

ANNUAL REPORT 2013

MATHER AND PLATT FIRE SYSTEMS LIMITED

(Name changed to MPF Systems Ltd. w.e.f. 25 March 2014)

MATHER AND PLATT FIRE SYSTEMS LIMITED

Board of Directors

Chairman Dr. Markus Beukenberg (w.e.f. 6.5.2013)

Mr. Kiran Malhotra

Mr. Bomi Daruwala

Mr. Hemant Watve

Chief Financial Officer Mr. Milind Khadilkar

Company Secretary Mr. Vasudev Savalgi

Auditors M/s. B S R & Co.LLP
Chartered Accountants

Bankers The Hongkong and Shanghai Banking
Corporation Ltd.

Registered Office Mumbai-Pune Road, Chinchwad,
Pune: 411019, India.

Share Transfer Agent Sharepro Services (I) Pvt. Ltd.
13 A-B, Samhita Warehousing Complex,
2nd Floor, Near Sakinaka Telephone
Exchange, Andheri Kurla Road,
Sakinaka, Mumbai - 400072, India.

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NOTICE

NOTICE is hereby given that the 21st Annual General Meeting of the members of Mather and Platt Fire Systems Limited will be held on Saturday, 26th April 2014 at 10.30 a.m. at the registered office of the Company at Chinchwad Works, Mumbai Pune Road, Chinchwad, Pune 411 019 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st December 2013 and the Statement of Profit and Loss 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. Hemant Watve, who retires by rotation and being eligible, offers himself for re-appointment.
3. 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.

SPECIAL BUSINESS:

1. To consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

“**RESOLVED THAT** Dr. Markus Beukenberg, who pursuant to Section 260 of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof) and Article 113 of the Articles of Association of the Company, was appointed as an Additional Director of the Company with effect from 6th May 2013 and holds office upto the date of the 21st Annual General Meeting and in respect of whom the Company has received a notice from a member under Section 257 of the Companies Act, 1956 proposing his candidature for appointment as a director liable to retire by rotation, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

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

Vasudev Savalgi
Company Secretary

Place: Pune

Date: 28th February 2014

NOTES:

1. The Register of Members/Beneficial Owners and the Share Transfer Registers of the Company will remain closed from Tuesday, 22nd April 2014 to Saturday, 26th April 2014 (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 appointment / re-appointment is given in Annexure I hereto.
4. Explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of items of Special Business is given in Annexure II hereto.
5. 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 13 A-B, Samhita Warehousing Complex, 2nd floor, Near Sakinaka Telephone Exchange, Andheri Kurla Road, Sakinaka, Mumbai - 400 072, in case of shares held in physical form.
6. 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.
7. Members or their Authorised Representatives/ Proxies are requested to bring their copies of Annual Report at the meeting.
8. 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.
9. 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	Dr. Markus Beukenberg	Mr. Hemant Watve
Date of Birth	07.06.1955	03.12.1965
Age (Years)	58 years	48 years
Qualifications and Experience	Dr Beukenberg is a Graduate Engineer and has rich experience in the field of management, technology and operations. He is presently CTO of WILO SE Germany.	Mr. Watve holds Masters degree in Mechanical Engineering and Masters of Business Administration with 25 years of experience in various Companies at various positions in the field of operations.
Directorships held in other companies (excluding foreign companies)	Mather and Platt Pumps Ltd	Mather and Platt Pumps Ltd.
Memberships / Chairmanships of Committees in the Company	NIL	Member of Audit Committee. Member of Shareholders and Investor Grievance Committee.
Memberships / Chairmanships of Committees in other companies (excluding foreign companies)	NIL	NIL
Shareholding in the Company	NIL	NIL

Annexure II

Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013,

Pursuant to Section 260 of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof) and Article 113 of the Articles of Association of the Company, Dr. Markus Beukenberg has been appointed as additional director with effect from 6th May 2013 and holds office upto the date of this Annual General Meeting. The Company has received a notice under Section 257 of the Companies Act, 1956 from a member proposing candidature of Dr. Markus Beukenberg for appointment as director liable to retire by rotation. The brief resume of Dr. Markus Beukenberg is given in Annexure I to the notice.

