

Dated: 02.12.2019

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

Dear Sir,


Scrip Code: 517467

Please find enclosed herewith the Annual Report of the Company for the Financial Year 2018-19 and which is self-explanatory.

This is for your information and record.

Thanking you,

Yours faithfully,
For Marsons Ltd


Binay Kumar Agarwal
Director
(DIN: 00566931)

Encl: as above

Marsons Limited

ANNUAL REPORT OF
MARSONS LIMITED (FY- 2018-19)

BOARD OF DIRECTORS	:	Mr. Akhilesh Kotia- Chairman (Non- Executive) Mr. A. S. Pillai- Managing Director Ms. Uttara Sharma- Director
AUDITORS	:	K.M. ROY Chartered Accountants
REGISTRAR AND SHARE TRANSFER AGENT	:	MAHESHWARI DATAMATICS PVT LTD 23, R. N. Mukherjee Road, 5 th Floor, Kolkata- 700001
Phone	:	033 2248-2248
Fax	:	91 33 2248- 4787
Email Id	:	mdpldc@yahoo.com
Bankers	:	Allahabad Bank C.R. Avenue Branch, Kolkata
REGISTERED OFFICE	:	Marsons House, Budge Budge Trunk Road, Maheshtala, Kolkata- 700072
Email Id	:	info@marsonsonline.com
Website	:	www.marsonsonline.com
Phone	:	91 33 2212 7189
Fax	:	91 33 2212 7189

MARSONS LIMITED
CIN:L31102WB1976PLC030676
Marsons House, Budge Budge Trunk Road,
Chakmir, Maheshtala, Kolkata- 700142.
Website: www.marsonsonline.com
Email: info@marsonsonline.com

NOTICE

NOTICE is hereby given that the 42nd Annual General Meeting of Marsons Ltd will be held on Tuesday, the 24th day of December, 2019 at 11:30 A.M at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata – 700 017 to transact the following business:

Ordinary Business:

1. To consider and adopt the Audited Financial Statements and the Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2019 together with the Reports of the Directors and Auditors thereon;
2. **“RESOLVED THAT** that pursuant to sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to recommendation of the Audit Committee and the Board of Directors, M/s Mahendra Subhash & Co., Chartered Accountants (Firm Registration no. 324346E) be and are hereby appointed as the Statutory Auditors of the Company in place of K. M. Roy, Chartered Accountants (M. No. -053720) who shall hold office for a period of Five years, from the conclusion of this Annual General Meeting until the conclusion of the 47th Annual General Meeting of the Company to be held in the year 2024, at a mutually agreed remuneration.

SPECIAL BUSINESS:

3. To appoint Mr. Rajesh Kumar Agarwal (DIN : 01456071) as a Director and in this regard to consider and if thought fit to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 152 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. Rajesh Kumar Agarwal (DIN : 01456071) who was appointed as an Additional Director 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 his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

4. To appoint Mr. Subhash Kumar Agarwala (DIN : 00566977) as a Director and in this regard to consider and if thought fit to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 152 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. Subhash Kumar Agarwala (DIN : 00566977) who was appointed as an Additional Director 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 his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

5. To appoint Mr. Binay Kumar Agarwal (DIN : 00566931) as Whole-time Director and in this regard to consider and if thought fit to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 196 and 197 any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to approval of the shareholders of the company at the upcoming AGM of the Company Mr. Binay Kumar Agarwal (DIN: 00566931), Additional Director of the Company, be and is hereby re-appointed as Whole-time Director of the Company for a period of 5 (five) years with effect from 10.08.2019 on the terms and conditions as contained in the Letter of appointment placed before the meeting and initialed by the chairman for authentication.”

Marsons House,
Budge Budge Trunk Road,
Vill.-Chakmir, P.O. Maheshtala,
Kolkata-700 142
CIN:L31102WB1976PLC030676
Phone:033-2212 7189
Fax: 033-2212 7189
E-Mail:info@marsonsonline.com
Website:www.marsonsonline.com
Dated: 14.11.2019

By order of Board
For Marsons Limited

Sd/-
(Binay Kumar Agarwal)
Whole-time Director
(DIN:00566931)

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Shareholders/Investors are advised to send their queries/complaints through the dedicated e-mail Id: **info@marsonsonline.com** for quick and prompt redressal of their grievances.
4. The Shares of the Company are mandated by the Securities & Exchange Board of India (SEBI) for trading in dematerialized form by all investors.
5. The identity/signature of Members holding shares in electronic/demat form is liable for verification with the specimen signatures furnished by NSDL/CDSL. Such Members are advised to bring the relevant identity card issued by the Depository Participant at the Annual General Meeting.
6. Members desirous of getting any information about the accounts of the Company, are requested to send their queries so as to reach at-least ten days before the meeting at the Registered Office of the Company, so that the information required can be made readily available at the meeting.
7. Members are requested to intimate change in their address immediately to M/s Maheshwari Datamatics Private Limited, the Company's Registrar and Share Transfer Agents, at their office at 23, R.N. Mukherjee Road, 5th floor, Kolkata- 700001.
8. Pursuant to Section 72 of the Companies Act, 2013 members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination are requested to send their request in Form No. SH-13 pursuant to Rule 19(1) of the Companies (Share Capital & Debenture) Rules 201 to M/s Maheshwari Datamatics Private Limited, Registrar and Share Transfer Agents of the Company, at their address given above or to the Compliance Officer at the Registered Office of the Company.
9. Members who hold shares in the dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company will not entertain any direct request from such members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of Dividend, the Registrar and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of such demat shares.

10. Members holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to our Registrar and Share Transfer Agent, M/s Maheshwari Datamatics Private Limited, 23, R.N. Mukherjee Road, 5th Floor, Kolkata- 700001.
11. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately of:-
 - a. The change in the residential status on return to India for permanent settlement.
 - b. The particulars of the NRE account with a Bank in India, if not furnished earlier.
12. **With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.**
13. The Company is concerned about the environment and utilizes natural resources in a sustainable way. To receive members' communication through electronic means, including Annual Reports and notices, members are requested to kindly register/update their email address with their respective Depository Participants, where shares are held in electronic form. If, however shares are held in physical form, members are advised to register their email address with M/s Maheshwari Datamatics Private Limited, mdpldc@yahoo.com to enable us to send you the Annual Reports and other communication via email.
14. Copies of Annual Report 2019 are being sent by electronic mode only to all the members whose email address are registered with the Company Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the Annual Report.
15. Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to certain ordinary business and the special business to be transacted at the Annual General Meeting is annexed hereto. All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the Registered Office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting.
16. The Notice for the 42nd AGM and instructions for e-voting, along with Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same. Members are requested to bring copies of Annual Report to the Annual General Meeting.
17. In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting the said resolutions will not be decided on a show of hands at the AGM. The voting right of all shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. 17th December, 2019.

18. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36 of SEBI (LODR) Regulations, 2015:

a) Mr. Binay Kumar Agarwal

Name of Director	Mr. Binay Kumar Agarwal
Date of Birth	30.12.1984
Date of Appointment	31.05.2019
Qualification	B.Com
Experience	5 years
Directorship in other Public Limited Companies apart from this Company	NIL
Chairman/Member of the Committee in which he is a Director apart from this Company	NIL

Shares of the company held by Mr. Binay Kumar Agarwal , own or for other persons on beneficial basis, as on the period 31st March, 2019.

- i) Own - Nil
ii) On beneficial Basis - Nil

b) Mr. Rajesh Kumar Agarwal

Name of Director	Mr. Rajesh Kumar Agarwal
Date of Birth	02.08.1968
Date of Appointment	31.05.2019
Qualification	B.Com
Experience	20 year
Directorship in other Public Limited Companies apart from this Company	NIL
Chairman/Member of the Committee in which he is a Director apart from this Company	NIL

Shares of the company held by Mr. Rajesh Kumar Agarwal, own or for other persons on beneficial basis, as on the period 31st March, 2019.

- i) Own - Nil
ii) On beneficial Basis - Nil

c) Mr. Subhash Kumar Agarwala

Name of Director	Mr. Subhash Kumar Agarwala
Date of Birth	19.12.1964
Date of Appointment	31.05.2019
Qualification	B.Com
Experience	25 year
Directorship in other Public Limited Companies apart from this Company	6
Chairman/Member of the Committee in which he is a Director apart from this Company	NIL

Shares of the company held by Mr. Subhash Kumar Agarwala, own or for other persons on beneficial basis, as on the period 31st March, 2019.

- i) Own – Nil
- ii) On beneficial Basis – Nil

19. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.
20. The Company has notified closure of Register of Members and Share Transfer Books from Wednesday, 18th December, 2019 to Tuesday, 24th December, 2019 (both days inclusive).
21. Complete particulars of the venue of the Meeting including route map and prominent land mark for easy location is enclosed for the convenience of the members. The same has also been hosted at the website of the Company at www.marsonsonline.com .
22. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.
23. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Maheshwari Datamatics, for consolidation into a single folio.
24. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
25. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 stating material facts relating to the Special Business to be transacted at this AGM is annexed.

Voting through electronic means

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 21.12.2019 from 9.00 A.M and ends on 23.12.2019 till 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 17th December, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The facility for voting through ballot paper / polling paper shall be made available at the AGM and the members as on the "cut-off date" i.e. Record date, attending the meeting who has not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper / polling paper.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on "Shareholders" tab.

- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>☐ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>☐ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>☐ Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (vii).</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant MARSONS LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders
- ☑ Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - ☑ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - ☑ After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - ☑ The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - ☑ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
26. The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 17th December, 2019. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
27. Shri Arun Kumar Jaiswal, Practicing Company Secretary, (ACS-29827) of M/s Jaiswal A & Co., Company Secretaries, Kolkata has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within 48 hours from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witness not in the employment and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

28. The results shall be declared on or after the AGM, but not later than three days from the conclusion of the date of the AGM. The results declared along with the Scrutinizer's Report shall be placed on the website of CDSL within and will be communicated to the Stock Exchange where the Company's Shares are listed, i.e. Bombay Stock Exchange.

Registered Office

Marsons House,
Budge Budge Trunk Road,
Vill.-Chakmir, P.O. Maheshtala,
Kolkata-700 142
CIN: L31102WB1976PLC030676
Phone: 033-2212 7189
Fax: 033-2212 7189
E-Mail: info@marsonsonline.com
Website: www.marsonsonline.com
Dated: 14.11.2019

By order of Board
For Marsons Limited

Sd/-
(Binay Kumar Agarwal)
Whole-time Director
(DIN: 00566931)

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

Item No. 3

Mr. Rajesh Kumar Agarwal (DIN : 01456071) was appointed as an Additional Director w.e.f. 31.05.2019 to hold the office upto ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Rajesh Kumar Agarwal (DIN : 01456071) for the office of Director of the Company.

Mr. Rajesh Kumar Agarwal (DIN: 01456071) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set forth in Item no 3 of the notice for the approval of the members.

Item No. 4

Mr. Subhash Kumar Agarwala (DIN : 00566977) was appointed as an Additional Director w.e.f. 31.05.2019 to hold the office upto ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Subhash Kumar Agarwala (DIN : 00566977) for the office of Director of the Company.

Mr. Subhash Kumar Agarwala (DIN : 00566977) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set forth in Item no 4 of the notice for the approval of the members.

Item No. 4

Mr. Binay Kumar Agarwal (DIN : 00566931) was appointed as an Additional Director w.e.f. 31.05.2019.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Binay Kumar Agarwal (DIN : 00566931) for the office of Director of the Company. On 10.08.2019 Mr. Binay Kumar Agarwal (DIN: 00566931), Additional Director of the Company, be and is hereby re-appointed as Whole-time Director of the Company for a period of 5 (five) years subject to approval of the shareholders of the company at the upcoming AGM of the Company.

Mr. Binay Kumar Agarwal (DIN : 00566931) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set forth in Item no 5 of the notice for the approval of the members.

Registered Office

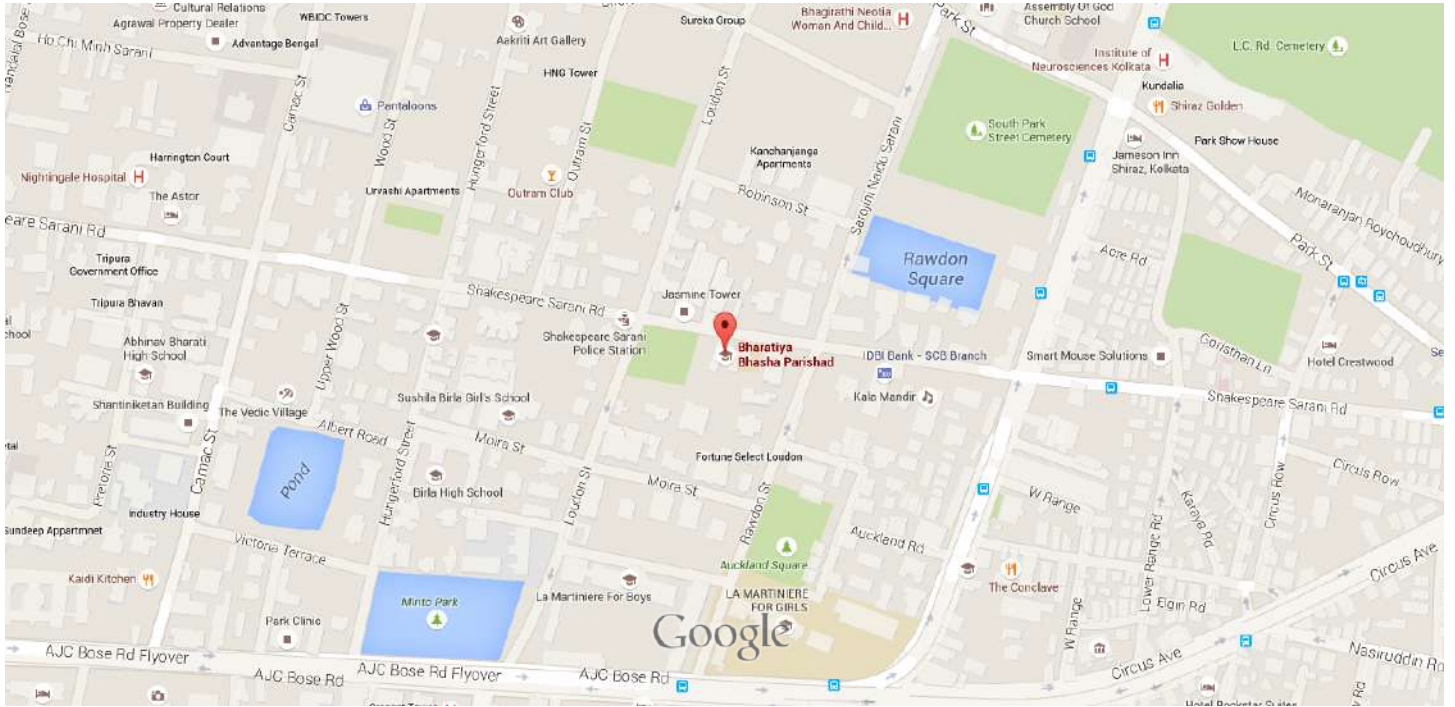
Marsons House,
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Website: www.marsonsonline.com
Dated: 14.11.2019

By order of Board
For Marsons Limited

Sd/-
(Binay Kumar Agarwal)
Whole-time Director
(DIN: 00566931)



Google Bharatiya Bhasha Parishad



Bharatiya Bhasha Parishad

033 2287 9962

Rani Birla Girls College

38, Shakespeare Sarani Rd

Elgin

Kolkata, West Bengal 700017

1 review · College

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Directors' Report and Management Discussion & Analysis Report

Dear Members,

The Directors have pleasure in submitting their 42nd Annual Report together with the Audited Statements of Account for the period ended on March 31, 2019.

Financial Performance:

The Company's financial performance for the period ended 31st March, 2019 is summarized below:

(a) Standalone

(Rs. in lacs)

<i>Financial Result</i>	<i>Year Ended 31.03.2019</i>	<i>Year Ended 31.03.2018</i>
<i>Total Revenue</i>	<i>(56.77)</i>	<i>873.31</i>
<i>Profit / (Loss) Before Tax</i>	<i>(2,333.72)</i>	<i>(6,475.75)</i>
<i>Profit / (Loss) After Tax</i>	<i>(2,158.03)</i>	<i>(6,475.75)</i>
<i>EPS (Rs)</i>	<i>(8.63)</i>	<i>(25.90)</i>

(b) Consolidated

(Rs. in lacs)

<i>Financial Result</i>	<i>Year Ended 31.03.2019</i>	<i>Year Ended 31.03.2018</i>
<i>Total Revenue</i>	<i>(56.77)</i>	<i>842.22</i>
<i>Profit / (Loss) Before Tax</i>	<i>(2,333.72)</i>	<i>(9253.59)</i>
<i>Profit / (Loss) After Tax</i>	<i>(2,333.72)</i>	<i>(9,157.12)</i>
<i>EPS(Rs.)</i>	<i>(8.63)</i>	<i>(36.63)</i>

Operating & Financial Performance

During the year, the net revenue from operations of your Company decreased from Rs. 1670.07 Lacs to Rs. 34.70 Lacs. For FY 2018-19, your Company's loss after tax stood at Rs. 2,158.03 Lacs vis-à-vis loss of 6,475.75 Lacs in the previous year.

Change in the nature of business, if any

There is no change in the nature of the business of the Company.

Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future

One of the Creditor Ritesh More had filed an application before NCLT Court, Kolkata under Sec 9 of the Insolvency and Bankruptcy Code, 2016. The same was accepted vide order No. (IB) No. 628/KB/2018 along with CA(IB) Nos. 366 & 367/KB/2019 by the NCLT Court on 20th June 2018.

Pursuant to an Order Corporate Insolvency Resolution Process (CIRP) has been initiated for Marsons Limited as per the provisions of the Insolvency and Bankruptcy Code, 2016. As per the order, Mr. Sanjit Kumar Nayak , Interim Resolution Professional has been appointed for carrying out the CIRP of the Company. Upon initiation of CIRP, the powers of the Board of Directors of the Company have been suspended and shall be exercised by the Interim Resolution Professional.

The Company has received a final order dated 9th May 2019 from NCLT Court, Kolkata Bench upon successful approval of Resolution Plan filed by one of the Bidder M/s Yashoda Inn Private Limited jointly with their Technical Partner M/s Uneecops Solar Private Limited . A Monitoring Committee has been formed to look after the successful implementation of the Resolution Plan.

As per the NCLT Order the existing Board gets dissolved and New Management has taken over the Company. As per the Resolution Plan approved by NCLT court, RA shall appoint Directors to take over the Management of the Company for better operations on completion of tenor of the Monitoring Committee. The RA shall appoint upto 3 directors who may be in executive/non-executive director capacity.

The Constitution Of The Board With Regard To Managing Director, Executive Directors As Well As Non-Executive Directors Will Be Decided Later On. CEO, CFO, CS Etc. For The Company Will Be Appointed At The Later Stage By The Board.

Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report

The Company was under Corporate Insolvency Resolution Process since 20.06.2018 as per the NCLT Order No. (IB) No. 628/KB/2018 along with CA(IB) Nos. 366 & 367/KB/2019. The Company has received a final order dated 9th May 2019 from NCLT Court, Kolkata Bench upon successful approval of Resolution Plan filed by one of the Bidder M/s Yashoda Inn Private Limited jointly with their Technical Partner M/s Uneecops Solar Private Limited .

Management Discussion and Analysis Report

Industry Trend and Development

The Company is engaged in manufacturing of transformers in the capacity range of 100MVA 132KV class. The demand for the Company's product in coming years will increase significantly. The expansion of infrastructure industry and real estate business, extensive rural electrification programme of the Government, development of shopping malls, complexes, etc. demands various type of transformers and the Company in this industry with flexibility will survive and have a bright future.

Opportunities and Threats

The company has taken steps to upgrade its facility for manufacturing of transformers upto 100 MVA 220 KV Class from the present capacity of 100 MVA 132 KV Class. With this the Board has also decided to diversify into the field of EPC Contracts in Power Sector and the negotiations with major players in this field are at concrete stage. The Company's nature of business is capital intensive and hence any delay in cycle causes huge interest loss and marks the bottom line of the Company.

Risk and Concern

The threat is also from unorganized small scale entrepreneurs who sometimes run away with big orders due to their small set up cost. The nature of industry demands blocking of capital for a long period and hence more credit support from the banks are required.

Outlook

The current scenario is very encouraging because the major thrust of our Government is on Power and Infrastructure sector. Meanwhile Eastern and North Eastern region is witnessing the maximum development in the power sector. We are in a commanding position for all North Eastern demand of these Large Transformers as we are at the gateway to the entire region.

Subsidiary / Joint Ventures / Associates

The Company has a subsidiary namely Marsons Power Limited (UK).The consolidated accounts of the company are being disclosed in the financial Statement of the Company and are forming a part of the financial Statement and the particulars are given vide form AOC-1 enclosed with the report and marked as **Annexure -I**.

The Company does not has Associate at the end of the Financial Year.

Internal Financial Control

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

Company's Policies on Remuneration, Employee Concern (Whistle Blowing) and also the Code of Conduct applicable to Directors and Employees of the Company have been complied with. These Policies and the Code of Conduct are available on the Company's website at www.marsonsonline.com.

Dividend

With the view to conserve the resources of company your directors regret to recommend any dividend for the period under report.

Share Capital

The paid up Equity Share Capital as on March 31, 2019 was Rs. 25 crores. During the year under review the company has not allotted any shares or any convertible instruments.

Segment wise performance

The Company is primarily a manufacturer of electrical transformer as a single unit. Accordingly, the Company is a single business segment company.

Risk Management

Although the company has long been following the principle of risk minimization as is the norm in every industry, it has now become a compulsion. The Board members were informed about risk assessment and after which the Board formally adopted and implemented the necessary steps for monitoring the risk management plan for the company.

Board of Directors

As per the Resolution Plan approved by NCLT Court, existing Board gets dissolved and new management has taken over the Company. Therefore, Mr. Akhilesh Kotia, Mr. A. S. Pillai and Ms. Uttara Sharma has resigned from the Board w.e.f 31.05.2019. Mr. Subhash Kumar Agarwala, Mr. Rajesh Kumar Agarwal and Mr. Binay Kumar Agarwal have been inducted in the Board w.e.f 31.05.2019. Mr. Sanjay Kumar Rai has been appointed as the CFO of the Company w.e.f 10.08.2019.

