


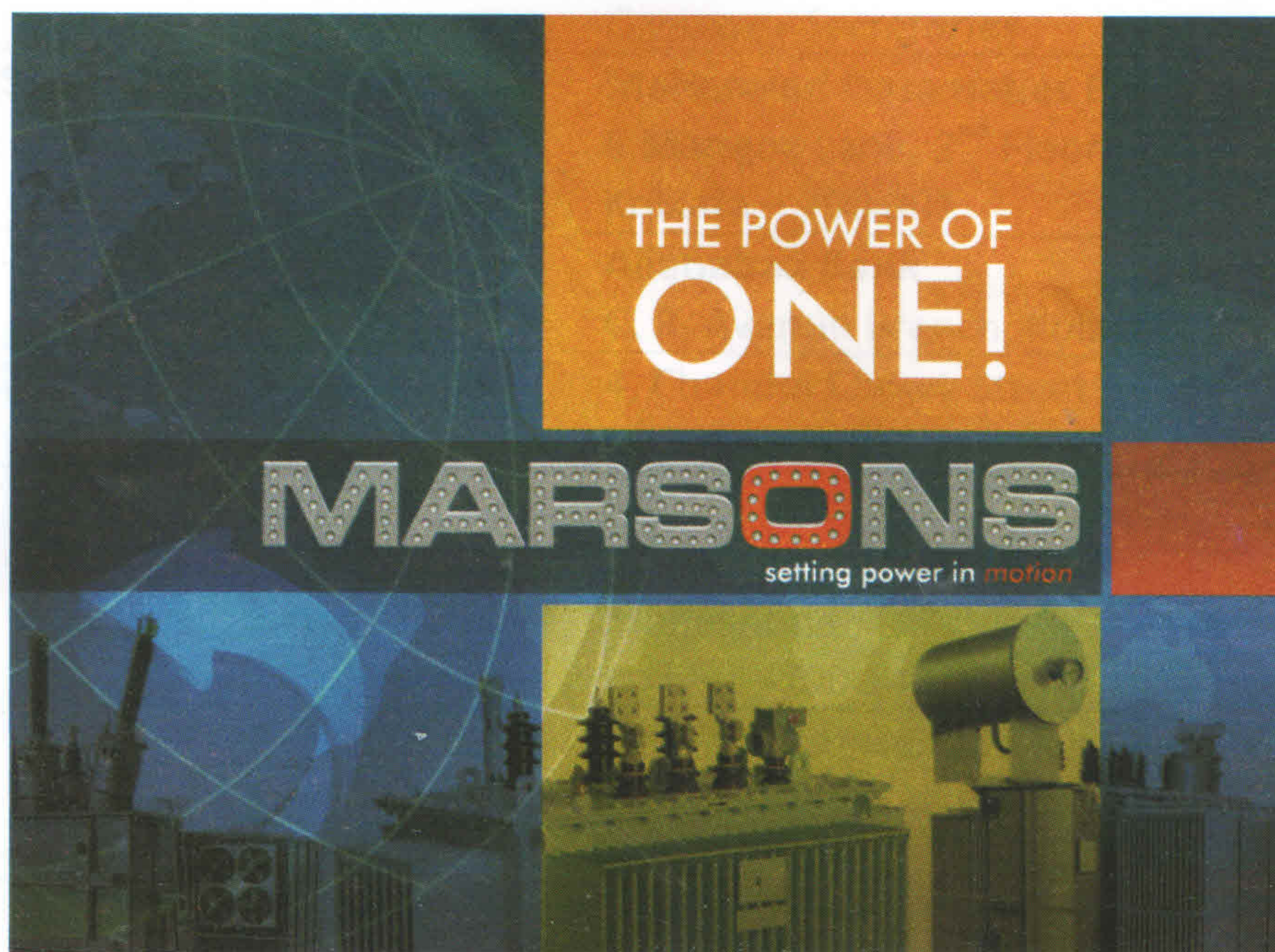


FORM A

1.	Name of the Company	MARSONS LIMITED
2.	Annual financial statements for the year ended	30 TH JUNE, 2013
3.	Type of Audit observation	Un-qualified / Matter of Emphasis
4.	Frequency of observation	N.A
5.	To be signed by-	
	CEO/Managing Director	<p style="text-align: center;">MARSONS LIMITED</p>  <p style="text-align: center;">MANAGING DIRECTOR</p>
	CFO	The company does not have any CFO
	Auditor of the company	<p>For K. K. Jain & Co. Chartered Accountants Registration No.302022E</p> <div style="text-align: right;">  </div> <p>(CA P. K. Jain) Partner Membership no. 52018</p>
	Audit Committee Chairman	<p style="text-align: center;"></p> <p style="text-align: center;">(Sudhir Kumar Joshi)</p>

MARSONS LIMITED



ANNUAL REPORT 2012-2013

Board of Directors**Gyan Chand Kotia – Chairman****Akhilesh Kotia – Managing Director****Peeyush Jain – Director****Sudhir Kr. Joshi - Director****Auditors****K. K. Jain & Co.****Chartered Accountant****Corporate Consultant****A. K. Labh & Co.****Company Secretaries****Registrar & Share Transfer Agent****Maheswari Datamaties 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****Works****Marsons House****Budge Budge Trunk Road****Maheshtala****Kolkata -700 142****email id****info@marsonsonline.com****Web site****www.marsonsonline.com****Index**

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NOTICE

NOTICE is hereby given that the 36th Annual General Meeting of the members of the Company will be held at BHARTIYA BHASHA PARISAD, 36A, SHAKESPEARE SARANI, KOLKATA - 700017 on Saturday, the 28th day of December, 2013 at 11.30 A.M. to transact the following business:

As Ordinary Business:

1. To consider and adopt the Balance Sheet for the year ended 30th June, 2013, statement of Profit & Loss 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 Mr. Gyan Chand Kotia who retires by rotation and being eligible offers himself for re-appointment.
3. 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.

By Order of the Board
For Marsons Limited

Place: Kolkata
Date : 26.11.2013

Akhilesh Kotia
Managing Director

NOTES

1. The Register of Members and the Share Transfer books of the Company shall remain closed from 21.12.2013 to 28.12.2013 (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. **Unpaid Dividend:**

Those members, who have not so far encashed their Dividend Warrants of the previous years may immediately approach the company for revalidation of such Dividend Warrants. Please note that pursuant to section 205A of the Companies Act, 1956, the Company is obliged to transfer any money lying in the Unpaid Dividend Accounts, which remain unpaid or unclaimed for a period of seven years from the date of transfer in such Unpaid Dividend Accounts to the credit of Investor Education and protection Fund (the Fund) established by the Central Government. In accordance with Section 205C of the said Act, no claim shall lie against the Fund or the Company in respect of individual amounts of dividend remaining unclaimed and unpaid for a period of seven years from the dates they first became due for payment and no payment shall be made in respect of such claims.

