



Martin Burn Limited
ANNUAL REPORT 2010-2011

Corporate Information

Board of Directors

Shri Kedar Nath Fatehpuria	<i>Chairman & Managing Director</i>
Shri Om Prakash Fatehpuria	<i>Joint Managing Director (resigned w.e.f. 30.05.2011)</i>
Shri Kailash Nath Fatehpuria	<i>Deputy Managing Director</i>
Shri Vijay Kumar Fatehpuria	<i>Deputy Managing Director</i>
Shri Ram Karan Tiwari	<i>Independent Non-Executive Director</i>
Shri Kailash Prasad Dhanuka	<i>Independent Non-Executive Director</i>
Shri Sanjay Kumar Bhartiya	<i>Independent Non-Executive Director</i>
Shri Pawan Murarka	<i>Independent Non-Executive Director</i>

Statutory Auditors

M/s D. P. Sen & Co.
22, Ashutosh Chowdhury Avenue
2nd Floor, Flat No. 22
Kolkata - 700 019

Bankers

The Federal Bank Ltd.
Indian Overseas Bank
State Bank of India
HDFC Bank Ltd.

Registered Office

"Martin Burn House"
1, R. N. Mukherjee Road
Kolkata - 700 001
Phone : (033) 2230-3371/3022-5780/81
Fax : (033) 2248-8416
E-mail : martinburn@rediffmail.com

Branches

40-42, Janpath,
New Delhi - 110 001
"Esplanade House"
29, Hazarimal Somani Marg
Mumbai - 400 001

Solicitors

Shri R. L. Mitra
6, Old Post Office Street
"Temple Chambers" 2nd Floor
Kolkata - 700 001
Phone : (033) 2248-3255

Registrars & Share Transfer Agent

Maheshwari Datamatics (P) Ltd.
6, Mangoe Lane, 2nd Floor
Kolkata - 700 001
Phone : (033) 2243-5029/5809
Fax : (033) 2248- 4787

CONTENTS

Notice	2	Directors' Report	4	Management Discussion and Analysis	6
Corporate Governance Report	7	Auditors' Report	19	Balance Sheet	22
Profit & Loss Account	23	Cash Flow Statement	24	Schedules to the Accounts	26
Balance Sheet Abstract	38				

Notice

NOTICE is hereby given that the 64th Annual General Meeting of the Company will be held at "Kala Kunj" 48, Shakespeare Sarani, Kolkata - 700 071, on Saturday, the 10th day of September, 2011 at 11:00 A.M. to transact the following business :

ORDINARY BUSINESS

1. To consider, approve and adopt the audited Balance Sheet as at 31st March, 2011, 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 Vijay Kumar Fatehpuria who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri Ram Karan Tiwari who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint retiring Auditors of the Company, M/s D.P. Sen & 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.

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

Place : Kolkata
Date : May 30, 2011

K. N. Fatehpuria
Chairman & Managing Director

NOTES :

- I. 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.
- II. Corporate Members intending to send their authorised representative(s) to attend the Annual General Meeting are advised to send a certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the meeting.
- III. The Register of Members and the Share Transfer Books of the Company shall remain closed from 5th September, 2011 to 10th September, 2011 (both days inclusive).
- IV. Members who are holding shares in physical form are advised to dematerialise their shareholding to avail the benefits of dematerialisation which includes easy liquidity, savings in stamp duty, prevention of forgery etc.
- V. All documents referred to in the Notice and accompanying explanatory statement, as well as the Annual Accounts of company are open for inspection at the Registered Office of the Company on all working days, except Sunday and other holidays, between 11.00 A.M. and 1.00 P.M. upto the date of Annual General Meeting.
- VI. Information pursuant to clause 49 of the Listing Agreement in connection with the Directors to be reappointed at the 64th Annual General Meeting.

Name of Director	Shri Vijay Kumar Fatehpuria	Shri Ram Karan Tiwari
Date of Birth	23.01.1956	29.07.1930
Date of Appointment	16.01.1986	31.03.2003
Qualifications	B.Com	M.A., L.L.B.

