

ANNUAL REPORT 2014

MPF SYSTEMS LIMITED

(Previously Known as Mather and Platt Fire Systems Limited)

MPF SYSTEMS LIMITED

Board of Directors

Chairman	Mr. Bijay Kumar Dokania
	Mr. Rajesh Kumar Khetan
	Mr. Shailendra Kumar Patni
	Mr. Mukesh Sarswat
	Ms. Pooja Jalan
	Mr. Arvind Kumar Maurya
	Mrs. Kirti Mahadev Salvi (w.e.f. 01.04.2015)

Chief Financial Officer Mr. Yusuf Ansari

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

Bankers The Hongkong and Shanghai Banking
Corporation Ltd.

Registered Corporate Office Greaves Compound, Chinchwad works,
Mumbai-Pune Road, Chinchwad (E),
Pune- 411 019, 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 TO MEMBERS

NOTICE IS HEREBY GIVEN THAT THE 22nd ANNUAL GENERAL MEETING OF MPF SYSTEMS LIMITED WILL BE HELD AT CELEBRATION INN HOTEL, NEAR SUSHRUT HOSPITAL, MALDAKKA ROAD, CHINCHWAD STATION, PUNE- 400 019. ON TUESDAY, JUNE 30, 2015 AT 11.00 A M TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statement of the Company for the calendar year ended December 31, 2014, together with the Reports of the Directors and Auditors thereon.

2. Appointment of Auditors:

To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, **M/s. Kala Jain & Co** (Registration Number 127886W with the Institute of Chartered Accountants of India) be and is hereby appointed as new statutory Auditors in place of **M/s B S R & Co. LLP** (Registration

Number 101248W) of the Company to hold office from the conclusion of this Annual General Meeting (AGM) to till the conclusion of AGM of the Company to be held in the Financial year 2020 (subject to ratification of their appointment at every AGM), at such remuneration to be decided by the Audit/Risk and Compliance Committee of the Board in consultation with the Auditors, which fee may be paid on a progressive billing basis to be agreed between the Auditor and the Audit/Risk and Compliance Committee of the Board or such other officer of the Company as may be approved by the Board/Committee."

SPECIAL BUSINESS:

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary / Special Resolution:

3. Mr. Bijay Kumar Dokania (DIN 00570916), an Additional Director who vacates his office on the date of Annual General Meeting and offers himself for reappointment.

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Bijay Kumar Dokania (DIN 00570916), appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and being eligible, offers himself for re-appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying his intention to propose the candidature of Mr. Bijay Kumar Dokania (DIN 00570916), for the office of Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation, with effect from the date of this Meeting."

4. Mr. Shailendra Kumar Patni (DIN 05281098) an Additional Director who vacates his office on the date of Annual General Meeting and offers himself for re-appointment.

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Shailendra Kumar Patni (DIN 05281098) appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and being eligible, offers himself for appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying his intention to propose the candidature of Mr. Shailendra Kumar Patni (DIN 05281098), for the office of Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation, with effect from the date of this Meeting."

5. Mr. Mukesh Sarswat (DIN 05340062), an Additional Independent Director who vacates his office on the date of Annual General Meeting and offers himself for re-appointment.

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Mukesh Sarswat (DIN 05340062), appointed as an Additional Independent Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and being eligible, offers himself for appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying his intention to propose the candidature of Mr. Mukesh Sarswat (DIN 05340062), for the office of Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation, with effect from the date of this Meeting."

6. Mr. Arvind Kumar Maurya (DIN 06923706), an Additional Director who vacates his office on the date of Annual General Meeting and offers himself for re-appointment.

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Arvind Kumar Maurya (DIN 06923706), appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and being eligible, offers himself for appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying his intention to propose the candidature of Mr. Arvind Kumar Maurya (DIN 06923706), for the office of Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation, with effect from the date of this Meeting."

