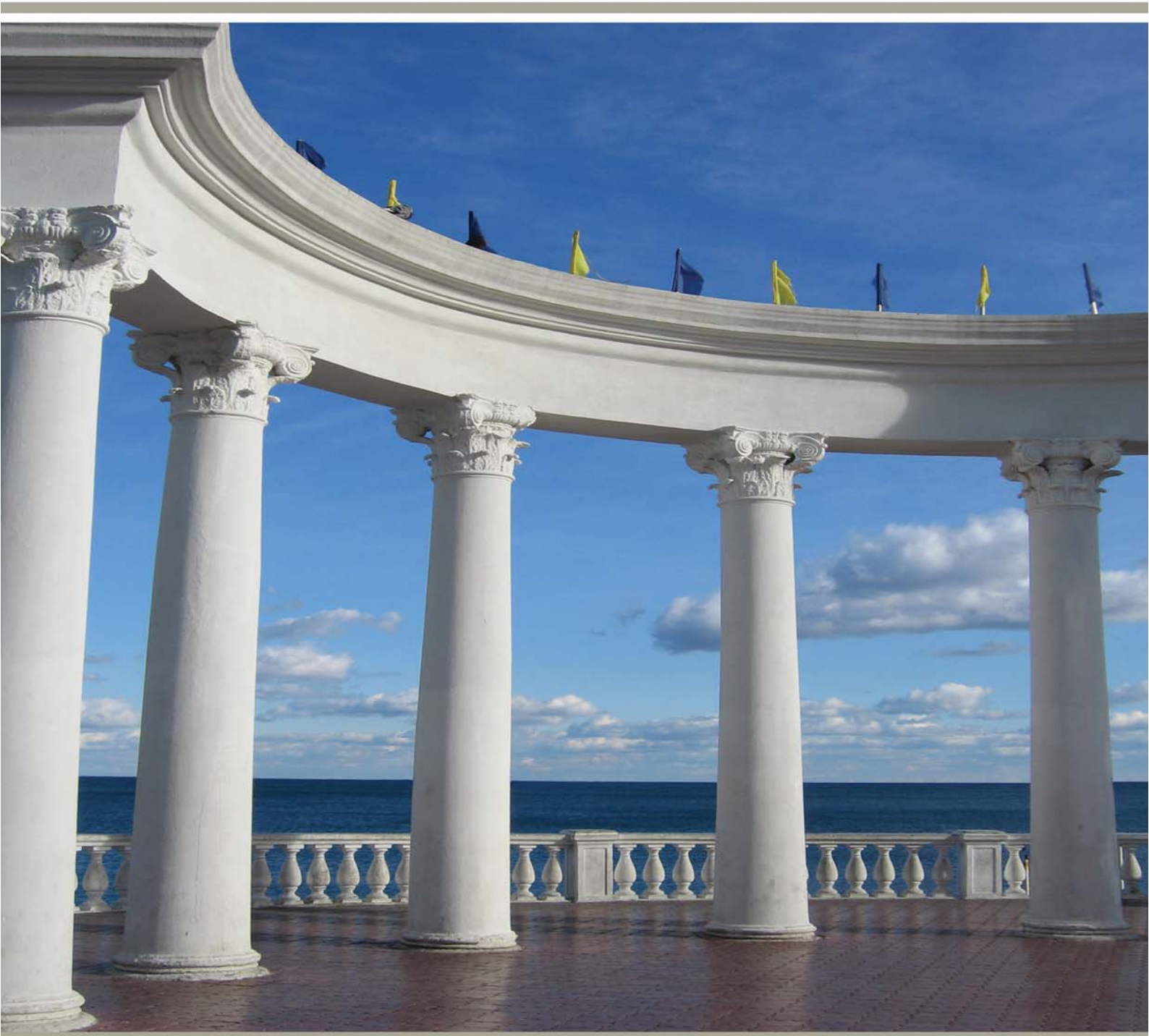


We create history not just buildings...



Martin Burn Limited
ANNUAL REPORT 2009-2010

Corporate Information

Board of Directors

Shri Kedar Nath Fatehpuria	<i>Chairman & Managing Director</i>
Shri Om Prakash Fatehpuria	<i>Joint Managing Director</i>
Shri Kailash Nath Fatehpuria	<i>Deputy Managing Director</i>
Shri Vijay Kumar Fatehpuria	<i>Deputy Managing Director</i>
Shri Ram Karan Tiwari	<i>Independent Non-Executive Director</i>
Shri Kailash Prasad Dhanuka	<i>Independent Non-Executive Director</i>
Shri Sanjay Kumar Bhartiya	<i>Independent Non-Executive Director</i>
Shri Pawan Murarka	<i>Independent Non-Executive Director</i>

Statutory Auditors

M/s D. P. Sen & Co.
22, Ashutosh Chowdhury Avenue
2nd Floor, Flat No. 22
Kolkata - 700 019

Bankers

The Federal Bank Ltd.
Indian Overseas Bank
State Bank of India
HDFC Bank Ltd.

Registered Office

"Martin Burn House"
1, R. N. Mukherjee Road
Kolkata - 700 001
Phone : 3022-5780/81
Fax : 2248-8416
E-mail : martinburn@rediffmail.com

Branches

40-42, Janpath,
New Delhi - 110 001

"Esplanade House"
29, Hazarimal Somani Marg
Mumbai - 400 001

Solicitors

Shri R. L. Mitra
6, Old Post Office Street
"Temple Chambers" 2nd Floor
Kolkata - 700 001
Phone : 2248-3255

Registrars & Share Transfer Agent

Maheshwari Datamatics (P) Ltd.
6, Mangoe Lane, 2nd Floor
Kolkata - 700 001
Phone : 2243-5029/5809
Fax : 2248- 4787

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Notice

NOTICE is hereby given that the 63rd Annual General Meeting of the Company will be held at the Registered Office of the Company at "Martin Burn House", 1, R. N. Mukherjee Road, Kolkata - 700 001, on Saturday, the 18th day of September, 2010 at 11.00 A.M to transact the following business :

ORDINARY BUSINESS

1. To consider, approve and adopt the audited Balance Sheet as at 31st March, 2010, the Profit & Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Om Prakash Fatehpuria who retires by rotation and being eligible, offers himself for re-appointment.

3. To appoint a Director in place of Shri Kailash Nath Fatehpuria who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint retiring Auditors of the Company, M/s D. P. Sen & 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 of Directors
For **MARTIN BURN LIMITED**

Place : Kolkata
Date : May 31, 2010

K. N. Fatehpuria
Chairman
& Managing Director

NOTES :

- I. 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 AT LEAST 48 HOURS BEFORE THE TIME OF THE MEETING.
- II. Corporate Members intending to send their authorised representative(s) to attend the Annual General Meeting are advised to send a certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the meeting.
- III. The Register of Members and the Share Transfer Books of the Company shall remain closed from 12th September, 2010 to 18th September, 2010 (both days inclusive).
- IV. Members who are holding shares in physical form are advised to dematerialise their shareholding to avail the benefits of dematerialisation which includes easy liquidity, savings in stamp duty, prevention of forgery etc.
- V. All documents referred to in the Notice and accompanying explanatory statement, as well as the Annual Accounts of the subsidiary company are open for inspection at the Registered Office of the Company on all working days, except Sunday and other holidays, between 11.00 A.M. and 1.00 P.M. upto the date of Annual General Meeting.
- VI. Information pursuant to clause 49 of the Listing Agreement in connection with the Directors to be reappointed at the 63rd Annual General Meeting.

Name of Director	Shri Om Prakash Fatehpuria	Shri Kailash Nath Fatehpuria
Date of Birth	23.03.1943	18.11.1948
Date of Appointment	30.08.1985	16.10.1986
Qualifications	B.Com	B.Com
Expertise in specific functional areas	He has vast experience of about 41 years in Finance Company Treasury Management Construction and Real Estate Development	He has vast experience of about 36 years Company Administration Construction and Real Estate Development
Directorship in other Public Limited companies	Pushpanjali Estates Pvt. Ltd.	Pushpanjali Estates Pvt. Ltd.
Chairman/ Membership of the Committees	Member of the Shareholders'/ Investors' Grievance Committee of Martin Burn Ltd.	Nil
No. of Shares held in the Company	1,99,021	Nil

VII. Members are requested to :

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

VIII. Securities and Exchange Board of India (SEBI) vide its circular dated April 27, 2007, has made it mandatory effective July 2, 2007, for every participant in the securities/capital market to furnish Income Tax Permanent Account Number (PAN No.). Members holding shares in physical mode are requested to furnish photocopy of the PAN card to the Company or the Registrar and the members holding shares in Demat mode are requested to record the details of PAN Card with their Depository Participant.

Registered Office :
"Martin Burn House"
1, R. N. Mukherjee Road
Kolkata - 700 001
Date : May 31, 2010

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

K. N. Fatehpuria
Chairman & Managing Director



Directors' Report

Dear Members

Your Directors are pleased to present the 63rd Annual Report together with Audited Statements of Accounts of the Company for the Financial Year ended March 31, 2010.