Previous years balance lying in the company's Unclaimed and unpaid Dividend Account with its bankers are shown below:

Financial year	Amount as on 30.06.2013
2009-2010	₹. 922,974.00
2010-2011	₹. 518,982.00
2011-2012	₹. 155,438.90

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
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	1. Marsons Petro Products Ltd
Chairman/ Member-ship of the Committees of other Companies	-
DIN	00651168

6. Members are requested to:-

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

By Order of the Board

For Marsons Limited

Place: Kolkata

Date : 26.11.2013

Akhilesh Kotia
Managing Director

DIRECTORS' REPORT

To

The Shareholders,

The Directors of your company hereby submit their 36th Annual Report together with audited statement of accounts of the company for the year ended 30th June, 2013.

FINANCIAL HIGHLIGHT:

	For the year ended 30.06.2013 ₹ (In Lacs)	For the 15 months Period ended 30.06.2012 ₹ (In Lacs)
Total Revenue	5170.87	11827.59
Depreciation for the year	126.34	161.61
Profit/(Loss) before Taxation	35.28	332.12
Provision for Income Tax (Net of Deferred Tax Assets)	(39.04)	111.75
Profit After Tax	74.32	220.37
Surplus Carried to Balance Sheet	524.76	474.75
Earning per share (EPS)	0.30	0.88

DIVIDEND

The Directors regret to recommend any dividend for the year under Report.

CURRENT OPERATION & FUTURE PROSPECTS

The company's turnover decreased from ₹ 118.28 Crore to ₹ 50.51 Crore. The EPS of the Company for the year ended was ₹ 0.30 compared to ₹ 0.88 of the corresponding previous period. The Company's financial year ending on 30.06.2013. The figures of corresponding period is of 15 months and hence are not comparable

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.

DIRECTORS' RESPONSIBILITY STATEMENT:

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

- 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;
- 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 on 30th June, 2013 and of the profit of the company for the year;
- 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;
- 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.

PUBLIC DEPOSIT:

The Company has launched Public Deposit Scheme under Section 58A of the Companies Act, 1956. The company has ₹ 64.63 Lacs outstanding deposit as on 30.06.2013.

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, Director of the company retires by rotation and being eligible offers himself for re-appointment.

LISTING:

The shares of the company are listed at Bombay Stock Exchange and the listing fee is paid upto 31st March, 2014.

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

Place: Kolkata

Date : 26.11.2013

Gyan Chand 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 30TH JUNE, 2013.

A. CONSERVATION OF ENERGY

1) Research and Development (R & D):

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

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

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

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

c) Future Plan of Action:

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

d) Expenditure on R & D:

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

In pursuit of Research and Development endeavors the company is continuously incurring R & D expenditure both on Capital and Revenue which is shown as part of regular heads of accounts in fixed assets and in Profit and Loss account respectively. Revenue expenditure on research & development activities accounted for under their natural heads of revenue expenses accounts is **₹ 212.30 lacs**. (Previous year ₹ 113.50 Lacs)

2) Technology absorption, adoption and 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 incomparable. Further significant cost reduction has been achieved.
- c) In case of imported technology (imported during the last 5 years Reckoned from the beginning of the financial year) following : There has been no import of technology hence not applicable.

B. FOREIGN EXCHANGE EARNING AND OUTGO:

- 1) Activities relating to export initiative taken to market increase export development of new export markets for production and services and export plans. : The Company is developing export for the products and other item.
- 2) a) Total Foreign Exchange used : **₹ 13.72 Lacs** (Previous Year ₹ 51.40 Lacs)
- b) Total Foreign Exchanged earned : **₹ 87.83 Lacs** (Previous ₹ 354.32 Lacs)

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail address, so far, are requested to register their e-mail address, in respect of electronic holdings with the Depository through their concerned Depository Participants.

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 3 Non-Executive Directors and 1 Executive Director as on 30.06.2013. There are 2 Independent Directors on the Board. Composition of the Board is as follows:

	Name of Director	Category
1.	Mr. G. C. Kotia	Chairman (Promoter))Non-Executive)
2.	Mr. Akhilesh Kotia	Managing Director (Promoter)
3.	Mr. Peeyush Jain	Independent Non-Executive Director
4.	Mr. Sudhir Kumar Joshi	Independent Non-Executive Director

Mr. G. C. Kotia and Mr. Akhilesh 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
G. C. Kotia	5	5	Yes
Akhilesh Kotia	5	5	Yes
Charu Kotia**	1	-	No
Peeyush Jain	5	-	No
Manoj Banka**	1	-	No
Sudhir Kumar Joshi	5	4	No

**Resigned w.e.f. 29.08.2012

Leave of absence were granted

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

Sl. No.	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	4	-
3	Peeyush jain	-	-	-
4	Sudhir Kumar Joshi	1	2	-

*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 5 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 2012-13 are as under:

Date	Board Strength	No. of Directors present
29.08.2012	5	3
12.11.2013	4	3
14.02.2013	4	3
26.04.2013	4	2
15.05.2013	4	3

◆◆ 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. Marsons Petro Products Ltd
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 the period 30th June, 2013:-

- i) Own – 815551
- ii) On beneficial Basis – nil

◆◆ 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 30.06.2013:

1. Mr. Sudhir Kumar Joshi– Chairman
2. Mr. Peeyush Jain
3. Mr. Akhilesh Kotia

Meetings of the Audit Committee and attendance of the members therein in 2012-13 are as follows:

	29.08.2012	12.11.2012	14.02.2013	15.05.2013
Mr. Sudhir Kumar Joshi	Yes	Yes	Yes	Yes
Mr. Peeyush Jain	-	-	-	-
Mr. Akhilesh Kotia	Yes	Yes	Yes	Yes

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 30.06.2013

1. Mr. Sudhir Kumar Joshi – Chairman
2. Mr. Peeyush Jain
3. Mr. Akhilesh Kotia

*** 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 Committee Meeting was held during the period under report

The aggregate value of salary & perquisites paid to Mr. Akhilesh Kotia, Managing Director for the year ended 30.06.2013 was ₹ 6,60,000/- 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 30.06.2013:

Name of the Non-Executive Directors	No. of shares of the company	Convertible Instruments
Mr. G. C. Kotia	815551	N.A.
Mr. Sudhir Kumar Joshi	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 Director comprises of the following Directors as on 30.06.2013.