7. To appoint a Director in place of Mrs. Kirti Mahadev Salvi (DIN 07141300), who vacates his office on the date of Annual General Meeting and offers herself for re-appointment.
 "RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Kirti Mahadev Salvi (DIN 07141300), appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and being eligible, offers herself for appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying his intention to propose the candidature of Mrs. Kirti Mahadev Salvi (DIN 07141300), for the office of Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation, with effect from the date of this Meeting."
8. To appoint a Mr. Anil Kothari (DIN 01991283), Independent Director:
 To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
 "RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013, Mr. Anil Kothari, Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from date of appointment to up to March 31, 2019."
9. Mr. Rajesh Kumar Khetan (DIN 02659900), an Additional Director who vacates his office on the date of Annual General Meeting and offers himself for re-appointment.
 "RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Rajesh Kumar Khetan (DIN 02659900) appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and being eligible, offers himself for appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying his intention to propose the candidature of Mr. Rajesh Kumar Khetan (DIN 02659900), for the office of Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation, with effect from the date of this Meeting."
10. Ms. Pooja Jalan (DIN 06879482), an Additional Independent Director who vacates her office on the date of Annual General Meeting and offers herself for re-appointment.
 "RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and

Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Pooja Jalan (DIN 06879482), appointed as an Additional Independent Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and being eligible, offers herself for appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying his intention to propose the candidature of Ms. Pooja Jalan (DIN 06879482), for the office of Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation, with effect from the date of this Meeting."

11. To change the financial year to 01st April till 31st March and in this regard to consider and if thought fit, to pass with or without modification, the following resolution:
 "RESOLVED THAT pursuant to the provisions of Section 2 (41), 128 to 138 and other applicable provisions of the Companies Act, 2013 and applicable if any other Law the calendar year of the company starting from January, 1st to December, 31st (12 months) be and that subsequent 'financial year' of the company be changed to a period of First Financial year beginning from 1st January 2015 of one year and concluding on 31st March of the subsequent year".
RESOLVED FURTHER THAT the subsequent financial year of the company shall be from 1st April to 31st March and thereafter same shall be followed.
12. To change the registered office of the Company and in this regard to consider and if thought fit, to pass with or without modification, the following resolution:
RESOLVED THAT pursuant to Section 12 of the Companies Act 2013 and any other provisions applicable, if any the registered office of the company be and is hereby shifted from Greaves Compound, Chinchwad works, Mumbai-Pune Road, Chinchwad (E), Pune- 411 019 to 105/106 Prime Plaza, 1st Floor, J.V. Patel Compound, Elphinstone Road, Mumbai- 400 011.
 Further Resolved THAT any one Director of the Company be and is here by authorised to do act any other necessary activities carrying out with concern Registrar of Companies and prescribed Authorities.

By Order of the Board of Directors,
 For MPF Systems Limited

KIRTI MAHADEV SALVI
 (Director)

Place : Pune

Date : 3rd June 2015

DIN No.: 07141300

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy, or, where that is allowed, one or more proxies, to attend and vote instead of himself, and that a proxy need not be a member.
2. Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting.
3. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member.

4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
6. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to please bring your folio number/demat account number/DP ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Members who hold shares in the dematerialized form and want to change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company will not entertain any direct request from such members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of Dividend, Registrar is obliged to use only the data provided by the Depositories, in case of such demat shares.
9. Members who are holding physical shares in identical order of names in more than one folio are requested to send to the Company or Company's Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon. Members are requested to use the new share transfer form SH-4.
10. Company will be disclosing to the Stock Exchanges, as per Clause 35A of the Listing Agreement, the details of results of voting on each of the resolutions proposed in this Notice.
11. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository.
12. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during business hours between 11.00 am to 1.00 pm except on holidays, up to and including the date of the Annual General Meeting of the Company.
14. Green Initiative in the Corporate Governance: The Government of India- Ministry of Corporate Affairs has vide the Circular No. 17/2011 21st April, 2011, allowed service of documents to the shareholders in the electronic mode. Thus, having regard to the said Circular read with the information Technology Act, 2000, the Company hereby requests the Members to register their E-mail Address (and any change therein from time to time) with **M/s Sharepro Services India Private Ltd.**, the Registrar and Share Transfer Agents of the Company. The Company proposes to send the future correspondence in electronic form to the Members who's E-mail Address is registered with the Registrar and Share Transfer Agents of the Company. Any Member desiring to receive the said correspondences in the physical form should inform the Company.
15. Those shareholders whose names appear on the Register of Shareholders/ as Beneficial owners as furnished by NSDL as at the close of business hours i.e. 23rd June 2015 (hereinafter referred to as the "Cut-Off Date") shall be entitled to participate i.e. nominate, contest and vote/e-vote in election of directors from amongst Shareholders other than Central Government and other agenda items.
16. Shareholders may kindly note that no gift/gift coupons will be distributed at the meeting. Due to strict security reasons, brief cases, eatables and other belongings are not allowed inside the hall. Persons attending the meeting are, therefore, advised to make their own arrangements for the safe keeping of their articles.
17. The e-voting period commences on, Saturday 27th June, 2015 (9:00 am) and ends on Monday 29th June, 2015 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd June, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd June, 2015. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
18. As the voting would be through electronic means, the Members who do not have access to e-voting, may send their assent or dissent in writing on the Ballot Form enclosed with the Annual Report. You are required to complete and sign the Ballot Form and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company - Mr. Rameshchandra Mishra, Practicing Company Secretary, Scrutinizer, Add.: 6, Sopariwala House, 293, Princess Street, Marine Lines (East), Mumbai 400 002. not later than, Monday 29th June, 2015 (5:00 pm). Ballot Form received after this date will be treated as invalid.
19. A Member can opt for only one mode of voting, i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
20. Mr. Rameshchandra Mishra (Membership No. 5477), Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process (including ballot form received from the members who do not have access to the e-voting facility) in a fair and transparent manner.
21. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and send it to the Chairperson of the Company.
22. The Results shall be declared at or after the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.bdhind.com and on the website of NSDL within two(2) days of passing of the resolutions at the AGM of the Company and also communicated to the Bombay Stock Exchange Ltd. (BSE) .
23. The Company has opted e-voting facility with NSDL. As per the information by R&T of our Company: "RESOLVED THAT pursuant to the provisions of section 108 of Companies Act, 2013 the company has opted for e-voting facility with NSDL."