The Board of Directors is of the opinion that the association of Dr. Markus Beukenberg will be beneficial to the Company and recommends his appointment as director liable to retire by rotation.

Dr. Markus Beukenberg may be considered as interested in the passing of this resolution. No other Director is concerned or interested in this resolution.

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

Vasudev Savalgi
Company Secretary

Place : Pune
Date: 28th February 2014

DIRECTORS' REPORT

Dear members,

Your directors are pleased to present the 21st Annual Report of the Company together with the Audited Financial Statements for the financial year ended 31st December 2013.

Summarized Financial Results

(Million INR) Year ended

Particulars	31 st Dec. 2013	31 st Dec. 2012
Sales & Services	0	0
Operating Revenue & Other Income	35.83	9.80
Profit / (Loss) before Interest, Depreciation and Tax	34.55	7.67
Less: Interest	0	0
Depreciation	0	0
Profit before Tax	34.55	7.67
Provision for Income Tax:		
Current Tax	6.92	0
Short provision of income tax with respect to earlier years	0.64	0
Profit after Tax	26.98	7.67
Balance Profit / (Loss) brought forward from previous year	(56.54)	(64.21)
Balance in Statement of Profit & Loss	(29.56)	(56.54)
Net Surplus in the Statement of Profit & Loss	(29.56)	(56.54)

Review of Operations

The Company has not carried out any operations during the financial year under review.

Dividend

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

Change of Name

The Board of Directors of the Company, by a resolution passed by circulation on 7th February 2014, have decided to change the name of the Company from 'Mather and Platt Fire Systems Limited' to 'MPF Systems Limited' and to seek consent of the shareholders to the said change of name, through Postal Ballot. The Board fixes 17th February 2014 as the last date for dispatch of notice, 19th March 2014 as the last date of receipt of postal ballot forms and 21st March 2014 as the date of declaration of result by the Chairman or any Director.

Further, the Board of Directors has also appointed Mr. Pradeep Purwar, Practising Company Secretary, to act as the scrutinizer, for conducting the postal ballot process.

Directors

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. Hemant Watve retire by rotation and being eligible, have offered himself for re-appointment at the ensuing Annual General Meeting.

Mr. Prakash Nene has resigned from the Board with effective from 7th January 2013 and he ceased to be a Director of the Company.

Ms. Jenny Guo has resigned from the Board with effective from 16th January 2013 and she ceased to be a Director of the Company.

Mr. Gilbert Faul has resigned from the Board with effective from 20th February 2013 and he ceased to be a Director of the Company.

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 31st December 2013 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 company has not carried out any operations during the year under review, there is nothing significant to be mentioned under this head.

There is no foreign exchange earnings 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 & Co, LLP, Chartered Accountants, auditors of the Company holds office till the conclusion of the 21st Annual General Meeting and are eligible for re-appointment. The Company has received a certificate from the auditors to the effect that their re-appointment if made, would be within the limits prescribed under Section 224(1B) of the Companies Act, 1956.

During the year, BSR & Co. have communicated that their legal structure has changed from BSR & Co., a partnership firm to BSR & Co. LLP, Limited Liability Partnership under the provisions of the Limited Liability Partnership Act, 2008.

The Board of Directors recommends their re-appointment.

The information and explanation with respect to the remarks in audit report is given hereunder.

Para 10 of the Annexure to the Audit Report;

The accumulated losses of the Company have exceeded 50% of its net worth at the end of the financial year. The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.

Listing

The equity shares of the Company are listed at Bombay Stock Exchange Limited and Pune Stock Exchange Limited. Listing fees for the year 2013-2014 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

Kiran Malhotra
Director

Hemant Watve
Director

Place: Pune
Date : 28th February 2014

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 Four 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. Gilbert Faul*	PD	1	0/0
Dr. Markus Beukenberg**	PD	1	0/0
Mr. Hemant Watve	OD	1	2/0
Mr. Kiran Malhotra	ID	1	0/2
Mr. Bomi Daruwala	ID	1	2/0

* Resigned w.e.f. 20th February 2013 ** Appointed w.e.f. 6th May 2013

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

+ As on 31st December 2013/ date of resignation, excluding directorships / committee positions held in private companies, foreign companies / bodies corporate.

