



**28th
Annual Report
2012-13**

MCS LIMITED

BOARD OF DIRECTORS

PARSHURAM V BHUWAD
Whole Time Director

AJAY DALAL
Director

MADHUKAR M PARASE (APPOINTED ON 04/08/2012)
Director

HEMANT KUMAR (RESIGNED ON 04/08/2012)
Director

HIREN VYAS
Company Secretary

AUDITORS

AMOD AGRAWAL & ASSOCIATES
Chartered Accountants

BANKERS

ICICI BANK
HDFC BANK

REGD. OFFICE:

21/22, Kashiram Jamnadas Building
5 P.D. Mello Road, Ground Floor
Ghadiyal Godi
Mumbai, Maharashtra
India-400009
Tel. No. : (022) 2372 6253
Fax No. : (022) 23726256
Email: mcsonlineinfo@yahoo.com

CONTENTS	PAGE No.
Notice of Annual General Meeting	2
Directors' Report	4
Report on Coporate Governance	8
Auditors' Certificate on Coporate Governance..	18
Auditors' Report	19
Balance Sheet	24
Profit & Loss Account	25
Schedules to Accounts	26
Notes to Accounts	35
Cash Flow Statment	42
Proxy & Attendance Form	43

NOTICE

Notice is hereby given that the Twenty Eighth Annual General Meeting of the members of MCS Limited will be held at the registered office at 21/22, Kashiram Jamnadas Building, 5 P.D. Mello Road, Ground Floor, Ghadiyal Godi, Mumbai, Maharashtra, India-400009 on 30th September 2013 on Monday, at 11.00 a.m. to transact the following business

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2013 and the Profit and Loss Account for the year ended on that date together with the report of the Auditor and Directors thereon.
2. To appoint a Director in place of Mr. Madhukar M Parase who retire by rotation at the meeting and offer himself for reappointment.
3. To appoint auditors to hold office from the conclusion of the meeting up to the conclusion of the next Annual General Meeting and authorize the Board to fix their remuneration

Place: Mumbai
Date: 30th May, 2013

By order of the Board

For MCS LTD.

Hiren Vyas
Company Secretary

Registered Office:

21/22, Kashiram Jamnadas Building
5 P.D. Mello Road, Ground Floor
Ghadiyal Godi
Mumbai, Maharashtra
India-400009

NOTES :

1. A member entitled to attend and vote is entitled to appoint a proxy and vote instead of himself and the proxy need not be a member of the company. Proxy forms in order to be valid must be lodged with the registered office of the company by 10 am of 28th september, 2013.
2. The Register of Member and Register of Share Transfer shall remain closed for the period from 21st September 2013 to 28th September 2013 (both days inclusive).
3. Member holding shares in physical form are requested to notify/sent the intimation about the change in their address, if any and details of Bank account to the company's Registered Office at 21/22, Kashiram Jamnadas Building, 5 P.D. Mello Road, Ground Floor, Ghadiyal Godi, Mumbai, Maharashtra, India-400009.
4. Members holding shares in Demat form are advised to inform changes in address, if any and Bank mandate directly to their respective Depository Participants.
5. The resolution regarding reappointment of Mr. Madhukar M Parase as Director of the company as stated in the notice shall be moved for adoption by members at the 28Th Annual General Meeting. In compliance with provisions in clause no. 49 of the Listing Agreement with Stock Exchange, the following particulars about the Director is furnished herein :

Mr. Madhukar M Parase

He is a graduate and has wide experience which the company wants to encash and his long association with the Company is the criteria for his reappointment as Director.

6. Members, who wish to obtain information on accounts for the financial year ended 31st March 2013, may send their queries to the Registered Office of the company 10 days before the 28th Annual General Meeting.
7. Members are requested to bring their attendance slip along with copy of the Annual Report to the meeting.

By order of the Board

Place: Mumbai
Date: 30th May, 2013

For MCS LTD.

Hiren Vyas
Company Secretary

Registered Office:

21/22, Kashiram Jamnadas Building
5 P.D. Mello Road, Ground Floor
Ghadiyal Godi
Mumbai, Maharashtra
India-400009

DIRECTORS REPORT

TO
THE MEMBERS OF
MCS LTD.

Your Directors hereby present their Twenty eighth Annual Report to the members with the Audited Statement of Accounts for the year ended 31st March, 2013

OPERATION

The year under review saw world wide depression, threatening to very survival of many economies, However Indian economy, because of conservative polices and timely decisions taken by Government could maintain the growth rate though less than achieved in earlier years. The stock market continued with extreme volatility and quitting at very low levels again pushing many corporate to shelf their plans for mobilization of funds for capital market through new issues.

However, your company's turnover for the year had been substantially lower than that of the previous year. However with the increase operating cost and other inflationary cost and other reverse situation the company gained the nominal profit during the year.

With the government having taken over and the high expectations of reform measures to boost the depressing economy and the measures announce by the government to bring about turnaround in business and industrial environment, your company expects good news for the Stock Market making way for hitherto shelved corporate projects and plants to approach market for funds to come alive once again and thus steer your company to expand its activities in the current year.

FINANCIAL RESULTS

The highlights of financial results of the company for the Financial Year ended 31st March, 2013.

Particulars	For the year Ended 31.03.13	For the year Ended31.03.12
Professional Service Charges (Net)	530.18	530.49
Other Income	3.92	7.14
Total	<u>534.10</u>	<u>537.63</u>
Profit/Loss before Depreciation and Tax	43.17	(13.44)
Depreciation	41.90	125.44
Profit (Loss) before Tax	1.27	(138.88)
Prior period Adjustment (Net)	--	
Extra Ordinary Item	-	-
Profit after adjustment	<u>1.27</u>	<u>(138.88)</u>
Provision for Taxation	-	-
Current Tax	0.80	-
Fringe Benefit Tax	-	
Taxation for earlier year	18.67	2.98
Deferred Tax Assets	<u>(5.84)</u>	<u>(40.16)</u>
Profit after Tax	<u>12.36</u>	<u>(101.70)</u>
Add : Balance of Profit brought forward from previous year	<u>628.98</u>	<u>730.68</u>
Balance of Profit Carried Forward	<u>616.62</u>	<u>628.98</u>

DIVIDEND:

In view of requirement of funds for working capital and upcoming proposals the directors are constrained not to recommend payment of dividend for the year ended 31st March, 2013

DIRECTORS:

In terms of the provisions of Section 255 and 256 of the Companies Act, 1956 Mr. Madhukar M Parase shall retired at the 28th Annual General Meeting (AGM) and shall offer him self for reappointment. Resolution for his reappointment shall be moved at the AGM for approval of the members.

DIRECTORS RESPONSIBILITY STATEMENTS:

Pursuant to Section 217 (2AAA) of The Companies Act, 1956, your Directors confirm that;

1. In the preparation of the annual accounts the applicable accounting standards have been followed along with proper explanation relating to material departures.
2. The directors have selected such accounting policies and applied them consistently and made judgments 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 and of the profit of the company for the year.
3. The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
4. The directors have prepared the accounts on a going concern basis.

FIXED DEPOSITS:

During the year under review your company had not accepted/taken any Fixed Deposit from the public.

AUDITORS:

The statutory auditors M/s. Amod Agrawal & Associates, Chartered Accounts retire at the conclusion of the 28th Annual General Meeting and are eligible for reappointment. The company has received a letter from the statutory auditors stating the appointment, if made will be within the limits prescribed under Section 224 (1B) of the Companies Act, 1956

CORPORATE GOVERNANCE

Report on Corporate Governance and auditors certificate confirming compliance of the conditions of the same as stipulated under clause 49 of the Listing Agreement with the stock exchange is annexed and forms part of this report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

The company do not have manufacturing operations and therefore provisions of Section 217(1)(e) of The Companies Act, 1956 relating to conservation of Energy and Technology absorption are not applicable.

EMPLOYEES

Provisions of Section 217(2A) of the Companies Act, 1956 are not applicable since none of the employees have been paid remuneration in excess of the limits prescribed by the Act.

ACKNOWLEDGEMENT

Your Directors acknowledgement and thank the Customers, Banks, Statutory authorities, suppliers, Shareholders for the support and co operation extend to the company. Your directors also record their appreciation for the services rendered by employees at all levels.

For and on behalf of the Board
For MCS LIMITED

AJAY DALAL
Director

PARSHURAM V BHUWAD
Whole time Director

MADHUKAR M PARASE
Director

PLACE: MUMBAI

DATE: 30th May, 2013

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENT:

The year 2012-2013 was turbulent in many ways with economic slowdown in many developed countries having its impact on the Indian Stock market which recorded its lowest index in many years. The foreign capital inflow having slowed down, stock market quoting at lowest levels, many of the corporate has shelved/differed their expansion plans and approach to capital market for funds.

In the scenario, your company because of its track record could retain its clientele and operating at very thin margin to stay in the business with the expectation of a turn around and better times with the installation of new government with comfortable majority promising stability and rapid economic reforms.

OPPORTUNITIES AND THREATS:

Your company, being rated among the leading Registrar and Transfer Agent, continues its pursuit to render better services to its clients and looks forward to add to its client list by utilizing the contacts. However the threats come in the form of limited public issues and presence of large number of players chasing small volume of jobs forcing to operate at thin margins for survival.

FINANCIAL PERFORMANCE

The turnover achieved during the year was Rs. 530.18 lacks as decreased by 0.31 lacks as compare to previous year. In the situation, considering the needs for working capital your directors do not recommend any dividend for the year.