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ANNEXURE I TO THE NOTICE

Details of the Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting

(In pursuance of Clause 49 of the Listing Agreement)

1.

Name of Director	Mr. Bijay Kumar Dokania	Mr. Rajesh Kumar Khetan	Mr. Shailendra kumar Patni
Date of Birth	14/11/1963	07/04/1973	28/02/1987
DIN NO	00570916	02659900	05281098
Date of Appointment	11/08/2014	22/08/2014	11/08/2014
Expertise in specific functional areas	Company Director with rich and varied business experience	Company Director with rich and varied business experience	Company Director with rich and varied business experience
Qualifications	Graduation	Graduation	Graduation
Directorship held in other companies (excluding foreign companies)	12	2	1
Membership/Chairmanship of Committees of other companies (includes only Audit Committees and Shareholders'/Investors' Grievance Committee)	Nil	Nil	Nil
Shareholdings in the Company	Nil	Nil	Nil

2.

Name of Director	Mr. Mukesh Sarswat	Ms. Pooja Jalan	Mr. Arvind Kumar Maurya	Mrs. Kirti Mahadev Salvi
Date of Birth	08/07/1986	10/05/1993	25/08/1987	08/03/1979
DIN NO	05340062	06879482	06923706	07141300
Date of Appointment	11/08/2014	22/08/2014	25/11/2014	1/04/2015
Expertise in specific functional areas	Company Director with rich and varied business experience	Company Director with rich and varied business experience	Company Director with rich and varied business experience	Company Director with rich and varied business experience
Qualifications	Graduation	Graduation	Graduation	H.S.C.
Directorship held in other companies (excluding foreign companies)	Nil	Nil	Nil	Nil
Membership/Chairmanship of Committees of other companies (includes only Audit Committees and Shareholders'/Investors' Grievance Committee)	Nil	Nil	Nil	Nil
Shareholdings in the Company	Nil	Nil	Nil	Nil

ANNEXURE II TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to certain Ordinary Business and all the Special Businesses mentioned in the accompanying Notice:

Ordinary Resolution:

Item No. 1,2,3,6,7 & 9 :-

The audited financial statement of the Company for the calendar year ended December 31st 2014 and the auditor report have been approved by the board of directors in the board meeting conducted on 18.03.2015 and the same shall be placed before the shareholders in the Annual General Meeting for their approval. M/s Kala Jain & Company (Firm's Registration No. 127886W), Chartered Accountants (CAs), Mumbai will be appointed as the statutory auditors of the Company in place of M/s B S R & Co. LLP, Chartered Accountant for the financial year 2015-16 at the Annual General Meeting (AGM) of the Company held on 30th June 2015. Board of Directors of the Company has taken due note of this change. Accordingly, the audit of the Company for financial year 2015-16 shall be conducted by Kala Jain & Company.

As per the provisions of Section 139 of the Act, no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Section 139 of the Act has also provided a period of three years from the date of commencement of the Act to comply with this requirement.

The Board commends the Resolution at Item No. 2 for approval by the Members.

