



Annual Report 2008

MATHER AND PLATT FIRE SYSTEMS LIMITED

MATHER AND PLATT FIRE SYSTEMS LIMITED

Board of Directors

Chairman Mr. Peter Wurzbacher
Mr. Otto Northe
Mr. Prakash Nene
Mr. Kiran Malhotra
Mr. Bomi Daruwala
Mr. Ravindra Pal Bhatia

Company Secretary Miss Manisha Chavan

Auditors M/s. B S R and Co.,
Chartered Accountants

Banker HSBC

**Registered &
Corporate Office** Mumbai-Pune Road,
Chinchwad, Pune: 411019 (India)

Share Transfer Agent Sharepro Services (I) Pvt. Ltd.
Satam Industrial Estate, 3rd Floor,
Above Bank of Baroda,
Cardinal Gracious Road,
Chakala, Andheri (East),
Mumbai - 400 099.

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NOTICE

NOTICE is hereby given that the 16th Annual General Meeting of the members of **Mather and Platt Fire Systems Limited** will be held on **Saturday, April 25, 2009** at 11.15 a.m. at Hotel Kalasagar, Plot No. P-4, Mumbai-Pune Road, Kasarwadi, Pune – 411034 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at December 31, 2008 and the Profit and Loss Account for the financial year ended on that date together with the reports of the Directors and Auditors thereon.
2. To appoint a director in place of Mr. Prakash Nene, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Mr. Ravindra Pal Bhatia, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

By the Order of the Board of Directors
For Mather And Platt Fire Systems Limited

Place: Pune
Date: 24 February 2009

Manisha Chavan
Company Secretary

NOTES:

1. The Register of Members/Beneficial Owners and the Share Transfer Registers of the Company will remain closed from **Tuesday, April 21, 2009** to **Saturday April 25, 2009 (both days inclusive)**.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIS/HER SELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE MEETING.**
3. Information on directors retiring by rotation and seeking re-appointment is given in Annexure I hereto.
4. Members are requested to notify change of address, if any, (a) to their respective Depository Participant in case of shares held in electronic form and (b) to the Registrar & Transfer Agent, M/s. Sharepro Services (I) Pvt. Ltd., at Satam Industrial Estate, 3rd floor, above Bank of Baroda, Cardinal Gracious Road, Chakala, Andheri (East), Mumbai - 400 099, in case of shares held in physical form.
5. Members desirous of obtaining any information pertaining to the Accounts may forward such queries in writing to the Finance & Accounts Department at the Registered Office at least 7 days prior to the meeting in order to enable the Company to keep the information ready to the extent possible.
6. Members or their Authorised Representatives/ Proxies are requested to bring their copies of Annual Report at the meeting.
7. Members having multiple accounts in identical names or joint accounts in the same order are requested to intimate to the Company's Registrar & Transfer Agent, the ledger folios of such accounts, for consolidation of all such shareholdings into one account.
8. Members intending to dematerialise their shareholdings may approach any Depository Participant for opening a Beneficiary Demat Account. For any additional information/ clarification, members may contact National Securities Depositories Ltd. or Central Depository Services (India) Ltd.

