



MARTIN BURN LTD.

CIN : L51109WB1946PLC013641

Regd. Office : Martin Burn House, 1, R.N. Mukherjee Road, Kolkata – 700 001.

Email id : martinburn@rediffmail.com

NOTICE

NOTICE is hereby given that the 67th Annual General Meeting of the Company will be held at “Kala Kunj” 48, Shakespeare Sarani, Kolkata – 700017, on Wednesday, 25th March, 2015 at 11:00 A.M. to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statement of the Company for the period ended 30th September, 2014, (15 months) the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Ram Karan Tiwari - (DIN : 00225105), who retires by rotation at this 67th Annual General Meeting and being eligible has offered himself for re-appointment.
3. To appoint a Director in place of Shri Shri Hansraj Bisandayalji Poddar- (DIN : 06453113), who retires by rotation at this 67th Annual General Meeting and being eligible has offered himself for re-appointment.
4. **“RESOLVED THAT** pursuant to the provisions of Section 139, 140 ,141 and other applicable provisions, if any, of the Companies Act, 2013, read with the underlying rules viz. Companies (Audit and Auditors) Rules, 2014, M/s. Saraf & Co. - Chartered Accountants – Kolkata, vide Registration no. 312045E, be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of Sixty-seventh (67th) Annual General Meeting until the conclusion of the Seventy-Two (72nd) Annual General Meeting of the Company, subject to ratification of the appointment by the Members of the Company at every Annual General Meeting as per the provisions of the Companies Act, 2013.”

SPECIAL BUSINESS

To consider and if thought fit to pass with or without modification the following resolutions as ordinary resolutions:-

5. **“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and any other applicable provisions and also read with Schedule IV to Companies Act, 2013, and rules made there under (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Ram Karan Tiwari - (DIN: 00225105), be and is hereby appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years w.e.f. 26.03.2015”.
6. **“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and any other applicable provisions and also read with Schedule IV to Companies Act, 2013 and rules made there under (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Hansraj Bisandayalji Poddar - (DIN: 06453113). be and is hereby appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years w.e.f. 26.03.2015”
7. **“RESOLVED THAT** pursuant to the provisions of 149 and 161 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Prakash Khetan – (DIN : 01143678) who was appointed as an Additional Director on 14.02.2015 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing is candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

8. **“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and any other applicable provisions and also read with Schedule IV to Companies Act, 2013, and rules made there under (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Prakash Khetan – (DIN : 01143678), be and is hereby appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years w.e.f. 26.03.2015”.
 9. **“RESOLVED THAT** pursuant to the provisions of 149 and 161 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Pawan Murarka – (DIN : 01690111), who was appointed as an Additional Director on 14.02.2015 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing is candidature for the office of Director, be and is hereby appointed as a Director of the Company.”
 10. **“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and any other applicable provisions and also read with Schedule IV to Companies Act, 2013, and rules made there under (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Pawan Murarka – (DIN : 01690111), be and is hereby appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years w.e.f. 26.03.2015”.
 11. **“RESOLVED THAT** pursuant to the provisions of 149 and 161 and all other applicable provision of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Sarika Fatehpuria – (DIN : 03570828) who was appointed as an Additional Director on 14.02.2015 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.”
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NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. **A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.**
3. Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting and also their copy of the Annual Report.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from 18th March, 2015 to 25th March, 2015 (both days inclusive) for the purpose of the Annual General Meeting of the Company.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.
6. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.
7. The Members are requested to: (a) Intimate change in their registered address, if any, to the Company’s Registrar and Share Transfer Agents, M/s. Maheshwari Datamatics Private Limited at 3, Mangoe Lane, 2nd floor, Kolkata - 700 001 email id : mdpldc@yahoo.com respect of their holdings in physical form.

8. (a) Notify immediately any change in their registered address to their Depository Participants in respect of their holdings in electronic form.
- (b) Register their email address and changes therein from time to time with M/s. Maheshwari Datamatics Private Limited vide mail id : mdpldc@cal.vsnl.net.in/mdpl@yahoo.com for shares held in physical form and with their respective Depository Participants for shares held in demat form.
9. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the Equity Shares held by them, in physical form. Members desirous of making nominations may procure the prescribed form from the Registrar & Share Transfer Agents, M/s. Maheshwari Datamatics Private Limited and have it duly filled and sent back to them.
10. Electronic copy of the Annual Report for 2013-14 (15 months period) is being sent to all Members whose email Ids are registered with the Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2013-14 (15 months period) is being sent in the permitted mode.
11. Electronic copy of the Notice of the 67th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email ids are registered with the Electronic copy of the Notice of the 67th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email ids are registered with the Company. Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the Notice of 67th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
12. The proposal for appointment for the other Independent Directors under the Companies Act, 2013 shall be taken up for approval of the Members of the Company as and when the tenure of their respective Directorships would expire at the Annual General Meetings following the forthcoming AGM of the Company.
13. Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of Directors seeking appointment at the Annual General Meeting are provided in the Corporate Governance Report. The Directors seeking appointment have furnished the requisite declarations.
14. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Kolkata for inspection during normal business hours on working days.
15. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the members may also send requests to the Company's investor email id: martinburn@rediffmail.com
16. Mr. A.K. LABH, Practicing Company Secretary - FCS-4848/CP. - 3238, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
17. The Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating e-voting for AGM.

| Commencement of e-voting | End of e-voting |
|--|---|
| From 9.00 A.M. (IST) on 20th March, 2015 | Up to 6.00 P.M. (IST) on 22nd March, 2015 |

ANNEXURE OF NOTICE

EXPLANATORY STATEMENT OF MATERIAL FACTS IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 5 to 6.

Special Business

The Company is having two (2) Non-executive Independent Directors viz. Shri Hansraj Bisandayalji Poddar - (DIN : 06453113) and Mr. Ram Karan Tiwari - (DIN : 00225105), on the Board of the Company.

Pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, it is proposed to appoint these Directors as Independent Directors of the Company for a term of 3 (three) consecutive years from 26th March, 2014 to 25th March, 2017.

The Company has received a declaration in writing from all the aforesaid Directors that they meet the criteria of independence as provided in sub-Section (6) of Section 149 of the Act and Clause 49 of the Listing Agreement.

In the opinion of the Board, the aforesaid Directors fulfill the criteria specified in the Companies Act, 2013 and rules made thereunder and Clause 49 of the Listing Agreement, for their appointments as an Independent Director of the Company.

The Board also considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of all of them as an Independent Director on the Board of the Company.

The Company has received notices in writing from members along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing the candidatures of aforesaid Directors of the Company.

Accordingly, the Board recommends the resolutions set out at Item Nos. 5 and 6 of the Notice, for the approval of the members of the Company.

Profiles of these Directors, as required by the Corporate Governance Code (Clause 49 of the Listing Agreement), are provided in the report on Corporate Governance.

Except Shri Hansraj Bisandayalji Poddar - (DIN : 06453113) and Mr. Ram Karan Tiwari - (DIN : 00225105), being appointees, to their respective appointments, none of the Directors and Key Managerial Personnel of the Company and their relatives is in any way financial or otherwise concerned or interested in the resolutions set out at Item Nos. 5 and 6 of the Notice.

Details of Directors seeking Appointment / Re-appointment

| Name of Director | Shri Ram Karan Tiwari | Shri Hansraj Bisandayal Poddar |
|---|---|--|
| Age | 84 | 51 |
| Date of Appointment : | 29/09/2003 | 17/10/2012 |
| Qualifications : | B. Com (Hons.) L.L.B. | B. Com (Hons.) |
| Expertise in specific functional areas.: | He is as senior Advocate with more than 56 years of Experience. He is practicing in Supreme Court of India and other International Courts. | Has an experience of about more than 26 years in field of Finance, Accounts and Marketing Strategy in Business |
| Directorship in other Public Limited companies/ Pvt. Ltd. : | Mahanagar Properties Pvt. Ltd. RBP Projects & Finance Pvt. Ltd. Ashoka Towers Community Hall Pvt. Ltd. Shreepati Properties Pvt. Ltd. Borbam Investments Ltd. OIJO Media Pvt. Ltd. | Nil |

| Name of Director | Shri Ram Karan Tiwari | Shri Hansraj Bisandayal Poddar |
|--|--|--|
| Managing Director / Membership of the Committees | Chairman of Audit Committee and Shareholder Committee of Martin Burn Ltd. Member of Audit Committee and Remuneration Committee of Borbam Investments Ltd. | Member of Remuneration and Audit Committee of Martin Burn Ltd. |
| No. of Shares held in the Company. | Nil | Nil |

Item no. 7 to 10

The Company has appointed two (2) Non-executive Independent Directors viz. Mr. Pawan Murarka – (DIN : 01690111) and Mr. Prakash Khetan (Din: 01143678), on the Board of the Company as Additional Directors.

Pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, it is proposed to appoint these Directors as Independent Directors of the Company for a term of 3 (three) consecutive years from 26th March, 2015 to 25th March, 2018.

The Company has received a declaration in writing from all the aforesaid Directors that they meet the criteria of independence as provided in sub-Section (6) of Section 149 of the Act and Clause 49 of the Listing Agreement.

In the opinion of the Board, the aforesaid Directors fulfill the criteria specified in the Companies Act, 2013 and rules made thereunder and Clause 49 of the Listing Agreement, for their appointments as an Independent Director of the Company.

The Company has received notices in writing from members along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing the candidatures of aforesaid Directors of the Company.

Accordingly, the Board recommends the resolutions set out at Item Nos. 7 to 10 of the Notice, for the approval of the members of the Company.

Profiles of these Directors, as required by the Corporate Governance Code (Clause 49 of the Listing Agreement), are provided in the report on Corporate Governance.

Item no. 11

As per the provisions of Section 149(1) of the Act, and clause 49 (as amended) of the Listing Agreement, the Company should have at least (1) one woman director.

Keeping in view the above and the legal requirements, the Board of Directors have at their meeting held on 14th February, 2015, to as considered and as recommended by the Nomination and Remuneration Committee, appointed Mrs. Sarika Fatehpuria as an Additional Director in the capacity of Non-Executive Director of the Company for a period of 3 (three) years with effect from 14th February, 2015, subject to approval of the members. Pursuant to the provisions of section 161 of the Act,

Mrs. Sarika Fatehpuria - (DIN : 03570828) will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mrs. Sarika Fatehpuria for the office of Director of the Company. The Company has received confirmation from Mrs. Sarika Fatehpuria consent in writing to act as Director in Form DIR-2., pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014. Mrs. Sarika Fatehpuria liable to retire by rotation.

Except Mrs. Sarika Fatehpuria - (DIN : 03570828), being appointees, to their respective appointments, none of the Directors and Key Managerial Personnel of the Company and their relatives is in any way financial or otherwise concerned or interested in the resolutions set out at Item No. 11 of the Notice.

Details of Directors seeking Appointment / Re-appointment

| Name of Director | Shri Pawan Murarka DIN : 01690111 | Shri Prakash Khetan DIN : 01143678 | Shri Sarika Fatehpuria DIN : 03570828 |
|--|---|--|---|
| Age | 44 | 43 | 41 |
| Date of Appointment : | 14/02/2015 | 14/02/2015 | 14/02/2015 |
| Qualifications : | B. Com (Hons.) | B. Com (Hons.) | B. Com (Hons.) |
| Directorship in other Public Limited companies/Pvt. Ltd. : | Jasmine Agents Private Limited Shree Jagmohan Paper Industries Private Limited | Khetan Housing Development Private Limited Khetan Infrastructure Development Private Limited Shree Kaanha Vyapaar Private Limited Top Advisors Private Limited Sapcon Infrastructures Private Limited Scorpion Infrastructure Private Limited Paraag Builders Private Limited Paraag Buildcon Private Limited Aagaman Infrastructure Private Limited Aagaman Builders Private Limited Aagaman Infracon Private Limited | M/s. Martin Burn Infrastructure Pvt. Ltd. |
| Managing Director / Membership of the Committees | Nil | Nil | Nil |
| No. of Shares held in the Company. | Nil | Nil | 100000 |

PROCEDURE FOR E-VOTING

- (i) Open the PDF file „marbu- e-Voting.pdf attached to the e-mail, using your Client ID / Folio No. as password. The PDF file contains your User ID and Password for e-voting. Please note that the Password provided in PDF is an „Initial Password.
- (ii) Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>
- (iii) Click on Shareholder – Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select “EVEN” (E-voting Event Number) of MARTIN BURN LIMITED
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Corporate and institutional shareholders (companies, trusts, societies etc.) are required to send a scanned copy (PDF / JPG format) of the relevant Board Resolution / appropriate authorisation, together with the attested specimen signature(s) of the authorized signatory(ies) who are authorized to vote, to the Scrutinizer via email at : martinburn@rediffmail.com, with a copy marked to evoting@nsdl.co.in.

- (b) In case of Members who receive the Notice by post.
- (i) User ID and initial password is provided in the admission slip for the AGM.
- (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (x) above, to cast your vote.
- II. Members already registered with NSDL for e-voting can use their existing user ID and password for Login.
- III. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for shareholders and the e-voting user manual for shareholders available in the Downloads section of NSDLs e-voting website- <https://www.evoting.nsd.com>. You can also contact NSDL via email at e-voting@nsdl.co.in.
- IV. The voting rights shall be as per the number of equity share held by the Member(s) as on Monday, 22nd March, 2015. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- v. The Companies (Management and Administration) Rules, 2014 provides that the electronic voting period shall be completed three days prior to the date of AGM. Accordingly, the voting period shall commence at 9.00 a.m. on Friday, 20th March, 2015 and will end at 6.00 p.m. on Sunday, 22nd March, 2015. The e-voting module shall be disabled by NSDL at 6.00 p.m. on the same day.
- VI. Shareholders who have already cast their votes through e-voting will not be entitled to participate in the voting process at the venue of the meeting.
- VII. The results shall be declared on or after the AGM.