1. Mr. Sudhir Kumar Joshi – Chairman
2. Mr. Peeyush Jain
3. Mr. Akhilesh Kotia

The Committee met on 16.07.2012, 31.07.2012, 14.08.2012, 31.08.2013, 14.09.2012, 29.09.2012, 10.10.2012, 25.10.2012, 01.11.2013, 15.11.2012, 17.01.2013, 21.02.2013, 28.02.2013, 23.05.2013, 30.05.2013 and 13.06.2013.

Compliance Officer :

Mr. Akhilesh Kotia, Managing Director

Address : 4, Chandni Chowk Street, Kolkata – 700 072

Phone No. : 22127189 Fax No. : (033)22126484

Email : info@marsonsonline.com

Website : marsonsonline.com

Pursuant to new clause 47(f) of the listing agreement the company's email ID for grievance redressal purpose is info@marsonsonline.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 period 28 Share transfer deeds comprising of 4842 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 11863

CDSL 5112

1 Complaint has been received during the year and the same was resolved within time and the number of complaints lying pending as on 30th June, 2013 was NIL.

4. General Body Meetings:

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

Year	Location	Date	Time
2009-2010	MARSONS HOUSE Budge Budge Trunk Road, Chakmir Maheshtala, Kolkata – 700142	30.09.2010	11.30 A.M.
2010-2011	Bhartiya Bhasa Parisad 36A, Shakespear Sarani Kolkata – 700017	30.09.2011	4.00 P.M.
2011-2012	Bhartiya Bhasa Parisad 36A, Shakespear Sarani Kolkata – 700017	17.12.2012	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.

5. Disclosures:

- (i) The financial statements are prepared following the Accounting Standards and there are no deviations from it in general.
- (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, structures 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 marks the bottom line of the Company.

Risk and Concern

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

Outlook

The current scenario is very encouraging because the major thrust of our Government is on Power and Infrastructure sector. Meanwhile Eastern and North Eastern region is witnessing the maximum development in the power sector. We are in a commanding position for all North Eastern demand of these Large Transformers as we are at the gateway to the entire region. NTPC and NHPC are setting up power project of 25000 MW and 20000 MW at an estimated cost of approximately ₹. 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 : Saturday, the 28th day of December, 2013 at 11.30 A.M.

Venue : Bhartiya Bhasha Parisad, 36A, Shakespeare Sarani, Kolkata – 700017

(b) Financial Calender 2013-14(tentative)

Annual General Meeting (next year)

- December, 2014

Results for the quarter ended Sept.30, 2013

- declared on 14.11.2013

Results for the quarter ending Dec. 31, 2013

- 2nd week of February, 2014

Results for the quarter ending Mar. 31, 2014

- 2nd week of May, 2014

Results for the year ending June 30, 2014

- by 29th August, 2014

(c) Book Closure date:

21.12.2013 to 28.012.2013 (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, 2014.

(e) Demat

:

ISIN No. INE 415B01028

(f) Stock Market Rate

		High (₹)	Low (₹)	No. of Shares	No. of Shares Traded
2012:	July	7.00	5.30	149468	487
	August	8.5	5.65	2141400	3608
	September	11.45	7.61	3329314	5543
	October	11.00	6.76	1028826	2568
	November	7.52	6.5	127465	736
	December	7.36	6.04	203341	613
2013:	January	7.34	5.25	181736	571
	February	6.4	5.32	87565	404
	March	5.98	3.00	589617	934
	April	4.30	3.20	276484	460
	May	3.99	2.80	160726	502
	June	4.00	3.16	343159	835

(g) 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

(h) (i) Distribution of Shareholding (as on 30.06.2013)

Category	No. of Shares Held	% of Share Holding
A. Promoter (s) Holding		
1. <u>Promoters</u>		
a. Indian Promoters	10988834	43.9553
b. Foreign Promoters	--	--
2. Persons Acting in Concert	--	--
Sub-Total	10988834	43.9553
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	3618647	14.4746
b. Indian Public	9950998	39.8040
c. NRIs/OCBs	406811	1.6273
d. Any Other	34710	0.1388
Sub-Total	14011166	56.0447
GRAND TOTAL	25000000	100.0000

(ii) Shareholding pattern(as on 30.06.2013)

Share Holding	Share Holder Number	%	No. of Shares	%
1 to 500	13987	80.7237	2538231	10.1529
501 to 1000	1544	8.9109	1133450	4.5338
1001 to 2000	951	5.4885	1340512	5.3620
2001 to 3000	312	1.8007	781751	3.1270
3001 to 4000	117	0.6752	419926	1.6797
4001 to 5000	79	0.4559	374612	1.4984
5001 to 10000	152	0.8772	1079858	4.3194
10001 and above	185	1.0677	17331660	69.3266
Grand Total	17327	100.0000	25000000	100.0000

(iii) Holding Pattern (as on 30.06.2013)

	Shareholders		Share	
	No.	%	No.	%
Physical	4834	27.8987	1289838	5.1594
NSDL	8033	46.3612	18168453	72.6738
CDSL	4460	25.7401	5541709	22.1668
TOTAL	17327	100.0000	25000000	100.0000

(e)

- | | | | |
|------|----------------------------|---|--|
| 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, 2 nd 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

Place: Kolkata
Date : 26.11.2013

Gyan Chand Kotia
Chairman

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 year ended on 30th June, 2013, 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.

We have been explained that no investor grievance is 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.

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

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 26th November, 2013.

**CS A. K. LABH
Proprietor
CP 3238**

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 year ended 30th June, 2013 and the same has also been noted by the Board.

By Order of the Board

For Marsons Limited

Place: Kolkata

Date : 26.11.2013

Akhilesh Kotia
Managing Director

K.K.JAIN & CO.
Chartered Accountants

AUDITORS' REPORT
TO THE MEMBERS OF MARSONS LTD.

Report on the Financial Statements

We have audited the accompanying financial statements of Marsons Limited which comprise the Balance Sheet as at 30th June, 2013, the Statement of Profit & Loss Account and the Cash Flow Statement for the year ended on that date, and a summary of significant accounting policies and others explanatory information.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at 30th June, 2013;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order"), as amended issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act, we give the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.