RISKS & CONCERNS:

The major risk faced by your company is from competition from other players and fewer opportunities for work. Your directors are considering diversification into other lines, exploring the possibility of Joint Venture into other business through subsidiary companies in foreign countries. To meet the challenges posed by low margin, various costs saving measure have been put in place to balance the costs.

INTERNAL CONTROL SYSTEMS:

The company has put in place suitable internal control systems which provides for reasonable assurance with regard to safeguarding of assets, promoting operational efficiency and compliance with legal and statutory provisions. The Board of Directors periodically reviews the systems and directs actions wherever necessary to strengthen the system.

For and on behalf of the Board
For MCS LIMITED

AJAY DALAL
Director

PARSHURAM V BHUWAD
Whole time Director

MADHUKAR M PARASE
Director

PLACE: MUMBAI
DATE: 30th May, 2013

REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILISOPHY AND CORPORATE PRINCIPLES

The company believes in adopting and adhering to best recognized corporate Governance practices and continuously bench marking itself against each such practice. The Company understands and respects its fiduciary role and responsibility to shareholders and strives hard to meet their expectations. The Company has infused the philosophy of Corporate Governance in all its activities. The Company has made all efforts to adhere to the principles of Corporate Governance as laid down in the Listing Agreement in its true spirits.

BOARD OF DIRECTORS

Composition of the Board

The composition of the Board is in compliance with the requirements of clause 49 (2) A of the Listing Agreement with Stock Exchange. The Board consist of total 3 (Three) Directors out of which 1 (one) is Whole time Director 1 (one) is independent director and other one are non executive directors. The Board does not have any Non Executive Chairman and at the Board/General meeting of the company, one of the Directors is elected to chair the meetings.

The members of he Board are drawn from various facets of the industries having vast and varied experience in financial services, administration, information technology, investment consulting etc. The Board meetings of the Company are held as per the provisions of the Companies Act, 1956 and the Listing Agreement.

1) Mr. Parshuram V Bhuwad (Appointed on 02/04/2012)

He is a graduate and has 21 years experience which the company wants to encash and his long association with the Company is the criteria for his appointment as Whole Time Director

2) Mr. Hemant Kumar (Resigned on 04/08/2012)

He is an Independent Director. He specializes in Human Management and has relevant experience in this field. He has long and vast experience in this field.

3) Mr. Ajay Dalal

He is a commerce graduate and has 21 years experience which the company wants to encash and his long association with the Company is the criteria for his appointment as Director

4) Mr. Madhukar M Parase (Appointed on 04/08/2012)

He is a commerce graduate and has 20 years experience which the company wants to encash and his long association with the Company is the criteria for his appointment as Independent Director

The details of Directorship or Board, membership and office of the Chairman of Board Committee across all companies as well as their attendance at the Board and Annual General Meeting of the Company are given hereunder

Name of Director	Directorship held in other Companies	Memberships of Board Committees	Chairman of Board Committee	Last AGM attended	No. of Board meeting Attended during the year
Mr. Parshuram V Bhuvad	0	1	2	Yes	4
Mr. Hemant Kumar	1	3	0	No	2
Mr. Ajay Dalal	1	1	2	yes	4
Mr. Madhukar M Parase	0	1	1	Yes	3

Details of Board Meeting held during the year and Directors attendance are as follow:

	04/05/2012	30/05/2012	04/08/2012	05/11/2012	05/02/2013
Mr. Parshuram V Bhuvadl	Yes	Yes	Yes	No	YES
Mr. Madhukar M Parase	No	No	Yes	Yes	Yes
Mr. Hemant Kumar	YES	YES	No	No	No
Mr. Ajay Dalal	Yes	Yes	Yes	No	YES

Details of Remuneration paid to Whole time Director is as follows ;

NAME	AMOUNT (RS.)
MR.. PARSHURAM V BHUWAD	150371.00
TOTAL	150371.00

- Bonus are paid as per the Company's rule
- During the financial year company has not given any stock option
- Severance: Notice period is 3 (three months.)
- The above remuneration is exclusive of provision for future liabilities in respect of retirement benefit which are based on actuarial valuation on overall company basis.

SCHEDULE OF SITTING FEE PAID TO DIRECTORS

Name of Directors	No. of Board Meeting	No. of Committee Meeting	Amount (Rs.)
Mr. Parshuram V Bhuvad	4	4	NIL
Mr. Hemant KUMAR	2	1	NIL
Mr. Madhukar M Parase	3	4	NIL
Mr. Ajay Dalal	4	5	NIL

Audit Committee

Composition

The composition of the Audit Committee is as under. During the financial year 2012-2013 four meetings of Audit committee were held on 30/05/2012,04/08/2012,05/11/2012 and , 05/02/2013 respectively :

Name of Director	Designation	Category	No. of Meeting attended
Mr. Hemant Kumar	Member	Director	1
Mr. Ajay Dalal	Member	Director	4
Mr. Madhukar M Parase	Member	Director	3
Mr. Pashuram V Bhuvad	Member	Director	4

TERMS OF REFERENCE

The terms of reference and powers of the Audit Committee are as mentioned in clause 49 II(D) of the Listing Agreement entered into with Stock Exchange and Section 292A of the Companies Act,1956.

The terms of reference are briefly described below:

- a) Oversight of the Company' financial reporting process and disclosure of financial information.
- b) Recommend the appointment and removal of external and internal auditors, the adequacy of internal control systems.
- c) Review with management the annual financial statements before submission to the Board.
- d) Review with management, external and internal auditors, the adequacy if internal control systems.
- e) Review the adequacy of internal audit function.
- f) Discussions with internal auditors of any significant findings and follow-ups thereon.
- g) Review the findings of any internal investigations by the internal auditors.
- h) Discuss with external auditors before the audit commences, of the nature and scope of audit as well as have post-audit discussions to ascertain any areas of concern.
- i) Reviewing the company's financial and risk management policies.
- j) To look into the reasons for substantial defaults in the payment to the depositions, debenture holders, shareholders (in case of non- payment of declared dividends) and creditors, if any.

The committee is vested with necessary powers to achieve its objectives.

REMUNERATION COMMITTEE

During the financial year 2012-13 no meeting of the Remuneration Committee was held as the same was not required

SHAREHOLDERS AND INVESTORS GRIEVANCES COMMITTEE

During the financial year 2012-13 meeting of Investor Grievance Committee was held on 28/01/2013. The details of members and their attendance in meeting are as follows:

Name of Members	Category	No. of meeting held
Mr.Ajay Dalal	Director	1
Mr. Alok Mukherjee	General Manager	1

Name & Designation of the Compliance Officer: Mr. Uday Mogaveera General Manager.

The Committee reviewed grievance received from the shareholders and the action taken thereon. The status of complaints received and redressed during the period from April 1, 2012 to March 31, 2013 are as under:

Description	Number
Number of shareholders complaint received	NIL
Number of shareholders complaints redressed	NIL
Number of shareholders complaint pending	NIL

SHARE TRANSFER COMMITTEE

The Share Transfer Committee consist of Mr. Madhukar M Parase and Ms. Uday Mogaveera

As transfers are few in numbers, the meetings are held once every 10 days to facilitate prompt transfers. A Statement containing the summary of shares transferred and de-materialized between two Board Meeting dates is placed at every Board Meeting for their information.

There were no transfers pending as of March 31, 2013 exceeding the limit prescribed by the Listing Agreement.

GENERAL MEETINGS

The Company holds its Annual General Meetings in between July to September every year. The Company's Annual General Meeting for the year ended on 31st March, 2013 will be held on 30th September 2013 However, during the last three years, the Annual General Meeting was held on 31 August 2010, and 29th September, 2011 and 17th September, 2012 respectively.

INSIDER TRADING

As per SEBI (Prohibition of Insider Trading) Regulations 1992, the company has prescribed a Code of Conduct for prevention of Insider Trading and a Code of Corporate Disclosure Practice. This Code was adopted by the Board of Directors of the Company on January 27, 2003 and has been implemented by the Company.

SECRETARIAL AUDIT

As required by Circular issued by SEBI, Secretarial Audit was carried out by a practicing Company Secretary for each of the 4 quarters ending 31st March 2013 and the Audit Report for each quarter submitted to Stock Exchange, Mumbai.

DISCLOSURES

There are no materially significant transactions with related parties except under contractual obligations viz, promoters, Directors or the Management or their relatives that may have potential conflict with the interest of the Company at large.

There are no pecuniary relationships or transactions with Non executive directors of the Company except the remuneration namely sitting fees paid to them as for services rendered as Directors of the company.

The Company has adopted a Website Blower policy and has established the necessary mechanism in the line with clause 7 of Annexure ID to clause 49 of the listing Agreement with the Stock Exchange, for employees to report concerns about unethical behavior. No person has been denied access to the Audit Committee.

DISCLOSURES OF ACCOUNTING TREATMENT

In the preparation of the financial statements, the Company has followed the accounting Standard issued by the Institute of Chartered Accountants of India.

DISCLOSURE OF RISK MANAGEMENT

The Company has initiated the risk assessment and minimization procedures.

CEO/CFO CERTIFICATION

A certificate in accordance with the revised Clause 49 of the Listing Agreement issued by Mr.Parshuram V Bhuwad who is a Whole Time Director, on the Financial Statements of the Company has been placed before the Board and noted by the members of the Board.

REVIEW OF DIRECTORS' RESPONSIBILITY STATEMENT

The Board in its report has confirmed that the annual accounts for the year ended 31st March 2013 have been prepared as per applicable accounting standards and policies and that sufficient care has been taken for maintaining adequate accounting records.

MEANS OF COMMUNICATIONS

The Quarterly/half yearly/annual results together with the information relating to Book Closure/Annual General Meeting are published in free press journal/business standard and Navshakti as per the requirements of the Listing Agreements and Companies Act.

