

**MFS INTERCORP LIMITED**  
 (Formerly known as Muskan Ferro Silicons Limited)  
**Regd. Office:** 2, Ras Mandal, Dhar-454001, Madhya Pradesh.

**Annual General Meeting to be held on 07.09.2012 at 11:30 A.M. at 2, Ras Mandal, Dhar-454001, Madhya Pradesh.**

**ATTENDANCE SLIP**

Registered Folio No.:..... (or)  
 Demat Account No.:..... D.P. ID No.:.....  
 Name of the Shareholder:.....

I/we hereby certify that I am/we are Member/s/ Proxy of the Member/s of the Company holding ..... Shares.

.....  
**Signature of Member/s/ Proxy**

- A member or his duly appointed Proxy willing to attend the meeting must fill-up this Admission Slip and hand over at the entrance.
- Name of the Proxy in Block Letters.....  
 (in case a Proxy attends the meeting)
- Those who hold shares in demat form to quote their Demat A/c. No. and Depository Participant (D.P.) ID No.

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**MFS INTERCORP LIMITED**  
 (Formerly known as Muskan Ferro Silicons Limited)  
**Regd. Office:** 2, Ras Mandal, Dhar-454001, Madhya Pradesh.

**Annual General Meeting to be held on 07.09.2012 at 11:30 A.M. at 2, Ras Mandal, Dhar-454001, Madhya Pradesh.**

**PROXY FORM**

I/We .....

\of .....

Member / Members of MFS INTERCORP LIMITED hereby appoint.....

of .....of failing him/ her.....

of .....as my/ our Proxy to attend and vote for me/us on my/ our behalf at the Annual General Meeting of the Company to be held on 07.09.2012 at 10:00 A.M. at **2, Ras Mandal, dhar-454001, Madhya Pradesh** and at any adjournment thereof.

**Signed on this .....day of .....2012.**

Ref. Folio No.....

Demat Account No..... D.P. ID No.....

No. of Shares held.....



Signature .....

- The Proxy form should be signed by the member across the stamp.
- A member intending to appoint a Proxy should complete the Proxy Form and deposit it at the Company's Regd. Office, at least 48 before the time.
- Those who hold shares in demat form to quote their Demat A/c. No. and Depository Participant (D.P.) ID No.

**Note: 17** Previous year's figures have been regrouped /rearranged wherever necessary.

**Note: 18** Other Clause of Part II of Schedule VI of the Companies Act, 1956 are either NIL OR NOT APPLICABLE.

**Signature to Notes '1' to '18'**  
**As per our report on even date**

For Y. D. & Co.  
CHARTERED ACCOUNTANTS  
Firm Reg. No. 018846 N

(CA RAKESH PURI)  
PARTNER, M. No. 092728  
Place : Ludhiana  
Date: 09.08.2012

**For, AND ON BEHALF OF THE BOARD**

KSHATRI JIGAR      KAMLESHTHOTHAWALA  
(DIRECTOR)                      (DIRECTOR)

Place : Dhar  
Date: 09.08.2012

**NOTE: 1 ACCOUNTING POLICIES:**

The accounts are prepared on a historical cost convention and materially comply with the mandatory accounting standards issued by the Institute of Chartered Accountants of India. The significant accounting policies followed by the company are as stated below: -

- i. Basis of accounting  
The accounts have been prepared on the basis of historical cost and accrual basis.
- ii Earning Per Share  
In accordance with the Accounting Standard 20 " Earnings per Share " issued by the Institute of Chartered Accountants of India , basic earnings per share is computed using the weighted average number of shares outstanding during the year.
- iii Contingent Liabilities  
Contingent Liabilities are disclosed when the Company has a possible obligation or a present obligation and it is probable that a cash outflow will not be required to settle the obligation.

**NOTE: 10** In the opinion of the Board, the Current Assets, Loans and Advances are not less than the value stated, if realized in the ordinary course of business. The provisions for all known liabilities are adequate and not in excess of the amount reasonably necessary.

**NOTE: 11** The Company does not deal in any specific segment therefore it is not possible to give any segment wise information.

**NOTE: 12** Accounting For Taxes On Income – Board of directors informed that company is not in position to set off business loss and unabsorbed depreciation in future. therefore it is assumed as permanent difference and provision for deferred Tax liability not made

**NOTE: 13** Related party Disclosures

Related party disclosures, as required by AS-18,"Related Party Disclosures" are given below:

No Related party transaction was carried out during the year.

**NOTE: 14** In the opinion of the management the current assets, loans and advances have a value on realization in ordinary course of business at least equal to the amounts at which they are stated in the Balance Sheet.

<b>EARNINGS PER SHARE</b>	<b>Current Year</b>	<b>Previous Year</b>
(a) Net profit /(Loss) after tax available for equity shareholders ( Rs./lacs)	-647936	-16400
(b) Equity Shares of Rs.10/- each outstanding (No. of Shares)	4324900	4324900
(c ) Basic / Diluted Earning per Share (Rs.) (a / b)	-.00	-0.00

**Note: 15** No provision for gratuity is made in absence of any liability as per the provision of Gratuity Act 1972.

**Note: 16** Figures in brackets indicate figures relating to the previous year.

**Note: 6 Other current Liabilities**

Sr. No	Particulars	Current Year	Previous Year
1	Salary payable	0.00	12,000
2	Audit fees Payable	3,000	19,793
3	Purva Sharegistry (RT Charges)	17,648	0.00
	<b>Total in</b>	<b>20,648</b>	<b>31,793</b>

**Note : 7 Other non Current Assests:**

Sr. No	Particulars	Current Year	Previous Year
1	Pre oprative Expenses	6,184,501	6,184,501
	<b>Total in</b>	<b>6,184,501</b>	<b>6,184,501</b>

**Note : 8 Cash And Cash Equivalent**

Sr. No	Particulars	Current Year	Previous Year
1	Cash	136742	215
2	Bank Of Rajasthan	0.00	19,731
3	State Bank Of Indore	0.00	204,257
	<b>Total in `</b>	<b>136,742</b>	<b>224,203</b>