Registered Office:

"MARTIN BURN HOUSE"

1, R.N. Mukherjee Road

Kolkata – 700 001.

CIN NO. L51109WB1946PLC013641

Phone no : 033-2230-3371/3022-5780/81

Email id : martinburn@rediffmail.com

Place : Kolkata

Date : February 21, 2015.

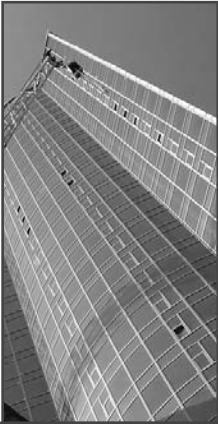
By Order of the Board of Directors
For **MARTIN BURN LIMITED**

K.N. FATEHPURIA
Chairman & Managing Director



Martin Burn Limited

Annual Report 2013-14



Corporate Information

BOARD OF DIRECTORS

Shri Kedar Nath Fatehpuria

Chairman & Managing Director

(DIN : 00711971)

Shri Vijay Kumar Fatehpuria

Non-Executive Director

(DIN : 00143895)

Shri Sunil Fatehpuria

Non Executive Director

(DIN : 01742208)

Smt. Sarika Fatehpuria

Non-Executive Director (appointed w.e.f.14.02.2015)

(DIN : 03570828)

Shri Ram Karan Tiwari

Independent Non-Executive Director

(DIN : 00225105)

Shri Hansraj Poddar

Independent Non-Executive Director

(DIN : 06453113)

Shri Pawan Murarka

Independent Non-Executive Director (appointed w.e.f.14.02.2015)

(DIN : 01690111)

Shri Prakash Khetan

Independent Non-Executive Director (appointed w.e.f.14.02.2015)

(DIN : - 01143678)

STATUTORY AUDITORS

M/s. D.P. Sen & Co.

(Firm Registration no. - 301054E)

22, Ashutosh Chowdhury Avenue

2nd Floor, Flat No.22

Kolkata – 700 019

Phone : (033) : 2461-5508

Mail ID : dpsecco@dpsen.in/dpsen1949@gmail.com

BANKERS

Axis Bank Ltd

HDFC Bank Ltd.

The Federal Bank Ltd.

REGISTERED OFFICE

“Martin Burn House”

1, R. N. Mukherjee Road,

Kolkata – 700 001

Phone : (033) : 2230 – 3371/80,3022-5780/81

Fax : (033) 2248-8416

E-mail : martinburn@rediffmail.com

BRANCHES

40-42, Janpath,

New Delhi – 110 001

“Esplanade House”

29, Hazarimal Somani Marg,

Mumbai – 400 001

SOLICITORS

Shri R.L. Mitra.

6 Old Post Office Street,

“Temple Chambers” 2nd Floor,

Kolkata – 700 001

Phone : (033) 2248-3255

REGISTRARS & SHARE TRANSFER AGENT

M/s. Maheshwari Datamatics (P) Ltd.

6, Mangoe Lane, 2nd Floor,

Kolkata – 700 001

Phone : (033) : 2243 – 5029/5809

Fax : (033) : 2248– 4787

Mail id – mdpldc@yahoo.com

CONTENTS

1

Directors' Report

4

Management Discussion and Analysis

6

Corporate Governance Report

18

Independent Auditors' Report

22

Balance Sheet

23

Statement of Profit & Loss

24

Cash Flow Statement

26

Notes to the Financial Statements

Directors' Report

To the Members,

Your Directors are pleased to present the Annual Report 2013-14 together with Audited Statements of Accounts of the Company for the period ended 30th September, 2014, (15 months).

FINANCIAL RESULTS

(₹ In lakh)

| | 15 months period ended 30.09.2014 | 15 months period ended 30.06.2013 |
|--|-----------------------------------|-----------------------------------|
| Profit before Interest, Depreciation and Taxation | 152.67 | 277.47 |
| Less : Interest Expense | 104.27 | 128.66 |
| Less : Depreciation | 29.15 | 28.47 |
| Profit /(Loss) before taxation | 19.25 | 120.34 |
| Add / (Less) : Provision for taxation | 8.23 | 33.71 |
| Profit /(Loss) after taxation | 11.02 | 86.63 |
| Adjustment of taxation for earlier year | (151.67) | - |
| Profit/(Loss) after adjustment previous year's appropriation | (140.65) | - |
| Un-appropriated Profit brought forward from previous years | 1183.60 | 1096.98 |
| Profit available for appropriations | 1042.96 | 1183.60 |

DIVIDEND

Directors regret that they are unable to recommend any dividend on Equity Shares for the year under review.

PERFORMANCE REVIEW & FUTURE OUTLOOK

The Company has earned a Post Tax Profit of Rs. 11.02 Lacs against the corresponding Profit Rs. 86.63 Lacs, as reported last year.

For the development of our prime and valuable property situated at 63, Chowringhee Road, Kolkata – 700 020., Company is taking all necessary steps for arranging adequate finance and negotiating with the tenants for vacating the premises.

Company is very much hopeful to finalise the development Programme of this project within next financial year. Once it is regularized company will be on in a position to achieve high growth on top line and bottom line, which would results into very high appreciation in the share value of the Company in the subsequent years.

PUBLIC DEPOSIT

The Company has no outstanding Public Deposit during for

the period ended 30.09.2014. The Company has complied with the provisions of Section 76 of the Companies Act, 2013 and not accepted any new Deposits.

INSURANCE

The properties and insurable assets of the Company, like building, machinery and stock, among others, are adequately insured.

HUMAN RESOURCES

One of the key success factors for the sustainable growth of the organization has been our employees. The Company firmly believes that human resources and knowledge capital are vital for business success and creating value for the stakeholders.

DEMATERIALIZATION OF SHARES

Despite several requests to the Shareholders for dematerialization of the shares, still 11.33% of shares are in physical form. We are again requesting the Shareholders of the Company to dematerialize the same by contacting our Registrar & Transferring Agent.

Shareholders are further requested to intimate their e-mail

Directors' Report (Contd.)

Id's in company's e-mail ID : martinburn@rediffmail.com or to our Registrar's e-mail ID: mdpldc@yahoo.com to enable the Company to mail softcopy of Annual Report, Notice and other detail to maintain the e-governance service, which is mandatory.

DIRECTORS

The Board of Directors of the Company strength comprises Eight (8) Directors of which (4) four are Non-Executive Independent Directors and which are (3) three Non-Executive Director as on date 22nd February 2015 in terms of Clause 49 of the Listing Agreement and Section 149(6) of the Companies Act, 2013.

In accordance with the Provisions of the section 149 (9) and the code for independent Director in schedule IV of the Companies Act, 2013, re-appointment of Shri Ram Karan Tiwari - (DIN : 00225105) and Shri Hansraj Bisandayal Poddar – (DIN : 6453113) as an Independent Directors, whose retires by rotation and being eligible has offered himself for re-appointment for 3 (Three) years under the provisions of the Companies Act, 2013, at this Annual General Meeting.

Appointment of three (3) new Directorships namely are Shri Pawan Murarka – (DIN : 01690111) and Shri Prakash Khetan – (DIN : 01143678) be and are hereby inducted in the Board as Additional Directors in Independent capacity w.e.f. 14.03.2015 as per section 149 sub section (4) of the Companies Act, 2013 and also appointment of an Additional Director pursuant to section 160 to Mrs. Sarika Fatehpuria – (DIN : 03570828) in Non-Executive Director capacity for a period of 3 years w.e.f. 14.02.2015, these are not liable to retire by rotation and subject to approval of the shareholders of the Company. All the Independent Directors and non-executive director of the Company confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement with the Stock Exchanges.

The brief particulars of the said Directors have been given in the notice convening the ensuing Annual General Meeting is annexed as additional information to the notice as required under clause 49 of the Listing Agreement and your board recommends their appointment / reappointment as set out in the notice.

Management Discussion & Analysis and Corporate Governance Report.

A report on Corporate Governance and Management Discussion Analysis, as required under clause 49 of this

Listing Agreement are annexed and forms parts of Annual Report.

A Certificate from the Company Secretary in Practice of the Company, M/s A. K. Labh & Co – CP – 3238 confirming compliance with the conditions of the Corporate Governance is also annexed.

STATUTORY INFORMATION

- (1) The statement under sub – section (2A) of Section 217 of the Companies Act, 1956, read with the Companies (Particulars of in the Report of the Board of Directors) Rules, 1988, is not applicable, as the remuneration payable to any employee does not exceed the prescribed limit.
- (2) The Company does not have any activity related to conservation of energy or technology absorption.
- (3) The Company's foreign exchange outgoing and the foreign exchange earning during the year is Nil.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements of section 217(2AA) of the Companies Act, 1956, your directors state and confirm that:

- i) In the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) Accounting policies selected were applied consistently, reasonable and prudent judgments and estimates were made so as to give a true and fair view of the state of affairs of the Company as at the end of 30th September, 2014 and of the profit of the Company for the year ended on that date
- iii) Proper and sufficient care has been taken 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 frauds and other irregularities;
- iv) The annual accounts of the Company have been prepared on a going concern basis

AUDITORS

M/s. Saraf & Co. - (Registration Number - 3120453), Statutory Auditors of the Company appointing as Statutory Auditors in terms of Section 139, 141,142, and 144 of the Companies Act, 2013 and the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, for a



Directors' Report (Contd.)

period of (5) five years till the conclusion of 72nd Annual General Meeting to be held in the year 2019, which is subject to annual ratification by the members of the Company.

AUDITOR RESERVATION

M/s. D.P. Sen & Co. provide an Auditors' Report does not contain any adverse remark or qualification hence the same do not call for further information or explanation. The observations and comments given by the Auditors read together with notes to accounts are self explanatory; hence do not call for any further comments under Section 217 of the Companies Act, 1956.

LISTING

The Company's shares are listed at The Calcutta Stock Exchange Association Ltd., The Bombay Stock Exchange Ltd., The Uttar Pradesh Stock Exchange Ltd and the Delhi Stock Exchange Ltd. The Company has made the application for delisting of its equity shares from Uttarpradesh Stock Exchange Ltd. and Calcutta Stock Exchange Association Ltd. we are waiting for approval and for further procedures we are still awaiting.

Registered Office:

"MARTIN BURN HOUSE"

1, R.N. Mukherjee Road
Kolkata – 700 001.

CIN NO. L51109WB1946PLC013641

Phone no : 033-2230-3371/3022-5780/81

Email id : martinburn@rediffmail.com

Place : Kolkata

Date : February 21, 2015.

Traded at – The Bombay Stock Exchange Ltd.

BSE SCRIP CODE – 523566

COMPLIANCE CERTIFICATE

Compliance Certificate given by M/s. A.K. Labh & Co., Company Secretaries in terms of proviso to Sub-section (1) of Section 383A of the Companies Act, 1956 is attached and forms part of our report.

ACKNOWLEDGEMENT

The Board also desires to place on record its appreciation for the support and co-operation received from its Shareholders, Regulatory & Government Authorizes, Suppliers, Customers and Bankers. The Company has always looked upon them as partners in its progress. It will be the Company's endeavor to build and nurture strong links with trade based on mutuality, respect and co-operation with each other. The Board wishes to record their deep sense of appreciation for the committed services of all the employees of the Company. We would also like to express sincere thanks to our shareholders & stakeholder for their confidence and understanding.

By Order of the Board of Directors
For **MARTIN BURN LIMITED**

K.N. FATEHPURIA
Chairman & Managing Director

SUNIL FATEHPURIA
Director

Management Discussion and Analysis

Economic Overview and Development

The global economic condition continued to remain sub optimal even during the FY-2013-14. The global economic growth in calendar year 2013 lipped further down to 3.0% from 3.2% in 2012 and 4.0% in 2011. The growth was more robust in second half of 2013 but the pickup was uneven. The recovery was more broad based in advanced economies and was mixed in emerging markets.

The Indian economy registered a GDP growth of 4.7% in FY-14 against 4.5% in FY-13 on account of Agriculture growth of 4.6% in FY-14 against 1.4% in FY-13. The growth in non-agriculture sectors came down in FY-14. The Industry & Infrastructure growth declined further from already a very low level of 1.0% in FY-13 to 0.7% in FY-14.

However, the downside risks remain a concern. Increased geopolitical risks could lead to sharply higher oil prices. In many advanced and emerging market economies, structural reforms are urgently needed to close infrastructure gaps, strengthen productivity, and lift potential growth.

Outlook

Though Real Estate is accelerating momentum to gather, it has to face many challenges such as inflation, high interest rates, high-risk weightage to loans, slow economic growth, higher project approval time, non-availability of skilled labour, etc.

Real Estate per se has been a major contributor to the employment growth-both to skilled and unskilled population, directly or indirectly. Still it is lagging behind to win proper industry recognition. It requires more incentives, positive sentiments and support from the government. Stable government at the center has flowed in a positive wave of motivation and push to the economy which may transform in progressive industrial growth. It is a hope that policy focus shall be on accelerating approval process and reducing interest cost and controlling inflation, with the New Government aiming for stronger urban infrastructure in the country, this push can release more land for real estate development thereby cooling prices in major cities.