The annual Report of the Company together with the Notice and Explanatory Statement convening the Annual General Meeting are also sent to the members at their registered addresses.

The Management Discussion and Analysis Report forming part of the Annual Report is annexed.

REVIEW OF GOVERNANCE PRACTICES

We have in this report attempted to present the governance practices and principles being followed at the Company, as evolved over the years, and as best suited to the needs of our business and shareholders. Our discussion and governance practices are continually revisited, reviewed and revised to respond to the dynamic needs of our business and ensure that our standards are at par with the recognized practices of governance, so as to meet the expectations of all our stakeholders.

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

As required under clause 49 of the Listing Agreement, the certificate given by Company Secretary is as Annexure to the Directors' Report.

SHAREHOLDERS INFORMATION

DETAILS OF TWENTY EIGHTH ANNUAL GENERAL MEETING

DATE	30th September 2013
TIME	11 :00 A.M.
VENUE	21/22, Kashiram Jamnadas Building, 5 P.D. Mello Road, Ground Floor, Ghadiyal Godi, Mumbai, Maharashtra, India-400009

FINANCIAL CALENDER

Financial Year	April 2013 to March 2014
First Quarter Results	3rd /4th week of July 2013
Half Yearly and second quarter Results	3rd/4th week of October 2013
Third Quarter Result	3rd/4th week of January 2014
Audited Result for the year ended March 31,2012	May/June 2014
Book Closure period	21st September, 2013 to 28th September 2013

LISTING ON STOCK EXCHANGE

The equity share of the Company is listed at the following Stock Exchange:

The Stock Exchange Limited, Mumbai
Phiroze Jeejeebhoy Tower, Dalal Street,
Mumbai-400001.

SCRIP CODE – BSE-523221

ISIN NO. – INE737A01019

Details of share capital of the Company held in Dematerialized and Physical Form as on March 31, 2013 are as below:

	No. of Shareholders	Shares	% of Total Capital
Held in dematerialized form in CDSL	777	448683	8.60
Held in dematerialized form in NSDL	2048	4404806	84.39
Held in physical mode	5048	365793	7.01
Total	7873	5219282	100.00

Company does the share registry work in-house and has connectivity with both the depositories.

The High/Low price during each month in the last financial year is given hereunder –

Month	Highest price (RS.)	Lowest Price (Rs.)	Volume (Number of share traded)
April-12	11.94	8.43	15162
May-12	11.60	9.03	4793
June-12	10.19	7.73	4470
July-12	9.20	7.61	4679
August-12	8.65	7.16	9573
Sept-12	9.14	6.87	4434
October-12	8.52	7.20	14892
November-12	8.50	7.36	6467
December-12	8.47	6.88	10927
January-13	8.37	7.06	12818
February-13	7.90	6.54	3077
March-13	8.12	6.25	13020

Source: www.bseindia.com

INVESTOR SERVICES

All activities relating to Share Transfer, Transmissions, etc are carried out at the Registered Office of the Company. The details of the contact person are given hereunder:

Mr. Uday Mogaveera

21/22, Kashiram Jamnadas Building
 5 P.D. Mello Road, Ground Floor, Ghadiyal Godi
 Mumbai, Maharashtra, India-400009
 Tel. No. : (022) 2372 6253, Fax No. : (022) 23726256
 Email: mcsonlineinfo@yahoo.com

Timing: Monday to Friday (9.30 a.m. to 1.00 p.m. & 1.30 p.m. to 5.30 p.m.)

DISTRIBUTION OF SHAREHOLDING AS OF MARCH 31, 2013

No. of equity share held	Folio	%	Shares	%
UPTO 500	7418	94.2208	650331	12.4602
501-1000	222	2.8198	184870	3.5421
1001-2000	110	1.3972	177108	3.3933
2001-3000	37	0.4700	94138	1.8037
3001-4000	18	0.2286	62718	1.2017
4001-5000	18	0.2286	83823	1.6060
5001-10000	25	0.3175	181354	3.4747
10001-50000	16	0.2032	365879	7.0101
50001-100000	4	0.0508	330409	6.3305
100001 AND ABOVE	5	0.0635	3088652	59.1777
TOTAL	7873	100.00	5219282	100.00

CATEGORIES OF SHAREHOLDERS AS ON MARCH 31, 2013

CATEGORY			NO. OF SHARE HELD	% OF SHARE HOLDING
A		Promoter's holding		
	1	Promoter's Holding Indian Promoters Foreign Promoters	2086053 Nil	39.9682 Nil
	2	Person acting in concert Sub - Total	Nil 2086053	Nil 39.9682
B		Non promoters Holding		
	3	Institutional investor		
	a.	Mutual funds and UTI	100	0.0019
	b.	Banks, Financial institutional, Insurance companies (Central/state govt. institutions, non government Institutions Companies Central/state govt.)	400	0.0077
	c.	FIIS	NIL	NIL
		SUB TOTAL	500	0.0096
C		Others		
	a	Private corporate Bodies	1119833	21.4557
	b	Indian Public	2009265	38.4969
	c	NRI/OCB	3631	0.0696
	d	Any other		
		Sub Total	3132729	60.0222
		GRAND TOTAL	5219282	100

THE DETAILS OF ENTITIES/PERSONS HODING MORE THAN 1% OF THE SHARES OF THE COMPANY UNDER EACH HEAD AS ON MARCH 31,2013

S.No.	NO. OF HOLDER	No. Shares	% of Total Capital
A	Promoter's holding		
	1 Mr. Saurabh Rateria	830301	15.9083
	2 Ms. Sneha Rateria	800000	15.3278
	3 Mr. Saurabh Rateria	453252	8.6842
	4 Mrs. Saroj Rateria	2500	0.0479
	Sub - Total	2086053	39.9682
B	Non promoters Holding		
	Institutional investor		
	-UTI –Unit Trust of India	--	--
	-UTI – Unit scheme for charitable and Religious societies	--	--
	Registered societies, Banks	--	--

S.No.	NO. OF HOLDER	No. Shares	% of Total Capital
C	Others		
	Private corporate Bodies		
	1) S.K. Info solution pvt. Ltd.	700000	13.4118
	2) Gagan Merchants pvt. ltd	305099	5.8456
	Indian Public		
	1) Bhavesh Dhireshbhai shah	74403	1.4255
	2) Shaunak Jagdish shah	99837	1.9128
	3) Balram Bharwani	73400	1.4063
	4) Jagdish Amratlal shah	82769	1.5858
	Sub Total	1335508	25.5878

Name of Depositories for dematerialization of equity shares (ISIN-INE737A01019)
National Securities Depository Limited (NSDL) Central Depository Service (India) Limited (CDSL)

For and on behalf of the Board of Directors

Ajay Dalal
Director

Madhukar M Parase
Director

Parshuram V Bhuwad
Wholetime Director

Place : Mumbai
Date : 30th May, 2013

Declaration by whole time Director (CEO) under clause 49 of the Listing Agreement

To
The Members of MCS LTD

I, Parshuram V Bhuwad, whole time Director of MCS LIMITED declare that to the best of my knowledge and belief, all the members of the Board and Senior Management Personnel of the Company have affirmed their respective Compliance with the applicable code of Conduct for the year ended 31st March, 2013

For and on behalf of the Board of Directors

Parshuram V Bhuwad
Whole time Director

Place: Mumbai
Date: 30th May, 2013

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To,

MCS LIMITED,

We have examined the compliance of conditions of Corporate Governance by MCS LIMITED for the year ended on March 31, 2013, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchange.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedure and implementation thereof adopted by the Company for ensuring compliance with the conditions of the corporate governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial of the Company.

In our opinion and to the best of our information and according to the explanation given to us, and based on the representation made by the Directors and the Management. We certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the above mentioned Listing Agreement.

As required by the Guidance Note issued by the Instituted of Chartered Accountants of India we have to state that no investor grievance were pending for a period of one month against the Company as per the records maintained by the Shareholders/Investor's grievances committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

HIREN VYAS

Place: New Delhi
Date: 30th May, 2013

Company Secretary
Membership No. ACS 27779

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF
MCS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of MCS Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the Accounting Standards referred to in Sub-Section (3C) of Section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Basis of Qualification

1. As discussed in Note 13(i to iv) of schedule to financial statements, investments of ₹2589.44lacs and advances of ₹233.81 lacs made in the foreign company, could not be fully verified in the absence of adequate information and related documents made available to us. Consequently, the requisite disclosure and provision for diminution in the value of investments and advances have not been made. Pending availability of information and related documents and confirmation, we are unable to opine on the recoverability/ adjustment of these amounts and thus its consequent impact on the company's net worth. This had also caused us to qualify our audit opinion on the financial statements relating to preceding year.
2. No provision of interest on unsecured loans has been made, as the management claims no interest is payable thereon. In the absence of adequate information and related documents, interest provision, if any, could not be assessed and provided for and consequent impact on financial statements could not be determined.
3. Building & Electrical fittings and Equipment having carrying value of ₹15.69 lacs on the land not belonging to the company is doubtful of recovery in views of the Land in question, was mortgaged to banks, and taken in possession by these banks in term of securitization and Reconstruction of financial assets and Enforcement of security Interest Act, 2002 for which no provision has been made. Had the provision be-

ing made, the loss for the year would have been higher by ₹15.69 lacs and fixed assets would have lower by the same amount.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, subject to the effect of the provision that would have been required had the information and related documents referred to in paragraph 1, 2 & 3 been made available, the financial statements give the information required by the Act in the manner so required give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of Balance Sheet, of the state of affairs of the company as at 31st March, 2013
- b) In the case of the Profit & Loss Account, of the loss for the year ended on that date.
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended as that date.