Pursuant to Section 149 and Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Bijay Kumar Dokania (DIN 00570916) an additional director who vacates his office on the date of Annual General Meeting and he offers himself for reappointment and is eligible for re-appointment as a Director. It is proposed that Mr. Bijay Kumar Dokania existing Additional Director, who meets the criteria of Director, be appointed as a Director of the Company, not liable to retire by rotation, from the date of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company.

Pursuant to Section 149 and Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Arvind Kumar Maurya (DIN 06923706), an additional director who vacates his office at the forthcoming Annual General Meeting of the Company and is re-appointed as a Director. It is proposed that Mr. Arvind Kumar Maurya existing Additional Director, who meets the criteria of Director, be appointed as a Director of the Company, not liable to retire by rotation, from the date of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company.

Pursuant to Section 149 and Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mrs. Kirti Mahadev Salvi (DIN 07141300), a director who vacates his office at the forthcoming Annual General Meeting of the Company and is re-appointed as a Director. It is proposed that Mrs. Kirti Mahadev Salvi (DIN 07141300) Director, who meets the criteria of Director, be appointed as a Director of the Company, not liable to retire by rotation, from the date of this Annual General Meeting till the

conclusion of the next Annual General Meeting of the Company Mr. Rajesh Kumar Khetan (DIN 02659900), an Additional Director who vacates his office on the date of Annual General Meeting and offer him self for re-appointment as a Director.

Pursuant to Section 149 and Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Rajesh Kumar Khetan (DIN 02659900), who vacates his office on the date of Annual General Meeting and he offers himself for reappointment as an Independent Director. It is proposed that Mr. Rajesh Kumar Khetan existing Additional Director, who meets the criteria of Director, be appointed as a Independent Director of the Company, not liable to retire by rotation.

None of the directors and Key Managerial Person of the Company or their relatives is concerned or interested in the said above resolution resolutions.

Special Resolution :

Item No. 4,5,8,10,11 &12 :-

Pursuant to Section 149 and Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Shailendra Kumar Patni (DIN 05281098), an additional director who vacates his office on the date of Annual General Meeting and he offers himself for reappointment as an Independent Director. It is proposed that Mr. Shailendra Kumar Patni existing Additional Director, who meets the criteria of Director, be appointed as a Independent Director of the Company, not liable to retire by rotation.

Pursuant to Section 149 and Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Mukesh Sarswat (DIN 05340062), an additional director who vacates his office on the date of Annual General Meeting and he offers himself for reappointment as a Independent Director and regularized from additional directorship. It is proposed that Mr. Mukesh Sarswat existing Additional Director, who meets the criteria of Director, be appointed as a Independent Director of the Company, not liable to retire by rotation.

Appointment of Independent Director:

Mr. Anil Kothari (DIN 01991283) has been an Independent Director pursuant to clause 49 of the listing agreement on the Board of the Company since 2009. With the enactment of the Companies Act, 2013 ('Act') it is now incumbent upon every listed company to appoint 'Independent Directors' as defined in section 149(6) of the Act and ensure that at least 1/3rd of the total number of directors are independent directors. The Board of Directors of your Company, after reviewing the provisions of the Act, are of the opinion that Mr. Anil Kothari fulfils the conditions specified in the Act and the Rules made thereunder to be eligible to be appointed as Independent Director pursuant to the provisions of section 149 of the Act. The Board of Directors of your Company is also of the opinion Mr. Anil Kothari is independent of the management of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Anil Kothari as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Anil Kothari as an Independent Director pursuant to provisions of section 149 read with schedule IV of the Act for the approval by the shareholders of the Company. In terms of provisions of section 149(13) of the Act, Mr. Anil Kothari shall not be liable to retire by rotation. Except Mr. Anil Kothari,

being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No.8. This statement may also be regarded as a disclosure under clause 49 of the listing agreement with the Stock Exchanges.

Ms. Pooja Jalan (DIN 06879482), an Additional Director who vacates her office on the date of Annual General Meeting and offers herself re-appointment as a Director.

Pursuant to Section 149 and Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Pooja Jalan (DIN 06879482), who vacates her office on the date of Annual General Meeting and he offers herself for reappointment as a Independent Director and regularized from additional directorship. It is proposed that Ms. Pooja Jalan existing Additional Director, who meets the criteria of Director, be appointed as a Independent Director of the Company, not liable to retire by rotation.

Change of Calendar Year to Financial Year:

As per Section 2 (41) of Companies Act, 2013 the financial year must be ended on 31st March every year. It further provides that the existing company shall, within the period of two years from such commencement, align its financial year as per the provisions of Section 2(41) of Companies Act, 2013, In respect of the above, we would like to inform you that our Company closes its financial year as on 31st December every year and to align with the provisions Section 2 (41) of Companies Act, 2013, we want to close our financial year on the coming March 31, 2016 by preparing the Financial Statements for a period of 15 months commencing from January 01, 2015 to March 31, 2016."