Real Estate Sector has always been a highly regulated sector. For each project the developers have to take many approvals. The Real Estate Regulation Bill, as introduced, is expected to regulate planned development of the sector.

Opportunities and Threats

The housing sector in India holds tremendous potential to have a positive impact on the economic and social

development of the country. The rise in population and migration from rural to urban areas has led to pressure on infrastructure and increasing costs coupled with the unavailability of requisite units has made housing inaccessible to lower strata of population. As per the latest Economic Survey of India, institutional credit for housing investment is expected to grow at a CAGR of about 18-20 percent per annum in next three-five (35) years and the housing sector's contribution to GDP is likely to increase.

Despite India's acute need for housing spaces as well as other commercial workspace needs, project launch and completion delays are becoming increasingly commonplace. Though there are a variety of factors contributing to the delays such as bottlenecks in the supply of raw materials and labour, difficulties in accessing funding, impact of changing market dynamics, etc., it is the process of complying with regulatory approvals that is contributing substantially to the delays. The process of approvals is extremely long drawn and tedious. Hence, it is important to facilitate policy measures that streamline approval processes (both at state as well as at national level), which help in reducing the number of approvals required for real estate projects.

Risk and Concern

Key challenges include increasing cost & shortage of skilled manpower, presence of alternative building structure (both steel and concrete) and fluctuating raw material (steel) prices which account for 55 to 60 percent of the overall cost, will certainly affect the price trend and impact the profit margin of the supplier in the long run as competition intensifies. These challenges shall be directly attributed to the lower penetration of PEB in India.

The Company has an adequate system of internal controls commensurate with its size and nature of operations to provide reasonable assurance that all assets are safeguarded, transactions are authorized, recorded and reported properly and applicable statutes, codes of conducts and corporate policies are duly complied with.

Internal Control and System

Some significant features of internal control systems are

- Adequate documents on of policies, guidelines, authorized and approval procedures covering all important functions.
- Ensuring complete compliance with laws, regulations, standards, and internal procedures and systems.

Management Discussion and Analysis (Contd.)

- Ensuring the integrity of the accounting system; the properly authorized recording and reporting of all transactions.
- Ensuring a reliability of all financial and operational information.
- The Company has an Audit Committee with majority of Independent Directors as members. The committee periodically reviews significant audit findings, adequacy of internal control and compliance with Accounting Standards, amongst others. The Company also takes quarterly compliance certificate in respect of various applicable laws from the concerned departmental heads and places the same before the board.

Human Resources

In today era of technological leap-forging, every resource can be quickly mobilized, barring one, the intellectual capital of the Company. And key among this class of assets is the Human Resource capital, which gives flight to any company's vision and plans.

With this belief, the Company aspired to treat HR in a very careful, concerned and responsible manner, with a mix of qualitative and quantitative elements. Employee relations continue to be cordial and harmonious at all levels and in all divisions of the Company. The Board of Directors would like to express their sincere appreciation to all the employees for their continued hard work and steadfast dedication.

Cautionary Statement

Statements in the Management Discussions and Analysis describing the Company's objectives, projections, estimates, expectations are "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors/developments that could affect the company's operations include a downward trend in the real estate sector, includes political and economic conditions of the country, in which the Company operates, and the changes in the Government regulations, tax laws, corporate and other laws, interest and other costs and other incidental factors.

Corporate Governance Report

As required by Clause 49 of the Listing Agreement with the Stock Exchanges, a report on Corporate Governance in the prescribed format is given below:

A. MANDATORY REQUIREMENTS

1. Company's philosophy on Code of Governance:

We believe that good Corporate Governance is a key driver of sustainable a corporate growth and long term value creation of our Stakeholders, Corporate Governance involving being responsive to aspirations of our stakeholders besides ensuring compliance with regulatory requirements. The Company has always been taking the spirit of various legislations as guiding principles and proposes to go well beyond statutory compliance by establishing such systems and procedures as are required to make the management completely transparent and continues process across the organization, which enables the Company to adopt best practices as we incorporate improvements based on the past experience.

2. Board of Directors.

The composition of Board of Directors is in conformity with the provisions of the Companies Act, 1956, the Articles of Association of the Company and Clause 49 of the Listing Agreement. It comprises of 5 (Five) directors of which there are 3 (Three) promoters and 2 (Two) independent directors as on 30th September, 2014. All directors are in non-executive capacity except that of Mr. Kedar Nath Fatehpuria acting as Managing Director of the Company and Mr. Sunil Fatehpuria acting as Non-Executive Director of the Company. All the Independent Directors on the Board are qualified, highly experienced and respected individuals from their respective fields. They take active part in the Board and Committee Meetings. Independent Directors do not fall under any criteria as stipulated vide Clause 49.I.A.(iii) of the listing agreement. Shri Kedar Nath Fatehpuria, Shri Vijay Kumar Fatehpuria and Shri Sunil Fatehpuria being relatives are related with each other. All Directors are above 21 years of age.

The composition of the Board and the attendance at the Board meeting held during the year under review and the last Annual General Meeting and also number of other Directorship and Committee membership and Chairmanship are given below:

| Sl. No. | Name of Director | Category of Director-ship | No of Board Meetings held during the year | No of Board Meetings attended | Last AGM attended | No. of Director-ship in other than Public Ltd. Companies | No. of Committee Membership in other Public Ltd. Companies* | No. of Committee Chairman-ship in other Public Ltd. Companies* |
|---------|----------------------------------|-------------------------------------|---|-------------------------------|-------------------|--|---|--|
| 1. | Shri Kedar Nath Fatehpuria | Managing Director / Promoter | 6 | 6 | Yes | - | - | - |
| 2. | Shri Sunil Fatehpuria | Director / Non-Executive / Promoter | 6 | 6 | Yes | - | - | - |
| 3. | Shri Vijay Kumar Fatehpuria | Director / Non-Executive / Promoter | 6 | 6 | Yes | 1 | 1 | 1 |
| 4. | Shri Ram Karan Tiwari | Independent Non-Executive Director | 6 | 5 | Yes | 1 | 1 | 1 |
| 5. | Shri Hansraj Bisandayalji Poddar | Independent Non-Executive Director | 6 | 4 | No | - | - | - |

Corporate Governance Report (Contd.)

* Number of Directorships / Memberships held in other Companies exclude Directorships / Memberships in Private Limited Companies, Foreign Companies, Membership of various Committees of various Chambers / Bodies and Companies under Section 25 of the Companies Act, 1956 and Alternate Directorships whereas the Membership or Chairmanship of any committee includes Audit Committee of any committee and Shareholders' / Investors Grievance Committee only.

The Board met (6) six times during the year and the time gap between Board Meeting is not more than three months. Details of Board Meeting held during the period from 01.07.2013 to 30.09.2014.

| Date of Board Meeting | 29.08.2013 | 14.11.2013 | 14.02.2014 | 09.05.14 | 01.08.2014 | 05.08.2014 |
|--------------------------|------------|------------|------------|----------|------------|------------|
| Board Strength | 5 | 5 | 5 | 5 | 5 | 5 |
| No. of Directors present | 4 | 5 | 4 | 4 | 5 | 5 |

Notes

1. Board meetings are held at the Registered Office of the Company. The Agenda along with explanatory notes are sent in advance to the Directors to get their input in the discussion. The information as specified in Annexure- A to Clause 49 of the Listing Agreement entered into with the Stock Exchange is regularly made available to the Board whenever applicable.
2. The Board periodically reviews compliance reports of all laws applicable to the Company. Steps are taken by the Company to rectify instances of non-compliance, if any.
3. None of the Non-Executive Directors have any pecuniary relationship or transactions with the Company except for holding Directorship & receiving sitting fees, save and except Shri Kedar Nath Fatehpuria who is also the promoter of the Companies, which has a business relation with the Company.

Brief resumes of the Directors proposed to be appointed/re-appointed.

| Name of Director | Shri Ram Karan Tiwari DIN : 00225105 | Shri Hansraj Bisandayalji Poddar DIN : 06453113 |
|--|---|--|
| Age | 84 | 51 |
| Date of Appointment | 29/09/2003 | 17/10/2012 |
| Qualifications : | B. Com (Hons.) L.L.B. | B. Com (Hons.) |
| Expertise in specific functional areas.: | He is as senior Advocate with more than 56 years of Experience. He is practicing in Supreme Court of India and other International Courts. | Has an experience of about more than 26 years in field of Finance, Accounts and Marketing Strategy in Business |
| Directorship in other Public Limited companies : | Mahanagar Properties Pvt. Ltd. RBP Projects & Finance Pvt. Ltd. Ashoka Towers Community Hall Pvt. Ltd. Shreepati Properties Pvt. Ltd. Borbam Investments Ltd. OIJO Media Pvt. Ltd. | Nil |
| Managing Director / Membership of the Committees | Chairman of Audit Committee and Shareholder Committee of Martin Burn Ltd. Member of Audit Committee and Remuneration Committee of Borbam Investments Ltd. | Member of Remuneration and Audit Committee of Martin Burn Ltd. |
| No. of Shares held in the Company. | Nil | Nil |

Corporate Governance Report

Brief resumes of the Directors proposed to be appointed.

| Name of Director | Shri Pawan Murarka DIN : 01690111 | Shri Prakash Khetan DIN : 01143678 | Shri Sarika Fatehpuria DIN : 03570828 |
|--|---|--|---|
| Age | 44 | 43 | 41 |
| Date of Appointment : | 14/02/2015 | 14/02/2015 | 14/02/2015 |
| Qualifications : | B. Com (Hons.) | B. Com (Hons.) | B. Com (Hons.) |
| Directorship in other Public Limited companies/Pvt. Ltd. : | Jasmine Agents Private Limited Shree Jagmohan Paper Industries Private Limited | Khetan Housing Development Private Limited Khetan Infrastructure Development Private Limited Shree Kaanha Vyapaar Private Limited Top Advisors Private Limited Sapcon Infrastructures Private Limited Scorpion Infrastructure Private Limited Paraag Builders Private Limited Paraag Buildcon Private Limited Aagaman Infrastructure Private Limited Aagaman Builders Private Limited Aagaman Infracon Private Limited | M/s. Martin Burn Infrastructure Pvt. Ltd. |
| Managing Director / Membership of the Committees | Nil | Nil | Nil |
| No. of Shares held in the Company. | Nil | Nil | 100000 |

3. Audit Committee

The Audit Committee comprises of (3) Three Directors namely Sri Ram Karan Tiwari, Mr. Hansraj Bisandayalji Poddar and Sri Vijay Kumar Fatehpuria. Two third of the Composition comprises of independent directors whereas all the directors are non-executive. The committee is chaired by Mr. Ram Karan Tiwari, an independent non-executive director. All the members are eminent in their respective fields and financially literate with sufficient accounting or related financial management expertise.

The Committee has met 5 (Five) times during the year and the time gap between two meetings are not more than four months. Details of Committee Meetings held during the period 01.07.2013 to 30.09.2014 are as under :-

| Name of the Committee Members | 29.08.2013 | 14.11.2013 | 14.02.2014 | 09.05.2014 | 05.08.2014 |
|--|------------|------------|------------|------------|------------|
| Shri Ram Karan Tiwari- Chairman of the committee. | Yes | Yes | Yes | Yes | Yes |
| Shri Hansraj Bisandayalji Poddar – Member of Committee | No | Yes. | Yes | No | No |
| Shri Sunil Fatehpuria – Non-Executive Director | Yes | Yes | Yes | Yes | Yes |

The Committee acts as a link between the management, auditors and the Board of Directors of the Company and has full access to financial information. The terms of reference of the Audit Committee are in line with Clause 49 II (C) and (D) of the Stock Exchange listing agreement coinciding with the provisions under Section 292A / 178 of the Companies Act, 1956 / 2013 and, inter alia, includes:

Corporate Governance Report (Contd.)

The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company held on 21st December, 2013.

Functions of the Audit Committee

The terms of reference of the Audit Committee inter alia includes:

1. To oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. To recommend to the Board, the appointment, re-appointment, terms of appointment, replacement or removal and remuneration of the auditors.
3. To examine the Financial Statements and Auditors' Report thereon.
4. To review, with the management, the quarterly financial statements before submission to the board for approval.
5. To approve the payment to statutory auditors for any other services rendered by the statutory auditors.
6. To review, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Changes, if any, in accounting policies and practices and reasons for the same.
 - b. Major accounting entries involving estimates based on the exercise of judgment by management.
 - c. Significant adjustments made in the financial statements arising out of audit findings.
 - d. Compliance with listing and other legal requirements relating to financial statements.
 - e. Disclosure of any related party transactions.
 - f. Qualification the draft audit report.
7. To review, with the management and monitor the auditor's independence and performance of statutory and internal auditors, adequacy of the internal control systems.
8. To scrutinize inter-corporate loans and investments, if any.
9. To valuate of undertakings or assets of the Company, wherever it is necessary.
10. To evaluate the internal financial controls and risk management systems.
11. To monitor the end use of funds raised through public offers and related matters, if any.
12. To review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
13. To discuss with internal auditors any significant findings and follow up there on.
14. To review the findings of any internal investigation by the internal auditors into manners where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
15. To call for comments of the auditors about internal control systems, scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and discuss any related issues with the internal and statutory auditors and the management of the Company.
16. To give an option to the Auditors and the Key Managerial Person of the Company to be heard at the Audit Committee Meeting while considering the Auditors' Report.
17. To discuss with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
18. To look into the reasons for sustain defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

Corporate Governance Report

19. To approve the appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) are assessing the qualifications, experience & background, etc. of the candidate.
20. To establish a Vigil Mechanism for the directors and employees of the Company to report genuine concerns in certain members. The Mechanism shall provide adequate safeguard against victimization of persons who use the mechanism. The Chairman of the Audit Committee shall be easily available for the same.
21. To carry out any other function as is mentioned in the terms of reference of the Audit Committee from me to me.

