

MARSONS

MARSONS
LIMITED

ANNUAL
REPORT
2008-2009

BOARD OF DIRECTORS :

1. Mr. Gyan Chand Kotia - Chairman
2. Mr. Akhilesh Kotia - Managing Director
3. Mrs. Charu Kotia - Executive Director
4. Mr. V. M. Swami - Director
5. Mr. Manoj Banka - Director
6. Mr. Peeyush Jain - Director

AUDITORS :

K. K. JAIN & CO.
Chartered Accountant

COMPANY LAW CONSULTANT :

A. K. LABH & CO.
Company Secretaries

REGISTRAR & SHARE TRANSFER AGENT :

MAHESWARI DATAMATICS PVT. LTD.
6 Mangoe Lane, 2nd Floor,
Kolkata - 700 001

BANKERS :

ALLAHABAD BANK
C. R. Avenue Branch
Kolkata

REGISTERED OFFICE :

4 Chandni Chowk Street
Kolkata - 700 072

MARSONS

NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of the members of the Company will be held at Bengal National Chamber of Commerce & Industry, 23 R. N. Mukherjee Road, Kolkata - 700001 on Friday, the 7th day of August, 2009 at 11.30 A.M. to transact the following business:

As Ordinary Business:

1. To consider and adopt the Balance Sheet as at 31st March, 2009, the Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors' and the Auditors' thereon.
2. To appoint a Director in place of Sri Gyan Chand Kotia, who retires by rotation and being eligible offers himself for re-appointment
3. To appoint a Director in place of Smt. Charu Kotia, who retires by rotation and being eligible offers herself for re-appointment.
4. To re-appoint retiring Auditors of the Company, M/s. K.K.Jain & Co., Chartered Accountants to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

As Special Business:

To consider and if thought fit, to pass with or without modification, the following resolution:

5. As Special Resolution

"RESOLVED THAT pursuant to Section 94(1)(d) of the Companies Act, 1956 the nominal value of an equity share of the company be increased from Rs. 2/- each to Rs. 10/-each and accordingly the nominal capital of Rs. 18,00,00,000/- (Rupees Eighteen Crores Only) of the company be comprises of 1,80,00,000 Equity Shares of Rs. 10/- each instead of 9,00,00,000 Equity Shares of Rs. 2/- each.

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be replaced with the following:

V. "The Share Capital of the company is Rs. 18,00,00,000/- (Rupees Eighteen Crores Only) divided in 1,80,00,000 (One Crore Eighty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each with power to sub-divide, consolidate and increase or decrease with power from time to time to issue any shares of the original capital or any new capital, and to divide the shares for the time being of the Company into several classes of stock or shares and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the company and to vary, modify or abrogate and any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.

RESOLVED FURTHER THAT all the fractional shares as derived from such increase of face value of an equity share of the company from Rs. 2/- to Rs. 10/- each, at a record date as fixed by the Board of Directors of the Company, be aggregated and rounded off to the nearest figure and such consolidated shares shall stand vested with a trustee, to be appointed by the Board of Directors of the company and such trustee shall hold such consolidated shares in good faith and shall dispose the same at the best available price and the net proceeds received from sale of such record date as fixed by the Board of Directors of the Company in proportion to their respective fractional shareholding.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised and empowered to decide the procedure and to give such directors as it may deem fit and proper including directions for setting any doubts, questions or difficulties which may arise in regard to the above and to comply with all the formalities, compliances of abide by any provisions, stipulations or orders etc, of the Companies Act, 1956, SEBI, listing agreement with the Stock Exchanges, NSDL, CDSL or any other authorities as any be and also to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, expedient, usual and proper and to accept such amendment, modification, variations and alterations as the appropriate authorities may stipulate in this regard."

By Order of the Board
For Marsons Limited

Place : Kolkata
Date : 29.06.2009

Akhilesh Kotia
Managing Director

NOTES

1. The register of members and the share transfer books of the Company shall remain closed from 03.08.2009 to 07.08.2009 (both days inclusive).
2. ***A member entitled to attend and vote at the meeting is entitled to appoint a proxy and vote instead of himself/herself and the proxy need not be a member of the Company. However, the proxy forms duly filled up must be lodged with the company before 48 hours of the meeting.***
3. Please note that as per the notifications of SEBI, the company's equity shares have been under compulsory demat trading mode for all the investors. You are therefore, requested to demat your shareholding to avoid inconvenience in future.
4. Explanatory Statement pursuant to the provisions of Section 173(2) of the Companies Act, 1956 is attached herewith and forms part of the Notice.
5. Information pursuant to Clause 49 of the Listing Agreement in connection with the Directors seeking appointment/re-appointment:

Name of Director	Mr. Gyan Chand Kotia	Mrs. Charu Kotia
Date of Birth	09.10.1931	05.11.1970
Date of Appointment	26.08.1976	17.05.2007
Qualification	B.Com.	B.A.
Experience	Associated with the Electrical and Transformer business for over 40 years and is pioneer in developing the company as promoter director since inception of the company.	Possess good working commercial experience
Directorship in other Companies	1. Advance Power Technologies Ltd. 2. Marsons Metals Pvt. Ltd 3. Marsons Powergen Pvt. Ltd. 4. Marsons Logistics Pvt. Ltd. 5. Marsons Board Pvt. Ltd. 6. Marsons Petro Products Pvt. Ltd	1. Advance Powerinfra Tech Ltd. 2. Advance Power Technologies Ltd. 3. Marsons Metals Pvt. Ltd 4. Marsons Powergen Pvt. Ltd. 5. Marsons Logistics Pvt. Ltd. 6. Marsons Board Pvt. Ltd. 7. Marsons Petro Products Pvt. Ltd
Chairman/ Membership of the Committees of their Companies	---	1. Member of Audit Committee of Advance Powerinfra Tech Ltd.

6. Members are requested to :-
 - i) Notify change of address, if any.
 - ii) Send Query (ies), if any, regarding audited accounts atleast 10 days before meeting.
 - iii) Bring with them their copy of the Annual Report in the meeting
 - iv) Carry their identity proof to produce at the venue for security reasons.

By Order of the Board
For Marsons Limited

Place: Kolkata
Date: 29.06.2009

Akhilesh Kotia
Managing Director

MARSONS

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

Item No. 5

The Company's Nominal Capital is Rs. 18,00,00,000/- whereas the paid up capital as on date is Rs. 18,00,00,000/- comprises of 9,00,00,000 Equity Share of Rs. 2/- each and all the shares are fully paid up. The Company's shares are listed at Bombay Stock Exchange. The Company has 20,000 (approx) shareholders spread all over the Country as on date. The Company wants to standardize the face value of the shares of the Company to match with the majority of the comprise is the Capital Market. The Company is one of the pioneer in power sector and has a consistent track record of profitability reflected in depthness of its reserves. Considering all the factors, the management has proposed to increase the face value of the share of the Company from Rs. 2/- each to 10/- each. The management is hopeful that the fraternity of shareholders with the above proposal will be consolidated all these things in nutshell shall be beneficial for the company and its shareholders.

The Board recommends the resolution for approval of the members.

None of the Directors of the Company is concerned or deemed to be interested in the aforesaid resolution.

By Order of the Board
For Marsons Limited

Place: Kolkata
Date : 29.06.2009

Akhilesh Kotia
Managing Director

DIRECTORS' REPORT

To
The Shareholders,
The Directors of your company hereby submit their 32nd Annual Report together with audited statement of accounts of the company for the year ended 31st March, 2009.

FINANCIAL HIGHLIGHT

	For the Year ended 31.03.2009	For the Year ended 31.03.2008
	<u>Rs.(In Lacs)</u>	<u>Rs.(In Lacs)</u>
Surplus/(Deficit) before providing for Depreciation for the year	203.24	203.59
Less: Depreciation for the year	84.42	82.84
Profit/(Loss) before Taxation	118.82	120.75
Less: Provision for Income Tax(Net of Deferred Tax Assets)	(56.41)	(44.05)
Add: Surplus brought forward	73.53	76.70
TOTAL EARNINGS	<u>110.31</u>	<u>183.84</u>
Appropriation :		
Transfer to General Reserve	—	—
Surplus/(Deficit) carried to Balance Sheet	<u>110.31</u>	<u>183.84</u>
	<u>110.31</u>	<u>183.84</u>

DIVIDEND

Considering the loss reported during the year, the directors do not recommend any dividend for the year under Report.

CURRENT OPERATION & FUTURE PROSPECTS

The company's turnover was decreased from Rs. 54.78 Crore to Rs. 43.80 Crore whereas the profit after tax has decreased from Rs. 76.70 Lacs to Rs. (73.54) Lacs. The operating profit was Rs. 118.82 Lacs compared to Rs. 120.75 Lacs of the previous year. The Company has accumulated reserves of Rs. 23.97 Crore. The EPS of the Company for the year ended was Re. (0.08) compared to Re. 0.14 of the corresponding previous year.