Change of the Registered Address

Presently, the Registered Office of the Company is situated at Greaves Compound, Chinchwad works, Mumbai-Pune Road, Chinchwad (E), Pune- 411 019.

As, because of the management decision and convenience, they have proposed to change the registered office to Mumbai and for the benefit of the Company which can decide its efficiency.

Accordingly the Board of Directors have proposed the shifting of the Registered Office of the Company from Pune to Mumbai i.e. from Greaves Compound, Chinchwad works, Mumbai-Pune Road, Chinchwad (E), Pune- 411 019 TO 105/106 Prime Plaza, 1st Floor, J.V. Patel Compound, Elphenston Road, Mumbai- 400 011.

In accordance with the provisions of Section 12 of the Companies Act, 2013 pursuant to the shifting of the registered office outside the local limits of the City which results in shifting of Pune ROC to Mumbai ROC, which requires the approval of shareholders in the General Meeting by way of Special Resolution to give effect to such change.

None of Directors of the Company are in any way, Concerned or interested in the Resolution, except to the extent of their Shareholding in the Company, if any.

All the above Directors are not disqualified from being re-appointed as Directors by virtue of the provisions of section 164 of the Companies Act, 2013 (erstwhile Section 274(1)(g) of the Companies Act, 1956). They have also given a declaration under Section 149(7) of the Companies Act, 2013 that they meet the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013.

DIRECTORS REPORT

Dear members,

Your directors are pleased to present the 22nd Annual report of the Company together with the Audited Financial Statements for the financial year ended 31st December, 2014.

Summarized Financial Results

(Million INR) **Year ended**

Particulars	31st Dec 2014	31st Dec 2013
Sales & services		0
Operating Revenue & other Income	0.11	35.83
Profit/(Loss) before Interest, Depreciation and Tax	(4.98)	34.55
Less :Interest	0	0
Depreciation	0	0
Profit before Tax	(4.98)	34.55
Provision for Income Tax :		
Current Tax	0	6.92
Short provision of income tax with respect to earlier years	0	0.64
Profit after Tax	(4.98)	26.98
Balance Profit / (Loss) brought forward from previous year	(29.56)	(56.54)
Balance in Statement of Profit & Loss	(34.54)	(29.56)
Net Surplus in the Statement of Profit & Loss	(34.54)	(29.56)

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 .

Directors

In accordance with the provisions of the Companies Act 2013 and the Articles of Association of the Company, Mr. Bijay Kumar Dokania (DIN 00570916), who vacates his office on the date of Annual General Meeting and offers himself for reappointment.

Mr. Shailendra Kumar Patni (DIN 05281098) who vacates his office on the date of Annual General Meeting and offers himself for reappointment.

Mr. Mukesh Sarswat (DIN 05340062), an additional Director who vacates his office on the date of Annual General Meeting and offers himself for reappointment.

Mr. Arvind Kumar Maurya (DIN 06923706), an Additional Director who vacates his office on the date of Annual General Meeting and offers himself for reappointment.

Mrs. Kirti Mahadev Salvi (DIN 07141300), an Additional Director who vacates her office on the date of Annual General Meeting and offers herself for reappointment.

Ms. Pooja Jalan (DIN 06879482), an additional Director who vacates her office on the date of Annual General Meeting and offers herself for reappointment.

Mr. Rajesh Kumar Khetan (DIN 02659900) an Additional Director who vacates his office on the date of Annual General Meeting and offers himself for reappointment.

Mr. Hemant Walve has resigned from the Board with effective from 11th August 2014 and he ceased to be a Director of the Company.

Mr. Kiran Malhotra has resigned from the Board with effective from 11th August 2014 and he ceased to be a Director of the Company.

Mr. Bomi Daruwala has resigned from the Board with effective from 11th August 2014 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.

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 along with proper explanation relating to material departure ;

- in the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departure;
- 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 2014 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 Certificate

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, 701, 703, 7th Floor, Godrej Castlemaine Next to Ruby hall Clinic Bund Garden road, Pune-411001 retires at the conclusion of the Annual General Meeting .The chairman informed the Board that it has been decided to appoint M/s. Kala Jain & Co,Chartered Accountants, 502, 5th Floor, Jolly Bhavan No 1,10, New Marine Lines, as auditors of the company in the coming Annual General Meeting subject to the approval of the shareholders in the place of the existing auditors.