**Note : 9 Administrative Expenses**

Sr. No	Particulars	Current Year	Previous Year
1	Audit Fees	3000	3,000
2	Annual Custody Fees	6618	0.00
3	Listing Fees	46000	0.00
4	Postage & Telegram	450	1,400
5	Printing & Stationery Exp	3,600	0.00
6	Register And Transfer Expenses	17648	0.00
	<b>Total</b>	<b>77,316</b>	<b>4,400</b>

**Notes forming part of the financial statements**

**Note : 2 Share Capital**

Sr. No	Particulars	Current Year	Previous Year
1	<b><u>AUTHORIZED CAPITAL</u></b> 50,00,000 Equity Shares of Rs. 10/- each.	50,000,000	50,000,000
		50,000,000	50,000,000
2	<b><u>ISSUED , SUBSCRIBED &amp; PAID UP CAPITAL</u></b> <i>To the Subscribers of the Memorandum</i> 4324900 Equity Shares of Rs. 10/- each, Fully paid up	43,249,000	43,249,000
	<b>Total in</b>	<b>43,249,000</b>	<b>43,249,000</b>

**Note : 3 Reserve & Surplus**

Sr. No	Particulars	Current Year	Previous Year
1	Surplus (Profit & Loss Account) Balance brought forward from previous year Less: Tax on Regular Assessment Paid Add: Profit for the period	(38,244,289) 00 (647,936)	(38,227,889) 00 (16,400)
	<b>Total in</b>	<b>(38,892,225)</b>	<b>(38,244,289)</b>

**Note : 4 Long Term Borrowings**

Sr. No	Particulars	Current Year	Previous Year
2	<b><u>Term Loan</u></b> - From Bank - From Other Parties ( Secured Term Loan)	00 1,372,200	00 1,372,200
	<b>Total in</b>	<b>1,372,200</b>	<b>1,372,200</b>

**Note : 5 Trades Payable**

Sr. No	Particulars	Current Year	Previous Year
	-Sundry Creditors for Materiel/Supplies:	571,620	00
	<b>Total in</b>	<b>571,620</b>	<b>00</b>

<b>CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012</b>		
( Rupees in Lacs)		
	2011-12	2010-11
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit/(Loss) before Tax and Extra Ordinary Items	(6.48)	(0.16)
<b>Adjustments for</b>		
Dividend Received	0.00	0.00
Interest Received	0.00	0.00
Profit on Sale of Investment	0.00	0.00
<b>Operating Profit before Working Capital Changes</b>	<b>(6.48)</b>	<b>(0.16)</b>
<b>Adjustments for</b>		
Increase/ (Decrease) in Debtors	0.00	0.00
Increase/ (Decrease) in Loan & Advances	0.00	0.00
Increase/ (Decrease) in Trade Payables & Other Liabilities	5.60	0.15
Increase In preliminary Exp.	0.00	0.00
	(0.87)	(0.01)
<b>Cash generated from Operations</b>		
Direct Taxes paid	0.00	0.00
<b>Net cash from Operating Activities</b>	<b>(0.87)</b>	<b>(0.01)</b>
<b>B CASH FLOWS FROM INVESTING ACTIVITIES :</b>		
Purchase of Fixed Assets	0.00	0.00
Interest Received	0.00	0.00
Purchases of Investment	0.00	0.00
Dividend Received	0.00	0.00
Loss on sales of Shares	0.00	0.00
<b>Net cash flow from Investing Activities</b>	<b>0.00</b>	<b>0.00</b>
<b>C. CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from issue of Equity Shares	0.00	0.00
Premium on Issue of Equity Shares on Preferential Basis	0.00	0.00
Interest Received	0.00	0.00
Bank Borrowings (Net)	0.00	0.00
Proceeds from Unsecured loans	0.00	0.00
<b>Net cash flow from Financing Activities</b>	<b>0.00</b>	<b>0.00</b>
<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalent</b>	<b>(0.87)</b>	<b>(0.01)</b>
Cash & Cash Equivalents at the beginning of the year	2.24	2.26
Cash & Cash Equivalents at the end of the year	1.37	2.24
<b>Note: Previous Year figures have been regrouped/rearranged, wherever necessary.</b>		
<b>For Y. D. &amp; Co.</b>	<b>FOR AND ON BEHALF OF THE BOARD</b>	
<b>CHARTERED ACCOUNTANTS</b>		
Firm Reg. No. 018846 N		
<b>(CA RAKESH PURI)</b>	<b>KSHATRI JIGAR</b>	<b>KAMLESHTHOTHAWALA</b>
<b>PARTNER, M. No. 092728</b>	<b>(DIRECTOR)</b>	<b>(DIRECTOR)</b>
<b>Place : Ludhiana</b>	<b>Place : Dhar</b>	
<b>Date: 09.08.2012</b>	<b>Date: 09.08.2012</b>	

<b>PROFIT &amp; LOSS STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2012</b>				
<b>Sr. No</b>	<b>Particulars</b>	<b>Notes</b>	<b>Figures as at the end of current reporting period</b>	<b>Figures as at the end of previous reporting period</b>
I	Revenue from operations		3,210,000	00
II	Other Income		00	00
III	<b>III. Total Revenue (I +II)</b>		<b>3,210,000</b>	<b>00</b>
IV	<b>Expenses:</b>			
	Cost of materials consumed		00	00
	Purchase of Stock-in-Trade		3,140,000	00
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		00	00
	Employee Benefit Expense		45,000	12,000
	Financial Costs		00	00
	Depreciation and Amortization Expense		00	00
	Other Administrative Expenses	9	77,316	4,400
	<b>Total Expenses (IV)</b>		<b>3,262,316</b>	<b>16,400</b>
V	Profit before exceptional and extraordinary items and tax	(III - IV)	<b>(52,316)</b>	<b>(16,400)</b>
VI	Exceptional Items		00	00
	Revocation Charges		00	00
VII	Profit before extraordinary items and tax	(V - VI)	<b>(52,316)</b>	<b>(16,400)</b>
VIII	Extraordinary Items		595,620	00
IX	Profit before tax (VII - VIII)		<b>(647,936)</b>	<b>(16,400)</b>
X	<b>Tax expense:</b>			
	(1) Current tax		00	00
	(2) Deferred tax		00	00
XI	Profit(Loss) from the period from continuing operations	(IX-X)	<b>(647,936)</b>	<b>(16,400)</b>
XII	Profit/(Loss) from discontinuing operations		00	00
XIII	Tax expense of discounting operations		00	00
XIV	Profit/(Loss) from Discontinuing operations	(XII - XIII)	<b>00</b>	<b>00</b>
XV	Profit/(Loss) for the period (XI + XIV)		<b>(647,936)</b>	<b>(16,400)</b>
XVI	Earning per equity share:			
	(1) Basic		00	00
	(2) Diluted		00	00
<b>NOTES TO ACCOUNTS</b>		1 to 18		
<i>Schedules referred to above and notes attached there to form an integral part of Profit &amp; Loss Statement</i>				
<i>This is the Profit &amp; Loss Statement referred to in our Report of even date.</i>				
For Y. D. & Co.		<b>FOR AND ON BEHALF OF THE BOARD</b>		
<b>CHARTERED ACCOUNTANTS</b>				
Firm Reg. No. 018846 N				
(CA RAKESH PURI)		KSHATRI JIGAR	KAMLESHHOTHAWALA	
PARTNER, M. No. 092728		(DIRECTOR)	(DIRECTOR)	
Place : Ludhiana		Place : Dhar		
Date: 09.08.2012		Date: 09.08.2012		