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ANNEXURE I TO THE NOTICE

Name	MR. PRAKASH M. NENGE	MR. RAJESH K. P. ARBONKAR
Date of Birth	30.07.1954	05.04.1952
Age (Years)	54	56
Qualifications and experience	B. E. (Hons) and Master in Business Administration. Has 32 years experience in the field of Corporate Strategy, Corporate Finance, Restructuring, M & A and Corporate Affairs at various levels in different organization in India and abroad.	Mechanical Engineer with 35 years experience in public and private sector companies. Before joining the company, he has worked as the Managing Director of a reputed Company.
Directorships held in other companies (excluding foreign companies)	Bharti AXA Life Insurance Co. Ltd., First American Securities Pvt. Ltd., Bharti AXA Gen. Insurance Co. Ltd., GIBA Holdings Pvt. Ltd., Bharti AXA Investment Managers Pvt. Ltd., Bharti Teleports Ltd., Bharti AXA Advisors Ltd., Jataayu Software Ltd., Bharti Teletech Ltd., Bharti Telesoft Ltd., Bharti Learning Systems Ltd., Tamarind Projects Pvt. Ltd., Bharti Realty Pvt. Ltd. and Mather And Platt Pumps Ltd.,	Mather And Platt Pumps Ltd.
Memberships / Chairmanships of Committees in the Company*	Chairman of Audit Committee and Member of Shareholders & Investors Grievance Committee	Chairman of Shareholders & Investors Grievance Committee
Memberships / Chairmanships of Committees in other companies (excluding foreign companies)*	Chairman of the Audit Committee and Member of Remuneration Committee – Mather And Platt Pumps Ltd., Member of Audit Committee, Member of Remuneration Committee and Investment Committee. Bharti AXA Life Insurance Co. Ltd.; Chairman of Audit and Risk Management Committee, Member of Remuneration & Nomination Committee and Investment Committee – Bharti AXA General Insurance Co. Ltd., Chairman of Audit & Compliance Committee – Bharti AXA Investment Managers Pvt. Ltd., Chairman of Audit & Remuneration Committee – Bharti Telesoft Limited. Chairman of Audit cum Remuneration Committee and Member of HR & Compensation Committee – Bharti Teletech Limited.	Member of Shareholders & Investors Grievance Committee – Mather and Platt Pumps Ltd.
Shareholding in the Company	NIL	NIL

+As per the disclosures dated December 31, 2008.

DIRECTORS' REPORT

Dear members,

Your directors are pleased to present the 16th Annual Report of the Company together with the Audited Financial Statements for the financial year ended December 31, 2008.

Summarised Financial Results

	(Million INR)	
	Year ended	
	Dec. 31, 2008	Dec. 31, 2007
Sales & Services (Net)	4.5	3.3
Other Income	6.7	5.1
Profit / (Loss) before Interest, Depreciation and Tax	4.2	2.1
Less: Interest	0.3	1.6
Depreciation	-	-
Profit before Tax	3.9	0.5
Provision for Income Tax:		
Current Tax	0.4	-
Fringe Benefit Tax	0.0	-
Profit after Tax	3.5	0.5
Balance Profit / (Loss) brought forward from previous year	(77.9)	(104.7)
Balance in Profit & Loss Account	(74.4)	(104.2)
Reduction in liabilities / amount received from parent company for implementation of scheme of arrangement with unsecured creditors	N.A.	26.3
Net Accumulated Loss carried to Balance Sheet	(77.4)	(77.9)

Review of Operations

As in the previous year, the activities of the Company have been restricted merely to completing the existing projects and recovery of dues. The Company is implementing the Scheme of Arrangement as approved by the Hon'ble High Court, Bombay vide its order dated April 30, 2007.

Dividend

In view of the accumulated losses your directors do not recommend any dividend.

Directors

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. Prakash Nene and Mr. Ravindra Pal Bhatia, Directors, retire by rotation at the 16th Annual General Meeting and being eligible have offered themselves for re-appointment.

Particulars of Employees

During the year under review the Company did not have

any employee falling within the purview of Section 217(2AA) of the Companies Act, 1956.

Directors' Responsibility Statement

In pursuance of Section 217 (2AA) of the Companies Act, 1956, the Directors hereby confirm that:

- in the preparation of annual accounts, the applicable accounting standards have been followed alongwith proper explanation relating to material departures;
- 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 ended December 31, 2008 and of the profit of the Company for that financial year;
- 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;
- the Directors have prepared the Annual Accounts on a going concern basis.

Conservation of Energy, Research and Development, Technology Absorption etc.