FINANCIAL RESULTS

(Rs. in Lakh)

	2009-2010	2008-2009
Profit before Interest, Depreciation and Taxation	259.05	285.90
Less : Interest Expense	59.49	61.69
Less : Depreciation	17.24	19.76
Profit/(Loss) before Taxation	182.32	204.45
Add/(Less) : Provision for Taxation	37.74	51.97
Profit/(Loss) after Taxation	144.58	152.48
Un-appropriated Profit brought forward from previous years	781.37	628.90
Profit available for Appropriations	925.96	781.37

DIVIDEND

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

PERFORMANCE REVIEW & FUTURE OUTLOOK

The Company has earned a Post Tax Profit of Rs. 144.58 Lacs against the corresponding Profit of Rs.152.48 Lacs, as reported last year.

We are pleased to report that the Company achieved a good growth in sales and has seen a remarkable improvement in construction activities. We hope to maintain this trend during the current year too.

The Company owns a premium plot of land at Chowringhee Road, the commercial hub of Kolkata. The market value of the same has appreciated in recent time. Your Company hopes to

exploit the same both commercially and residentially in the near future. The Project is expected to pay huge dividend to its shareholders

PUBLIC DEPOSIT

The Company has no outstanding Public Deposit as on March 31, 2010. The Company has complied with the provisions of Section 58A of the Companies Act, 1956. The Company is not accepting any new Deposits.

HUMAN RESOURCES

The Company firmly believes that human resources and knowledge capital are vital for business success and creating value for the stakeholders. During the financial year under review, the management continued to have harmonious relation with the employees.

DIRECTORS

Shri Om Prakash Fatehpuria and Shri Kailash Nath Fatehpuria - Directors of the Company, retire at the forthcoming Annual General Meeting, and being eligible, offer themselves for reappointment.

STATUTORY INFORMATION

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

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217 [2AA] of the Companies Act, 1956, the Directors state as follows :

1. that in the preparation of the annual accounts for the financial year ended March 31, 2010 the applicable accounting standards had been followed and that no material departures have been made from the same;
2. that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profits of the Company for that period;
3. that 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;
4. that the Directors have prepared the annual accounts on a going concern basis.

LISTING

The Company's shares are listed at The Calcutta Stock Exchange Association Ltd., The Uttar Pradesh Stock Exchange Association

Ltd., Bombay Stock Exchange Ltd. and The Delhi Stock Exchange Association Ltd.

CORPORATE GOVERNANCE

A Report on Corporate Governance and Management Discussion and Analysis, as required under Clause 49 of the Listing Agreement are annexed and forms part of this Annual Report.

A certificate from the Auditors of the Company, M/s A. K. Labh & Co. confirming compliance with the conditions of the Corporate Governance is also annexed.

COMPLIANCE CERTIFICATE

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

AUDITORS' OBSERVATIONS

In respect of the reference to the Notes on Accounts in the Auditors' Report, your Directors have to state that the same are self explanatory and do not need further clarification.

AUDITORS

M/s D. P. Sen & Co., Chartered Accountants, Auditors of the Company retire at the conclusion of the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

ACKNOWLEDGEMENT

Your Directors would like to place on record their sincere appreciation of the devoted services rendered by the entire work force during the year under review. Further, your Directors would like to recognize and appreciate the support received from The Federal Bank Ltd., State Bank of India, Punjab National Bank and HDFC Bank. Last but certainly by no means least, your Directors would like to thank various departments of Central and State Government, its shareholders, customers and the public at large for their continued support and confidence.

On behalf of the Board

Place : Kolkata
Date : May 31, 2010

K. N. Fatehpuria
Chairman & Managing Director



Management Discussion and Analysis

INDUSTRY STRUCTURE AND DEVELOPMENT

The Indian Real Estate sector has witnessed a revaluation, driven by the booming economic, favourable demographics and liberalized Foreign Direct investment (FDI) regime. Growing at a rapid rate, it has emerged as one of the most appealing investment areas for domestic as well as foreign investors.

Indian economy is on robust growth track. For the past three year, average GDP growth was over 8% and "Sensex" has consistently been beating its own all time high. Exports have been surging and Indian has been one of the popular destinations for foreign investments. There has been a tremendous demand for quality real estate.

OPPORTUNITIES AND THREATS

There are huge opportunities available in the emerging Real Estate market in India. Government has been pragmatic and supportive in its approach in ushering in reforms in the industry which should open up more avenue of growth. According to various studies continuing housing boom should sustain along with growing demand for retail and commercial space in the coming years.

Apart from normal business risks, your Company is facing competition from its old competitors as new entrants in the same line of business.

RISK AND CONCERN

There is a focus on Loan Portfolio Assessment Asset Liability Management (ALM) & Loan Pricing. In 2009-10 there was a concerted effect to focus on organization wide operation risk management framework.

OUTLOOK

The population of the Indian Urban lands is projected to increase by more than 40% by 2013 thus putting an additional pressure on housing properties in these cities.

As far as the real economy was concerned in 2009-10, India displayed resilience and strength to withstand the global turmoil, but after a fairly serious scare in 2008-09.

After three continuous year of over 9% growth, shrinking global

demand and associated fall in business confidence had reduced India's annual GDP growth rate at 6.7% in 2008-09. Moreover importantly, the prevailing economic conditions resulted in a major dip in investor confidence.

Our company owns a prime property in Chowringhee Road, the commercial hub of Kolkata. Tenant negotiations are in its final stage and we hope to commence the development of this property within this financial year.

INTERNAL CONTROL AND SYSTEM

The Company has a proper and adequate system of internal controls to ensure that all assets are safeguarded and protected against loss from authorized use or disposition and that the transactions are authorized, recorded and reported correctly.

Internal controls are supplemented by an extensive programmed of internal audits review by management and documented policies, guidelines and procedures. These controls are designed to ensure that financial and other records for maintaining regular accountability of the Company assets.

HUMAN RESOURCE MANAGEMENT

The Company is continuously endeavoring to put in line employee objective with that of business objectives of the organization through its HC Policies process & other development initiatives to achieve its organization goals relation with the employees remained cordial & at peace at all sites & offices throughout the year. The management & the employee are dedicated to achieve the mission corporate object & goals of the organization.

CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ substantially or materially from those expressed or implied. Important development that could affect the Company's operations include unavailability of finance at competitive rates - global or domestic or both reduction in number of viable infrastructure projects significant changes in political and economic environment in India or key markets.



Corporate Governance Report

CORPORATE GOVERNANCE

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

A. MANDATORY REQUIREMENTS

1. Company's philosophy on Code of Governance

The Company's philosophy of Corporate Governance ensures that Company's business strategy and plans take care of the welfare of all its stakeholders. The Company adheres to the highest ethical standard which is combined with an unwavering commitment to core values - transparency, fairness in all dealings, honesty of purpose, quality consciousness and customer satisfaction.

2. Board of Directors

The composition of Board of Directors is in conformity with the provisions of the Companies Act, 1956, the Articles of Association of the Company and Clause 49 of the Listing Agreement. It comprises of 8 (Eight) Directors of which there are 4 (Four) Independent Non-Executive Directors. All the Independent Directors on the Board are qualified, highly experienced and respected individuals from their respective fields. They take active part in the Board and Committee Meetings. Independent Directors do not fall under any criteria as stipulated vide Clause 49.I.A.(iii) of the listing agreement. The Chairman of the Board is a Promoter Director in Executive capacity and the total number of Independent Directors is half of the total strength of the Board. Shri Kedar Nath Fatehpuria, Shri Om Prakash Fatehpuria, Shri Kailash Nath Fatehpuria and Shri Vijay Kumar Fatehpuria being relatives are related with each other. All Directors are above 21 years of age.

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

Sl. No.	Name of Director	Category of Directorship	No of Board Meetings held during the year	No of Board Meetings attended	Last AGM attended	No. of Directorship in other Public Ltd. Companies *	No. of Committee Membership in other Public Ltd. Companies *	No. of Committee Chairmanship in other Public Ltd. Companies *
1.	Shri Kedar Nath Fatehpuria	Chairman & Managing Director	5	5	Yes	–	–	–
2.	Shri Om Prakash Fatehpuria	Joint Managing Director	5	5	No	–	–	–
3.	Shri Kailash Nath Fatehpuria	Deputy Managing Director	5	5	Yes	–	–	–
4.	Shri Vijay Kumar Fatehpuria	Deputy Managing Director	5	4	No	1	–	–
5.	Shri Ram Karan Tiwari	Independent Non-Executive Director	5	2	Yes	–	–	–
6.	Shri Kailash Prasad Dhanuka	Independent Non-Executive Director	5	2	Yes	–	–	–
7.	Shri Sanjay Kumar Bhartiya	Independent Non-Executive Director	5	3	No	3	–	–
8.	Shri Pawan Murarka	Independent Non-Executive Director	5	5	Yes	–	–	–

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

The Board met Five times during the year and the time gap between Board Meeting is not more than three months. Details of Board Meetings held during the year 2009-10 are as under :

Date of Board Meetings	14.05.2009	29.06.2009	27.07.2009	27.10.2009	29.01.2010
Board Strength	8	8	8	8	8
No. of Directors present	7	5	8	6	5

Board Committee

The Board of Directors at their meeting held on May 14, 2009, constituted a committee of Directors comprising of Shri Kedar Nath Fatehpuria, Chairman & Managing Director, Shri Om Prakash Fatehpuria, Joint Managing Director, Shri Kailash Nath Fatehpuria, Deputy Managing Director and Shri Vijay Kumar Fatehpuria, Deputy Managing Director.