SCHEME OF AMALGAMATION

Scheme of amalgamation of M/s. Marson's Transformers Ltd. with the company was completed during the year. The statement of accounts of that company has been merged with our company accordingly. Further 3,15,67,900 equity share of Rs. 2/- each have been allotted to the shareholders of erstwhile M/s. Marson's Transformers Limited consequence to such amalgamation.

INCREASE OF CAPITAL

The company has issued and allotted 44,32,100 equity shares of Rs. 2/- each at an exercise price of Rs. 3.20 each on preferential basis to Mrs. Charu Kotia during the year to meet for working capital requirement of the company and to finance the expansion plans of the company.

SETTLEMENT OF RURAL ELECTRIFICATION CORPORATION (REC) DUES

During the year company has made an out of court settlement with Rural Electrification Corporation (REC) against the case which was pending in DRT since long and settled the liability for Rs. 4,77,36,388/-. As such company has incurred and interest liability of Rs. 2,87,80,449 out of which Rs. 2,48,76,295/- relates to the period from 01.04.2001 to 31.03.2008 and this is accounted for as an Extra Ordinary Item.

PARTICULARS OF EMPLOYEES:

There has been no employee in the category as specified under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

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DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the Provisions of Section 217(2AA) of the Companies Act, 1956, the Directors confirm:

- i) that in the preparation of the Annual Accounts, the applicable accounting standards has been followed except AS 15 as the company follow the policy of pay as you go in respect of gratuity and leave encashment;
- ii) that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year ended 31st March, 2009 and of the profit of the company for the year;
- iii) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv) that the Directors had prepared the annual accounts on a going concern basis

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, ETC:

The Particulars required under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are attached, forming part of this report.

AUDITORS:

M/s. K. K. Jain & Co., Chartered Accountants, the Statutory Auditors retire at the conclusion of the ensuing Annual General Meeting and they have expressed their willingness to accept reappointment and have further confirmed their eligibility under Section 224(1B) of the Companies Act, 1956.

AUDITORS' OBSERVATIONS:

The Notes on Accounts referred to in the Auditors' Report are self explanatory and therefore do not call for any further comments.

DIRECTORS:

Mr. Gyan Chand Kotia and Mrs Charu Kotia, Directors of the company retire by rotation and being eligible offer themselves for re-appointment.

LISTING:

The shares of the company are listed at Bombay Stock Exchange and the listing fee is paid upto 31st March, 2010.

CORPORATE GOVERNANCE:

A Report on Corporate Governance along with the Certificate thereon from M/s. A. K. Labh & Co., Company Secretaries is separately attached with the Annual Report.

DEPOSITORY SYSTEM:

The Company's shares are under compulsory demat mode. The Company has entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services (I) Limited (CDSL). Members are requested to dematerialize their holdings for operational convenience.

ACKNOWLEDGEMENT:

Your Directors take the opportunity of placing their sincere appreciation to the Central Government, State Government, Banks, Financial Institutions, consultants, clients, employees and contractors for their valuable guidance and support and also to all those who are associated with the company in any way.

On behalf of the Board
For Marsons Limited

Place : Kolkata
Date : 29.06.2009

G. C. Kotia
Chairman

INFORMATION AS PER SECTION 217(1) (e) OF THE COMPANIES(DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2009.

A. CONSERVATION OF ENERGY

- 1) Research and Development (R & D) :
- a) Specific areas in which R & D carried out by the Company : Improvement in Transformer Design
- b) Benefits derived as result of the above R & D : Development of these Transformers will enable the Company to capture the major portion of the market in future as these are cheaper, easy to handle and results in lower losses.
- c) Future plan of action : It is proposed to convert more areas in new product development, quality improvement and cost reduction.
- d) Expenditure of R & D :
- i) Capital : Nil
- ii) Recurring : Nil
- iii) Total : Nil
- iv) Total R & D Expenditure as a Percentage of total Turnover : Nil
- 2) Technology absorption, adoption & innovation :
- a) Efforts in brief made towards technology absorption, adoption 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 in 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 information may be furnished. : 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 & services and export plans. : The Company is developing export market for the products and other item.
- 2) a) Total Foreign Exchange used : Nil.
- b) Total Foreign Exchanged earned : 3,96,08,000/-
(Previous Year Rs. NIL)

MARSONS**CORPORATE GOVERNANCE REPORT:****1. Company's philosophy on code of Governance:**

Marsons philosophy on Corporate Governance envisages the attainment of the highest levels of transparency, accountability and equity in all facets of its operation and in all its interactions of its stake holders including shareholders, employees, the Government and Lenders. The Company believes that all its operations and actions must serve the underlying goal of enhancing overall shareholder value over a sustained period of time.

2. Board of Directors:**a) Composition and category of Directors**

The Board of Directors is headed by Promoter Non-Executive Chairman and is comprises of 4 Non-Executive Directors and 2 Executive Directors as on 31.03.2009. There are 3 Independent Directors on the Board. *Composition of the Board is as follows :*

Name of Director	Category
1. Mr. G. C. Kotia	Chairman (Promoter)
2. Mr. Akhilesh Kotia	Managing Director (Promoter)
3. Mrs. Charu Kotia	Executive Director (Promoter)
4. Mr. V. M. Swami	Independent Non-Executive Director
5. Mr. Manoj Banka	Independent Non-Executive Director
6. Mr. Peeyush Jain	Independent Non-Executive Director

Mr. G. C. Kotia, Mr. Akhilesh Kotia and Mrs. Charu Kotia being relatives are related with each other and are belonging to the same family. All the directors are above 21 years of age.

b) Attendance of each Director at the Board Meetings and the last Annual General Meeting

Name of the Directors	No. of Board Meetings held	No. of Board Meetings attended	Attendance at the Last AGM
1. G. C. Kotia	12	12	Yes
2. Akhilesh Kotia	12	12	Yes
3. Charu Kotia	12	12	Yes
4. Peeyush Jain**	12	-	No
5. V. M. Swami**	12	-	No
6. Manoj Banka	12	12	Yes

** Leave of absence were granted.

c) Number of other Directorship and Chairmanship/Membership of Committee of each Director*

Name of the Directors	No. of Directorship in other Public Limited Companies	No. of membership of other Board Committee(s)	No. of Chairmanship of other Board Committee(s)
1 G. C. Kotia	1	-	-
2 Akhilesh Kotia	3	3	1
3 V. M. Swami	-	-	-
4 Manoj Banka	1	-	2
5 Peeyush jain	-	-	-
6 Charu Kotia	2	1	-

*Number of Directorships/Memberships held in other companies excludes Directorships/Memberships in private limited companies, foreign companies, membership of various committees of various chambers/bodies and Companies under Section 25 of the Companies Act, 1956 and Alternate Directorships whereas the Membership or Chairmanship of any committee includes Audit Committee and Shareholders'/Investors' Grievance Committees only.

d) Details of Board Meetings held during the year:

The Board met 12 times during the year and the time gap between two Board Meetings were not more than four months. Details of Board Meetings held during the year 2008-2009 are as under:

Date	Board Strength	No. of Directors present
30.04.2008	6	4
30.05.2008	6	4
11.07.2008	6	4
31.07.2008	6	4
01.08.2008	6	4
31.10.2008	6	4
19.11.2008	6	4
12.01.2009	6	4
30.01.2009	6	4
19.02.2009	6	4
23.02.2009	6	4
31.03.2009	6	4

◆◆ Brief resumes of the Directors proposed to be appointed/re-appointed:a). Sri Gyan Chand Kotia

Date of Birth	09.10.1931
Date of Appointment	26.08.1976
Qualification	B. Com.
Experience	Associated with the Electrical and Transformer business for over 40 years and is pioneer in developing the company as promoter director since inception of the company.
Directorship in other Public Limited Companies apart from this Company	1. Advance Power Technologies Limited
Chairman/Member of the Committee in which he is a Director apart from this Company	

Shares of the company held by Sri Gyan Chand Kotia, own or for other persons on beneficial basis, as on 31st March, 2009:

- i) Own - 3262205 Equity Shares
- ii) On beneficial Basis - Nil

b). Smt Charu Kotia:

Date of Birth	05.11.1970
Date of Appointment	17.05.2007
Qualification	B.A.
Experience	Young dynamic possess vast business experience
Directorship in other Public Limited Companies apart from this Company	1. Advance Powerinfra Tech Ltd. 2. Advance Power Technologies Ltd.
Chairman/Member of the Committee in which he is a Director apart from this Company	1. Member Audit Committee of Advance Powerinfra Tech Ltd.