Emphasis of Matter

Without qualifying our opinion, going concern status of the company is significantly dependent on (a) its ability to meet financial obligations under the corporate guarantee of ₹2565.50lacs given in the favour of bank on behalf of computech international Ltd., a company in which promoters have substantial interest, (b) realization of investment of ₹2589.44lacs made in the foreign company (c) realization of advance of ₹233.81lacs to a foreign company and (d) repayment of unsecured loan of ₹970.15lacs and interest thereon.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit except as referred to in point no.1 of the annexure to this report;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) the Balance Sheet, and Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account
 - d) in our opinion, the Balance Sheet, and Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
 - e) on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For Amod Agrawal & Associates
Firm Registration No. 005780N
Chartered Accountants

Place : New Delhi
Date : 30-05-2013

Virendra Kumar
Partner
M.No. 085380

ANNEXURE TO THE AUDITOR'S REPORT

The Annexure referred to in paragraph 1 of the Our Report of even date to the members of MCS Limited on the accounts of the company for the year ended 31st March, 2013.

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

- I.
 - (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets except for furniture & fixtures and electrical fitting and intangible assets. In respect of furniture & fixtures and electrical fitting and intangible assets quantitative detail are not mentioned. No identification mark are placed on fixed assets.
 - (b) The company has designed a programme for physical verification of assets to cover all the items over a period of three years which in our opinion is reasonable having regard to the size of the company and nature of its assets. As informed no physical verification was carried out during the year.
 - (c) There was no substantial disposal of fixed assets during the year.
- II. The Company does not carry any stock of raw material, spare parts, finished goods, stores maintenance and components. As per the practice consistently followed by the company purchases of stationary and spare parts are charged to the revenue directly and no stock is carrying by the company. In view of the above no comments are offered on (i) procedure of physical verification (ii) discrepancies on physical verification if any.
- III.
 - (a) According to the information and explanations given to us, the Company has during the year not granted any loan, secured or unsecured to companies, firms or other parties listed in the Register maintained under section 301 of the Companies Act 1956. Accordingly paragraphs 4(iii)(a), (b), (c) and (d) of the order, are not applicable.
 - (b) According to the information and explanations given to us, the company has not taken any unsecured or secured advances from companies, firms or other parties listed in the Register maintained under section 301 of the Companies Act 1956. Accordingly paragraphs 4(iii)(e), (f) and (g) of the order, are not applicable.
- IV. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and nature of its business with regard to the sale of services. During the course of our audit, no major weakness has been noticed in the internal controls. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal control system of the company.
- V.
 - (a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
 - (b) In our opinion and according to the information and explanations given to us the Company has not made any transaction in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupees five lacs in respect of any party during the year.

- VI. The Company has not accepted any deposits from the public
- VII. The Company has no internal audit system during the year.
- VIII. In our opinion and according to the information & explanation given to us maintenance of cost records has not been prescribed by the Central Government under clause (d) of subsection (I) of section 209 of the Act.
- IX. (a) According to the records of the Company and information and explanations given to us, the Company is regular in depositing undisputed statutory dues as applicable to the Company including Provident Fund, Investor Education and Protection Funds, Employee's State Insurance, Income-Tax, Sales-Tax, Wealth-Tax, Custom duty, Excise Duty, Cess, Service tax and other material statutory dues with the appropriate authorities during the year.
- (b) According to the information & explanation given to us, no undisputed amounts payable in respect of Provident fund, Investor Education and Protection Funds, Employee's State Insurance, Income-Tax, Wealth-Tax, Sales-Tax, Customs Duty, and Cess, Service tax and other undisputed statutory dues were in arrears, as at 31st March, 2013 for a period of more than six months from the date they became payable.
- (c) According to the records of the Company and information and explanation given to us, there are no dues outstanding in respect of Sales Tax, Custom Duty, Wealth Tax, Excise Duty Cess and Service tax which have not been deposited on account of any dispute.
- X. The Company has no accumulated losses at the end of the financial year. It has not incurred Cash losses in the current year, however it has incurred cash losses in the immediately preceding financial year. The accumulated losses at the end of the financial year will not be less than 50% of its net worth, had the provision for diminution in the value of investment to the tune of ₹25,89,44,435/- and provision for doubtful advance of ₹2,33,81,438/- been made in the financial statements.
- XI. Based on our audit procedures and on the basis of information and explanations given by the management, the Company has not defaulted in the repayment of dues to financial institutions & banks.
- XII. In our opinion and according to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- XIII. In our opinion and according to the information and explanations given to us, the nature of activities of the Company does not attract any special statute applicable to chit fund and nidhi/mutual benefit fund/societies.
- XIV. We have been informed that the company is not dealing or trading in shares, securities, debentures and other investments. However, in respect of securities acquired during the normal course of the business the company has maintained proper record for transactions and contracts and as per the information provided timely entries have been made therein. The securities have been held by the company in its own name.
- XV. In the absence of requisite information made available to us, the terms & conditions of the guarantee given by the company in earlier years for the loans taken by the other company mentioned in the register maintained under section 301 of the company Act, 1956 of ₹2565.00 lacs, detailed examination could not be made with regards to its justification, therefore no comments are offered.

- XVI. According to the information and explanations given to us and bases on the audit procedure applied by us, the term loan taken by the company during the year has been applied for the purpose for which the loan was obtained.
- XVII. According to the records examined by us and according to the information and explanations given to us, on overall examination of the balance sheet of the Company, we report that prima facie no funds raised on short term basis have been used for long-term investment.
- XVIII. The Company has not made any preferential allotment of shares to parties and companies covered under register maintained under Section 301 of the Companies Act, 1956.
- XIX. According to the information and explanation given to us and the records examined by us, the Company has not issued debentures.
- XX. The Company has not raised money by any public issues during the year and hence the question of disclosure and verification of end use of such money does not arise.
- XXI. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the year.

For AMOD AGRAWAL & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN NO. 005780N

Date: 30-05-2013
Place : New Delhi

VIRENDER KUMAR
(Partner)
M No. 85350

BALANCE SHEET AS AT 31.03.2013

MCS LIMITED
(Rs. in Lakh)

Particulars	Note	AS At 31.03.2013 (Audited)	As At 31.03.2012 (Audited)
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share capital	3	522.04	522.04
Reserves and surplus	4	1,667.58	1,679.94
NON-CURRENT LIABILITIES			
Long Term Borrowings	5	1.04	7.52
Deferred tax liabilities (net)	6	-	3.22
Long-term provisions	7	14.95	14.71
CURRENT LIABILITIES			
Short Term Borrowings	8	939.15	970.15
Trade payables	9	31.62	22.17
Other current liabilities	10	102.60	107.98
Short-term provisions	11	5.78	7.26
		3,284.76	3,334.99
ASSETS			
NON-CURRENT ASSETS			
Fixed assets			
Tangible assets	12	134.45	173.81
Intangible assets	12	-	-
Non Current Investment	13	2,593.00	2,593.30
Deferred tax assets (net)	6	2.62	-
Long-term loans and advances	14	233.81	233.81
Other non-current assets	15	39.51	44.51
CURRENT ASSETS			
Current investments	13	14.16	16.97
Trade receivables	16	131.85	152.86
Cash and Bank Balances	17	18.85	15.53
Short-term loans and advances	18	114.02	101.19
Other current assets	19	2.48	3.00
		3,284.76	3,334.99

**SIGNIFICANT ACCOUNTING POLICIES
AND NOTES ON ACCOUNTS**
2
**AS PER OUR REPORT OF EVEN DATE
For AMOD AGRAWAL & ASSOCIATES
Chartered Accountants
FRN - 005780N**
FOR : MCS LIMITED

(Virendra Kumar)
M.No : 85380
Partner

(Hiren Vyas)
Company Secretary

(Ajay Dalal)
Director

(Parshuram V Bhuwad)
Whole time Director

Place: NEW DELHI
Dated : 30/05/2013

(Madhukar M Parase)
Director

PROFIT AND LOSS A/C FOR THE YEAR ENDED 31.03.2013

MCS LIMITED

(Rs. in Lakh)

Statement of Profit and Loss	Note	For the Year Ended (Audited) 31-Mar-13	For the Year Ended (Audited) 31-Mar-12
Revenue from operations			
Gross Receipts from Professional Services		593.05	581.21
Less : Service Tax		62.87	50.72
Net Receipts from Professional Services		530.18	530.49
Other income	20	3.92	7.14
Total Revenue		534.10	537.63
Expenses			
Operating Expenses	21	175.73	219.89
Employee Benefit Expenses	22	148.09	164.47
Financial Cost	23	1.56	1.86
Depreciation and Amortisation Expense	12	41.90	125.44
Other Expenses	24	165.55	164.84
Total expenses		532.82	676.51
Profit before exceptional and extraordinary items and tax		1.27	(138.88)
Extraordinary Items		-	-
Profit/(Loss) Before Tax		1.27	(138.88)
Tax expense:			
Current tax		0.80	0.00
Current tax for earlier year		18.67	2.98
Deferred tax		(5.84)	(40.16)
Profit for the Year		(12.36)	(101.70)
EARNINGS PER EQUITY SHARE (Before exceptional items)			
Equity shares of par value ₹10 /- each			
Basic		(0.24)	(1.95)
Diluted		(0.24)	(1.95)
EARNINGS PER EQUITY SHARE (After exceptional items)			
Basic		(0.24)	(1.95)
Diluted		(0.24)	(1.95)
Number of shares used in computing earnings per share			
Basic		5,219,282	5,219,282
Diluted		5,219,282	5,219,282

