

NOTICE

NOTICE is hereby given that the 66th Annual General Meeting of the Company will be held at "Kala Kunj" 48, Shakespeare Sarani, Kolkata - 700017, on Saturday, the 21st December, 2013 at 10:00 A.M. to transact the following business :

ORDINARY BUSINESS

1. To consider, approve and adopt the audited Balance Sheet as at 30.06.2013, the Profit and Loss Account as on that date and the Reports of the Board of Directors and Auditors for the (15 Months) period ended 30.06.2013.
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 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.

SPECIAL BUSINESS

4. To consider and if thought fit to pass with or without modification the following resolution as ordinary resolution :-
"RESOLVED THAT Shri Sunil Fatehpuria, who was appointed as additional director w.e.f. 01.06.2013 by the Board of Directors of the Company, be and is hereby appointed as Director of the Company liable to retire by rotation."

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

Place : Kolkata
 Date : 26.11.2013

K. N. Fatehpuria
 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 14th December, 2013 to 21st December, 2013 (both days inclusive).
- IV. Members who are holding shares in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization which includes easy liquidity; savings in stamp duty, facility of freeze/unfreeze of holding, auto credit of shares through corporate action, prevention of forgery etc. and also informed that to all members to intimate Registrar and Transfer Agents of the Company viz, M/s. Maheshwari Datamatics Pvt. Ltd. changes if any, in their Bank Details, registered address, email-ID etc. along with their pin code Members holding shares in electronic form may update such details with their respective Depository Participant.
- V. All documents referred to in the Notice and statements, as well as the Annual Accounts of the subsidiary company are open for inspection at the Registered Office of the Company on all working days, except Saturday, Sunday and other holidays, between 11.00 A.M. and 2.00 P.M. to visit Mr. Tapas Kumar Roy and Saugato Roy, and also sent your queries to our email id martinburn@rediffmail.com upto the date of Annual General Meeting.
- VI. Members are requested to bring their Annual Report along with them at the meeting,
- VII. Information pursuant to clause 49 of the Listing Agreement in connection with the Directors to be reappointed at the 66th Annual General Meeting.

NOTICE Contd.

Name of Director	Shri Vijay Kumar Fatehpuria	Shri Sunil Fatehpuria
Date of Birth	23.01.1956	31.03.1966
Date of Appointment	16.01.1986	01.06.2013
Qualifications	B. Com	B. Com
Expertise in specific functional areas	Has vast experience of about 34 years in the field Finance & Construction management and Real Estates Development.	Has vast experience of about 15 years in the field of Construction and Property Development.
Directorship in other Public Ltd. Companies	Martin Burn Construction Ltd.	NIL
Managing Director / Membership of the Committees	NIL	NIL
No. of Shares held	NIL	NIL

VIII. Members are requested to:

- Notify change of address, if any,
- Members desire any relevant information on the accounts at the Annual General Meeting are requested to write or visit our office to contact our Accountants, Mr. Tapas Kumar Roy and Mr. Saugato Roy, at least before 7-10 days in advance at its Registered Office, so as to enable the Company to keep the information ready.
- Bring with them their copy of the Annual Report in the meeting.
- Carry their identity proof to produce at the venue for security reasons.

IX. 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.

X. The Ministry of Corporate Affairs (MCA) has issued Circular No. 17/2011 dated 21.04.2011 and no. 18/2011 dated 29.04.2011 propagating "Green Initiative". By allowing paperless compliances by serving documents through electronic mode (e-mail). With a view to lend a strong support to this environment friendly initiative of the Govt. of India, We are requesting to all the members.

XI. Explanatory Statement in terms of Section 102 of the Companies Act, 2013 is enclosed and forms part of the Notice.

Explanatory Statement in terms of Section 102 of the Companies Act, 2013.

Shri Sunil Fatehpuria was appointed as a additional Director on 01.06.2013. The Company has received notice under section 257 of the Companies Act, 1956 proposing his name as Director of the Company and his appointment his proposed for your approval.

None of the Director of the Company except Shri Sunil Fatehpuria in his personal capacity and Shri Vijay Kumar Fatehpuria, Shri Kedar Nath Fatehpuria being the relatives of Shri Sunil Fatehpuria is interested or concern in the proposed Resolution.

On behalf of the Board

Place : Kolkata
Date : 26.11.2013

K. N. Fatehpuria
Managing Director

DIRECTORS' REPORT

To the Members,

Your Directors are pleased to present the 66th Annual Report together with Audited Statements of Accounts of the Company for the (15 months) period ended 30.06.2013.