<b>BALANCE SHEET AS AT 31ST March, 2012</b>			
<b>Particulars</b>	<b>Notes</b>	<b>Figures as at the end of current reporting period</b>	<b>Figures as at the end of previous reporting period</b>
<b>I. EQUITY AND LIABILITIES</b>			
<b><u>(1) Shareholder's Funds</u></b>			
(a) Share Capital	2	43249000	43249000
(b) Reserves and Surplus	3	(38,892,225)	(38,244,289)
(c) Money received against share warrants		00	00
<b><u>(2) Share Application money pending Allotment</u></b>			
		00	00
<b><u>(3) Non-Current Liabilities</u></b>			
(a) Long-Term Borrowings	4	1372200	1,372,200
(b) Deferred Tax Liabilities (Net)		00	00
(c) Other Long Term Liabilities		00	00
(d) Long Term Provisions		00	00
<b><u>(4) Current Liabilities</u></b>			
(a) Short-Term Borrowings		00	00
(b) Trade Payables	5	571,620	00
(c) Other Current Liabilities	6	20,648	31,793
(d) Short-Term Provisions		00	00
<b>Total Equity &amp; Liabilities</b>		<b>6,321,243</b>	<b>6,408,704</b>
<b>II. ASSETS</b>			
<b><u>(1) Non-Current Assets</u></b>			
<b><u>(a) Fixed Assets</u></b>			
(i) Gross Block		00	00
(ii) Depreciation		00	00
(iii) Net Block		00	00
(b) Non-current investments		00	00
(c) Deferred tax assets (net)		00	00
(d) Long term loans and advances		00	00
(e) Other non-current assets	7	6,184,501	6,184,501
<b><u>(2) Current Assets</u></b>			
(a) Current investments		00	00
(b) Inventories		00	00
(c) Trade receivables		00	00
(d) Cash and cash equivalents	8	136,742	224,203
(e) Short-term loans and advances		00	00
(f) Other current assets		00	00
<b>Total Assets</b>		<b>6,321,243</b>	<b>6,408,704</b>
<b>NOTES TO ACCOUNTS</b>	1 to 18	-	-
<i>Schedules referred to above and notes attached there to form an integral part of Balance Sheet</i>			
<i>This is the Balance Sheet referred to in our Report of even date.</i>			
<b>For Y. D. &amp; Co.</b>	<b>FOR AND ON BEHALF OF THE BOARD</b>		
<b>CHARTERED ACCOUNTANTS</b>			
<b>Firm Reg. No. 018846 N</b>			
<b>(CA RAKESH PURI)</b>	<b>KSHATRI JIGAR</b>	<b>KAMLESHTHOTHAWALA</b>	
<b>PARTNER, M. No. 092728</b>	<b>(DIRECTOR)</b>	<b>(DIRECTOR)</b>	
<b>Place: Ludhiana</b>	<b>Place: Dhar</b>		
<b>Date: 09.08.2012</b>	<b>Date: 09.08.2012</b>		



- xvii) On the basis of an overall examination of the balance sheet of the Company and according to the information and explanations given to us, in our opinion, funds raised on a short-term basis have not been used for long-term investment and vice versa.
- xviii) The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act during the year.
- xix) The Company has not issued any debenture till date. Therefore, creation of reserves in respect of debentures does not arise.
- xx) The Company has not raised any money by public issues during the year.
- xxi) During the course of our examination of the Books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the Management.

**For, Y. D. & Co**  
**CHARTERED ACCOUNTANTS**  
**FRN: 018846N**

**PLACE: LUDHIANA**

**DATE: 09.08.2012**

**CA RAKESH PURI**  
**PARTNER**  
**M. No.: 092728**

## ANNEXURE TO THE AUDITORS' REPORT

Annexure referred to in Paragraph 3 of the Auditors Report of Even date to the Member of MFS Intercorp Limited (Formerly known as Muskan Ferro Silicons Limited)

- i) The Company does not have any Fixed Assets.
- ii) The Company does not have any inventory during the year.
- iii) The Company has neither granted nor taken any loans during the year, secured or unsecured, from companies, firms or other parties listed in the register maintained under Section 301 of the Act.
- iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business. During the course of our audit, no major weakness has been noticed in the internal controls.
- v) According to the information and explanations given to us, we are of the opinion that there are no transactions that need to be entered into the register maintained under section 301 of the companies Act 1956.
- vi) In our opinion, and according to the information and explanations given to us, the company has not accepted any fixed deposits which are covered under provisions of section 58A and section 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rule 1975.
- vii) In our opinion and according to the information and explanations given to us, Company does not have internal audit system commensurate with the size and nature of its business.
- viii) The Central government has not prescribed any maintenance of cost records for the Company's product pursuant to Rules made under section 209 (1)(d) of the Companies Act, 1956.
- ix) It is informed to us that provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, customs duty, excise duty, cess and other material statutory Law are not applicable to the company and no undisputed liabilities as on 31<sup>st</sup> March,2012 outstanding for a period of more than six months from the date they became payable.
- x) The Company has incurred cash loss during the year . and also in immediately preceding financial year.
- xi) In our opinion and according to the information and explanations given to us the disputed amount of secured loan is Rs. 1372200/- and the matter is pending.
- xii) As per information & according to explanation given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii) The provisions of any special statue applicable to chit fund/nidhi/mutual benefit fund/societies are not applicable to the Company.
- xiv) As per information & according to explanation given to us, the Company has not made any investments
- xv) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- xvi) As per information & according to explanation given to us, the company has not obtained any term loan during the year.