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS 2

AS PER OUR REPORT OF EVEN DATE
For AMOD AGRAWAL & ASSOCIATES
Chartered Accountants
FRN - 005780N

FOR : MCS LIMITED

(Virendra Kumar)
M.No : 85380
Partner

(Hiren Vyas)
Company Secretary

(Ajay Dalal)
Director

(Parshuram V Bhuwad)
Whole time Director

Place: NEW DELHI
Dated : 30/05/2013

(Madhukar M Parase)
Director

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

3. SHARE CAPITAL

(Rs. in Lakh)

Particulars	As at March 31, 2013	As at March 31, 2012
Authorized Shares* 1,02,50,000 Equity shares of ₹10/-each	1,025.00 1,025.00	1,025.00 1,025.00
Issued, Subscribed Shares 52,23,697 (Previous Year 52,23,697) Equity shares of ₹10/- each	522.37	522.37
Fully Paid Up Shares 52,19,282 (Previous year 52,19,282) Equity shares of ₹0/- each fully paid Add : Forfeited Shares (4,415 (previous year 4,415) shares @ ₹ 2.50 paid up	521.93 0.11	521.93 0.11
	522.04	522.04

* The Authorized share capital of the Company as per books of accounts is ₹1025 lacs , however, as per the records of the Registrar of the Companies, Maharashtra, same is appearing as ₹525 lacs. The difference in amount needs to be determined and corrected.

A) Reconciliation of the number of Equity shares outstanding

Particulars	As at March 31, 2013	As at March 31, 2012
Number of shares at the beginning	5,223,697	5,223,697
Add: Shares issued during the year	-	-
Number of shares at the end	5,223,697	5,223,697

B) Terms / Rights attached to Equity Shares

The company has only one class of equity share having a par value of ₹10 per share. Each equity shareholder is entitled for one vote per share. The company declares and pays dividend in Indian rupees. The dividend proposed by the board of directors is subject to the approval of shareholders in the ensuing annual general meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. This distribution will be in proportion to the number of equity shares held by the shareholder.

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

C) Detail of Shareholders holding more than 5% shares in the Company

		31-Mar-13			31-Mar-12
		No. of Shares	% Holding in class	No. of Shares	% Holding in class
Saurabh Rateria	Promoter	1283553	24.59	1283553	24.59
Sneha Rateria	Promoter	800000	15.33	800000	15.33
S.K. Infosolutions Pvt Ltd.	Corporate body	700000	13.41	700000	13.41
Gagan Merchants Pvt. Ltd.	Corporate body	305099	5.85	305099	5.85

4. RESERVES AND SURPLUS

(₹ in Lakh)

Particulars		As at March 31, 2013	As at March 31, 2012
Capital reserve - Opening balance		398.00	398.00
Add: Transferred from Profit and Loss account		398.00	398.00
Securities premium reserve - Opening balance		294.15	294.15
		294.15	294.15
General reserve - Opening balance		358.82	358.82
Add: Transferred from Profit and Loss account		-	-
		358.82	358.82
Surplus/(Deficit)in the Statement of Profit & Loss- Opening Balance		628.97	730.68
Add: Net profit/(loss) after tax transferred from Statement of Profit and Loss		-12.36	-101.70
Amount available for appropriation		616.62	628.97
Appropriations:		-	-
Balance in profit and loss account		616.62	628.97
TOTAL		1667.58	1679.94

5. LONG TERM BORROWINGS

(₹ in Lakh)

Particulars		As at March 31, 2013	As at March 31, 2012
Vehicle Loan		1.04	7.52
		1.04	7.52

- i. Vehicle loan from Scheduled Bank is Secured by way of Hypothecation of the respective vehicles.
- ii. The Vehicle loan from Bank bear Interest Rate @ 11-13 % and repayable in 36-60 months.
- iii. Vehicle loan Installments falling due within next 12 months ₹ 6.49 lacs (Previous year ₹ 6.82 lacs)

6. DEFERRED TAXES

(₹ in Lakh)

Particulars		As at March 31, 2013	As at March 31, 2012
Deferred liabilities			
Timing difference on account of depreciation (Difference as per books & as per Income Tax Act)		41.31	58.54
Total		41.31	58.54
Deferred Assets			
On account of Disallowance u/s 43B		19.91	21.36
Provisions		29.87	26.77
Total		49.79	48.13
Net deferred Liabilities/(Assets)		(8.48)	10.41
Net deferred Tax Liabilities/(Assets)		-2.62	3.22
Net deferred Tax Liabilities/(Assets) for the year		-5.84	-40.15

7. LONG TERM PROVISIONS

(₹ in Lakh)

Particulars		As at March 31, 2013	As at March 31, 2012
Provision for Gratuity		14.95	14.71
		14.95	14.71

8. SHORT TERM BORROWINGS

(₹ in Lakh)

Particulars		As at March 31, 2013	As at March 31, 2012
Unsecured Loans from Body Corporate*		939.15	970.15
TOTAL		939.15	970.15

In the absence of any agreement, unsecured loans from body corporates is considered as payable on demand and thus shown as short term borrowings. No provision for interest is made in the books of accounts, as the management claims no interest is payable thereon. The company is in default in repayment of principal amount of ₹ 939.15 lacs (previous year ₹ 970.15 lacs) and interest thereon, if any. The balances outstanding are subject to confirmation.

9. TRADE PAYABLES

(₹ in Lakh)

Particulars		As at March 31, 2013	As at March 31, 2012
Total outstanding dues of other than Micro & Small Enterprises		31.62	22.17
TOTAL		31.62	22.17

10. OTHER CURRENT LIABILITIES

(₹ in Lakh)

Particulars		As at March 31, 2013	As at March 31, 2012
Unpaid Dividend (1)		2.99	2.99
Employee Benefit Payable		4.75	5.57
Expenses Payable		6.70	7.46
Govt. Dues i.e. TDS, PF, ESIC		1.38	2.40
Other Payables		69.24	069.17
Advance from Customers		11.04	13.58
Current Maturities of Vehicle Loan (Secured)		6.49	6.81
TOTAL		102.60	107.98

(1) to be transferred to Investor Protection fund as and when due

11. SHORT TERM PROVISIONS

(₹ in Lakh)

Particulars		As at March 31, 2013	As at March 31, 2012
Provision for Leave Encashment		2.16	2.62
Provision for Gratuity		2.80	4.02
Provision for Wealth Tax(net of paid)		0.82	0.62
TOTAL		5.78	7.26

**NOTE 12
FIXED ASSETS**

(₹ in Lakh)

PARTICULARS	COST AS AT 01.04.2012		ADDITION DURING THE YEAR		SALES/ADJUSTMENT		COST AS AT 31.3.2013		TOTAL UPTO 31.03.2012		ADJUSTMENT/WRITTEN BACK		FOR THE PERIOD ENDED 31.3.2013		TOTAL UPTO 31.3.2013		AS AT 31.3.2012		AS AT 31.03.2012		
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	
BUILDINGS *	132.34	-	-	-	-	-	132.34	92.58	-	-	9.14	-	101.73	30.62	101.73	39.76					
COMPUTER EQUIPMENTS	276.72	2.37	-	-	-	279.09	264.65	-	-	12.27	-	276.92	2.16	276.92	12.07						
FURNITURE & FIXTURE	44.39	-	-	-	-	44.39	27.35	-	-	2.60	-	29.96	14.44	29.96	17.04						
OFFICE EQUIPMENTS	13.54	0.17	-	-	-	13.70	7.90	-	-	0.65	-	8.55	5.15	8.55	5.63						
AIRCQUISITION EQUIPMENTS	24.06	-	-	-	-	24.06	9.57	-	-	1.14	-	10.71	13.35	10.71	14.49						
VEHICLES	153.02	-	-	-	-	153.02	80.76	-	-	14.53	-	95.29	57.73	95.29	72.27						
ELECTRICAL EQUIPMENTS*	24.93	-	-	-	-	24.93	12.38	-	-	1.55	-	13.92	11.01	13.92	12.55						
SUB TOTAL	669.00	2.54	-	-	-	671.54	495.19	-	-	41.90	-	537.08	134.45	537.08	173.81						
INTANGIBLE ASSETS																					
SOFTWARES	432.16	-	-	-	-	432.16	432.16	-	-	-	-	432.16	-	432.16	-						
SUB TOTAL	432.16	-	-	-	-	432.16	432.16	-	-	-	-	432.16	-	432.16	-						
GRAND TOTAL	1,101.16	2.54	-	-	-	1,103.70	927.35	-	-	41.90	-	969.25	134.45	969.25	173.81						
PREVIOUS YEAR	1,152.28	18.66	69.79	-	-	1,101.16	838.90	36.99	125.44	927.35	173.81	313.39									

NOTES :

* Buildings includes :

i) The Building includes Rs.79.19 lacs (Net block as at 31/03/2013 Rs 14.52 lacs and as at 31/03/2012 Rs 22.44 lacs) being the cost of building constructed on a land not belonging to the Company, The Land in question, was mortgaged to banks, and taken in possession by these banks in terms of Securitisation and Reconstruction of Financial assets and Enforcement of Security Interest Act, 2002. The future of these assets is uncertain.

** Electrical Equipments includes :

i) The Electrical equipments includes Rs.6.94 lacs (Net block as at 31/03/2013 Rs 1.17 lacs and as at 31/03/2012 Rs 1.87 lacs) fittings on buildings constructed on a land not belonging to the Company, The Land in question, was mortgaged to banks, and taken in possession by these banks in terms of Securitisation and Reconstruction of Financial assets and Enforcement of Security Interest Act, 2002. The future of these assets is uncertain.