2. As required by section 227(3) of the Act, we report that:

- a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit, *subject to i) confirmations not available in respect of balances in sundry debtors, major parties in trade payables, certain advances given and lying unadjusted as well as break up of debtors taken as certified by the management for which details were not made available and as such could not be verified by us; ii) inventory stock sheets being not made available and taken as certified by the management and iii) market value of quoted shares held as investments not stated and such the extent of diminution in value of investments not ascertained and not reportable/ accounted though the market value of 4250000 equity shares of Advance Powerinfra Tech Ltd. As per latest quoted rate of 2.7.2013 being ₹ 2.34 per share on the basis of which market value being ₹ 99.45 lacs only, as against cost of ₹ 976.21 lacs, thereby prima facie the diminution being ₹. 877.76 lacs not considered and on account of ambiguity the overall impact of all these observations on the profits if any could not be reported as not ascertainable;*
- 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 *subject to observations given in para (a) above;*
- c) The Balance Sheet and the Statement of Profit & Loss dealt with by this report are in agreement with the books of account;
- d) In our opinion, the Balance Sheet and the Statement of Profit and Loss comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956, *subject to provision for gratuity for the year not made amount unascertainable;*
- e) On the basis of representations received from the directors as on 30th June, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on 30th June, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

P-21/22, Radhabazar Street
Kolkata – 700 001

For K. K. Jain & Co.
Chartered Accountants
Reg. No.302022E

Dated the 29th day of August, 2013

(CA. P.K. Jain)
Partner – M. No.: 52018

K.K.JAIN & CO.
Chartered Accountants

ANNEXURE

1. a) The Company is yet to update proper record showing full particulars including quantitative details and location of the Fixed Assets.
b) We are informed that 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 as per information and explanations available, through such sheets were not made available for our verification.
b) The procedures of physical verification of stocks followed by the management appear to be adequate in relation to the size of the Company and the nature of its business, subject to observation in para (a)
c) The Company is maintaining proper records of inventory, subject to as reported above. The discrepancies noticed on verification between the physical stocks and book records are stated to be 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. In respect of deposits accepted deposit from the public, the provisions of Section 58A and 58AA of the Co's Act and the rules framed there under have been complied with.
7. In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
8. On the basis of record produced, We are of the opinion that, prima facie, the cost records and accounts prescribed by the Central Government under section 209 (1) (d) of the Companies Act, 1956 have been maintained by the Company. However, we are not required to carry out and have not carried out any detailed examination of such accounts and records.
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 30th June, 2013. 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
- 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 30th June, 2013.
 - 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 for some dues with the bank.
 - 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 not issued or allotted any preference shares during the year.
 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.

P-21/22, Radhabazar Street
Kolkata – 700 001

For K. K. Jain & Co.
Chartered Accountants
Reg. No.302022E

Dated the 29th day of August, 2013

(CA. P. K. Jain)
Partner – M. No.: 52018

Balance Sheet as at 30th June, 2013

(₹) in lakh)

	Note	As at 30 th June, 2013	As at 30 th June, 2012
<u>EQUITY AND LIABILITIES</u>			
Shareholders' Funds			
Share Capital	2	2,500.00	2,500.00
Reserves and Surplus	3	2,751.82	2,734.79
		5,251.82	5,234.79
Non-Current Liabilities			
Long Term Borrowings	4	442.56	475.08
Other Long Term Liabilities	5	9.04	11.87
Deferred Tax Liabilities	6	145.23	190.99
		596.83	677.94
Current Liabilities			
Short Term Borrowings	7	3,262.05	3,000.58
Trade Payables	8	8,630.79	3,279.10
Other Current Liabilities	9	868.31	735.53
Short Term Provisions	10	47.17	85.92
		12,808.32	7,101.13
TOTAL		18,656.97	13,013.86
<u>ASSETS</u>			
Non-Current Assets			
Fixed Assets			
Tangible Assets	11	2,624.12	2,687.24
Intangible assets	11	3.00	3.00
Capital work-in-progress		134.18	130.08
Non-Current Investments	12	1,032.69	1,034.69
Long Term Loans and Advances	13	95.92	87.99
		3,889.91	3,942.99
Current Assets			
Inventories	14	6,006.97	4,536.51
Trade Receivables	15	7,744.27	3,660.72
Cash and Bank Balances	16	339.35	284.05
Short Term Loans and Advances	17	676.47	589.59
		14,767.06	9,070.87
TOTAL		18,656.97	13,013.86

NOTES TO THE FINANCIAL STATEMENTS

1 to 41

As per our Report of even date Attached

For and on behalf of

K. K. Jain & Co.

Chartered Accountants

Firm Registration No. 302022E

CA P.K. Jain

Partner

Membership No, 52018

Kolkata, 29th August, 2013

For and on behalf of the Board

Gyan Chand Kotia

Chairman

Akhilesh Kotia

Managing Director

Peeyush Jain

Director

Sudhir Kumar Joshi

Director

Statement of Profit & Loss for the year ended 30th June, 2013 (₹) in lakh)

	Note	Year Ended 30 th June, 2013	Year Ended 30 th June, 2012
Revenue from Operations	18	5,060.77	11,552.61
Other Income	19	110.12	274.98
Total Revenue		5,170.89	11,827.59
EXPENSES :			
Cost of Materials Consumed	20	3,319.35	5,370.53
Purchases of Stock-in-Trade		-	3,960.79
Changes In Inventories-Finished Goods, work-in-progress and Stock-in-Trade Employee	21	120.85	124.10
Benefit Expenses	22	146.79	165.19
Finance Costs	23	722.18	743.23
Depreciation and Amortisation Expenses	24	126.34	161.61
Other Expenses	25	700.10	970.02
Total Expenses		5,135.61	11,495.47
Profit/(Loss) Before Extra Ordinary Items and Tax		35.28	332.12
Prior Period Adjustment		-	-
Profit/(Loss) before Tax		35.28	332.12
Tax Expense:			
Current Tax		6.72	66.42
Deferred Tax		(45.76)	45.33
		(39.04)	111.75
Profit (Loss) for The Year		74.32	220.37
Basic And Diluted (₹)		0.30	0.88

NOTES TO THE FINANCIAL STATEMENTS

1 to 41

As per our Report of even date Attached
For and on behalf of
K. K. Jain & Co.
Chartered Accountants
Firm Registration No. 302022E

CA P.K. Jain
Partner
Membership No, 52018
Kolkata, 29th August, 2013

For and on behalf of the Board

Gyan Chand Kotia
Chairman

Akhilesh Kotia
Managing Director

Peeyush Jain
Director

Sudhir Kumar Joshi
Director

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30TH JUNE, 2013 (₹ in Lakh)