Since the activities of the Company have been restricted merely to completing the existing projects and recovery of dues, there is nothing significant to be mentioned under this head.

There is no foreign exchange earning or outgo during the financial year under review.

Corporate Governance

The report on Corporate Governance pursuant to Clause 49 of the Listing Agreement is annexed hereto as Annexure A.

Management Discussion and Analysis Report

The report on Management Discussion and Analysis pursuant to Clause 49 of the Listing Agreement is annexed hereto as Annexure B.

Auditors

M/s. B S R and Co, Chartered Accountants, auditors of the Company will retire at the conclusion of the ensuing annual general meeting. The Company has received a certificate from the auditors to the effect that their re-appointment if made, by the Company at the ensuing annual general meeting would be within the limits prescribed under Section 224(1B) of the Companies Act, 1956.

The Board of Directors recommends their re-appointment. Information and explanation with regard to remarks in the audit report is given hereunder.

Para 7 of the Annexure to the Audit Report:

The Company has internal audit system as part of internal control. Internal audit is carried out by an independent firm

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of chartered accountants in practice. As a part of its endeavor towards the continuous improvement in existing systems and procedures, management is taking steps to further strengthen the internal audit system by increasing the scope and frequency of internal audit and making it more risk based.

Para 10 of the Annexure to the Audit Report:

The accumulated losses of the Company exceed its net worth. However the management is taking effective steps to ensure execution of existing contracts in hand, reduce costs and recover dues. The Company has entered into a Scheme of Arrangement with its unsecured creditors under Sections 391 to 394 of the Companies Act, 1956. The scheme was approved by the Hon'ble High Court, Bombay vide its order dated April 30, 2007 and the Company is implementing the same.

Listing

The equity shares of the Company are listed at Bombay

Stock Exchange Limited and Pune Stock Exchange Limited. Listing fees for the year 2008-09 have been paid to both the stock exchanges.

Acknowledgement

Your Directors convey their sincere gratitude to the customers, shareholders, creditors, government and statutory authorities, banks and employees for the continued support to the Company.

For and on behalf of the Board of Directors

Place: Pune
Date : 24 February 2009

Peter Wurzbacher
Chairman



ANNEXURE A TO THE DIRECTORS' REPORT CORPORATE GOVERNANCE REPORT

1. Company Philosophy on Corporate Governance:

Corporate Governance relates to systems and processes that directs corporate resources and management strategies towards maximizing value for stakeholders while ensuring accountability, probity and openness in the conduct of business within the acceptable legal and ethical framework. A good governance process should thus provide sufficient transparency over corporate policies, strategies and decision making process while strengthening internal control system and building relationship with all the stakeholders, including employees and shareholders. The adherence to good governance practices in true spirit, not just in letter, will help align interest of stakeholders and enhance investor confidence.

2. Board of Directors:

The Board of Directors of your Company consists of six directors. The composition of the Board of Directors and the number of other Directorships and Committee Memberships / Chairmanships of the Directors are given below:

Name of the Director	Category	Number of other Directorships +	Number of other Committee Memberships / Chairmanships ++
Mr. Peter Wurzbacher, Chairman	PD	1	0/0
Mr. Jerome Perrod *	PD	1	0/0
Mr. Otto Northe	PD	1	0/0
Mr. Ravindra Pal Bhatia	OD	1	1/0
Mr. Shailendra Jha**	OD	0	0/0
Mr. Prakash Nene	ID	9	1/4
Mr. Kiran Malhotra	ID	1	1/1
Mr. Bomi Daruwala	ID	1	2/0

PD – Non-Executive Promoter Director, ID – Non-Executive Independent Director, OD – Other Non-Executive Director

* - Resigned w.e.f. April 25, 2008 **Resigned w.e.f. July 30, 2008

+ As on December 31, 2008/date of resignation, excluding directorships / committee positions held in private companies, foreign companies / bodies corporate.