Name of Director	Shri Vijay Kumar Fatehpuria	Shri Ram Karan Tiwari
Expertise in specific functional areas	Has vast experience of about 32 Years in Finance & Company Management Construction and Real Estate Development.	He is as senior Advocate with more than 53 years of Experience. He is practicing in Supreme Court of India and other International Courts.
Directorship in other Companies	<ol style="list-style-type: none"> 1. Martin Burn Construction Ltd. 2. Pushpanjali Estate Pvt. Ltd. 3. Meghavi Awas Pvt. Ltd. 4. Meghavi Promoters Pvt. Ltd. 5. Martin Burn Developers Pvt. Ltd. 6. Martin Burn Housing Pvt. Ltd. 7. Martin Burn Promoters Pvt. Ltd. 	NIL
Chairman / Membership of the Committees	—	<ol style="list-style-type: none"> 1. Member of the Audit Committee of Martin Burn Ltd. 2. Chairman of Remuneration Committee of Martin Burn Ltd.
No. of Shares held in the Company.	NIL	NIL

VII. Members are requested to :

- Notify change of address, if any,
- Send Query (ies), if any, regarding audited accounts at least 10 days before the meeting.
- Bring with them their copy of the Annual Report in the meeting.
- Carry their identity proof to produce at the venue for security reasons.

VIII. Securities and Exchange Board of India (SEBI) vide its circular dated April 27, 2007 has made it mandatory effective July 2, 2007 for every participant in the securities/capital market to furnish Income Tax Permanent Account Number (PAN No.). Members holding shares in physical mode are requested to furnish photocopy of the PAN card to the Company or the Registrar and the members holding shares in Demat mode are requested to record the details of PAN Card with their Depository Participant.

Registered Office :

"Martin Burn House"
1, R.N. Mukherjee Road
Kolkata - 700 001

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

K. N. Fatehpuria
Chairman & Managing Director

Directors' Report

Dear Members,

Your Directors are pleased to present the 64th Annual Report together with Audited Statements of Accounts of the Company for the Financial Year ended March 31, 2011.

FINANCIAL RESULTS

(₹ in lakh)

	2010-2011	2009-2010
Profit before Interest, Depreciation and Taxation	246.50	259.05
Less : Interest Expense	92.25	59.49
Less : Depreciation	17.34	17.24
Profit /(Loss) before taxation	136.91	182.32
Add / (Less) : Provision for taxation	18.23	37.74
Profit / (Loss) after taxation	118.68	144.58
Unappropriated Profit brought forward from previous years	925.96	781.37
Profit available for appropriations	1044.64	925.96

DIVIDEND

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

PERFORMANCE REVIEW & FUTURE OUTLOOK

The Company has earned a Post Tax Profit of ₹ 118.68 Lacs against the corresponding Profit of ₹ 144.58 Lacs, as reported last year.

We are pleased to inform that we have started our negotiation with the Tenants at our Land at 63, Chowringhee Road, Kolkata. We are very hopeful to complete our negotiation within this Financial Year.

We are also pleased to further inform that we have also initiated efforts to restart our Civil Construction Division in full swing. We hope to start receiving orders within this Financial Year itself.

PUBLIC DEPOSIT

The Company has no outstanding Public Deposit as on March 31, 2011. The Company has complied with the provisions of

Section 58A of the Companies Act, 1956. The Company is not accepting any new Deposits.

HUMAN RESOURCES

The Management continues to have harmonious relation with the employees. Your Director wish to place on records their appreciation for the contribution made by the employees and workers of your company at all levels during the year under review.

DIRECTORS

Shri Vijay Kumar Fatehpuria and Shri Ram Karan Tiwari - Directors of the Company, retire at the forthcoming Annual General Meeting, and being eligible, offer themselves for reappointment.

Shri Om Prakash Fatehpuria - Joint Managing Director of the Company has resigned from the Board of Directors with effect from 30th May, 2011. The Board place on record its appreciation for his valuable contribution made to the Company during his tenure as a Director.

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 and the foreign exchange earning during the year is 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, 2011 the applicable accounting standards had been followed and that no material departures have been made from the same;
2. that the Directors have 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 and of the profits of the Company for that period;
3. that the Directors have 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;
4. The Directors have prepared the annual accounts on a going concern basis.