The Committee of Directors is vested with the following functions and powers :

- i) To make investments and provide approvals for loans within the specified limits.
- ii) To issue power of attorney to the officers of the Company.
- iii) To make allotment of shares.
- iv) To sanction expenditure.
- v) To discuss issues relating to day to day affairs of the Company and take necessary actions in this regards.

The Committee met on 23.04.2009, 25.04.2009, 19.05.2009, 25.05.2009, 05.06.2009, 08.07.2009, 21.07.2009, 30.07.2009, 03.08.2009, 18.08.2009, 21.08.2009, 02.09.2009, 15.09.2009, 23.09.2009, 19.10.2009, 06.11.2009 and 15.01.2010.

3. Audit Committee

The Audit Committee comprises of three Independent Non-Executive Directors namely Shri Kailash Prasad Dhanuka, Shri Ram Karan Tiwari and Shri Pawan Murarka. All the members are eminent in their respective fields and financially literate with sufficient accounting or related financial management expertise.

The Committee has met six times during the year and the time gap between two meetings are not more than four months. Details of Committee Meetings held during the year 2009-2010 are as under :

Name of the Committee Members	29.06.2009	27.07.2009	27.10.2009	06.11.2009	29.01.2010
Shri Kailash Prasad Dhanuka - Chairman	Yes	Yes	Yes	Yes	Yes
Shri Ram Karan Tiwari - Member	Yes	Yes	Yes	Yes	Yes
Shri Pawan Murarka - Member	Yes	Yes	Yes	Yes	Yes

There has been no change in the composition of the Audit Committee during the year.

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

Functions of the Committee

- I. Review with the management and/or Internal Audit Department and/or Statutory Auditors :
 - a. Company's financial statements and reports;
 - b. Disclosure of company's financial information to ensure that the same are correct, sufficient and credible;
 - c. Changes/Improvements in Financial/Accounting practices;
 - d. Adequacy of Internal Audit Function and Systems; and
 - e. Charter of Audit Committee.
- II. Hold discussion with :
 - a. Statutory Auditors, before and after audit on the scope and area of Concern;
 - b. Internal Audit Department on its significant findings and also failure of Internal Control Systems, if any; and
 - c. Management before submission of financial statements to the Board.
- III. Compliance with Accounting Standards, Legal requirements and Ethical Code.

4. Remuneration Committee

The Broad terms of reference of the remuneration committee are to recommend the company's policy on remuneration package for the Managing Director/Executive Directors, reviewing the structures, design and implementation of remuneration policy in respect of key management personnel.

No Remuneration committee meeting was held during the year.

Details of remuneration paid to the Executive Directors during the year 2009-10.

Name	Designation	Salary (Rs.)	Perquisites or Allowances (Rs.)	Contribution to PF & Others (Rs.)	Commission (Rs.)
Shri Kedar Nath Fatehpuria	Chairman and Managing Director	8,10,000	1,51,500	97,200	Nil
Shri Om Prakash Fatehpuria	Joint Managing Director	1,80,000	69,000	21,600	Nil
Shri Kailash Nath Fatehpuria	Deputy Managing Director	4,66,440	1,08,960	55,974	Nil
Shri Vijay Kumar Fatehpuria	Deputy Managing Director	3,49,830	81,720	41,976	Nil

Sitting Fees paid to the Non-Executive Directors for attending the meeting of the Board of Directors of the Company and Committee thereof are as follows :

Name	Amount (Rs.)
Shri Ram Karan Tiwari	Nil
Shri Kailash Prasad Dhanuka	Nil
Shri Pawan Murarka	Nil
Shri Sanjay Kumar Bhartiya	Nil

* Shares/Convertible Instruments held by Non-Executive Directors as on 31.03.2010

Name of Non-Executive Directors	No. of Shares of the Company	Convertible Instruments
Shri Ram Karan Tiwari	Nil	Nil
Shri Kailash Prasad Dhanuka	Nil	Nil
Shri Sanjay Kumar Bhartiya	Nil	Nil
Shri Pawan Murarka	Nil	Nil

5. Shareholders'/Investors' Grievance Committee

The Shareholders'/Investors' Grievance Committee reviews and monitors the grievances of shareholders and investors. It is comprised of 3 (Three) Directors and is headed by Independent Non-Executive Director - Shri Pawan Kumar Murarka, as Chairman of the Committee. The other two members of the Committee are Shri K. N. Fatehpuria and Shri Om Prakash Fatehpuria. The terms of reference of the Committee is in terms of the Listing Agreement.

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

The particulars of investors complaints received during the year 2009-10 were published along with the quarterly results, pursuant to Clause 41 of the Listing Agreement with the Stock Exchanges. The Company has received 3 (three) complaints during the financial year 2009-10 and all of them were resolved/replied within the stipulated period.

The Committee met 18 times under the Chairmanship of Shri Pawan Kumar Murarka on 16.04.2009, 30.04.2009, 15.05.2009, 30.05.2009, 15.06.2009, 30.06.2009, 15.07.2009, 31.07.2009, 17.08.2009, 14.09.2009, 15.10.2009, 31.10.2009, 16.11.2009, 30.11.2009, 15.12.2009, 15.01.2010, 30.01.2010 and 26.02.2010.

The Company maintains an exclusive e-mail ID viz, martinburn_invgriev@rediffmail.com to enable the investors to lodge their complaints/grievances, if any.

6. General Body Meetings

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

Year	Location	Date	Time
2008-2009	1, R. N. Mukherjee Road Kolkata - 700 001	22.09.2009	11.00 A.M.
2007-2008	1, R. N. Mukherjee Road Kolkata - 700 001	04.09.2008	11.00 A.M.
2006-2007	1, R. N. Mukherjee Road Kolkata - 700 001	21.09.2007	10.30 A.M.

No special resolution was put through Postal ballot during the year under review nor is proposed at the ensuing Annual General Meeting to be passed through Postal ballot.

7. Disclosure

a) Related Party Transactions

Related Party Transactions are defined as transactions of the Company of material nature, with promoters, directors or with their relatives, its subsidiaries etc. that may have potential conflict with the interest of the Company at large. Details on material significant related party transactions are given in the appended financial statement under notes to the accounts annexed to the financial statement.

b) Compliance by the Company

The Company has complied with the requirements of the Stock Exchanges, SEBI and other Statutory Authorities on all matters relating to capital market during the last 3 years. No penalties or strictures have been imposed on the Company by the Stock Exchanges, SEBI or other Statutory Authorities. The Company has complied with all the mandatory requirements of the revised Clause 49 of the Listing Agreement. The extents of compliance of the non-mandatory requirements are given below :

- i. 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.
- ii. There is no formal Whistle-Blower Policy but the Company takes cognizance of complaints made and suggestions given by employees and others. Even anonymous complaints are looked into and whenever necessary, suitable corrective steps are taken.

c) 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 and the same is available on the website of the Company at www.martinburnltd.com. All board members and senior management personnel have affirmed compliance with the code on an annual basis. A declaration to this effect duly signed by Managing Director of the Company is annexed alongwith this report.

d) Disclosure of Accounting treatment

In the preparation of the financial statement the Company has followed accounting standards issued by the Institute of Chartered Accountants of India to the extent applicable.

e) Disclosure of Risk Management

The Company has initiated the risk assessment and minimization procedure.

f) CEO/CFO Certification

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

g) Review of Directors' Responsibility Statement

The Board in its report has confirmed that the annual accounts for the year ended 31st March, 2010, have been prepared as per applicable accounting standards and policies and that sufficient care has been taken for maintaining adequate accounting records.

8. Means of Communication

The quarterly, half yearly and audited results are regularly published in a leading English Daily Newspaper (Business Standard) and a Bengali Daily (Dainik Lipi) whereas the printed Annual Report along with statement of accounts and notice convening the Annual General Meeting are mailed to the shareholders. At present the Company does not make presentation to institutional investors and Analysts.

Management Discussion and Analysis Report

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

9. General Shareholder Information

i) Annual General Meeting

63rd A.G.M. to be held on Saturday the 18th September, 2010 at 11.00 A.M. at "Martin Burn House", 1, R. N. Mukherjee Road, 1st Floor, Kolkata - 700 001.

ii) Financial Calendar (Tentative)

Results for the quarter ended June 30, 2010 - Declared in the 2nd week of August, 2010.

Results for the quarter ending September 30, 2010 - 2nd week of November, 2010.

Results for the quarter ending December 31, 2010 - 2nd week of February, 2011.

Results for the quarter ending March 31, 2011 - 2nd week of May, 2011.