Note	Particulars		As at 30.06.2013		As at 30.06.2012
2	SHARE CAPITAL				
	<u>Authorised Capital</u>				
	2,50,00,000 (P.Y. 2,50,00,000) Equity Shares of ₹ 10 each		2,500.00		2,500.00
	<u>ISSUED & SUBSCRIBED</u>				
	2,50,00,000 (P.Y. 2,50,00,000) Equity Shares of ₹ 10 each Fully paid up		2,500.00		2,500.00
	<u>Terms / Rights attached to ordinary shares</u>				
	The Company has only one class of ordinary shares having a par value of ₹ 10 per share. Each holder of Ordinary shares is entitled to one vote per share and is entitled to dividend and to participate in surplus, if any, in the event of winding up.				
	<u>List of shareholders holding more than 5% shares of total number of shares issued by the company</u>				
		%	No. of Shares	%	No. of Shares
	1. Akhilesh Kotia	11.69%	2921854	11.48%	2870683
	2. Charu Kotia	10.46%	2616123	10.46%	2616123
3	RESERVES & SURPLUS				
	<u>Capital Reserve</u>				
	As per last Balance Sheet		271.50		271.50
	<u>Capital Subsidy</u>				
	As per last Balance Sheet		12.50		12.50
	<u>Revaluation Reserve</u>				
	As per last Balance Sheet	1,669.39		1,710.61	
	Less : Transferred to statement of Profit and Loss	32.98	1,636.41	41.22	1,669.39
	<u>Share Premium</u>	-	-	-	-
	Less: Used for Bonus Shares Issue	-	-	-	-
	<u>General Reserve</u>				
	As per last Balance Sheet	306.65		206.65	
	Add: Transfer from Profit & Loss	-		100.00	
	Less: Used for Bonus Shares Issue	-	306.65	-	306.65
	<u>Surplus</u>				
	As per last Balance Sheet	474.75		383.44	
	Add: Profit for the year	74.32		220.37	
	Less: Appropriations				
	Entry Tax included in sales in last year 2011-2012	24.31			
	Proposed final equity dividend	-		25.00	
	Tax on proposed equity dividend	-		4.06	
	Transferred to General Reserve	-	524.76	100.00	474.75
			2,751.82		2,734.79

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30TH JUNE, 2013

(₹ in Lakh)

Note	Particulars	As at 30.06.2013	As at 30.06.2012
4	<u>LONG TERM BORROWINGS</u>		
	Secured		
	Term Loans		
	From Banks	48.23	211.26
		48.23	211.26
	Term Loan represents Vehicle loans secured by way of hypothecation of vehicles, machinery loan secured by way of hypothecation of Crane (Machinery), & term loan bank by hypothecation of fixed assets.		
	<u>Unsecured</u>		
	Loans	329.70	263.71
	Deposits*	64.63	0.11
		394.33	263.82
	TOTAL	442.56	475.08
5	<u>OTHER LONG TERM LIABILITIES</u>		
	Statutory Dues	-	1.00
	Fixed Deposit*	9.04	10.87
		9.04	11.87
	None of the supplier have reported Micro, Small and Medium Enterprises status as defined in the Micro, Small and Medium Enterprises Development Act, 2006 to whom the company owes dues. *Fixed deposit received from public		
6	<u>DEFERRED TAX LIABILITIES</u>		
	Related to Fixed Assets	145.23	190.99
		145.23	190.99

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 TH JUNE, 2013				(₹ in Lakh)
Note	Particulars	As at 30.06.2013	As at 30.06.2012	
7	<u>SHORT TERM BORROWINGS</u>			
	Secured			
	From Allahabad Bank			
	Loan Repayable on Demand			
	Cash Credit/Overdraft from Banks	3,262.05	2,975.05	
	Unsecured			
	Bank	-	25.53	
	TOTAL	3,262.05	3,000.58	
	Cash credit / Overdraft are secured by hypothecation of inventories, book debts and all other current assets, both present and future and are further secured by hypothecation of moveable fixed assets and equitable mortgage of land.			
8	<u>TRADE PAYABLES</u>			
	Trade Payables	8,630.79	3,279.10	
		8,630.79	3,279.10	
9	<u>OTHER CURRENT LIABILITIES</u>			
	Advance from Customers	392.31	287.52	
	Statutory Dues	2.59	9.78	
	Current Maturities of Term Loan	297.81	187.71	
	Sundry Creditors for Capital Goods	150.00	177.43	
	Other Liabilities	25.60	73.09	
		868.31	735.53	
10	<u>SHORT-TERM PROVISIONS</u>			
	Income Tax (Net of TDS & Advance Tax)	47.14	60.92	
	Proposed Dividend	-	25.00	
		47.17	85.92	

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MARSONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30TH JUNE, 2013

11. FIXED ASSETS	GROSS BLOCK				DEPRECIATION				NET BLOCK		(₹ in lakh)
	As on 01.07.2012	Additions during the year	Deductions during the year	As on 30.06.2013	As on 01.07.2012	For the period	Adjustment/ Sale during the period	As on 30.06.2013	As on 30.06.2012	As on 30.06.2012	
TANGIBLE ASSETS											
LAND	1,077.03	-	-	1,077.03	-	-	-	-	1,077.03	1,077.03	
BUILDING	852.06	15.53	-	867.59	451.94	28.52	-	480.46	387.13	400.12	
PLANT AND EQUIPMENTS	2,233.65	1.31	-	2,234.96	1,092.78	105.90	-	1,198.68	1,036.28	1,140.87	
ELECTRICAL INSTALLATION	89.75	12.46	-	102.20	65.37	4.62	-	69.99	32.21	24.38	
FACTORY MACHINES EQUIPMENTS	25.17	0.21	-	25.38	16.96	1.20	-	18.16	7.22	8.21	
FURNITURE AND FITTINGS	29.04	18.06	-	47.10	18.23	2.46	-	20.68	26.42	10.81	
VEHICLES	59.28	46.53	-	105.81	42.71	9.94	-	52.65	53.16	16.57	
DATA PROCESSING AND MACHINE ASSESSORIES	40.47	2.09	-	42.56	31.22	6.67	-	37.89	4.67	9.25	
Sub-Total (A)	4,406.46	96.18	-	4,502.64	1,719.21	159.32	-	1,878.53	2,624.12	2,687.23	
INTANGIBLE ASSETS											
GOODWILL	3.00	-	-	3.00	-	-	-	-	3.00	3.00	
Sub -Total (B)	3.00	-	-	3.00	-	-	-	-	3.00	3.00	
Grand Total (A + B) Current Year	4,409.46	96.18	-	4,505.64	1,719.21	159.32	-	1,878.53	2,627.12	2,690.23	
Previous Year	4,387.76	65.55	43.86	4,409.45	1,521.95	202.85	5.60	1,719.20	2,690.24		