13. INVESTMENTS

(₹ in Lakh)

Particulars	As at March 31, 2013	As at March 31, 2012
Short Term Investment (At Cost) *		
A. Other than Trade - Quoted		
Equity Shares		
1074 (Previous year 1242) shares of ₹ 10 each fully paid up in Allahabad Bank	1.30	2.46
NIL (Previous year 40) shares of ₹ 2 each fully paid up in DLF Limited	-	0.08
150 (Previous year 169) shares of ₹ 10 each fully paid up in GAIL India Limited	0.55	0.63
150 (Previous year 150) shares of ₹ 10 each fully paid up in Maruti Suzuki India Limited	1.75	1.80
2376 (Previous year 2032) shares of ₹ 10 each fully paid up in ONGC Limited	6.63	5.64
100 (Previous year 2410) shares of ₹ 10 each fully paid up in PTC India Limited	0.06	1.47
NIL (Previous year 900) shares of ₹ 10 each fully paid up in Steel Authority of India Limited	-	1.36
1400 (Previous year 1400) shares of ₹ 10 each fully paid up in Oriental Bank of Commerce	3.53	3.53
155 (Previous year Nil) shares of ₹ 10 each fully paid up in Punjab National Bank	0.34	-
TOTAL (A)	14.16	16.97
Long Term Investment (At Cost)		
B. Other than Trade - Unquoted		
Units of Mutual Fund		
27 (Previous year 33) units of ICICI Prudential Mutual Fund of ₹ 5000 each fully paid up	1.56	1.86
Fixed Deposits		
Fixed Deposits Sardar Sarovar Nigam Limited	2.00	2.00
In Foreign Company*		
41,00,000 (previous share 41,00,000) share of ₹ 12.63 each fully paid up in Ferro Alloys CJSC	2589.44	2589.44
TOTAL (B)	2593.00	2593.30
GRAND TOTAL (A+B)	2607.16	2610.27

* Investment in quoted equity shares is held towards settlement of investors claims, hence treated as Short Term Investment.

Aggregated Market value of Company's quoted Investments (Market Value ₹ 17.53 lacs (P.Y. - ₹ 16.33). No Provision has been made for diminishing in value of quoted investments, as the amount is insignificant and diminishing in value is of temporary in nature.

* Ferro Alloys CJSC incorporated in Kyrgyz Republic. Face value of each share is converted in equivalent rupees. Shares are allotted @ 50 soms each including premium of 40 som

- i) The company has taken the approval of its members in Extra Ordinary General Meeting held on 14/03/2008, for investments up to ₹ 100 Cr. (Rupees hundred crores only) in one or more tranches, by way of Equity Capital/making loans to/providing security by way of loans to be granted to, new company (ies) to be incorporated as subsidiary (ies) of this company in a foreign country. The said approval was modified in the AGM held on 30/09/2009 by authorizing the company to invest in the company (ies) other than subsidiary also. The members also ratified the action of Board of Directors for sums advanced to M/s Ferro Alloys LLC, Kyrgyzstan, a foreign company, which is not a subsidiary of this company and also authorized to give further sums by way of loans, provide security for the loans to M/s Ferro Alloys CJSC Kyrgyzstan, within the aggregate limit of ₹ 100 crores.
- ii) The company has so far invested sums aggregating to ₹ 28,23,25,873/-. Out of which, shares for ₹ 2589.44 lacs , equivalent to USD 5613363 has been allotted to company. The balance amount of ₹ 233.81 lacs is shown as advance to M/s Ferro Alloys C JSC, Kyrgyzstan.
- iii) That M/s Ferro Alloys CJSC Kyrgyzstan on 26/11/2009 allotted 4100000 equity shares of 10 Soms each at a premium of 40 Soms amounting to 205000000 Soms equivalent to 5613363 USD (Conversion rate 1 USD = 36.52 Soms as on date of allotment) to the company.
- iv) Due to Political instability and disturbances prevailing in that country, the requisite information could not gathered from M/s Ferro Alloys CJSC Kyrgyzstan. In the absence of requisite informations (a) it could not be determined whether that company becomes subsidiary of MCS Ltd or not, (b) present value of Investment could not be determined and provisions if any, for diminishing in value of Investments could not be made in the books of accounts. Thus the disclosures, if applicable, in terms of AS-21 and AS-13 could not be made.

14. LONG TERM LOANS & ADVANCES

(₹ in Lakh)

Particulars		As at March 31, 2013	As at March 31, 2012
Advance for Kygstan Project (Refer Schedule 13)		233.81	233.81
TOTAL		233.81	233.81

15. OTHER NON CURRENT ASSETS

(₹ in Lakh)

Particulars		As at March 31, 2013	As at March 31, 2012
Deposit with Banks		4.54	8.19
Advances to body corporate		20.32	20.92
Accrued Interest		0.67	0.63
Security Deposits (Pledged against Bank Gurantee)		13.98	14.77
TOTAL		39.51	44.51

16. TRADE RECEIVABLES

(₹ in Lakh)

Particulars		As at March 31, 2013	As at March 31, 2012
Receivables outstanding for a period exceeding six months from the date they are due from payment			
Unsecured			
Considered good		66.66	68.64
Provision for Doubtful debts		29.87	26.77
TOTAL (A)		36.78	41.87
Other Receivables			
Unsecured			
Considered good		95.07	110.99
TOTAL (B)		95.07	110.99
TOTAL		131.85	152.86

17. CASH & BANK BALANCES

(₹ in Lakh)

Particulars		As at March 31, 2013	As at March 31, 2012
Cash on Hand		1.42	1.18
Balance with bank :			
In Current A/c		12.53	11.45
In Unpaid Dividend A/c *		2.90	2.90
TOTAL (A)		16.85	15.53
Deposit with Maturity more than 3 month but less than 12 months		2.00	-
Deposit with Maturity more than 12 months		4.54	8.19
		4.54	8.19
Less : Amount Disclosed under Non Current Assets		4.54	8.19
TOTAL (B)		2.00	-
TOTAL		18.85	15.53

* ₹ 0.09 lacs on account of Bank Charges debited by Bank has not been replenished by the Company.

These balances are not available for the use by the company as they represents corresponding unpaid dividend liabilities.

18. SHORT-TERM LOANS AND ADVANCES

(₹ in Lakh)

Particulars		As at March 31, 2013	As at March 31, 2012
Unsecured, considered good			
Advance to Suppliers		0.30	0.35
Advance income taxes/Tax deducted at source (Net of provision of Income tax)		106.64	87.23
Loans and advances to employees		3.55	6.00
Other Advances		0.50	-
Service Tax Receivable (net of Payable)		3.02	7.61
TOTAL		114.02	101.19

19. OTHER CURRENT ASSETS

(₹ in Lakh)

Particulars		As at March 31, 2013	As at March 31, 2012
Balance with Post Office		-	0.27
Prepaid Expenses		2.48	2.74
TOTAL		2.48	3.00

20. OTHER INCOME

(₹ in Lakh)

Particulars		As at March 31, 2013	As at March 31, 2012
Interest - Income Tax Refund		1.79	1.97
Interest received from banks		1.71	3.31
Dividend		0.38	0.73
Miscellaneous Income		0.04	1.12
TOTAL		3.92	7.14

21. OPERATING EXPENSES

(₹ in Lakh)

Particulars		As at March 31, 2013	As at March 31, 2012
Claim paid		100.04	138.81
Processing & Data Entry Charges		5.23	4.81
Courier and Forwarding		4.97	3.18
Postage & Stamp Duty		16.63	19.46
Emailing Charges		17.85	12.33
Stationery & Printing		11.93	18.16
Computer Consumables & Maintenance		2.82	3.67
Electricity, water & fuel		10.56	11.00
Others		5.69	8.48
TOTAL		175.73	219.89

22. EMPLOYEE BENEFIT EXPENSES

(₹ in Lakh)

Particulars		As at March 31, 2013	As at March 31, 2012
Salary & Allowances		138.24	153.02
Contribution to Provident and other funds		8.26	8.54
Staff Welfare		3.04	2.91
Provision for Gratuity written back		(0.98)	-
Provision for Leave written back		(0.46)	-
TOTAL		148.09	164.47

23. FINANCE COST

(₹ in Lakh)

Particulars		As at March 31, 2013	As at March 31, 2012
Interest Other		0.18	0.32
Interest on Vehicle loan		1.38	1.54
TOTAL		1.56	1.86

24. OTHER EXPENSES

(₹ in Lakh)

Particulars	As at March 31, 2013	As at March 31, 2012
Office Rent	20.52	21.38
Rates & Taxes(including Wealth Tax ₹0.20 lacs,p.y ₹0.28 lacs)	8.60	1.29
Prior Period Adjustments	2.09	(4.71)
Travelling Expenses	7.96	18.09
Legal & Professional Charges	31.64	29.43
Security & Services Expenses	-	0.04
Telephone , Telex & Fax	9.32	9.44
Repairs & Maintenance Building	0.94	2.54
Repairs & Maintenance Others	4.71	3.52
Auditor's Remuneration(Net of Service Tax)		
As Statutory Audit	2.50	4.25
As Tax Audit	-	0.75
In Other Capacity- Tax Matter	0.50	1.25
Advertisement	0.69	0.55
Insurance Expenses	1.19	1.11
Vehicle Running Expenses	13.36	16.80
Advance / Bad Debts W/off (Net)	30.12	30.20
Business Promotion	-	0.01
Fees & Renewals	8.82	6.09
General Office Expenses	13.09	7.92
Conveyance Expenses	4.63	4.19
Director Sitting Fees	-	0.58
Provision for Doubtful Debts / (Provision written back)	3.10	(12.37)
Loss on sale of Investment	1.51	0.07
Bank Charges	0.25	0.71
Loss on Sale of Assets	-	21.72
TOTAL	165.55	164.84

NOTES TO ACCOUNTS

1 **Nature of Operation**

The MCS Limited, hereafter referred to as a Company, is engaged in Registrar and Share Transfer agent activities.