## AUDITORS' REPORT TO THE MEMBERS OF MFS INTERCORP LIMITED

- (1) We have audited the attached Balance Sheet of MFS Intercorp Limited (Formerly known as Muskan Ferro Silicons Limited) as on 31<sup>st</sup> March 2012, the relative Profit and Loss Account and the Cash Flow Statement for the year ended on that date, all of which have been signed by us under reference to this report. 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.
- (2) We have conducted our audit in accordance with auditing and assurance 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 management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
- (3) As required by the Companies (Auditors' Report) Order, 2003 issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956, and on the basis of such checks as we considered appropriate and according to the information and explanations given to us, we set out in the annexure a statement on the matters specified in paragraphs 4 & 5 of the said order.
- (4) Further to our comments in the Annexure referred to in paragraph (3) above we report that:
  1. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
  2. In our opinion, proper books of accounts as required by law, have been kept by the Company so far as appears from our examination of books.
  3. The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report, are in agreement with the books of account.
  4. In our opinion, the Balance Sheet, Profit & Loss Account, and Cash Flow statement dealt with by this report comply with the Accounting Standard referred to in sub-section (3c) of Section 211 of the Companies Act, 1956.
  5. On the basis of written representation received from the Directors and taken on records by the Board of Directors, we report that none of the Directors is disqualified as at 31<sup>st</sup> March 2012 from being appointed as a director in terms of clause (g) of Sub-section (1) of Section 274 of the Companies Act, 1956.
  6. In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the Notes thereon, particularly the note no 4 regarding inter corporate investment and Loans thereon give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view:
    - (a) In case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March 2012 and;
    - (b) In case of Profit and Loss Account, of the Profit of the Company for the year ended on that date.
    - (c) In case of Cash Flow Statement, of the cash flows for the year ended on that date.

**For, Y. D. & Co**  
**CHARTERED ACCOUNTANTS**  
**FRN: 018846N**

**PLACE: LUDHIANA**  
**DATE: 09.08.2012**

**CA RAKESH PURI**  
**PARTNER**  
**M. No.: 092728**

## **Certification on Corporate Governance**

To the members of MFS INTERCORP LIMITED:

We have examined the compliance of conditions of Corporate Governance by MFS INTERCORP LIMITED (Formerly known as Muskan Ferro Silicons Limited) for the year ended 31st March, 2012, as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchanges.

The compliance of condition 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 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.

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.

We further state that such compliances 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, Y. D. & Co  
CHARTERED ACCOUNTANTS  
FRN: 018846N**

**PLACE: LUDHIANA**

**DATE: 09.08.2012**

**CA RAKESH PURI  
PARTNER  
M. No.: 092728**

## CEO/CFO Certificate

The Board of Director  
MFS INTERCORP LIMITED  
(Formerly known as Muskan Ferro Silicons Limited)  
Dhar, M.P.

I Jigar R. Kshatri, Chairman and Director of MFS INTERCORP LIMITED, to the best of my knowledge and belief certify that:

1. I have reviewed the Balance Sheet, Profit & Loss Account and its schedules & notes on accounts as well as the Cash Flow Statement and Directors' Report for the year ended 31st March, 2012 and that to the best of my knowledge and belief.
  - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading:
  - 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.
2. I also certify that to the best of my knowledge and the information provided to me, there are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. I am responsible for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
4. I have indicated to the Auditors and the Audit Committee:
  - significant changes in internal control, if any, over financial reporting during the year;
  - significant changes, if any, in accounting policies during the year and that the financial statements; and
  - instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or any employee having a significant role in the company's internal control system.
5. I further declare that all Board Members and Senior Management personnel have affirmed compliance with the Code of Conduct for the year ended on 31st March, 2012.

**PLACE: DHAR, M.P.**

**DATE: 09.08.2012**

**(JIGAR R. KSHATRI)  
CHAIRMAN**

**16. ADDRESS FOR CORRESPONDENCE:** 2, Ras Mandal, Dhar-454001, Madhya Pradesh

**Investors Correspondence/ Complaints to be address to:**

Mr. Jigar R. Kshatri  
Director and Compliance Officer  
E-mail: [muskanferros@gmail.com](mailto:muskanferros@gmail.com)

**17. DECLARATION:**

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**DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT OF THE COMPANY**

In the above regards, I declare as follows:

1. The company does have a code of conduct approved by its board of directors, which would be posted on its website shortly.
2. All the members of the board of directors and all the members of the Senior Management of the Company have individually submitted statements of affirmation of compliance with the code of conduct as applicable to the financial year ended on March 31st 2012.

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

**PLACE: DHAR, M.P.**

**DATE: 09.08.2012**

**(JIGAR R. KSHATRI)  
CHAIRMAN**

## 11. DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2012

Share Balance	Holders	% of Total	Total Shares	% of Total
0001- 05000	2307	80.52	1491660	34.49
05001- 10000	450	15.71	593550	13.72
10001- 20000	40	1.40	98400	2.28
20001- 30000	11	0.38	26675	0.62
30001-40000	7	0.24	43900	1.02
40001- 50000	1	0.03	7370	0.17
50001- 100000	10	0.36	88095	2.04
100001 and above	39	1.36	1975250	45.66
<b>Total</b>	<b>2865</b>	<b>100</b>	<b>4324900</b>	<b>100.00</b>

## 12. STOCK MARKET DATA

The monthly movement of Equity Share prices on BSE during the year is summarized below:

Month	Highest (Rs)	Lowest (Rs)
April, 2011	--	--
May, 2011	--	--
June, 2011	--	--
July, 2011	--	--
August, 2011	--	--
September, 2011	11.15	7.00
October, 2011	10.09	10.09
November, 2011	9.59	9.59
December, 2011	9.12	9.12
Jan, 2012	--	--
Feb., 2012	--	--
March, 2012	--	--

## 13. REGISTRAR AND SHARE TRANSFER AGENT

M/s. Purva Sharegistry (India) Private Limited having its registered office at 9, Shiv Shakti Industrial Estate, Gr. Floor, J. R. Boricha Marg, Mumbai-400011, Maharashtra, INDIA is the Registrar & Share Transfer Agent for processing the transfer of securities issued by the Company.