++ As on December 31, 2008/date of resignation,, committee includes Audit Committee and Shareholders'/ Investors' Grievance Committee of public limited companies only, excluding committee positions held in private companies, foreign companies / bodies corporate. None of the Directors is relative of any other Director.

During the financial year ended on December 31, 2008, four Board Meetings were held on February 12, 2008, April 26, 2008, July 31, 2008, and October 25, 2008. The attendance of the Directors at the Board Meetings and at the last Annual General Meeting are as follows:

Name of Director	Attendance at Last Annual General Meeting held on 26.04.2008	Number of Board Meetings attended during 01.01.2008 to 31.12.2008
Mr. Peter Wurzbacher	Yes	3
Mr. Jerome Perrod*	Not Applicable	1
Mr. Otto Northe	Yes	2
Mr. Prakash Nene	No	2
Mr. Kiran Malhotra	No	3
Mr. Bomi Daruwala	Yes	3
Mr. Ravindra Pal Bhatia	Yes	4
Mr. Shailendra Jha**	Yes	2

* - Resigned w.e.f. April 25, 2008 **Resigned w.e.f. July 30, 2008

3. Audit Committee:

Audit Committee consisted of Mr. Prakash Nene, as Chairman and Mr. Otto Northe, Mr. Kiran Malhotra and Mr. Bomi Daruwala as members. Mr. Bomi Daruwala is appointed as Alternate Chairman of the Committee w.e.f. February 12, 2008. During the financial year ended December 31, 2008, the Audit Committee met four times on February 12, 2008, April 26, 2008, July 31, 2008, and October 25, 2008. The particulars of attendance at the Audit Committee meetings are as under:

Name of the Director	No. of meetings attended
Mr. Prakash Nene	2
Mr. Kiran Malhotra	3
Mr. Bomi Daruwala	3
Mr. Otto Northe	2

The terms of reference of the Audit Committee cover the areas mentioned in the Listing Agreement, the Companies Act, 1956 and also other terms as may be referred to it by the Board of Directors. The role of the Committee includes, inter alia, reviewing financial statements, internal control systems, reports of the auditors, etc.

The Company Secretary of the Company acts as Secretary of the Committee. The representatives of the Internal Auditors and Statutory Auditors attended the meetings of the Committee.

4. Directors' Remuneration:

The Company has not paid any sitting fees or other remuneration in any form whatsoever to any of its Directors. None of the Directors have been granted or entitled to any stock option.

5. Shareholders' / Investors' Grievance Committee:

The Shareholders' / Investors' Grievance Committee presently comprises of the following members of the Board:

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- (a) Mr. Ravindra Pal Bhatia, Chairman
- (b) Mr. Prakash Nene, Member
- (c) Mr. Otto Northe, Member (appointed w.e.f. July 31, 2008)
- (d) Mr. Shailendra Jha, Member (resigned w.e.f. July 30, 2008)

Mr. Shailendra Jha ceased to be the member of the Committee w.e.f. July 30, 2008 on account of his resignation from the Directorship of the Company. Mr. Otto Northe was inducted as the member of the Committee w.e.f. July 31, 2008. During the financial year ended December 31, 2008 the Committee met four times on February 12, 2008, April 26, 2008, July 31, 2008, and October 18, 2008 to consider inter-alia the matters relating to transfer / transmission / splitting of shares and issue of new share certificates etc. and shareholders' / investors' grievances. Ms. Manisha Chavan is holding the office of Company Secretary and the Compliance Officer.

Name of the Director	No. of meetings attended
Mr. Ravindra Pal Bhatia	4
Mr. Prakash Nene	2
Mr. Shailendra Jha	2
Mr. Otto Northe	1

During the financial year ended December 31, 2008, 16 investor complaints were received and resolved. There were no pending investor complaints as on December 31, 2008.

