ANNUAL REPORT
2012-2013
MFS INTERCORP LIMITED

(Formerly known as MUSKAN FERRO SILICONS LIMITED)

BOARD OF DIRECTOR

AJEET KUMAR	DIRECTOR
KETANBHAI DINESHCNANDRA SORATHIYA	DIRECTOR
JIGAR KSHATRI	DIRECTOR

AUDITOR

M/S. Y. D. & CO.
Chartered Accountants
LUDHIANA

SHARE TRANSFER AGENT

RCMC Share Registry Private Limited
B-106, Sector 2, Noida (UP) – 201301
Ph: 0120-4015800
E mail: shares@rcmcdelhi.com

REGISTERED OFFICE

GROUND FLOOR-18, OMAXE SQUARE, JASOLA,
NEW DELHI-110025, DELHI

INDEX

Contents	Page No.
Notice of Annual General Meeting	01
Report of the Directors & Management Discussion and Analysis	03
Corporate Governance Report	09
Auditors' Report	14
Balance Sheet	18
Profit and Loss Account	19
Cash Flow Statement	20
Notes forming part of the financial statements	21

N O T I C E

NOTICE is hereby given that the Annual General Meeting of the Members of MFS INTERCORP LIMITED (Formerly known as Muskan Ferro Silicons Limited) will be held at the Registered Office of the Company at Ground Floor-18, Omaxe Square, Jasola, New Delhi-110025, Delhi on Monday, 30th day of September, 2013 at 03:00 P. M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Balance Sheet as at 31st March, 2013 and the Profit & Loss Account for the year ended on that date and the reports of the Directors' and the Auditors' thereon.

2. To appoint a Director in place of Mr. Jigar Kshatri, who retires by rotation and being eligible, offers him-self for re-appointment.

3. To appoint Auditor and to fix their remuneration.

SPECIAL BUSINESS:

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

   "**RESOLVED THAT** Mr. Ajeet Kumar who was appointed as an Additional Director in the category of independent director of the Company w.e.f. 15.04.2013 being the date of appointment and who holds office as such up to the date of the ensuing Annual General Meeting and in respect of whom notice under Section 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose Mr. Ajeet Kumar be and is hereby appointed as a Director, subject to retire by rotation.

By Order of the Board
For, MFS INTERCORP LIMITED

PLACE: NEW DELHI
DATE: 30.08.2013

Sd/-
(KETANBHAI SORATHIYA)
CHAIRMAN

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME SCHEDULED FOR HOLDING THE MEETING.

2. Members desiring any information on the Accounts are requested to write to the Company at least one week before the meeting, so as to enable the Management to keep the information ready. Replies will be provided only at the meeting.

3. Members are requested to notify the Company of any change in their address (in full) with the postal area pin code number, quoting their folio numbers.

4. The Register of Members and Share Transfer Register of the Company will remain closed from 23rd September, 2013 to 30th September, 2013 (Both Days Inclusive).

5. M/s. RCMC Share Registry Pvt Ltd having its registered office at B-106, Sector 2, Noida (UP), INDIA is Registrars and Share Transfer Agents for Company's shares in Demat and Physical Form. The members are requested to please ensure that their shares are converted into Demat Form.

6. The relevant Explanatory Statement pursuant to section 173 (2) of the Companies Act, 1956 is annexed hereto.

7. Additional information as required in terms of paragraph 3 of the Clause 49 of the Listing Agreement on Director seeking re-appointment at the ensuing Annual General Meeting is as under:

   Mr. Jigar Kshatri is Non-Executive Independent Director of the Company. He has been associated with the Company w.e.f. 11th January, 2011. He is Member of the Audit Committee and Share Transfer and Grievances Committee of the Company. Mr. Jigar Kshatri retires by rotation and being eligible offers himself for re-appointment.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT [PURSUANT TO THE PROVISIONS OF SECTION 173 (2) OF THE COMPANIES ACT, 1956

Item No.4

In terms of provisions of section 260 of Companies Act 1956 and provisions of Articles of Association of company Mr. Ajeet Kumar, who was appointed as an Additional Director in the meeting of the Board of Directors of the Company held on 15.04.2013 who holds the office of Directors up to the date of the ensuing Annual General Meeting.

In Pursuant to section 257 of the Companies Act 1956 together with requisite deposit fee signifying his intention to propose the name of Mr. Ajeet Kumar as director subject to retirement by rotation.