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 The Bombay Stock Exchange Limited. Listing fees for the year 2014-15 has been paid to The Bombay Stock Exchange Limited. The Share holders of Pune Stock Exchange in their Annual General Meeting dated September 28th, 2013 had applied for voluntarily surrender of recognition and exit as Pune stock exchange as per SEBI Circular dated 30th May, 2012 and the SEBI allowed the exit of Pune Stock Exchange as a stock exchange via its order no. WTM/RKA/MRD/28/2015 dated 13th April, 2015.

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

Arvind Kumar Maurya
(DIN No.: 06923706)
Director

Bijay Kumar Dokania
(DIN No.: 00570916)
Director

Place: Pune

Date : 3rd June 2015

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 Seven Directors. None of the Director is relative of any other Director. During the financial year ended on 31st December 2014, Five Board Meetings were held on 27th March, 2014, 26th April, 2014, 11th August, 2014, 22nd August, 2014 & 26th November, 2014.

During the financial year ended on 31st December 2014 Mr. Bijay Kumar Dokania, Mr. Shailendra Kumar Patni & Mr. Mukesh Saraswat were appointed as directors of the Company on 11.08.2014 and Mr. Rajesh Kumar Khetan, Ms. Pooja Jalan were appointed as a directors of the Company on 22.08.2014 and Mr. Arvind Kumar Maurya was appointed as a director on 25.11.2014 and Mr. Bomi Daruwala, Mr. Kiran Malhotra, Mr. Markus Beukenberg and Mr. Hemant Watve had resigned from the directorship of the company on 11th August, 2014.

The composition of the Board of Directors and the number of other Directorships & Committee Memberships / Chairmanships and attendance of the Directors at the Board Meetings and at the last Annual General Meeting are as follows:

Name of the Director	Category	Number of other Directorships +	Number of other Committee Memberships / *Chairmanships **	Attendance at Last Annual General Meeting held on 26.04.2014	Number of Board Meetings attended during 01.01.2014 to 31.12.2014
Mr. Markus Beukenberg	PD	1		Yes	3
Mr. Hemant Watve	OD	1		Yes	3
Mr. Kiran Malhotra	ID	1		Yes	3
Mr. Bomi Daruwala	ID	1		NA	3
Mr. Bijay Kumar Dokania	ED	12	0/0	NA	2
Mr. Rajesh Kumar Khetan	ED	2	0/0	NA	1

Mr. Shailendra Kumar Patni	ID	1	2/0	NA	2
Mr. Mukesh Saraswat	ID	-	2/0	NA	2
Ms. Pooja Jalan	ED	-	0/2	NA	1
Mr. Arvind Kumar Maurya	ED	-		NA	-
Mr. Kirti Mahadev Salvi	ED	-		NA	-

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

+ As on 31 December, 2014/ date of resignation, excluding directorships / committee positions held in private companies, foreign companies / bodies corporate.

++ As on 31 December, 2014 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.

3. Audit Committee:

The Audit Committee presently comprises of the following members of the Board:

- (a) Mr. Shailendra Kumar Patni, Chairman
- (b) Mr. Bijay Kumar Dokania, Member
- (c) Mr. Mukesh Saraswat, Member

During the financial year ended 31st December 2014 Mr. Bomi Daruwala as Chairman, Mr. Kiran Malhotra and Mr. Hemant Watve resigned from the directorship of the Company on 11.08.2014 and Mr. Bijay Kumar Dokania, Mr. Shailendra Kumar Patni & Mr. Mukesh Saraswat have been appointed as Members of the Committee on 11.08.2014.

During the financial year ended 31st December 2014, the Audit Committee met four times on 27th March, 2014, 26th April, 2014, 22nd August, 2014 & 26th November, 2014. The particulars of attendance at the Audit Committee meetings are as under:

Name of the Director	No. of meetings attended
Mr. Kiran Malhotra*	2
Mr. Bomi Daruwala*	2
Mr. Hemant Watve*	2
Mr. Shailendra Kumar Patni	2
Mr. Bijay Kumar Dokania	2
Mr. Mukesh Saraswat	2

*Resigned on 11.08.2014

The terms of reference of the Audit Committee cover the areas mentioned in the Listing Agreement, the Companies Act, 2013 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/Director of the Company acts as Secretary of the Committee. The representatives of the Internal Auditors and Statutory Auditors attended the meetings of the Committee.