FINANCIAL RESULTS

(₹ In lakh)

	15 Months Period ended 30.06.2013	12 Months Period ended 31.03.2012
Profit before Interest, Depreciation and Taxation	277.47	202.27
Less : Interest Expense	128.66	111.93
Less : Depreciation	28.47	20.21
Profit /(Loss) before taxation	120.34	70.13
Add / (Less) : Provision for taxation	33.71	17.79
Profit /(Loss) after taxation	86.63	52.34
Unappropriated Profit brought forward from previous years	1096.98	1044.64
Profit available for appropriations	1183.61	1096.98

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 ₹ 86.63 Lacs against the corresponding Profit of ₹ 52.34 Lacs, as reported last year.

We are pleased to report that the company has achieved a good growth in construction and other activities. Company is keenly maintain this trend during the forth coming years too.

PUBLIC DEPOSIT

The Company has no outstanding Public Deposit for the period 30.06.2013 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 growth strategy of our company has been our employees and during the year under review by the board a cordial relationship was maintained with the employees. The Directors wish to place on record their sincere appreciation in respect

of the services rendered by all the employees of the Company.

DIRECTORS

Shri Vijay Kumar Fatehpuria - Director of the Company, retire at the forthcoming Annual General Meeting and being eligible, offer himself for reappointment.

Shri Pawan Kumar Murarka - Non Executive Director of the Company has resigned from the Board of Directors with effect from 17.10.2013 and Board of Director have appointed Sri Hansraj Poddar i.e. 17.10.2013, in his place. The Board of the Directors of the company place or record its appreciation for the valuable contribution made by him to the Company during his tenure as a Director. The Boards also appointed Shri Sunil Fatehpuria on 01.06.2013, as additional Director.

STATUTORY INFORMATION

- (1) The statement under sub - section (2A) of Section 217 of the Companies Act, 1956, read with the Companies (Particulars of in the Report of the Board of Directors) Rules, 1988, is not applicable, as the remuneration payable to any employee does not exceed the prescribed limit.

DIRECTORS' REPORT Contd.

- (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. in the preparation of the annual accounts, the applicable accounting standards had been followed by the Company;
2. appropriate accounting policies have been selected and applied consistently and such judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company for the period 30.6.2013 (15 Months).
3. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with provisions of the Companies Act, 1956. for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. The annual accounts have been prepared on a going concern basis.

LISTING

The Company's shares are listed at the Bombay Stock Exchange Ltd. and The Calcutta Stock Exchange Association Ltd (delisting of equity shares has already applied).

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.

AUDITORS' OBSERVATIONS

The Reports of the Auditor including references made therein to the Notes forming part of the Statement of Accounts are self-explanatory and do not call for any further explanation.

AUDITORS

The Company Auditors, M/s D.P. Sen & Co., Chartered Accountants, (Firm Registration no. 301054E). Hold office upto the conclusion of the ensuing Annual General Meeting. The Company has received the requisite certificate from them pursuant to Section 224(1B) of the Companies Act, 1956, confirming their eligibility for re-appointment as Auditors of the Company.

APPRECIATION

Your Board of Directors wish to place on record their sincere appreciation for the valuable and continued support received from the Shareholders, Stakeholder, Company's Banker's Central and State Government Authorities, Clients, Suppliers, Stock Exchange(s) and all other Business Associates for their understanding and to help growth of the organization. The Board of Directors also wish to place on record their deep appreciation for the services of devoted executives, staff members, successful management and also valuable co-operation and support received from The Federal Bank Ltd, HDFC Bank Ltd, Axis Bank Ltd. in arriving this year's results.

On behalf of the Board

K. N. Fatehpuria
Managing Director

Place : Kolkata
Date : 29.08.2013

MANAGEMENT DISCUSSION AND ANALYSIS

Industry Structure and Development

The real estate sector witnessed another weak growth year challenged with problems abundance, the situation was hit by a double blow. On one hand where rising raw material prices (of cement and steel), increasing prices of labour, workers and rising borrowing rates (for consumers) made things tough on the other changing regulatory, direct & indirect taxation norms and delay in obtaining approvals made things even tougher it was business as usual for the companies in the sector - consolidation was the only solution.