All Directors, Key Managerial Personnel and senior management of the Company have confirmed compliance with the Code of Conduct applicable to the Directors and employees of the Company. The Code of Conduct is available on the Company's website: www.marsonsonline.com. All Directors have confirmed compliance with provisions of section 164 of the Companies Act, 2013.

Meetings of Board and Committees

The details of number and dates of meetings held by the Board and its Committees and attendance of Directors is given separately in the attached Corporate Governance Report.

Directors' Responsibility Statement

The Board of Directors acknowledges the responsibility for ensuring compliance with the provisions of Section 134(3)(c) read with section 134(5) of the Companies Act, 2013 in the preparation of the annual accounts for the year ended on 31.03.2018 and state that :

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the Directors have prepared the annual accounts on a going concern basis;
- (v) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- (vi) There is a proper system to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Contracts and Arrangements with Related Party

The related parties transactions in accordance with provisions of section 188 of the companies Act, 2013 and as identified by Management and Auditors are disclosed in AOC-2 form vide **Annexure-II**.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website at www.marsonsonline.com. None of the Directors has any pecuniary relationships or transactions vis-a-vis the Company.

Key Managerial Personnel

The following persons are the Key Managerial Personnel of the Company in compliance with the provisions of Section 203 of the Companies Act, 2013 as on 31.03.2019:

- a) Mr. Ananchaperumal Pillai Subramonia Pillai, Managing Director *

*Resigned w.e.f 31.05.2019

Board Evaluation

Pursuant to the provisions of Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Guidance Note on Board Evaluation issued by SEBI dated 05.01.2017 the Board has carried out annual performance evaluation of its own performance, the directors individually as well the evaluation of the working of its committee.

Corporate Governance

Report on Corporate Governance along with the certificate thereon is separately attached as **Annexure III** and **Annexure IV** respectively and forms a part of the Directors' Report.

Audit Committee

The Audit Committee comprises of the following Directors:

Name	Status	Category
Ms. Uttara Sharma	Chairperson	Independent Director
Mr. A.S. Pillai	Member	Managing Director
Mr. Akhilesh Kotia	Member	Director

During the year there were no instances where the Board had not accepted the recommendations of the Audit Committee.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises of the following Directors:

Name	Status	Category
Ms. Uttara Sharma	Chairperson	Independent Director
Mr. A.S. Pillai	Member	Managing Director
Mr. Akhilesh Kotia	Member	Director

The Company's Remuneration Policy is available on the Company's website www.marsonsonline.com and is attached as **Annexure -V** and forms part of this Report of

the Directors.

Stakeholders Relationship Committee

The Stakeholders Relationship Committee comprises of the following Directors:

Name	Status	Category
Ms. Uttara Sharma	Chairperson	Independent Director
Mr. A.S. Pillai	Member	Managing Director
Mr. Akhilesh Kotia	Member	Director

Vigil Mechanism

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior the company has adopted a vigil mechanism policy which is available on the Company's website www.marsonsonline.com

Corporate Social Responsibility

The provisions of Companies Act, 2013 regarding Corporate Social Responsibility are not applicable to the Company.

Listing

The shares of the Company are listed on the Bombay Stock Exchange. The Company's shares are compulsorily traded in the dematerialized form.

Secretarial Audit

A Secretarial Audit was conducted during the year by the Secretarial Auditor, Sultana K & Associates, Practicing Company Secretary (C.P No. 20815), in accordance with the provisions of section 204 of the Companies Act, 2013. The Secretarial Auditor's Report is attached as **Annexure-VI** and forms a part of this Report of the Directors.

Internal Auditor

M/S MST & Associates, Chartered Accountants of 9A, Lal Bazar Street, Mercantile Building, Block-A, 2nd Floor, Room No. 5, Kolkata- 700 001 perform the duties of internal auditors of the company and their report is reviewed by the audit committee from time to time.

Fixed Deposits

The Company has not accepted any deposits from the public, and as such, there are no outstanding deposits in terms of the Companies (Acceptance of Deposits) Rules, 2014. The Company has accepted loan from the directors as detailed in the statement of accounts. The directors have confirmed that these loans have not been given from the borrowed sources/ funds.

Loans, guarantees and investments

It is the Company's policy not to give loans, directly or indirectly, to any person or to other body corporate or give any guarantee or provide any security in connection with a loan to any other body

corporate or person.

Conservation Of Energy, Technology Absorption, Foreign Exchange Earning and Outgo:

The prescribed particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo required under section 134(3)(m) read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is attached as **Annexure - VII** and forms a part of this Report of the Directors.

Extract of Annual Return

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as **Annexure VIII**.

Managerial Remuneration

The information required pursuant to Section 197(12) read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is attached here as **Annexure -IX** and forms a part of the Directors' Report.

Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Your Directors state that during the year an Internal Complaint Committee has been formed to review the cases filed pursuant to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and further state that, there were no cases reported in respect to above mentioned Act.

Acknowledgement

Your Directors take the opportunity of placing their sincere appreciation to the Central Government, State Government, Banks, Financial Institutions, employees, associates, consultants and members of the company for their valuable guidance and support.

Registered Office:

Marsons House,
Budge Budge Trunk Road,
Vill.-Chakmir, P.O. Maheshtala,
Kolkata-700 142
CIN:L31102WB1976PLC030676
Phone:033-2212 7189
Fax: 033-2212 7189
E-Mail:info@marsonsonline.com
Website:www.marsonsonline.com
Dated: 14.09.2019

On behalf of the Board

Sd/-
(Binay Kumar Agarwal)
Director
(DIN:00566931)

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of subsidiaries/
Associate companies/ joint ventures**

Part "A": Subsidiaries

Name of the subsidiary	Marsons Power Limited (UK)
1. Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01.04.2018- 31.03.2019
2. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	INR (90.565)
3. Share capital	3000000
4. Reserves & surplus	NIL
5. Total assets	3000000
6. Total Liabilities	3000000
7. Investments	NIL
8. Turnover	NIL
9. Profit before taxation	NIL
10. Provision for taxation	NIL
11. Profit after taxation	NIL
12. Proposed Dividend	NIL
13. % of shareholding	100%

The following information shall be furnished:-

1. Names of subsidiaries which are yet to commence operations- Nil
2. Names of subsidiaries which have been liquidated or sold during the year- Nil

Part "B": Associates and Joint Ventures

The Company do not have any Associate/ Joint Venture at the end of the Financial year.

Registered Office:

Marsons House,
Budge Budge Trunk Road,
Vill. – Chakmir, P. O. Maheshtala,
Kolkata- 700 142
CIN: L31102WB1976PLC030676
Phone: 033- 2212 7189
Fax: 033- 22212 7189
E-mail: info@marsonsonline.com
Website: www.marsonsonline.com
Date: 30.05.2019

On behalf of the Board

Sd/
(Akhilesh Kotia)
Chairman
DIN: 0007677

Sd/-
(A. S. Pillai)
Managing Director
DIN: 07155255

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis: NIL

2. Details of material contracts or arrangement or transactions at arm's length basis:

Nature of Transaction	Amount(in lakhs)
1. Director's Remuneration	2.72
2. Rent Income From Advance Power Technology on Arm's Length Basis	1.24

Marsons House,
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Vill.-Chakmir, P.O. Maheshtala,
Kolkata-700 142
CIN: L31102WB1976PLC030676
Phone: 033-2212 7189
Fax: 033-2212 7189
E-Mail: info@maronsonline.com
Website: www.marsonsonline.com
Dated: 30.05.2019

On behalf of the Board
For Marsons Limited

Sd/-
(Akhilesh Kotia)
Chairman
(DIN:0007677)

**Note: New Management has taken over the Company w.e.f. 31.05.2019.*

CORPORATE GOVERNANCE REPORT

(FORMING PART OF THE DIRECTORS' REPORT FOR THE PERIOD ENDED 31ST MARCH, 2019)

Marsons Limited is committed to doing business in an efficient, honest and ethical manner. This commitment starts with the Board of Directors, which executes its corporate governance responsibility by focusing on the Company's strategic and operational excellence in the best interests of all our stakeholders, in particular shareholders, employees and our customers in a balanced fashion with long term benefits to all.

Presently, The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, referred to as the "LODR" Regulations, regulates Corporate Governance practices of Listed Companies and your Company is complying with the same.

Your Directors present the Company's Annual Report on Corporate Governance for the period ended 31st March, 2019 as under:

1. Company's philosophy on Corporate Governance

Your Company has always believed in the concept of good corporate governance involving transparency, empowerment, accountability and integrity with a view to increasing stakeholder value. The objective of your Company is not only to meet the statutory requirements of the code but to go well beyond it by instituting such systems and procedures as are in accordance with the latest global trend of making management completely transparent and institutionally sound.

2. Board of Directors

2.1 As per the Order given by NCLT Court, Kolkata dated 9th May 2019, the existing management was dissolved and new management comprising of 3 directors has taken over the Company to carry out the operations of the Company. The Company shall fulfill the requirements of Non-Executive, Independent Directors etc. as required under the SEBI (LODR) Regulations, 2015 in due course of time.

2.2 COMPOSITION, CATEGORY AND NUMBER OF OTHER BOARD AND COMMITTEE POSITIONS HELD AS ON 31ST MARCH 2019.

Name (Promoter = P Non - Promoter = NP)	Executive/Non Executive/ Independent	Number of other Directorships held in Public Ltd. Companies Incorporated in India	Number of other Committee positions held	
			As Chairman	As Member
Mr. Akhilesh Kotia(P)*	Chairman	2	0	0
Mr. A.S. Pillai (NP)*	Managing Director	0	0	0
Ms. Uttara Sharma (NP)*	Independent	1	2	0

*Resigned w.e.f. 31.05.2019

Mr. Subhash Kumar Agarwala , Mr. Binay Kumar Agarwal and Mr. Rajesh Kumar Agarwal was appointed as the Director of the Company w.e.f 31.05.2019. Mr. Sanjay Kumar Rai has been appointed as the CFO of the Company w.e.f 10.08.2019.

Committee positions held in other Indian Public Limited Companies are considered and for this purpose only two Committees viz. the Audit Committee and the Stakeholders' Relationship Committee are considered.

- 2.3 All Independent Directors have confirmed their independence to the Company.
- 2.4 The Non-Executive Directors have no pecuniary relationship or transactions with the Company in their personal capacity.
- 2.5 None of the Directors of the Company are related amongst themselves.
- 2.6 The Board periodically reviews compliance reports of all laws applicable to the Company and the steps taken to rectify instances of non-compliance.
- 2.7 The Company has adopted the Code of Conduct for the Managing Director, Senior Management Personnel and other employees of the Company. It has also adopted a separate Code of Conduct for the Non-Executive Directors and Independent Directors of the Company. Both the Codes of Conduct are posted on the website of the Company. The Company has received confirmations from the Non-Executive Directors, Managing Director and Senior Management Personnel regarding compliance with their Code of Conduct for the period ended 31.03.2019. A declaration to this effect signed by the Managing Director is attached to this report.

2.8 **ATTENDANCE RECORD OF THE DIRECTORS**

During the year four meetings of the Board of Directors were held on 30.05.2018, 14.08.2018, 14.11.2018 and 14.02.2019.

Name of the Directors	No. of Board Meetings held	No. of Board Meetings attended	Attendance at the Last AGM held on 29 th September 2018.
Mr. Akhilesh Kotia*	4	4	Yes
Mr. A.S. Pillai*	4	4	No
Ms. Uttara Sharma*	4	4	No
Mr. Santu Basu	2	2	No

*Resigned w.e.f. 31.05.2019

Mr. Sanjit Kumar Nayak was appointed as the Resolution Professional of the Company vide the NCLT Order 20.06.2018 has headed all the meetings of the Company held on 14.08.2018, 14.11.2018 and 14.02.2019 as the powers of Board was suspended during that time.

3. **Audit Committee**

3.1 **Brief Description of terms of reference**

The Audit Committee acts in accordance with the broad terms of reference specified by the Board of Directors in adherence to Section 177 of the Companies Act, 2013 (the Act) and Regulation 18(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

- 3.2 During the year four meetings of the Audit Committee were held on 30.05.2018, 14.08.2018, 14.11.2018 and 14.02.2019.
- 3.3 The Audit Committee met on 30.05.2018 and reviewed the Annual Audited Accounts of the Company for the year ended 31st March 2018 before recommending the same to the Board of Directors. The Audit Committee had also periodically reviewed the Audited Financial Results during the year before recommending the same to the Board of Directors for adoption and publication.

- 3.4 The Audit Committee comprises of Ms. Uttara Sharma (Chairperson), Mr. A.S. Pillai (Member) and Mr. Akhilesh Kotia (Member).
- 3.5 The composition of the Committee during the financial year and the number of meetings attended by each of the Directors are given below:

Sl. No.	Name of the Director	Position	No. of Meetings	
			Held	Attended
1..	Mr. Akhilesh Kotia	Member	4	4
2.	Ms. Uttara Sharma	Chairperson	4	4
3.	Mr. Santu Basu *	Member	2	2
4.	Mr. A.S. Pillai**	Member	2	2

*Resigned w.e.f 14.11.2018

**Appointed as member w.e.f 14.11.2018

- 3.6 All the members of the Committee are Independent Directors as on 31.03.2019 and all the members have accounting or related financial management expertise.
- 3.7 The Chairperson of the Audit Committee, Ms. Uttara Sharma was not present in the last Annual General Meeting held on 29.09.2018.

4. Nomination and Remuneration Committee

- 4.1 The NRC comprises of Ms, Uttara Sharma (Chairperson), Mr. A.S. Pillai (Member) and Mr. Akhilesh Kotia (Member).
- 4.2 The role of NRC includes the areas laid out in Section 178 of the Act and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.
- 4.3 During the year no meetings of the NRC were held.

Details of remuneration for period ended 31.03.2019

The aggregate value of salary & perquisites paid to Mr. A.S. Pillai (Managing Director) for the period ended 31.03.2019 was Rs 2.71 Lacs. No sitting fee was paid to any Director for attending any meeting of the Board of Directors of the company or committee thereof.

5 Stakeholders Relationship Committee

- 5.1 The Committee is constituted in line with the provisions of the Section 178 of the Companies Act 2013 and Regulation 20(1) and (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 5.2 The Committee presently comprises of Mr. Subhash Kumar Agarwal, Mr. Rajesh Kumar Agarwal and Mr. Binay Kumar Agarwal.

Compliance Officer: Mr. Binay Kumar Agarwal

Address : Marsons House' Budge Budge Trunk Road
Vill. Chakmir, P.O. Maheshtala, Kolkata-700 142

Phone No.: 9007004231

Fax No. : (033)2212 7189

Email : info@marsonsonline.com

Website : www.marsonsonline.com

The company's email ID for grievance redressal purpose is info@marsonsonline.com where complaints can be lodged by the investors.

5.3 During the year eight meetings of the Stakeholders Relationship Committee was held on 24.05.2018, 14.06.2018, 05.07.2018, 09.08.2018, 16.08.2018, 30.08.2018, 20.12.2018 and 24.01.2019 which were attended by all the members.

During the year 13 Share transfer deeds comprising of 3609 shares and 1 case of transmission comprising of 187 shares were received for physical Transfer. Requests received for dematerialization of shares were generally processed promptly.

Shareholder/ Investor Complaints

Complaints pending as on 1st April, 2018	Nil
Complaints received during the period from 1st April, 201 to 31st March, 2019	Nil
Complaints disposed off during the period ended 31st March, 2019	Nil
Complaints unresolved to satisfaction of shareholders as on 31st March, 2019	Nil
Complaints pending as on 31st March, 2019	Nil

5.4 Maheshwari Datamatics Pvt. Ltd. is the Registrar and Transfer Agent of the Company. The delegated authority is taking measures so that share transfer formalities are attended to at least once in a fortnight.

6 Corporate Social Responsibility:

Corporate Social Responsibility is not applicable to the Company.

7 Independent Director

The Company has following one Independent Directors having expertise in their respective fields.

1. Ms. Uttara Sharma*

**Resigned w.e.f 31.05.2019*

All Independent Directors have given a declaration that they meet the criteria of Independence as required under Section 149(7) of the Companies Act, 2013, and they maintain the limit of Directorship as required under LODR Regulations.

The Terms and Conditions for Appointment of Independent Director and their disclosures are available on the website of the Company www.marsonsonline.com

Familiarization Programme

The Company follows familiarization programmes through various reports/ codes/ policies for all the Directors. The details of familiarization programme have been posted on the website of the Company www.marsonsonline.com.

8 General Body Meetings

8.1 Location and time, where last three Annual General Meetings were held:

Year	AGM / EGM	Location	Date	Time	No. of Special Resolutions
2017-18	AGM	Bengal National Chamber of Commerce & Industry, BNCCI House, 23 R.N. Mukherjee Road, Kolkata- 700001	29.09.2019	11:30 A.M.	3
2016-17	AGM	Bhartiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata-700 017	26.09.2017	11.00 AM	1
2015-16	AGM	Bhartiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata-700 017	24.09.2016	2:30 P.M	-

*No Postal Ballot was conducted during the year 2018-19, nor is there any proposal pending as on date for approval as a special resolution through postal ballot.

8.2 Particulars of the Directors appointed and reappointed at the ensuing Annual General Meeting is given in the Notice convening the Annual General Meeting as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

9 Disclosures

9.1 The Directors and key executives have informed the Board that they have no direct, indirect or on behalf of third parties, material interest in any transaction or matter directly affecting the Company.

9.2 The Company has adopted a policy on dealing with Related Party Transactions and the same is disclosed at www.marsonsonline.com

All material transactions with related parties have been disclosed quarterly along with the compliance report on corporate governance.

9.3 The Company has adopted a Risk Management Policy. The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. These are discussed at the meetings of the Audit Committee and the Board of Directors of the Company.

The Company has in place an established internal control system designed to ensure proper recording of financial and operational information and compliance of various internal controls and other regulatory and statutory compliances. The Directors review the effectiveness of internal controls and compliance controls, financial and operational risks, risk assessment and management systems and related party transactions, have been complied with.

9.4 The Company has formulated a Whistle Blower Policy and established a Vigil Mechanism for Directors and Employers and same has been disclosed in the Company's website at www.marsonsonline.com. The Management affirms that no personnel has been denied access to the Audit Committee.

- 9.5 The management has informed the Board that they are not having any personal interest in material, commercial and financial transactions of the Company that may have potential conflict with the interest of the Company at large.
- 9.6 The CEO i.e. the Managing Director and CFO i.e. Chief Financial Officer have given the necessary certificates as required under Regulation 33 and Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.
- 9.7 The Company has issued formal appointment letters to all Independent Directors and the terms and conditions of appointment of Independent Directors have been disclosed on the website of the Company.
- 9.8 The Company has adopted a policy on remuneration for Directors, Key Managerial personnel and other employees and has laid down evaluation criteria for Independent Directors. The policy on Independent Director's familiarization and continuing education programmed is available at www.marsonsonline.com.
- 9.9 The Company has adopted Policy on determination of materiality for disclosures, Policy on Preservation of Documents and Archival policy.
- 9.10 Details of non compliance by the Company, penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years – Nil.
- 9.11. None of the non-executive director has any pecuniary relationship or transactions with the Company.
- 9.12 All the mandatory requirements have been appropriately complied with.

Means of Communication

- 10.1 In compliance with the requirements of the Listing Agreement, the Company on quarterly basis, intimates audited financial results to the Stock Exchanges immediately after they are taken on record by the Board. Further, coverage is given for the benefit of the Shareholders and Investors by publication of the financial results in the Business Standard and Arthiklipi.
- 10.2 The financial results of the Company are also put on the web site of the Company after these are submitted to the Stock Exchanges. The Company's web site address is www.marsonsonline.com. The shareholders are free to communicate their grievances and queries to the Company through email id. info@marsonsonline.com

11. General Investors Information

Annual General Meeting

Date & Time : 24th day of December, 2019 at 11:30 A.M.

Venue : "Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata-700 017

Financial Year 2019-2020 (tentative)

Annual General Meeting	December, 2019
Results for the Quarter ending 30 th June, 2019	By 14 th August, 2019
-do- ending 30 th Sept. 2019	By 14 th November 2019

-do-	ending 31st Dec. 2019	By 14 th February, 2020
-do-	ending 31st March, 2020	By May, 2020

Date of Book closure: 18.12.2019 to 24.12.2019 (both days inclusive).

Listing on Stock Exchanges

Stock Code /Symbol

BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400001
ISIN No: INE 415B01028 (suspended)

517467

Listing fee has been been paid for F.Y. 2019-20 with the Bombay Stock Exchange.

The closing high and low market prices, average volume, average number of trades and average value of shares during each month at BSE Ltd. during April 2018 to March 2019 were as follows:

Month	Open	High	Low	Close	No. of Shares	No. of Trades	Total Turnover
Apr 18	3.25	4.14	3.13	3.35	1,28,086	299	4,50,590
May 18	3.21	3.45	2.39	2.52	1,09,209	236	3,07,953
Jun 18	2.52	4.04	2.12	3.15	1,70,506	236	4,48,743
Jul 18	3.00	3.08	2.27	2.33	1,59,681	206	4,20,208
Aug 18	2.22	2.27	1.45	1.74	4,07,885	471	7,38,799
Sep 18	1.66	1.99	1.52	1.60	92,075	175	1,66,249
Oct 18	1.60	1.60	1.15	1.30	43,595	102	63,523
Nov 18	1.30	1.30	1.10	1.24	1,40,355	86	1,67,620
Dec 18	1.25	1.45	1.19	1.45	30,242	66	39,436
Jan 19	1.45	1.52	1.11	1.20	88,181	58	1,07,597
Feb 19	1.20	1.20	0.90	0.98	33,699	52	33,063
Mar 19	0.97	1.37	0.95	1.33	1,63,822	130	1,77,679

Registrar & Share Transfer Agents

M/s Maheshwari Datamatics Private Limited was appointed as the Registrars and Share Transfer Agent of the Company for the Equity Shares held in both physical and dematerialised form. Their address for communication:

Maheshwari Datamatics Private Limited
23 R. N. Mukherjee Road
Kolkata – 700001
Phone: 2243-5029/5809, 2248-2248
Fax: (033) 2248-4787
Email:mdpldc@yahoo.com

ISIN in respect of Equity Share is INE 415B01028.