Annual General Meeting (next year) September, 2011.

iii) Book Closure

The Register of Members and Share Transfer Register will remain closed from 12th September, 2010 to 18th September, 2010 (both days inclusive).

iv) Listing of Equity Shares

a. The Calcutta Stock Exchange Association Ltd.
7, Lyons Range, Kolkata - 700 001

b. Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001

c. The Delhi Stock Exchange Association Ltd.
DSE House 3/1 Asaf Ali Road, New Delhi - 110 002

d. The Uttar Pradesh Stock Exchange Association Ltd.
Padam Towers, 14/113 Civil Lines, Kanpur - 208 001

Annual Listing Fee has been paid up to year ended March 31, 2010 to The Calcutta Stock Exchange Association Ltd. and Bombay Stock Exchange Ltd.

v) Stock Code

Bombay Stock Exchange Ltd. - 523566

vi) Stock Market Price data for the year 2009-2010

Market Price (Average High and Low) and the volume of transactions of the shares of the Company at Bombay Stock Exchange Limited (for the period April, 2009 to March, 2010)

Month	High (Rs.)	Low (Rs.)	Volume of Transactions (No. of Shares)	BSE Sensex	
				High	Low
April 2009	18.10	14.44	1,96,573	11,492.10	9,546.29
May 2009	25.85	16.10	5,94,679	14,930.54	11,621.30
June 2009	34.45	24.00	5,23,052	15,600.30	14,016.95
July 2009	27.45	19.75	4,05,406	15,732.81	13,219.99
August 2009	25.50	22.00	3,91,478	16,002.46	14,684.45
September 2009	33.30	24.00	8,99,066	17,142.52	15,356.72
October 2009	30.75	24.15	5,95,024	17,493.17	15,805.20
November 2009	29.45	21.90	2,89,171	17,290.48	15,330.56
December 2009	36.10	22.05	12,33,049	17,530.94	16,577.78
January 2010	47.00	26.95	90,17,458	17,790.33	15,982.08
February 2010	34.10	28.90	4,84,300	16,669.25	15,651.99
March 2010	30.15	25.30	6,56,587	17,793.01	16,438.45

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

M/s. Maheshwari Datamatics Pvt. Ltd.
6, Mangoe Lane, 2nd Floor
Kolkata - 700 001
Phone : (033) 2243 5029/5809
Fax : (033) 2248 4787
Email : mdpl@cal.vsnl.net.in

(viii) **Share Transfer System**

All shares sent for transfer in physical form are registered by the Registrar and Share Transfer Agents within 30 days of the lodgment, if documents are found in order. Shares under objection are returned within two weeks. During the financial year 2009-10, 28 Share Transfer Deeds comprising of 1555 shares were received for physical transfer.

(ix) **Shareholding Pattern as on 31st March, 2010**

Category of Shareholder	No. of Shares	Percentage of Shareholding
A. Shareholding of Promoter & Promoter Group		
1) Indian		
a) Individual/HUF	31,64,257	71.8519%
b) Bodies Corporate	33	0.0007%
Sub Total A(1)	31,64,290	71.8527%
2) Foreign	Nil	Nil
Sub Total A(2)	Nil	Nil
Total Promoters Shareholding A(1) + A(2)	31,64,290	71.8527%
B. Public Shareholding		
1) Institutions		
a) Mutual Funds/UTI	1,366	0.0310%
b) Financial Institutions/Banks	10,408	0.2363%
c) Central/State Government(s)	1,420	0.0322%
d) Insurance Companies	200	0.0045%
e) Any Other	75	0.0017%
Sub Total B(1)	13,469	0.3058%
2) Non-Institutions		
a) Bodies Corporate	1,26,194	2.8655%
b) Individuals holding		
i) Nominal Share Capital up to Rs. 1 Lakhs	9,09,685	20.656%
ii) Nominal Share Capital in excess of Rs. 1 Lakhs	1,27,070	2.8854%
c) Any Other		
i) Non Resident Individual	61,319	1.3924%
ii) Trust	300	0.0068%
ii) Custodian of Enemy Property	1532	0.0348%
Sub Total B(2)	12,26,100	27.8415%
Total Public Shareholding B(1) + B(2)	12,39,569	28.1473%
Total	44,03,859	100.00%

d) Distribution of Shares as on March 31, 2010.

Share Holding	Number of Shareholders	% of Share-holders	No. of Shares	% of Shares
1 to 500	8758	96.28	616584	14.001
501 to 1000	188	2.0668	142206	3.229
1001 to 2000	81	0.8905	121149	2.7501
2001 to 3000	29	0.3188	70855	1.6089
3001 to 4000	11	0.1209	39731	0.9022
4001 to 5000	5	0.0550	24041	0.5459
5001 to 10000	8	0.0880	58786	1.3349
10001 & above	16	0.1759	3330507	75.62
Grand Total	9096	100.0000	4403859	100.0000

e) Summary report of Shareholding as on March 31,2010.

Particulars	Shareholders		No. of Shares	% of Share Holdings
	No.	%		
Physical	6976	76.69%	611737	13.8909
NSDL	1488	16.35%	3624797	82.3096
CDSL	672	6.94%	167325	3.7995
Total	9096	100.0000	4403859	100.0000

x) **Dematerialization of shares**

The Equity shares of the Company are traded on Bombay Stock Exchange Ltd. All requests for dematerialization of shares are processed and confirmation is given to the respective depositories i.e. National Securities Depositories Limited (NSDL) and Central Depository Services Limited within 15 days. During the year total number of shares dematerialized at NSDL were 8528 and at CDSL were 791.

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

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

10. Compliance Certificate

The Company has obtained Compliance Certificate from Shri A. K. Labh, Practicing Company Secretary of M/s. A. K. Labh & Co., Company Secretaries regarding compliance of conditions on Corporate Governance and the same is attached to this report.

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

Kedar Nath Fatehpuria
Chairman & Managing Director

Place : Kolkata
Date : May 31, 2010

CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of
Martin Burn Limited

We have examined the compliance of conditions of Corporate Governance by **M/S. MARTIN BURN LIMITED** for the year ended 31st March, 2010 as stipulated in Clause 49 of the Listing Agreement with the stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementations thereof adopted by the Company for ensuring 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 explanations given to us, we certify that the Company has complied with the conditions of corporate governance as stipulated in the above-mentioned Listing Agreement.

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

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

For **A. K. LABH & CO.**
Company Secretaries

A. K. Labh
Proprietor
CP - 3238

Place : Kolkata
Dated : May 31, 2010

CERTIFICATE OF COMPLIANCE OF THE CODE OF CONDUCT OF THE COMPANY

This is to confirm that the Company has received declarations affirming compliance of the Code from the persons concerned for the Financial Year ended 31st March, 2010. The same has also been noted by the Board in its Meeting held on 31st May, 2010.

Place: Kolkata
Date : May 31, 2010

K. N. Fatehpuria
Chairman & Managing Director

CERTIFICATION BY CHAIRMAN & MANAGING DIRECTOR AND JOINT MANAGING DIRECTOR

We in our official capacity do hereby confirm and certify that :

- a) We have reviewed financial statements and the Cash Flow Statement for the year ended March 31, 2010 and that to the best of our knowledge and belief :
 - i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - ii) These statements together present a true and fair view of the Company's affairs.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year 2009-10 which are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls and state that we have evaluated the effectiveness of the internal control system of the Company and we have disclosed to Auditors and the Audit Committee deficiencies in the design or operation of internal controls, if any of which we are aware and steps have been taken or proposed to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee.
 - i) Significant changes in internal control during the year ended March 31, 2010.
 - ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii) Instance of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system.

For **MARTIN BURN LIMITED**

Date : May 31, 2010
Place : Kolkata

Kedar Nath Fatehpuria
Chairman & Managing Director

Om Prakash Fatehpuria
Joint Managing Director

Compliance Certificate

To,
The Members,
Martin Burn Limited
1, R.N. Mukherjee Road
Kolkata - 700 001

Registration No. : 21-13641
Authorised Capital : Rs. 6,00,00,000/-
Paid-up Capital : Rs. 4,40,38,590/-

We have examined the registers, records, books and papers of **Martin Burn Limited** (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2010. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we 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 rules made there under and all entries therein have been duly recorded.
2. The Company has filed the forms and returns as stated in **Annexure 'B'** to this certificate, with the Registrar of Companies (ROC) as prescribed under the Act and the rules made there under.
3. The Company is a public limited Company.
4. The Board of Directors duly met 5 (Five) times on 14.05.2009, 29.06.2009, 27.07.2009, 27.10.2009 and 29.01.2010 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 register of members and share transfer books were closed from 15.09.2009 to 22.09.2009 (both days inclusive) and the provisions of Section 154 of the Act was duly complied with.
6. The annual general meeting for the financial year ended on 31.03.2009 was held on 22.09.2009 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No extra-ordinary general meeting was held during the year under report.
8. The provisions of Section 295 of the Act are not attracted.
9. The provisions of Section 297 of the Act are not attracted.
10. The company has made necessary entries in the register maintained under Section 301 of the Act for the disclosures made by the directors pursuant to the provisions of the Section 299 of the Act.
11. The provisions of Section 314 of the Act are not attracted.
12. Duplicate share certificate was issued during the year under report.
13. The Company has :
 - (i) issued the share certificate within time after processing the request for transfer of shares received during the year.
 - (ii) not declared any dividend during the year under report;
 - (iii) no amount of unpaid/unclaimed dividend due for transfer to the Investor Education & Protection Fund during the year under report;
 - (iv) complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted and there was no new appointment of any additional, casual or alternate director during the year under report.
15. There was a reappointment of Managing Director in term of section 269 of the Act and form 23 was filed for such. However form 25C was not filed for such reappointment.
16. No sole-selling agent was appointed during the year.
17. The Company was not required to obtain any approval of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities.
18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and rules made there under.