4. Nomination and Remuneration Committee (erstwhile Remuneration Committee)

In compliance of provision of Section 178(1) of the Companies Act, 2013 read with Revised Clause 49 of the Listing Agreement (effective from October 1, 2014), the existing Remuneration Committee has been renamed as Nomination and Remuneration Committee. The Committee consists of 2 (two) Non-Executive/Independent Directors Shri Ram Karan Tiwari and Shri Hansraj Bisandayalji Poddar.

The Committee did not meet during the year 2013-14 (15 months period).

Details of remuneration paid to the Executive Directors / Non Executive Director during the period 01.07.2013 to 30.09.2014.

| Name | Designation | Salary | Perquisites or Allowances | Contribution to PF & Others | Commission |
|----------------------------|-------------------|--------------|---------------------------|-----------------------------|------------|
| Shri Kedar Nath Fatehpuria | Managing Director | 11,25,000.00 | NIL | NIL | NIL |

No sitting fees were paid to any Directors for attending the meetings of the Board of Directors of the Company or any Committee thereof.

- Shares / Convertible Instruments held by Non-Executive Directors as on 30.09.2014.

| Name of Non-Executive Directors | No. of Shares of the Company | Convertible Instruments |
|----------------------------------|------------------------------|-------------------------|
| Shri Ram Karan Tiwari | Nil | Nil |
| Shri Hansraj Bisandayalji Poddar | Nil | Nil |
| Shri Sunil Fatehpuria | 300000 | Nil |

5. Stakeholders Relationship Committee (erstwhile Shareholder Investor Grievance cum Share Transfer Committee)

In compliance of provision of Section 178(5) of the Companies Act, 2013 read with Revised Clause 49 of the Listing Agreement (effective from October 1, 2014), the existing Investor Grievance cum Share Transfer Committee has been renamed as Stakeholders Relationship Committee/Shareholder Investor Grievance. The Stakeholders Relationship Committee was constituted to specifically look into the redressal of investors' complaints like transfer of shares, non-receipt of balance sheet and non-receipt of declared dividends, etc.

The Stakeholders Relationship Committee consists of (3) three Directors, out of which (2) two are Independent Directors and (1) one is Executive Director. The Chairman of the Committee is an Independent Director.

The broad terms of reference includes the following:

- a. To review and ensure compliance of statutory provisions of the Companies Act, 1956 and/or Companies Act, 2013, the guidelines of SEBI and the Stock Exchanges and other statutory requirements relating to transfer and transmission of shares/debentures of the Company.
- b. To review and ensure that the Registrar/Company's Transfer House implements all statutory provisions as above.
- c. Approve transfers/transmission of shares/debenture and demat/remat of the shares/debenture.
- d. Approve issue of duplicate shares certificates/debenture certificates, issue of certificates on consolidation/sub-division/ rematerialization.

Corporate Governance Report (Contd.)

- e. To consider and resolve all shareholders queries, grievance and complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc. are a ended and redressed in an expeditors manner.
- f. Monitor implementation of Company's Code of Conduct for Prohibition of Insider Trading.
- g. Any other matter referred by the Board relating to equity shareholders of the Company.

Mr. Vikash Dinodia is the Compliance Officer as per Clause 47(a) of the Listing Agreement with the Stock Exchanges and is interalia responsible for establishing direct liaison with the authorities such as SEBI, Stock Exchanges, Registrar of Companies etc., and investors with respect to implementation of various clauses, rules, regulations and other directives of such authorities as well as investor service and complaints related matters.

The Company has not received any complaints during the period from 01.07.13 to 30.09.14.

The Committee met 14 times under the Chairmanship of Shri Ram Karan Tiwari on 16.07.2013, 13.09.2013, 23.11.2013, 20.12.2013, 20.01.2014, 29.01.2014, 18.03.2014, 31.03.2014, 21.04.2014, 06.05.2014, 17.06.2014, 09.07.2014, 05.08.2014, and 05.09.2014.

The Company maintains an exclusive e-mail ids viz, martinburn_invester.grievance@rediffmail.com and martinburn@rediffmail.com to enable the investors to lodge their complaints/grievances, if any.

6. General Body Meetings

The last three (3) Annual General Meetings of the Company were held as under:

| Year | Location | Date | Time |
|---------|--|------------|------------|
| 2012-13 | "Kala Kunj" 48, Shakespeare Sarani, Kolkata – 700 017. | 21.12.2013 | 10.00 A.M. |
| 2011-12 | "Kala Kunj" 48, Shakespeare Sarani, Kolkata – 700 017. | 08.09.2012 | 11.00 A.M. |
| 2010-11 | "Kala Kunj" 48, Shakespeare Sarani, Kolkata – 700 017. | 10.09.2011 | 11.00 A.M. |

No special resolution was passed through postal ballot in the last year. No special resolution requiring postal ballot is being proposed at the ensuing AGM.

7. Disclosure

a) Related party transactions

There are no materially significant related party transactions in general, i.e. transactions of the Company of material in nature with its Promoters, Directors or the management or relatives etc. that may have potential conflict with the interests of the Company at large. A statement in summary form of transactions with related parties in the ordinary course of business is placed periodically before the Audit Committee. The pricing of all the transactions with the related parties were on an arm's length basis. A disclosure of related party relationship and transactions as per AS-18 is given in the Notes of to the Annual Accounts of the Company.

- The Company in general follows Accounting Standards issued by the Institute of Chartered Accountants of India and in the prepare on of financial statements, the Company has not adopted a treatment different from that prescribed in an Accounting Standard.
- The Company has complied with all the requirements of the Listing Agreement with the Stock Exchanges as well as regulations and guidelines of SEBI. No strictures or penalty were imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any manner related to capital markets during the last three years.
- The Company does not have any Subsidiary.
- The risk assessment and minimisation procedures are in place and the Board is regularly informed by the Senior Executives about the business risks, if any occurs, and the steps taken to mitigate the same.

b) Compliance by the Company

The Company has complied with the requirements of the Stock Exchanges, SEBI and other Statutory Authorities on all matters relating to capital market during the last 3 years. No penalties or strictures have been imposed on

Corporate Governance Report

the Company by the Stock Exchanges, SEBI or other Statutory Authorities. The Company has complied with all the mandatory requirements of the revised Clause 49 of the Listing Agreement.

C) Code of conduct

All the Members of the Board and Senior Management Personnel have affirmed the compliances of the Code of Conduct.

In accordance with Clause 49 of the Listing Agreement with the Stock Exchanges, the Board Members and Senior Management Personnel of the Company have affirmed compliances with the Code of Conduct of the Company for the financial period ended 30.09.2014.

d) Whistle Blower Policy

In order to strengthen the process of conducting the business in a fair, transparent and ethical manner, the Company has set up a Whistle Blower Policy or the Vigil Mechanism. The policy is intended to establish a mechanism for employees to report to the management genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics, for which a dedicated email id martinburn@rediffamil.com has been established. Mr. Ram Karan Tiwari, Chairman of the Audit Committee of the Company has been nominated by the Board as Ombudsperson for this purpose. The mechanism provides adequate safeguard against victimization of the persons using this mechanism. No employee was denied access to the Audit Committee.

In terms of clause 49(IV)(F)(ii) of the Listing Agreement, the senior management has disclosed to the Board that they have no personal interest in the material, financial and commercial transactions of the Company that may have potential conflict with the interest of the Company at large

e) Disclosure of Risk Management

The Company has initiated the risk assessment and minimization procedure.

f) CEO / CFO Certification

The CEO, i.e., the Managing Director of the Company and also the person heading the finance function has certified to the Board the particulars as stipulated vide Clause 49 V of the listing agreement.

g) Review of Directors' Responsibility Statement

The Board in its report has confirmed that the annual accounts for the period from 01.07.2013 to 30.09.2014. have been prepared as per applicable accounting standards and policies and that sufficient care has been taken for maintaining adequate accounting records.

8. Means of Communication

In compliance with the requirements of the Listing Agreements, the Company has intimated Audited Financial Results as well as the Unaudited Quarterly Results to the Stock Exchanges immediately as they are taken on record by the Board. Further coverage has been given for the information of the shareholders and investors by publication of the financial results in English National daily - "Business Standard" and in a local vernacular newspaper - "Dainik Statesman" widely circulated in the state of West Bengal.

Other information

The Company has a dedicated help desk email id : martinburn_investor.grievance@rediffmail.com and martinburn@rediffmail.com in the secretarial department for providing necessary information to the investors as well as for registering any complaints/grievances. The Company posts on its website all its official news releases, important announcements and presentations made before the press meets, analysts and institutional investors from me to me for the benefits of its investors and public at large.

9. Management Discussion and Analysis Report

Management Discussion and Analysis Report is separately attached and forms part of the Corporate Governance Report.

Corporate Governance Report (Contd.)

10. General Shareholder Information

(i) Annual General Meeting

67th A.G.M. to be held on Wednesday, the 25th March, 2015. at 11.00 A.M at “Kala Kunj”, 48, Shakespeare Sarani, Kolkata – 700 017.

(ii) Financial Calendar : 2014-2015 (Tentative)

| | |
|--|---------------------------|
| Results for the quarter ending March 31, 2015. | – by 14th May, 2015. |
| Results for the 9 months ending (Audited) June 30, 2015. | – by 29th August, 2015. |
| Results for the quarter ending September 30, 2015. | – by 14th November, 2015. |
| Results for the quarter ending December, 2015. | – by 15th February, 2016. |
| Next year Annual General Meeting - December, 2015. | |

(iii) Book Closure

The Register of Members and Share Transfer Register will remain closed from 18.03.2015 to 25.03.2014 (both days inclusive).

(iv) Listing of Equity Shares

a. The Bombay Stock Exchange Ltd.

Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.

Annual Listing Fee has been paid up to period March 31, 2015 to The Bombay Stock Exchange Ltd.

The Company has made the application for delisting of its equity shares from Uttarpradesh Stock Exchange Ltd. and Calcutta Stock Exchange Association Ltd. we are waiting for approval and for further procedures we are still awaiting.

(v) Stock Code

The Bombay Stock Exchange Ltd. Scrip Code- 523566 scrip name – MARBU.

ISIN NO. - INE199D01016

(vi) Stock Market Price data for the period 01.07.2013 to 30.09.2014.

| Month | High (Rs.) | Low (Rs.) | Volume of Shares Traded | BSE Sensex | |
|-----------------|------------|-----------|-------------------------|------------|----------|
| | | | | High | Low |
| July, 2013 | 11.05 | 10.00 | 1566 | 20351.06 | 19126.82 |
| August, 2013 | 12.07 | 10.50 | 1305 | 19569.20 | 17448.71 |
| September, 2013 | 12.67 | 10.22 | 1864 | 20739.69 | 19320.73 |
| October, 2013 | 10.19 | 9.15 | 1057 | 21205.44 | 19264.72 |
| November, 2013 | 10.50 | 9.60 | 2851 | 21142.85 | 20137.67 |
| December, 2013 | 10.50 | 10.50 | 1204 | 21304.88 | 20568.70 |
| January, 2014 | 12.75 | 10.50 | 1459 | 21409.66 | 20343.78 |
| February, 2014 | 11.41 | 9.36 | 2064 | 21140.51 | 19963.12 |
| March, 2014 | 12.65 | 9.30 | 4836 | 22467.21 | 20920.98 |
| April, 2014 | 14.70 | 11.00 | 2338 | 22939.31 | 22197.51 |
| May, 2014 | 15.95 | 13.91 | 2548 | 25175.22 | 22277.04 |
| June, 2014 | 15.15 | 12.85 | 2022 | 25725.12 | 24270.20 |
| July, 2014 | 15.50 | 13.55 | 13556 | 26300.17 | 24892.00 |
| August, 2014 | 15.55 | 12.81 | 6107 | 26674.38 | 25232.82 |
| September, 2014 | 18.00 | 12.25 | 20110 | 27354.99 | 26220.49 |

Corporate Governance Report

vii) Name and Address of the Registrar and Share Transfer Agent (RTA)

M/s. Maheshwari Datamatics Pvt. Ltd.

6, Mangoe Lane, 2nd Floor

Kolkata – 700 001.

Phone: 033 2243 5029/5809

Fax: 033 2248 4787.

Email: mdpl@cal.vsnl.net.in / mdpldc@yahoo.com.

(viii) Share Transfer System

All shares sent for transfer in physical form are registered by the Registrar and Share Transfer Agents within 15 days of the lodgment, if documents are found in order. Shares under objection are returned within one week. During the period from 01.07.13 to 30.09.2014 (15 months) 17 cases of Share Transfer Deeds comprising of 2301 shares were received for physical transfer and 5 cases of share transfer deeds comprising of 1117 shares were received for transmission of shares.