The Indian economic growth moderated for the second year in a row to 5% in 2012-13 against 6.2% in 2011-12 on account of poor performance of the manufacturing, infrastructure and service sectors.

Opportunities and Threats

The rising urban population is one of the key factors of growth for the sector. Increasing is education level and rising jobs will drive the migration trend of urbanization. All this creates more demand for the real estate sector. India per capita income, a standard for measuring the country's living standard, is estimated to have gone up 11.7% to Rs. 5,729 per month in 2012-13 (at current prices) compared with Rs. 5,130 in the previous fiscal.

Delay in obtaining environmental clearances, land acquisitions and rehabilitation. Cautious approach of Banks and low exposure in infrastructure sector. Longer working capital cycle, stagnant and low construction margins, shortage of skilled manpower. Rising input costs for cement, steel and other construction materials.

Risk and Concern

Our company recognizes the need to control and limit risk which it faces in day to day course of the business. The company is exposed to certain financial risks, interest rate risk, liquidity risk and credit risk, risk associated with the economy, regulations, competition, among others. The risk management framework of the company ensures, among others, compliance with the requirements of the Clause of 49 of the listing agreement.

Outlook

We are pleased to report that the company has achieved a good growth in construction and other activities. Company is keenly maintain this trend during the forth coming years too.

Internal Control and System

The Company has adequate internal controls for safeguarding its assets from unauthorized access, to ensure proper authorization of financial transactions and to prevent possibilities of frauds or other irregularities. The Company is working to further strengthen the systems for internal audit and risk assessment and mitigation. The annual audit plan is reviewed by the Independent /Audit Committee and major findings and actions are taken/proposed to be taken are also reported to the Audit Committee and the statutory audit of the Company is conducted by M/s. D.P. Sen & Co., Chartered Accountants, who submit their reports to the Board/Audit Committee. The Company has been found maintaining accurate records, showing full details including quantitative details.

Human Resource Management

The Company understands the value of a talented workforce and keeping this in mind, it has put various talent retention policies in place. We believe on the strength of our people and in a dynamic business environment and our people create and sustain our brand recall. The senior management and middle management level conducted several discussions with their employees to discuss multiple issues towards discussing leadership qualities, value responsibilities, freedom to work and take decisions.

Cautionary Statement

Statements made in the "Management Discussion and Analysis Report" relating to, projections, estimations and expectations or predictions are based on certain assumptions. The Company cannot guarantee that these assumptions are accurate or will be realized. The actual results, performance or achievements of the Company could thus differ materially from those projected or estimated.

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 Company's philosophy of Corporate Governance ensures that Company's business strategy and plans take care of the welfare of all its stakeholders. The Company adheres to the highest ethical standard which is combined with an unwavering commitment to core values - transparency, fairness in all dealings, honesty of purpose, quality consciousness and customer satisfaction.

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 5 (Five) directors of which there are 3 (Three) promoters and 2 (Two) independent directors as on 30th June, 2013. All directors are in non-executive capacity except that of Mr. Kedar Nath Fatehpuria acting as Managing Director of the Company. 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. Shri Kedar Nath Fatehpuria, Shri Vijay Kumar Fatehpuria and Shri Sunil 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	Managing Director/ Promoter	8	8	Yes	—	—	—
2.	Shri Sunil Fatehpuria (appointed on 01.06.2013)	Director /Non-Executive / Promoter	2	2	N.A.	—	—	—
3.	Shri Vijay Kumar Fatehpuria	Director / Non-Executive / Promoter	8	8	Yes	1	—	—
4.	Shri Ram Karan Tiwari	Independent Non-Executive Director	8	6	No	1	—	—
5.	Shri Pawan Kumar Murarka (resigned on 17.10.2012)	Independent Non-Executive Director	3	2	Yes	—	—	—
6.	Shri Hansraj Poddar (appointed on 17.10.2012)	Independent Non-Executive Director	5	—	N.A.	—	—	—

CORPORATE GOVERNANCE REPORT Contd.

* 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.

The Board met (8) eight times during the year and the time gap between Board Meeting is not more than three months. Details of Board Meeting held during the period 01.04.2012 to 30.06.2013.

Date of Board Meeting	30.04.12	31.05.12	06.08.12	17.10.12	10.12.12	04.02.13	01.06.13	19.06.13
Board Strength	4	4	4	4	4	4	5	5
No. of Directors present	4	3	3	3	3	3	4	3

Brief resumes of the Directors proposed to be appointed/re-appointed Mr. Vijay Kumar Fatehpuria -Independent Director and Mr. Sunil Fatehpuria - Non-Executive Director.