## 14. Share transfer system:

Transfer of Shares in Physical form are registered and dispatched within 3 weeks from the date of their receipts, subject to the documents being valid and complete in all respects. Transfer of shares are processed by the Share Transfer Agents and approved by the Share Transfer Committee called as "Investor / Shareholders Grievance Committee", which meets at frequent intervals. Share transfers are registered and returned within 15 days from the date of receipt, if the relevant documents are complete in all respect.

## 15. Dematerialization of shares and liquidity

The Equity Shares of your company are traded in compulsory dematerialization form by all investors. The company has entered into agreements with existing Depository, National Securities Depository Limited (NSDL) enabling the investors to hold shares of the company in electronic form through the depository of their choice. As on 31st March 2012, 558400 Equity Shares (12.91%) of the Company was held in dematerialized form.

## 7. DISCLOSURES

- There are no materially significant related party transactions i.e. transactions of the Company of material natures, with its promoters, the directors or the managements, their subsidiaries or relatives etc., that may have potential conflict with interest of the Company at large.
- No penalties or strictures were imposed on the Company by the Stock Exchange or SEBI or any statutory authority, on any matter related to capital markers, during the last three years.
- The Company has complied with various rules and regulations prescribed by the Stock Exchange and SEBI during the last three years. No penalties or strictures have been imposed by them on the Company.

## 8. MEANS OF COMMUNICATION

The Company has submitted its quarterly, half yearly and yearly financial results to the Stock Exchanges as well as website of the company immediately after its approval by the Board. The Company did not send the half yearly report to the Shareholders of the Company.

## 9. GENERAL SHAREHOLDERS INFORMATION

Financial Year	1st April, 2011 to 31st March, 2012.
Date and time of Annual General Meeting	7th September, 2012, and 11:30 A.M.
Venue of Annual General Meeting	2, Ras Mandal, Dhar-454001, Madhya Pradesh.
Dates of Book Closure	31st August, 2012 to 7th September, 2012
Listing on Stock Exchange	BSE Limited, Mumbai
Stock Code and Scrip ID	513721 (BSE) and MFSINTRCRP (BSE)
Demat ISIN No.	INE614F01019
<b>Financial Year Calendar (tentative and subject to change) (01.04.2012 to 31.03.2013)</b>	
Financial reporting for the First quarter ending on 30th June, 2012	Last week of July, 2012
Financial reporting for the Half year ending on 30th September, 2012	Last week of October, 2012
Financial reporting for the Third quarter ending on 31st December, 2012	Last week of January, 2013
Financial reporting for the Year ending on 31st March, 2013	Last week of April, 2013
Annual General Meeting for the year ending on 31st March, 2013	Last week of September 2013

## 10. CATEGORIES OF SHAREOWNERS AS ON 31-03-2012

Category	No. of Shares Held	Voting Strength (%)
Promoters	1208980	27.95
Resident Individuals	3027000	69.99
Financial Intuitions/ Banks	Nil	0.00
Bodies Corporate	8200	0.19
NRIs/ OCBs	Nil	0.00
Others(HUF)	80720	1.87
<b>Total</b>	<b>4324900</b>	<b>100.00</b>



Mr. Jigar R. Kshatri has been appointed as the Compliance Officer of the Company by the Board of Directors.

There is no pending, unsolved complaint of Shareholders of the Company and no pending Share Transfer.

## 6. GENERAL BODY MEETINGS

### Location and time for last 3 years Annual General Meetings:

Financial Year	Location	Date	Time A.M./ P.M.	Particulars of the Special Resolution
2010-11	2, Ras Mandal, Dhar-454001, Madhya Pradesh.	30.09.2011	11.30 A.M.	No Special Resolution was passed in the meeting
2009-10	2, Ras Mandal, Dhar-454001, Madhya Pradesh.	30.09.2010	11:00 A.M.	No Special Resolution was passed in the meeting
2008-09	2, Ras Mandal, Dhar-454001, Madhya Pradesh.	30.09.2009	11:00 A.M.	No Special Resolution was passed in the meeting

### POSTAL BALLOT:

During the Financial Year 2011-2012, the following special resolutions were passed by Postal Ballot pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001

Financial Year	Date of Passing of the resolution	Nature of Resolution Ordinary / Special	Particulars of the resolution	% of Vote in favor of resolution
2011-12	24.12.2011	<b>Special Resolution</b>	Section 17 and other applicable provisions, if any, of the Companies Act, 1956 authority to insert new object in the Clause III for the Memorandum of Association of the Company.	100%
		<b>Special Resolution</b>	Section 21 and other applicable provisions, if any, of the Companies Act, 1956 authority for change in name of the Company.	100%
		<b>Special Resolution</b>	Section 17 & 146(2) and other applicable provisions, if any, of the Companies Act, 1956 for authority for shifting of registered office of the Company from one state to another state.	100%

The results of the Postal Ballot were declared on December 24, 2011, which was taken as the date of passing of the resolutions.

During the current year, no resolutions are proposed to be passed by Postal Ballot.

The role, terms of reference, authority and powers of the audit committee are in conformity with the requirement of Companies Act, 1956, and Listing Agreement.

#### **Role/ Functions of the Committee:**

- Reviewing with management the annual financial statements before submission to the Board.
- Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- Review of policies relating to risk management – operational and financial.
- Reviewing with the management, external auditors and the adequacy of the internal control system.