2 **Significant Accounting Policies**

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual and prudent basis.

These financial statements have been prepared to comply, in all material aspects, with the applicable accounting standards notified under Section 211 (3C) {Companies (Accounting Standard) Rules, 2006 as amended} and the other relevant provisions of the Companies Act, 1956.

All assets and liabilities have been classified as current or non-current as per Company's normal operating cycle and other criteria set out in the Revised Schedule VI to the Companies Act, 1956.

i) **Use of Estimates**

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgements, estimates and assumptions that effect the reported amount of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimate could result in outcomes requiring a material adjustments to the carrying amount of assets or liabilities in the future period.

ii) **Depreciation**

Depreciation, on assets other than leased assets is provided on straight line method, on prorata basis, in accordance with the Schedule XIV of the Companies Act, 1956. In respect of additions to the assets other than leased assets during the year where the cost of each asset does not exceed Rs.5,000/-, are written off 100%. Improvement on Leased assets and the assets created on leasehold land are written off over the primary period of lease. Intangible assets (Goodwill and software) are accounted at their cost of acquisition and amortized over their estimated economic life not exceeding 10 years.

iii) **Fixed Assets**

Fixed assets are stated at cost less accumulated depreciation. Cost is inclusive of freight, duties, levies and any directly attributable cost of bringing the assets to their working condition for intended use. All costs relating to up-gradations/ enhancements are generally charged off as revenue expenditure unless they bring significant benefits of lasting nature.

iv) **Impairment of Fixed Assets**

Consideration is given at each balance sheet date to determine whether there is any indication of impairment of the carrying amount of the Company's fixed assets. If any indication exists, asset's recoverable amount is estimated. An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount of assets is the value in use. In assessing the value in use, the estimated future cash flows are discounted to their present value based on an appropriate discount factor.

Reversal of impairment losses recognized in prior years is recorded when there is an indication that the impairment losses recognized for the asset no longer exist or have decreased. However, the increase in carrying amount of an asset due to reversal of an impairment loss is recognized to the extent it does not exceed the carrying amount that would have been determined (net of depreciation) had no impairment loss been recognized for the asset in prior years.

v) **Borrowing Costs**

The borrowing cost in respect of loans taken by the Company for augmenting its resources for carrying out its regular business activity and capital expenditure, is charged to the revenue as expense in the period in which they are incurred as the assets acquired does not take a substantial period of time to get ready for its intended use.

vi) **Provision for Tax**

Current tax is determined as the amount of tax payable in respect of estimated taxable income for the year and in accordance with the provisions of Income Tax Act, 1961. Deferred tax is recognized using the enacted tax rates and laws as on the Balance Sheet date, subject to the consideration of prudence in respect of deferred tax assets, on all timing differences, between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

vii) **Income Recognition:**

The Income from operational activities (net of rebate and discounts) are accounted for on accrual basis.

Income in respect of other heads of Income such as dividend, interest etc. is accounted for on accrual basis. In cases where there is uncertainty of collections, the income is accounted on receipt basis.

viii) **Investments**

Investments are stated at lower of cost or realizable value in accordance with applicable accounting standards.

ix) **Foreign Currency Transactions**

Foreign Currency Transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of transaction.

x) **Retirement and Other Employee Benefits**

Gratuity liability is defined benefit obligation and is so provided for on the basis of an actuarial valuation on the projected unit credit method made at the end of each financial year.

Retirement benefits in the form of Provident Fund is a defined contribution scheme and the contributions are charged to the Statement of Profit & Loss Account of the year when the contributions to the fund are due. There are no other obligations other than the contribution payable to the respective authorities.

Short term/ Long term compensated absences are provided for, based on actuarial valuation carried by an actuary as at the end of the year.

Actuarial gains/ losses are immediately taken to Statement of Profit and Loss account and are not deferred.

xi) **Earning Per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable of equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

xii) **Impairment of Assets**

As stipulated in accounting standard –28 on Impairment of Assets issued by the Institute of Chartered Accountants of India, the Company assessed potential generation of economic benefits from its business units and is of the view that assets employed in continuing business are capable of generating adequate returns over their useful lives in the usual course of business, there is no indication to the contrary and accordingly the management is of the view that no impairment provision is called for in these accounts.

xiii) Claims are accounted for at the time of settlement.

25 **Contingent Liabilities not provided for:**

In respect of losses on account of fraud, no provision has been made as the matter is under investigation. In the absence of adequate information and pending completion of investigations likely liability of loss could not be ascertained. However, the investors' claims to the extent admitted by the Company are accounted for in the year of settlement.

In respect of Civil Suits filed against the Company, no provision has been made as the case is pending in the courts of law. The liability of the Company could not be ascertained.

Due to certain discrepancies in some public issues handled by the company rectification of the errors is in process and consequent liability, if any, and its effect on profitability is not ascertainable. The same is accounted for in the year of settlement.

In respect of Bank Guarantees executed Rs 6.40 lacs (Previous year Rs.5.55 lacs).

The Company has given a Corporate Guarantee of Rs.2565.50 lacs (Rupees Twenty Five Crore Sixty Five Lacs Fifty Thousand Only) jointly in favour of Punjab National Bank and Dena Bank on behalf of Computech International Ltd., a Company in which promoters have substantial interest (Previous Year Rs.2565.50 lacs).

26 Segment reporting, as defined in Accounting Standard 17, is not applicable as the Company is engaged in one business of Register & Share Transfer Agents only. Also Geographical segments is not applicable as the company operates only within India where risk & returns are not considered to be different area wise/locatiowise.

27 **Employee Benefit**

The following table sets out the status of the gratuity scheme plan as at 31st March, 2013.

i. Changes in Present Value of Obligations during the period 01.04.2012 to 31.03.2013

	31.03.2013	31.03.2012
Present value of obligation as at the beginning of the period	18.73	17.16
Interest Cost	1.49	1.42
Current Service Cost	1.66	1.76
Benefit Paid	0.00	0.00
Actuarial (gain)/loss on obligations	-4.13	-1.61
Present Value of obligation as at the end of the period	17.75	18.73

ii. Actuarial Gain/Loss recognized for the period 01.04.2012 to 31.03.2013

	31.03.2013	31.03.2012
Actuarial gain/(Loss) for the period – obligation	4.13	1.61
Actuarial gain/(loss) for the period – Plan Assets	---	---
Total (gain)/loss for the period	-4.13	-1.61
Actuarial (gain)/loss recognized in the period	-4.13	-1.61
Unrecognized actuarial(gains)/losses at the end of period on 31.03.2013	---	---

iii. The amounts to be recognized in Balance Sheet and statements of profit and loss

	31.03.2013	31.03.2012
Present value of Obligation as at the end of the period on 31.03.2013	17.75	18.73
Fair Value of Plan Assets as at the end of the period on 31.03.2013	---	---
Funded Status	-17.75	-18.73
Net Liability Recognized in Balance Sheet on 31.03.2013	17.75	18.73

iv) Expense recognized in the statement of profit and loss for the period 01.04.2012 to 31.03.2013

	31.03.2013	31.03.2012
Current Service Cost	1.66	1.76
Past Service Cost	---	---
Interest Cost	1.49	1.42
Expected Return on Plan Assets	---	---
Net actuarial(gain)/loss recognized in the period	-4.13	-1.61
Expenses Recognized in the statement of Profit & Loss	-0.98	1.57

Assumptions	As on 31.03.2013	As on 31.03.2012
Discount Rate	8.00%	8.25%
Rate of increase in Compensation	5.00%	5.00%
Rate of Return on Plan Assets	---	---
Average Outstanding Service of Employees upto Retirement	15 Years	15 Years

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, The Detail of Fund and Plan Asset position as at March 31,2013 are as follows:

Grauity	31.03.2013	31.03.2012	31.03.2011	31.03.2010	31.03.2009
Defined benefit obligation	17.75	18.73	17.16	14.80	13.99
Plan assets	--	--	--	--	--
Defecit	17.75	18.73	17.16	14.80	13.99
Experience adjustment on plan liabilities Loss / (Gain)	-4.13	-1.61	--	--	--
Experience adjustment on plan assets	--	--	--	--	--

28 RELATED PARTY DISCLOSURES

- a) **Related parties with whom no transactions have taken place during the period but control exist:**

AXC Computers Pvt. Ltd.
 Compubell Infotech Ltd.
 Vedanth.com Worldwide
 Surbhi Development Projects Pvt. Ltd.