Shares of the company held by Smt Charu Kotia, own or for other persons on beneficial basis, as on 31st March, 2009:

- i) Own - 11314495
- ii) On beneficial Basis - Nil

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♦♦ Code of Conduct:

The Company has formulated and implemented a Code of conduct for all Board Members and Senior Management of the Company in compliance with clause 49 of the Listing Agreement. The same has also been posted at the Company's website at www.marsonsonline.com. All Board Members and Senior Management personnel has affirmed compliance with the code on annual basis. A declaration to this effect duly signed by Managing Director of the Company is annexed with this report

3. Committee of the Board:

(a) Audit Committee:

The audit committee comprises of the following Non-Executive Independent Directors as on 31.03.2009:

1. Mr. Manoj Banka – Chairman
2. Mr. V. M. Swami
3. Mr. Peeyush Jain

Meetings of the Audit Committee and attendance of the members therein in 2008-2009 are as follows:

	30.04.2008	11.07.2008	31.07.2008	31.10.2008	30.01.2009
Mr. Peeyush Jain	Yes	Yes	Yes	Yes	Yes
Mr. Manoj Banka	Yes	Yes	Yes	Yes	Yes
Mr. V. M. Swami	No	No	No	No	No

All the members of the Committee are eminent in their respective fields and financially literate with sufficient accounting or related financial management expertise.

The Committee acts as a link between the management, auditors and the Board of Directors of the company and has full access to the financial information. The terms of reference of the Audit Committee are in lieu with Clause 49 II(C) and (D) of the Stock Exchange Listing Agreement Coinciding with the provisions under Section 292A of the Companies Act, 1956 and inter alia, includes:

*Functions of the Committee

1. Review with the management and/or Internal Audit Department and/or Statutory Auditors:
 - i) Company's financial statements and reports;
 - ii) Disclosure of Company's financial information to ensure the same is correct, sufficient and credible;
 - iii) Changes/improvements in Financial/Accounting practices;
 - iv) Adequacy of Internal Audit Function and Systems and;
 - v) Charter of Audit Committee;
2. Hold discussions with:
 - i) Statutory Auditors, before and after audit on the scope and area of Concern;
 - ii) Internal Audit Department on its significant findings and also failure of Internal Control Systems, if any, and
 - iii) Management before submission of financial statements to the Board.
3. Compliance with Accounting Standards, Legal requirements and Ethical Code.

(b) Remuneration Committee:

The remuneration committee comprises of the following Non-Executive Independent Directors as on 31.03.2009

1. Mr. Manoj Kumar Banka – Chairman
2. Mr. V. M. Swami
3. Mr. Peeyush Jain

* Functions of the Committee:

The Policy dossier prescribes for payment of Compensation to Executive Directors by way of salary and other perquisites.

* **Remuneration Policy:**

The remuneration policy is directed towards rewarding performance based on review of achievements on a periodical basis. The remuneration policy is in consonance with the existing industrial practice.

No Remuneration Committee Meeting held during the year.

The aggregate value of salary & perquisites paid to Mr. Akhilesh Kotia, Managing Director for the year ended 31.03.2009 was Rs.1471728/- and Mrs. Charu Kotia, Executive Director Rs. 154680/-. No sitting fee was paid to any Director for attending any meeting of the Board of Directors of the company or committee thereof.

The company does not have any stock option/convertible instruments

Shares/Convertible Instruments held by Non-Executive Directors as on 31.03.2009:

Name of the Non-Executive Directors	No. of shares of the company	Convertible Instruments
Mr. G. C. Kotia	3262205	N.A.
Mr. V. M. Swami	Nil	N.A.
Mr. Manoj Kumar Banka	Nil	N.A.
Mr. Peeyush Jain	Nil	N.A.

(c) **Shareholders'/Investors' Grievance Committee:**

Shareholders'/Investors' Grievance Committee under the Chairmanship of independent Non-Executive Directors comprises of the following Directors as on 31.03.2009.

1. Mr. Manoj Banka – Chairman
2. Mr. Peeyush Jain
3. Mr. Akhilesh Kotia

The Committee met on 15.04.2008, 30.04.2008, 15.05.2008, 31.05.2008, 16.06.2008, 30.06.2008, 15.07.2008, 31.07.2008, 14.08.2008, 21.08.2008, 30.08.2008, 30.09.2008, 31.10.2008, 15.11.2008, 29.11.2008, 31.12.2008, 15.01.2009, 30.01.2009, 14.02.2009 and 31.03.2009.

Compliance Officer : Mr. Akhilesh Kotia, Managing Director.
Address : 4, Chandni Chowk Street, Kolkata – 700 072
Phone No. : (033)30280093/22127189
Fax No. : (033)22126484
Email : marsonsltd@vsnl.com
Website : marsonsonline.com

Pursuant to new clause 47(f) of the listing agreement the company's email ID for grievance redressal purpose is marsonsltd@vsnl.com where complaints can be lodged by the investors.

* **Functions and activities:**

The Committee, inter alia, approves issue of duplicate certificates and oversees and reviews all matters connected with the securities transfer. The Committee also looks into redressal of Shareholders'/Investors' complaints like transfer of shares, non-receipt of Balance Sheet etc. during the year under review the Company has generally processed all the applications within time except for certain cases due to unavoidable reasons.

* **Share Transfer System:**

The Company's shares are traded in the Stock Exchange compulsorily in Demat mode. Shares in physical mode, which are lodged for transfer, are processed and returned to the Shareholders within the stipulated time.

During the year 86 Share transfer deeds comprising of 125250 shares were received for Physical Transfer. Requests received for dematerialization of shares were generally processed promptly. During the year total number of shares dematerialization were as follows:

NSDL	217050
CDSL	47250

13 Complaints have been received during the year and all of them were resolved within time and the number of complaints lying pending as on 31st March, 2009 was NIL.

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4. General Body Meetings:

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

Year	Location	Date	Time
2005-2006	Bhartiya Bhasha Parisad 36A, Shakespeare Sarani, Kolkata-700017	03.06.2006	11.00 A.M.
2006-2007	- do -	16.06.2007	11.30 A.M.
2007-2008	- do -	30.08.2008	11.30 A.M.

Note: All the Special Resolutions as proposed were passed on show of hands. Further there were no special resolutions required to be passed through Postal Ballot at any of the above general meetings. None of the resolutions proposed for the ensuing Annual General Meeting need to be passed by Postal Ballot.

Extra Ordinary General Meetings held in last three financial year:

Date	Venue	Time
12.03.2007	4, Chandni Chowk Street Kolkata – 700 072	11.00 a.m.
25.08.2007	4, Chandni Chowk Street Kolkata – 700 072	11.00 a.m.
25.06.2008	4, Chandni Chowk Street Kolkata – 700 072	11.00 a.m.
09.02.2009	4, Chandni Chowk Street Kolkata – 700 072	11.30 a.m.

5. Disclosures:

- (i) The financial statements are prepared following the Accounting Standards and there are no deviations from it.
- (ii) Disclosures on materially significant related party transactions, i.e. transactions of the Company of material nature, with its promoters, the Directors or the Management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the company at large:
There are no significant transactions with related parties which may have a potential conflict with the interests of the Company. The Register of Contracts containing transactions in which directors are interested is placed before the Board regularly.
- (iii) Details of non-compliance by the company, penalties, strictures imposed on the Company by the Stock Exchange or SEBI or any statutory authority or any matter related to Capital Markets, during the last three years:
There were no such significant instances of non-compliances of any matter related to the capital markets during the last year.
- (iv) The Company has complied with all the mandatory and non-mandatory requirements of the revised Clause 49 of the Listing Agreement. The extent of compliance of the following non-mandatory requirements are given below:
 - (a) With regard to training of Board Members, the directors of the Company are continuously trained in the business model of the Company and the risk profile of business parameters through various presentations at Board/Committee Meetings.
 - (b) With regard to Whistle Blower Policy, the Company is examining the formulation and implementation of the same, after which the same would be submitted to the Board.

6. Means of Communication:

The Company's Notice, Results etc. have generally been published in Business Standard (in English) and Arthiklipi (in Bengali), whereas the printed Annual Report alongwith statement of accounts and notices convening the Annual General Meeting are mailed to the shareholders.

7. Management Discussions 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 mars 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. NTPC and NHPC are setting up power project of 25000 MW and 20000 MW at an estimated cost of approximately Rs. 20 Billion in the North East, which will give us a tremendous opportunity.

Internal Control and System

The Company maintains an efficient internal control system and the management is constantly reviewing for achieving improved operational efficiency.

9. CEO/CFO Certificate

The CEO, i.e. Managing Director of the company and also the person leading the finance friction has certified to the Board the particulars as stipulated vide clause 49V of the Listing Agreement.

10. General Shareholder Information:

(a) Annual General Meeting:

Date & Time : Friday, the 7th day of August, 2009 at 11.30 A.M.
Venue : Bengal National Chamber of Commerce & Industry

(b) Financial Calender 2008-09(tentative)

Annual General Meeting (next year)	- September, 2010
Results for the quarter ending June 30, 2009	- Last week of July 2009
Results for the quarter ending Sept.30, 2009	- Last week of Oct, 2009
Results for the quarter ending Dec. 31, 2009	- Last week of Jan, 2010
Results for the quarter ending Mar. 31, 2010	- Last week of April, 2010

(c) Book Closure date:

03.08.2009 to 07.08.2009 (both days inclusive)

(d) Listing:

Shares are listed at : i) The Stock Exchange, Mumbai (Scrip ID: MARSON/ Scrip Code:517467)
Phiroze Jeejeebhoy Towers, Dalal Street
Mumbai – 400001.