#### **Powers of the Committee:**

- To investigate any activity within its terms of reference.
- To secure attendance of and seek any information from any employee including representative of the prime shareholders (subject to their internal approvals).
- Compliance with accounting standards.
- To obtain outside legal or other professional advice, if necessary.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.
- Compliance with Stock Exchange and legal requirements concerning financial statements.

#### **Attendance at the Audit Committee Meetings- 2012**

During the year the Audit Committee met 4 times on 10.05.2011, 12.08.2011, 12.11.2011 and 14.02.2012. Attendance of the members is as under:

Name	Designation/ Category	No. of Meeting attended	
		Held	Attended
Mr. Ketanbhai Dineshchandra Sorathiya	Independent/ Non-Executive Director	4	4
Mr. Kamlesh Thothawala	Independent/ Non-Executive Director	4	4
Mr. Jigar Rashikant Kshatri	Independent/ Non-Executive Director	4	4

#### **4. REMUNERATION COMMITTEE**

As neither remuneration nor sitting fee paid to the director as no remuneration Committee has been set up.

#### **5. SHAREHOLDERS TRANSFER AND GRIEVANCES COMMITTEE**

This committee consists of three directors namely, Mr. Jigar Rashmikant Kshatri, Mr. Kamlesh Thothawala and Mr. Ketanbhai D. Sorathiya.

Mr. Jigar R. Kshatri is Chairman of the Committee. The committee was constituted to redress shareholders'/ investors' complaints etc. relating to delay in transfer of shares, non-receipt of annual accounts, delay in balance sheet, split-up share certificate, issue duplicate certificate, transmission of shares, dematerialization of shares etc. relating to the shares issued by the Company. Mr. Kamlesh Thothawala, Director of the Company has been authorized by the Board to approve such transfers within the time stipulated under the Listing Agreement. Further the complaints of the above nature are promptly attended by the Compliance Officer.

**REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED ON 31ST MARCH, 2012**

**1. THE CORPORATE GOVERNANCE PHILOSOPHY**

Corporate Governance at the Company is by the need to “enhance shareholder value, keeping in view the interests of other stakeholders”. This definition places emphasis on the need to strike a balance at all times between the need to enhance shareholders’ wealth whilst not being detrimental to other stakeholders’ interests. The imperative for Corporate Governance lies not merely in drafting a code of Corporate Governance, but in practicing it to achieve desired results.

It is evident that real onus of achieving the desired level of Corporate Governance, lies in the proactive initiatives taken to achieve desired results and not in the external measures like breadth and depth of a code or stringency of enforcement of norms.

**2. BOARD OF DIRECTORS**

The Board of Directors is having non-executive and independent directors as on 31st March, 2012. The Board of Directors is consisting of Three Directors. The Directors manages the day to day affairs of the Company. Non-executive and independent directors did not have any pecuniary relationship of transactions with the company during the period under review. There are no material transactions where they have had personal interests that conflict with that of the Company.

**Numbers of Board Meetings held and the dates on which such meetings were held:**

During the financial year 2011-12 the Board met 8 (Eight) times on 10.05.2011, 15.06.2011, 12.08.2011, 01.09.2011, 11.11.2011, 12.11.2011., 26.12.2012 and 14.02.2012. The maximum gap between two meetings was not more than 4 months.

**Attendance record of Directors attending the Board meetings and Annual General Meetings during the year 2011-12**

Name of the Director	Designation/ Category	No. of Board Meetings		Last AGM attended
		Held	Attended	
Mr. Jigar Rashikant Kshatri	Non Executive & Independent	8	8	Yes
Mr. Kamlesh Thothawala	Non Executive & Independent	8	8	Yes
Mr. Ketanbhai Dineshchandra Sorathiya	Non Executive & Independent	8	8	Yes

None of the Director is a member in more than 10 Companies and Act as Chairman in more than 5 Companies across all Companies in which he is a Director.

**3. AUDIT COMMITTEE**

The Audit Committee of the Company presently comprises of three Independent Non-Executive Directors being Mr. Jigar Rashmikant Kshatri, Mr. Kamlesh Thothawala and Mr. Ketanbhai D. Sorathiya.

Mr. Jigar R. Kshatri is Chairman of the Committee.

**MANAGEMENT DISCUSSION ANALYSIS REPORT**

**Outlook:**

The company is confident in spite of the possible recessionary conditions in the industry it will perform better in view of the strong fundamentals of the Indian companies and hope to improve its Turnover.

**Internal Controls Systems and their adequacy:**

The company has adequate internal control systems to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance of law and regulations. The internal control system is supported by the internal audit process. The Internal Auditor reviews and ensures that the audit observations are acted upon. The Audit Committee of the Board reviews the Internal Audit reports and the adequacy and effectiveness of internal controls.

**Human Resources**

The relationship with the employees continues to be cordial. The Company recognizes the importance and contribution of its employees for its growth and development and constantly endeavors to train nurture and groom its people. The Company puts emphasis on attracting and retaining the right talent. The company places emphasis on training and development of employees at all levels and has introduced methods and practices for Human Resource Development.

**Cautionary Statement:**

Statements in this Management Discussion and Analysis describing the company's objectives, projections, estimates and expectations may be forward looking statement within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

**ANNEXURE: "A"** : SECRETARIAL COMPLIANCE CERTIFICATE

The Company has been maintaining the statutory records such as:

Sr.No.	Under Section	Name of the Register
1.	143	Register of Charges
2.	150	Register of Members
3.	193	Minutes Book of Annual General Meeting
4.	193	Minutes Book of Board Meeting
5.	209	Books of Accounts
6.	303	Register of Directors, Managing Director, Manager & Secretary
7.	307	Register of Directors Shareholdings

**ANNEXURE: "B"** : SECRETARIAL COMPLIANCE CERTIFICATE

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ended 31st March, 2012.