Particulars	Vijay Kumar Fatehpuria	Sunil Fatehpuria
Date of Birth	23.01.1956	31.03.1966
Date of appointment	16.01.1986	01.06.2013
Qualification	B. Com	B. Com
Experience	Has vast experience of about 34 years in the field Finance & Construction management and Real Estates Development.	Has vast experience of about 15 years in the field of Construction and Property Development.
Directorship in other body Corporate apart from this Companies	Martin Burn Construction Ltd.	Nil
Chairman/Member of the Committee in which he is Director apart from this Company	Nil	Nil
No. of shares held in the Company.	Nil	300000
No. of shares held on beneficial basis in the Company	Nil	Nil

3. Audit Committee

The Audit Committee comprises of (3) Three Directors namely Sri Ram Karan Tiwari, Mr. Hansraj Poddar and Sri Vijay Kumar Fatehpuria. Two third of the Composition comprises of independent directors whereas all the directors are non-executive. The committee is chaired by Mr. Ram Karan Tiwari, an independent non-executive director. All the members are eminent in their respective fields and financially literate with sufficient accounting or related financial management expertise.

CORPORATE GOVERNANCE REPORT Contd.

The Committee has met 5 (Five) times during the year and the time gap between two meetings are not more than four months. Details of Committee Meetings held during the period 01.04.2012 to 30.06.2013 are as under :

Name of the Committee Members	31.05.12	14.8.12	09.11.12	18.01.13	13.05.13
Shri Ram Karan Tiwari Chairman of the committee.	Yes	Yes	Yes	Yes	Yes
Shri Pawan Kumar Murarka Member (resigned on 17.10.2012)	Yes	Yes	N.A.	N.A.	N.A.
Shri Vijay Kumar Fatehpuria Member	Yes	No	No	Yes	Yes
Shri Hansraj Poddar - Member (appointed on 17.10.2012)	N.A.	N.A.	No	No	No

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 terms of reference of the Audit Committee are in line with Clause 49 II (C) and (D) of the Stock Exchange listing agreement coinciding with the provisions under Section 292A of the Companies Act, 1956 and, inter alia, includes:

Functions of the Committee

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

Remuneration Committee comprises of Mr. Ram Karan Tiwari as Chairman, Mr. Vijay Kumar Fatehpuria and Mr. Hansraj Poddar as on 30.06.2013.

Remuneration Committee meeting was held on 28.04.2012. during this period and was attended by all the members.

Details of remuneration paid to the Executive Directors during the period 01.04.2012 to 30.06.2013.

Name	Designation	Salary (₹)	Perquisites or Allowances (₹)	Contribution to PF & Others (₹)	Commission (₹)
Shri Kedar Nath Fatehpuria	Managing Director	11,25,000	Nil	Nil	Nil

No sitting fees were paid to any Directors for attending the meetings of the Board of Directors of the Company or any Committee thereof.

CORPORATE GOVERNANCE REPORT Contd.

* Shares / Convertible Instruments held by Non-Executive Directors as on 30.06.2013.

Name of Non-Executive Directors	No. of Shares of the Company	Convertible Instruments
Shri Vijay Kumar Fatehpuria	Nil	Nil
Shri Sunil Fatehpuria	3,00,000	Nil
Shri Ram Karan Tiwari	Nil	Nil
Shri Hansraj Poddar	Nil	Nil

5. Shareholders' / Investors' Grievance Committee

The Shareholders' / Investors' Grievance Committee reviews and monitors the grievances of shareholders and investors. It comprises of 3 (Three) Directors namely Shri Ram Karan Tiwari, as Chairman of the Committee. Shri Hansraj Raj Poddar and Shri Kedar Nath Fatehpuria, The terms of reference of the Committee are in terms of the Listing Agreement.

Mr. Vikash Dinodia is the Compliance Officer as per Clause 47(a) of the Listing Agreement with the Stock Exchanges and is interalia responsible for establishing direct liaison with the authorities such as SEBI, Stock Exchanges, Registrar of Companies etc., and investors with respect to implementation of various clauses, rules, regulations and other directives of such authorities as well as investor service and complaints related matters.

The Company has not received any complaints during the period 01.04.12 to 30.06.13.