(ix) Shareholding Pattern as on 30.09.2014.

| Category of Shareholder | (No. of Shares) | Percentage of Shareholding |
|---|------------------|----------------------------|
| A. Shareholding of Promoter & Promoter Group | | |
| 1) Indian | | |
| a) Individual/HUF | 30,8,8521 | 59.927% |
| b) Bodies Corporate | 33 | 0.000% |
| Sub Total A (1) | 30,88,554 | 59.927% |
| 2) Foreign | Nil | Nil |
| Sub Total A (2) | Nil | Nil |
| Total Promoters Shareholding A = A(1) + A(2) | 30,88,554 | 59.927% |
| B. Public Shareholding | | |
| 1) Institutions | | |
| a) Mutual Funds/ UTI | 1,366 | 0.0265% |
| b) Financial Institutions/Banks | 10,408 | 0.2019% |
| c) Central/ State Government(s) | 1,420 | 0.0276% |
| d) Insurance Companies | 200 | 0.0039% |
| Sub Total B(1) | 13,394 | 0.2599% |
| 2) Non- Institutions | | |
| a) Bodies Corporate | 120401 | 2.3361% |
| b) Individuals holding | | |
| i) Nominal Share Capital up to Rs.1 Lakhs | 883298 | 17.138% |
| ii) Nominal Share Capital in excess of Rs. 1 Lakhs | 993440 | 29.275% |
| c) Any Other | | |
| i) Non Resident Individual | 52,702 | 1.0226% |
| ii) Trust | 415 | 0.0081% |
| iii) Custodian of Enemy Property | 1532 | 0.0297% |
| iv) Clearing member | 123 | 0.0124% |
| Sub Total B(2) | 20,51,911 | 39.813% |
| Total Public Shareholding B = (B 1 + B 2) | 20,65,305 | 40.080% |
| Total (A + B) | 51,53,859 | 100.00% |

Corporate Governance Report (Contd.)

viii) d) Distribution of Shares as on 30.09.2014.

| Share Holding | Number of Shareholders | % of Share-holders | No. of Shares | % of Shares |
|--------------------|------------------------|--------------------|----------------|---------------|
| 1 to 500 | 8748 | 96.2165 | 576239 | 11.180 |
| 501 to 1000 | 188 | 2.0670 | 142380 | 2.762 |
| 1001 to 2000 | 80 | 0.8799 | 119312 | 2.315 |
| 2001 to 3000 | 28 | 0.3080 | 69231 | 1.343 |
| 3001 to 4000 | 8 | 0.0880 | 29258 | 0.567 |
| 4001 to 5000 | 3 | 0.0330 | 14190 | 0.275 |
| 5001 to 10000 | 6 | 0.0660 | 44930 | 0.871 |
| 10001 & above | 31 | 0.0341 | 4158319 | 80.68 |
| Grand Total | 9092 | 100.00 | 5153859 | 100.00 |

iv) Summary report of Shareholding as on 30.09.2014.

| Particulars | Shareholders | | No. of Shares | % of Share Holdings |
|--------------|--------------|---------------|----------------|---------------------|
| | No. | % | | |
| Physical | 6795 | 74.74 | 584362 | 11.33 |
| NSDL | 1594 | 17.54 | 4001363 | 77.63 |
| CDSL | 703 | 7.72 | 568134 | 11.02 |
| Total | 9092 | 100.00 | 5153859 | 100.00 |

x) Dematerialization of shares

The Equity shares of the Company are traded on Bombay Stock Exchange Ltd. All requests for dematerialization of shares are processed and confirmation is given to the respective depositories i.e. National Securities Depositories Limited (NSDL) and Central Depository Services Limited within 15 days. During the year total number of shares dematerialized were NSDL 6942 and CDSL 360.

xi) Outstanding ADRs, GDRs, Warrants or any convertible instruments, conversion date and impact on equity.

Your Company has not issued any ADRs, GDRs, Warrants or any convertible instruments.

8. Certificate

The Company has obtained Certificate from Shri A. K. Labh, Practicing Company Secretary – CP - 3238 of M/s. A. K. Labh & Co., - Company Secretaries 40, Westorn Street, 3rd Floor, Kolkata – 700 013 Ph : 033- 2221-9381. Mail ID - aklabh@aklabh.com regarding compliance of conditions on Corporate Governance and the same is attached to this report.

On behalf of the Board
For **MARTIN BURN LIMITED**

KEDAR NATH FATEHPURIA
Chairman & Managing Director

SUNIL FATEHPURIA
Director

Place : Kolkata
Date : 21.02.2015

Corporate Governance Report

CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To the members of
MARTIN BURN LTD.

CIN NO. L51109WB1946PLC013641

We have examined the compliance of conditions of Corporate Governance by Martin Burn Limited, for the financial period ended 30.09.2014 (15 months), as stipulated in Clause 49 of the Listing agreement of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and impediments thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the Corporate Governance as stipulated in the above mentioned Listing Agreement.

The Company does not have any company secretary in terms of Section 203A of the Companies Act, 2013.

We have been explained that no investor grievance was pending for a period exceeding one month against the Company as per the records maintained by the Company as well as share transfer agent.

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.

For **A. K. LABH & CO.**
Company Secretaries
Sd/-

Place : KOLKATA
Date : 21st Februray, 2015

(CS A. K. LABH)
CP - 3238

Corporate Governance Report (Contd.)

CERTIFICATION BY CHAIRMAN & MANAGING DIRECTOR AND DIRECTORS

We, Kedar Nath Fatehpuria – Chairman & Managing Director and Sunil Fatehpuria, - Director, of Martin Burn Ltd., to the best of our knowledge and belief hereby certify that:-

- a) We have reviewed financial statements and the cash flow statement for the financial period from 01.07.2013 to 30.09.2014 (15 months) and that to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the financial year which are fraudulent, illegal or violative of the company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have disclosed based on our most recent evaluation, wherever applicable, to the company's auditors and the audit committee of the company's board of directors (and persons performing the equivalent functions):
 - i. all deficiencies in the design or operation of internal controls, which could adversely affect the company's ability to record, process, summarize and report financial data, and have identified for the company's auditors, any material lacknesses in internal controls over financial reporting including any corrective actions with regard to deficiencies ;
 - ii. Significant change in internal controls during the financial year covered by this report;
 - iii. all significant changes in accounting policies during the financial year (if any) that the same have been disclosed in the notes to the financial Statements;
 - iv. Instances of significant fraud of which we are aware, that involves management or other employees who have a significant role in the company's internal controls system.

For **MARTIN BUR LIMITED**

| | | |
|---|---|--|
| Place : Kolkata Date : 21st Februray, 2015 | Kedar Nath Fatehpuria <i>Chairman & Managing Director</i> (DIN : 00711971) | Sunil Fatehpuria <i>Director</i> (DIN : 01742208) |
|---|---|--|

Independent auditors' report

To

The Members of **MARTIN BURN LIMITED**

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of MARTIN BURN LIMITED (“the Company”), which comprise the Balance Sheet as at 30th September, 2014 and the Statement of Profit and Loss and Cash Flow Statement for the 15 months period 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 and cash flows 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”), read with General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013 and in accordance with the Accounting principles generally accepted in India. 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.

AUDITORS’ 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 auditors’ 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.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the financial statements read in conjunction with Schedule 1 to 21 give the information required by the Act in the manner so required and subject to the effects of **note nos. 1, 2, 9, 10 & 11 of Schedule 21**, 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 30th September, 2014;
- b. in the case of the Statement of Profit and Loss, of the loss for the 15 months period ended on that date; and
- c. in the case of the Cash Flow Statement of the cash flows for the 15 months period ended on that date.

Independent auditors' report (Contd.)

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditors' Report) only 2003 ("the Order"), as amended, issued by the Central Govt. of India in terms of Sub-Section (4A) of Section 227 of the Act, we enclose in the annexure a statement on the matter specified in paragraph 425 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;
 - 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, 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, 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; except AS 15 as referred to Note No. 8 of Schedule 21, read with General Circular 15/2013, dated 13th September, 2013 by the Ministry of Company Affairs in respect of Section 133 of the Companies Act, 2013.
 - e. on the basis of written representations received from the directors as on 30th September, 2014 and taken on record by the Board of Directors, none of directors is disqualified as on 30th September, 2014 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For **D. P. Sen & Co.**
Chartered Accountants

22, Ashutosh Chowdhury Avenue,
2nd Floor, Flat No. 22,
Kolkata – 700 019
Date : 22.01.2015

(D. Bhattacharyya)
Partner
Membership No. 012726
Firm Registration No. 301054E

Annexure to the Independent auditors' report

The Annexure referred to in paragraph 1 under the heading “report on other legal and regulatory requirements” of our report of even date to the Members of Martin Burn Limited.

1. a. The company has maintained proper records showing full particulars including quantitative details and situations of its fixed assets, which however needs improvement.
 - b. As explained to us fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies have been noticed on such verification;
 - c. No substantial part of fixed assets have been disposed off during the period and therefore does not affect the going concern assumption.
2. Construction materials for projects are directly debited to Construction Work – In – Progress as and when purchased. The Inventory has been physically verified by the management during the year as confirmed to us.
3. a. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Consequently, the provisions of clauses iii (b), iii (c) and iii (d) of the order are not applicable to the Company.
 - b. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not taken any loans from companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Thus sub clauses iii (f) and iii (g) are not applicable to the Company.
4. In our opinion and according to information and explanations given to us, there is generally an adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of inventories, fixed assets and with regard to sale of goods and services. During the course of our audit, no major instance of continuing failure to correct any weakness in the internal controls has been noticed;
5. a. According to the information and explanations given to us, particulars of contracts or arrangements that need to be entered into the register maintained in pursuance of Section 301 of the Companies Act, 1956 are not applicable to the company.
 - b. The transactions made in pursuance of such contracts or arrangements have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time are not applicable in view 3 (a) and (b) above.
6. The company has not accepted any deposits from public covered under section 58A, 58AA or any other relevant provision of that Act and rules framed thereunder.
7. The company has an adequate internal audit system commensurate with the size of the Company and nature of its business and has appointed a firm of chartered accountant as its internal auditor.
8. The Central Government has not prescribed maintenance of cost records under section 209 (1) (d) of the Companies Act, 1956 for the company.
9. a. According to the information and explanations given to us and the records of the company examined by us, no undisputed statutory dues outstanding as at 30th September, 2014, for a period of more than six months from the date they become payable.
 - b. According to the information and explanations given to us and records of the company examined by us, the particulars of Income Tax, Wealth Tax, Sales Tax, Service Tax, Custom Duty and Cess, which have not been deposited on account of disputes pending at various forums is mentioned under Serial No. 15 of Schedule no. 21.

Annexure to the Independent auditors' report (Contd.)

10. The Company does not have any accumulated losses as at 30th September, 2014 and has not incurred cash losses in the current and immediate preceding financial year.
11. Based on the information and explanations given to us, the Company has not defaulted during the period in repayment of dues to any financial institutions or banks.
12. According to the information and explanations given to us, the Company has not granted any loans and advance on the basis of security by way of pledge of shares, debentures and other securities.
13. The Company is not a chit fund or a nidhi mutual benefit fund / society. Therefore, the provision of this clause of the Companies (Audit Report) Order, 2003 (as amended) is not applicable to the Company.
14. In our opinion the company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of paragraph 4 (xiv) of the aforesaid order are not applicable to the company.
15. The Company has not given any guarantee for the loan taken by others from bank or financial institutions during the period.
16. According to the information and explanations given to us, the term loans raised by the company have been applied for the purpose for which they were raised.
17. According to the information and explanations given to us and on an overall examination of the balance sheet and cash flow of the company, we report that no fund raised on short term basis has been used for long term investment.
18. The Company has not issued any debentures. Accordingly, the provisions of paragraph 4 (xix) of the aforesaid order are not applicable to the company.
19. The Company has not raised any money by public issue during the year. Therefore, the provisions of paragraph 4 (xx) of the aforesaid order are not applicable to the company.
20. During the course of our examination of books of account carried out in accordance with generally accepted auditing practices, we have neither come across any instance of fraud on or by the company nor have we been informed of such case by the management.

For **D. P. Sen & Co.**
Chartered Accountants

22, Ashutosh Chowdhury Avenue,
2nd Floor, Flat No. 22,
Kolkata – 700 019
Date : 22.01.2015

(D. Bhattacharyya)
Partner
Membership No. 012726
Firm Registration No. 301054E

Balance Sheet

as at 30th September, 2014

(Amount in ₹)

| | Schedule Reference | As at 30th September, 2014 (15 Months) | | As at 30th June, 2013 (15 Months) | |
|---------------------------------|--------------------|---|--------------------|--------------------------------------|--------------------|
| EQUITY AND LIABILITIES | | | | | |
| Shareholders' Funds | | | | | |
| Share Capital | 1 | 54,038,590 | | 54,038,590 | |
| Reserves and Surplus | 2 | 341,858,274 | 395,896,864 | 356,856,124 | 410,894,714 |
| Non-Current Liabilities | | | | | |
| Long Term Borrowings | 3 | 64,957,333 | | 70,409,526 | |
| Deferred Tax Liability (Net) | 4 | 1,133,596 | 66,090,929 | 5,646,956 | 76,056,482 |
| Current Liabilities | | | | | |
| Trade Payables | 5 | 2,630,195 | | 31,748,885 | |
| Other Current Liabilities | 6 | 379,054,462 | | 395,274,820 | |
| Short Term Provisions | 7 | 47,459,575 | 429,144,232 | 49,687,610 | 476,711,315 |
| TOTAL | | | 891,132,025 | | 963,662,511 |
| ASSETS | | | | | |
| Non-Current Assets | | | | | |
| Fixed Assets | | | | | |
| Tangible Assets | 8 | 219,824,381 | | 223,919,765 | |
| Capital Work - in - Progress | 8 | 4,139,462 | | 1,603,703 | |
| Non - Current Investments | 9 | 10,006 | | 10,006 | |
| Long Term Loans and Advances | 10 | 544,083,528 | 768,057,377 | 648,646,348 | 874,179,822 |
| Current Assets | | | | | |
| Inventories | 11 | 21,876,933 | | 13,874,905 | |
| Trade Receivables | 12 | 15,420,008 | | 19,592,457 | |
| Cash and Bank Balances | 13 | 1,671,502 | | 3,524,208 | |
| Short Term Loans and Advances | 14 | 21,207,043 | | 1,803,362 | |
| Other Current Assets | 15 | 62,899,162 | 123,074,648 | 50,687,757 | 89,482,689 |
| TOTAL | | | 891,132,025 | | 963,662,511 |
| Significant Accounting Policies | 20 | | | | |
| Notes on Accounts | 21 | | | | |

Schedules referred to above form an integral part of the Balance Sheet
This is the Balance Sheet referred to in our report of even date.