++ As on 31st December 2013 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 Director is relative of any other Director.

During the financial year ended on 31st December 2013, four Board Meetings were held on 16th February 2013, 27th April 2013, 10th August 2013 & 26th October 2013. 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 27.04.2013	Number of Board Meetings attended during 01.01.2013 to 31.12.2013
Mr. Gilbert Faul*	NA	1
Mr. Kiran Malhotra	Yes	3
Mr. Bomi Daruwala	Yes	4
Mr. Hemant Watve	Yes	4
Dr.Markus Beukenberg**	NA	2

* Resigned w.e.f 20th February 2013 ** Appointed w.e.f. 6th May 2013

3. Audit Committee:

The Board has the Audit Committee consisting of Mr. Bomi Daruwala as Chairman, Mr. Kiran Malhotra and Mr. Hemant Watve as members. During the financial year ended 31st December 2013, the Audit Committee met four times on 16th February 2013, 27th April 2013, 10th August 2013 & 26th October 2013. The particulars of attendance at the Audit Committee meetings are as under:

Name of the Director	No. of meetings attended
Mr. Kiran Malhotra	3
Mr. Bomi Daruwala	4
Mr Hemant Watve	4

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:

- Mr. Bomi Daruwala, Chairman
- Mr. Kiran Malhotra, Member
- Mr. Hemant Watve, Member

During the financial year ended 31st December 2013 the Committee met four times on 16th February 2013, 27th April 2013, 10th August 2013 & 26th October 2013 to consider inter-alia the matters relating to transfer / transmission / splitting of shares and issue of new Share certificates etc. and shareholders' / investors' grievances. The Company Secretary of the Company acts as a Secretary of the Committee.

Name of the Director	No. of meetings attended
Mr. Kiran Malhotra	3
Mr. Bomi Daruwala	4
Mr Hemant Watve	4

During the financial year ended 31st December 2013, seven investor complaints were received and resolved. There was no pending investor complaint as on 31st December 2013.

6. General Body Meetings:

Details of last three Annual General Meetings held

Meeting	Venue of the meeting	Date and Time
20 th Annual General Meeting	Registered Office, Mumbai Pune Road, Chinchwad, Pune 411 019.	Saturday, 27 th April 2013 at 10.30 a.m.
19 th Annual General Meeting	Registered Office, Mumbai Pune Road, Chinchwad, Pune 411 019.	Saturday, 28 th April 2012 at 10.30 a.m.
18 th Annual General Meeting	Hotel Kalasagar, Plot No. P-4, Mumbai-Pune Road, Kasarwadi, Pune – 411 034	Saturday, 30 th April 2011 at 11.00 a.m.

Special Resolutions passed in last three Annual General Meetings

Meeting	Subject matter of Special Resolution
20 th Annual General Meeting	Insertion of new article in the Article of Association of Company with respect to “participation by directors in meetings of Board/Committee of directors under the Companies Act, 1956 through electronic mode.”
19 th Annual General Meeting	No Special Resolution was passed
18 th Annual General Meeting	No Special Resolution was passed

The Company proposed a special resolution for change of name from “Mather and Platt Fire Systems Limited” to “MPF Systems Limited” through postal ballot.

The Board has passed a resolution dated 7th February 2014 for change of name from “Mather and Platt Fire Systems Limited” to “MPF Systems Limited” and shareholder’s approval is proposed through postal ballot and communicated to the shareholders separately.

7 Disclosures:

- During the financial year ended on 31st December 2013, there was no materially significant related party transaction that may have a potential conflict with the interests of the Company at large except the transfer of intangible assets to an assignee for a consideration of 21.73 MINR.
- Transactions with related parties are disclosed in the Notes to Accounts annexed to and forming part of Annual Financial Statements.