None of the Directors except Mr. Ajeet Kumar is concerned or interested in this resolution. Your Directors recommend this resolution for your approval.

By Order of the Board
For, MFS INTERCORP LIMITED

PLACE: NEW DELHI
DATE: 30.08.2013

Sd/-
(KETANBHAI SORATHIYA)
CHAIRMAN

DIRECTORS' REPORT

Dear Shareholders,

Your Directors here by present the Annual Report on business and operations of the Company together with the Audited statements of Accounts for the financial year ended on **31st March 2013**.

FINANCIAL PERFORMANCE:
Key aspects of Company' financial performance for the year 2012-13 is tabulated below:

[Amount in Rupees]

Particular	**2012-13**	**2011-12**
Total Income	1268000	3210000
Total Expenditure	1148000	3262316
Profit/(Loss) Before Extraordinary items and Taxation	120000	(52316)
Extraordinary items	--	595620
Profit/(Loss) before Tax (PBT)	120000	(647936)
Less: current Tax	36360	--
Net Profit/(Loss) after Tax for the year	83640	(647936)

REVIEW OF OPERATIONS:
During the year under review due to sluggish market condition and financial crisis company faces huge set back. So company unable to generate targeted revenue from the operation the Company hence total Income was stood at Rs. 1268000/- and has made net profit of Rs. 83640/- for the year ended 31st March, 2013.

The management has taken measures as part of its continuous improvements to strengthen operations and viability.

DIVIDEND:
Your Directors have not declared any dividend during the year.

FIXED DEPOSIT:
The Company has not accepted any deposit from the public pursuant to the provisions of Section 58A of the Companies Act, 1956.

DIRECTORS:
Mr. Jigar Kshatri Director of the Company is retires by rotation at the ensuing Annual General Meeting and being eligible, offer himself for reappointment.

Mr. Ajeet Kumar was appointed as additional directors of the Company with effect from 15.04.2013 and are eligible for re-appointment as director of the Company at the forthcoming Annual General Meeting and whose period of office will be liable to retire by rotation. Mr. Kamlesh Thothawala was resigned as a Director of the Company with effect from 15.04.2013.

SHIFTING OF REGISTERED OFFICE OF THE COMPANY:
During the year under review, company had by special resolution altered the provisions of its Memorandum of Association with respect to the place of the Registered Office by changing it from the state of Madhya Pradesh to the Delhi and such alteration having been confirmed by an order of Regional Director, NWR, Ahmedabad bearing the date 05.04.2013.

AUDITORS AND AUDITORS' REPORT:
M/s. Y. D. & Co., Chartered Accountants, Ludhiana, Statutory Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting and are eligible for reappointment. The observations made by the Auditors' in their Auditors' Report and the Notes on Accounts referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

SECRETARIAL COMPLIANCE CERTIFICATE:
In accordance with the Section 383A of the Companies Act, 1956 and Companies (Appointment and Qualifications of Secretary) Amendment Rules, 2009, the Company has obtained a certificate from a secretary in whole-time practice confirming that the Company has complied with the provisions of the Companies Act, 1956 and a copy of such certificate is annexed to this report.

MANAGEMENT DISCUSSION AND ANALYSIS:

Management Discussion and Analysis forms part of the Annual Report to the shareholders and it includes discussion on matters as required under the provisions of Clause 49 of the listing agreement forming part of this report is annexed herewith. The Audit Committee of the Company has regularly reviewed internal Control System of the company.

CORPORATE GOVERNANCE REPORT:

Your Company has been complying with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement. A separate report on Corporate Governance along with Auditors' Certificate on compliance with the Corporate Governance norms and stipulated in Clause 49 of the Listing Agreement, forming part of this report is annexed herewith.

PARTICULARS OF EMPLOYEES:

The statement showing particulars of employees under section 217(2A) of the Companies Act, 1956, read with the companies (Particulars of Employees) Rules, 1975, as amended, is not required to be given as there were no employees coming within the purview of this section.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The details of conservation of energy, technology absorption etc. as required to be given under Section 217(1)(e) of the Companies Act 1956, are not applicable to our Company, as our Company has not carried out in the manufacturing activities. The foreign exchange earning on account of the operation of the Company during the year was Rs. Nil.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 217(2AA) of the Companies Act, 1956, the Directors of your Company confirm that:

i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;

iii) 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;

iv) Directors have prepared the accounts on a "going concern basis".