19. The Company has not issued any new shares during the year.
20. The Company has not bought back any shares during the year.
21. The Company does not have any preference shares/debentures.
22. The Company has not issued any right/bonus shares etc. during the year.
23. The company has not accepted/renewed any fresh deposits attracting the provisions of Section 58A of the Act.
24. The borrowings made by the Company are within the statutory limit.
25. The investments, loans and advances made by the Company are in compliance with the provisions of the Act.
26. The Company has not altered the provisions of the memorandum with respect to situation of the Company's registered office from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the memorandum with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the memorandum with respect to 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 not altered the provisions of the Articles of Association of the Company during the year under scrutiny.
31. The Company has not received any show cause notice for any alleged offence during the year under report.
32. The Company has not received any security from its employees during the year under certification.
33. The provisions of Section 418 of the Act were not attracted.

For **A. K. LABH & CO.**
Company Secretaries

CS A. K. Labh
Proprietor
C. P. No. 3238

Place : Kolkata
Date : 31.05.2010

Annexure - A

Registers as maintained by the Company

1. Register of Members under Section 150
2. Register of Index of Members under Section 151
3. Register of transfer of shares under Section 108
4. Register of charges under Section 143
5. Register of Directors, Manager, etc. under Section 303
6. Register of Directors' shareholding under Section 307
7. Minutes of Board Meeting
8. Minutes of General Meeting
9. Books of Accounts under Section 209

Annexure - B

Forms and Returns as filed by the Company with the Registrar of Companies, during the financial year ending on 31st March, 2010

1. Form 20B under Section 159 (document dated 22.09.2009 filed on 24.11.2009)
2. Form 23AC & ACA under Section 220 (document dated 31.03.2009 filed on 06.11.2009)
3. Form 23 under Section 192 (document dated 22.09.2009 filed on 05.11.2009)
4. Form 8 under Section 135 (document dated 22.10.2009 filed on 19.11.2009)

Auditors' Report

To the Shareholders of

Martin Burn Limited

We have audited the attached Balance Sheet of **MARTIN BURN LIMITED**, as at 31st March 2010, and also the Profit & Loss Account and the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the Financial Statements are free of material mis-statement. An audit includes examining, on a 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.

1. As required by the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) order 2004 ("Order") issued by the Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, ("Act") and on the basis of such checks as we considered appropriate, and according to the information and explanation given to us, we enclose in the Annexure a statement on the matters specified in paragraphs 4 & 5 of the said Order.
2. Attention is drawn to the Note Nos. 3 & 5 of the Notes on Accounts (Schedule 19).
3. Further, to our comments in Para 1 & 2 above, we report that, 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.
4. Subject to remarks in Para 1-3 above, in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
5. The Balance Sheet and Profit & Loss Account dealt with by this report are in agreement with the books of account.
6. In our opinion, the Balance Sheet and the Profit & Loss Account dealt with by this report comply with the accounting standards referred to in sub-section (3C) of the Section 211 of the Companies Act, 1956.
7. On the basis of written representations received from the Directors of the Company which were taken on record by the Board of Directors of the Company and the information and explanations as made available, none of the Directors of the Company is disqualified as on 31st March, 2010, from being appointed as a director in terms of Clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
8. In our opinion and to the best of our information and according to the explanations given to us, the said accounts read in conjunction with Schedules 1 to 19 give the information required by the Companies Act, 1956, in the manner so required and subject to the effect of notes as referred in Paragraph 2 above and read together with the other notes thereon, give a true and fair view in conformity with the accounting principles and standards generally accepted in India :
 - a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2010 and
 - b) in the case of the Profit & Loss Account, of the Profit for the year ended on that date.
 - c) in the case of the Cash Flow Statement, of the cash flow for the year ended on that date.

For **D. P. SEN & CO.**
Chartered Accountants

Place : Kolkata
Date : May 31, 2010

D. Bhattacharyya
Partner
Membership No. 012726

Annexure to the Auditors' Report

AS REQUIRED BY THE COMPANIES (AUDITOR'S REPORT) ORDER, 2003 (AS AMENDED)

(Referred to in Serial no. 1 of our report of even date)

1. (a) The Company has maintained records showing full particulars including quantitative details and situation of fixed assets, which however, needs improvement.
(b) The management during the year under audit has physically verified the fixed assets of the Company.
(c) During the year no substantial part of fixed assets has been disposed off by the Company. Therefore, the provisions of Paragraph 4 (i) (c) of the aforesaid order, in our opinion, are not applicable to the Company.
- 2 The stock of finished construction except construction materials at the site of the Company at all its locations have been physically verified by the management during the year. In our opinion, the procedures of physical verification of finished construction followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business. Construction materials are directly debited to Construction Work-in-Progress as and when purchased.
3. (a) The Company has not granted/taken any loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act 1956.
(b) In view of our comment in Paragraph 3 (a) above, the Paragraphs 4 (iii)(b) to 4 (iii)(d) of the aforesaid order are not applicable to the Company.
(c) In view of our comment in Paragraph 3 (a) above, the Paragraphs 4 (iii)(f) and 4 (iii)(g) of the aforesaid order are not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, there are generally adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of construction materials and fixed assets and for the sale of real estate properties and services. Further, during the course of our audit, we have neither come across nor have we been informed of any continuing failure to correct major weakness in internal control.
5. (a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under Section 301 of the Companies Act, 1956, have been so entered.
(b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 and exceeding the value of rupees five lakhs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
6. During the course of our audit we have not come across any receipt of Public Deposit or any balance under this account.
7. The Company has internal audit system commensurate with the nature of business and activities of the Company.
8. The Central Government has not prescribed maintenance of cost records under section 209 (1)(d) of the Companies Act, 1956, for the Company.
9. (a) The company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, wealth tax, custom duty, excise duty, cess and other material statutory dues applicable to it.
(b) There are no dues outstanding of Sales Tax, Income Tax, Custom Duty, Wealth Tax, Service Tax, Excise Duty and Cess on account of any dispute.
10. The Company has no accumulated losses. The Company has not incurred any cash losses during the financial year covered by our report and the immediately preceding Financial Year.
11. According to the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institution or bank.
12. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other similar securities.

Annexure to the Auditors' Report

13. In our opinion, the Company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore, the provisions of clause (xiii) of paragraph 4 of the aforesaid order are not applicable to the Company.
14. In our opinion the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of Paragraph 4 (xiv) of the aforesaid order are not applicable to the Company.
15. The Company has not given any guarantee for the loan taken by others from bank or financial institutions during the year.
16. According to the information and explanations given to us, the term loans raised by the Company have been applied for the purpose for which they were raised.
17. According to the information and explanations given to us and on an overall examination of the balance sheet and cash flow of the Company, we report that no fund raised on short term basis has been used for Long Term Investment.
18. The Company has not raised any money by issue of shares during the year. Therefore, the provisions of Paragraph 4 (xviii) of the aforesaid order are not applicable to the Company.
19. The Company has not issued any debentures. Accordingly, the provisions of Paragraph 4 (xix) of the aforesaid order are not applicable to the Company.
20. The Company has not raised any money by public issue during the year. Therefore, the provisions of Paragraph 4 (xx) of the aforesaid order are not applicable to the Company.
21. During the course of our examination of books of account carried out in accordance with generally accepted auditing practices, we have neither come across any instance of fraud on or by the Company nor have we been informed of such case by the Management.

For **D. P. SEN & CO.**
Chartered Accountants

D. Bhattacharyya
Partner
Membership No. 012726

Place : Kolkata
Date : May 31, 2010

Balance Sheet as at 31st March, 2010

(Amount in Rs.)

	Schedule Reference	As at 31st March, 2010	As at 31st March, 2009
SOURCES OF FUNDS			
Shareholder's Funds			
Share Capital	1	44,038,590	44,038,590
Reserves and Surplus	2	311,327,997	297,811,401
		355,366,587	341,849,991
Loan Funds			
Secured Loans	3	73,126,912	52,359,648
Unsecured Loans	4	3,615,840	5,185,679
		76,742,752	57,545,327
Deferred Tax	5	5,598,766	6,895,421
TOTAL		437,708,105	406,290,739
APPLICATIONS OF FUNDS			
Fixed Assets			
Gross Block	6	313,643,466	313,471,172
Less : Depreciation		90,368,822	87,987,394
		223,274,644	225,483,778
Investments	7	2,694,490	1,626,493
Current Assets, Loans and Advances			
Inventories	8	11,338,309	15,745,831
Sundry Debtors	9	31,129,845	38,019,009
Cash and Bank Balances	10	13,440,518	22,091,371
Other Current Assets	11	32,030,730	32,666,792
Loans and Advances	12	503,896,157	397,107,524
		591,835,559	505,630,527
Less : Current Liabilities and Provisions	13		
- Liabilities		339,230,199	286,981,081
- Provisions		40,866,389	39,796,743
		380,096,588	326,777,824
Net Current Assets		211,738,971	178,852,703
Misc. Expenditure (to the extent not written off or adjusted)			
Pre-operative Expenses		-	327,765
TOTAL		437,708,105	406,290,739
Significant Accounting Policies	18		
Notes on Accounts	19		

Schedules 1 to 13, 18 & 19 referred to above form an integral part of the Balance Sheet

This is the Balance Sheet referred to in our report of even date

For **D. P. SEN & CO.**
Chartered Accountants
D. Bhattacharyya
Partner
Membership No. 012726
Place : Kolkata
Date : May 31, 2010

Kedar Nath Fatehpuria
Chairman & Managing Director

Vijay Kumar Fatehpuria
Dy. Managing Director

Om Prakash Fatehpuria
Jt. Managing Director

Pawan Murarka
Director

Kailash Nath Fatehpuria
Dy. Managing Director

Kailash Prasad Dhanuka
Director

Profit & Loss Account for the year ended 31st March, 2010

(Amount in Rs.)