Share Transfer System

Share Transfer in physical form can be lodged with M/s Maheshwari Datamatics Pvt. Ltd. at the above mentioned addresses or at their branch offices, addresses of which are available on their website or at the Registered Office of the Company.

The transfers in physical form are normally processed within 15 days if technical found to be in order and complete in all respects. As per directive issued by SEBI, it is compulsory to trade in the Company's Equity Shares in dematerialized form.

Distribution of Shareholding

The distribution of Shareholding as on 31.03.2019 is as follows:

Share Holding	No of Holders	% age	No of Shares	% age
Upto 500	12640	76.3839	2019442	8.0777
501 to 1000	1530	9.2458	1232011	4.928
1001 to 2000	979	5.9161	1493836	5.9755
2001 to 3000	411	2.4837	1062103	4.2485
3001 to 4000	180	1.0877	648503	2.5940
4001 to 5000	175	1.0575	843558	3.3742
5001 to 10000	320	1.9338	2484758	9.9390
Above 10000	313	1.8915	15215789	60.8631
Grand Total	16548	100.00	25000000	100.0000

Shareholding pattern as on 31.03.2019 is as follows

Category	No of Shares held	% of Share Holding
A. Promoters		
(1) Indian		
a) Individual/ HUF	3458567	13.8343
b) Central Govt		
c) State Govt(s)		
d) Bodies Corp.	40335	0.1613
e) Banks/Fi		
f) Any other		
Sub-total (A)(1)	3498902	13.9956
(2) Foreign		
a) NRIs - Individuals		
b) Other - Individuals		
c) Bodies Corp.		
d) Banks/FI		
e) Any other		
Sub-total (A)(2)	0	0.0000
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	3498902	13.9956
B. Public Shareholding		

1. Institutions		
a) Mutual Funds		
b) Banks/FI	2400400	9.6016
c) Central Govt		
d) State Govt(s)		
e) Venture Capital Funds		
f) Insurance Companies		
g) FIIs		
h) Foreign Venture Capital Funds		
i) Others (specify)		
Alternate Investment Funds		
Foreign Portfolio Investors		
Provident Funds / Pension Funds		
Qualified Foreign Investor		
Sub-total(B)(1):-	2400400	9.6016
2. Non-Institutions		
a) Bodies Corp.		
i) Indian	1302214	5.2089
ii) Overseas		
b) Individuals		
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	15839321	63.3573
ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	814843	3.2594
c) Others (Specify)		
Investor Education and Protection Fund Authority	507119	2.0285
Non Resident Indians	341919	1.3677
Qualified Foreign Investor	216042	0.8642
Custodian of Enemy Property		
Foreign Nationals		
Clearing Members	290805	1.1632
Trusts	3627	0.0145
Foreign Bodies-D R		
Foreign Portfolio Investors		
NBFCs registered with RBI	850	0.0034
Employee Trusts		
Domestic Corporate Unclaimed Shares Account		
Sub-total(B)(2):-	19100698	76.4028
Total Public Shareholding (B)=(B)(1)+ (B)(2)	21501098	86.0044
C. Shares held by Custodian for GDRs & ADRs		
Grand Total (A+B+C)	25000000	100.0000

Dematerialization of Shares

As on 31.03.2019 the status of dematerialized securities of the Company are as follows:

Type of Securities	Dematerialised Holding	Percentage
Equity Shares	24231239	96.92

Address for Correspondence:

Mr. Sanjay Kumar Rai
CFO
Marsons House, Budge Budge Trunk Road,
Chakmir, Maheshtala, Kolkata- 700142

CEO/CFO Certification:

In accordance with provisions of Regulation 17(8) of SEBI (LODR) Regulations, 2015, CEO/CFO certification is attached to this report.

Certificate

The Company has obtained the Certificate from the M/s. Jaiswal A & CO. Company Secretaries, Kolkata regarding compliance of Corporate Governance in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same is annexed.

All material requirements with respect to Corporate Governance as stipulated in the Listing Agreement have been complied with.

Place: Kolkata
Date: 14.11.2019

On behalf of the Board
For MARSONS LIMITED

Sd/-
Binay Kumar Agarwal
Director
DIN: 00566931

CERTIFICATE OF COMPLIANCE OF THE CODE OF CONDUCT OF THE COMPANY

This is to confirm that a code of conduct for the Board Members and Senior Management Personnel of the Company has been adopted by the Board and the same was also circulated and posted on the website of the Company. The Company received declarations affirming Compliance of the Code from the persons concerned for the period ended 31st March, 2019 and the same has also been noted by the Board.

For Marsons Limited

Sd/-
Binay Kumar Agarwal
Director
DIN: 00566931

Place: Kolkata

Date: 14.11.2019

CEO/CFO Certification

The Board of Directors
Marsons Limited
Kolkata.

Re: Financial Statements for the financial year 2018-19

I, Mr. Sanjay Kumar Rai, Chief Financial Officer of Marsons Limited, on the basis of the review of the financial statements and the cash flow statement for the year ended 31st March, 2019 and to the best of my knowledge and belief, hereby certify that :-

1. These statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;
2. 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.
3. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year ended 31st March, 2019 which is fraudulent, illegal or violative of the Company's Code of Conduct.
4. I accept responsibility for establishing and maintaining internal controls for financial reporting, I have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee those deficiencies in the design or operation of such internal controls of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
5. I have indicated to the Auditors & the Audit Committee :-
 - (a) There have been no significant changes in internal control over financial reporting during this period.
 - (b) There have been no significant changes in accounting policies during this period.
 - (c) There have been no instances of significant fraud of which I have become aware and the involvement therein, of management or an employee having significant role in the Company's internal control systems over financial reporting.

Place: Kolkata

Dated: 14.11.2019

Sanjay Kumar Rai
CFO
(PAN: AEMPR2243A)

ANNEXURE-IV

Certificate

To the Members of Marsons Limited

We have examined the compliance of conditions of Corporate Governance by **Marsons Limited** ("the Company") in terms of Regulation 15(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the year ended 31.03.2019.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit for 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 conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement/Listing Regulations, as applicable.

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

For Jaiswal A& Co.
Company Secretaries

(CS Arun Kumar Jaiswal)
Practicing Company Secretary
ACS - 29827 / CP No - 12281

Place: Kolkata
Dated: 14.09.2019

NOMINATION & REMUNERATION POLICY OF
MARSONS LIMITED ('ML')

'ML' remuneration strategy is aimed at attracting and retaining high standard of relevant talent. The Remuneration Policy, therefore, is market-led and takes into account the competitive circumstance of each business situation of the Company so as to attract and retain high quality talent fulfilling the requisite qualification and leverage performance significantly.

PREAMBLE

Pursuant to Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board of Directors of every listed Company shall constitute the Nomination and Remuneration Committee. In order to align with the provisions of the Companies Act, 2013 and the amended Listing Agreement from time to time, the Board on 14.08.2014 changed the nomenclature of the "Remuneration Committee" as "Nomination and Remuneration Committee" and reconstituted the Committee with two non-executive Independent Directors and one non-executive Director as Member of the Committee.

OBJECTIVE

The Key Objectives of the Committee would be:

- a) To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- b) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation.
- c) To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

DEFINITIONS

- **"Board"** means Board of Directors of the Company.
- **"Company"** means **"Marsons Limited."**
- **"Independent Director"** means a director referred to in Section 149 (6) of the Companies Act, 2013.
- **"Key Managerial Personnel" (KMP)** means
 - (i) CEO or the Managing Director or the Manager
 - (ii) Company Secretary
 - (iii) Whole-time Director
 - (iv) CFO
 - (v) Such other officer as may be prescribed
- **"Nomination and Remuneration Committee"** shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement.
- **"Policy or This Policy"** means, "Nomination and Remuneration Policy."

- **“Remuneration”** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.
- **“Senior Management”** means personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the executive directors, including all the functional heads.

APPOINTMENT AND EVALUATION OF DIRECTOR, KMP AND SENIOR MANAGEMENT

Appointment criteria and qualifications:

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.

Term / Tenure:

1. Managing Director/Whole-time Director/Manager (Managerial Person): - The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
2. An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re- appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Evaluation:

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management at regular interval (yearly).

REMUNERATION OF MANAGER, DIRECTORS, COMPANY SECRETARY, CFO ETC.

Remuneration of Manager under the Companies Act, 2013 ('Manager') and the Executive Directors, if any, the Company Secretary, Chief Financial Officer (CFO) and immediately one level below Senior Employees of the Company is determined by the Board of Directors ('Board') of the Company within the broad Policy formulated by the Nomination and Remuneration Committee comprising only Non-Executive Directors and in conformity with the relevant provisions of the Companies Act, 2013 and also subject to the approval of the Shareholders in their General Meeting. The aforesaid personnel are entitled to performance bonus for each financial year up to such an amount as may be determined by the Board. Such remuneration is linked to short and long term performance objectives appropriate to the working of the Company and its goals as well as the group to which the Company belongs to as well as on the concerned employee's qualification and the grade and the overall performance of such employee of the Company as a whole.

Commission of the Non-Executive and the Independent Directors of the Company is determined by the Board based, inter alia, on Company performance and the prevailing regulatory provisions and is payable on a uniform basis to reinforce the principle of collective responsibility. Non-Executive

Directors and the Independent Directors are also entitled to sitting fees for attending Meetings of the Board and Committees thereof, the quantum of which is determined by the Board within the limits as laid down in the Articles of Association of the Company. The sitting fees shall be determined by the Board for attending each meeting of the Board, Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. The Non-Executive and the Independent Directors may be reimbursed out of pocket expenses for attending Board and Committee Meetings of the Company at a city other than the one in which they reside.

SERVICE CONTRACTS, SEVERANCE FEE AND NOTICE PERIOD:

The appointment of the Manager, the Executive Directors, if any, the Company Secretary, CFO and immediately one level below Senior Employees of the Company is governed by resolutions passed by the Board and the Shareholders of the Company, which cover the terms and conditions of such appointment read with the service rules of the Company. A separate Service Contract is not entered into by the Company with those elevated to the Board from the management cadre, since they already have a Service Contract with the Company. There is no separate provision for payment of severance fee under the resolutions governing the appointment of Manager and Executive Directors, if any, who have all been drawn from amongst the management cadre. The prevailing statutory provisions will however, apply. As per his terms of appointment, a notice of three month's is required to be given by the concerned employee ,as the case may be, seeking to vacate office and such resignation takes effect upon the expiration of such notice or its earlier acceptance by the Board.

DEVIATIONS FROM THIS POLICY

Deviations on elements of this policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case.

FORM NO. MR 3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Marsons Limited,
(CIN: L31102WB1976PLC030676),
Marsons House,
Budge Budge Trunk Road
Vill: - Chakmir, P.O. Maheshtala,
Kolkata – 700 142

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Marsons Limited having CIN: L31102WB1976PLC030676, (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit and as per explanations & clarifications given to us and the representations made by the management, we hereby report that in our opinion, the Company has, during the audit period covering the financial year from 1st April 2018 and ended on 31st March, 2019, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial period ended on 31st March, 2019 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the Rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **Not applicable to the Company during the Audit period as there was no Foreign Direct Investment made by the Company during the Audit period and there was no Oversea Direct Investment and/or External Commercial Borrowing made by the Company during the Audit period.**
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014: **Not Applicable to the Company during the Audit period;**
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 : **Not Applicable to the Company during the Audit period;**
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: **Not Applicable to the Company during the Audit period;**
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998: **Not Applicable to the Company during the Audit period;**
- VI. Other specific and general Laws applicable to the Company as per the representations made by the Company.
- a) Factories Act, 1948
 - b) Industrial Dispute Act, 1947
 - c) The Payment of Wages Act, 1936
 - d) The minimum Wages Act, 1948
 - e) The Employees State Insurance Act, 1948
 - f) The Employees Provident Fund and Miscellaneous Provisions Act, 1952
 - g) The Bonus Act, 1965
 - h) The Payment of Gratuity Act, 1972

We further report that, we have not examined Compliance with applicable finance laws, like Direct Tax, Indirect Tax, Service Tax etc since, as per management representation by the Company; the same have been subject to review by the statutory financial auditor and other designated professionals.

We have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

During the period under review and as per the explanations and representations made by the management and subject to clarifications given to us, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. except to the extent as mentioned below:

- 1) The Company does not have Company Secretary and CFO as on 31.03.2019. However the Company has appointed CFO on 10.08.2019.

We further report that:

- a) The Board of Directors of the Company is not duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
- b) Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c) As per the minutes of the meetings duly recorded and signed by the Chairman of the meeting, the decisions of the Board and Committee were carried through majority. Further decisions at General Meetings were carried through requisite majority. The dissenting member's views are captured as and when required and are recorded as part of the minutes.
- d) There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the Audit period:

- a) One of the Creditor Ritesh More had filed an application before NCLT Court, Kolkata under Sec 9 of the Insolvency and Bankruptcy Code, 2016. The same was accepted vide order No. (IB) No. 628/KB/2018 along with CA(IB) Nos. 366 & 367/KB/2019 by the NCLT Court on 20th June 2018. Pursuant to an Order Corporate Insolvency Resolution Process (CIRP) was initiated for Marsons Limited as per the provisions of the Insolvency and Bankruptcy Code, 2016. As per the order, Mr. Sanjit Kumar Nayak, Interim Resolution Professional had been appointed for carrying out the CIRP of the Company. Upon initiation of CIRP, the powers of the Board of Directors of the Company were suspended and were exercised by the Interim Resolution Professional.
- b) The Company had received a final order dated 9th May 2019 from NCLT Court, Kolkata Bench upon successful approval of Resolution Plan filed by one of the Bidder M/s Yashoda Inn Private Limited jointly with their Technical Partner M/s Unecops Solar Private Limited . A Monitoring Committee had been formed to look after the successful implementation of the Resolution Plan.
- c) As per the Resolution Plan approved by NCLT Court, it is mentioned that RA shall appoint Directors to take over the Management of the Company for better operations on completion of tenor of the Monitoring Committee. The RA shall appoint upto 3 directors who may be in executive/non-executive director capacity. The Constitution Of The Board With Regard To Managing Director, Executive Directors As Well As Non-Executive Directors Will Be Decided Later On. CEO, CFO, CS Etc For The Company Will Be Appointed At The Later Stage By The Board.
- d) As per the NCLT Order the existing Board gets dissolved and New Management has taken over the Company w.e.f 31.05.2019. The Company is under the implementation of Resolution Plan as approved by NCLT Court.

- e) The Company has failed to comply with the Disclosure Requirements as required under the SEBI (LODR) Regulations 2015 in respect of Regulation 31 (Non Submission of Shareholding Pattern), Regulation 13(3) (Non-Submission of Statement on Investor Complaints) and Regulation 55A of SEBI (Depositories and Participants) Regulations 1996 (Non- Submission of Share Capital Audit Report) for the quarter ended September 2018, December 2018 and March 2019.

For SULTANA K & ASSOCIATES

**Sultana Khan
Practicing Company Secretary
Proprietor
Mem. No.: 44373; C.P. No: 20815**

Date: 30/09/2019

Place: KOLKATA

Information pursuant to clause (m) of sub-section (3) of Section 134 of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 and forming part of the Directors' Report for the year ended 31st March 2019.

A. CONSERVATION OF ENERGY

1) Research and Development (R & D) :

a) Specific areas in which R & D carried out by the Company:

- i) Specific area in which R & D is carried out by the company is in EHV Power Transformers, EPC Projects on Boot, Bot, Bolt principles and other variants.
- ii) Continuous improvement of existing products for enhanced durability and performance.
- iii) Design optimization using advanced software packages
- iv) Testing and adaptation of New Materials
- v) New processes and up gradation of existing processes to enhance the productivity vis-à-vis cost reduction etc.
- vi) Efforts to enhance product quality and reliability
- vii) Reduction of rejections and warranty returns
- viii) Improving New Product Development (NPD)
- ix) Environment compliance by products and processes
- x) Testing and validation of new products

b) Benefits derived as result of the above R & D :

Customers' satisfaction and new business opportunities because of cost, quality and speed.

c) Future Plan of Action:

- i. Development of low loss energy reduction transformer to save on Electricity bills and reduction of carbon emissions (CO₂) reduction.
- ii. Development of special purpose transformer such as furnace transformers, flame proves mining transformers and nomax paper covered dry type transformers.

d) Expenditure on R & D:

In pursuit of Research & Development endeavours the company is continuously incurring R & D expenditure both on Capital and Revenue which is shown as part of regular heads of accounts in fixed assets and in Profit and Loss account respectively. The company has started recognizing expenses incurred on R & D both on Capital and Revenue which are below:

In pursuit of Research and Development endeavours the company is continuously incurring R & D expenditure both on Capital and Revenue which is shown as part of regular heads of accounts in fixed assets and in Profit and Loss account respectively. Revenue expenditure on research & development activities accounted for under their natural heads of revenue expenses accounts is Rs. Nil (Previous Year Rs. Nil). Capital expenditure on research & development activities accounted for under their natural heads of fixed assets accounts is Rs. Nil (Previous Year Rs. NIL Lakhs).

2. Technology absorption, adoption and innovation:

a) Efforts in brief made towards technology absorption, adopting and innovation	All technologies adopted by the company has been developed in house
b) Benefits derived as result of the above efforts e.g. product improvement Construction, product development Import substitution etc	Since technology has been developed, in house absorption and adoption comparable. Further significant cost reduction has been achieved.
c) In case of imported technology imported during the last 5 years reckoned from the beginning of the financial year) following	There has been no import of technology hence not applicable.

B. FOREIGN EXCHANGE, EARNING AND OUTGO

1) Activities relating to export initiative taken to increase export, development of new export markets for production and services and export plans	The Company is developing export market for the products and other item
2) a) Total Foreign exchange used	Rs. Nil (Previous year Rs. Nil)
b) Total Foreign Exchange earned	Rs. Nil

Annexure-VIII

FORM NO. MGT - 9 EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31.03.2019.

[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

(i) CIN	:	L31102WB1976PLC030676
(ii) Registration Date	:	26.08.1976
(iii) Name of the Company	:	Marsons Limited
(iv) Category / Sub-Category of the Company	:	Company having share capital
(v) Address of the Registered Office and contact details	:	Marsons House, Budge Budge Trunk Road, Vill. Chakmir, P.o. Maheshtala, Kolkata- 700 142
(vi) Whether Listed Company.	:	Yes
(vii) Name, address and contact details of the Registrar and Transfer Agent, if any	:	Maheshwari Datamatics Pvt. Ltd. 6, Mangoe Lane, Kolkata-700 001

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated :-

Sl.No.	Name and Description of main products / services	NIC Code of the Product / Service	% to total turnover of the Company
1	Manufacturing of Electrical Transformer	26101	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:-