6. General Body Meetings:

Details of last three Annual General Meetings held

Meeting	Venue of the meeting	Date and Time
15 th Annual General Meeting	Hotel Kalasagar, Plot No. P-4, Mumbai-Pune Road, Kasarwadi, Pune - 411 034	Saturday, April 26, 2008 at 11.00 a.m.
14 th Annual General Meeting	Hotel Kalasagar, Plot No. P-4, Mumbai-Pune Road, Kasarwadi, Pune - 411 034	Friday, June 13, 2007 at 12.00 noon
13 th Annual General Meeting	Hotel Kalasagar, Plot No. P-4, Mumbai-Pune Road, Kasarwadi, Pune - 411 034	Friday, June 30, 2006 at 12.00 noon

Special Resolutions passed in last three Annual General Meetings

Meeting	Subject matter of Special Resolution
15 th Annual General Meeting	No Special Resolution was passed
14 th Annual General Meeting	No Special Resolution was passed
13 th Annual General Meeting	No Special Resolution was passed

No Special Resolution was put through postal ballot last year nor is any resolution now proposed through postal ballot.

Ordinary Resolution passed at the Extra Ordinary General Meeting held on October 6, 2008.

Appointment of M/s. B S R and Co, Chartered Accountants as Statutory Auditors of the Company in the vacancy caused by the resignation of M/s. Lodha & Company, Chartered Accountants.

7. Disclosures:

- a) During the financial year ended on December 31, 2008, there was no materially significant related party transactions that may have a potential conflict with the interests of the Company at large. Transactions with related parties are disclosed in the Notes to Accounts annexed to and forming part of Annual Financial Statements.
- b) There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three years ended on December 31, 2008 and hence the question of penalties or strictures being imposed on the Company by the Stock Exchanges or Securities & Exchange Board of India or any Statutory Authority, does not arise.
- c) The Company has complied with the Clause 49 of the Listing Agreement with Stock Exchanges or Corporate Governance.
- d) None of the Directors of the Company is holding any share in the Company.
- e) Information and explanation on the remarks in the audit report is given in the Directors Report under the head Auditors.

8. Means of Communication:

The quarterly, half-yearly and annual financial results are regularly submitted by the Company to the Bombay Stock Exchange Ltd. and Pune Stock Exchange Ltd. and are also published in the newspapers, viz., Financial Express and Punya Nagri. in accordance with the provisions of the Listing Agreement. The said financial results and official news release are displayed by the Bombay Stock Exchange Limited on its website viz. www.bseindia.com

9. General Shareholders' Information:

a) Annual General Meeting

Date and time : Saturday, April 25, 2009 at 11.15 a.m.
Venue : Hotel Kalasagar, Plot No. P-4, Mumbai-Pune Road, Kasarwadi, Pune-411 034.

b) Financial Calendar (tentative)

January 01 to December 31, 2009
First Quarter
Results : Fourth week of April, 2009
Second Quarter/
Half year
Results : Fourth week of July, 2009
Third Quarter
Results : Fourth week of October, 2009

Last Quarter /
Annual Results : Fourth week of February, 2010

- c) **Dates of Book Closure** Tuesday, April 21, 2009 to Saturday, April 25, 2009 (both days inclusive)
- d) **Equity Shares listed on** Bombay Stock Exchange Ltd. (Code: 532470)
Pune Stock Exchange Ltd. (Code: MATPF-660286)
The Listing fees for the year 2008-09 have been paid to both the stock exchanges.