	Schedule Reference	Year ended 31st March, 2010	Year ended 31st March, 2009
INCOME			
Sales (Note No. 7)		95,409,555	25,997,527
Other Income	14	24,401,808	57,845,730
Increase/(Decrease) in Stock of Work-in-Progress and Finished Construction	15	(4,407,522)	(1,781,076)
		115,403,841	82,062,181
EXPENDITURE			
Real Estate Purchase and Construction Expenses	16	66,925,824	16,719,521
Other Expenses	17	28,521,802	42,921,331
Depreciation		2,665,684	2,968,971
Transfer to Fixed Assets Revaluation Reserve		941,816	(993,390)
		1,723,868	1,975,581
		97,171,494	61,616,433
PROFIT/(LOSS) BEFORE TAXATION		18,232,347	20,445,748
Taxation			
Current Tax		5,070,590	5,070,295
Deferred Tax	5	(1,296,655)	(21,090)
Fringe Benefit Tax		–	148,344
PROFIT/(LOSS) AFTER TAXATION		14,458,412	15,248,199
Add : Profit brought forward from last account		78,137,301	62,889,102
		92,595,713	78,137,301
Less : Amount transferred to General Reserve		–	–
PROFIT/(LOSS) CARRIED TO BALANCE SHEET		92,595,713	78,137,301
Significant Accounting Policies	18		
Notes on Accounts	19		
Basic and Diluted Earning Per Share		3.28	3.46
(in Rupees) Face Value Rs. 10/- (Note No. 9)			
Number of Equity Shares		4,403,859	4,403,859

Schedules 14 to 19 referred to above form an integral part of the Profit & Loss Account

This is the Profit & Loss Account referred to in our report of even date

For **D. P. SEN & CO.**
Chartered Accountants
D. Bhattacharyya
Partner
Membership No. 012726
Place : Kolkata
Date : May 31, 2010

Kedar Nath Fatehpuria
Chairman & Managing Director

Vijay Kumar Fatehpuria
Dy. Managing Director

Om Prakash Fatehpuria
Jt. Managing Director

Pawan Murarka
Director

Kailash Nath Fatehpuria
Dy. Managing Director

Kailash Prasad Dhanuka
Director

Cash Flow Statement for the year ended 31st March, 2010

(Amount in Rs.)

	For the year ended 31st March, 2010	For the year ended 31st March, 2009
(A) CASH FLOW ARISING FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before Tax	18,232,347	20,445,749
Adjustments for		
Depreciation	2,665,684	2,968,971
Bad Debts and Advances Written off	944,635	1,489,244
Pre-operative Expenses Written off	327,765	327,765
Investments Written off	3	5
Recovery of Bad Debts	(528,389)	(376,765)
Profit/(Loss) on Sale of Fixed Assets & Capital WIP	–	2,075,831
Profit on sale of Fixed Assets	(57,215)	(2,071,591)
Liabilities no longer required Written Back	(311,530)	(1,536,489)
Interest Expense	5,949,250	6,168,584
Profit on sale of Investments	(3,888,000)	(4,212,000)
Interest and Dividend Income	(1,979,944)	(13,729,295)
Transfer from Fixed Assets Revaluation Reserve	(941,816)	(993,390)
Operating Profit before Working Capital Changes	20,412,790	10,556,619
Adjustments for		
Trade and Other Receivables	12,220,779	1,655,396
Inventories	4,407,522	15,745,831
Trade Payables	45,453,376	(35,472,256)
Cash generated from Operations	82,494,467	(7,514,410)
Income Tax & Fringe Benefit Tax Paid	–	319,935
Sales Tax paid	–	–
Net Cash From Operating Activities	82,494,467	(7,194,475)
(B) CASH FLOW ARISING FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(589,335)	(5,657,618)
Purchase of Investments	(1,500,000)	–
Sale of Fixed Assets	190,000	5,669,787
Dividend Received	125	–
Sale of Investment	4,320,000	5,179,999
Net Cash From Investing Activities	2,420,790	5,192,168

Cash Flow Statement

(Amount in Rs.)

	For the year ended 31st March, 2010	For the year ended 31st March, 2009
(C) CASH FLOW ARISING FROM FINANCING ACTIVITIES		
Proceeds from Borrowings		
Long Term	20,789,771	–
Short Term	–	1,346,654
Repayment of Borrowings		
Long Term	(110,914,661)	(76,360,261)
Short Term	–	(5,409,305)
Interest Paid	(5,949,250)	(6,168,584)
Bad Debt Recovery	528,389	376,765
Unclaimed Dividend Paid	–	–
Interest Received	1,979,944	2,758,732
Investments Written off	(3)	–
Net Cash From Financing Activities	(93,565,810)	(83,455,999)
Net Change in Cash and Cash Equivalents (A+B+C)	(8,650,553)	(85,458,306)
Cash and Cash Equivalents - Opening Balance	22,091,371	107,549,677
Cash and Cash Equivalents - Closing Balance	13,440,818	22,091,371

Note :

1. The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Accounting Standard - 3 on Cash Flow Statements issued by the Institute of Chartered Accountants of India.
2. Cash and Cash Equivalents consist of Cash and Bank balances.
3. Previous year's figures have been re-grouped/re-arranged where necessary.

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

For **D. P. SEN & CO.**

Chartered Accountants

D. Bhattacharyya

Partner

Membership No. 012726

Place : Kolkata

Date : May 31, 2010

Kedar Nath Fatehpuria

Chairman & Managing Director

Vijay Kumar Fatehpuria

Dy. Managing Director

Om Prakash Fatehpuria

Jt. Managing Director

Pawan Murarka

Director

Kailash Nath Fatehpuria

Dy. Managing Director

Kailash Prasad Dhanuka

Director

Schedules to the Accounts

(Amount in Rs.)

	As at 31st March, 2010	As at 31st March, 2009
1. SHARE CAPITAL		
Authorised		
5,990,000 Ordinary Shares of Rs. 10/- each	59,900,000	59,900,000
1,000 5% Redeemable Preference Shares of Rs. 100/- each	100,000	100,000
	60,000,000	60,000,000
Issued, Subscribed and Paid-up		
4,403,859 Ordinary Shares of Rs. 10/- each fully paid	44,038,590	44,038,590
	44,038,590	44,038,590

Notes :

1. Out of the above Ordinary Shares –
 - a) 2,890,136 Ordinary Shares (including 300,000 Ordinary Shares issued on conversion against 30,000 5% Redeemable Preference Shares of Rs. 10/- each which were allotted pursuant to contracts), were issued as fully paid for consideration other than cash.
 - b) 735,612 Ordinary Shares issued as bonus shares fully paid by capitalization of Share Premium Account and Reserve on 09.01.1968.

2. RESERVES AND SURPLUS		
Capital Reserve		
As per last Account	3,587,974	3,587,974
Add : Addition during the year	– 3,587,974	
Fixed Assets Revaluation Reserve		
As per last Account	92,992,678	93,986,068
Less : Transferred to Profit & Loss Account	941,816 92,050,862	993,390 92,992,678
Capital Redemption Reserve		
As per last Account	1,600,000	1,600,000
General Reserve		
As per last Account	121,493,448	121,493,448
Add : Addition during the year	– 121,493,448	– 121,493,448
Profit & Loss Account	92,595,713	78,137,301
	311,327,997	297,811,401

Schedules to the Accounts

(Amount in Rs.)

	As at 31st March, 2010	As at 31st March, 2009
3. SECURED LOANS		
Term Loan from Banks	73,126,912	52,359,648
	73,126,912	52,359,648

Notes :

1. Term Loans from ICICI Bank are secured by hypothecation of specific assets acquired under Mobile Finance Scheme.
2. Term Loan from Federal Bank is secured against assignment of future rent receivables on rented premises, occupied by the bank, collaterally secured by equitable mortgage of immovable property located at Kolkata and by personal guarantees of Promoter Directors of the Company.

4. UNSECURED LOANS		
Interest accrued and due		
Short Term Loans	3,603,977	3,603,977
Overdraft from Scheduled Bank	11,863	1,581,702
	3,615,840	5,185,679

5. DEFERRED TAX		
Deferred Tax Assets		
Gratuity Provision	1,146,169	1,222,278
Accrued Expenses deductible on payment	54,638	124,409
	1,200,807	1,346,687
Deferred Tax Liability		
Depreciation	(6,799,573)	(8,242,108)
Net Deferred Tax Assets/(Liabilities)	(5,598,766)	(6,895,421)

Schedules to the Accounts

6. FIXED ASSETS

(Amount in Rs.)