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 TH JUNE, 2013					(₹ in Lakh)
Note	Particulars	As at 30.06.2013		As at 30.06.2012	
		Qty.	Amount	Qty.	Amount
12	NON-CURRENT INVESTMENTS- AT COST				
	Non-Trade :				
	A. QUOTED				
	In Fully Paid up Equity Shares of ₹. 10/- each				
	Joint Stock Companies of ₹. 10/- each				
	Shares of Steel Authority of India Ltd.	800	0.18	800	0.18
	Shares of Punjab Communication Ltd.	200	0.50	200	0.50
	Shares of Advance Power Infra Tech Ltd.	4250000	976.21	337500	26.21
	TOTAL (A)		976.89		26.89
	B. UNQUOTED:				
	In Fully Paid up Equity Shares of ₹. 10/- each				
	Shares of Marsons Logistics Pvt. Ltd.	19000	1.90	39000	3.90
	Shares of Venus Construction Pvt. Ltd.	4000	0.40	4000	0.40
	Shares of Kotson's Pvt. Ltd.	5000	0.50	5000	0.50
	Shares of Marson's Textiles Ltd.	476520	47.65	476520	47.65
	Shares of Marson's Instruments Pvt. Ltd.	10000	1.00	10000	1.00
	Shares of Advance Powerinfra Tech Ltd.	0	-	2000000	950.00
	Shares of Marsons Petro Products Ltd.	39000	3.90	39000	3.90
	In Fully Paid up Equity Shares of ₹. 100/- each				
	Shares of Banmore Electricals Pvt. Ltd.	450	0.45	450	0.45
	TOTAL (B)		55.79		1,007.80
	TOTAL (A+B)		1,032.69		1,034.69

Investment includes shares of the company under the same management as follows:			
Name of Company	No. of Shares	Face Value	Investment Amount (₹ in Lakh)
Advance Powerinfra Tech Ltd.	2,337,500	10	976.21
Marsons Logistics Pvt. Ltd.	19,000	10	1.9
Marsons Petro Products Ltd.	390,000	10	3.9

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 TH JUNE, 2013				(₹ in Lakh)
Note	Particulars	As at 30.06.2013	As at 30.06.2012	
13	<u>LONG TERM LOANS AND ADVANCES</u> (Unsecured, Considered Good)			
	Security Deposits	90.44	81.26	
	Unamortised Expenditure	5.48	6.73	
		95.92	87.99	
14	<u>INVENTORIES</u>			
	Raw Materials (Including in transit CY-Nil (P.Y. ₹. 27.80)	4,544.63	2,957.92	
	Work-in-progress	1,431.34	1,552.19	
	Stores and spares	31.00	26.40	
		6,006.97	4,536.51	

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 TH JUNE, 2013				(₹ in Lakh)
Note	Particulars	As at 30.06.2013	As at 30.06.2012	
15	<u>TRADE RECEIVABLES</u> (Unsecured, Considered Good)			
	Over Six months	104.00	97.33	
	Others	7,640.27	3,563.39	
		7,744.27	3,660.72	
16	<u>CASH AND BANK BALANCES</u>			
	Cash on hand	0.79	4.97	
	Balances with banks			
	In Current Account	1.99	1.32	
	In Fixed Deposit Account *	336.57	277.76	
	*Under lien towards Margin money and /or Security against borrowings			
	Fixed deposit with Bank maturity less than 12 months *	339.35	284.05	
17	<u>SHORT TERM LOANS AND ADVANCES</u> (Unsecured, Considered Good)			
	Loans and Advances to related parties			
	Other Short Term loans and advances :			
	Duties & Taxes Receivable	216.56	191.03	
	Advance for Capital Goods	14.36	10.25	
	Other Loans & Advances	445.52	388.31	
		676.47	589.59	

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30TH JUNE, 2013

(₹ in Lakh)

Note	Particulars	As at 30.06.2013	As at 30.06.2012
18	REVENUE FROM OPERATIONS		
	Sale / Trading products	5,615.00	12,317.04
	Less: Excise Duty	554.23	764.43
	TOTAL	5,060.77	11,552.61
19	OTHER INCOME		
	Interest Income	-	187.67
	Brokerage & Commission	-	41.84
	Bad Debts Recovered	-	10.19
	Excess provision/liabilities written back	-	11.02
	Others Operating Income	53.42	-
	Interest on Fixed deposit	15.00	-
	Others	41.70	24.26
	TOTAL	110.12	274.98
20	<u>COST OF MATERIALS CONSUMED</u>		
	Opening Stock of Raw Materials	2,903.72	843.02
	Add: Raw materials Purchased	4,960.26	7,457.63
	Less: Closing Stock of Raw Materials	4,544.63	2,930.12
	TOTAL	3,319.35	5,370.53
21	<u>CHANGES IN INVENTORIES</u>		
	<u>Opening Stock</u>		
	Work-in-progress	1,552.19	1,676.29
		1,552.19	1,676.29
	<u>Less: Closing Stock</u>		
	Work-in-progress	1,431.34	1,552.19
		1,431.34	1,552.19
		120.85	124.10
22	<u>EMPLOYEES BENEFIT EXPENSES</u>		
	Salaries and Wages	131.48	134.28
	Contribution to provident and other Funds	11.07	22.91
	Staff Welfare Expenses	4.24	8.00
		146.79	165.19
23	<u>FINANCE COST</u>		
	Interest on Loans	722.18	743.23
		722.18	743.23

