCIAL RESULTS	(Rs. In lakh)	
	2004-2005	2003-2004
Profit before Interest, Depreciation and Taxation	358.12	240.74
Interest	33.04	148.31
Depreciation	27.38	55.48
Profit /(Loss) before taxation	297.70	36.95
Add / (Less) : Provision for taxation	(23.34)	(2.90)
Add / (Less) : Deferred Tax	(8.81)	(5.69)
Add / (Less) : Income Tax adjustment in respect of earlier years (Net)	(2.92)	11.67
Profit /(Loss) after taxation	262.63	40.03
Unappropriated Profit brought forward from previous years	(125.93)	(165.96)
Profit available for appropriations	136.70	(125.93)

### DIVIDEND

Directors regret that they are unable to recommend any dividend for the year under review.

### PERFORMANCE REVIEW & FUTURE OUTLOOK

We are pleased to report that the Company has earned a post tax Profit of Rs. 262.63 Lac against the corresponding profit of Rs. 40.03 Lac as reported last year. This is a quantum jump and we hope to maintain this trend during current year also. The Turnover of the Company is also increased by about 56% to Rs. 2531.88 Lac.

The Residential Complex Project namely Shreeram Nagar at VIP Road has completed and except a few flats most of the flats have been sold. In fact profitability of this Project would have impact on the topline of the Company during current year also. Several Projects on contract basis are in Progress.

The Company has submitted an application for Major shareholding Joint Venture Company with the West Bengal Government Housing Department and we are very much hopeful that the application would be accepted. We will be able to promote integrated township and/or large Housing Project mainly for MIG and LIG Sectors of the Society.

The Company is also negotiating with foreign lenders for providing long term debts to enable the Company to launch other Project such as International Residential Public School in Kolkata and





Wind Farm projects in Karnataka for generating wind power. If the Company is successful in launching the above projects it will have long-term good effect on its bottom line and top line performance.

### **PUBLIC DEPOSIT**

The total amount of Outstanding Public Deposits with the Company as on March 31, 2005 was Rs. 9,04,000/-. The Company has complied with the provisions of Section 58A of the Companies Act, 1956.

### **DIRECTORATE**

Shri Kedar Nath Fatehpuria, Shri Sanjay Kumar Bhartiya & Shri Pawan Murarka – Directors of the Company, retires at the forthcoming Annual General Meeting, and being eligible, offer themselves for reappointment.

### **STATUTORY INFORMATION**

- (1) Section 217 (2A) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988 is not applicable, as the remuneration payable to any employee does not exceed the prescribed limit.
- (2) The Company does not have any activity related to conservation of energy or technology absorption.
- (3) The Company's foreign exchange outgoing is Rs.16,38,825/- and the foreign exchange earning is Rs. Nil.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 217 [2AA] of the Companies Act, 1956, the Directors state as follows :

1. That in the preparation of the annual accounts for the financial year ended March 31, 2005 the applicable accounting standards had been followed along with proper explanation relating to material departures ;
2. That the Directors had selected such accounting policies and applied them consistently and made judgements 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 and of the profit or loss of the Company for that period ;
3. That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities ;
4. That the Directors had prepared the annual accounts on a going concern basis.



## LISTING

The Company's shares are listed at Calcutta Stock Exchange Association Ltd., The Uttar Pradesh Stock Exchange Association Ltd., Bombay Stock Exchange Ltd. and The Delhi Stock Exchange Association Ltd. A Special Resolution was passed in the Annual General Meeting of the Company held on December 23, 2004 to Delist the shares of the Company from The Uttar Pradesh Stock Exchange Association Ltd. and The Delhi Stock Exchange Association Ltd. The process of delisting is in Progress as applications are being made to The Uttar Pradesh Stock Exchange Association Ltd. and The Delhi Stock Exchange Association Ltd. for delisting the Company's shares from the said Stock Exchanges

## CORPORATE GOVERNANCE

Report on Corporate Governance alongwith certificate thereon from M/s A. K. Labh & Co. – Company Secretaries is separately attached.

## AUDITORS' REPORT

Auditors' comments in their report are dealt with by Notes on the Accounts which are self explanatory and therefore do not call for any further clarification.

## AUDITORS

The Auditors Ray & Ray, Chartered Accountants retire at the forthcoming Annual General Meeting and are eligible for re-appointment.

## ACKNOWLEDGEMENT

Your Board wishes to place their sincere appreciation to the Employees of the Company, Banks, Financial Institutions, Shareholders, Public Deposit holders, Customers, Suppliers and other business associates for their continued cooperation and patronage.

On behalf of the Board

Kolkata.  
September 17, 2005.

**K. N. FATEHPURIA**  
**CHAIRMAN & MANAGING DIRECTOR**