For **D. P. SEN & CO.**
Chartered Accountants
Firm Registration No. 301054E

(D. Bhattacharyya)
Partner
Membership No. 012726
Place : Kolkata
Date : January 22, 2015.

For and on behalf of the Board of Directors
of MARTIN BURN LIMITED

Kedar Nath Fatehpuria
Chairman (DIN : 00711971)

Vijay Kumar Fatehpuria
Director (DIN : 01143895)

Sunil Fatehpuria
Director (DIN : 01742208)



Statements of Profit & Loss for the fifteen months period ended 30th September, 2014

(Amount in ₹)

| | Schedule Reference | 30th September, 2014 (15 Months) | 30th June, 2013 (15 Months) |
|--|--------------------|-------------------------------------|--------------------------------|
| INCOME | | | |
| Sales | | 3,778,138 | 16,792,875 |
| Other Income | 16 | 48,526,506 | 44,414,833 |
| Increase / (Decrease) in Stock of Work - In Progress and Finished Construction | 17 | 9,252,028 | 6,141,067 |
| TOTAL REVENUE | | 61,556,672 | 67,348,775 |
| EXPENSES | | | |
| Real Estate Purchase and Construction Expenses | 18 | 11,417,095 | 22,357,106 |
| Other Expenses | 19 | 24,959,107 | 31,959,521 |
| TOTAL EXPENSES | | 36,376,202 | 54,316,627 |
| PROFIT BEFORE DEPRECIATION, AMORTISATION, TAX & EXCEPTIONAL ITEM | | 25,180,470 | 13,032,148 |
| Depreciation & Amortisation | | 3,883,728 | 3,840,054 |
| Transfer to Fixed Assets Revaluation Reserve | | (932,554) | (993,280) |
| PROFIT BEFORE TAX & EXCEPTIONAL ITEMS | | 22,229,296 | 10,185,374 |
| Exceptional Items - | | | |
| Amortisation Expenses (Prior period) | | 5,045,457 | - |
| Provision for Doubtful Debts | | 16,400,545 | - |
| Provision of Income Tax for earlier years | | 15,167,204 | - |
| Liabilities no longer required written back | | (1,141,354) | (1,848,499) |
| PROFIT / (LOSS) BEFORE TAX | | (13,242,556) | 12,033,873 |
| Tax Expenses | | | |
| Current Tax | | 5,336,100 | 3,019,160 |
| Deferred Tax | | (4,513,360) | 351,879 |
| PROFIT / (LOSS) FOR THE YEAR | | (14,065,296) | 8,662,834 |
| Basic and Diluted Earning Per Share (In ₹) Face Value ₹ 10/- (Note No. 9) | | (2.73) | 1.68 |
| Number of Equity Shares | | 5,153,859 | 5,153,859 |
| Significant Accounting Policies | 20 | | |
| Notes on Accounts | 21 | | |

Schedules referred to above form an integral part of the Profit & Loss Account
This is the Profit & Loss Account referred to in our report of even date.

For **D. P. SEN & CO.**
Chartered Accountants
Firm Registration No. 301054E

(D. Bhattacharyya)
Partner
Membership No. 012726
Place : Kolkata
Date : January 22, 2015.

For and on behalf of the Board of Directors
of MARTIN BURN LIMITED

Kedar Nath Fatehpuria
Chairman (DIN : 00711971)

Vijay Kumar Fatehpuria
Director (DIN : 01143895)

Sunil Fatehpuria
Director (DIN : 01742208)

Cash Flow Statement

for the fifteen months period ended 30th September, 2014

(Amount in ₹)

| | For the period ended 30th Sept, 2014 (15 Months) | For the period ended 30th June, 2013 (15 Months) |
|--|--|--|
| A. Cash Flow arising from Operating Activities | | |
| Net Profit/ (Loss) before tax | (13,242,556) | 12,033,873 |
| Adjustments for : | | |
| Depreciation | 3,883,728 | 3,840,054 |
| Bad Debts and Advances Written off | 933,793 | 3,113,443 |
| Recovery of Bad Debts | - | (7,500) |
| Profit on sale of Fixed Assets | - | (103,074) |
| Liabilities no longer required Written Back | (1,141,354) | (1,848,499) |
| Interest Expenses | 10,427,587 | 12,865,775 |
| Interest and Dividend Income | (33,353,102) | (22,913,783) |
| Transfer from Fixed Assets Revaluation Reserve | (932,554) | (993,280) |
| Profit on Sale of Investments | - | (120,591) |
| Exception Items | 36,613,206 | - |
| Operating Profit before Working Capital Changes | 3,188,748 | 5,866,418 |
| Adjustments for : | | |
| Trade and Other Receivables | 45,719,638 | (42,761,300) |
| Inventories | (9,252,028) | (6,141,067) |
| Trade Payables | (47,380,857) | 30,367,374 |
| Cash generated from Operations : | (7,724,499) | (12,668,575) |
| Income Tax & Service Tax Paid | 10,257,422 | (11,278,704) |
| NET CASH FROM OPERATING ACTIVITIES : | 2,532,923 | (23,947,279) |
| B. Cash Flow arising from Investing Activities | | |
| Purchase of Fixed Assets | (4,833,800) | (3,644,022) |
| Sale of Fixed Assets | | 302,769 |
| NET CASH FROM INVESTING ACTIVITIES | (4,833,800) | (3,341,253) |



Cash Flow Statement for the fifteen months period ended 30th September, 2014

(Amount in ₹)

| | For the period ended 30th Sept, 2014 (15 Months) | For the period ended 30th June, 2013 (15 Months) |
|--|--|--|
| C. Cash Flow arising from Financing Activities | | |
| Proceeds from Share Application (Pending allotment) | - | - |
| Proceeds from Borrowings | | |
| Long Term | 41,320,000 | 161,435,911 |
| Loans and Advances Given | | |
| Long Term | (40,170,000) | (147,266,949) |
| Interest Paid | 1,070,856 | (4,065,054) |
| Bad Debt Recovery | - | 7,500 |
| Interest Received | (1,772,485) | 16,537,031 |
| NET CASH FROM FINANCING ACTIVITIES | 448,371 | 26,648,439 |
| NET CHANGE IN CASH AND CASH EQUIVALENTS (A+B+C) | (1,852,506) | (640,093) |
| CASH AND CASH EQUIVALENTS-OPENING BALANCE | 3,524,208 | 4,164,301 |
| CASH AND CASH EQUIVALENTS-CLOSING BALANCE | 1,671,702 | 3,524,208 |

Note :

- 1 The above cash flow statements has been prepared under the Indirect Method as set out in the Accounting Standard - 3on Cash Flow Statements issued by the Institute of Chartered Accountants of India.
- 2 Cash and Cash Equivalent consist of Cash and Bank Balances.
- 3 Previous year's figures have been regrouped / rearranged where necessary.

This is the Cash Flow Statements referred to in our report of even date.

Schedules referred to above form an integral part of the Profit & Loss Account
This is the Profit & Loss Account referred to in our report of even date.

For **D. P. SEN & CO.**
Chartered Accountants
Firm Registration No. 301054E

(D. Bhattacharyya)
Partner
Membership No. 012726
Place : Kolkata
Date : January 22, 2015.

For and on behalf of the Board of Directors
of MARTIN BURN LIMITED

Kedar Nath Fatehpuria
Chairman (DIN : 00711971)

Vijay Kumar Fatehpuria
Director (DIN : 01143895)

Sunil Fatehpuria
Director (DIN : 01742208)

Notes to the financial statements

| | | As at 30th September, 2014 (15 Months) | As at 30th June, 2013 (15 Months) |
|---------------------------------------|---|--|---|
| 1. SHARE CAPITAL | | | |
| Authorised | | | |
| 5,990,000 | Equity Shares of ₹ 10 each | 59,900,000 | 59,900,000 |
| 1,000 | 5% Redeemable Preference Shares of ₹ 100 each | 100,000 | 100,000 |
| | | 60,000,000 | 60,000,000 |
| Issued, Subscribed and Paid Up | | | |
| 5,153,859 | Equity Shares of ₹ 10 each fully paid as per last account | 51,538,590 | 51,538,590 |
| Share Forfeiture Account | | 2,500,000 | 2,500,000 |
| | | 54,038,590 | 54,038,590 |

Notes :**1. Shares in the company held by each share holders holding more than 5% shares :**

| | 2013 - 2014 | 2012 - 2013 |
|--|-----------------------|---------------------|
| Position as at 30th September, 2014 | Nos. of Shares | % of holding |
| Mr. K. N. Fatehpuria | 2,288,521 | 44.4040 |
| Mr. Sunil Fatehpuria | 300,000 | 5.8209 |
| Position as at 30th June, 2013 | Nos. of Shares | % of holding |
| Mr. K. N. Fatehpuria | 2,288,521 | 44.4040 |
| Mr. Sunil Fatehpuria | 300,000 | 5.8209 |

2. Rights, Preferences and Restrictions attached to shares :

Each Equity share holder holding share of ₹ 10/- each is eligible for one vote per share held and is entitled to receive dividend as declared from time to time. In the event of liquidation, the Equity share holders are eligible to receive the remaining assets of the company after distribution of all Preferential Creditors in proportion to their share holding.

Notes to the financial statements (Contd.)

(Amount in ₹)

| | As at 30th September, 2014 (15 Months) | | As at 30th June, 2013 (15 Months) | |
|--|--|--------------------|---|--------------------|
| 2. RESERVES AND SURPLUS | | | | |
| Capital Reserve | | | | |
| As per last Account | | 3,587,974 | | 3,587,974 |
| Fixed Assets Revaluation Reserve | | | | |
| As per last Account | 89,314,156 | | 90,307,436 | |
| Less : Adjustment during the year | - | | - | |
| Less : Transfer to Profit and Loss Account | 932,554 | 88,381,602 | 993,280 | 89,314,156 |
| Security Premium Reserve | | | | |
| 750,000 Equity Shares of ₹ 10/- each | | 22,500,000 | | 22,500,000 |
| General Reserve | | | | |
| As per last Account | | 123,093,448 | | 123,093,448 |
| Surplus | | | | |
| As per last Account | 118,360,546 | | 109,697,712 | |
| Add : Profit / (Loss) for the period | (14,065,296) | 104,295,250 | 8,662,834 | 118,360,546 |
| | | 341,858,274 | | 356,856,124 |

Note :

- General Reserve is primarily created to comply with the requirements of section 205 (2A) of the Companies Act, 1956. This is a free reserve and can be utilised for any general purpose like issue of Bonus share, payment of dividend, buy back of shares etc.
- Security Premium Reserve has been created out of the premium received on the issue of 750,000 Equity Shares of ₹ 10/- each issued at a premium of ₹ 30/- each. The reserves can be utilised in the manner prescribed in the Companies Act, 1956 (Section 78 (2)).

Notes to the financial statements (Contd.)

(Amount in ₹)

| | As at 30th September, 2014 (15 Months) | As at 30th June, 2013 (15 Months) |
|---------------------------------|--|---|
| 3. LONG TERM BORROWINGS | | |
| From Banks (Secured) | | |
| Term Loan from Banks | | |
| From The Federal Bank Ltd. | - | 64,696,203 |
| From H.D.F.C. Bank Ltd. | 270,490 | 464,318 |
| From I.C.I.C.I. Bank Ltd. | 59,254,241 | - |
| From OSL Exclusive Pvt. Ltd. | - | 285,531 |
| | 59,524,731 | 65,446,052 |
| Unsecured | | |
| Short Term Loan from Corporates | 3,500,000 | 2,500,000 |
| Interest accrued and due on | | |
| Short Term Loan | 1,932,602 | 2,463,474 |
| | 5,432,602 | 4,963,474 |
| TOTAL | 64,957,333 | 70,409,526 |

Note :

1. Term Loans from HDFC Bank and OSL Exclusive Pvt. Ltd. are secured by hypothecation of specific assets acquired under Mobile Finance Scheme. The repayment is by installments fixed by the Bank.
2. Term Loan from ICICI Bank is secured against assignment of future rent receivables on rented premises, occupied by The Federal Bank, collaterally secured by equitable mortgage of immovable property of the company located at Kolkata.

| | As at 30th September, 2014 (15 Months) | As at 30th June, 2013 (15 Months) |
|--|--|---|
| 4. DEFERRED TAX | | |
| Deferred Tax Assets : | | |
| Gratuity Provision | 1,519,009 | 1,291,049 |
| Accrued Expenses deductible on payment | 148,966 | 124,959 |
| Provision for Doubtful Debts | 5,067,768 | - |
| | 6,735,743 | 1,416,008 |
| Deferred Tax Liability : | | |
| Depreciation | 7,869,339 | 7,062,964 |
| Deferred Tax Liabilities (Net) | 1,133,596 | 5,646,956 |
| 5. TRADE PAYABLES | | |
| Sundry Creditors for Goods | 2,630,195 | 31,748,885 |
| | 2,630,195 | 31,748,885 |

Notes to the financial statements (Contd.)