- 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 31st December 2013 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.
- The Company has complied with the Clause 49 of the Listing Agreement with Stock Exchanges on Corporate Governance.
- None of the Directors of the Company is holding any share in the Company.

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 Loksatta, 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: 26th April 2014 at 10.30 a.m.
 Venue : Registered office of the Company at Chinchwad Works, Mumbai Pune Road, Chinchwad, Pune – 411 019

b) Financial Calendar (tentative)

1st January to 31st December 2014
 First Quarter Results: Fourth week of April, 2014
 Second Quarter / Half year Results: Fourth week of July, 2014
 Third Quarter Results: Fourth week of October, 2014
 Last Quarter / Annual Results: Fourth week of February, 2015

c) Dates of Book Closure

Tuesday, 22nd April 2014 to Saturday 26th April 2014 (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 2013-14 have been paid to both the stock exchanges.

e) ISIN No.

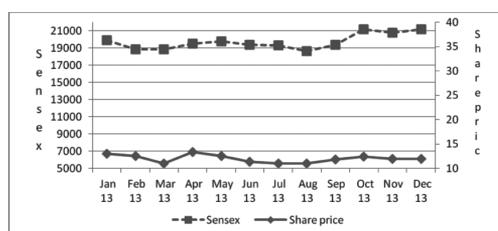
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f) Market Price Data for the year ended on 31st December 2013: Bombay Stock Exchange Limited

Month	Open (INR)	High (INR)	Low (INR)	Close (INR)	No. of Shares	No. of Trades	Total Turnover (INR)
Jan-13	13.31	14.64	11.65	13.00	11,617	67	1,54,921
Feb-13	12.41	13.53	11.15	12.61	9,601	64	1,17,591
Mar-13	13.24	13.24	11.07	11.07	7,225	54	87,760
Apr-13	11.62	13.34	11.04	13.34	9,219	33	1,05,536
May-13	13.95	13.95	12.60	12.60	600	3	7,923
Jun-13	11.98	11.98	11.39	11.39	219	4	2,611
Sep-13	11.90	12.45	11.35	11.80	8,686	13	1,04,745
Oct-13	11.90	12.45	11.90	12.45	200	3	2,435

g) Stock performance in comparison to BSE Sensex.



j) Shareholding Pattern as on 31st December 2013

Statement Showing Shareholding Pattern								
Category code	Category of Shareholder	Number of Shareholders	Table (I)(a)		Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
			Total number of shares	Number of shares held in dematerialized form	As a percentage of (A+B) ¹	As a percentage of (A+B+C)	Number of shares	As a percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)=(VIII)/(IV)*100
(A)	Shareholding of Promoter and Promoter Group							
1	Indian							
(a)	Individuals/ Hindu Undivided Family	0	0	0	0.00	0.00	0	0.00
(b)	Central Government/ State Government(s)	0	0	0	0.00	0.00	0	0.00
(c)	Bodies Corporate	0	0	0	0.00	0.00	0	0.00
(d)	Financial Institutions/ Banks	0	0	0	0.00	0.00	0	0.00
(e)	Any Others(Specify)	0	0	0	0.00	0.00	0	0.00
(e-i)		0	0	0	0.00	0.00	0	0.00
(e-ii)		0	0	0	0.00	0.00	0	0.00
	Sub Total(A)(1)	0	0	0	0.00	0.00	0	0.00
2	Foreign							
A	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0	0	0.00	0.00	0	0.00
B	Bodies Corporate	1	1887697	1887697	55.48	55.48	0	0.00
C	Institutions	0	0	0	0.00	0.00	0	0.00
D	Any Others(Specify)	0	0	0	0.00	0.00	0	0.00

h) Registrar and Share Transfer Agent:

M/s. Sharepro Services (India) Pvt. Ltd.

Unit: Mather and Platt Fire Systems Ltd.

13 A-B, Samhita Warehousing Complex, 2nd Floor, Near Sakinaka Telephone Exchange, Andheri Kurla Road, Sakinaka, Mumbai 400 072.

Tel.: +91 22 6772 0300 / 67720400

Fax.: +91 22 28591568 / 285028927

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.