The Listing Fee has been paid upto March,2010.

Demat : ISIN No. INE 415B01028

MARSONS

(e) Stock Market Rate :

		High(Rs)	Low(Rs)	No. of Shares	No. of Shares Traded
2008:	April	6.87	4.50	1700280	1918
	May	6.88	5.47	1816959	2147
	June	6.10	4.10	771006	1102
	July	4.79	3.60	763278	1131
	August	5.53	4.15	698892	972
	September	4.93	3.23	390638	683
	October	3.43	1.86	558651	720
	November	2.62	1.86	325529	428
	December	2.37	1.78	439214	545
2009:	January	2.41	1.71	333413	455
	February	2.01	1.66	228126	353
	March	1.95	1.26	445258	732

(f) Registrar & Share Transfer Agent : **Maheshwari Datamatics Private Limited**
6, Mangoe Lane, 2nd Floor Kolkata – 700001
Phone : 2243-5029/5809, 2248-2248
Fax : (033) 2248-4787
Email:mdpl@cal.vsnl.net.in

(g) (i) Distribution of Shareholding (as on 31.03.2009)

<u>Category</u>	<u>No. of Shares Held</u>	<u>% of Share Holding</u>
A. Promoter (s) Holding		
1. <u>Promoters</u>		
a. Indian Promoters	44513329	49.4593
b. Foreign Promoters	—	—
2. <u>Persons Acting in Concert</u>	—	—
Sub-Total	44513329	49.4593
B. Non-Promoters Holding		
3. <u>Institutional Investors</u>		
a. Mutual Funds and UTI	—	—
b. Banks, Financial Institutions, Insurance Companies(Central/ State Govt. Institutions/Non-Government Institutions)	—	—
c. FIIS	—	—
Sub-Total	—	—
4. <u>Others</u>		
a. Private Corporate Bodies	8309325	9.2326
b. Indian Public	28909094	32.1212
c. NRIs/OCBs	3866550	4.2962
d. Any Other	—	—
Sub-Total	45486671	50.5407
GRAND TOTAL	90000000	100.0000

(ii) Shareholding pattern(as on 31.03.2009)

Share Holding	Share Holder	%	No. of Shares	%
1 to 500	7314	35.7408	2407795	2.6753
501 to 1000	7562	36.9527	6286354	6.9848
1001 to 2000	2328	11.3761	3904655	4.3385
2001 to 3000	1153	5.6343	3004934	3.3388
3001 to 4000	451	2.2039	1685433	1.8727
4001 to 5000	526	2.5704	2556345	2.8404
5001 to 10000	628	3.0688	4811802	5.3464
10001 and above	502	2.4531	65342682	72.6030
Grand Total	20464	100.0000	90000000	100.0000

(iii) Holding Pattern as on 31.03.2009

	Shareholders		Share	
	No.	%	No.	%
Physical	5703	27.8685	6723447	7.4705
NSDL	10111	49.4087	73482674	81.6474
CDSL	4650	22.7228	9793879	10.8821
TOTAL	20464	100.0000	90000000	100.0000

- (h) i) Address for correspondence : 4, Chandni Chowk Street, Kolkata – 700072
 ii) Any query on Annual Report : 4, Chandni Chowk Street, Kolkata – 700072
 iii) Investor Correspondence : Maheshwari Datamatics Private Limited
 6, Mangoe Lane, 2nd Floor, Kolkata – 700001
 Phone No. : (033)2243-5029/5809, 2248-2248
 Fax No. : (033)2248-4787
 email : mdpl@cal.vsnl.net.in

11. Cautionary Statement:

Details given here in above relating to various activities and future plans may be 'forward looking statements' within the meaning of applicable laws and regulations. The actual performance may differ from those Expressed or implied.

12. Certificate :

The company has obtained the Certificate from the M/s. A. K. LABH & CO. Company Secretaries regarding compliance of Corporate Governance as stipulated in clause 49 of the listing agreement and the same is annexed.

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

On behalf of the Board
For Marsons Limited

Place: Kolkata
Date: 29.06.2009

G. C. Kotia
Chairman

MARSONS

A. K. LABH & CO.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata – 700 013.

**Certificate on compliance with the conditions of Corporate
Governance under Clause 49 of the Listing Agreement**

**To the Members of
Marsons Limited**

We have examined the compliance of Conditions of Corporate Governance by Marsons Limited, for the period ended on 31st March, 2009, as stipulated in clause 49 of the Listing Agreement of the Company with the Stock Exchanges.

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 nor an expression of opinion on the financial statements of the Company.

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

The Company has not appointed any Company Secretary in terms of Section 383A of the Companies Act, 1956.

We have been explained that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company as well as by the Share Transfer Agent.

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

For A. K. LABH & CO.
Company Secretaries

40, Weston Street,
3rd Floor, Kolkata – 700 013
Dated the 29th June, 2009

A. K. LABH
Proprietor

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 Financial Year Ended 31st March, 2009 and the same has also been noted by the Board.

Place : Kolkata
Date : 29.06.2009

Akhilesh Kotia
Managing Director

MARSONS

K. K. JAIN & CO.
Chartered Accountants
AUDITORS' REPORT

TO THE MEMBERS OF MARSOS LTD.

We have audited the attached Balance Sheet of Marsons Limited as at 31st March, 2009 and the related Profit & Loss Account and the Cash Flow Statement of the company for the year ended on that date, annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on test basis evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

1. As required by the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order, 2004, issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order to the extent applicable.
2. Further to our comments in the Annexure referred to in Paragraph 1 above, we state that:
 - a) We have 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 appears from our examination of such books.
 - c) The Balance Sheet, Profit & Loss Account and Cash Flow Statement referred to in this report are in agreement with the books of account.
 - d) In our opinion, the Profit & Loss Account, Balance Sheet and Cash Flow Statement of the Company comply with the Accounting Standards referred to in sub-section 3C of Section 211 of the Companies Act, 1956 subject to a) depreciation on wind power project not provided amounting to Rs.2353077 (previous year Rs.2235391) for the year as well as certain expenses mentioned in Schedule L of Notes being accounted for on cash basis and b) non-provision of gratuity liability of Rs.2267310 (previous year Rs.2774444) as at close of the year per note no.4 of Schedule L of Notes on Accounts.
 - e) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read in conjunction with Schedules A to L and subject to un-provided liability and depreciation as mentioned in para d above, give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view :
 - i. In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2009.
 - ii. In the case of the Profit & Loss Account, of the profit of the Company for the year ended on that date.
 - iii. In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For **K.K.Jain & Co.**
Chartered Accountants

P-21/22, Radhabazar Street
Kolkata -700001
Dated the 29th day of June 2009

(P.K.Jain)
Partner - M. No.: 52018

ANNEXURE

1. a) The Company has maintained proper records showing full particulars including quantitative details and location of the Fixed Assets.
- b) There is a regular program of physical verification, which in our opinion is reasonable, having regard to the size of the Company and the nature of fixed assets. No material discrepancies have been noticed in respect of the assets physically verified during the year.
- c) The Company has not disposed off substantial part of fixed assets during the year.
2. a) Inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- b) The procedures of physical verification of stocks followed by the management are adequate in relation to the size of the Company and the nature of its business.
- c) The Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and book records were not material and have been properly dealt with in the books of account.
3. a) The Company has not taken loans from any parties covered in the register maintained u/s 301 of the Companies Act, 1956.
- b) The company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained u/s 301 of the Companies Act, 1956.
4. In our opinion, and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventory and fixed assets and for the sale of goods. During the course of our audit, no major weakness was noticed in the internal control system.
5. a) According to the information and explanations given to us, contracts or arrangements that need to be entered into the register maintained in pursuance of section 301 of the Companies Act, 1956 have been so entered.
- b) The transactions made in pursuance of such contracts or arrangements have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time
6. The Company has not accepted deposit from the public to which the provisions of Section 58A and 58AA of the Co's Act and the rules framed there under apply.
7. In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
8. We are informed that the Central Government has not prescribed maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956.
9. a) According to the information and explanations given to us and the records examined by us, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Excise Duty, cess and other statutory dues with the appropriate authorities and there are no undisputed statutory dues outstanding as at 31st March, 2009, for a period of more than six months from the date they became payable.
- b) According to the records of the Company, the following dues are not deposited on account of disputes pending at various forums

Name of the Statute	Nature of dues	Amount (Rs. in Lacs)	Year to which amount relates	Forum where dispute is pending
Income Tax Act	Income Tax	11.38	2002-03	ITAT [Appeals]
Income Tax Act	Income Tax	14.03	2003-04	U/S.154 Rectification
Income Tax Act	Income Tax	15.59	2004-05	ITAT [Appeals]
Total		41.00		

MARSONS

- 10 The Company has not incurred cash loss in the current year and in the immediately preceding financial year and there are no accumulated losses in the balance sheet as on 31st March, 2009.
- 11 Based on the information and explanations given to us, the Company has not defaulted during the year in repayment of dues to any financial institutions or banks, except with one institution, matter pending in court.
- 12 Based on our examination of the records and the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- 13 As the Company is not a chit fund, nidhi, mutual benefit fund or society the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
14. As the Company is not dealing or trading in shares, securities, debentures and other investments, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
15. According to the information and explanations received, the Company has not given any guarantees for loans taken by others from bank or financial institutions.
16. According to the information and explanations received, the term loans were applied for the purpose for which the loans were obtained.
17. Based on our examination of the records and according to the information and explanations received, the Company has not applied short term borrowings for long term use.
18. The company has issued and allotted 44,32,100 equity shares of Rs. 2/- each at an exercise price of Rs. 3.20 each on preferential basis to Mrs. Charu Kotia during the year to meet for working capital requirement of the company and to finance the expansion plans of the company.
19. The Company has not issued any debentures during the year.
20. The Company has not raised any money by way of public issue during the year.
21. As per the information and explanation given to us, no fraud on or by the Company has been noticed during the year.