ACKNOWLEDGEMENT:

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the Banks, Government Authorities, Customers, and Shareholders during the year. Your directors also wish to take on record their deep sense of appreciation for the committed services of the employees at all levels, which has made our Company successful in the business.

For and on Behalf of the Board
For, MFS INTERCORP LIMITED

PLACE: NEW DELHI
DATE: 30.08.2013

Sd/-
(KETANBHAI SORATHIYA)
CHAIRMAN

Annexure to Director's Report

COMPLIANCE CERTIFICATE

Corporate Identity No.: L27209DL1986PLC254555

Nominal Capital: Rs.50000000/-

The Members,
MFS INTERCORP LIMITED
(Formerly known as Muskan Ferro Silicons Limited)
Ground Floor-18, Omaxe Square, Jasola
New Delhi-110025,
Delhi, India.

I have examined the registers, records, books and papers of **MFS INTERCORP LIMITED (Formerly known as Muskan Ferro Silicons Limited)** as required to be maintained under the Companies Act, 1956, and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial ended **31st March, 2013.** In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers, I certify that in respect of the aforesaid financial year:

1. The company has kept and maintained all registers as stated in **Annexure 'A'** to this certificate, as per the provisions and the rules made there under and all entries therein have been recorded.

2. The Company has duly filed the forms and returns as stated in **Annexure 'B'** to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities under the Act and the rules made there under.

3. The company being public limited company, comments are not required.

4. The Board of Directors met 6 (Six) times on **24.05.2012, 06.08.2012, 09.08.2012, 04.10.2012, 09.11.2012** and **02.02.2013** in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

5. The company has closed its Register of members and share transfer books from 31.08.2012 to 07.09.2012 (both days inclusive) and necessary compliance of Section 154 of the Companies Act has been made.

6. The Annual General Meeting for the financial year ended on 31.03.2012 was held on 07.09.2012 after giving due notice to the members of the company and the resolutions passed thereat were recorded in Minutes Book maintained for the purpose.

7. No extra ordinary general meeting was held during the financial year

8. As confirmed by the management that the company has not advanced any loans to its directors or persons or firms or companies referred to under section 295 of the Act.

9. As confirmed by the management that the Company has not entered into contracts specified under Section 297 of the Act during the financial year.

10. As confirmed by the management that the company has made necessary entry in the register maintained under section 301 of the Act.

11. As there were no instances falling within the purview of section 314 of the Act, the company has not obtained any approvals from the board of directors, members or central government.

12. The company has not issued duplicate share certificates during the financial year.

13. The company:

(i) There was no allotment of shares during the year. The Company has delivered all the certificates on lodgment thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act.

(ii) has not deposited any amount in a separate bank account as no dividend was declared during the financial year.

(iii) was not required to post warrants to any member of the company as no dividend was declare during the financial year.

(iv) has no amount outstanding in unpaid dividend account, application money due for refund, matured deposit, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years.

(v) has complied with the requirements of section 217 of the Act.

14. The board of directors of the company is duly constituted. Mr. Jigar Kshatri who retires by rotation and being eligible, offers him-self for re-appointment during the financial year. There was no appointment of additional directors, alternate directors and directors to fill casual vacancy during the financial year.

15. The company has not appointed any Managing Director/ Whole-time Director/ Manager during the financial year.

16. The company has not appointed any sole selling agents during the financial year.

17. As informed by the management of the Company that the Company was not required to obtain any approval of the Central Government, Company Law Board, Regional Director, Registrar and/ or such authorities prescribed under the various provisions of the Act during the financial year.

18. The directors have disclosed their interest in other firms/ companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.

19. The company has not issued any shares, debentures or other securities during the financial year.

20. The company has not bought back any shares during the financial year.

21. The company has not issued any preference shares or debentures so question of redemption of preference shares or debentures does not arise.

22. There were no transactions necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.

23. The Company has neither raised nor accepted any deposits from Public during the financial year

24. The amount borrowed by the Company from Directors, members, public, financial institution, banks and others during the financial year ended 31st March, 2013 are within the borrowing limits of the Company as laid down in Section of 293 (1) (d) of the Act.

25. The Company has not made any loans or advances or given guarantees or provided securities to other bodies corporate and consequently no entries have been made in the register kept for the purpose.

26. The company has not altered the provisions of the memorandum with respect to situation of the company's registered office from one state to another during the year under scrutiny.

27. The company has not altered the provisions of the memorandum with respect to change of object of the company during the year under scrutiny.