The Committee met 14 times under the Chairmanship of Shri Ram Karan Tiwari on 17.04.12, 02.07.12, 24.07.12, 17.09.12, 03.10.12, 22.10.12, 05.11.12, 31.12.12, 12.01.13, 19.01.13, 02.03.13, 08.04.13, 15.04.13, 03.06.2013.

The Company maintains an exclusive e-mail ids viz, martinburn_investor.grievance@rediffmail.com and martinburn@rediffmail.com to enable the investors to lodge their complaints/grievances, if any.

6. General Body Meetings.

The last three Annual General Meetings of the Company were held as under:

Year	Location	Date	Time
2011-12	"Kal Kunj" 48, Shakespeare Sarani, Kolkata - 700 017	08.09.2012	11.00 A.M.
2010-11	"Kal Kunj" 48, Shakespeare Sarani, Kolkata - 700 017	10.09.2011	11.00 A.M.
2009-10	"Martin Burn House", 1, R. N. Mukherjee Road, Kolkata - 700 001	18.09.2010	11.00 A.M.

No special resolution was put through Postal ballot during the year under review nor is proposed at the ensuing Annual General Meeting to be passed through Postal ballot.

7. Disclosure

a) Related party transactions

Related party transactions are defined as transactions of the Company of material nature, with promoters, directors or with their relatives, its subsidiaries etc. that may have potential conflict with the interest of the Company at large. Details on material significant related party transactions are given in the appended financial statement under notes to the accounts annexed to the financial statement.

b) Compliance by the Company

The Company has complied with the requirements of the Stock Exchanges, SEBI and other Statutory Authorities on all matters relating to capital market during the last 3 years. No penalties or strictures have been imposed on the Company by the Stock Exchanges, SEBI or other Statutory Authorities. The Company has complied with all the mandatory requirements of the revised Clause 49 of the Listing Agreement. The extents of compliance of the non-mandatory requirements are given below:

CORPORATE GOVERNANCE REPORT Contd.

- i. With regard to training of Board Members, the directors of the Company are continuously trained in the business model of the Company and the risk profile of business parameters through various presentations at Board / Committee Meetings.
- ii. There is no formal Whistle-blower policy but the Company takes cognizance of complaints made and suggestions given by employees and others. Even anonymous complaints are looked into and whenever necessary, suitable corrective steps are taken.

c) **Code of Conduct**

The Company has formulated and implemented a code of conduct for all Board Members and Senior Management of the Company in compliance with Clause 49 of the Listing Agreement. All board members and senior management personnel have affirmed compliance with the code on an annual basis. A declaration to this effect duly signed by Managing Director of the Company is annexed alongwith this report.

d) **Disclosure of accounting treatment**

In the preparation of the financial statement the Company has followed accounting standards issued by the Institute of Chartered Accountants of India to the extent applicable.

e) **Disclosure of Risk Management**

The Company has initiated the risk assessment and minimization procedure.

f) **CEO / CFO Certification**

The CEO, i.e., the Managing Director of the Company and also the person heading the finance function has certified to the Board the particulars as stipulated vide Clause 49(V) of the listing agreement.

g) **Review of Directors' Responsibility Statement**

The Board in its report has confirmed that the annual accounts for the period 01.04.2012 to 30.06.2013. have been prepared as per applicable accounting standards and policies and that sufficient care has been taken for maintaining adequate accounting records.

8. **Means of Communication**

The quarterly, half yearly and audited results are regularly published in a leading English Daily Newspaper (Business Standard) and a Bengali Daily (Dainik Lipi) whereas the printed Annual Report along with statement of accounts and notice convening the Annual General Meeting are mailed to the shareholders. At present the Company does not make presentation to institutional investors and Analysts.

9. **Management Discussion and Analysis Report**

Management Discussion and Analysis Report is separately attached and forms part of the Corporate Governance Report.

10. **General Shareholder Information**

i) **Annual General Meeting**

66th A.G.M. to be held on Saturday the 21st December, 2013. at 10.00 A.M at "Kala Kunj", 48, Shakespeare Sarani, Kolkata - 700 017.

ii) **Financial Calendar : 2013-2014 (Tentative)**

Results for the quarter ending September 30, 2013 - by 14th November, 2013.

Results for the quarter ending December 31, 2013 - by 14th February, 2014.

Results for the quarter ending March 31, 2014 - by 30th May, 2014.

Results for the final year ended June, 2014 - by 29 th August, 2014.

Annual General Meeting (next year) December, 2014.