For K.K.Jain & Co.
Chartered Accountants

P-21/22, Radhabazar Street
Kolkata – 700 001
Dated the 29th day of June 2009

(P.K.Jain)
Partner – M. No.: 52018

MARSONS LIMITED
BALANCE SHEET AS AT 31ST MARCH 2009

Schedule		As at 31st March, 2009		As at 31st March, 2008
	Rs.	Rs.	Rs.	Rs.

SOURCES OF FUNDS**SHAREHOLDER'S FUNDS**

Share Capital	A	180000000		108000000	
Reserves & Surplus	B	<u>239752227</u>	419752227	<u>218769698</u>	326769698

LOAN FUNDS

Secured Loan	C	125293645		144418330	
Unsecured Loan	D	<u>3436408</u>	128730053	<u>19140647</u>	163558977
Deferred Tax Liability			<u>20595178</u>		<u>23507748</u>
			<u>566194526</u>		<u>513836423</u>

APPLICATION OF FUNDS

Fixed Assets	E	423211495		419929740	
Less : Depreciation		<u>146879854</u>		<u>135156072</u>	
		276331641		284773668	
Add : Capital Works in Progress		<u>5636594</u>	281968235	<u>1372948</u>	286146616
Investments	F		102567768		7601768
Current Assets, Loans & Advances	G	342894996		380336235	
Less : Current Liabilities & Provisions	H	162313198	180581798	161459511	218876724
Miscellaneous Expenditure (To the extent not written off)	I		<u>1076725</u>		<u>1211315</u>
			<u>566194526</u>		<u>513836423</u>
Notes Forming Part of the Accounts	L				

Per our Report attached

for and on behalf of the Board

For K. K. Jain & Co.
Chartered Accountants

Gyan Chand Kotia
Chairman

Akhilesh Kotia
Managing Director

P. K. Jain
Partner
P-21/22, Radha Bazar Street
Kolkata - 700 001
Dated the 29th day of June 2009

Charu Kotia
Executive Director

Manoj Banka
Director

MARSONS

MARSONS LIMITED

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDD 31ST MARCH 2009

Schedule	As at 31st		As at 31st	
	Rs.	Rs.	Rs.	Rs.
INCOME				
Gross Sales	438100372		597130885	
Less: Excise Duty	43994480		63863338	
Net Sales		394105892		533267547
Closing Stock		41481900		13769751
Other Income	J	2367367		785080
		<u>437955159</u>		<u>547822378</u>
EXPENDITURE				
Stock at Commencement		13769751		65063200
Manufacturing & Other Expenses	K	379671135		441517180
INTEREST				
On Secured Loan	20649411		15125142	
On Unsecured Loan	354248		945080	
Others	3186141	24189800	4811984	20882206
Depreciation	11740233		11582155	
Less: Transferred from Revaluation Reserve for the year	3297778	8442455	3297778	8284377
		<u>426073141</u>		<u>535746963</u>
PROFIT (for the year)		11882018		12075415
Less: Extra Ordinary Item-settlement of disputed claims		24876295		---
		(12994277)		
Less: Provision for Taxation	---		2998984	
Less: Provision for FBT (for the year)	155000		140639	
	155000		3139623	
Add: Provision for Deferred Tax Asset	4416755		---	
Add: Provision for Deferred Tax Assests/Liabilities	1378747	5640502	1266018	(4405641)
		(7353775)		7669774
Add: Surplus Brought Forward From Previous Year		18384496		10714722
		<u>11030721</u>		<u>18384496</u>
APPROPRIATIONS				
Transfer to General Reserve		---		---
Surplus Carried to Schedule'B'		---		---
		<u>11030721</u>		<u>18384496</u>
Basic/diluted earning per share before Extraordinary Item		0.10		0.14
Basic/diluted earning per share after Extraordinary Item (Face Value of Rs. 2/- each)		(0.08)		0.14

Notes forming Part of the Accounts Schedule 'L'
Per our Report attached

for and on behalf of the Board

For K. K. Jain & Co.
Chartered Accountants

P. K. Jain
Partner
P-21/22, Radha Bazar Street
Kolkata - 700 001
Dated the 29th day of June 2009

Gyan Chand Kotia
Chairman

Charu Kotia
Executive Director

Akhilesh Kotia
Managing Director

Manoj Banka
Director

MARSONS LIMITED
SCHEDULES FORMING PART OF THE BALANCE SHEET

	As at 31st March 2009 Rs.	As at 31st March 2008 Rs.
<u>SCHEDULE 'A'</u>		
<u>SHARE CAPITAL</u>		
<u>Authorised</u>		
9,00,00,000 Equity Shares of Rs. 2/- each (Previous year 75000000 equity share)	<u>180000000</u>	<u>150000000</u>
<u>Issued & Subscribed</u>		
9,00,00,000 Equity Shares of Rs.2/- each fully paid up. (5,40,00,000 Equity Shares of Rs. 2/- each)	<u>180000000</u>	<u>108000000</u>
<u>Of the above</u>		
a) 1,80,00,000 Equity Shares @ Rs. 2/- each have been issued as fully paid up Bonus Share by Capitalisation of Reserve and Share Premium amount.		
b) 5,28,300 Equity Shares @ Rs. 2/- each have been issued as fully paid up for consideration other than cash pursuant to a contract		
c) 3,15,67,900 Equity Shares @ Rs. 2/- each have been issued as fully paid up for consideration other than cash pursuant to merger of Marson's Transformer Limited to their shareholders.		
 <u>SCHEDULE 'B'</u>		
<u>RESERVES & SURPLUS</u>		
<u>Capital Subsidy</u>		
From State Government against capital investment	<u>1250000</u>	<u>1250000</u>
<u>General Reserve</u>		
Per last Balance Sheet	<u>18180909</u>	<u>18180909</u>
Share Premium	<u>5318520</u>	<u>---</u>
	<u>23499429</u>	<u>18180909</u>
Less: Debit Balance of P & L of Marson's Transformers Ltd.	<u>834438</u>	<u>---</u>
(Transferred due to Amalgamation)	<u>23914991</u>	<u>19430909</u>
Capital Reserve (Due to Amalgamation)	<u>27150000</u>	
 <u>Revaluation Reserve</u>		
Per last Balance Sheet	<u>180954293</u>	<u>184252071</u>
Less : Transfer to Profit & Loss Account	<u>3297778</u>	<u>3297778</u>
Surplus as shown in the Profit & Loss Account	<u>11030721</u>	<u>180954293</u>
	<u>239752227</u>	<u>18384496</u>
		<u>218769698</u>

MARSONS

MARSONS LIMITED
SCHEDULE FORMING PART OF THE BALANCE SHEET (Contd.)