Sl.No.	Name and Address of the Company	CIN / GLN	Holding/ Subsidiary Associate	% of shares held	Applicable Section
1	Marsons Power Limited (UK)	7461282	Subsidiary	100.00	2(87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No of Shares held at the beginning of the year [As on 01/Apr/2018]				No of Shares held at the end of the year [As on 31/Mar/2019]				% change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	3448062	10505	3458567	13.8343	3448062	10505	3458567	13.8343	0.0000
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.	40327	8	40335	0.1613	40327	8	40335	0.1613	0.0000
e) Banks/Fi									
f) Any other									
Sub-total (A)(1)	3488389	10513	3498902	13.9956	3488389	10513	3498902	13.9956	0.0000
(2) Foreign									
a) NRIs - Individuals									
b) Other - Individuals									
c) Bodies Corp.									
d) Banks/FI									
e) Any other									
Sub-total (A)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	3488389	10513	3498902	13.9956	3488389	10513	3498902	13.9956	0.0000
B. Public Shareholding									
1. Institutions									
a) Mutual Funds									
b) Banks/FI	2400000	0	2400000	9.6000	2400400	0	2400400	9.6016	0.0016
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Alternate Investment Funds									
Foreign Portfolio Investors									
Provident Funds / Pension Funds									
Qualified Foreign Investor									
Sub-total(B)(1):-	2400000	0	2400000	9.6000	2400400	0	2400400	9.6016	0.0016
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	1754302	35766	1790068	7.1603	1276798	25416	1302214	5.2089	-1.9514
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	14190177	965396	15155573	60.6223	14737545	621560	15359105	61.4364	0.8141
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	1358149	0	1358149	5.4326	1295059	0	1295059	5.1802	-0.2524
c) Others (Specify)									
Non Resident Indians	228224	0	228224	0.9129	234274	107645	341919	1.3677	0.4548
Qualified Foreign Investor	0	216042	216042	0.8642	0	0	0	0.0000	-0.8642
Custodian of Enemy Property Foreign Nationals									
Clearing Members	348935	0	348935	1.3957	290805	0	290805	1.1632	-0.2325
Trusts	0	3807	3807	0.0152	0	3627	3627	0.0145	-0.0007
Foreign Bodies-D R									
Foreign Portfolio Investors									
NBFCs registered with RBI	300	0	300	0.0012	850	0	850	0.0034	0.0022
Employee Trusts									
Domestic Corporate Unclaimed Shares Account									
Investor Education and Protection Fund Authority	0	0	0	0.0000	507119	0	507119	2.0285	2.0285
Sub-total(B)(2):-	17880087	1221011	19101098	76.4044	18342450	758248	19100698	76.4028	-0.0016
Total Public Shareholding (B)=(B)(1)+ (B)(2)	20280087	1221011	21501098	86.0044	20742850	758248	21501098	86.0044	0.0000
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	23768476	1231524	25000000	100.0000	24231239	768761	25000000	100.0000	0.0000

ii) Shareholding of Promoters-									
Sl No	Shareholder's Name	Shareholding at the beginning of the year [As on 01/Apr/2018]			Shareholding at the end of the year [As on 31/Mar/2019]			% change in share holding during the Year	PAN
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares		
1	CHARU KOTIA	1207269	4.8291	0.0000	1207269	4.8291	0.0000	0.0000	AFOPK4298R
2	HARSHVARDHAN KOTIA	543750	2.1750	0.0000	569025	2.2761	0.0000	0.1011	BBQPK2412J
3	RAJ JAIN	428400	1.7136	0.0000	428400	1.7136	0.0000	0.0000	ACXPJ2010L
4	PRAVIN JAIN	283419	1.1337	0.0000	283419	1.1337	0.0000	0.0000	ACIPJ7301H
5	VASUNDHARA KOTIA	270937	1.0837	0.0000	270937	1.0837	0.0000	0.0000	BBQPK2411M
6	GYAN CHAND KOTIA	265276	1.0611	0.0000	265276	1.0611	0.0000	0.0000	AFWPK4414R
7	SEEMA KANODIA	135174	0.5407	0.0000	135174	0.5407	0.0000	0.0000	AFXPK4227P
8	PUSHPA KOTIA	117210	0.4688	0.0000	117210	0.4688	0.0000	0.0000	AEWPK6213R
9	AKHILESH KOTIA	106561	0.4262	0.0000	106561	0.4262	0.0000	0.0000	AACHA4806L
10	ADVANCE POWERINFRA TECH LTD	40327	0.1613	0.0000	40327	0.1613	0.0000	0.0000	AABCM7726M
11	PAYAL KOTIA	30000	0.1200	0.0000	30000	0.1200	0.0000	0.0000	ASOPK1945L
12	PRAVIN JAIN	22509	0.0900	0.0000	22509	0.0900	0.0000	0.0000	AAHHP1290G
13	AKHILESH KOTIA	11845	0.0474	0.0000	11845	0.0474	0.0000	0.0000	AFOPK4300A
14	ANJU JAIN	6918	0.0277	0.0000	6918	0.0277	0.0000	0.0000	ACSPJ7440F
15	ANIL KUMAR PALLIWAL	3150	0.0126	0.0000	3150	0.0126	0.0000	0.0000	AFQPP3161E
16	RAJESH JHA	437	0.0017	0.0000	437	0.0017	0.0000	0.0000	AMRPJ7355C
17	SANDIP GOSWAMI	437	0.0017	0.0000	437	0.0017	0.0000	0.0000	ADOPG5079L
18	SWARNA REKHA PROPERTIES & FINANCE LTD	8	0.0000	0.0000	8	0.0000	0.0000	0.0000	AADCS6623D
19	GYAN CHAND KOTIA	25275	0.1011	0.0000	0	0.0000	0.0000	-0.1011	AABHG6242B
	TOTAL	3498902	13.9956	0.0000	3498902	13.9956	0.0000	0.0000	

iii) Change in Promoters' Shareholding (please specify, if there is no change)						
SI No	Name	Shareholding at the beginning [01/Apr/18]/end of the year [31/Mar/19]		Cumulative Shareholding during the year [01/Apr/18 to 31/Mar/19]		PAN
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
1	ADVANCE POWERINFRA TECH LTD					AABCM7726M
	01-04-2018	40327	0.1613			
	31-03-2019	40327	0.1613	40327	0.1613	
2	GYAN CHAND KOTIA					AABHG6242B
	01-04-2018	25275	0.1011			
	05/10/2018 - Transfer	-25275	0.1011	0	0.0000	
	31-03-2019	0	0.0000	0	0.0000	
3	AKHILESH KOTIA					AACHA4806L
	01-04-2018	106561	0.4262			
	31-03-2019	106561	0.4262	106561	0.4262	
4	SWARNA REKHA PROPERTIES & FINANCE LTD					AADCS6623D
	01-04-2018	8	0.0000			
	31-03-2019	8	0.0000	8	0.0000	
5	PRAVIN JAIN					AAHHP1290G
	01-04-2018	22509	0.0900			
	31-03-2019	22509	0.0900	22509	0.0900	
6	PRAVIN JAIN					ACIPJ7301H
	01-04-2018	283419	1.1337			
	31-03-2019	283419	1.1337	283419	1.1337	
7	ANJU JAIN					ACSPJ7440F
	01-04-2018	6918	0.0277			
	31-03-2019	6918	0.0277	6918	0.0277	
8	RAJ JAIN					ACXPJ2010L
	01-04-2018	428400	1.7136			
	31-03-2019	428400	1.7136	428400	1.7136	
9	SANDIP GOSWAMI					ADOPG5079L
	01-04-2018	437	0.0017			
	31-03-2019	437	0.0017	437	0.0017	
10	PUSHPA KOTIA					AEWPK6213R
	01-04-2018	117210	0.4688			
	31-03-2019	117210	0.4688	117210	0.4688	
11	CHARU KOTIA					AFOPK4298R
	01-04-2018	1207269	4.8291			
	31-03-2019	1207269	4.8291	1207269	4.8291	
12	AKHILESH KOTIA					AFOPK4300A
	01-04-2018	11845	0.0474			
	31-03-2019	11845	0.0474	11845	0.0474	
13	ANIL KUMAR PALLIWAL					AFQPP3161E
	01-04-2018	3150	0.0126			
	31-03-2019	3150	0.0126	3150	0.0126	

iii) Change in Promoters' Shareholding (please specify, if there is no change)						
Sl No	Name	Shareholding at the beginning [01/Apr/18]/end of the year [31/Mar/19]		Cumulative Shareholding during the year [01/Apr/18 to 31/Mar/19]		PAN
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
14	GYAN CHAND KOTIA					AFWPK4414R
	01-04-2018	265276	1.0611			
	31-03-2019	265276	1.0611	265276	1.0611	
15	SEEMA KANODIA					AFXPK4227P
	01-04-2018	135174	0.5407			
	31-03-2019	135174	0.5407	135174	0.5407	
16	RAJESH JHA					AMRPJ7355C
	01-04-2018	437	0.0017			
	31-03-2019	437	0.0017	437	0.0017	
17	PAYAL KOTIA					ASOPK1945L
	01-04-2018	30000	0.1200			
	31-03-2019	30000	0.1200	30000	0.1200	
18	VASUNDHARA KOTIA					BBQPK2411M
	01-04-2018	270937	1.0837			
	31-03-2019	270937	1.0837	270937	1.0837	
19	HARSVARDHAN KOTIA					BBQPK2412J
	01-04-2018	543750	2.1750			
	31/12/2018 - Transfer	25275	0.1011	569025	2.2761	
	31-03-2019	569025	2.2761	569025	2.2761	

iv) Shareholding Pattern of top ten Shareholders						
(Other than Directors, Promoters and Holders of GDRs and ADRs):						
Sl No	Name	Shareholding at the beginning [01/Apr/18]/end of the year [31/Mar/19]		Cumulative Shareholding during the year [01/Apr/18 to 31/Mar/19]		PAN
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
1	HANURANG PROJECTS PRIVATE LIMITED					AAACH7635R
	01-04-2018	167931	0.6717			
	31-03-2019	167931	0.6717	167931	0.6717	
2	ALLAHABAD BANK					AACCA8464F
	01-04-2018	2400000	9.6000			
	31-03-2019	2400000	9.6000	2400000	9.6000	
3	TARAPUR TRANSFORMERS LIMITED					AACCT5456G
	01-04-2018	118660	0.4746			
	31-03-2019	118660	0.4746	118660	0.4746	
4	GAYATRIDEVI RAJENDRAPRASAD TODI					AACPT1273E
	01-04-2018	150000	0.6000			
	31-03-2019	150000	0.6000	150000	0.6000	
5	MATALIA STOCK BROKING PRIVATE LIMITED					AADCM9097M
	01-04-2018	442335	1.7693			
	30/06/2018 - Transfer	14536	0.0581	456871	1.8275	
	31/12/2018 - Transfer	-318944	1.2758	137927	0.5517	
	31/03/2019 - Transfer	-50	0.0002	137877	0.5515	
6	JAGAT SINGH DUDHERIA *					AAFPD1068G
	01-04-2018	117000	0.4680			
	31-03-2019	117000	0.4680	117000	0.4680	
7	KASHISH JAIN #					AAHFT6236G
	01-04-2018	140345	0.5614			
	29/09/2018 - Transfer	-140345	0.5614	0	0.0000	
	31-03-2019	0	0.0000	0	0.0000	
8	MANOJ JAIN HUF #					AAJHM5595D
	01-04-2018	172311	0.6892			
	29/09/2018 - Transfer	-172311	0.6892	0	0.0000	
	31-03-2019	0	0.0000	0	0.0000	
9	SHIRYANSH KUMAR JAIN					ABEPJ6411H
	01-04-2018	245196	0.9808			
	31-03-2019	245196	0.9808	245196	0.9808	
10	KISHORE KUMAR PATNI					AFLPP9290D
	01-04-2018	165174	0.6607			
	30/06/2018 - Transfer	14501	0.0580	179675	0.7187	
	31/12/2018 - Transfer	88918	0.3557	268593	1.0744	
	31/03/2019 - Transfer	2226	0.0089	270819	1.0833	
11	RENU DEVI PATNI					AISPP1141M
	01-04-2018	147237	0.5889			
	30/06/2018 - Transfer	29971	0.1199	177208	0.7088	
	29/09/2018 - Transfer	102387	0.4095	279595	1.1184	
	31/03/2019 - Transfer	19233	0.0769	298828	1.1953	

iv) Shareholding Pattern of top ten Shareholders						
(Other than Directors, Promoters and Holders of GDRs and ADRs):						
		Shareholding at the beginning [01/Apr/18]/end of the year [31/Mar/19]		Cumulative Shareholding during the year [01/Apr/18 to 31/Mar/19]		
Sl No	Name	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	PAN
12	INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY MINISTRY OF CORPORATE AFFAIRS *					IN3007081065667
	01-04-2018	0	0.0000			
	30/06/2018 - Transfer	507119	2.0285	507119	2.0285	
	31-03-2019	507119	2.0285	507119	2.0285	
*	Not in the list of Top 10 shareholders as on 01/04/2018 The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31/03/2019.					
#	Ceased to be in the list of Top 10 shareholders as on 31/03/2019. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 01/04/2018.					

v) Shareholding of Directors and Key Managerial Personnel						
v) Shareholding of Directors and Key Managerial Personnel						
Sl No	Name	Shareholding at the beginning [01/Apr/18]/end of the year [31/Mar/19]		Cumulative Shareholding during the year [01/Apr/18 to 31/Mar/19]		PAN
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
1	AKHILESH KOTIA					AFOPK4300A
	01-04-2018	11845	0.0474			
	31-03-2019	11845	0.0474	11845	0.0474	

V. INDEBTEDNESS**Indebtedness of the Company including interest outstanding /accrued but not due for payment**

	Secured loans excluding deposits	Unsecured Loans	Deposit	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal Amount	76,94,54,143.00	1,67,30,000.00	-	78,61,84,143.00
(ii) Interest due but not paid	7,34,02,000.00	23,27,075.00	-	7,57,29,075.00
(iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	84,28,56,143.00	1,90,57,075.00	-	86,19,13,218.00
Change in Indebtedness during the financial year				
Addition	35,35,723.82	2,99,409.00	-	38,35,132.82
Reduction	1,11,12,041.00	1,18,21,230.00	-	2,29,33,271.00
Net Change	- 75,76,317.18	- 1,15,21,821.00	-	- 1,90,98,138.18
Indebtedness at the end of the financial year				
(i) Principal Amount	76,07,74,239.00	70,06,848.00	-	76,77,81,087.00
(ii) Interest due but not paid	7,45,05,586.82	5,28,406.00	-	7,50,33,992.82
(iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	83,52,79,825.82	75,35,254.00	-	84,28,15,079.82

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER

Sl.No.	Particulars of Remuneration	Managing Director	Total Amount (in
		Mr. A. S. Pillai	Rs.)
1	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	2,71,600.00	2,71,600.00
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - as % of profit -others, specify...	-	-
5	Others, please specify		
	Total	2,71,600.00	2,71,600.00
	Ceiling as per the Act.		

B. REMUNERATION TO OTHER DIRECTORS: NIL

Sl.No.	Particulars of Remuneration	Name of the Directors		Total Amount
1	Independent Directors	Ms. Uttara Sharma		
	* Fee for attending Board & Committee meetings	-	-	-
	* Commission	-	-	-
	* Others, please specify	-	-	-
	Total (1)	-	-	-
2	Other Non-Executive Directors	Mr. Akhilesh Kotia		
	* Fee for attending Board & Committee meetings	-	-	-
	* Commission	-	-	-
	* Others, please specify	-	-	-
	Total (2)	-	-	-
	Total (B) = (1+2)	-	-	-
	Total Managerial Remuneration	-	-	-
	Overall Ceiling as per the Act.	-	-	-

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl.No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount (in Rs.)
			CS	
			Sultana Khan	
1	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961		70,000.00	70,000.00
2	Stock Option		-	-
3	Sweat Equity		-	-
4	Commission - as % of profit		-	-
5	Others, please specify			
	Total		70,000.00	70,000.00

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act.	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

B. DIRECTORS

Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

C. OTHER OFFICERS IN DEFAULT

Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

ANNEXURE - IX(i)

PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016

Name of the Director / CEO / CFO / Company Secretary / Manager	Designation	(i) Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2018-19	(ii) Percentage increase in Remuneration during 2018-19
A.S. PILLAI	Managing Director	2.07:1	-
Akhilesh Kotia	Chairman	-	-
Uttara Sharma	Director	-	-

Sl. No.	Description	Remarks
iii.	the percentage increase in the median remuneration of employees in the financial year;	No increment
iv.	the number of permanent employees on the rolls of company;	9
v.	average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	Average Salary increase of non-manual employees is - N A Average Salary increase of managerial employees - N A
vi.	It is hereby affirmed that the remuneration to managerial personnel referred to above is as per the remuneration policy of the Company.	

***Note: The Company has gone into NCLT CIRP Proceedings on 20.06.2018. The Company do not have any Employees w.e.f 20.06.2018.**

ANNEXURE- IX(ii)

PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 (2) and 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016

It is hereby affirmed that:

- (i) No employee was in receipt of remuneration for the year in aggregate of more than Rs. 1.02 Crores (if employed throughout the financial year);
- (ii) No employee was in receipt of remuneration for any part of the year at a rate which in aggregate was more than Rs. 8.5 lacs per month (if employed for a part of the financial year);
- (iii) No employee was in receipt of remuneration in excess of that drawn by the Managing Director of Whole-time Director or Manager nor holds by himself or along with his spouse and dependent children more than two percent of the equity shares of the Company.

Top Ten Employees in terms of Remuneration drawn for F.Y. 2018-19:

Sl. No.	Name	Designation	Remuneration	Nature of Employment	Qualification and Experience	Date of Commencement of Employment	Age	Last Employment Held	% of equity shares held	Whether relative of any Director / Manager
1	Mr. A.S. Pillai	Managing Director	50,000/-	Designing Engineer	B.E/ MBA (43 yrs)	2010	66	East India Udyog, Ghaziabad	Nil	No
2	Ms. Sultana Khan	Company Secretary	35,000/-	Secretarial	Company Secretary	2016	30	-	Nil	No
3	Mr. Sanjay Rai	Purchase Manager	30,000/-	Production	B.Com, MBA (25 yrs)	2015	50	CJI Porcelain	Nil	No
4	Mr. Sanjib Chakraborty	Testing Incharge	23,225/-	Testing	Electrical Engineer (3 yrs)	2015	30	-	Nil	No
5	Mrs. Smriti Chattopadhyay	Accountant	20,000/-	Accounts	B.Com (26 yrs)	2015	48	K C Combines (P) Ltd	Nil	No
6	Mr. Devendra Rai	Purchase Asst	10000/-	Purchase	B.Com (26 yrs)	1990	50	-	Nil	No
7	Mr. Raman Kumar Gupta	Sales Asst	10000/-	Sales	SF (24 yrs)	1992	40	-	Nil	No
8	Mr. Badal Das	Store Manager	8,725/-	Store Keeping	B.Com (18 yrs)	2003	42	-	Nil	No

***Note: The Company has gone into NCLT CIRP Proceedings on 20.06.2018. The Company do not have any Employees w.e.f 20.06.2018.**

Khettra Muhan Roy

Chartered Accountant

M.com, FCA, ACMA

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Independent Auditors' Report

To the Members of

MARSONS LIMITED

Report on the Audit of the Standalone Financial Statements Opinion

We have audited the standalone financial statements of Marsons Limited (“the Company”), which comprise the Balance Sheet as at 31st March 2019, and the Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the standalone financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2019, and profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor’s Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters (‘KAM’) are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matters	How our audit addressed the key audit matter
Going Concern	
1 One of the creditor has filed application against the company before NCLT under IB Code 2016.	One Of The Creditor, Ritesh More Had Filed An Application Before NCLT And Same Was Accepted By The Court On 20.06.2018. Later On Resolution Professional (Hereinafter RP) Was Appointed By The Tribunal And RP Had Submitted Resolution Plan After Assessing The Financial Position Of The Company. On The Basis Resolution Plan As Submitted Above, Tribunal (Kolkata Bench) Has Passed An Order On 09.05.2019 Which Is As Follows:
2. Company has outstanding amount of loan from Allahabad bank to the tune of Rs. 8331.84 Lakh as per accounts which had been declared NPA.	After Successful Bidding Yashoda Inn Pvt Ltd

(Hereinafter Lead Member) And Uneecops Solar Private Limited (Hereinafter Technical Partner) Were Appointed As Consortium Member. The Lead Member Would Come As A Strategic Investor And Fund The Settlement Of Resolution Debt By Infusion Of Capital Through Equity As Well As Loan, If Need Be And Second Member Would Act As Technical Partner Under The Resolution Plan

Formation Of Board And Credentials Of Board Members –

Will Appoint Directors To Take Over The Management Of The Company For Better Operations On Completion Of Tenor Of The Monitoring Committee. The RA Will Appoint Upto 3 Directors Who May Be In Executive/Non-Executive Director Capacity. The RA Intends To Appoint Turnaround Experts Also On The Board With Assistance Of USPL Technical Expertise And The Same Will Be Decided Later Based On Agreement With Them On Emoluments For Their Service. RA Already Is In Talks With Some Of Them In This Regard.

The Constitution Of The Board With Regard To Managing Director, Executive Directors As Well As Non-Executive Directors Will Be Decided Later On. CEO, CFO, CS Etc For The Company Will Be Appointed At The Later Stage By The Board.

Appointment Of Auditors – RA Do Not Intend To Change Auditors As Of Now And The Same Will Be Decided In The AGM Including Appointment Of Internal Auditors, Management Auditors Etc

Business Plan For Turnaround

Proposal For The Takeover And Execution Of The Existing Order Book/Inventory, If Any; –

On Payment Of The Upfront Payment Under The Proposed Resolution Plan, RA Intend To Start The Maintenance Of The Critical Machinery In The Factory As The Entire Plant Of The Corporate Debtor Has Been In Shut Down Mode For Last 1 Year Although The Factory Is In Good Shape To Restart At The Earliest. The Said Action Will Be The Basis On Which The Pipeline Of The Orders For Execution Can Be Build Up. The Inventory Requirements For Execution Of The Sale Orders Will Be From New And Known Network Of Suppliers Of The RA Which The RA Knows And Have Built Up On Their Own As Of Now.

Action Plan For Building The Capability Required (Technical, Financial, Manpower Etc.) To Ramp Up The Scale Of Operations:

RA Intends To Infuse Additional Funding To The Tune Of Rs 10 Crores For Working Capital Within 12 Months Of The Approval Of The NCLT For The Proposed Resolution Plan As And When Need Be To Accelerate More Orders For Execution. The Above Is Apart From The Proposed Payment Of The Resolution Debt By The Lead Member.

Action Plan To Bid For Future Orders And Building An Order Book For Future Execution:

The Same Has Been Explained Above With Regard To Future Sale Arrangements And Raw Material Sourcing Through New But Known Network Of The RA For Round The Year Sale Orders And Raw Material Sourcing.

Planned Expenditure For Meeting Capital Expenditure, Startup Expenses, Working Capital, Debt Service, Any Such Other Expense, Proposed Means Of Finance And Key Terms Of Debt (Amount, Interest Rate Offered, Tenor, Quarterly Repayment Schedule Etc.) Thereof

The Same Is Negligible In Nature And Would Be Decided After The NCLT Order.

BINDING RESOLUTION PLAN

The Below Stated Resolution Plan Is Presented As Final Binding Resolution Plan By The Resolution Applicant (Consortium).

Below Are The Key Terms And Conditions For The Proposed Acquisition Of Marsons Limited As A Going Concern:

- 1. Preamble:**
 - a.** Based On Limited Information Available Through Due Diligence And The Site Visit Conducted By Our Technical Team, It Has Been Observed That Most Of The Equipments

At The Site Are In Good Condition And Would Need Minor Repairs / Refurbishment / Replacement. Certain Equipments Would Also Need To Be Installed To Balance The Existing Capacities. Therefore, Substantial Capex Would Not Be Required To Utilize The Plant Efficiently And Meet The Compliance Of Environmental Norms And Meet The Operating Standards Of RA.

b. Therefore, In Order To Operate The Corporate Debtor As A Going Concern, Working Capital Investment To The Tune Of ~ Rs 10 Crores Would Be Infused Within 12 Months Of The Approval Of This Resolution Plan To Ensure That Operations Run Efficiently, If Need Be As The Orders Can Be Executed On Cash Basis At Lower Margins.

c. Besides, We Envisage An Investment Of Rs 40.8490 Crores Which Includes Liability To Pay Off The Active Bank Guarantees Of Rs 5.899 Crores, In Case The Same Is Invoked For Encashment During Its Active Period Till Grace Period. As These Guarantees Are Performance Guarantees In Nature, The Same Will Have To Be Renewed By The Bank (In Case Of Request/Instructions For Renewal By The Party To Whom The Bank Guarantee Was Issued) Till The Expiry Of The Contractual Period For Which Such Guarantees Were Issued With Full Payment Till End Of 24 Months From The Date Of NCLT Order For Settlement Of Admitted Claims Pursuant To This Plan (As Highlighted In The Financial Plan Below) To Take Over The Company Under IBC 2016 And Working Capital Funding Of Rs 10 Crores Within 12 Months From The Date Of The NCLT Order, If Need Be.