LISTING

The Company's shares are listed at The Calcutta Stock Exchange Association Ltd., Bombay Stock Exchange Ltd., The Uttar Pradesh Stock Exchange Association Ltd. and The Delhi Stock Exchange Association Ltd.

Place: Kolkata
Date: 30th May, 2011

Steps are being taken for delisting of Company Shares at The Uttar Pradesh Stock Exchange Association Ltd. and The Delhi Stock Exchange Association Ltd.

CORPORATE GOVERNANCE

A Report on Corporate Governance and Management Discussion and Analysis, as required under Clause 49 of the Listing Agreement are annexed and forms part of this Annual Report.

A certificate from the Auditors of the Company, M/s A. K. Labh & Co. confirming compliance with the conditions of the Corporate Governance is also annexed.

COMPLIANCE CERTIFICATE

Compliance Certificate given by M/s. A.K. Labh & Co., Company Secretaries in terms of proviso to Sub-section (1) of Section 383A of the Companies Act, 1956 is attached and forms part of our report.

AUDITORS' OBSERVATIONS

In respect of the reference to the Notes on Accounts in the Auditors' Report, your Directors have to state that the same are self explanatory and do not need further clarification.

AUDITORS

M/s D.P. Sen & Co., Chartered Accountants, Auditors of the Company retire at the conclusion of the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

ACKNOWLEDGEMENT

We wish to acknowledge the understanding, support and the services of the sincere workers, staff and executives of the Company, which have contributed to the efficient operations and management of the Company. Your Directors also wish to place on record the valuable co- operation and support received from The Federal Bank Ltd., State Bank of India, Indian Overseas Bank and HDFC Bank. Last but certainly by no means least, your Directors would like to thank various departments of Central and State Government, its shareholders, customers and the public at large for their continued support and confidence.

We would also like to express sincere thanks to our shareholders for their confidence and understanding

On behalf of the Board

K. N. Fatehpuria
Chairman & Managing Director

Management Discussion and Analysis

Industry Structure and Development

The Indian Real Estate sector has witnessed a revaluation, driven by the booming economic, favourable demographics and liberalized foreign direct investment (FDI) regime. Growing at a rapid rate, it has emerged as one of the most appealing investment areas for domestic as well as foreign investors.

Opportunities and Threats

There are huge opportunities available in the emerging Real Estate market in India. Government has been pragmatic and supportive in its approach in ushering in reforms in the industry which should open up more avenue of growth. According to various studies continuing housing boom should sustain alongwith growing demand for retail and commercial space in the coming years.

Apart from normal business risks, your company is facing competition from its old competitors as new entrance in the same line of business.

Risk and Concern

Our Company continues to utilize a robust Business Risk Management (BRM) process to identify, evaluate business risks and opportunities both at the Corporate and at the regional levels. The identified risks and opportunities are integrated into rolling and annual plans. The action plans to mitigate the identified risks are thereafter drawn up and its implementation monitored.

Outlook

We are pleased to inform that we have started our negotiation with the Tenants at our Land at 63, Chowringhee Road, Kolkata. We are very hopeful to complete our negotiation within this Financial Year.

We are also pleased to further inform that we have also initiated efforts to restart our Civil Construction Division in full swing. We hope to start receiving orders within this Financial Year itself.

Internal Control and System

The Company's internal control systems and procedures are commensurate with its size and nature of business. Standard Operating Procedures have been clearly defined for several of operations.

Reports of concurrent Auditors, the Company's Internal Audit Department termed as Business Process solutions Department and management response on audit observations are subject to regular review by the Audit Committee of Board of Directors. The adequacy of internal control systems is also reviewed by the Audit Committee. The company has an elaborate financial reporting process which ensures timely review of all financial information.

Human Resource Management

The Company is continuously endeavoring to put in line employee objective with that of business objectives of the organization through its HD Policies process & other development initiatives to achieve its organization goals relation with the employees remained cordial & at peace at all sites & offices throughout the year. The management & the employee are dedicated to achieve the mission corporate object & goals of the organization.