PARTICULARS	ORIGINAL COST/REVALUATION				DEPRECIATION			NET BLOCK		
	As at 31st March, 2009	Additions during the year	Sale/Adjustments during the year	As at 31st March, 2010	As at 31st March, 2009	Applicable to Sales/Adjustments during the year	For the year	Total upto 31st March, 2010	Written down Value as at 31st March, 2010	Written down Value as at 31st March, 2009
Freehold Land	156,648,673	-	-	156,648,673	-	-	-	-	156,648,673	156,648,673
Freehold Buildings	97,406,073	-	-	97,406,073	59,508,722	-	1,718,759	61,227,481	36,178,592	37,897,351
Leasehold Land	23,785,726	-	-	23,785,726	-	-	-	-	23,785,726	23,785,726
Leasehold Land and										
Buildings	7,565,941	-	-	7,565,941	4,496,969	-	163,792	4,660,761	2,905,180	3,068,972
Plant and Machinery	14,330,054	173,141	-	14,503,195	11,965,787	-	360,596	12,326,383	2,176,812	2,364,267
Furniture and Fittings	4,339,650	-	-	4,339,650	3,998,078	-	61,742	4,059,820	279,830	341,572
Vehicles	2,857,690	416,194	417,041	2,856,843	1,480,473	284,256	360,795	1,557,012	1,299,831	1,377,217
Fixed Assets Given on Lease										
Plant and Machinery	3,950,422	-	-	3,950,422	3,950,422	-	-	3,950,422	-	-
Vehicles	2,586,943	-	-	2,586,943	2,586,943	-	-	2,586,943	-	-
Total	313,471,172	589,335	417,041	313,643,466	87,987,394	284,256	2,665,684	90,368,822	223,274,644	225,483,778
Previous year	328,809,325	5,657,619	20,995,772	313,471,172	100,340,166	15,321,743	2,968,971	87,987,394	225,483,778	

	As at 31st March, 2010	As at 31st March, 2009
7. LONG TERM INVESTMENTS - At or under Cost		
Trade Investments		
Fully paid Shares and Debentures		
- Ordinary Shares	2,694,490	1,626,492
- Debentures	-	1
	2,694,490	1,626,493
Aggregate amount of Unquoted Investments	2,694,490	1,626,493
STATEMENT OF INVESTMENTS		
Shares and Debentures		
In Others		
15 6.1/2 % Non-redeemable Debentures of Bengal Chamber of Commerce & Industry	-	1
11357 Ordinary Shares of Rs. 100/- each of United Provinces Electric Supply Company Ltd. (in liquidation)	-	1
10078 Ordinary Shares of Rs. 10/- each of Upper Ganges Valley Electric Supply Company Ltd. (in liquidation)	1	1
22550 Ordinary Shares of Rs. 10/- each of Upper Jumna Valley Electric Supply Company Ltd. (in liquidation)	1	1
	2	4

Schedules to the Accounts

(Amount in Rs.)

	As at 31st March, 2010	As at 31st March, 2009
Brought Forward	2	4
211 Ordinary Shares of Rs. 100/- each of Futwah Islampur Light Railways Company Ltd. (in liquidation)	1	1
2700 Ordinary Shares of Rs. 100/- each of Arrah Sasaram Light Railways Company Ltd. (in liquidation)	1	1
4723 Ordinary Shares of Rs. 100/- each of Agra Electric Supply Company Ltd. (in liquidation)	1	1
36594 Ordinary Shares of Rs. 10/- each of Benaras Electric Light & Power Company Ltd. (in liquidation)	1	1
391 Ordinary Shares of Rs. 100/- each of Shahadara (Delhi) Saharanpur Light Railways Company Ltd. (in liquidation)	–	1
1000 Equity Share of Rs. 10/- each of Martin Burn Edutech Pvt. Ltd.	10,000	10,000
95900 Equity Share of Rs. 10/- each of Step Two Corporation Ltd.	584,484	584,484
2000 Equity Shares of Rs. 100/- each at a premium of Rs. 200/- Trinetra Capital Services Pvt. Ltd.	600,000	600,000
43200 Equity Share of Rs. 10/- each of Pushpanjali Estates Pvt. Ltd.	–	432,000
15000 Equity Share of Rs. 10/- each of Divij Finance Pvt. Ltd.	1,500,000	–
	2,694,490	1,626,493

Schedules to the Accounts

(Amount in Rs.)

	As at 31st March, 2010	As at 31st March, 2009
8. INVENTORIES		
Finished Construction (Unsold)		
At lower of cost or net realisable value	6,049,572	9,812,421
Work-in-Progress at cost or cost plus estimated profit where appropriate	5,288,737	5,933,410
	11,338,309	15,745,831
9. SUNDRY DEBTORS		
Unsecured		
Debts outstanding for a period exceeding six months		
- Considered Good	23,613,259	23,769,594
- Considered Doubtful	–	–
Others - Considered Good	7,516,586	14,249,415
	31,129,845	38,019,009
10. CASH AND BANK BALANCES		
Cash-in-Hand	261,752	230,773
Balances with Scheduled Banks on		
Current Accounts	3,152,039	2,943,492
Fixed Deposit Accounts	10,026,727	18,917,106
	13,440,518	22,091,371
11. OTHER CURRENT ASSETS		
Unsecured - Considered Good		
Interest accrued on Loans	26,978,321	26,902,012
Interest accrued on Deposits	274,386	286,757
Security Deposits	4,778,023	5,478,023
	32,030,730	32,666,792
12. LOANS AND ADVANCES		
Unsecured		
Loans to Bodies Corporate		
- Considered Good	146,129,597	81,845,597
Loans to Others		
- Considered Good	168,085,702	181,760,702
Booking of Space at I.T. Park (including Interest & others)	29,138,978	–
Advances recoverable in cash or in kind or for value to be received		
- Considered Good	124,105,061	103,436,359
- Others	1,096,440	245,414
Advance payment of tax and tax deducted at source	35,340,379	29,819,452
	503,896,157	397,107,524

Schedules to the Accounts

(Amount in Rs.)

	As at 31st March, 2010	As at 31st March, 2009
13. CURRENT LIABILITIES AND PROVISIONS		
A. Current Liabilities		
Sundry Creditors	112,740,999	80,169,275
Other Liabilities	17,774,264	7,884,737
Deposits	123,979,882	104,844,066
Advance payments (including on account billing Rs. Nil (Previous year - Rs. 47,662,614) against Work-in-Progress	84,735,054	94,083,003
	339,230,199	286,981,081
B. Provisions		
Gratuity	3,820,564	3,595,993
Taxation	36,490,676	31,420,086
Fringe Benefit Tax	213,131	213,131
Leave Encashment	342,018	453,588
Service Tax	–	4,113,945
	40,866,389	39,796,743
	380,096,588	326,777,824

	Year ended 31st March, 2010	Year ended 31st March, 2009
14. OTHER INCOME		
Interest on Deposit and Loans to Companies and Others (Gross) [Tax Deducted at Source Rs. 166,590/- Previous year - Rs. 5,401,279]	1,979,944	13,729,295
Profit on Sale of Fixed Assets (Net)	57,215	2,071,591
Profit on Sale of Investments (Net)	3,888,000	4,212,000
Liabilities no longer required written back	311,530	1,536,489
Rent	13,271,371	17,085,134
Recovery of Maintenance Charges	3,194,923	15,758,333
Recovery of Bad & Doubtful Debts	528,389	376,765
Miscellaneous Income	1,170,436	3,076,123
	24,401,808	57,845,730

Schedules to the Accounts

(Amount in Rs.)

	Year ended 31st March, 2010	Year ended 31st March, 2009
15. INCREASE/(DECREASE) IN STOCK OF		
WORK-IN-PROGRESS AND FINISHED CONSTRUCTION		
Closing Stock		
- Work-in-Progress	5,288,737	5,933,410
- Finished Construction (Unsold)	6,049,572	9,812,421
	11,338,309	15,745,831
Deduct : Opening Stock		
Work-in-Progress	5,933,410	6,310,814
Finished Construction (Unsold)	9,812,421	11,216,093
	15,745,831	17,526,907
Increase/(Decrease)	(4,407,522)	(1,781,076)
16. REAL ESTATE PURCHASE AND CONSTRUCTION EXPENSES		
Purchases		
Construction Materials	1,687,910	5,891,818
Purchase of Flat	7,250,000	5,025,000
Purchase of Office space	50,000,000	–
	58,937,910	10,916,818
Construction Expenses		
Salaries, Wages and Bonus	545,559	536,642
Contribution to Provident and Other Funds	50,055	52,958
Workmen and Staff Welfare Expenses	3,087	–
Payment to Labour Contractors	4,360,170	1,137,425
Power and Fuel	917,184	1,127,810
Brokerage & Commission	25,000	411,483
Architects' Fees	60,000	119,000
Rates and Taxes	–	14,000
Repairs and Maintenance - Others	917,270	807,255
Security Charges	408,362	388,719
Other Job Expenses	558,139	662,038
Telephone & Telex Charges	25,769	44,505
Travelling & Conveyance	5,977	8,561
Car Running Expenses	111,342	130,068
Insurance	–	24,910
Bad Debts	–	337,329
	7,987,914	5,802,703
	66,925,824	16,719,521

Schedules to the Accounts

(Amount in Rs.)