2. Payment For Settlement Of Past Dues And Term Plan For Acquisition Of Marsons Ltd (Corporate Debtor) Under Resolution Plan Mechanism –

Based On The Limited Information Made Available To Us, We Have Taken Into Account The Interest Of All Stakeholders To Devise The Resolution Plan To The Best Of Our Abilities.

The Payment Schedule Of Resolution Debt/Settlement Of Past Dues Is As Under –

- Upfront Payment Within 30 Days Of The NCLT Order- Rs 31.9500 Crore
- Payment By End Of 12 Months From Date Of The NCLT Order- 1.0000 Crore
- Deferred Payments By End Of 24 Months From Date Of The NCLT Order- Rs 2.0000 Crore.
-

Basis The Above, The Total Resolution Amount Aggregates To Rs 40.8490 Crores Which Includes Upfront Payment Of Rs 31.9500 Crores As Well As Deferred Payment Of Rs 3 Crores Apart From Deferred Payment For Any Liability Created Due To Invocation/Encashment Of Bank Guarantees Limited To A Maximum Liability Of Rs 5.899 Crores.

Secured Financial Creditors – Depending On Whether The Secured Financial Creditors Support The Resolution Plan Or Not, They Shall Be Paid As Under:

Total Dues: Rs. 99.866 Crores [Which Includes Liability To Pay Off The Active Bank Guarantees Of Rs 5.899 Crores (As Same Is Assumed To Be Included In Claim Amount By Secured Financial Creditors), In Case The Same Is Invoked For Encashment During The Its Active Period Till Grace Period.

Dues Covered: Rs 34.00 Crores Less CIRP Costs At Actuals, As Determined By RP.

Payment Terms: Upfront Payment Of Rs 31.00 Crores Less CIRP Costs At Actuals (As Determined By RP) Shall Be Paid Within 30 Days Of NCLT Order For Approved Resolution Plan. Dues Of Dissenting Secured Financial Creditors To Be Duly Adjusted In Priority On Pro-Rata Basis.

NCD Of Rs 1 Crore With Interest Rate Of 0.01% P.A. Redeemable After 12 Months From The Date Of NCLT Order Approving The Resolution Plan.

NCD Of Rs 2 Crores With Interest Rate Of 0.01% P.A. Redeemable After 24 Months From The Date Of NCLT Order Approving The Resolution Plan.

WORKMEN & EMPLOYEES DUES

Employee Dues Covered: Rs. 0.95 Crores

UNSECURED FINANCIAL CREDITORS: NIL

OPERATIONAL CREDITORS – NIL

	<p>Equity Shareholders – As the Value payable to shareholders of the Corporate Debtor are NIL, the Equity Shares held by the Secured Financial Creditors will be transferred to the RA for purpose of the Proposed Resolution Plan (if need be), and new Shares will also be issued to the New Promoters. Post approval of the Resolution Plan by NCLT, RA will own Shareholding upto 90% of the Revised Equity Structure. The balance shareholding of 10% will be held by the Public.</p> <p><u>Reduction of Share Capital through Reduction in Face Value of the Equity Shares</u> – The Company has Authorised Capital of 4,50,00,000 Equity Shares at Face Value of Rs 10/- each aggregating to Authorised Capital of Rs 45,00,00,000 (Rupees Forty-Five Crores) with Issued and Paid up Capital being 2,50,00,000 Equity Shares of Rs 10 each aggregating to Paid up Capital of Rs 25,00,00,000/- With huge accumulated losses on the balance sheet, the Face Value of existing Equity shares shall be reduced from Rs. 10 per share to Re 0.20 per share with no. of shares issued remaining at same level after the Effective Date. This would result in Issued and Paid Up Capital with 2,50,00,000 Equity Shares of Rs 0.20 each with Voting Rights and aggregate paid up Capital of Rs 50,00,000.</p>
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Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our auditors' report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit / loss (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company

and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
 - (A) As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on 31st March 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2019 from being appointed as a director in terms of Section 164(2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - (B) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations as at 31st March 2019 on its financial position in its standalone financial statements - Refer Note X to the standalone financial statements;
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts
 - iii. There has been no delay in transferring amounts, required to be transferred, to the

Investor Education and Protection Fund by the Company.

- iv. The disclosures in the standalone financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these standalone financial statements since they do not pertain to the financial year ended 31st March 2019.

(C) With respect to the matter to be included in the Auditors' Report under section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For K. M. Roy
Chartered Accountant
Membership number: 053720
Place: Kolkata

Date: 30th May, 2019

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of MARSONS LIMITED of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **MARSONS LIMITED** (“the Company”) as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with

generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For K. M. Roy
Chartered Accountant
Membership number: 053720
Place: Kolkata

Date: 30th May, 2019

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in Independent Auditors' Report to the member of the Company on the Standalone financial statements for the year ended on 31st March 2019, we report that:

(i) **In respect of Fixed Assets:**

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programmed of verification, in our opinion, provides for the physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- (c) According to information & explanation given to us, the title deeds of immovable properties are held in the name of the company.

(ii) **In respect of Inventory:**

- (a) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
- (d) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.

(iii) **In respect of Loans given by Company:**

The Company has not granted any loans, secured or unsecured to companies, firms or other parties cover in the register maintained under section 189 of the Companies Act, 2013.

(iv) **In respect of loan to Directors & Investment by Company**

In our opinion and according to the information and explanations given to us, the company has complied with the provisions of Section 185 & 186 of the Act, with respect to loans & investments made.

(v) **Acceptance of Deposits**

The Company has not accepted any deposit from the public within the meaning of section 73 to section 76 of the act and the rules made there under during the period under audit.

(vi) **Cost Records**

We have broadly reviewed the cost records maintained by the company under the maintenance of cost records rules specified by the Central Government under sub section (1) of section 148 of the Act, as we are of the opinion that, prime facie, the prescribed cost records have been made and maintained.

(vii) **Statutory Dues**

a) The Company is not regular in depositing undisputed statutory dues including provident fund, employees' statement insurance, income tax, sales tax, service tax, duty of customs, duty of excise and any other statutory dues with appropriate authorities. Due amounts more than six months as on 31st March, 2019 are-

- i. Tax Deducted at Source – Rs. 4.04 Lakhs
- ii. Goods & Service Tax – Rs. 112.59 Lakhs
- iii. Service Tax – Rs. 04.26 Lakh
- iv. VAT & CST – Rs. 12.23 Lakh
- v. Provident Fund & ESI – Rs. 12.19 Lakhs
- vi. P Tax – Rs. 0.18 Lakh

b) According to the information and explanation given to us and as per the records of the Company examined by us, the details of income tax, sales tax and duty of excise etc. not deposited on account of dispute are as under:

Name of the Statute	Nature of Dues	Period to which it relates	Amount (in Lakhs)	Forum where dispute is pending
Income Tax Act ,1961	Income Tax	A.Y. – 2009-10	505.61	Appeal Tribunal
		A.Y. – 2010-11	31.16	Appeal Tribunal
		A.Y. – 2011-12	1491.93	CIT, Appeal
		A.Y. – 2012-13	77.27	Appeal Tribunal
		A.Y. – 2013-14	0.13	CIT, Appeal
West Bengal Value Added Tax Rules, 2005	VAT	F.Y. 2007-08	64.37	CTO
		F.Y. 2008-09	118.45	Appeal
		F.Y. 2009-10	279.01	Appeal
		F.Y. 2010-11	445.75	Appeal
		F.Y. 2011-12	34.57	Appeal
		F.Y. 2012-13	566.38	CTO

Central Sales Tax (West Bengal) Rules, 1958	CST	F.Y. 2007-08	6.40	CTO
		F.Y. 2008-09	94.58	Appeal
		F.Y. 2009-10	234.46	Appeal
		F.Y. 2010-11	396.98	Appeal
		F.Y. 2011-12	6.68	Appeal
Central Excise & Service Tax, 1944	Central Excise	F.Y. 2004-05 to 2008-09	1131.44	High Court

(viii) Default in Repayment

In our opinion and according to the information and explanation given to us, the Company is not regular in serving the interest and EMI of the loan to Bank. However One of the creditor filed application with NCLT based on which Tribunal has passed an Resolution Plan on 09.05.2019. As per the resolution plan Liability with Bank loan is settled at 34 crore.

(ix) Utilization of IPO and further public offer

The company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the order is not applicable.

(x) Fraud

During the course of our examination of the books of the Company carried out in accordance with the generally accepted auditing practice in India, and according to the information and explanations given to us we have neither come across to any material fraud on or by the Company nor we are informed of any such cases by the management.

(xi) Approval of Managerial Remuneration

According to the information & explanations given to us and based on our examination of the records of the company, the company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Act.

(xii) Nidhi Company

In our opinion and according to the information and explanations given to us, the company is not a Nidhi company. Accordingly paragraph 3(xii) of the order is not applicable.

(xiii) Related Party Transactions

According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Accounting Standard

(xiv) Private Placement or Preferential Issues

According to the information and explanations given to us and based on our examination of the records of the Company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xv) Non Cash Transaction

According to the information and explanations given to us and based on our examination of the records of the Company, the company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the order is not applicable.

(xvi) Register under RBI Act, 1934

The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For K. M. Roy
Chartered Accountant
Membership number: 053720
Place: Kolkata

Date: 30th May, 2019

MARSONS LTD.			
Balance Sheet as at 31st March 2019			
			Amount(Rs. In lakhs)
Particulars	Note No.	As at 31st March,2019	As at 31st March,2018
1	2	3	4
(1) ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	1	2,088.00	2,416.50
(b) Capital work-in-progress		14.03	14.03
(c) Financial Assets			
(i) Investments	2	-	273.60
(ii) Loans	3	91.24	90.39
(d) Other non-current assets			
(2) Current assets			
(a) Inventories	4	-	39.17
(b) Financial Assets			
(i) Trade receivables	5	971.02	4,151.66
(ii) Cash and cash equivalents	6	4.10	110.76
(iii) Loans	7	636.45	524.40
(c) Current Tax Assets (Net)			
(d) Other current assets			
Total Assets		3,804.84	7,620.51
(2) EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	8	2,500.00	2,500.00
(b) Other Equity	9	(9,401.57)	(7,228.41)
LIABILITIES			
Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	10	4,077.85	4,182.04
(ii) Trade payables			
(iii) Other financial liabilities (other than those specified in item (b), to be specified)			
(b) Provisions			
(c) Deferred tax liabilities (Net)	11	72.23	247.92
(d) Other non-current liabilities	12	20.92	20.92
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	13	4,350.30	4,437.10
(ii) Trade payables	14	1,706.70	3,144.74
(iii) Other financial liabilities (other than those specified in item (c))			
(b) Other current liabilities	15	451.45	286.20
(c) Provisions	16	26.96	30.00
(d) Current Tax Liabilities (Net)			
Total Equity and Liabilities		3,804.84	7,620.51
See accompanying notes to the financial statements			
		For and on behalf of the Board	
For and on behalf of		MARSONS LIMITED	
For K. M. Roy		CIN-L31102WB1976PLC030676	
K. M. Roy, Proprietor			
Chartered Accountant		Sd/-	Sd/-
Membership No. 053720		A. Subramonia Pillai	Akhilesh Kotia
Kolkata,		Managing Director	Chairman
Date: 30th May 2019		DIN: 07152155	DIN: 00076777

PART II – STATEMENT OF PROFIT AND LOSS

MARSONS LTD.

Statement of Profit and Loss for the period ended 31st March 2019

Amount(Rs. In lakhs)

	Particulars	Note No.	31st March,2019	31st March,2018
I	Revenue From Operations	17	34.70	1,670.07
II	Other Income	18	(91.47)	(796.76)
III	Total Income (I+II)		(56.77)	873.31
IV	EXPENSES	19		
	Cost of materials consumed		71.21	6,048.68
	Purchases of Stock-in-Trade		-	-
	Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	20	-	-
	Employee benefits expense	21	69.14	125.51
	Finance costs	22	1.87	464.63
	Depreciation and amortization expense	1	314.21	452.32
	Other expenses	23	1,820.52	257.93
	Total expenses (IV)		2,276.95	7,349.06
V	Profit/(loss) before exceptional items and tax (I- IV)		(2,333.72)	(6,475.75)
VI	Exceptional Items			
VII	Profit/(loss) before tax (V-VI)		(2,333.72)	(6,475.75)
VIII	Tax expense: (1) Current tax (2) Deferred tax		(175.69)	-
IX	Profit (Loss) for the period from continuing operations (VII-VIII)		(2,158.03)	(6,475.75)
X	Profit/(loss) from discontinued operations			
XI	Tax expense of discontinued operations		-	-
	Profit/(loss) from Discontinued operations (after tax) (X-XI)			
XII	Profit/(loss) for the period (IX+XII)		(2,158.03)	(6,475.75)
	Other Comprehensive Income			
	A (i) Items that will not be reclassified to profit or loss			
	(ii) Income tax relating to items that will not be reclassified to profit or loss			
	B (i) Items that will be reclassified to profit or loss			
	(ii) Income tax relating to items that will be reclassified to profit or loss			
XIII	Total Comprehensive Income for the period (XIII+XIV)(Comprising Profit (Loss) and Other Comprehensive Income for the period)		(2,158.03)	(6,475.75)
XIV	Earnings per equity share (for continuing operation):			
	(1) Basic		(8.63)	(25.90)
	(2) Diluted		(8.63)	(25.90)
XV	Earnings per equity share (for discontinued operation):			
	(1) Basic		-	-
	(2) Diluted		-	-
XVI	Earnings per equity share(for discontinued & continuing operations)			
	(1) Basic		(8.63)	(25.90)
	(2) Diluted		(8.63)	(25.90)

See accompanying notes to the financial statements

For and on behalf of
For K. M. Roy

For and on behalf of the Board
MARSONS LIMITED
CIN-L31102WB1976PLC030676

K. M. Roy, Proprietor
Chartered Accountant
Membership No. 053720
Kolkata,
Date: 30th May 2019

Sd/-
A. Subramonia Pillai
Managing Director
DIN: 07152155

Sd/-
Akhilesh Kotia
Chairman
DIN: 00076777

MARSONS LTD

Particular	Year Ended 31st March 2019		Year Ended 31st March 2018	
	Amount(Rs)	Amount(Rs)	Amount(Rs)	Amount(Rs)
1. Cash Flow from Operating Activities:				
Net profit before tax and extraordinary item		(2,158.20)		(6,475.75)
Adjustment for:				
Deprciation & Amortization	-		452.32	
Loss on sale of share / Asset	-		855.93	
Change in Deferred tax liabilities	(175.69)			
Change in fair valu of Share/Investment	273.60		(31.09)	
Depreciation	314.21		-	
Interest Income	-		(10.77)	
Interest and other Bank Charges payable	-	412.12	464.63	1,731.02
Operating profit before working capital change		(1,746.08)		(4,744.73)
(Increase)/Decrease in Stock	39.17		4,938.41	
(Increase)/Decrease in debtors	3,180.64		(212.78)	
(Increase)/Decrease in Short Term loans & advance	(112.05)		-	
(Increase)/Decrease in Trade Payable and other current liabilities & Provisions	(1,276.51)	1,831.25	(639.06)	4,086.57
Cash generated from operations		85.17		(658.15)
Income tax paid	-		-	
Net cash flow from operating activities		85.17		(658.15)
2. Cash flow from Investing activities				
Movement of investment	-		120.28	
Capital WIP	-		(2.45)	
Change in Loan and Advance	(0.85)		4.24	
Interest Received	-	(0.85)	10.77	132.84
3. Cash flow from Financing Activities				
Issue of Share	-		-	
Proceeds from Long term borrowing	(104.18)		(213.50)	
Proceeds from Short term borrowing	(86.80)		1,202.85	
Interest and other Bank charge paid	-	(190.98)	(464.63)	524.72
Receipt on account of TDS for earliear year	-			
Net cash used in financing activities	(190.98)	(190.98)	524.72	
Net increase/decrease in cash & cash equivalent		(106.66)		(0.59)
Add: Cash and cash equivalent at the begning of the year		110.76		111.35
Cash and cash equivalent at the end of the year		4.10		110.76

For and behalf of
For K.M.Roy

For and on behalf of the Board
MARSONS LIMITED
CIN-31102WB1976PLC030676

K.M.Roy, Proprietor
Chartered Accountant
Membership No-053720
Kolkata
Date:30th May 2019

Sd/-
A-Subramonia Pillai
Managing Director
DIN: 07152155

Sd/-
Akhilesh Kotia
Chairman
DIN: 00076777

Marsons Limited

Notes to and forming part of Balance sheet as at 31st March-2019

Notes No: 1

Property, Plant and Equipment

PARTICULARS	LAND	BUILDING	PLANT AND EQUIPMENTS	ELECTRICAL INSTALLATION	FACTORY MACHINES EQUIPMENTS	FURNITURE AND FITTINGS	VEHICLES	DATA PROCESSING AND MACHINE ASSESSORIES	TOTAL	GOODWILL
Gross Block										
At 31st March 2017	1,077.03	1,041.47	3,255.28	103.45	28.84	47.89	148.60	1.57	5,704.14	3.00
Additions	-	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-	-
At 31st March 2018	1,077.03	1,041.47	3,255.28	103.45	28.84	47.89	148.60	1.57	5,704.14	3.00
Additions	-	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-	-
At 31st March 2019	1,077.03	1,041.47	3,255.28	103.45	28.84	47.89	148.60	1.57	5,704.13	
Depreciation and Amortization										
At 31st March 2017	1.50	555.77	2,025.93	98.47	25.84	37.68	92.69	0.43	2,835.30	
Depreciation Charge during the year	-	46.14	380.93	0	1.42	2.65	17.46	0.72	449.32	3.00
Deductions during the year	-	-	-	-	-	-	-	-	-	-
Depreciation related to earlier years	-	-	-	-	-	-	-	-	-	-
At 31st March 2018	1.50	601.91	2,406.86	98.47	27.26	40.33	110.15	1.15	3,284.62	3.00
Depreciation Charge during the year	-	41.76	261.97	-	0.71	1.96	7.54	0.27	314.21	
Deductions during the year	-	-	-	-	-	-	14.30	-	14.30	
Depreciation related to earlier years	-	-	-	-	-	-	-	-	-	
At 31st March 2019	1.50	643.67	2,668.83	98.47	27.97	42.29	131.99	1.42	3,613.13	
Net Block										
At 31st March 2018	1,075.53	439.56	848.42	4.98	1.58	7.56	38.45	0.42	2416.50	
At 31st March 2019	1,075.53	397.80	586.45	4.98	0.87	5.60	16.61	0.15	2088.00	

Marsons Limited

Notes to and forming part of Balance sheet as at 31st March-2019

Notes No: 2

Investments

Particulars	Balance(Rs)		No. of Shares	
	as on 31 March.2019	as on 31 March.2018	as on 31 March.2019	as on 31 March.2018
<u>A. QUOTED</u>				
<i>In Fully Paid up Equity Shares of Joint Stock Companies of \$ 1/- each</i>				
Shares of Marsons Power Limited	2,763.00	2,763.00	3.00	3.00
Opening Fair Value of Shares	273.60	242.51	-	-
Sold During the year	-	-	-	-
Fair Value Adjustment	(273.60)	31.09	-	-
Value of Investment Marked to Market	-	273.60		
 <i>In Fully Paid up Equity Shares of Joint Stock Companies of Rs. 10/- each</i>				
Shares of Advance Power Infra Tech Ltd.	-	976.21	-	42.50
(Market value for Current & Previous year not taken)				
Sold During the year	-	(976.21)	-	-
Fair Value Adjustment	-	-	-	-
Value of Investment Marked to Market	-	-	-	-
 <u>B. UNQUOTED:</u>				
<i>In Fully Paid up Equity Shares of Rs. 10/- each</i>				
Shares of Marsons Logistics Pvt. Ltd.	1.90	1.90	0.19	0.19
Opening Fair Value	0.00	0.00	-	-
Sold During the year	-	-	-	-
Fair Value Adjustment	-	-	-	-
Value of Investment Marked to Market	-	-	-	-
Shares of Marsons Petro Products Pvt. Ltd.	-	3.90	0.39	0.39
Opening Fair Value	-	-	0	0
Sold During the year	-	-	-	-
Fair Value Adjustment	-	-	-	-
Value of Investment Marked to Market	-	-	-	-
Total Cost of Shares	2,764.90	3,745.01		
Total Fair Value of Shares	-	273.60		
Market Value Of Quoted Shares	-	-	-	-

Marsons Limited

Notes to and forming part of Balance sheet as at 31st March-2019

Note No- 3

Long -Term Loans and Advances

Particulars	as at 31 March 2019	as at 31 March 2018
Unsecured Considered Goods		
Security Deposits	91.24	90.39
Grand Total	91.24	90.39

Note No- 4

Inventories

Particulars	as at 31 March 2019	as at 31 March 2018
Raw Materials and Components	-	39.17
Grand Total	-	39.17

Trade Receivable

Notes No -5

Particulars	as at 31 March 2019	as at 31 March 2018
Outstanding for more than 6 month from the due date		
Unsecured, considered good	971.02	1,540.39
Unsecured, considered doubtful debt		
Outstanding for less than 6 months from the due date		
Unsecured, considered good	-	26.81
Unsecured, considered doubtful debt	-	-
Traded Goods	-	2,584.46
Grand Total	971.02	4,151.66

Note No- 6

Cash and Cash Equivalents

Particulars	as at 31 March 2019	as at 31 March 2018
Balance with Banks		
Fixed Deposits with Banks(due more than one year)	0.87	106.42
Balance with Current Banks	2.41	2.89
Cash in hand	0.82	1.45
Grand Total	4.10	110.76

Notes No -7

Short -Term Loans and Advance

Particulars	as at 31 March 2019	as at 31 March 2018
Advance To Supplier	173.91	237.18
Duties & Taxes Recovered	266.97	266.97
Other Loan & Advance	195.57	20.25
Grand Total	636.45	524.40

Marsons Limited

Notes to and forming part of Balance Sheet as at 31st March-2019

Notes No -8

Equity Share capital

(Rs in lakhs)