1. Form 23ACXBRL of Balance Sheet and Form 23ACAXBRL of Profit & Loss Account for the year 31.03.11 filed U/s. 220 on 09.01.2012.
2. Form 20B of Annual Return of 31.03.11 filed under Schedule-V to the Companies Act, 1956 on 24.01.2012, in respect of AGM held on 30.09.2011.
3. Form 1A dtd 11.11.2011 particulars for application for change of name on 25.01.2012.
4. Form 23 dtd. 24.12.2011 for registration of resolution filed u/s.192 of the Act on 12.01.2012 in respect of Change the place of registered office from one state to another and Alteration in object clause u/s.17(1) and 18(1) of the Act.
5. Form 1B dtd. 24.12.2011 Application for approval of the Central Government for change of name of the Company filed u/s.21 of the Act on 16.02.2012.
6. Form 23 dtd. 24.12.2011 for registration of resolution filed u/s.192 of the Act on 15.02.2012 in respect of change of name u/s.21 of the Act.
7. Form 61 dtd. 24.12.2011 for application to Registrar of companies on 26.11.2011 in respect to submission of result of Postal Ballot pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001.
8. Form 32 particular for change of Board of Director filed u/s. 303(2) of the Act on 07.11.2011.
9. Form 32 dated 01.02.2011 particular for change of Board of Director filed u/s. 303(2) of the Act on 03.08.2011.

**PLACE: BHILWARA**

**DATE: 09.08.2012**

**[SHUBHAM AGARAWAL]**  
Company Secretaries  
C. P. NO.: 10640

25. The Company has not made any loans or advances or given guarantees or provided securities to other bodies corporate and consequently no entries have been made in the register kept for the purpose.
26. The company has altered the provisions of the memorandum with respect to situation of the company's registered office from Madhya Pradesh to Delhi and approval of Company Law Board is pending during the year under scrutiny.
27. The company has altered the provisions of the memorandum with respect to change of object of the company during the year under scrutiny.
28. The company has altered the provisions of the memorandum with respect to change of name of the company during the year under scrutiny.
29. The company has not altered the provisions of the memorandum with respect to share capital of the company during the year under scrutiny.
30. The company has altered its Articles of Association with respect to change of name of the company during the financial year.
31. I informed by the management of the Company that there was no prosecution initiated against or show cause notices received by the company and no fines or penalties or any other punishments was imposed on the company during the financial year, for offences under the act.
32. The company has not received any money as security from its employees during the financial year.
33. The company has not deducted any contribution towards provident fund pursuant to section 418 of the companies act, 1956 during the financial year.

**PLACE: BHILWARA**

**DATE: 09.08.2012**

**[SHUBHAM AGARAWAL]**  
**Company Secretaries**  
**C. P. NO.: 10640**

11. As there were no instances falling within the purview of section 314 of the Act, the company has not obtained any approvals from the board of directors, members or central government.
12. The company has not issued duplicate share certificates during the financial year.
13. The company:
  - (i) There was no allotment of shares during the year. The Company has delivered all the certificates on lodgment thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act.
  - (ii) has not deposited any amount in a separate bank account as no dividend was declared during the financial year.
  - (iii) was not required to post warrants to any member of the company as no dividend was declare during the financial year.
  - (iv) has no amount outstanding in unpaid dividend account, application money due for refund, matured deposit, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years.
  - (v) has complied with the requirements of section 217 of the Act.
14. The board of directors of the company is constituted. There was no appointment of additional directors, alternate directors and directors to fill casual vacancy during the financial year.
15. The company has not appointed any Managing Director/ Whole-time Director/ Manager during the financial year.
16. The company has not appointed any sole selling agents during the financial year.
17. The Company has obtained the approval of Central Government and Registrar of Companies with respect to change of name of company from MUSKAN FERRO SILICONS LIMITED to MFS INTERCORP LIMITED and alteration of MOA main object clause respectively during the financial year. The approval of Company Law Board pending in respect to shifting of registered office from Madhya Pradesh to Delhi.
18. The directors have disclosed their interest in other firms/ companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The company has not issued any shares, debentures or other securities during the financial year.
20. The company has not bought back any shares during the financial year.
21. The company has not issued any preference shares or debentures so question of redemption of preference shares or debentures does not arise.
22. There were no transactions necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has neither raised nor accepted any deposits from Public during the financial year
24. The amount borrowed by the Company from Directors, members, public, financial institution, banks and others during the financial year ended 31st March, 2012 are within the borrowing limits of the Company as laid down in Section of 293 (1) (d) of the Act.

**C O M P L I A N C E   C E R T I F I C A T E**

Corporate Identity No.: L27209MP1986PLC003251

Nominal Capital: Rs.5,00,00,000/-

The Members,  
MFS INTERCORP LIMITED  
(Formerly known as Muskan Ferro Silicons Limited)  
2, Ras Mandal,  
Dhar- 454001,  
Madhya Pradesh, INDIA.

I have examined the registers, records, books and papers of MFS INTERCORP LIMITED (Formerly known as Muskan Ferro Silicons Limited) as required to be maintained under the Companies Act, 1956, and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial ended 31st March, 2012. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers, I certify that in respect of the aforesaid financial year:

1. The company has kept and maintained all registers as stated in **Annexure 'A'** to this certificate, as per the provisions and the rules made there under and all entries therein have been recorded.
2. The Company has duly filed the forms and returns as stated in **Annexure 'B'** to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities under the Act and the rules made there under.
3. The company, being public limited company, comments are not required.
4. The Board of Directors met 8 (Eight) times on 10.05.2011, 15.06.2011, 12.08.2011, 01.09.2011, 11.11.2011, 12.11.2011., 26.12.2012 and 14.02.2012 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The company has closed its Register of members and share transfer books from 27.09.2011 to 30.09.2011 (both days inclusive) and necessary compliance of Section 154 of the Companies Act has been made.
6. The Annual General Meeting for the financial year ended on 31.03.2011 was held on 30.09.2011 after giving due notice to the members of the company and the resolutions passed thereat were recorded in Minutes Book maintained for the purpose.
7. During the Financial Year company was passed special resolution by Postal Ballot pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001 and the results of the Postal Ballot were declared on December 24, 2011. No extra ordinary general meeting was held during the financial year
8. The company has not advanced any loans to its directors or persons or firms or companies referred to under section 295 of the Act.
9. The Company has not entered into contracts specified under Section 297 of the Act during the financial year.
10. The company has made necessary entry in the register maintained under section 301 of the Act.



**DIRECTORS' RESPONSIBILITY STATEMENT:**

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

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv) Directors have prepared the accounts on a "going concern basis".