(Amount in ₹)

| | As at 30th September, 2014 (15 Months) | As at 30th June, 2013 (15 Months) |
|-------------------------------------|--|---|
| 6. OTHER CURRENT LIABILITIES | | |
| Sundry Creditors - Expenses | 64,128,341 | 63,457,374 |
| Deposits from Customers | 163,427,805 | 162,847,606 |
| Advance from Customers | 74,226,000 | 70,622,525 |
| Other Liabilities | 77,272,316 | 98,347,315 |
| | 379,054,462 | 395,274,820 |
| 7. SHORT TERM PROVISIONS | | |
| Gratuity | 4,915,888 | 4,178,151 |
| Taxation | 25,768,840 | 45,196,477 |
| Leave Encashment | 374,302 | 312,982 |
| Doubtful Debts | 16,400,545 | - |
| | 47,459,575 | 49,687,610 |

(Amount in ₹)

| | ORIGINAL COST / REVALUATION | | | | | DEPRECIATION | | | | NET BLOCK | |
|-------------------------------------|-----------------------------|---------------------------------|--|-----------------------------|-----------------------------|---|------------------|------------------|----------------------------------|---|---|
| | As at 30th June, 2013 | Additions during the year | Sale/ Adjustments during the year | As at 30th Sept, 2014 | As at 30th June, 2013 | Applicable to Sales/ Adjustments during the year | Amortisation | For the year | Total upto 30th Sept, 2014 | Written Down Value as at 30th Sept, 2014 | Written Down Value as at 30th June, 2013 |
| 8. FIXED ASSETS | | | | | | | | | | | |
| A : TANGIBLE ASSETS | | | | | | | | | | | |
| Freehold Land | 157,066,355 | - | - | 157,066,355 | - | - | - | - | - | 157,066,355 | 157,066,355 |
| Freehold Buildings | 100,660,612 | 4,800,000 | - | 105,460,612 | 66,543,320 | - | - | 2,154,438 | 68,697,758 | 36,762,854 | 34,117,292 |
| Leasehold Land | 23,785,726 | - | - | 23,785,726 | - | - | 5,285,717 | - | 5,285,717 | 18,500,009 | 23,785,726 |
| Leasehold Land and Buildings | 7,337,977 | - | - | 7,337,977 | 4,903,584 | - | - | 159,072 | 5,062,656 | 2,275,321 | 2,434,393 |
| Plant and Machinery | 18,483,466 | 31,100 | - | 18,514,566 | 13,556,772 | - | - | 854,729 | 14,411,501 | 4,103,065 | 4,926,694 |
| Furniture and Fittings | 4,316,683 | 2,700 | - | 4,319,383 | 4,118,024 | - | - | 43,868 | 4,161,892 | 157,491 | 198,659 |
| Vehicles | 2,599,413 | - | - | 2,599,413 | 1,208,767 | - | - | 431,360 | 1,640,127 | 959,286 | 1,390,646 |
| Fixed Assets Given on Lease : | | | | | | | | | | | |
| Plant and Machinery | - | - | - | - | - | - | - | - | - | - | - |
| Vehicles | - | - | - | - | - | - | - | - | - | - | - |
| Total (A) | 314,250,232 | 4,833,800 | - | 319,084,032 | 90,330,467 | - | 5,285,717 | 3,643,467 | 99,259,651 | 219,824,381 | 223,919,765 |
| B : CAPITAL WORK IN PROGRESS | | | | | | | | | | | |
| | 1,603,703 | 2,535,759 | - | 4,139,462 | - | - | - | - | - | 4,139,462 | 1,603,703 |
| Total (B) | 1,603,703 | 2,535,759 | - | 4,139,462 | - | - | - | - | - | 4,139,462 | 1,603,703 |
| Total (A+B) | 315,853,935 | 7,369,559 | - | 323,223,494 | 90,330,467 | - | 5,285,717 | 3,643,467 | 99,259,651 | 223,963,843 | 225,523,468 |
| Previous Year | 312,169,569 | 4,495,769 | 811,403 | 315,853,935 | 87,071,666 | 581,253 | - | 3,840,054 | 90,330,467 | 225,523,468 | - |

Notes to the financial statements (Contd.)

(Amount in ₹)

| | | As at 30th September, 2014 (15 Months) | As at 30th June, 2013 (15 Months) |
|--|---|--|---|
| 9. NON CURRENT INVESTMENTS | | | |
| (Long Term Investments) | | | |
| Fully paid Shares and Debentures | | | |
| Ordinary Shares | | 10,006 | 10,006 |
| | | 10,006 | 10,006 |
| Aggregate amount of Unquoted Investments | | 10,006 | 10,006 |
| Shares - | | | |
| 10078 | Ordinary Shares of ₹ 10 each of | | |
| | Upper Ganges Valley Electric Supply Company Ltd. (in liquidation) | 1 | 1 |
| 22550 | Ordinary Shares of ₹ 10 each of | | |
| | Upper Jumna Valley Electric Supply Company Ltd. (in liquidation) | 1 | 1 |
| 211 | Ordinary Shares of ₹ 100 each of | | |
| | Futwah Islampur Light Railways Company Ltd. (in liquidation) | 1 | 1 |
| 2700 | Ordinary Shares of ₹ 100 each of | | |
| | Arrah Sasaram Light Railways Company Ltd. (in liquidation) | 1 | 1 |
| 4723 | Ordinary Shares of ₹ 100 each of | | |
| | Agra Electric Supply Company Ltd. (in liquidation) | 1 | 1 |
| 36594 | Ordinary Shares of ₹ 10 each of | | |
| | Benaras Electric Light & Power Company Ltd. (in liquidation) | 1 | 1 |
| 1000 | Equity Share of ₹ 10 each of | | |
| | Martin Burn Edutech Pvt. Ltd. | 10,000 | 10,000 |
| | | 10,006 | 10,006 |
| 10. LONG TERM LOANS AND ADVANCES | | | |
| (Unsecured and Considered Good) | | | |
| Loans to Corporates | | 195,649,722 | 185,199,722 |
| Loans to Others | | 112,452,000 | 56,333,702 |
| Advance payment of Tax and Tax deducted at Sources | | 40,626,187 | 70,792,974 |
| Other Advances | | 195,355,619 | 336,319,950 |
| | | 544,083,528 | 648,646,348 |

Notes to the financial statements (Contd.)

(Amount in ₹)

| | As at 30th September, 2014 (15 Months) | As at 30th June, 2013 (15 Months) |
|--|--|---|
| 11. INVENTORIES | | |
| Finished Construction (Unsold) | | |
| At lower of cost or net realisable value | - | 1,250,000 |
| Work-in-Progress at cost or cost plus estimated profit where appropriate | 21,876,933 | 12,624,905 |
| | 21,876,933 | 13,874,905 |
| 12. TRADE RECEIVABLES | | |
| (Unsecured and Considered Good) | | |
| Over Six Months | 15,420,008 | 15,356,012 |
| Others | - | 4,236,445 |
| | 15,420,008 | 19,592,457 |
| 13. CASH AND BANK BALANCES | | |
| Balance with Banks | 416,433 | 908,133 |
| Cash in hand | 33,408 | 844,414 |
| Fixed Deposits with Banks | 800,948 | 1,350,948 |
| Margin Money Deposit with Bank | 420,713 | 420,713 |
| | 1,671,502 | 3,524,208 |
| 14. SHORT TERM LOANS AND ADVANCES | | |
| Deposits | 21,101,209 | 1,697,528 |
| Others | 105,834 | 105,834 |
| | 21,207,043 | 1,803,362 |
| 15. OTHER CURRENT ASSETS | | |
| Interest Accrued : | | |
| On Loans | 62,543,087 | 50,603,973 |
| On Deposits | 356,075 | 83,784 |
| | 62,899,162 | 50,687,757 |

Notes to the financial statements (Contd.)

(Amount in ₹)

| | 15 months period ended 30th September, 2014 | 15 months period ended 30th June, 2013 |
|---|---|--|
| 16. OTHER INCOME | | |
| Interest on Deposit and Loans to Companies and Others (Gross) [Tax deducted at source ₹ 3,137,748 Previous period ₹ 2,183,423] | 33,353,102 | 22,913,783 |
| Profit on Sale of Fixed Assets (Net) | - | 103,074 |
| Profit on Sale of Investments | - | 120,591 |
| Rent | 12,963,999 | 12,935,054 |
| Recovery of Maintenance Charges | 73,500 | 6,026,402 |
| Recovery of Bad & Doubtful Debts | - | 7,500 |
| Miscellaneous Income | 2,135,905 | 2,308,429 |
| | 48,526,506 | 44,414,833 |
| 17. INCREASE / (DECREASE) IN STOCK OF WORK - IN - PROGRESS AND FINISHED CONSTRUCTION | | |
| Closing Stock | | |
| Work-in-Progress | 21,876,933 | 12,624,905 |
| Finished Construction (Unsold) | - | 1,250,000 |
| | 21,876,933 | 13,874,905 |
| Deduct : Opening Stock | | |
| Work-in-Progress | 12,624,905 | 7,733,838 |
| Finished Construction (Unsold) | - | - |
| | 12,624,905 | 7,733,838 |
| Increase / (Decrease) | 9,252,028 | 6,141,067 |

Notes to the financial statements (Contd.)

(Amount in ₹)

| | 15 months period ended 30th September, 2014 | 15 months period ended 30th June, 2013 |
|---|---|--|
| 18. REAL ESTATE PURCHASE AND CONSTRUCTION EXPENSES | | |
| A : PURCHASES | | |
| Construction Materials | 3,376,138 | 5,779,255 |
| Purchase of Office Space | - | 9,389,889 |
| | 3,376,138 | 15,169,144 |
| B : CONSTRUCTION EXPENSES | | |
| Salaries, Wages and Bonus | 887,596 | 777,494 |
| Contribution to Provident and Other Funds | 99,155 | 77,944 |
| Workmen and Staff Welfare Expenses | 6,693 | - |
| Payment to Labour Contractors: | | |
| Labour Payment | 2,634,206 | 828,179 |
| Material cum Labour | 2,932,776 | 1,990,982 |
| Power and Fuel | 59,870 | 20,740 |
| Architects' Fees | - | - |
| Compensation | - | - |
| Repairs and Maintenance - Others | 105,367 | 126,000 |
| Other Job Expenses | 639,370 | 255,157 |
| Telephone & Telex Charges | 1,500 | 5,280 |
| Travelling & Conveyance | 9,831 | 7,000 |
| Bad Debts | 664,593 | 3,099,186 |
| | 8,040,957 | 7,187,962 |
| Total : (A + B) | 11,417,095 | 22,357,106 |

Notes to the financial statements (Contd.)

(Amount in ₹)

| | 15 months period ended 30th September, 2014 | 15 months period ended 30th June, 2013 |
|---|---|--|
| 19. OTHER EXPENSES | | |
| Salaries, Wages and Bonus | 5,249,827 | 5,441,665 |
| Gratuity paid / provided | 737,737 | 546,181 |
| Contribution to Provident and other funds | 345,473 | 375,555 |
| Workmen and Staff Welfare Expenses | 435,988 | 416,447 |
| Power and Fuel | 576,779 | 445,248 |
| Rent | 200,000 | 247,199 |
| Repair and Maintenance : | | |
| Buildings | 32,780 | 372,652 |
| Plant and Machinery | 66,770 | 374,157 |
| Others | 410,010 | 761,356 |
| Insurance | 21,978 | 72,954 |
| Rates and Taxes | 1,755,245 | 2,829,188 |
| Sales Tax | | 229,922 |
| Advertisement | 113,557 | 104,895 |
| Interest on : | | |
| Term Loans | 9,849,108 | 12,696,660 |
| Others | 578,479 | 169,115 |
| Travelling Expenses | 164,297 | 220,787 |
| Telephones and Telex Charges | 95,047 | 131,096 |
| Bank Charges | 28,071 | 30,721 |
| Car Running Expenses | 9,000 | 268,450 |
| Auditors' Remuneration | | |
| Statutory Audit Fees | 225,000 | 205,000 |
| Tax Audit Fee | 20,000 | 20,000 |
| Other Services | - | - |
| Internal Audit Fees | 25,000 | 20,000 |
| Professional Fees | 1,344,043 | 1,650,328 |
| Donation | 18,930 | 16,800 |
| Bad Debts and Advances Written Off | 269,200 | 14,257 |
| Miscellaneous Expenses | 1,835,344 | 4,195,549 |
| Listing Fees / Filing Fees | 204,358 | 53,556 |
| Loan Processing Charges | 210,000 | 5,640 |
| Bank Guarantee Charges | 137,086 | 12,284 |
| Fire Fighting Expenses | - | 31,859 |
| | 24,959,107 | 31,959,521 |

Notes to the financial statements (Contd.)

20. SIGNIFICANT ACCOUNTING POLICES

BASIS OF ACCOUNTING

The financial statements are prepared under the historical cost convention, except stated otherwise, on an accrual basis and in accordance with the generally accepted accounting principles in India, the applicable mandatory Accounting Standards as notified by the Companies (Accounting Standard) Rules, 2006 (as amended), the relevant provisions of the Companies Act, 1956, and Companies Act, 2013 (as applicable).

The financial statements have been prepared and presented as per the requirement of Revised Schedule VI as notified under Companies Act, 1956.

USE OF ESTIMATES

The preparation of financial statements require judgments, estimates and assumptions to be made that affect the reported amount of assets and liabilities including contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between actual results and estimates are recognized in the period in which the results are known / materialised.