Cautionary Statement

Statements in this report on Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations or predictions may be looking within the meaning of applicable laws or regulations. These statements are based on certain assumptions and reasonable expectation of future events. Actual results could, however, differ materially from those expressed or implied.

Thus, the Company should and need not be held responsible, if, which is not unlikely, the future turns out to be something quite different. Subject to this management disclaimer, this discussion and analysis should be perused.

Corporate Governance Report

As required by Clause 49 of the Listing Agreement with the Stock Exchanges, a report on Corporate Governance in the prescribed format is given below :

A. MANDATORY REQUIREMENTS

1. Company's philosophy on Code of Governance

The basic philosophy of Corporate Governance in the Company is to achieve business excellence and dedicate itself to increasing long term shareholders' value, keeping in view the needs and interests of all its Stakeholders. The Company is committed to transparency in all its dealings and places emphasis on business ethics.

2. Board of Directors

The composition of Board of Directors is in conformity with the provisions of the Companies Act, 1956, the Articles of Association of the Company and Clause 49 of the Listing Agreement. It comprises of 8 (Eight) Directors of which there are 4 (Four) Independent Non-Executive Directors. All the Independent Directors on the Board are qualified, highly experienced and respected individuals from their respective fields. They take active part in the Board and Committee Meetings. Independent Directors do not fall under any criteria as stipulated vide Clause 49.I.A.(iii) of the listing agreement. The Chairman of the Board is a Promoter Director in Executive capacity and the total number of Independent Directors is half of the total strength of the Board. Shri Kedar Nath Fatehpuria, Shri Om Prakash Fatehpuria, Shri Kailash Nath Fatehpuria and Shri Vijay Kumar Fatehpuria being relatives are related with each other. All Directors are above 21 years of age.

The composition of the Board and the attendance at the Board Meetings held during the year under review and the last Annual General Meeting and also number of other Directorship and Committee membership and Chairmanship are given below :

Sl. No.	Name of Director	Category of Directorship	No of Board Meetings held during the year	No of Board Meetings attended	Last AGM attended	No. of Directorship in other Public Ltd. Companies *	No. of Committee Membership in other Public Ltd. Companies *	No. of Committee Chairmanship in other Public Ltd. Companies *
1.	Shri Kedar Nath Fatehpuria	Chairman & Managing Director	5	5	Yes	—	—	—
2.	Shri Om Prakash Fatehpuria (Resign with effect from 30.05.2011)*	Joint Managing Director	5	2	No	—	—	—
3.	Shri Kailash Nath Fatehpuria	Deputy Managing Director	5	3	Yes	—	—	—
4.	Shri Vijay Kumar Fatehpuria	Deputy Managing Director	5	3	No	1	—	—
5.	Shri Ram Karan Tiwari	Independent Non-Executive Director	5	5	Yes	—	—	—
6.	Shri Kailash Prasad Dhanuka	Independent Non-Executive Director	5	1	Yes	—	—	—
7.	Shri Sanjay Kumar Bhartiya	Independent Non-Executive Director	5	—	No	4	—	—
8.	Shri Pawan Murarka	Independent Non-Executive Director	5	5	Yes	—	—	—

- Number of Directorships / Memberships held in other Companies exclude 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 of any committee and Shareholders' / Investors Grievance Committee only.
- Shri Om Prakash Fatehpuria - Joint Managing Director of the Company has resigned from the Board of Directors with effect from 30th May, 2011. The Board place on record its appreciation for his valuable contribution made to the Company during his tenure as a Director.

The Board met Five times during the year and the time gap between Board Meeting is not more than three months. Details of Board Meeting held during the year 2010-11 are as under :

Date of Board Meetings	31.05.2010	20.07.2010	18.08.2010	08.11.2010	28.01.2011
Board Strength	8	8	8	8	8
No. of Directors present	5	4	5	6	4

Board Committee

The Board of Directors at their meeting held on April 02, 2010 constituted a committee of Directors comprising of Shri Kedar Nath Fatehpuria, Chairman & Managing Director, Shri Kailash Nath Fatehpuria, Deputy Managing Director and Shri Vijay Kumar Fatehpuria, Deputy Managing Director.