**ACKNOWLEDGEMENT:**

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

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

**PLACE: DHAR, M.P.**

**DATE: 09.08.2012**

**(JIGAR R. KSHATRI)  
CHAIRMAN**

## **CHANGE OF NAME**

The name of the Company has been changed to **MFS INTERCORP LIMITED** in terms of Certificate dated 23rd day of February, 2012 issued by the Registrar of Companies, Madhya Pradesh, pursuant to approval of the shareholders through passing of Postal ballot vide Special Resolution dated 24th day of December, 2011, the name of the company was changed from **MUSKAN FERRO SILICONS LIMITED to MFS INTERCORP LIMITED.**

## **SECRETARIAL COMPLIANCE CERTIFICATE:**

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

## **MANAGEMENT DISCUSSION AND ANALYSIS:**

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

## **PARTICULARS OF EMPLOYEES:**

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

## **CORPORATE GOVERNANCE REPORT:**

Your Company perceives Corporate Governance as an endeavor for transparency and a wholehearted approach towards continuous enhancement of shareholders' value. Your Company has been complying with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement. Further, the Board of Directors of your Company constituted a Committee known as Corporate Governance Committee, which recommends the best practices in the Corporate Governance.

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

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

The details of conservation of energy, technology absorption etc. as required to be given under Section 217(1)(e) of the Companies Act 1956, are not applicable to our Company, as our Company has not carried out in the manufacturing activities.

The foreign exchange earning on account of the operation of the Company during the year was Rs. Nil.

## DIRECTORS' REPORT

*Dear Shareholders,*

Your Directors here by present the Annual Report on business and operations of the Company together with the Audited statements of Accounts for the financial year ended on **31st March 2012**.

### FINANCIAL PERFORMANCE:

Key aspects of Company' financial performance for the year 2011-12 is tabulated below:

[Amount in Rupees]

Particular	2011-12	2010-11
Total Income	3210000	Nil
Total Expenditure	3262316	16400
Profit/(Loss) Before Extraordinary items and Taxation	(52316)	(16400)
Extraordinary items	595620	Nil
Profit/(Loss) before Tax (PBT)	(647936)	(16400)
Less: current Tax	Nil	Nil
Net Profit/(Loss) after Tax for the year	(647936)	(16400)

### REVIEW OF OPERATIONS:

During the year under review due to sluggish market condition and financial crisis company faces huge set back. So company unable to generate targeted revenue from the operation the Company hence total Income was stood at Rs. 32,10,000/- and has incurred net loss of Rs. 6,47,936/- for the year ended 31st March, 2012.

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

### DIVIDEND:

Your Directors have not declared any dividend during the year under review due to loss incurred.

### FIXED DEPOSIT:

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

### DIRECTORS:

**Mr. Kamlesh Thothawala** Director of the Company is retires by rotation at the ensuing Annual General Meeting and being eligible, offer himself for reappointment.

### AUDITORS AND AUDITORS' REPORT:

M/s. Y. D. & Co., Chartered Accountants, Ludhiana, Statutory Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting and are eligible for reappointment.

The observations made by the Auditors' in their Auditors' Report and the Notes on Accounts referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

7. M/s. Purva Sharegistry (India) Private Limited having its registered office at 9, Shiv Shakti Industrial Estate, Gr. Floor, J. R. Boricha Marg, Mumbai-400011, Maharashtra, INDIA are Registrars and Share Transfer Agents for Company's shares in Demat and Physical Form. The members are requested to please ensure that their shares are converted into Demat Form.

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

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

## **N O T I C E**

**NOTICE** is hereby given that the **Annual General Meeting** of the Members of **MFS INTERCORP LIMITED** (Formerly known as Muskan Ferro Silicons Limited) will be held at the Registered Office of the Company at **2, Ras Mandal, Dhar-454001, Madhya Pradesh** on **Friday, 7th day of September, 2012 at 11:30 A. M.** to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt Audited Balance Sheet as at **31st March, 2012** and the Profit & Loss Account for the year ended on that date and the reports of the Directors' and the Auditors' thereon.
2. To appoint a Director in place of **Mr. Kamlesh Thothawala**, who retires by rotation and being eligible, offers him-self for re-appointment.
3. To appoint Auditor and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT M/s. Y. D. & Co., Chartered Accountants, Ludhiana [FRN: 018846N]** be and are hereby appointed as the Statutory Auditors of the Company for the financial year **2012-13**, to hold office as such from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at a remuneration as to be decided by the Board of Directors in consultation with them, apart from out-of-pocket expenses that may be incurred by them for the purpose of audit."

**By Order of the Board  
For, MFS INTERCORP LIMITED**

**PLACE: DHAR, M.P.**

**DATE: 09.08.2012**

**(JIGAR R. KSHATRI)  
CHAIRMAN**

### **NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME SCHEDULED FOR HOLDING THE MEETING.
2. Members/ proxies are requested to bring their copies of Annual Report along with duly filed and signed attendance sheets attached with it for attending the meeting.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. Members desiring any information on the Accounts are requested to write to the Company at least one week before the meeting, so as to enable the Management to keep the information ready. Replies will be provided only at the meeting.
5. Members are requested to notify the Company of any change in their address (in full) with the postal area pin code number, quoting their folio numbers.
6. The Register of Members and Share Transfer Register of the Company will remain closed from 31st August, 2012 to 7th September, 2012 (both days inclusive).

# **MFS INTERCORP LIMITED**

(Formerly known as Muskan Ferro Silicons Limited)

## **ANNUAL REPORT**

2011- 2012

### **BOARD OF DIRECTORS**

JIGAR RASHMIKANT KSHATRI	- DIRECTOR
KAMLESH THOTHAWALA	- DIRECTOR
KETANBHAI DINESHCHANDRA SORATHIYA	- DIRECTOR

### **AUDITORS**

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

### **SHARE TRANSFER AGENT**

#### **PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED**

NO. 9, SHIV SHAKTI INDUSTRIAL ESTATE,  
GROUND FLOOR, J. R. BORICHA MARG,  
MUMBAI-400011,  
MAHARASHTRA, INDIA

### **REGISTERED OFFICE**

**2, RAS MANDAL, DHAR-454001,**  
**MADHYA PRADESH**

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