- b) **Related parties with whom transactions have taken place during the period**

Parties in which substantial interest of persons having substantial interest in the company	Computech International Ltd.
Persons having substantial interest directly or indirectly in the voting power of the company.	Shri Saurabh Rateria Ms. Sneha Rateria
Key management personal	Sri Parshuram V Bhuwad Appointed on 02/04/12 Shri Ajay Dalal
Directors	Shri Hemant Kumar Sri Parshuram V Bhuwad Appointed on 02/04/12 Shri Ajay Dalal

- c) **Transactions with related parties**

- i. **Parties in which substantial Interest of Persons having substantial interest in the company.**

Computech International Ltd.
(Amount Rs. In Lacs)

Particulars	Opening Balance	Transaction during the year		Closing Balance
		Debits (Rs.)	Credits (Rs.)	
Service Provided / On account of Rent	Nil	Nil	Nil	Nil
	(3.89 Dr.)	(0.10)	(3.99)	(Nil)
Corporate Gurantee	2565.00	Nil	Nil	2565.00
	(2565.00)	(Nil)	(Nil)	(2565.00)
Security Deposits	Nil	Nil	Nil	Nil
	(10.00)	Nil	(10.00)	Nil

- ii) **Persons having substantial Interest directly or indirectly in the voting power of the company**

Particulars	Opening Balance	Transaction during the year		Closing Balance
		Debits (Rs.)	Credits (Rs.)	
Current account	Nil	Nil	Nil	Nil
	(0.70) Cr.	(0.70)	Nil	Nil

**iii) Key Management Personnel
Managerial Remuneration**

Particulars	Opening Balance	Transaction during the year		Closing Balance
		Debits (Rs.)	Credits (Rs.)	
Ajay Dalal	Nil	3.08	3.08	Nil
	(Nil)	(1.42)	(1.42)	(Nil)
Parshuram V Bhuwad	Nil	1.51	1.51	Nil
	(Nil)	(Nil)	(Nil)	(Nil)
Subhabrata Biswas	Nil	Nil	Nil	Nil
	(Nil)	(1.01)	(1.01)	(Nil)
Bajrang Agarwal	Nil	Nil	Nil	Nil
	(Nil)	(1.80)	(1.80)	(Nil)
Sitting Fees				
Ashok Sharma	Nil	Nil	Nil	Nil
	(Nil)	(0.29)	(0.29)	(Nil)
A.N. Shangbhag	Nil	Nil	Nil	Nil
	(Nil)	(0.17)	(0.17)	(Nil)
Mr. Bajrang Agarwal	Nil	Nil	Nil	Nil

-- Previous year figures are given in bracket

29. RECONCILIATION OF BASIC AND DILUTED SHARES USED IN COMPUTING EARNINGS PER SHARE

Particulars	Year ended March 31	
	2013	2012
Number of shares considered as basic weighted average shares outstanding	5219282	5219282
Add: Effect of dilutive issues of shares/stock options	-	-
Number of shares considered as weighted average shares and potential shares outstanding	5,219,282	5,219,282

Earning Per Share

(Rs. In Lacs)

Particulars	March 31,2013	March 31,2012
Net Profit as per statement of Profit & Loss attributable to Equity shareholders (Before Extraordinary items)	(12.36)	(101.70)
Earning per Share (Rs) (Face value Rs. 10 Per Share)	-	-
Basic	(0.24)	(1.95)
Diluted	(0.24)	(1.95)
Net Profit as per statement of Profit & Loss attributable to Equity shareholders (After Extraordinary items)	(12.36)	(101.70)
Earning per Share (Rs) (Face value Rs. 10 Per Share)		
Basic	(0.24)	(1.95)
Diluted	(0.24)	(1.95)
Weighted average number of equity Shares (in nos)	5,219,282	5,219,282

30 The company has entered into various lease agreements for leased premises, which expires at various dates over the next five years. The further lease payments under operating leases are as follows:

(Rs. In Lacs)

Particulars	March 31,2013	March 31,2012
Total Lease Payments for the year	20.52	21.38
Minimum Lease Payments :		
Not later than one year	20.52	20.36
Later than one year but not later than five years	82.08	81.44
later than five years	--	--

31 Other additional informations have been furnished to the extent applicable.

- i) Foreign currency outgo Nil (Previous year Nil).
- ii) Foreign Currency earnings Nil (Previous Year Nil.)

32 PREVIOUS YEAR FIGURES

The company has reclassified previous year figures to conform to this year's classification, wherever considered necessary.

**AS PER OUR REPORT OF EVEN DATE
For AMOD AGRAWAL & ASSOCIATES
Chartered Accountants
FRN - 005780N**

FOR : MCS LIMITED

(Virendra Kumar)
M.No : 85380
Partner

(Hiren Vyas)
Company Secretary

(Ajay Dalal)
Director

(Parshuram V Bhuwad)
Whole time Director

Place: NEW DELHI
Dated : 30/05/2013

(Madhukar M Parase)
Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March, 2013

(Rs. in Lacs)

Particulars	Year ended March 31	
	2013	2012
A. Cash Flows from Operating Activities		
Net Profit before tax	1.27	(138.60)
Adjustments to reconcile profit before tax to cash provided by Operating Activities		
Depreciation and amortisation Expense	41.90	125.44
Interest paid	1.56	1.86
Interest received	(1.71)	(3.31)
Interest on Income Tax Refund Received	(1.79)	(1.97)
Provision for Leave & Gratuity W/Back	(1.44)	-
Loss on Sale of Fixed Assets	-	21.72
Loss on Sale of Investments	1.51	0.07
Advances/Bad Debts W/Off	30.12	30.20
Dividend Received	(0.38)	(0.73)
Provisions for Doubtful Debts	3.10	(12.37)
Operating Profit Before Working Capital Changes	74.15	22.31
Movement in Working Capital		
Trade & Other Receivables	(0.12)	(29.00)
Trade Payables	9.44	(25.61)
Cash Generated from Operations	83.47	(32.30)
Income Taxes Paid(Net of Refund Received)	(37.83)	(16.43)
Net cash generated from Operating Activities	45.64	(48.73)
B. Cash Flows from Investing Activities		
Purchases of Fixed Assets	(2.54)	(18.65)
Sale of Fixed Assets	-	11.07
Purchase of Investments	(6.88)	(23.81)
Sale /Claim of Investments	4.06	7.93
Dividend Received	0.38	(0.73)
Interest Paid	(1.56)	(1.86)
Interest Received	1.71	3.31
Net Cash Provided by / (Used in) Investing Activities	(4.83)	(22.74)
C. Cash Flows from Financing Activities		
Proceeds from Long Term Borrowings	-	4.74
Repayment of Short Term Borrowings	(31.00)	-
Repayment of Long Term Borrowings	(6.49)	(2.04)
Net cash used in Financing Activities	(37.49)	2.70
Net Increase/(Decrease) in cash and cash equivalents	3.32	(68.77)
Cash and cash equivalents at the beginning of the Year	15.53	84.30
Cash and cash equivalents at the end of the Year	18.85	15.53
Components of cash and cash equivalents		
Cash on hand	1.42	1.18
Balance with scheduled banks:		
- on deposit account	19.07	19.64
- unpaid dividend accounts*	2.90	2.90
Cash and Bank balance	23.39	23.72
Less: deposits having maturity period more than 12 months	4.54	8.19
	18.85	15.53

* These balances are not available for use of the company as they represent corresponding dividend liabilities.

AS PER OUR REPORT OF EVEN DATE
For AMOD AGRAWAL & ASSOCIATES
Chartered Accountants
FRN - 005780N

FOR : MCS LIMITED

(Virendra Kumar)
M.No : 85380
Partner

(Hiren Vyas)
Company Secretary

(Ajay Dalal)
Director

(Parshuram V Bhuwad)
Whole time Director

Place: NEW DELHI
Dated : 30/05/2013

(Madhukar M Parase)
Director

MCS LIMITED

Regd. Office: 21/22, Kashiram Jamnadas Building, 5 P.D. Mello Road, Ground Floor
Ghadiyal Godi, Mumbai, Maharashtra, India-400009

PROXY FORM

Folio No..... No. of Shares held.....
 DP ID No. Client ID No.....
 I/We of
 being a Member/Members of MCS Limited, hereby
 appoint Mr./Ms. of or
 failing him/her Mr./Mrs. of as
 my/our proxy to attend and vote for me/us on my/our behalf at the 28th Annual General Meeting
 of the Company to be held at 21/22, Kashiram Jamnadas Building, 5 P.D. Mello Road, Ground Floor,
 Ghadiyal Godi, Mumbai, Maharashtra, India-400009 on 30th Spetmber, 2013 at 11 A.M. and at any
 adjournment thereof.

Signed thisday of2013

Affix
Revenue
Stamp of
Rs. 1/-

Signature of
Shareholder

NOTE:

This Proxy form, in order to be effective should be duly stamped, completed and signed must be deposited at the Registered Office of the Company not less than 48 hours before the aforesaid Meeting.

MCS LIMITED

Regd. Office: 21/22, Kashiram Jamnadas Building, 5 P.D. Mello Road, Ground Floor
Ghadiyal Godi, Mumbai, Maharashtra, India-400009

ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall

Name and Address of Member

I, hereby record my presence at the 28th Annual General Meeting of the Company held at 21/22, Kashiram Jamnadas Building, 5 P.D. Mello Road, Ground Floor, Ghadiyal Godi, Mumbai, Maharashtra, India-400009 on 30th Spetmber, 2013 at 11 A.M.

Full Name of the Shareholder (in Block Leters)

*Folio No. / DP ID No. and Client ID No

No. of Shares held

Name of Proxy if the proxy attends, instead of the Shareholer

*Delete whichever is not applicable

NOTE:

1. Member/Proxy attending the Meeting must fill the detail in this attendance slip and hand it over at the entrance.
2. Member/Proxy holder desiring to attend the meeting should bring his/her copy of the Annual Report for reference at the meeting.

Signature of the attending
Member/ Proxy:
(To be signed at the time of
handing our this slip)

BOOK POST

If undelivered please return to:

MCS LIMITED

21/22, Kashiram Jamnadas Building
5 P.D. Mello Road, Ground Floor
Ghadiyal Godi, Mumbai,
Maharashtra, India-400009