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 TH JUNE, 2013					(₹ in Lakh)	
Note	Particulars	As at 30.06.2013		As at 30.06.2012		
24	DEPRECIATION AND AMORTISATION EXPENSES					
	Depreciation		159.32			202.83
	Less : Transferred from Revaluation Reserve		32.98			41.22
			126.34			161.61
25	OTHER EXPENSES					
	Consumption of stores and spare parts		24.61			33.30
	Testing Expenses		16.67			38.10
	Manufacturing Expenses		45.39			75.02
	Power and Fuel		71.73			72.31
	Rent		8.91			18.53
	Repairs to buildings	1.59		0.76		
	Repairs to machinery	2.29		6.16		
	Repair Others	4.67	8.55	3.37		10.29
	Bank Charges		105.45			164.40
	Insurance		10.78			3.62
	Rates and Taxes excluding taxes on Income		8.38			17.05
	Freight		101.34			202.48
	Director's Remuneration		7.7			36.50
	Auditors Remuneration					
	Audit Fees- Statutory Audit	0.80		0.80		
	Audit Fees- Tax Audit	0.30		0.30		
	Certification and others	0.58	1.68	0.39		1.68
	Brokerage & Commission		78.58			19.84
	After Sales Service		15.03			18.74
	Loss on Sale of Fixed Assets		-			7.93
	Miscellaneous Expenses		195.28			250.35
			700.10			970.20
26	EARNINGS PER SHARE IN ACCORDANCE WITH ACCOUNTING STANDARD 20		C.Y.		P.Y.	
	Net Profit after Tax as per Statement of Profit & Loss		74.32			220.37
	Weighted average number of ordinary shares		25,000,000			25,000,000
	Basic and Diluted Earnings per share (₹)		0.30			0.88
	Face value per ordinary share (₹)		0.30			0.88
27	Based on the information available with the company, the principal amount due to Micro, Small & Medium Enterprises, as defined under the Micro, Small, and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) is ₹ Nil (Previous year ₹ Nil). Further, no interest during the year has been paid or payable under the terms of the MSMED Act, 2006.					
28	Total stores and spare parts consumed during the year are ₹ 24.61 Lacs (Previous year ₹ 33.30 Lacs).					
29	VALUE OF IMPORTS ON CIF BASIS		C.Y.		P.Y.	
	Raw materials		13.72			51.40
30	EARNINGS IN FOREIGN EXCHANGE		C.Y.		P.Y.	
	F.O.B. value of exports		87.83			354.32
31	VALUE OF RAW MATERIALS, SPARE PARTS AND COMPONENTS CONSUMED					
		Current Year		Previous Year		
		₹ in Lakh	In %	₹ in Lakh	In %	
	Raw Materials	13.72	0.41	51.40	0.96	
	Imported	3305.63	99.59	5,319.13	99.04	
	Indigenous	3319.35	100.00	5,370.53	100	
32	Nature of Goods			Current Year	Previous Year	
				₹ in Lakh	₹ in Lakh	
	C.R.G.O Lamination			921.22	1,054.13	
	DPC & TPC (Copper Wires & Strips)			1,741.52	1,748.80	
	DPC & Aluminum Wires & Strips			0.63	3.94	
	Iron (M.S. Plates, Channels, Angles, Sheet etc.)			397.33	25.11	
	Radiators			44.49	321.75	
	T.O.B.S.			99.37	645.29	
	Other Materials			114.79	1,571.51	
	Total Consumptions			3,319.35	5,370.53	

33	ACCOUNTING OF INVESTMENTS AS-13 In accordance with Accounting Standard (AS-13) 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 is not ascertainable in view of market value is not available. The Company however does not anticipate any decline being permanent in nature.				
34	As per Accounting Standard 15 'Employee Benefits' the disclosures as defined in the Accounting Standard are given below : Defined Contribution Plans The Company has not recognised an expense of towards defined contribution plans (Previous year ₹ 8.80 Lacs). Defined Benefit Plans 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 ₹. Nil (Previous Year ₹. 7.50 lacs) 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 ₹.35.03 lacs.				
35	CONTINGENT LIABILITIES AND CONTINGENT ASSETS Aggregate amount of guarantees furnished by the banks on behalf of the company to various State Electricity Board are ₹. 2,608.33 lacs (Previous year ₹. 1,980.81 lacs) which are secured by deposits of Fixed Deposit Receipts amounting to ₹.336.57 lacs (previous year ₹. 290.71 lacs) with banks.				
36	COMMISSION TO DIRECTOR Directors' Remuneration includes payment to Managing Director with commission ₹. 6.60 (Previous year ₹. 20.00 lacs).				
37	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 b) Enterprises over which the Key Management personnel and/or their relatives have significance influence : 1) Advance Powerinfra Tech Ltd. (Formerly Marson's Power & Infrastructure Dev. Ltd) 2) Marsons Properties Pvt. Ltd. (formerly Marsons Board Pvt. Ltd.) 3) Marsons Logistics Pvt. Ltd. 4) M-Secure HR Services Pvt. Ltd. (formerly Marsons Metals Pvt. Ltd.) 5) Marsons Petro Products Pvt. Ltd. 6) M-Trust Capital Advisory Services Pvt. Ltd. (Formerly Marsons Powergen 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) ₹ in Lakh		In relation to Item 1 (b) ₹ in Lakh	
		C.Y.	P.Y.	C.Y.	P.Y.
	Remuneration & Commission				
	a) Gyan Chand Kotia	6.00	-	-	-
	b) Akhilesh Kotia	6.60	28.25	-	-
	c) Charu Kotia	6.60	8.25	-	-
	d) Harshvardhan Kotia	1.81	0.96	-	-
	Rent (Paid)				
	Akhilesh Kotia	4.80	6.00	-	-
	Rent (Received)				
	Charu Kotia	0.61	0.61	-	-
	Advance Powerinfra Tech Ltd.	-	-	0.79	1.39
	Outstanding Payable	86.92	86.70	34.59	5.34
	Outstanding Receivable	-	(0.45)	361.17	26.34
38	RESEARCH AND DEVELOPMENT EXPENSES In pursuit of Research and Development endeavors the company is continuously incurring R & D expenditure both on Capital and Revenue which is shown as part of regular heads of accounts in fixed assets and in Profit and Loss account respectively. Revenue expenditure on research & development activities accounted for under their natural heads of revenue expenses accounts is ₹.212.30 lacs. (previous Year ₹ 113.50 Lacs) Capital expenditure on research & development activities accounted for under their natural heads of Fixed assets accounts is ₹ 23.33 Lacs (Previous year ₹ 53.31 lacs)				
39	Break up of balance in Trade Receivables of over 6 months and others have been taken as worked out by the concurrent auditors as appointed by the bankers of the company.				
40	The figures for the current financial year are for twelve months period.				
41	In view of the revision to the Schedule VI as per notification issued by the Central Government, the financial statements for the year ended 30 th June, 2013 have been prepared as per the requirements of the revised Schedule VI to the Companies Act, 1956.				