	As at 31st March 2009 Rs.	As at 31st March 2008 Rs.
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SCHEDULE 'C'

SECURED LOAN

From Allahabad Bank

For Working Capital

(Against hypothecation of stores movable
& immovable Assets, Book Debts & Other
receivables both present & future)

For Over Draft A/c	70432272	---
Cash Credit	<u>24266060</u>	<u>120544693</u>
	94698332	120544693

The above loans are jointly and severally
guaranteed by the Chairman & Managing
Director of the Company

LONG TERM

From Rural Electrification Corporation Limited

Against Wind Mill Power Project	29466235	23388252
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DEFERRED LIABILITIES

From ICICI Bank Ltd.	<u>1129078</u>	485385
(Against Hypothecation of Motor Cars)	<u>1129078</u>	485385
	<u>125293645</u>	<u>144418330</u>

SCHEDULE 'D'

UNSECURED LOANS

Short Term Loans

Intercorporate Deposit from

Joint Stock Companies	2218003	3234740
From Directors	1218405	2200000

Bill Discounting

From HSBC Factoring Services	---	13705907
	<u>3436408</u>	<u>19140647</u>
	<u>3436408</u>	<u>19140647</u>

MARSONS LIMITED

2008-2009

Schedule forming part of the Audited Balance Sheet

SCHEDULE "E"

Particulars	Gross Block				Depreciation				Net Block	
	Cost as on 01.04.08	Addition During the year	Deduction/ Sales/Ajust during the year	Cost as on 31.03.09	upto March 2009	Addition during the year	Deduction/ Sales/Adjust during the year	upto March 2009	As at 31.03.09	As at 31.03.08
Air Conditions	751269	371693	---	1122962	573513	48756	---	622269	500693	177756
Data Processing Machine Accessories	2224188	432367	---	2656555	1044548	382374	---	1426922	1229633	1179640
Electrical Installation	8164157	105208	---	8269365	4839422	388785	---	5228207	3041158	3324735
Factory Building	75753500	---	---	75753500	33704820	2529257	---	36234077	39519423	42048680
Office Building	---	4677836	---	---	---	---	---	---	---	---
Factory/Office Machines Equipmt	1013834	77300	---	1091134	653859	47081	---	700940	390194	359975
Land with Factory Shed	220639	---	---	220639	101571	7369	---	108940	111699	119068
Furniture & Fixtures	2175394	254899	---	2430293	1210804	86230	---	1297034	1133259	964590
Goodwill	300000	---	---	300000	---	---	---	---	300000	300000
Impluse Testing Set	23344492	---	---	23344492	9596656	1108863	---	10705519	12638973	13747836
Laboratory Equipmt(Rech. Dev.)	4500000	---	---	4500000	2351726	213750	---	2565476	1934524	2148271
Land for Wind Farm	1620237	---	---	1620237	---	---	---	---	1620237	1620237
Land with Development	107703000	---	---	107703000	---	---	---	---	107703000	107703000
Motor Car & Other Vehicles	3401918	875754	144231	4133441	2198667	405126	16451	2587342	1546099	1203251
Plant & Machinery	100758005	415946	499000	100674951	41379261	4557625	---	45936886	54738065	59378744
Power House	9200000	---	---	9200000	4872408	437000	---	5309408	3890592	4327592
Testing Equipments	27368405	1145906	---	28514311	10960951	1320885	---	12281836	16232475	16407454
Transformer Oil Plant	3555905	---	---	3555905	1597675	168905	---	1766580	1789325	1958230
Tube Well	13937	---	---	13937	11971	227	---	12198	1739	1966
Weightment & Measurment	800000	---	---	800000	623171	38000	---	661171	138829	176829
Wind Power Project	47060860	245913	---	47306773	19435049	---	---	19435049	27871724	27625811
Total	419929740	8602822	643231	423211495	135156072	11740233	16451	146879854	276331641	284773668
Capital work-in-progress	---	---	---	---	---	---	---	---	5636594	1372948
Grand Total	---	---	---	---	---	---	---	---	281968235	286146616
Previous Year	402181766	17747974	---	419929740	123573917	11582153	---	135156072	286146616	

== 25 ==

SCHEDULE FORMING PART OF THE BALANCE SHEET (Contd.)

	As at 31st March 2009 Rs.	As at 31st March 2008 Rs.
--	------------------------------------	------------------------------------

SCHEDULE 'F'INVESTMENTS (At Cost)QUOTED

In Fully Paid up Equity Shares of

Joint Stock Companies of Rs. 10/- each

800	Shares of Steel Authority of India Ltd.	17568	17568
200	Shares of Punjab Communication Ltd.	50000	50000
250000	Shares of Advance Power Infra Tech Ltd.	2500000	2500000
476520	Shares of Marson's Textiles Ltd.	4765200	4765200
	(Market value not available Previous year not available)		
		7332768	7332768

UNQUOTED

In Fully Paid up Equity Shares of Companies

4000	Shares of Rs. 10/- each of Venus Construction Pvt. Ltd.	40000	40000
450	Shares of Rs. 100/- each of Banmore Electricals Pvt. Ltd.	45000	45000
5000	Shares of Rs. 10/- each Kotson's Pvt. Ltd.	50000	50000
500000	Shares of Rs. 10/- each of Advance Power Technologies Ltd. (Formerly A.P.Electricals Pvt. Ltd.)	5000000	34,000
1500000	Shares of Rs. 6/- each of Advance Power Technologies Ltd. (Formerly A.P.Electricals Pvt. Ltd.)	90000000	
10000	Shares of Rs. 10/- each of Marson's Instruments Pvt. Ltd.	100000	100000
		102567768	7601768

MARSONS LIMITED
SCHEDULE FORMING PART OF THE BALANCE SHEET (Contd.)

	As at 31st March 2009 Rs.	As at 31st March 2008 Rs.
SCHEDULE 'G'		
Current Assets, Loans & Advances		
Current Assets		
Stocks		
Stores :	541000	657648
Raw Materials :	38001499	67845913
Stock in Trade		
Work-In-Progress		
(per inventories taken		
valued & certified by Management)	41481900	13769751
	80024399	82273312
Sundry Debtors		
Unsecured, Considered Good		
Over Six Months	11470920	39112382
Others	177923774	206004219
	189394694	245116601
Cash-in hand	252730	132347
Amalgamation Cash	278945	---
(Certified by the Management)	531675	132347
With Scheduled Banks		
In Current Accounts	123431	4574921
In Fixed Deposit Account	14810960	10932025
	14934391	15506946
Loans & Advances		
Unsecured, Considered Good		
Advances Recoverable in Cash or in kind	9860974	18398662
Advance Payment of Income Tax	9860137	7679029
Balance With Central Excise Authorities	1919909	721281
Excise Duty Claim	1004741	1004741
Deposit	6495923	4100555
Advance Fringe Benefit Tax	566337	483494
Purchase Tax (Old)	300000	300000
TDS Receivable	551103	---
Work Contract Tax	1420255	1088168
Value Added Tax	345806	664231
Goods in Transit	25684652	2866868
	342894996	380336235

MARSONS

MARSONS LIMITED
SCHEDULES FORMING PART OF THE BALANCE SHEET

	As at 31st March 2009 Rs.	As at 31st March 2008 Rs.
--	------------------------------------	------------------------------------

SCHEDULE 'H'**Current Liabilities & Provisions****Current Liabilities****Sundry Creditors**

Due to Small and Micro Enterprises	---	587691
Other Creditors	<u>107808322</u>	<u>129531452</u>
	107808322	130119143
Sundry Liabilities	1241004	1813840
Trade Advance & Deposits	44222056	14538889
Other Liabilities	94774	5612545
Outstanding Liabilities	1552284	2135336
Provision for IT & FBT	7394758	7239758
	<u>162313198</u>	<u>161459511</u>

SCHEDULE 'I'

Deferred Revenue Expenditure	<u>1076725</u>	<u>1211315</u>
	1076725	1211315

MARSONS LIMITED
SCHEDULES FORMING PART OF THE PROFIT & LOSS A/C (Contd.)

SCHEDULE 'J'**Other Income**

Interest On Fixed Deposits with Bank (TDS Deducted Rs.Nil)(Prev.year Rs.Nil)	1643644	283620
Other Interest	84716	64051
Discount On Purchase	---	41729
Profit on Sale of Fixed Assets	142466	---
Profit on Sale of Investment	180200	---
Rental Income	316341	395680
	<u>2367367</u>	<u>785080</u>

MARSONS LIMITED
SCHEDULE FORMING PART OF THE BALANCE SHEET (Contd.)

	As at 31st March 2009 Rs.	31st M. 20 R.
<u>SCHEDULE 'K'</u>		
<u>Purchases</u>		
Raw Materials Consumed		
Opening Stock	67845913	79125000
Purchases	291209978	374375599
	<u>359055891</u>	<u>453500599</u>
Less : Closing Stock	38001499	321054392
		<u>67845913</u>
Manufacturing Expenses	4126928	5941156
Consumption of Stores & Spare Parts	2598156	2004538
Salaries , Wages & Bonus	7822274	7883851
Gratuity	636679	1199545
Contribution to Provident & Other Funds	1586661	1058366
Workmen & Staff Welfare Expenses	24656	136993
Power & Fuel	2592225	3286203
Rent	318356	796848
Rates & Taxes	938600	643324
Insurance Expenses	541450	842975
Miscellaneous Expenses	14274350	10808186
Data Processing & Consultancy Charges	98298	70237
Services after Sales	623844	402815
Freight Packing and Delivery Charges	7867131	9477471
Audit Fees	80002	80002
Auditor Expenses in Other Capacity	122468	80045
Bank Charges	8330754	5362461
Brokerage & Commission	1539950	760584
<u>Repairs</u>		
Machineries	691448	1720872
Buildings	180274	101393
Others	590145	83340
		<u>1905605</u>
Directors Remuneration	1915000	2375000
Charity & Donation	21102	1501
Sales Tax (Earlier Year)	1094214	744788
Employment Tax Earlier Year	1778	---
	<u>379671135</u>	<u>441517180</u>

for and on behalf of the Board

For K. K. Jain & Co.
Chartered Accountants

P. K. Jain
Partner
P-21/22, Radha Bazar Street
Kolkata - 700 001
Dated the 29th day of June 2009

Gyan Chand Kotia
Chairman

Charu Kotia
Executive Director

Akhilesh Kotia
Managing Director

Manoj Banka
Director

MARSONS LIMITED

Notes forming part of the Accounts

Schedule 'L'