Particulars	As at		As at	
	31.03.2019		31.03.2018	
<u>SHARE CAPITAL</u>				
<u>Authorised Capital</u>				
4,50,00,000 (P.Y. 4,50,00,000) Equity Shares of Rs10 each		4,500.00		4,500.00
<u>ISSUED & SUBSCRIBED</u>				
2,50,00,000 (P.Y. 2,50,00,000) Equity Shares of Rs10 each Fully paid up		2,500.00		2,500.00
<u>Terms / Rights attached to ordinary shares</u>				
The Company has only one class of ordinary shares having a par value of Rs. 10 per share. Each holder of Ordinary shares is entitled to one vote per share and is entitled to dividend and to participate in surplus, if any, in the event of winding up.				
<u>List of shareholders holding more than 5% shares of total number of shares issued by the company</u>				
	%	No. of Shares	%	No. of Shares
1. Allahabad Bank	9.60%	2,400,000	9.60%	2,400,000

STATEMENT OF CHANGES IN EQUITY

Marsons Limited

Notes to and forming part of Balance sheet as at 31st March-2019

Notes No: 9

Other Equity

Statement of Changes in Equity for the period ended 31st March 2019

PARTICULARS	Reserves and Surplus					
	Capital Reserve	Capital Subsidy	General Reserves	Retained Earnings	Revaluation Surplus	Total
Balance at the end of the reporting period 2017	271.50	12.50	306.65	(2,986.11)	1,642.80	(752.66)
Profit for the year	-	-	-	(6,475.75)	-	-
Other Comprehensive Income	-	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	(6,475.75)	-	(6,475.75)
Balance at the end of the reporting period 2018	271.50	12.50	306.65	(9,461.86)	1,642.80	(7,228.41)
Profit for the year	-	-	-	(2,158.20)	-	-
Other Comprehensive Income	-	-	-	-	-	-
Changes in Reserves	-	-	-	-	(14.96)	(14.96)
Total Comprehensive Income for the year	-	-	-	(2,158.20)	1,627.84	(2,158.20)
Balance at the end of the reporting period 2019	271.50	12.50	306.65	(11,620.06)	1,627.84	(9,401.57)

Marsons Limited

Notes to and forming part of Balance sheet as at 31st March-2019

Note No- 10

Long- Term Borrowings

Particulars	as at 31 March 2019	as at 31 March 2018
Secured-Term Loan	3,981.54	3,981.54
Unsecured Loan	75.35	190.57
Secured Loan at Amortised Cost	20.96	9.93
Grand Total	4,077.85	4,182.04

Note No- 11

Deferred Tax Liabilities

Particulars	as at 31 March 2019	as at 31 March 2018
Opening Deferred Tax Liabilites	247.92	67.02
Closing Deferred Tax Liabilites	72.23	247.92
Grand Total	72.23	247.92

Note No- 12

Other non-current liabilities

Particulars	as at 31 March 2019	as at 31 March 2018
Securiry Deposit	20.92	20.92
Grand Total	20.92	20.92

Note No- 13

Other non-current liabilities

Particulars	as at 31 March 2019	as at 31 March 2018
Secured	4,350.30	4,437.10
Unsecured	-	-
Grand Total	4,350.30	4,437.10

Note No- 14

Trade Payable

Particulars	as at 31 March 2019	as at 31 March 2018
Others	1,706.70	3,144.74
Grand Total	1,706.70	3,144.74

Note No- 15

Other Current Liabilities

Particulars	as at 31 March 2019	as at 31 March 2018
Advance From Customer	98.48	-
Statutory Dues	185.33	144.06
Current Maturity of Term Loan	-	-
Sundry Creditors for Capital Goods	129.18	171.68
Other Paybles	38.46	(29.54)
Grand Total	451.45	286.20

Note No- 16

Short - Term Provision

Particulars	as at 31 March 2019	as at 31 March 2018
Income Tax	26.96	30.00
Grand Total	26.96	30.00

Marsons Limited

Notes to and forming part of Balance Sheet as at March-2019

Note No- 17

Revenue from Operations

Particulars	as at 31 March 2019	as at 31 March 2018
Sale of products	34.70	1,670.07
Less:Excise Duty	-	-
Other -Operating Revenues	-	-
Grand Total	34.70	1,670.07

Notes No -18

Other Income

Particulars	as at 31 March 2019	as at 31 March 2018
Interest Income	-	10.77
Rental Income	8.80	-
Insurance Claim	-	0.78
Consultancy Fees- Franchise	-	5.10
Facility Services	173.33	-
Excess provision/liabilities written back	-	(1.08)
Long Term Capital Gain on Shares	-	(855.93)
Export Duty Drawback	-	12.51
Others	-	-
Changes in Fair Value of Investment marked to market	(273.60)	31.09
Grand Total	(91.47)	(796.76)

Notes No -19

Cost Of Materials Consumed

Particulars	as at 31 March 2019	as at 31 March 2018
Opening Stock	39.17	2,530.09
Purchase of Raw Metarials	32.04	3,557.76
Closing Stock	-	(39.17)
Grand Total	71.21	6,048.68

Notes No -20

Changes in Inventories

Particulars	as at 31 March 2019	as at 31 March 2018
Work In Progress		
Opening Balance	-	2,437.09
Less:Closing Balance	-	(2,437.09)
Grand Total	-	-

Marsons Limited

Notes to and forming part of Balance Sheet as at 31st March-2019

Notes No -21

Employee Benefit Expenses

Particulars	as at 31st March 2019	as at 31st March 2018
Salary & wages	66.34	106.79
Director's Remuneration	1.67	2.86
Contribution to P.F & ESI	0.93	13.07
Staff Welfare & Others Employee Benefits	0.20	2.79
Grand Total	69.14	125.51

Notes No -22

Finance costs

Particulars	as at 31st March 2019	as at 31st March 2018
Finance Cost		
Interest	1.87	464.63
Grand Total	1.87	464.63

Notes No -23

Other Expenses

Particulars	as at 31st March 2019	as at 31st March 2018
<u>OTHER EXPENSES</u>		
After Sales Service	-	1.88
<u>Auditors Remuneration</u>		
Audit Fees- Statutory Audit	0.35	0.25
Audit Fees-Tax Audit	-	0.10
Bank Charges	0.03	32.91
Bad Debt	535.57	-
Brokerage & Commission	-	0.50
Consumption of stores and spare parts	-	16.23
Freight	-	11.48
Fabrication Expenses	1.20	2.77
Insurance	0.07	0.08
Manufacturing Expenses	-	1.39
Power and Fuel	40.38	54.77
Repairs to buildings	0.25	0.17
Repairs to Plant and Machinery	-	0.79
Rates and Taxes excluding taxes on Income	-	0.22
Testing Expenses	0.39	2.39
Provision for Bad Debts	141.85	-
Unamortised Expense Written Off	-	5.47
Miscellaneous Expenses	116.86	126.51
Penalty & Other Exp	983.57	-
Grand Total	1,820.52	257.93

MARSONS LIMITED

Notes forming part of the Accounts

Note '24'

Significant Accounting Policies

1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

a) Basis of preparation and compliance with Ind AS

- (i) For all periods up to and including the year ended March 31, 2019, the Company prepared its financial statements in accordance with Generally Accepted Accounting Principles (GAAP) in India and complied with the accounting standards (Previous GAAP) as notified under Section 133 of the Companies Act, 2013 read together with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, to the extent applicable, and the presentation requirements of the Companies Act, 2013.

In accordance with the notification dated February 16, 2015, issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (Ind AS) notified under Section 133 read with Rule 4A of Companies (Indian Accounting Standards) Rules, 2015, as amended, and the relevant provisions of the Companies Act, 2013 (collectively, "Ind ASs") and the Company is required to prepare its financial statements in accordance with Ind ASs for the year ended March 31, 2019. These financial statements as and for the year ended March 31, 2019 (the "Ind AS Financial Statements") are the first financial statements, the Company has prepared in accordance with Ind AS.

- (ii) The Company had prepared a separate set of financial statements for the year ended March 31, 2018 and March 31, 2017 in accordance with the Accounting Standards referred to in section 133 of the Companies Act, 2013 (the "Audited Previous GAAP Financial Statements"), which were approved by the Board of Directors of the Company. The management of the Company has compiled the Special Purpose Comparative Ind AS Financial Statements using the Audited Previous GAAP Financial Statements and made required Ind AS adjustments. The Audited Previous GAAP Financial Statements, and the Special purpose Comparative Ind AS Financial Statements, do not reflect the effects of events that occurred subsequent to the respective dates of approval of the Audited Previous GAAP Financial Statements.
- (iii) The Company has followed the provisions of Ind AS 101-"First Time adoption of Indian Accounting Standards" (Ind AS 101), in preparing its opening Ind AS Balance Sheet as of the date of transition, i.e. 31 March, 2016. In accordance with Ind AS 101, the Company has presented reconciliations of Shareholders' equity under Previous GAAP and Ind ASs as at March 31, 2018, and March 31, 2017 and of the Profit/ (Loss) after Tax as per Previous GAAP and Total Comprehensive Income under Ind AS for the year ended March 31, 2017. Refer note no 25.

b) Basis of measurement

The Ind AS Financial Statements have been prepared on a going concern basis using historical cost convention and on an accrual method of accounting, except for certain financial assets and liabilities, including derivative financial instruments which have been measured at fair value as described below.

Fair value measurement

The Company measures financial instruments, such as, investments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

c) Functional and presentation currency

These Ind AS Financial Statements are prepared in Indian Rupee which is the Company's functional currency.

3. SIGNIFICANT ACCOUNTING POLICIES

The Company has applied following accounting policies to all periods presented in the Ind AS Financial Statement.

a) Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable, net of discounts, volume rebates, outgoing sales taxes and other indirect taxes.

Revenue from sales is recognized when all significant risks and rewards of ownership of the commodity sold are transferred to the customer which generally coincides with delivery. Revenues from sale of by-products are included in revenue.

b) Property, Plant and Equipment

(i) Property, plant and equipment

The Company has applied Ind AS 16 with retrospective effect for all of its property, plant and equipment as at the transition date, viz., March 31, 2016.

The initial cost of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, attributable borrowing cost and any other directly attributable costs of bringing an asset to working condition and location for its intended use. It also includes the present value of the expected cost for the decommissioning and removing of an asset and restoring the site after its use, if the recognition criteria for a provision are met.

Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are normally charged to the statements of profit and loss in the period in which the costs are incurred. Major inspection and overhaul expenditure is capitalized if the recognition criteria are met.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized net within other income/other expenses in statement of profit and loss.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss, when the asset is derecognized.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

(ii) Depreciation

Assets in the course of development or construction and freehold land are not depreciated.

Other property, plant and equipment are stated at cost less accumulated depreciation and any provision for impairment. Depreciation commences when the assets are ready for their intended use. Depreciation is calculated on the depreciable amount, which is the cost of an asset less its residual value.

c) **Intangible assets**

Intangible assets acquired are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses.

The useful lives of intangible assets are assessed as either finite or indefinite. The Company currently does not have any intangible assets with indefinite useful life. Intangible assets are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets is recognized in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

d) **Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through statement of profit and loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

Subsequent measurement of financial assets is described below -

Debt instruments at amortized cost

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statement of profit and loss. The losses arising from impairment are recognized in the statement of profit and loss. This category generally applies to trade and other receivables.

Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has designated its investments in debt instruments as FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Financial Assets - Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial assets that are debt instruments, and are measured at amortized cost e.g., loans, debt securities, deposits and trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, the Company reverts to recognizing impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss. This amount is reflected under the head 'other expenses' in the statement of profit and loss. The balance sheet presentation for various financial instruments is described below:

- **Financial assets measured as at amortized cost:** ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.
- **Debt instruments measured at FVTPL:** Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. The change in fair value is taken to the statement of Profit and Loss.
- **Debt instruments measured at FVTOCI:** Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The Company does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

Financial liabilities – Recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through statement of profit and loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

The measurement of financial liabilities depends on their classification, as described below:

- Financial liabilities at fair value through statement of profit and loss

Financial liabilities at fair value through statement of profit and loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through statement of profit and loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

- Gains or losses on liabilities held for trading are recognized in the statement of profit and loss. Financial liabilities designated upon initial recognition at fair value through statement of profit and loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk is recognized in OCI. These gains/ losses are not subsequently transferred to statement of profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the statement of profit and loss. The Company has not designated any financial liability as at fair value through statement of profit and loss.

- Loans and Borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the effective interest rate (hereinafter referred as EIR) method. Gains and losses are recognized in statement of profit and loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

Financial liabilities - Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

e) **Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

f) **Borrowing Costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

g) **Impairment of Non-financial assets**

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a post-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated.

Impairment losses of continuing operations, including impairment on inventories, are recognized in the statement of profit and loss.

An assessment is made at each reporting date to determine whether there is an indication that previously recognized impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss.

i) **Government Grants**

Government grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is treated as deferred income and released to the statement of profit and loss over the expected useful lives of the assets concerned. When the Company receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to statement of profit and loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset. When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favorable interest is regarded as a government grant. The loan or assistance is initially recognized and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

j) **Inventories**

Inventories are valued at the lower of cost and net realizable value except scrap and by products which are valued at net realizable value.

k) **Taxation**

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognized for all taxable temporary differences, except when it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable

that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognized as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

- l) **Provision for liabilities and charges, Contingent liabilities and contingent assets**
The assessments undertaken in recognizing provisions and contingencies have been made in accordance with the applicable Ind AS.
- m) **Earnings per share**
The Company presents basic and diluted earnings per share (“EPS”) data for its equity shares. Basic EPS is calculated by dividing the profit and loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. Diluted EPS is determined by adjusting the profit and loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.
- n) **Cash Flow Statement**
Cash flows are reported using indirect method as set out in Ind AS -7 “Statement of Cash Flows”, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

B. NOTES TO THE ACCOUNTS:

- I) In common with many business of similar size and organization, the Company's system of control depends upon the close involvement of directors where independent confirmation of completeness of accounting records was, thereof, not available, we have accepted assurance from directors that all transactions have been reflected in the records of the Company.
- II) The basic earnings per share is computed by dividing the net profit attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the reporting year.

Particulars	Current Year (in lakhs)	Previous Year (in lakhs)
Profit /(Loss) after Tax	(2158.03)	(6475.75)
No. of shares(Weighted Avg. no. of Share)	250	250
Earnings per share	(8.63)	(25.90)

- III) According to the information available, the Company does not owe any sum to a small scale industry as defined in clause (i) of section 3 of the Industries (Development and Regulation) Act, 1951.
- IV) The Company has not received any instruction from suppliers regarding their status under the Micro, Small & Medium Enterprises Development Act,2006 and hence, disclosures if any, relating to amounts unpaid as at the yearend together with interest payable as required under the said Act have not been given.
- V) The amount of interest paid by the company during the year ended 31st March, 2019 to Micro, Small Scale Industries & Medium enterprises is Nil.

VI) Auditors' Remuneration

Particulars	Current Year (in lakhs)	Previous Year (in lakhs)
Audit Fees	0.25	0.25

VII) **Related Party Disclosure**

Name of Related Parties

Enterprises over which Management Personnel and/ or their relatives have significant influence:

1) Marsons Ltd.

Key Management Personnel:-

Mr. Akhilesh Kotia (Non Executive Chairman)

Mr. A.S. Pillai (Managing Director)

Nature of Transaction	Amount(in lakhs)
1.Director's Remuneration	2.72
3.Rent Income From Advance Power Technology on Arm's Length Basis	1.24

- VII) The company does not have any credit policy, invoice are due for payment on presentation. Hence, date of invoice is considered as due date for payment.
- IX) Previous Year figures are regroup/rearrange whenever necessary.
- X) There are pending litigation which may affect on the financial statement, listed below:

Name of the Statute	Nature of Dues	Period to which it relates	Amount (in Lakhs)	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	A.Y. – 2009-10	505.61	Appeal Tribunal
		A.Y. – 2010-11	31.16	Appeal Tribunal
		A.Y. – 2011-12	1491.93	CIT, Appeal
		A.Y. – 2012-13	77.27	Appeal Tribunal
		A.Y. – 2013-14	0.13	CIT, Appeal
West Bengal Value Added Tax Rules, 2005	VAT	F.Y. 2007-08	64.37	CTO
		F.Y. 2008-09	118.45	Appeal
		F.Y. 2009-10	279.01	Appeal
		F.Y. 2010-11	445.75	Appeal
		F.Y. 2011-12	34.57	Appeal
		F.Y. 2012-13	566.38	CTO
Central Sales Tax (West Bengal) Rules, 1958	CST	F.Y. 2007-08	6.40	CTO
		F.Y. 2008-09	94.58	Appeal
		F.Y. 2009-10	234.46	Appeal
		F.Y. 2010-11	396.98	Appeal
		F.Y. 2011-12	6.68	Appeal
Central Excise & Service Tax, 1944	Central Excise	F.Y. 2004-05 to 2008-09	1131.44	High Court

Negotiable Instrument Act Under Section 138	Operational Creditor	2016-17	90.00	Addnl. Chief Metropolitan Magistrate, Court 30, Ahemdabad
Negotiable Instrument Act Under Section 138	Operational Creditor	2015	50.00	Mediation Centre Allahabad

- XI) One of the creditor filed application with NCLT based on which Tribunal has passed an Resolution Plan on 09.05.2019. As per the resolution plan Liability with Bank loan is settled at 34 crore and employee due at Rs. 0.95 Crore. For the said purpose Yashoda Inn Private Limited and Uneecops Solar Private Limited have agreed to finance the said plan. This would lead change in Management and Key Managerial Person.

For K.M.ROY
Chartered Accountants
Membership No.053720

For and behalf of the Board
Marsons Limited
CIN- L31102WB1976PLC030676

(CA. K.M.Roy)
Proprietor
Date: 30th May 2019

A.S. Pillai
(Director)
DIN No. 07152155

Akhilesh Kotia
(Director)
DIN No. 00076777

Khettra Muhan Roy

Chartered Accountant

M.com, FCA, ACMA

96/1B, GARPAR ROAD, KOLKATA – 700 009

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Independent Auditors' Report

To the Members of

MARSONS LIMITED

Report on the Audit of the Consolidated Financial Statements Opinion

We have audited the consolidated financial statements of Marsons Limited (“the Company”), which comprise the Balance Sheet as at 31st March 2019, and the Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the consolidated financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2019, and profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters (‘KAM’) are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matters	How our audit addressed the key audit matter
Going Concern	
1 One of the creditor has filed application against the company before NCLT under IB Code 2016.	One Of The Creditor, Ritesh More Had Filed An Application Before NCLT And Same Was Accepted By The Court On 20.06.2018. Later On Resolution Professional (Hereinafter RP) Was Appointed By The Tribunal And RP Had Submitted Resolution Plan After Assessing The Financial Position Of The Company. On The Basis Resolution Plan As Submitted Above, Tribunal (Kolkata Bench) Has Passed An Order On 09.05.2019 Which Is As Follows:
2. Company has outstanding amount of loan from Allahabad bank to the tune of Rs. 8331.84 Lakh as per accounts which had been declared NPA.	After Successful Bidding Yashoda Inn Pvt Ltd

(Hereinafter Lead Member) And Uneecops Solar Private Limited (Hereinafter Technical Partner) Were Appointed As Consortium Member. The Lead Member Would Come As A Strategic Investor And Fund The Settlement Of Resolution Debt By Infusion Of Capital Through Equity As Well As Loan, If Need Be And Second Member Would Act As Technical Partner Under The Resolution Plan

Formation Of Board And Credentials Of Board Members –

Will Appoint Directors To Take Over The Management Of The Company For Better Operations On Completion Of Tenor Of The Monitoring Committee. The RA Will Appoint Upto 3 Directors Who May Be In Executive/Non-Executive Director Capacity. The RA Intends To Appoint Turnaround Experts Also On The Board With Assistance Of USPL Technical Expertise And The Same Will Be Decided Later Based On Agreement With Them On Emoluments For Their Service. RA Already Is In Talks With Some Of Them In This Regard.

The Constitution Of The Board With Regard To Managing Director, Executive Directors As Well As Non-Executive Directors Will Be Decided Later On. CEO, CFO, CS Etc For The Company Will Be Appointed At The Later Stage By The Board.

Appointment Of Auditors – RA Do Not Intend To Change Auditors As Of Now And The Same Will Be Decided In The AGM Including Appointment Of Internal Auditors, Management Auditors Etc

Business Plan For Turnaround

Proposal For The Takeover And Execution Of The Existing Order Book/Inventory, If Any; –

On Payment Of The Upfront Payment Under The Proposed Resolution Plan, RA Intend To Start The Maintenance Of The Critical Machinery In The Factory As The Entire Plant Of The Corporate Debtor Has Been In Shut Down Mode For Last 1 Year Although The Factory Is In Good Shape To Restart At The Earliest. The Said Action Will Be The Basis On Which The Pipeline Of The Orders For Execution Can Be Build Up. The Inventory Requirements For Execution Of The Sale Orders Will Be From New And Known Network Of Suppliers Of The RA Which The RA Knows And Have Built Up On Their Own As Of Now.

Action Plan For Building The Capability Required (Technical, Financial, Manpower Etc.) To Ramp Up The Scale Of Operations:

RA Intends To Infuse Additional Funding To The Tune Of Rs 10 Crores For Working Capital Within 12 Months Of The Approval Of The NCLT For The Proposed Resolution Plan As And When Need Be To Accelerate More Orders For Execution. The Above Is Apart From The Proposed Payment Of The Resolution Debt By The Lead Member.

Action Plan To Bid For Future Orders And Building An Order Book For Future Execution:

The Same Has Been Explained Above With Regard To Future Sale Arrangements And Raw Material Sourcing Through New But Known Network Of The RA For Round The Year Sale Orders And Raw Material Sourcing.

Planned Expenditure For Meeting Capital Expenditure, Startup Expenses, Working Capital, Debt Service, Any Such Other Expense, Proposed Means Of Finance And Key Terms Of Debt (Amount, Interest Rate Offered, Tenor, Quarterly Repayment Schedule Etc.) Thereof

The Same Is Negligible In Nature And Would Be Decided After The NCLT Order.

BINDING RESOLUTION PLAN

The Below Stated Resolution Plan Is Presented As Final Binding Resolution Plan By The Resolution Applicant (Consortium).