Cash Flow Statement for the year ended 30 th June, 2013		Year ended 30 th June, 2013 (₹ in Lakh)		Year ended 30 th June, 2012 (₹ in Lakh)	
(A) CASH FLOW FROM OPERATING ACTIVITIES:-					
Net Profit (Loss) before tax and before exceptional item		35.28		332.12	
Add: Adjustments for:					
FROM PL Depreciation	126.34		161.61		
Deferred Revenue Expenditure to the extent not written off/adjusted	1.25		1.35		
(Profit) / Loss on sale of Fixed Assets	-		7.93		
FROM PL Interest Income	(15.00)		(187.67)		
FROM PL Interest Expense	722.18	834.77	743.23	726.45	
Operating Profit / (Loss) before Working Capital changes		870.05		1058.57	
Adjustments for:					
Trade and other receivables	(4,190.24)		2259.20		
Inventories	(1,470.46)		(1905.08)		
Trade and other Payable	5,351.70		(445.57)		
Long Term Trade Liabilities	119.03	(189.98)	(350.56)	(442.01)	
Cash generated from Operations		680.07		616.56	
Direct Taxes (paid) / Refund		(16.49)		(113.06)	
Cash flow before extraordinary item		663.58		503.50	
Exceptional item		(34.53)		-	
Net Cash Flow from Operating Activities		629.05		503.50	
(B) CASH FLOW FROM INVESTING ACTIVITIES:-					
Net Purchase/Sale of Fixed Assets		(100.28)		(143.96)	
Movement of Investments		2.00		(9.01)	
Interest Received		15.00		0.26	
Net cash used in Investing Activities		(83.28)		(152.71)	
(C) CASH FLOW FROM FINANCING ACTIVITIES:-					
Proceeds from Long Term Borrowings		261.47		202.50	
Proceeds from Short Term Borrowings		(35.36)		25.53	
Dividend Paid		(25.00)		-	
Interest Paid		(691.59)		(715.21)	
Net Cash used in Financing Activities		(490.48)		(487.18)	
Net Increase / (Decrease) in Cash Equivalents		55.30		(136.39)	
Cash and Cash Equivalents as at 30.06.2012		284.05		420.44	
Cash and Cash Equivalents as at 30.06.2013		339.35		284.05	

As per our Report of even date Attached

For and on behalf of the Board

For and on behalf of

K. K. Jain & Co.

Chartered Accountants

Firm Registration No. 302022E

Gyan Chand Kotia

Akhilesh Kotia

Chairman

Managing Director

CA P.K. Jain

Partner

Peeyush Jain

Sudhir Kumar Joshi

Director

Director

Membership No, 52018

Kolkata, 29th August, 2013

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30TH JUNE, 2013**1. SIGNIFICANT ACCOUNTING POLICIES****a) BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

The Financial Statements 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

- i) Fixed assets are stated at original cost less accumulated 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.
- ii) Cost comprises purchase price, non refundable taxes, duties, freight and incidental expenses related to the acquisition and installation of the assets as well as finance charges wherever applicable relating to borrowed funds attributable to construction/acquisition of fixed assets for the period up to commencement of commercial production/assets put into use.
- iii) In respect of revalued assets, the difference between written down values of the assets as on the date of revaluation and the then replacement value is transferred to revaluation reserve.

c) Depreciation

- i) 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.
- ii) On assets individually costing less than ₹. 5000/- depreciation at the rate of 100% is being provided, subject to aggregate actual cost of individual item of plant and machinery costing ₹.5000/- or less being less than 10% of total cost of plant and machinery.

d) Investments

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

e) Inventories

Inventories comprise of WIP, Raw Material and Stores & Spares are valued at Lower of Cost and Net Realisable value. Cost basis is adopted on Average Cost Method. WIP at Cost includes conversion cost to bring the same to present location and condition.

f) Revenue Recognition

Sales include excise duties, remission of sales tax on expanded unit and scrap sales. Sales of transformers are recognized on dispatch of goods to the customers.

g) RETIREMENT BENEFITS**i) Defined Contribution Plans**

Contribution to provident fund, pension schemes and employee's 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 employee's 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.

h) PROVISIONS FOR CURRENT TAX & DEFERRED TAX

Provision for current tax is computed after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961. Deferred tax resulting from timing difference between book profits and taxable profits is accounted for using the tax rates and laws that are enacted or substantively enacted as on the Balance Sheet date. Deferred tax asset is recognised and carried forward if there is a reasonable certainty that the asset will be realised in future.

i) IMPAIRMENT OF ASSETS

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is to be charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss, if recognised in any accounting period, is reversible if there is any change in the estimate of recoverable amount.

j) GOVERNMENT GRANTS

Provision for current tax is computed after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961. Deferred tax resulting from timing difference between book profits and taxable profits is accounted for using the tax rates and laws that are enacted or substantively enacted as on the Balance Sheet date. Deferred tax asset is recognised and carried forward if there is a reasonable certainty that the asset will be realised in future.

k) RESEARCH AND DEVELOPMENT EXPENSES

All revenue expenditure pertaining to research are charge to the profit and loss account in the year in which they are incurred and development expenditure of capital nature is capitalised as fixed assets and depreciation as per the company policy.

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

l) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions involving substantial degree of estimation in measurement are recognised when there is present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognised but are disclosed in the notes. Contingent assets are neither recognised nor disclosed in the financial statements.

MARSONS LIMITED
Regd. Office: 4 Chandni Chowk Street Kolkata - 700 072
P R O X Y F O R M

I / We _____
of _____
Being a Member/s of Marsons Ltd. hereby appoint _____
_____ Of _____ or failing him of
_____ as my/our proxy to vote for me/us an
my/our behalf at the 36th Annual General Meeting of the Company will be held **BHARTIYA BHASHA
PARISAD, 36A, SHAKESPEARE SARANI, KOLKATA - 700017** on Saturday, the 28th day of December, 2013 at
11.30 A.M. and at any adjournment thereof.

At witness my /our hand this _____ day of _____ 2013

Signature by the said _____

Folio No. _____

Client-ID No. _____

DP-ID No. _____

No of Shares held _____

Note: This proxy must be returned 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 We _____
Of _____
Being a Member/s of Marsons Ltd hereby appoint _____
_____ of _____ or failing him of
_____ as my/our proxy to vote for me/us an
my/our behalf at the 36th Annual General Meeting of the Company will be held **BHARTIYA BHASHA
PARISAD, 36A, SHAKESPEARE SARANI, KOLKATA - 700017** on Saturday, the 28th day of December, 2013 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

BOOK POST

If undelivered please return to: -

Marsons Limited

4, Chandni Chowk Street, Kolkata -700 072