FIXED ASSETS

1. Fixed assets are stated at cost of acquisition inclusive of taxes, freight, borrowing cost and other incidental expenses related to acquisition / installation except in case of revaluation of such assets where it is stated at the value determined on revaluation.
2. Fixed assets given on lease are stated at cost less accumulated depreciation.
3. Assets acquired under Lease Finance are recognized at lower of fair value or present value of minimum lease payments.

DEPRECIATION AND AMORTISATION

1. Depreciation on fixed assets including revalued assets is provided on "Written Down Value Method" at the rates, specified in Schedule XIV of the Companies Act, 1956. Additional depreciation for the period attributable to the revalued assets is transferred to the credit of Profit and Loss Account by debiting Fixed Assets Revaluation Reserve.
2. Depreciation on assets given on lease is provided over the 'Primary Lease Period' on the basis of internal rate of return implicit in the lease or on written down value method at the rates specified in schedule XIV of the Companies Act, 1956, whichever is higher.
3. Leasehold land is amortized over the period of the lease in equal instalments.

INVESTMENTS

1. (a) Current Investments (quoted) are carried at cost / fair market value, computed category wise.
(b) Current Investments (unquoted) are carried at cost.
2. Long Term Investments are stated at cost.

INVENTORIES

Inventories are valued as under:

Work-in-progress - At cost or cost plus profit, where appropriate, depending upon the stage of completion and / or as per the terms of the contract. Cost includes direct material, cost of labour and other general administrative expenses.

TAXATION

Income tax expense comprises of Current tax and Deferred tax charge or credit. Provision for current tax is made on the assessable income at the tax rate applicable to the relevant assessment year in accordance with the Income Tax Act, 1961. The Deferred Tax Assets and Deferred Tax Liability is calculated by applying tax rate and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred Tax Assets arising mainly on account of

Notes to the financial statements (Contd.)

brought forward losses and unabsorbed depreciation under tax laws, are recognized only if there is a virtual certainty of its realization, supported by convincing evidence. Deferred Tax Assets on account of other timing differences are recognised only to the extent there is a reasonable certainty that the assets can be realized in future.

REVENUE RECOGNITION

- i) The company is mainly engaged in construction/ development of properties- some on behalf of others as developer / contractor and some on own account for eventual sale. Profit on construction / development of properties on behalf of others is accounted for according to the stage of completion and in case of properties developed on own account, only on handing over possession.
- ii) Other revenue is recognized on completion of sale of assets and rendering of services.
- iii) Lease rentals are recognized as income throughout the period on accrual basis as per lease agreement.
- iv) Dividend income is recognized on receipt basis.
- v) Interest on loans / advances is normally recognized on accrual basis. In case of default, the same is recognized on receipt basis.
- vi) Rental income from tenants is recognized on receipt basis.

RETIREMENT BENEFITS

- i) Gratuity is provided in the books of accounts on accrual basis based on actuarial valuation.
- ii) Leave encashment liability is provided in the books of accounts on accrual basis based on actuarial valuation.

BORROWING COST

Borrowing cost attributable to the acquisition or construction of qualifying assets are included in cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its sale / intended use. All other borrowing costs are recognized as an expense in the period these are incurred.

CONTINGENT LIABILITY

Full disclosure is made in the accounts of any contingent liability. Provision for the same is however made when such liability crystallizes.

21. NOTES OF ACCOUNTS

1. (a) The amount of rent payable by the company to Kolkata Port Trust in respect of Kidderpore Stock Yard is under dispute and the matter is sub-judice with the Hon'ble District Judge, Alipore Judges Court, Kolkata. The Company had been paying rent to Kolkata Port Trust at the demanded rate without prejudice since February, 2007 by cheque, which had since been accepted by Kolkata Port Trust and duly encashed till July, 2011, when the outstanding came down to ₹ 60,271,802.80.

In the month of August, 2011 Port Trust revised their demand for Rent upwardly to ₹ 765,315.00 per month as against their earlier demand of ₹ 419,640.00 per month. The Company, thereafter, stopped paying the rent and submitted before the Hon'ble Court for inclusion of this matter in the original petition. Hence, no further provision for rent from August, 2011 amounting to ₹ 15,946,320/- has been made in the accounts till 30.09.2014.

- (b) The company hiked the rent and service charges on the tenants at the above premises w.e.f. August, 2011, which was disputed by the tenants. No rent / service charges from August, 2011 has been received from the tenants and hence, has not been accounted for, which aggregate to ₹ 7,261,648 towards rent and ₹ 26,643,890 towards service charges till 30.09.2014.

No development in the matter has taken place during the period 30th September, 2014.

2. Certain credit balances in various liabilities account lying unclaimed over a period of time have been reviewed by the management and being satisfied about the remote possibility of their claims, have written back the same aggregating to ₹ 1,141,354 in the account.

Notes to the financial statements (Contd.)

3. Remuneration paid / payable to Whole time Directors : (Amount in ₹)

| | 2013-2014 (15 months) | 2012-2013 (15 months) |
|--------------------------------|--------------------------|--------------------------|
| Remuneration | 1,125,000 | 1,125,000 |
| Contribution to provident fund | - | - |
| | 1,125,000 | 1,125,000 |

4. Year end balance confirmation letters from some parties in respect of Sundry Debtors, Advances (both debit & credit), Sundry Creditors, Security Deposits etc. were obtained. Steps are being taken by the company for obtaining the same, from the rest of the parties.
5. None of the suppliers informed the company that they are small-scale industrial undertakings. Accordingly, particulars of indebtedness to such undertakings as on September 30, 2014, in terms of Part I of Schedule VI to the Companies Act, 1956 are not furnished.

6. Sales : (Amount in ₹)

| | 2013-2014 (15 months ending September 30, 2014) | 2012-2013 (15 months ending June 30, 2013) |
|---|---|--|
| a. Construction/Property Development (Net of returns) | 1,445,376 | 14,441,683 |
| b. Services | 2,332,762 | 2,351,192 |
| | 3,778,138 | 16,792,875 |

7. The provisions of Employees State Insurance Act, 1948 are applicable to the Company.
8. The company is in the process of creating of Gratuity Fund as required under A.S.15 of I.C.A.I. Pending funding, adequate provision towards gratuity liabilities has been made in the accounts on the basis of Actuarial Valuation.
9. The company acquired a piece of land under lease agreement for 99 years in the year 1992-1993 from M/s. The East India Hotels Ltd., Kolkata, at a cost of ₹ 23,785,726/-.

In compliance with the Accounting Standard issued by the ICAI, the company has taken a policy during the current period to amortize the cost of the lease over the lease period. i.e., 99 years in equal annual installments.

Hence an amount of ₹ 240,260/- p.a. has been charged to the Profit & Loss Account under Depreciation & Amortization. An aggregate of ₹ 5,045,457/- has also been charged in the Profit & Loss Account under Exceptional Items and this has been considered while calculating the amount of Provision for Income Tax and Deferred Tax.

10. During the period ending September 30, 2014, the Company has entered into an agreement with M/s. Martin Burn Estates Pvt. Ltd. (related party) of 1, R. N. Mukherjee Road, Kolkata – 700 001, to look after the total maintenance work, repairing work, electrical line maintenance work and safety measures of the tenants of the owned buildings of the company, according to the prevalent laws of Government of West Bengal due to the inadequate infrastructure facility available at the company to attend/ control approx. 300 tenants and occupants of the buildings. Martin Burn Estates Pvt. Ltd. has been authorized to raise the bill(s) of maintenance, electricity and others to meet the running expenditure required and to create fund from the surplus to meet the Working Capital requirement and also repay the initial Working Capital (Free of Interest) provided by Martin Burn Limited, the owner of the buildings. Consequently, based on the Accounts for the 15 months period ended on 30.06.2013, expenditure of ₹ 49.5 Lac approximately without considering the share of planning & supervision charges which is not quantifiable, has reduced during the current period vis – a – vis a reduction of ₹ 59.5 Lac in Income.
11. The balance of Unsecured Loan given to a Party stood at ₹ 132,351,159/- inclusive of accrued Interest of ₹ 8,756,159/- as on 31.03.2006. Accrued Interest for the year 2006-2007 amounted to ₹ 9,634,055/- and total dues to the Company was ₹ 141,985,214/- at the end of the year.

Notes to the financial statements (Contd.)

Loanee, expired in the year 2005-2006. However, the wife of deceased Loanee took over the deceased husband's liability. The new Loanee repaid ₹ 30,832,691/- during the period 2006-2007 to 2009-2010.

The balance of the Loanee's account as per Company's books stood at ₹ 127,553,068/- as on 31.03.2011. Subsequently interest has not been accounted for in the books in terms of the AS9 and the revised policy of the company to account for interest in default on receipt basis. However, Loanee has confirmed a balance of ₹ 111,152,523/- as on 31.03.2014 as their dues to the company. The difference of ₹ 16,400,545/- being the interest accounted for by the company but not confirmed or paid by the Loanee, has been provided for in the account as a matter of abundant precaution although the company has been negotiating with the Loanee for realization of entire dues.

12. Earnings Per Share :

(Amount in ₹)

| | 2013-2014 15 months ending September 30, 2014) | 2012-2013 (15 months ending June 30, 2013) |
|--|--|--|
| Profit/ (Loss) after taxation as per Profit & Loss Account | (14,065,296) | 8,662,834 |
| Weighted average number of Equity Shares outstanding | 5,153,859 | 5,153,859 |
| Basic and diluted earnings per share in Rupees (face value – ₹ 10/- each) | (2.73) | 1.68 |

13. Income and direct expenses in relation to segments is categorised based on items that are individually identifiable to that segment. Certain expenses such as staff related expenses, travelling, telephones etc., which form a significant component of total expenses, are not specifically allocable to particular segments as the underlying services are used interchangeably. The Company believes that it is not practicable to provide segment disclosures relating to these costs and expenses, and accordingly these expenses are separately disclosed as "unallocated" and directly charged against total income. Similarly depreciation is not specifically allocable to particular segments.

| | Construction/ Property Development Business | Rent and its related activities | Total |
|---|--|------------------------------------|--------------|
| Segment Revenue | 1,445,376 | 15,296,761 | 16,742,137 |
| Less: Segment Expenses | 10,629,111 | 14,385,711 | 25,014,822 |
| Segment Results | (9,183,735) | 911,050 | (8,272,685) |
| Less : Unallocated corporate expenses net of unallocated income | | | (12,193,974) |
| Less : Depreciation | | | (2,951,174) |
| Operating Profit / (Loss) | | | (23,417,833) |
| Less: Bad Debts and Advances written off | | | (933,793) |
| Add : Profit on Sale of Fixed Assets | | | - |
| Add : Liabilities written back | | | 1,141,354 |
| Profit / (Loss) before Interest and taxation | | | (23,210,272) |
| Less : Interest expenses | | | (10,427,587) |
| Add : Interest / Dividend Income | | | 33,353,102 |
| Add : Other Income | | | 2,209,405 |



Notes to the financial statements (Contd.)

(Amount in ₹)

| | Construction/ Property Development Business | Rent and its related activities | Total |
|---|--|------------------------------------|--------------|
| Net Profit before tax | | | 1,924,648 |
| Less : Provision for Income Tax (Includes Deferred Tax) | | | (822,740) |
| Less : Provision of Income Tax for earlier years | | | (15,167,204) |
| Net Profit / (Loss) after tax | | | (14,065,296) |

14. RELATED PARTY DISCLOSURES

1. OTHER RELATED PARTIES WITH WHOM THE COMPANY HAD TRANSACTIONS ETC

Key Management Personnel

| | | |
|------------------------|---|------------------------------|
| Kedar Nath Fatehpuria | – | Chairman & Managing Director |
| Vijay Kumar Fatehpuria | – | Director |
| Sunil Fatehpuria | – | Director (w.e.f. 01.06.2013) |

Relatives :

| | | |
|-------------------|---|------------------------------|
| Manish Fatehpuria | – | Son of Kedar Nath Fatehpuria |
|-------------------|---|------------------------------|

DISCLOSURE OF TRANSACTIONS BETWEEN THE COMPANY AND RELATED PARTIES AND THE STATUS OF OUTSTANDING BALANCES AS ON SEPTEMBER 30, 2014.

| Sl. No. | Particulars | Details of transactions | | Amount Outstanding as on 30.06.2013. |
|---------|--|----------------------------------|--------------------------------------|--------------------------------------|
| | | Enterprises where control exists | Key Management Personnel & Relatives | |
| 1. | Remuneration to Key Management Personnel – Directors | Nil | ₹ 1,125,000 | Nil |

15. Liabilities in respect of (a) Sales Tax Demand amounting to ₹ 5,664,240/- has been disputed and pending before the Appellant Authority and hence have not been provided for as the same are contingent in nature.

16. Total amount of Bank Guarantee obtained from The Federal Bank Ltd. towards Security Deposit for CESC Ltd., stood at ₹ 4,207,126/- as on 30.09.2014.

17. Previous year's figures have been regrouped, recast and rearranged wherever necessary.

For **D. P. SEN & CO.**
Chartered Accountants
Firm Registration No. 301054E

(D. Bhattacharyya)
Partner
Membership No. 012726
Place : Kolkata
Date : January 22, 2015.

For and on behalf of the Board of Directors
of MARTIN BURN LIMITED

Kedar Nath Fatehpuria
Chairman (DIN : 00711971)

Vijay Kumar Fatehpuria
Director (DIN : 01143895)

Sunil Fatehpuria
Director (DIN : 01742208)

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