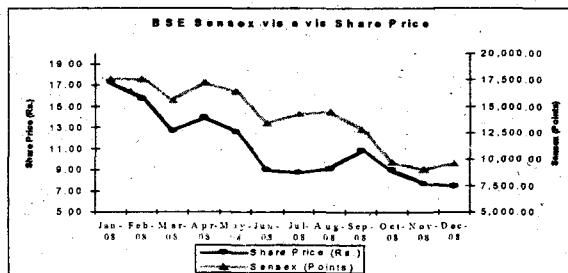
e) **ISIN No.** INE095E01014

f) **Market Price Data for the year ended on December 31, 2008:**

Bombay Stock Exchange Limited

Month	Open (INR)	High (INR)	Low (INR)	Close (INR)	No. of Shares	No. of Trades	Net Turnover (INR)
January 08	25.45	26.75	16.05	17.35	33200	249	761,833.00
February 08	16.50	17.40	15.25	15.75	15580	75	248,351.00
March 08	16.00	16.40	9.30	12.70	25717	92	311,908.00
April 08	13.90	16.14	12.91	13.96	23996	126	330,441.00
May 08	14.60	15.27	11.43	12.63	12486	91	175,163.00
June 08	12.40	12.60	3.00	9.00	19776	188	207,243.00
July 08	8.56	9.65	3.00	8.78	14408	128	124,619.00
August 08	8.40	9.45	8.00	9.11	17892	130	160,609.00
September 08	9.00	11.90	8.66	10.85	21226	120	224,197.00
October 08	10.50	11.55	9.02	9.02	15468	76	160,164.00
November 08	9.45	9.90	7.23	7.71	9462	86	86,351.00
December 08	7.37	8.51	6.73	7.46	6197	51	47,468.00

g) **Stock performance in comparison to BSE Sensex.**



- h) **Registrar and Share Transfer Agent:**
M/s. Sharepro Services (India) Pvt. Ltd.
Unit: Mather And Platt Fire Systems Ltd.
Satam Industrial Estate, 3rd floor, Above Bank of Baroda, Cardinal Gracious Road, Chakala, Andheri (East), Mumbai 400 099.
Tel.: +91 22 6772 0345/ 2821 5168, Fax.: +91 22 2837 5646

i) **Share Transfer System**

Application for transfer of shares held in physical form is received at the office of the Registrar and Share

Transfer Agent of the Company. Applications which are in order are processed and share certificates are dispatched within the time prescribed under the Listing Agreement/SEBI Guidelines.

Shares held in dematerialised form are electronically traded in the Depositories and the Registrar and Share Transfer Agent of the Company periodically receives from the Depositories the beneficiary holdings so as to enable them to update their records and to send all corporate communications to the shareholders.

j) **Shareholding Pattern as on December 31, 2008**

Sr. No.	Category of Shareholder	No. of Shareholder	No. of Shares	% to Total No. of Shares
(A)	Shareholding of Promoter and Promoter Group			
(A1)	Indian	0	0	0.00
(A2)	Foreign: Bodies Corporate	1	1887697	55.48
(A)	Total Shareholding of Promoter and Promoter Group (A)=(A1)+(A2)	1	1887697	55.48
(B)	Public shareholding			
(B1)	Institutions			
(a)	Mutual Funds/ UTI	2	218	0.01
(b)	Financial Institutions/ Banks	21	980	0.03
(c)	Central Government/ State Government(s)	0	0	0.00
(d)	Venture Capital Funds	0	0	0.00
(e)	Insurance Companies	2	29663	0.87
(f)	Foreign Institutional Investors	1	67	0.00
(g)	Foreign Venture Capital Investors	0	0	0.00
(h)	Any Other (specify)	0	0	0.00
	Sub-Total (B1)	26	30928	0.91
(B2)	Non-institutions			
(a)	Bodies Corporate	206	116636	3.42
(b)	Individuals:			
	Individual shareholders holding nominal share capital up to Rs. 1 lakh	26965	1140928	33.53
	Individual shareholders holding nominal share capital in excess of INR 1 lakh.	9	226458	6.66
	Sub-Total (B2)	27180	1484022	43.61
(B)	Total Public Shareholding (B)=(B1)+(B2)	27206	1514950	44.52
(C)	Shares held by Custodians and against which Depository Receipts have been issued	0	0	0.00
	GRAND TOTAL (A)+(B)+(C)	27207	3402647	100.00