Significant Accounting Policies

1. Basis of Accounting

a) The accounts are prepared in accordance with historical cost convention and modified by revaluation of certain fixed assets. Both income and expenditure are recognized on accrual basis except for insurance, bonus, leave encashment and gratuity accounted as and when paid.

b) Fixed Assets

Fixed assets are stated at original cost less depreciation with the exception of Land and Factory Building, which were revalued in 1988-89 & 2006-07, to correspond to the market values as per valuation certificate.

c) Depreciation

Depreciation on fixed assets has been calculated on straight-line method in accordance with Schedule XIV of the Companies Act, 1956. Additional charge of depreciation on differential increase in value arising out of revaluation is adjusted against withdrawal from revaluation reserve.

d) Investments

Investments held are long term in nature and stated at cost unless there is permanent diminution in value.

e) Inventories

Inventories are valued at lower of cost and estimated net realisable value including excise duty. Raw Materials and stores & spares have been accordingly valued at average cost. Work-in-progress has been valued at cost including conversion costs incurred to bring the same to present location and condition.

f) Sales

Sales include excise duties, remission of sales tax on expanded unit and scrap sales.

g) Revenue Recognition

Sales of transformers is recognised on dispatch of goods to the customers and of power sale on bill raised.

h) Retirement Benefits

i) Defined Contribution Plans

Contribution to provident fund, pension schemes and employees state insurance scheme are defined contribution schemes and are charged to profit and loss account for the year. The Company makes specified monthly contributions towards employees provident fund to the Regional Provident Fund Commissioner. Compensated absences are short term and recognized on an undiscounted accrual basis during the period when the employee renders service.

ii) Defined Benefit Plans

Gratuity liability is a defined benefit obligation and is provided for on the basis of actuarial valuation made at the end of each financial year using project unit credit method

Contribution is made annually to Gratuity Fund under approved Group Gratuity scheme with Life Insurance Corporation of India and charged to revenue.

2. Aggregate amount of guarantees furnished by the banks on behalf of the company to various State Electricity Board are Rs. 6,49,82,558 (Previous year Rs. 6,11,90,753) which are secured by deposits of Fixed Deposit Receipts amounting to Rs. 1,48,10,960 (previous year Rs. 1,09,32,025) with banks.

3. The company has during the year recognized an expense of Rs.1343795 (Previous year Rs.1058366) towards defined contribution plans.

MARSONS

4. In respect of gratuity liability, under defined benefit plan, the company has set up a Group Gratuity Scheme by entering into a scheme of insurance with Life Insurance Corporation of India, for providing Gratuity benefits to its employee and a sum of Rs. 7,50,000 (Previous Year – Nil) has been contributed during the year to Marsons Electrical Ltd., Group Gratuity Scheme with Life Insurance Corporation of India. The company is yet to make funding to LIC to the extent of Rs.2190598. Further the company has obtained the certificate for valuation of liabilities of retirement benefit during the year in compliance to accounting standard 15 (Revised) of ICAI according to which the net liability yet to be recognized in Balance Sheet is Rs. 22,67,310/-.
5. The company is contingently liable for the demand of sales tax (WBST) raised by the West Bengal Sales Tax Act, 1994 for Rs.1166772/- against which Rs.541271/-has been deposited on the order of the Appeal Authority as the Co. has appealed against the above order before Sales Tax Authority.
6. **Loans & Advances and Sundry Creditors include**
Due to a Company under the same management Rs.2367605.14 & Due from a Company under the same management Rs.12261825.90 (Previous year Rs. 9751050).
7. Based on information made available with the Company, there are no dues to micro and small enterprises as defined in Micro, Small and Medium Enterprises Development Act, 2006. Further no interest during the year has been paid or payable under the terms of this Act.
8. Investment include 10000 shares of Rs.10 each of Marson's Instruments Pvt. Ltd. at a cost of Rs. 100000 and 2000000 shares of Rs.10 each of Advance Power Technologies Ltd. (Formerly - A. P. Electricals Pvt. Ltd.) at a cost of Rs. 95000000, such company being under the same management.
9. All the debtors, creditors & other receivables from/to the parties are subject to confirmation.
10. Out of sanctioned capital subsidy by Govt. of West Bengal on capital investment of Rs.15 lacs, the company has received and accounted for of a sum of Rs. 12.50 lacs, and pending amount will be accounted on receipt.
11. Miscellaneous Expenses include payment to Auditors as under:
- | | <u>2008-2009</u> | <u>2007-2008</u> |
|----------------------|------------------|------------------|
| | Rs. | Rs. |
| Audit Fees | 60001 | 60001 |
| Tax Audit Fees | 20001 | 20001 |
| For Taxation Matters | 7501 | 7501 |
| For Certification | 112967 | 72544 |
| | <u>200470</u> | <u>160047</u> |
12. Directors' Remuneration includes payment to Managing Director with commission Rs.19,15,000 - (Previous year Rs.2375000). Contribution to Provident Fund & Other includes Rs.54,000 paid for Directors.
13. In accordance with Accounting Standard (AS13) of the Institute of Chartered Accountants of India, the long term investments held by the Company are to be carried at cost. Diminution in the value of some investments if any has not been made as amount not ascertainable in view of market value not available. The Company however does not anticipate any decline being permanent in nature.
14. Current Account with the Directors having credit balances of Rs.8,67,802 as on 31st March, 2009.
15. a) Pursuant to the Scheme of Arrangement (the Scheme) between the Company and Marson's Transformers Ltd., which was under the same management, the entire assets and liabilities of Marson's Transformers Ltd. stood transferred to and vested in the Company with effect from the appointed date i.e. 1st April, 2007. The Scheme has been sanctioned by the Hon'ble High Court at Kolkata on 9th July, 2008, the certified copy being received by the company on 24th July, 2008 and accordingly given effect to in these accounts.

MARSONS

- b) In accordance with the abovementioned Scheme, 31675000 equity shares of Rs.2 each fully paid up of the Company, have been issued to the equity shareholders of the amalgamating company, in lieu of 9050000 equity shares held by the shareholders in such company, in the ratio of seven equity shares of the Company for every two equity shares held in Marson's Transformers Ltd. Further on account of cross holdings in the Company of the amalgamating company, 107100 equity shares of Rs.2 each fully paid up out of 31675000 equity shares referred to above are not to be issued and hence cancelled. Hence the balance 31567900 equity shares of Rs.2 each have been allotted, the same have been shown in Schedule 'A' under Issued, Subscribed & Paid Up Share Capital Account.
- c) In terms of the Scheme, all assets and liabilities including reserves of the merging company have been incorporated in the books of the Company at the respective book values (based on audited accounts of Financial Year 2007-08) adopting "Pooling of Interests Method". The difference between the consideration and book value of net assets acquired has been credited to Capital Reserve of Rs.271.50 lacs.
15. During the year the Company has made an out of court settlement with Rural Electrification Corporation (REC) against the case which was pending in DRT since long, the liability being settled for Rs. 4,77,36,388 and adequate provision has been made in the accounts thereof.
16. Previous year's figures have been re-arranged and/or re-grouped, wherever necessary.
17. Additional information pursuant to the provisions of Part II of the Schedule VI of the Companies Act, 1956.
- a) Licensed Capacity : Not applicable
- b) Installed Capacity (Transformers) : 1200000 KVA
General of Power : 1.225 MW
- c) Goods Manufactured : Transformers (Power & distribution)
& Generation of Power.
- d) Production, Stocks and Sales :

Class of goods	Unit	Opening Stock	Purchase Quantity	Production Quantity	Closing Stock Quantity	Sales	
						Quantity	Amount
Transformers	KVA	(Nil)	(Nil)	833660 (881825)	Nil Nil	833660 (881825)	437395893 (596238174)
Generation of Power	Unit	(Nil)	(Nil)	283452 (337684)	Nil Nil	283452 (337684)	704479 (892711) 438100372 (597130885)

18. i) Including Excise Duty scrap sale of Rs. 295895 (Previous year Rs. 99632)
- ii) Raw Materials Consumed