The Committee of Directors is vested with the following functions and powers :

- To make investments and provide approvals for loans within the specified limits.
- To issue power of attorney to the officers of the Company.
- To make allotment of shares.
- To sanction expenditure.
- To discuss issues relating to day to day affairs of the Company and take necessary actions in this regards.

The Committee met 17 times during the year i.e. on 05.04.2010, 13.04.2010, 11.05.2010, 01.06.2010, 04.06.2010, 20.07.2010, 13.08.2010, 18.08.2010, 14.09.2010, 18.09.2010, 28.09.2010, 13.10.2010, 02.12.2010, 25.01.2011, 24.02.2011, 23.03.2011, and 28.03.2011.

3. Audit Committee

The Audit Committee comprises of three Independent Non-Executive Directors namely Shri Kailash Prasad Dhanuka, Shri Ram Karan Tiwari and Shri Pawan Murarka. All the members are eminent in their respective fields and financially literate with sufficient accounting or related financial management expertise.

The Committee has met (7) seven times during the year and the time gap between two meetings are not more than four months. Details of Committee Meetings held during the year 2010-2011 are as under :

Name of the Committee Members	31.05.2010	18.08.2010	24.08.2010	08.11.2010	11.02.2011
Shri Kailash Prasad Dhanuka - Chairman	Yes	Yes	Yes	Yes	Yes
Shri Ram Karan Tiwari - Member	Yes	Yes	Yes	Yes	Yes
Shri Pawan Murarka - Member	Yes	Yes	Yes	Yes	Yes

There has been no change in the composition of the Audit Committee during the year.

The Committee acts as a link between the management, auditors and the Board of Directors of the Company and has full access to financial information. The Audit Committee has been mandated with the same terms of reference as specified in the Clause 49 of the Listing Agreement with Stock Exchanges and covers all the aspects stipulated by the SEBI Guidelines. The terms of reference also fully conform to the requirements of Section 292A of the Companies Act, 1956.

The Committee acts as a link between the Management, Auditors and the Board of Directors of the Company and has full access to financial information.

Functions of the Committee.

1. Review with the management and / or Internal Audit Department and / or Statutory Auditors :
 - a. Company's financial statements and reports;
 - b. Disclosure of company's financial information to ensure that the same are correct, sufficient and credible;
 - c. Changes / Improvements in Financial / Accounting practices;
 - d. Adequacy of Internal Audit Function and Systems; and
 - e. Charter of Audit Committee.
2. Hold discussion with :
 - a. Statutory Auditors, before and after audit on the scope and area of Concern;
 - b. Internal Audit Department on its significant findings and also failure of Internal Control Systems, if any; and
 - c. Management before submission of financial statements to the Board.
3. Compliance with Accounting Standards, Legal requirements and Ethical Code.

4. Remuneration Committee

The Broad terms of reference of the remuneration committee are to recommend the company's policy on remuneration package for the Managing Director/Executive Directors, reviewing the structures, design and implementation of remuneration policy in respect of key management personnel.

No Remuneration committee meeting was held during the year.

Details of remuneration paid to the Executive Directors during the year 2010-11.

Name	Designation	Salary (₹)	Perquisites or Allowances (₹)	Contribution to PF & Others (₹)	Commission (₹)
Shri Kedar Nath Fatehpuria	Chairman and Managing Director	7,92,000	28,600	95,040	Nil
Shri Om Prakash Fatehpuria (Resigned with effect from 30.05.11)	Joint Managing Director	2,25,000	—	27,000	Nil
Shri Kailash Nath Fatehpuria	Deputy Managing Director	2,70,000	1,30,000	32,400	Nil
Shri Vijay Kumar Fatehpuria	Deputy Managing Director	Nil	Nil	Nil	Nil

Sitting fees paid to the Non Executive Directors for attending the meetings of the Board of Directors of the Company and Committee thereof are as follows :

Name	Amount (₹)
Shri Ram Karan Tiwari	Nil
Shri Kailash Prasad Dhanuka	Nil
Shri Pawan Murarka	Nil
Shri Sanjay Kumar Bhartiya	Nil

* Shares / Convertible Instruments held by Non-Executive Directors as on 31.03.2011.