Below Are The Key Terms And Conditions For The Proposed Acquisition Of Marsons Limited As A Going Concern:

1. **Preamble:**
 - a. Based On Limited Information Available Through Due Diligence And The Site Visit Conducted By Our Technical Team, It Has Been Observed That Most Of The Equipments

At The Site Are In Good Condition And Would Need Minor Repairs / Refurbishment / Replacement. Certain Equipments Would Also Need To Be Installed To Balance The Existing Capacities. Therefore, Substantial Capex Would Not Be Required To Utilize The Plant Efficiently And Meet The Compliance Of Environmental Norms And Meet The Operating Standards Of RA.

b. Therefore, In Order To Operate The Corporate Debtor As A Going Concern, Working Capital Investment To The Tune Of ~ Rs 10 Crores Would Be Infused Within 12 Months Of The Approval Of This Resolution Plan To Ensure That Operations Run Efficiently, If Need Be As The Orders Can Be Executed On Cash Basis At Lower Margins.

c. Besides, We Envisage An Investment Of Rs 40.8490 Crores Which Includes Liability To Pay Off The Active Bank Guarantees Of Rs 5.899 Crores, In Case The Same Is Invoked For Encashment During Its Active Period Till Grace Period. As These Guarantees Are Performance Guarantees In Nature, The Same Will Have To Be Renewed By The Bank (In Case Of Request/Instructions For Renewal By The Party To Whom The Bank Guarantee Was Issued) Till The Expiry Of The Contractual Period For Which Such Guarantees Were Issued With Full Payment Till End Of 24 Months From The Date Of NCLT Order For Settlement Of Admitted Claims Pursuant To This Plan (As Highlighted In The Financial Plan Below) To Take Over The Company Under IBC 2016 And Working Capital Funding Of Rs 10 Crores Within 12 Months From The Date Of The NCLT Order, If Need Be.

2. Payment For Settlement Of Past Dues And Term Plan For Acquisition Of Marsons Ltd (Corporate Debtor) Under Resolution Plan Mechanism –

Based On The Limited Information Made Available To Us, We Have Taken Into Account The Interest Of All Stakeholders To Devise The Resolution Plan To The Best Of Our Abilities.

The Payment Schedule Of Resolution Debt/Settlement Of Past Dues Is As Under –

- Upfront Payment Within 30 Days Of The NCLT Order- Rs 31.9500 Crore
- Payment By End Of 12 Months From Date Of The NCLT Order- 1.0000 Crore
- Deferred Payments By End Of 24 Months From Date Of The NCLT Order- Rs 2.0000 Crore.
-

Basis The Above, The Total Resolution Amount Aggregates To Rs 40.8490 Crores Which Includes Upfront Payment Of Rs 31.9500 Crores As Well As Deferred Payment Of Rs 3 Crores Apart From Deferred Payment For Any Liability Created Due To Invocation/Encashment Of Bank Guarantees Limited To A Maximum Liability Of Rs 5.899 Crores.

Secured Financial Creditors – Depending On Whether The Secured Financial Creditors Support The Resolution Plan Or Not, They Shall Be Paid As Under:

Total Dues: Rs. 99.866 Crores [Which Includes Liability To Pay Off The Active Bank Guarantees Of Rs 5.899 Crores (As Same Is Assumed To Be Included In Claim Amount By Secured Financial Creditors), In Case The Same Is Invoked For Encashment During The Its Active Period Till Grace Period.

Dues Covered: Rs 34.00 Crores Less CIRP Costs At Actuals, As Determined By RP.

Payment Terms: Upfront Payment Of Rs 31.00 Crores Less CIRP Costs At Actuals (As Determined By RP) Shall Be Paid Within 30 Days Of NCLT Order For Approved Resolution Plan. Dues Of Dissenting Secured Financial Creditors To Be Duly Adjusted In Priority On Pro-Rata Basis.

NCD Of Rs 1 Crore With Interest Rate Of 0.01% P.A. Redeemable After 12 Months From The Date Of NCLT Order Approving The Resolution Plan.

NCD Of Rs 2 Crores With Interest Rate Of 0.01% P.A. Redeemable After 24 Months From The Date Of NCLT Order Approving The Resolution Plan.

WORKMEN & EMPLOYEES DUES

Employee Dues Covered: Rs. 0.95 Crores

UNSECURED FINANCIAL CREDITORS: NIL

OPERATIONAL CREDITORS – NIL

	<p>Equity Shareholders – As the Value payable to shareholders of the Corporate Debtor are NIL, the Equity Shares held by the Secured Financial Creditors will be transferred to the RA for purpose of the Proposed Resolution Plan (if need be), and new Shares will also be issued to the New Promoters. Post approval of the Resolution Plan by NCLT, RA will own Shareholding upto 90% of the Revised Equity Structure. The balance shareholding of 10% will be held by the Public.</p> <p>Reduction of Share Capital through Reduction in Face Value of the Equity Shares – The Company has Authorised Capital of 4,50,00,000 Equity Shares at Face Value of Rs 10/- each aggregating to Authorised Capital of Rs 45,00,00,000 (Rupees Forty-Five Crores) with Issued and Paid up Capital being 2,50,00,000 Equity Shares of Rs 10 each aggregating to Paid up Capital of Rs 25,00,00,000/- With huge accumulated losses on the balance sheet, the Face Value of existing Equity shares shall be reduced from Rs. 10 per share to Re 0.20 per share with no. of shares issued remaining at same level after the Effective Date. This would result in Issued and Paid Up Capital with 2,50,00,000 Equity Shares of Rs 0.20 each with Voting Rights and aggregate paid up Capital of Rs 50,00,000.</p>
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Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the consolidated financial statements and our auditors' report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the state of affairs, profit / loss (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company

and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to Consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated financial statements, including the disclosures, and whether the Consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

(A) As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors as on 31st March 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2019 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

(B) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations as at 31st March 2019 on its financial position in its standalone financial statements - Refer Note X to the standalone financial statements;
- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts
- iii. There has been no delay in transferring amounts, required to be transferred, to the

Investor Education and Protection Fund by the Company.

- iv. The disclosures in the standalone financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these standalone financial statements since they do not pertain to the financial year ended 31st March 2019.

(C) With respect to the matter to be included in the Auditors' Report under section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For K. M. Roy
Chartered Accountant
Membership number: 053720
Place: Kolkata

Date: 30th May, 2019

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of MARSONS LIMITED of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **MARSONS LIMITED** (“the Company”) as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with

generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For K. M. Roy
Chartered Accountant
Membership number: 053720
Place: Kolkata

Date: 30th May, 2019

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in Independent Auditors' Report to the member of the Company on the Standalone financial statements for the year ended on 31st March 2019, we report that:

(i) **In respect of Fixed Assets:**

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programmed of verification, in our opinion, provides for the physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- (c) According to information & explanation given to us, the title deeds of immovable properties are held in the name of the company.

(ii) **In respect of Inventory:**

- (a) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
- (d) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.

(iii) **In respect of Loans given by Company:**

The Company has not granted any loans, secured or unsecured to companies, firms or other parties cover in the register maintained under section 189 of the Companies Act, 2013.

(iv) **In respect of loan to Directors & Investment by Company**

In our opinion and according to the information and explanations given to us, the company has complied with the provisions of Section 185 & 186 of the Act, with respect to loans & investments made.

(v) **Acceptance of Deposits**

The Company has not accepted any deposit from the public within the meaning of section 73 to section 76 of the act and the rules made there under during the period under audit.

(vi) **Cost Records**

We have broadly reviewed the cost records maintained by the company under the maintenance of cost records rules specified by the Central Government under sub section (1) of section 148 of the Act, as we are of the opinion that, prime facie, the prescribed cost records have been made and maintained.

(vii) **Statutory Dues**

a) The Company is not regular in depositing undisputed statutory dues including provident fund, employees' statement insurance, income tax, sales tax, service tax, duty of customs, duty of excise and any other statutory dues with appropriate authorities. Due amounts more than six months as on 31st March, 2019 are-

- i. Tax Deducted at Source – Rs. 4.04 Lakhs
- ii. Goods & Service Tax – Rs. 112.59 Lakhs
- iii. Service Tax – Rs. 04.26 Lakh
- iv. VAT & CST – Rs. 12.23 Lakh
- v. Provident Fund & ESI – Rs. 12.19 Lakhs
- vi. P Tax – Rs. 0.18 Lakh

b) According to the information and explanation given to us and as per the records of the Company examined by us, the details of income tax, sales tax and duty of excise etc. not deposited on account of dispute are as under:

Name of the Statute	Nature of Dues	Period to which it relates	Amount (in Lakhs)	Forum where dispute is pending
Income Tax Act ,1961	Income Tax	A.Y. – 2009-10	505.61	Appeal Tribunal
		A.Y. – 2010-11	31.16	Appeal Tribunal
		A.Y. – 2011-12	1491.93	CIT, Appeal
		A.Y. – 2012-13	77.27	Appeal Tribunal
		A.Y. – 2013-14	0.13	CIT, Appeal
West Bengal Value Added Tax Rules, 2005	VAT	F.Y. 2007-08	64.37	CTO
		F.Y. 2008-09	118.45	Appeal
		F.Y. 2009-10	279.01	Appeal
		F.Y. 2010-11	445.75	Appeal
		F.Y. 2011-12	34.57	Appeal
		F.Y. 2012-13	566.38	CTO

Central Sales Tax (West Bengal) Rules, 1958	CST	F.Y. 2007-08	6.40	CTO
		F.Y. 2008-09	94.58	Appeal
		F.Y. 2009-10	234.46	Appeal
		F.Y. 2010-11	396.98	Appeal
		F.Y. 2011-12	6.68	Appeal
Central Excise & Service Tax, 1944	Central Excise	F.Y. 2004-05 to 2008-09	1131.44	High Court

(viii) Default in Repayment

In our opinion and according to the information and explanation given to us, the Company is not regular in serving the interest and EMI of the loan to Bank. However One of the creditor filed application with NCLT based on which Tribunal has passed an Resolution Plan on 09.05.2019. As per the resolution plan Liability with Bank loan is settled at 34 crore.

(ix) Utilization of IPO and further public offer

The company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the order is not applicable.

(x) Fraud

During the course of our examination of the books of the Company carried out in accordance with the generally accepted auditing practice in India, and according to the information and explanations given to us we have neither come across to any material fraud on or by the Company nor we are informed of any such cases by the management.

(xi) Approval of Managerial Remuneration

According to the information & explanations given to us and based on our examination of the records of the company, the company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Act.

(xii) Nidhi Company

In our opinion and according to the information and explanations given to us, the company is not a Nidhi company. Accordingly paragraph 3(xii) of the order is not applicable.

(xiii) Related Party Transactions

According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Accounting Standard

(xiv) Private Placement or Preferential Issues

According to the information and explanations given to us and based on our examination of the records of the Company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xv) Non Cash Transaction

According to the information and explanations given to us and based on our examination of the records of the Company, the company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the order is not applicable.

(xvi) Register under RBI Act, 1934

The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For K. M. Roy
Chartered Accountant
Membership number: 053720
Place: Kolkata

Date: 30th May, 2019

MARSONS LTD.			
Consolidated Balance Sheet as at 31st March 2019			
			Amount(Rs. In lakhs)
Particulars	Note No.	As at 31st March,2019	As at 31st March,2018
1	2	3	4
(1) ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	1	2,088.00	2,416.46
(b) Capital work-in-progress		14.03	14.03
(c) Financial Assets			
(i) Investments	2	-	-
(ii) Loans	3	91.24	90.39
(d) Other non-current assets			
(2) Current assets			
(a) Inventories	4	-	39.17
(b) Financial Assets			
(i) Trade receivables	5	971.02	4,151.66
(ii) Cash and cash equivalents	6	4.10	110.83
(iii) Loans	7	636.45	524.40
(c) Current Tax Assets (Net)			
(d) Other current assets			
Total Assets		3,804.84	7,346.94
(2) EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	8	2,500.00	2,500.00
(b) Other Equity	9	(9,401.57)	(7,405.52)
LIABILITIES			
Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	10	4,077.85	4,182.04
(ii) Trade payables			
(iii) Other financial liabilities (other than those specified in item (b), to be specified)			
(b) Provisions			
(c) Deferred tax liabilities (Net)	11	72.23	151.46
(d) Other non-current liabilities	12	20.92	20.92
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	13	4,350.30	4,437.10
(ii) Trade payables	14	1,706.70	3,144.74
(iii) Other financial liabilities (other than those specified in item (c))			
(b) Other current liabilities			
(c) Provisions	15	451.45	286.20
(d) Current Tax Liabilities (Net)	16	26.96	30.00
Total Equity and Liabilities		3,804.84	7,346.94
See accompanying notes to the financial statements			
For and on behalf of the Board			
For and on behalf of		MARSONS LIMITED	
For K. M. Roy		CIN-L31102WB1976PLC030676	
K. M. Roy, Proprietor		Sd/-	Sd/-
Chartered Accountant		A. Subramonia Pillai	Akhilesh Kotia
Membership No. 053720		Managing Director	Chairman
Kolkata,		DIN: 07152155	DIN: 00076777
Date: 30th May 2019			

PART II – CONSOLIDATED STATEMENT OF PROFIT AND LOSS

MARSONS LTD.

Consolidated Statement of Profit and Loss for the period ended 31st March 2019

Amount(Rs. In lakhs)

	Particulars	Note No.	31st March,2019	31st March,2018
I	Revenue From Operations	17	34.70	1,670.07
II	Other Income	18	(91.47)	(827.85)
III	Total Income (I+II)		(56.77)	842.22
IV	EXPENSES	19		
	Cost of materials consumed		71.21	6,048.68
	Purchases of Stock-in-Trade			-
	Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	20	-	-
	Employee benefits expense	21	69.14	125.51
	Finance costs	22	1.87	464.63
	Depreciation and amortization expense	1	314.21	3,199.06
	Other expenses	23	1,820.52	257.93
	Total expenses (IV)		2,276.95	10,095.80
V	Profit/(loss) before exceptional items and tax (I- IV)		(2,333.72)	(9,253.58)
VI	Exceptional Items			
VII	Profit/(loss) before tax (V-VI)		(2,333.72)	(9,253.58)
VIII	Tax expense: (1) Current tax (2) Deferred tax		(175.69)	(96.46)
IX	Profit (Loss) for the period from continuing operations (VII-VIII)		(2,158.03)	(9,157.12)
X	Profit/(loss) from discontinued operations			
XI	Tax expense of discontinued operations Profit/(loss) from Discontinued operations (after tax) (X-XI)		-	-
XII	Profit/(loss) for the period (IX+XII)		(2,158.03)	(9,157.12)
XIII	Other Comprehensive Income A (i) Items that will not be reclassified to profit or loss (ii) Income tax relating to items that will not be reclassified to profit or loss B (i) Items that will be reclassified to profit or loss (ii) Income tax relating to items that will be reclassified to profit or loss Total Comprehensive Income for the period (XIII+XIV)(Comprising Profit (Loss) and Other Comprehensive Income for the period)		(2,158.03)	(9,157.12)
XIV	Earnings per equity share (for continuing operation): (1) Basic (2) Diluted		(8.63) (8.63)	(36.63) (36.63)
XV	Earnings per equity share (for discontinued operation): (1) Basic (2) Diluted		- -	- -
XVI	Earnings per equity share(for discontinued & continuing operations) (1) Basic (2) Diluted		(8.63) (8.63)	(36.63) (36.63)

See accompanying notes to the financial statements

For and on behalf of
For K. M. Roy

For and on behalf of the Board
MARSONS LIMITED
CIN-L31102WB1976PLC030676

K. M. Roy, Proprietor
Chartered Accountant
Membership No. 053720
Kolkata,
Date: 30th May 2019

Sd/-
A. Subramonia Pillai
Managing Director
DIN: 07152155

Sd/-
Akhilesh Kotia
Chairman
DIN: 00076777

MARSONS LTD
Consolidated Cash Flow Statement

Particular	2018-19		2017-18	
	Amount(Rs)	Amount(Rs)	Amount(Rs)	Amount(Rs)
1. Cash Flow from Operating Activities:				
Net profit before tax and extraordinary item	(2,158.20)		(9,253.59)	
Adjustment for:				
Loss on sale of share of Asset	-		855.76	
Change in Deferred tax liabilities	(175.69)		-	
Change in fair valu of Share/Investment	273.60		-	
Depreciation	314.21		3,199.06	
Interest Income	-		(10.77)	
Interest and other Bank Charges payable	-		464.43	
Operating profit before working capital change	(1,746.08)		(4,744.91)	
(Increase)/Decrease in Stock	39.17		4,938.41	
(Increase)/Decrease in debtors	3,180.64		(212.77)	
(Increase)/Decrease in Short Term loans & advance	(112.05)		-	
(Increase)/Decrease in Trade Payable and other current liabilities & Provisions	(1,276.51)		(639.06)	
Cash generated from operations	85.17		(658.32)	
Income tax paid	-		-	
Net cash flow from operating activities	85.17	85.17	(658.32)	(658.32)
2. Cash flow from Investing activities				
Movement of investment	-		120.28	
Capital WIP	-		(2.45)	
Change in Loan and Advance	(0.85)		4.24	
Interest Received	-	(0.85)	10.77	132.84
3. Cash flow from Financing Activities				
Issue of Share	-		-	
Proceeds from Long term borrowing	(104.18)		(213.51)	
Proceeds from Short term borrowing	(86.80)		1,202.85	
Interest and other Bank charge paid	-		(464.43)	
Receipt on account of TDS for earliar year	-		-	
Net cash used in financing activities	(190.98)	(190.98)	524.72	524.72
Net increase/decrease in cash & cash equivalent		(106.66)		(0.77)
Add: Cash and cash equivalent at the begning of the year		110.76		111.53
Cash and cash equivalent at the end of the year		4.10		110.76

For and behalf of
For K.M.Roy

K.M.Roy, Proprietor
Chartered Accountant
Membership No-053720
Kolkata
Date:30.05.2019

For and on behalf of the Board
MARSONS LIMITED
CIN-31102WB1976PLC030676

Sd/-
A-Subramonia Pillai
Managing Director
DIN: 07152155

Sd/-
Akhilesh Kotia
Chairman
DIN: 00076777

Marsons Limited

Notes to and forming part of Balance sheet as at 31st March-2019

Notes No: 1

Property, Plant and Equipment

PARTICULARS	LAND	BUILDING	PLANT AND EQUIPMENTS	ELECTRICAL INSTALLATION	FACTORY MACHINES EQUIPMENTS	FURNITURE AND FITTINGS	VEHICLES	DATA PROCESSING AND MACHINE ASSESSORIES	TOTAL	GOODWILL
Gross Block										
At 31st March 2017	1,077.03	1,041.47	3,255.28	103.45	28.84	47.89	148.60	1.57	5,704.14	3.00
Additions	-	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-	-
At 31st March 2018	1,077.03	1,041.47	3,255.28	103.45	28.84	47.89	148.60	1.57	5,704.14	3.00
Additions	-	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-	-
At 31st March 2019	1,077.03	1,041.47	3,255.28	103.45	28.84	47.89	148.60	1.57	5,704.13	
Depreciation and Amortization										
At 31st March 2017	1.50	555.77	2,027.53	98.47	24.28	37.68	92.69	0.43	2,835.30	
Depreciation Charge during the year	-	46.14	380.93	0	1.42	2.65	17.46	0.72	449.32	3.00
Deductions during the year	-	-	-	-	-	-	-	-	-	-
Depreciation related to earlier years	-	-	-	-	-	-	-	-	-	-
At 31st March 2018	1.50	601.91	2,408.46	98.47	25.70	40.33	110.15	1.15	3,284.62	3.00
Depreciation Charge during the year	-	41.76	261.97	-	0.71	1.96	7.54	0.27	314.21	
Deductions during the year	-	-	-	-	-	-	14.30	-	14.30	
Depreciation related to earlier years	-	-	-	-	-	-	-	-	-	
At 31st March 2019	1.50	643.67	2,670.43	98.47	26.41	42.29	131.99	1.42	3,613.13	
Net Block										
At 31st March 2018	1,075.53	439.56	846.82	4.98	3.14	7.56	38.45	0.42	2416.46	
At 31st March 2019	1,075.53	397.80	586.45	4.98	0.87	5.60	16.61	0.15	2088.00	

Marsons Limited

Notes to and forming part of Balance sheet as at 31st March-2019

Notes No: 2

Investments

Particulars	Balance(Rs)		No. of Shares	
	as on 31 March.2019	as on 31 March.2018	as on 31 March.2019	as on 31 March.2018
<u>A. QUOTED</u>				
<i>In Fully Paid up Equity Shares of Joint Stock Companies of \$ 1/- each</i>				
Shares of Marsons Power Limited	2,763.00	-	3.00	-
Opening Fair Value of Shares	-	-	-	-
Sold During the year	-	-	-	-
Fair Value Adjustment	-	-	-	-
Value of Investment Marked to Market	-	-	-	-
<i>In Fully Paid up Equity Shares of Joint Stock Companies of Rs. 10/- each</i>				
Shares of Advance Power Infra Tech Ltd. (Market value for Current & Previous year not taken)	-	992.37	-	-
Sold During the year	-	(992.37)	-	-
Fair Value Adjustment	-	-	-	-
Value of Investment Marked to Market	-	-	-	-
<u>B. UNQUOTED:</u>				
<i>In Fully Paid up Equity Shares of Rs. 10/- each</i>				
Shares of Marsons Logistics Pvt. Ltd.	1.90	1.90	0.19	0.19
Opening Fair Value	0.00	0.00	-	-
Sold During the year	-	-	-	-
Fair Value Adjustment	-	-	-	-
Value of Investment Marked to Market	-	-	-	-
Shares of Marsons Petro Products Pvt. Ltd.	-	3.90	0.39	0.39
Opening Fair Value	-	-	0	0
Sold During the year	-	-	-	-
Fair Value Adjustment	-	-	-	-
Value of Investment Marked to Market	-	-	-	-
Total Cost of Shares	2,764.90	998.17	-	-
Total Fair Value of Shares	-	-	-	-
Market Value Of Quoted Shares	-	-	-	-

Marsons Limited

Notes to and forming part of Balance sheet as at 31st March-2019

Note No- 3

Long -Term Loans and Advances

Particulars	as at 31 March 2019	as at 31 March 2018
Unsecured Considered Goods		
Security Deposits	91.24	90.39
Grand Total	91.24	90.39