Raw Materials Consumed	Unit	Quantity	Amount Rs.
C.R.G.O Lamination	Kgs.	381121.000 (528004.000)	106897716 (117365213)
DPC & TPC (Copper Wires & Strips)	Kgs.	240167.000 (348629.000)	161990127 (146424180)
DPC & Aluminum Wires & Strips	Kgs.	1879.600 (2540.000)	360883 (487680)
Iron (M.S. Plates, Channels, Angles, Sheet etc.)	Kgs.	317358.000 (347463.500)	16381478 (19457956)
Radiators	Pcs.	591.000 (687.000)	10198295 (11060463)
T.O.B.S	Ltrs.	315722.000 (605801.000)	18171733 (30895851)
Other Materials			7054160 (59020119)
Total			321054392 (385654686)

iii) Value of Raw Materials Consumed

Value of Raw Materials Consumed	2008-2009		2007-2008	
	Rs.	%	Rs.	%
Imported (CIF Value)	21405450	6.67	15967553	25.32
Indigenous	299648942	93.33	365487133	74.68
Total	321054392	100.00	385654686	100.00

iv) C I F Value of imports

- a) Raw Materials : 21405450
(15967553)
- b) Raw Materials : 25684652
(NIL)

- v) F.O.B. Value of Goods Exported : 39608000
(NIL)

- vi) Value of goods sold under Deemed Export Order (under international Bidding for Project Approved by International Bank for Reconstruction & Development) : NIL
(9565000)

19. **Related Party Disclosures**

"Related party disclosures as required by AS-18"

"Related party disclosures" are given below:

1. Relationships:

- a) Key Management Personnel and their relatives :

Mr. G.C. Kotia
Mr. Akhilesh Kotia
Mrs. Charu Kotia
Mr. Nikhilesh Kotia

- b) Enterprises over which the Key Management personnel and/or their relatives have significance influence :

Advance Power Infra Technologies Ltd. (Formerly Marson's Power & Infrastructure Dev. Ltd)
Advance Power Technologies Ltd. (Formerly A.P. Electrical Pvt. Ltd.)

2. The following transactions were carried out with the related parties in the ordinary course of business. Details relating to parties referred to in item 1(a) and 1(b) above :

Particulars	In relation to Item 1(a) (Rs.)	In relation to Item 1(b) (Rs.)
Remuneration & Commission	1915000 (2375000)	-
Rent (Paid)	24000 (24000)	- (115920)
Rent (Received)	54764 -	124467 -
Finance (Taken)	118452 (3787678)	-
Outstanding Payable	1499063 -	- (19579640)
Outstanding Receivable	200000 (-)	20151905 (9751050)

MARSONS

20. **Deferred Tax Liability consists of:**

Opening Deferred Tax Liability	Rs.	23507748
Less : During the year	Rs.	1378747
Less: Deffered tax asset due to loss	Rs.	<u>4416755</u>
Closing Deferred Tax Liabilities	Rs.	<u>17712246</u>

21. **Earnings Per Share (EPS)**

Basis for calculation of basic and diluted earning per share as per Accounting Standard 20 of ICAI as under :

	2008-2009	2007-2008
Profit attributed to equity shareholder before extraordinary item	9067067	7669774
Profit attributed to equity shareholder after extraordinary item	(7353775)	7669774
No. of equity shares (of Rs.2/- each)	90000000	54000000
Earnings per share before extraordinary item	0.10	0.14
Earnings per share after extraordinary item	(0.08)	0.14

22. As the Company's business activities primarily falls within single segment viz. Transformers, the disclosure requirement of Accounting Standard "17 segment Reporting" issued by Institute of Chartered Accountants of India is not applicable.

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MARSONS LIMITED

Cash Flow Statement for the year ended 31st March 2009

	For the year ended 31st March 2009		For the year ended 31st March 2008	
	Rs	Rs	Rs	Rs
A. Cash Flow from operating Activities				
Net profit before tax & extraordinary item		11882021		12075415
Adjustment for				
Depreciation	8442455		8284377	
Miscellaneous Expenditure written off	134590		84138	
Dividend Received	---		---	
Interest (net)	22461440		20534535	
Profit on Sale of Fixed Asset	(270246)		---	
Loss on sale of fixed assets	127780		---	
Profit on sale of Shares	(180200)		---	
Extra ordinary Item				
		<u>30715819</u>		<u>28,903,050</u>
		42597840		40,978,465
Operating Profit before working Capital Charges				
Adjustment For				
Trade & other receivables	37952599		(52080388)	
Inventories	2248913		62345571	
Trade Payable	580237		(14672789)	
		<u>40781749</u>		<u>(4407606)</u>
		83379589		36570859
Cash Generated from operation				
Direct taxes paid		(2815054)		(4200904)
Interest Paid		(3186141)		(4811984)
		77378394		27557971
Cash flow before Extra ordinary item				
Extraordinary items		(24876295)		---
Deferred Revenue expenditure		---		---
		<u>52502099</u>		<u>27557971</u>
Net Cash from operating Activities				
B. Cash Flow from Investing Activities				
Purchase of Fixed Assets		(8032580)		(18670922)
Sale of fixed assets		643231		---
Purchase of Shares		(5000000)		---
Interest received		1728360		347671
Dividend received		---		---
		<u>(10660988)</u>		<u>(18323251)</u>
C. Net Cash used in financing Activities				
Cash Flow from Financing Activities				
Proceeds from Borrowings		(34828924)		5985124
Increase in Share Capital		13818245		---
Capital Subsidy		---		---
Interest Paid		(21003659)	(24189800)	(16070222)
		<u>(42014338)</u>		<u>(10085098)</u>
Net Cash from Financing Activities				
Net increase in cash and cash equivalent (A+B+C)		<u>(173227)</u>		<u>(850378)</u>
Cash and Cash equivalent as on 01.04.2008		15639293		16489671
Cash and cash equivalent as on 31.03.2009		15466066		15639293
		173227		850378
Dated the 29th day of June, 2009		173227		

MARSONS

MARSONS LIMITED

Cash Flow Statement for the year ended 31st March 2009

	For the year ended 31st March 2009		For the year ended 31st March 2008	
	Rs	Rs	Rs	Rs
A. Cash Flow from operating Activities				
Net profit before tax & extraordinary item		11882021		12075415
Adjustment for				
Depreciation	8442455		8284377	
Miscellaneous Expenditure written off	134590		84138	
Dividend Received	---		---	
Interest (net)	22461440		20534535	
Profit on Sale of Fixed Asset	(270246)		---	
Loss on sale of fixed assets	127780		---	
Profit on sale of Shares	(180200)		---	
Extra ordinary Item				
		30715819		28,903,050
		42597840		40,978,465
Operating Profit before working Capital Charges				
Adjustment For				
Trade & other receivables	37952599		(52080388)	
Inventories	2248913		62345571	
Trade Payable	580237		(14672789)	
		40781749		(4407606)
Cash Generated from operation		83379589		36570859
Direct taxes paid		(2815054)		(4200904)
Interest Paid		(3186141)		(4811984)
		77378394		27557971
Cash flow before Extra ordinary item				
Extraordinary items		(24876295)		---
Deferred Revenue expenditure		---		---
Net Cash from operating Activities		52502099		27557971
B. Cash Flow from Investing Activities				
Purchase of Fixed Assets		(8032580)		(18670922)
Sale of fixed assets		643231		---
Purchase of Shares		(5000000)		---
Interest received		1728360		347671
Dividend received		---		---
		(10660988)		(18323251)
C. Net Cash used in financing Activities				
Cash Flow from Financing Activities				
Proceeds from Borrowings		(34828924)		5985124
Increase in Share Capital		13818245		---
Capital Subsidy		---		---
Interest Paid		(21003659)	(24189800)	(16070222)
		(42014338)		(10085098)
Net Cash from Financing Activities				
Net increase in cash and cash equivalent (A+B+C)		(173227)		(850378)
Cash and Cash equivalent as on 01.04.2008		15639293		16489671
Cash and cash equivalent as on 31.03.2009		15466066		15639293
		173227		850378
Dated the 29th day of June, 2009		173227		

MARSONS LIMITED

REGD. OFFICE : 4 CHANDNI CHOWK STREET KOLKATA - 700 072

PROXY FORM

I/We _____
of _____
being a Member/s of Marson's Limited hereby appoint _____
_____ of _____

or failing him of _____
as my/our proxy to vote for me/us an my/our behalf at the 32nd
Annual General Meeting of the Company to be held on National Bengal Chamber of Commerce & Industry, 23,
R. N. Mukherjee Road Kolkata - 700 001 on Friday, 7th day of August, 2009 at 11.30 A.M. and at any adjournment
thereof.

At witness my/our hand this _____ day of _____ 2009

Signature by the said _____

Folio No. _____

Client-ID No. _____

DP-ID No. _____

No of Shares held _____

Note : This proxy must be returned so as to reach the Registered Office of the Company not less than 48 hours
before the time for holding the aforesaid meeting.

MARSONS LIMITED

ATTENDANCE SLIP

I hereby record my presence t the 32nd Annual General Meeting of the Company to be held on National Bengal
Chamber of Commerce & Industry, 23, R. N. Mukherjee Road Kolkata - 700 001 on Friday, 7th day of August,
2009 at 11.30 A.M.

Full name of the Shareholder in Block Letters _____

Folio No. _____

Client-ID No. _____

DP-ID No. _____

No of Shares held _____

Signature of Shareholder

Note : Only shareholders of the Company or their proxies will be allowed to attend the meeting