Note No- 4

Inventories

Particulars	as at 31 March 2019	as at 31 March 2018
Raw Materials and Components	-	39.17
Grand Total	-	39.17

Trade Receivable

Notes No -5

Particulars	as at 31 March 2019	as at 31 March 2018
Outstanding for more than 6 month from the due date		
Unsecured, considered good	971.02	1,540.39
Unsecured, considered doubtful debt		
Outstanding for less than 6 months from the due date		
Unsecured, considered good	-	26.81
Unsecured, considered doubtful debt	-	-
Traded Goods	-	2,584.46
Grand Total	971.02	4,151.66

Note No- 6

Cash and Cash Equivalents

Particulars	as at 31 March 2019	as at 31 March 2018
Balance with Banks		
Fixed Deposits with Banks(due more than one year)	0.87	106.42
Balance with Current Banks	2.41	2.89
Cash in hand	0.82	1.52
Grand Total	4.10	110.83

Notes No -7

Short -Term Loans and Advance

Particulars	as at 31 March 2019	as at 31 March 2018
Advance To Supplier	173.91	237.18
Duties & Taxes Recovered	266.97	266.97
Other Loan & Advance	195.57	20.25
Grand Total	636.45	524.40

Marsons Limited

Notes to and forming part of Balance Sheet as at 31st March-2019

Notes No -8

Equity Share capital

(Rs in lakhs)

Particulars	As at		As at	
	31.03.2019		31.03.2018	
<u>SHARE CAPITAL</u>				
<u>Authorised Capital</u>				
4,50,00,000 (P.Y. 4,50,00,000) Equity Shares of Rs10 each		4,500.00		4,500.00
<u>ISSUED & SUBSCRIBED</u>				
2,50,00,000 (P.Y. 2,50,00,000) Equity Shares of Rs10 each Fully paid up		2,500.00		2,500.00
<u>Terms / Rights attached to ordinary shares</u>				
The Company has only one class of ordinary shares having a par value of Rs. 10 per share. Each holder of Ordinary shares is entitled to one vote per share and is entitled to dividend and to participate in surplus, if any, in the event of winding up.				
<u>List of shareholders holding more than 5% shares of total number of shares issued by the company</u>				
	%	No. of Shares	%	No. of Shares
1. Allahabad Bank	9.60%	2,400,000	9.60%	2,400,000

STATEMENT OF CHANGES IN EQUITY

Marsons Limited

Notes to and forming part of Balance sheet as at 31st March-2019

Notes No: 9

Other Equity

Statement of Changes in Equity for the period ended 31st March 2019

PARTICULARS	Reserves and Surplus					
	Capital Reserve	Capital Subsidy	General Reserves	Retained Earnings	Revaluation Surplus	Total
Balance at the end of the reporting period 2017	297.64	12.50	306.65	(491.69)	1,642.80	1,767.90
Profit for the year	-	-	-	(9,157.13)	-	-
Other Comprehensive Income	-	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	(9,157.13)	-	(9,157.13)
Addition During the year	(16.29)	-	-	-	-	(16.29)
Balance at the end of the reporting period 2018	281.35	12.50	306.65	(9,648.82)	1,642.80	(7,405.52)
Profit for the year	-	-	-	(2,158.20)	-	-
Other Comprehensive Income	-	-	-	-	-	-
Changes in Reserves	177.11	-	-	-	(14.96)	162.15
Total Comprehensive Income for the year	-	-	-	(2,158.20)	1,627.84	(2,158.20)
Balance at the end of the reporting period 2019	458.46	12.50	306.65	(11,807.02)	1,627.84	(9,401.57)

Marsons Limited

Notes to and forming part of Balance sheet as at 31st March-2019

Note No- 10

Long- Term Borrowings

Particulars	as at 31 March 2019	as at 31 March 2018
Secured-Term Loan	3,981.54	3,981.54
Unsecured Loan	75.35	190.57
Secured Loan at Amortised Cost	20.96	9.93
Grand Total	4,077.85	4,182.04

Note No- 11

Deferred Tax Liabilities

Particulars	as at 31 March 2019	as at 31 March 2018
Opening Deferred Tax Liabilites	247.92	247.92
Closing Deferred Tax Liabilites	72.23	151.46
Grand Total	72.23	151.46

Note No- 12

Other non-current liabilities

Particulars	as at 31 March 2019	as at 31 March 2018
Securiry Deposit	20.92	20.92
Grand Total	20.92	20.92

Note No- 13

Other non-current liabilities

Particulars	as at 31 March 2019	as at 31 March 2018
Secured	4,350.30	4,437.10
Unsecured	-	-
Grand Total	4,350.30	4,437.10

Note No- 14

Trade Payable

Particulars	as at 31 March 2019	as at 31 March 2018
Others	1,706.70	3,144.74
Grand Total	1,706.70	3,144.74

Note No- 15

Other Current Liabilities

Particulars	as at 31 March 2019	as at 31 March 2018
Advance From Customer	98.48	-
Statutory Dues	185.33	144.06
Current Maturity of Term Loan	-	-
Sundry Creditors for Capital Goods	129.18	171.68
Other Paybles	38.46	(29.54)
Grand Total	451.45	286.20

Note No- 16

Short - Term Provision

Particulars	as at 31 March 2019	as at 31 March 2018
Income Tax	26.96	30.00
Grand Total	26.96	30.00

Marsons Limited

Notes to and forming part of Balance Sheet as at March-2019

Note No- 17

Revenue from Operations

Particulars	as at 31 March 2019	as at 31 March 2018
Sale of products	34.70	1,670.07
Less:Excise Duty	-	-
Other -Operating Revenues	-	-
Grand Total	34.70	1,670.07

Notes No -18

Other Income

Particulars	as at 31 March 2019	as at 31 March 2018
Interest Income	-	10.77
Rental Income	8.80	-
Insurance Claim	-	0.78
Consultancy Fees- Franchise	-	5.10
Facility Services	173.33	-
Excess provision/liabilities written back	-	(1.08)
Long Term Capital Gain on Shares	-	(855.93)
Export Duty Drawback	-	12.51
Others	-	-
Changes in Fair Value of Investment marked to market	(273.60)	-
Grand Total	(91.47)	(827.85)

Notes No -19

Cost Of Materials Consumed

Particulars	as at 31 March 2019	as at 31 March 2018
Opening Stock	39.17	2,530.09
Purchase of Raw Metarials	32.04	3,557.76
Closing Stock	-	(39.17)
Grand Total	71.21	6,048.68

Notes No -20

Changes in Inventories

Particulars	as at 31 March 2019	as at 31 March 2018
Work In Progress		
Opening Balance	-	2,437.09
Less:Closing Balance	-	(2,437.09)
Grand Total	-	-

Marsons Limited

Notes to and forming part of Balance Sheet as at 31st March-2019

Notes No -21

Employee Benefit Expenses

Particulars	as at 31st March 2019	as at 31st March 2018
Salary & wages	66.34	106.79
Director's Remuneration	1.67	2.86
Contribution to P.F & ESI	0.93	13.07
Staff Welfare & Others Employee Benefits	0.20	2.79
Grand Total	69.14	125.51

Notes No -22

Finance costs

Particulars	as at 31st March 2019	as at 31st March 2018
Finance Cost		
Interest	1.87	464.63
Grand Total	1.87	464.63

Notes No -23

Other Expenses

Particulars	as at 31st March 2019	as at 31st March 2018
<u>OTHER EXPENSES</u>		
After Sales Service	-	1.88
<u>Auditors Remuneration</u>		
Audit Fees- Statutory Audit	0.35	0.25
Audit Fees-Tax Audit	-	0.10
Bank Charges	0.03	32.91
Bad Debt	535.57	-
Brokerage & Commission	-	0.50
Consumption of stores and spare parts	-	16.23
Freight	-	11.48
Fabrication Expenses	1.20	2.77
Insurance	0.07	0.08
Manufacturing Expenses	-	1.39
Power and Fuel	40.38	54.77
Repairs to buildings	0.25	0.17
Repairs to Plant and Machinery	-	0.79
Rates and Taxes excluding taxes on Income	-	0.22
Testing Expenses	0.39	2.39
Unamortised Expense Written Off	-	5.47
Provision for Bad Debts	141.85	-
Miscellaneous Expenses	116.86	126.51
Penalty & Other Exp	983.57	-
Grand Total	1,820.52	257.93

MARSONS LIMITED

Notes forming part of the Accounts

Note '24'

Significant Accounting Policies

1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

a) Basis of preparation and compliance with Ind AS

- (i) For all periods up to and including the year ended March 31, 2019, the Company prepared its financial statements in accordance with Generally Accepted Accounting Principles (GAAP) in India and complied with the accounting standards (Previous GAAP) as notified under Section 133 of the Companies Act, 2013 read together with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, to the extent applicable, and the presentation requirements of the Companies Act, 2013.

In accordance with the notification dated February 16, 2015, issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (Ind AS) notified under Section 133 read with Rule 4A of Companies (Indian Accounting Standards) Rules, 2015, as amended, and the relevant provisions of the Companies Act, 2013 (collectively, "Ind ASs") and the Company is required to prepare its financial statements in accordance with Ind ASs for the year ended March 31, 2019. These financial statements as and for the year ended March 31, 2019 (the "Ind AS Financial Statements") are the first financial statements, the Company has prepared in accordance with Ind AS.

- (ii) The Company had prepared a separate set of financial statements for the year ended March 31, 2018 and March 31, 2017 in accordance with the Accounting Standards referred to in section 133 of the Companies Act, 2013 (the "Audited Previous GAAP Financial Statements"), which were approved by the Board of Directors of the Company. The management of the Company has compiled the Special Purpose Comparative Ind AS Financial Statements using the Audited Previous GAAP Financial Statements and made required Ind AS adjustments. The Audited Previous GAAP Financial Statements, and the Special purpose Comparative Ind AS Financial Statements, do not reflect the effects of events that occurred subsequent to the respective dates of approval of the Audited Previous GAAP Financial Statements.
- (iii) The Company has followed the provisions of Ind AS 101-"First Time adoption of Indian Accounting Standards" (Ind AS 101), in preparing its opening Ind AS Balance Sheet as of the date of transition, i.e. 31 March, 2016. In accordance with Ind AS 101, the Company has presented reconciliations of Shareholders' equity under Previous GAAP and Ind ASs as at March 31, 2018, and March 31, 2017 and of the Profit/ (Loss) after Tax as per Previous GAAP and Total Comprehensive Income under Ind AS for the year ended March 31, 2017. Refer note no 25.

b) Basis of measurement

The Ind AS Financial Statements have been prepared on a going concern basis using historical cost convention and on an accrual method of accounting, except for certain financial assets and liabilities, including derivative financial instruments which have been measured at fair value as described below.

Fair value measurement

The Company measures financial instruments, such as, investments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

c) Functional and presentation currency

These Ind AS Financial Statements are prepared in Indian Rupee which is the Company's functional currency.

3. SIGNIFICANT ACCOUNTING POLICIES

The Company has applied following accounting policies to all periods presented in the Ind AS Financial Statement.

a) Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable, net of discounts, volume rebates, outgoing sales taxes and other indirect taxes.

Revenue from sales is recognized when all significant risks and rewards of ownership of the commodity sold are transferred to the customer which generally coincides with delivery. Revenues from sale of by-products are included in revenue.

b) Property, Plant and Equipment

(i) Property, plant and equipment

The Company has applied Ind AS 16 with retrospective effect for all of its property, plant and equipment as at the transition date, viz., March 31, 2016.

The initial cost of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, attributable borrowing cost and any other directly attributable costs of bringing an asset to working condition and location for its intended use. It also includes the present value of the expected cost for the decommissioning and removing of an asset and restoring the site after its use, if the recognition criteria for a provision are met.

Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are normally charged to the statements of profit and loss in the period in which the costs are incurred. Major inspection and overhaul expenditure is capitalized if the recognition criteria are met.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized net within other income/other expenses in statement of profit and loss.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss, when the asset is derecognized.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

(ii) Depreciation

Assets in the course of development or construction and freehold land are not depreciated.

Other property, plant and equipment are stated at cost less accumulated depreciation and any provision for impairment. Depreciation commences when the assets are ready for their intended use. Depreciation is calculated on the depreciable amount, which is the cost of an asset less its residual value.

c) **Intangible assets**

Intangible assets acquired are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses.

The useful lives of intangible assets are assessed as either finite or indefinite. The Company currently does not have any intangible assets with indefinite useful life. Intangible assets are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets is recognized in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

d) **Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through statement of profit and loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

Subsequent measurement of financial assets is described below -

Debt instruments at amortized cost

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statement of profit and loss. The losses arising from impairment are recognized in the statement of profit and loss. This category generally applies to trade and other receivables.

Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has designated its investments in debt instruments as FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Financial Assets - Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial assets that are debt instruments, and are measured at amortized cost e.g., loans, debt securities, deposits and trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, the Company reverts to recognizing impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss. This amount is reflected under the head 'other expenses' in the statement of profit and loss. The balance sheet presentation for various financial instruments is described below:

- **Financial assets measured as at amortized cost:** ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.
- **Debt instruments measured at FVTPL:** Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. The change in fair value is taken to the statement of Profit and Loss.
- **Debt instruments measured at FVTOCI:** Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The Company does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

Financial liabilities – Recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through statement of profit and loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

The measurement of financial liabilities depends on their classification, as described below:

- Financial liabilities at fair value through statement of profit and loss

Financial liabilities at fair value through statement of profit and loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through statement of profit and loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

- Gains or losses on liabilities held for trading are recognized in the statement of profit and loss. Financial liabilities designated upon initial recognition at fair value through statement of profit and loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk is recognized in OCI. These gains/ losses are not subsequently transferred to statement of profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the statement of profit and loss. The Company has not designated any financial liability as at fair value through statement of profit and loss.

- Loans and Borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the effective interest rate (hereinafter referred as EIR) method. Gains and losses are recognized in statement of profit and loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

Financial liabilities - Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

e) **Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

f) **Borrowing Costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

g) **Impairment of Non-financial assets**

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a post-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated.

Impairment losses of continuing operations, including impairment on inventories, are recognized in the statement of profit and loss.

An assessment is made at each reporting date to determine whether there is an indication that previously recognized impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss.

i) **Government Grants**

Government grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is treated as deferred income and released to the statement of profit and loss over the expected useful lives of the assets concerned. When the Company receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to statement of profit and loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset. When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favorable interest is regarded as a government grant. The loan or assistance is initially recognized and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

j) **Inventories**

Inventories are valued at the lower of cost and net realizable value except scrap and by products which are valued at net realizable value.

k) **Taxation**

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognized for all taxable temporary differences, except when it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable

that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognized as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

- l) **Provision for liabilities and charges, Contingent liabilities and contingent assets**
The assessments undertaken in recognizing provisions and contingencies have been made in accordance with the applicable Ind AS.

- m) **Earnings per share**
The Company presents basic and diluted earnings per share (“EPS”) data for its equity shares. Basic EPS is calculated by dividing the profit and loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. Diluted EPS is determined by adjusting the profit and loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

- n) **Cash Flow Statement**
Cash flows are reported using indirect method as set out in Ind AS -7 “Statement of Cash Flows”, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

B. NOTES TO THE ACCOUNTS:

- I) In common with many business of similar size and organization, the Company's system of control depends upon the close involvement of directors where independent confirmation of completeness of accounting records was, thereof, not available, we have accepted assurance from directors that all transactions have been reflected in the records of the Company.
- II) The basic earnings per share is computed by dividing the net profit attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the reporting year.

Particulars	Current Year (in lakhs)	Previous Year (in lakhs)
Profit /(Loss) after Tax	(2016.18)	(6475.75)
No. of shares(Weighted Avg. no. of Share)	250	250
Earnings per share	(8.06)	(25.90)

- III) According to the information available, the Company does not owe any sum to a small scale industry as defined in clause (i) of section 3 of the Industries (Development and Regulation) Act, 1951.
- IV) The Company has not received any instruction from suppliers regarding their status under the Micro, Small & Medium Enterprises Development Act,2006 and hence, disclosures if any, relating to amounts unpaid as at the yearend together with interest payable as required under the said Act have not been given.
- V) The amount of interest paid by the company during the year ended 31st March, 2019 to Micro, Small Scale Industries & Medium enterprises is Nil.

VI) Auditors' Remuneration

Particulars	Current Year (in lakhs)	Previous Year (in lakhs)
Audit Fees	0.25	0.25

VII) **Related Party Disclosure**

Name of Related Parties

Enterprises over which Management Personnel and/ or their relatives have significant influence:

1) Marsons Ltd.

Key Management Personnel:-

Mr. Akhilesh Kotia (Non Executive Chairman)

Mr. A.S. Pillai (Managing Director)

Nature of Transaction	Amount(in lakhs)
1.Director's Remuneration	2.72
3.Rent Income From Advance Power Technology on Arm's Length Basis	1.24

- VII) The company does not have any credit policy, invoice are due for payment on presentation. Hence, date of invoice is considered as due date for payment.
- IX) Previous Year figures are regroup/rearrange whenever necessary.
- X) There are pending litigation which may affect on the financial statement, listed below:

Name of the Statute	Nature of Dues	Period to which it relates	Amount (in Lakhs)	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	A.Y. – 2009-10	505.61	Appeal Tribunal
		A.Y. – 2010-11	31.16	Appeal Tribunal
		A.Y. – 2011-12	1491.93	CIT, Appeal
		A.Y. – 2012-13	77.27	Appeal Tribunal
		A.Y. – 2013-14	0.13	CIT, Appeal
West Bengal Value Added Tax Rules, 2005	VAT	F.Y. 2007-08	64.37	CTO
		F.Y. 2008-09	118.45	Appeal
		F.Y. 2009-10	279.01	Appeal
		F.Y. 2010-11	445.75	Appeal
		F.Y. 2011-12	34.57	Appeal
		F.Y. 2012-13	566.38	CTO
Central Sales Tax (West Bengal) Rules, 1958	CST	F.Y. 2007-08	6.40	CTO
		F.Y. 2008-09	94.58	Appeal
		F.Y. 2009-10	234.46	Appeal
		F.Y. 2010-11	396.98	Appeal
		F.Y. 2011-12	6.68	Appeal
Central Excise & Service Tax, 1944	Central Excise	F.Y. 2004-05 to 2008-09	1131.44	High Court

Negotiable Instrument Act Under Section 138	Operational Creditor	2016-17	90.00	Addnl. Chief Metropolitan Magistrate, Court 30, Ahemdabad
Negotiable Instrument Act Under Section 138	Operational Creditor	2015	50.00	Mediation Centre Allahabad

- XI) One of the creditor filed application with NCLT based on which Tribunal has passed an Resolution Plan on 09.05.2019. As per the resolution plan Liability with Bank loan is settled at 34 crore and employee due at Rs. 0.95 Crore. For the said purpose Yashoda Inn Private Limited and Uneecops Solar Private Limited have agreed to finance the said plan. This would lead change in Management and Key Managerial Person.

For K.M.ROY
Chartered Accountants
Membership No.053720

For and behalf of the Board
Marsons Limited
CIN- L31102WB1976PLC030676

(CA. K.M.Roy)
Proprietor
Date: 30th May 2019

A.S. Pillai
(Director)
DIN No. 07152155

Akhilesh Kotia
(Director)
DIN No. 00076777

MARSONS LIMITED

CIN: L31102WB1976PLC030676

Marsons House, Budge Budge Trunk Road, Chakmir, Maheshtala, Kolkata- 700142
Telephone: 033- 2492 7244; Fax: 91 33 2492 7244 ; E-mail: info@marsonsonline.com

ATTENDANCE SLIP

Regd. Folio/DP-ID & Client ID	
Name and Address of the Shareholder	
Joint Holder(s)	
No. of shares held	

- 1) I hereby record my presence at the 42nd Annual General Meeting of the Company being held on Tuesday, 24th December, 2019, at 11:30 A.M. at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata – 700 017.
- 2) Signature of the Shareholder / Proxy Present
- 3) Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip, duly signed, to the meeting and hand it over at the entrance.
- 4) Shareholder / Proxy holder desiring to attend the meeting may bring his / her copy of the Annual Report for reference at the meeting.

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	User ID	Password
191202005		

MARSONS LIMITED

CIN: L31102WB1976PLC030676

Marsons House, Budge Budge Trunk Road, Chakmir, Maheshtala, Kolkata- 700142
Telephone: 033- 2492 7244; Fax: 91 33 2492 6152; E-mail: info@marsonsonline.com

PROXY FORM

Form No. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L31102WB1976PLC030676

Name of the Company: MARSONS LIMITED

Registered Office: Marsons House, Budge Budge Trunk Road, Chakmir, Maheshtala, Kolkata- 700142

Name of the Member(s):	
Registered Address:	
E-mail ID:	
Folio No./Client ID:	
DP ID:	

I/We, being the member(s), holding.....shares of the above named company, hereby appoint:

(1) Name..... Address.....
E-mail ID..... Signature.....or failing him/her,

(2) Name..... Address.....
E-mail ID..... Signature.....or failing him/her,

(3) Name..... Address.....
E-mail ID..... Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 42nd Annual General Meeting of the Company being held on Tuesday, 24th December, 2019, at 11:30 A.M. at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata – 700 017 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.	Resolutions
Ordinary Business	
1.	Adoption of Audited Financial Statements (Standalone) and Audited Consolidated Financial Statements of the Company for the year ended 31 st March, 2019 and the report of Directors' and Auditors' thereon.
2.	Appointment of M/s Mahendra Subhash & Co as Auditor of the Company
Special Business	
3.	Confirmation of Mr. Rajesh Kumar Agarwal (DIN : 01456071) as a Director
4.	Confirmation of Mr. Subhash Kumar Agarwala (DIN : 00566977) as a Director
5.	Confirmation of Mr. Binay Kumar Agarwal (DIN : 00566931) as Whole-time Director

Signed this.....day of..... 2019

Signature of Shareholder(s).....

Signature of Proxy holder(s).....



Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. For the RESOLUTIONS, Explanatory Statement and Notes please refer to the Notice of the Annual General Meeting.