	Year ended 31st March, 2010	Year ended 31st March, 2009
17. OTHER EXPENSES		
Salaries, Wages and Bonus	6,569,153	7,374,756
Gratuity paid/provided	324,231	175,423
Contribution to Provident and other funds	563,585	615,351
Workmen and Staff Welfare Expenses	762,432	255,580
Power and Fuel	248,718	7,792,546
Rent	3,986,835	4,715,062
Repair and Maintenance		
- Buildings	301,721	903,968
- Plant and Machinery	39,028	498,158
- Others	332,149	2,587,299
Insurance	83,657	155,060
Rates and Taxes	966,642	1,626,883
Sales Tax	111,240	302,961
Brokerage and Commission	1,222,570	80,000
Advertisement	78,426	24,332
Interest on		
- Bank Overdraft/Cash Credit	69,069	367,165
- Term Loans	5,766,884	5,666,047
- Others	113,297	135,372
Travelling Expenses	1,085,946	396,953
Telephone and Telex Charges	253,311	290,361
Bank Charges	291,157	-14,304
Car Running Expenses	313,894	466,959
Auditors' Remuneration		
- Statutory Audit Fees	160,000	160,000
- Tax Audit Fee	20,000	20,000
- Other Services	25,158	37,080
Internal Audit Fees	44,000	120,000
Professional Fees	1,302,397	1,510,961
Donation	18,400	13,530
Bad Debts and Advances Written Off	944,635	1,151,915
Miscellaneous Expenses	2,523,264	2,087,018
Compensation	-	1,329,059
Loss on Sale of Fixed Assets	-	2,075,831
Investments Written Off	3	5
	28,521,802	42,921,331

Schedules to the Accounts

18. SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation of Financial Statements

The financial statements are prepared in accordance with the accounting standards specified by the Institute of Chartered Accountants of India.

Accounting Convention

The financial statements are prepared in accordance with historical cost convention except for such fixed assets, which are revalued.

Fixed Assets

Fixed Assets are stated at cost of acquisition inclusive of taxes, freight and other incidental expenses related to acquisition/ installation except in case of revaluation of such assets where it is stated at revalued amount.

Fixed Assets given on lease are stated at cost less accumulated depreciation.

Depreciation

Depreciation on fixed assets including revalued assets is provided on "Written Down Value Method" at the rates, which are in conformity with the requirements of the Companies Act, 1956. Additional depreciation for the year attributable to the revalued assets is transferred to the credit of Profit & Loss Account by debiting fixed assets revaluation reserve.

Leasehold Land is not amortized over the life of the respective lease where these are expected to be renewed for further long-term period on their expiry.

Depreciation on assets given on lease is provided over the 'Primary Lease Period' on the basis of internal rate of return implicit in the lease or on written down value method at the rates specified in Schedule XIV of the Companies Act, 1956, whichever is higher.

Investments

Investments are valued at or under cost. Dividends are accounted for on receipt basis.

Inventories

Inventories are valued as under :

- i) *Finished construction (Unsold)* - At lower of cost or net realizable value.
- ii) *Work-in-Progress* - At cost or cost plus profit where appropriate depending upon the stage of completion and/or as per the terms of the contract. Cost includes direct material, cost of labour and include other general administrative expenses.

Taxes on Income

Provision for Current Tax is made on the taxable income for the year in terms of the provisions of the Income Tax Act, 1961.

Provision for Current Tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961. Deferred Tax resulting from "timing differences" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the Balance Sheet date.

The Deferred Tax charge or credit is recognized using current tax rates. Where there is unabsorbed depreciation or carried forward losses, deferred tax assets are recognized only if there is virtual certainty of realization of such assets. Other deferred tax assets are recognized only to the extent of reasonable certainty of realization in future. Deferred tax assets/liabilities are reviewed as at each Balance Sheet date based on developments during the year to reassess realization/liabilities.

Retirement Benefits

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

Schedules to the Accounts

Revenue Recognition

- i) The company is mainly engaged in construction/development of properties - some on behalf of others as developer and some on own account for eventual sale. Profit on construction/development of properties on behalf of others is accounted for according to the stage of completion and in case of properties on own account, only when the registration is made.
- ii) Other revenue is recognized on completion of sale of goods and rendering of services.
- iii) Lease rentals are recognized as income throughout the period on accrual basis as per lease agreement.

Borrowing Costs

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

Contingent Liability

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

Miscellaneous Expenditure

Miscellaneous Expenditure is written off over a period of 5 years.

19. Notes on Accounts

1. In respect of Shreeram Arcade property, re-assessment of corporation tax by Kolkata Municipal Corporation for the area under company's occupation, as directed by the Hon'ble High Court of Kolkata in its order dated 29th September, 2004, is not complete. As such the ultimate liability towards corporation tax for the said property is not ascertainable at this stage and has not been provided in the accounts. Suspense (Credit) in the accounts amounting to Rs. 5,457,240/- represents the amount collected by the Company from the Sub-Lessees of Shreeram Arcade, on account of Building Tax.
2. The amount of rent payable by the company to Kolkata Port Trust in respect of Kidderpore Stock Yard is under dispute and the matter is sub-judice. The Company has been paying rent to Kolkata Port Trust at the demanded rate without prejudice, since February, 2007 by cheque, which have since been accepted by Kolkata Port Trust and duly encashed. As per Books of A/cs. For 2008-2009 the liability to Kolkata Port Trust, A/c. Kidderpore Stock Yard was Rs. 66,624,959.80. Out of the said liability the Company has paid an amount of Rs. 3,440,693 to Kolkata Port Trust during the financial year 2009-2010 and the said payment has been accepted by the Kolkata Port Trust. With this payment the outstanding liability to Kolkata Port Trust as on 31.03.2010 comes to Rs. 63,184,266.80.
3. Certain Credit balances in various liabilities account lying unclaimed over a period of time have been reviewed by the management and being satisfied about the remote possibility of their claims, have written back the same aggregating to Rs. 197,009 in the current year's account.

4. Remuneration paid/payable to Wholetime Directors :

(Amount in Rs.)

	2009-2010	2008-2009
Salary	1,806,270	1,726,017
Contribution to Provident Fund	216,750	200,066
Monetary value of Perquisites	–	420,384
Total	2,023,020	2,346,467

Schedules to the Accounts

5. Year end balance confirmation letters from some parties could not be provided before the Auditors in respect of Sundry Debtors, Advances (both Debit & Credit), Sundry Creditors, Security Deposits etc. Steps are being taken by the Company for obtaining the same.
6. None of the suppliers informed the Company that they are small-scale industrial undertakings. Accordingly, particulars of indebtedness to such undertakings as on March 31, 2010, in terms of Part I of Schedule VI to the Companies Act, 1956, are not furnished.

7. (i) Sales : (Amount in Rs.)

	2009-2010	2008-2009
a) Construction/Property Development (Net of returns)	84,745,706	14,992,235
b) Service	10,663,849	11,005,292
Total	95,409,555	25,997,527

8. The provisions of Employees State Insurance Act, 1948, are not applicable to the Company.

9. Earnings Per Share

	2009-2010	2008-2009
Profit/(Loss) after Taxation as per Profit & Loss Account (Rs.)	14,458,412	15,248,199
Weighted average number of Equity Shares outstanding	4,403,859	4,403,859
Basic and Diluted Earnings Per Share in Rupees (Face Value - Rs. 10/- each)	3.28	3.46

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

	Construction/Property Development Business Amount (Rs.)	Rent and its related activities Amount (Rs.)	Total Amount (Rs.)
Segment Revenue	84,745,706	27,658,532	112,404,238
Less : Segment Expenses	71,333,346	7,063,454	78,396,800
Segment Results	13,412,360	20,595,078	34,007,438
Less : Unallocated corporate expenses net of unallocated income			14,564,463
Less : Depreciation			1,723,868
Operating Profit/(Loss)			17,719,107
Less : Bad Debts and Advances Written off			944,635
Add : Profit on Sale of Fixed Assets			57,215
Add : Liabilities written back			311,530
Profit/(Loss) before Interest and taxation			17,143,217
Less : Interest expenses			5,949,250
Add : Interest/Dividend Income			1,979,944
Add : Other Income			5,058,436
Net Profit before Tax			18,232,347
Less : Provision for Income Tax (Includes Deferred Tax)			3,773,935
Net Profit/(Loss) after Tax			14,458,412

Schedules to the Accounts

11. Related Party Disclosures

(1) ENTERPRISES WHERE CONTROL EXISTS

- a) Martin Burn Edutech Private Limited b) Martin Burn Energy Private Limited c) Pushpanjali Estates Private Limited
d) Martin Burn Constructions Limited

(2) OTHER RELATED PARTIES WITH WHOM THE COMPANY HAD TRANSACTIONS ETC

Key Management Personnel

Kedar Nath Fatehpuria	–	Chairman & Managing Director
Om Prakash Fatehpuria	–	Joint Managing Director
Kailash Nath Fatehpuria	–	Deputy Managing Director
Vijay Kumar Fatehpuria	–	Deputy Managing Director

Relatives :

Sushila Fatehpuria	–	Wife of Kedar Nath Fatehpuria
Bhagwati Fatehpuria	–	Wife of Om Prakash Fatehpuria
Laxmi Fatehpuria	–	Wife of Kailash Nath Fatehpuria
Manju Fatehpuria	–	Wife of Vijay Kumar Fatehpuria
Sunil Fatehpuria	–	Son of Kedar Nath Fatehpuria
Anil Fatehpuria	–	Son of Om Prakash Fatehpuria
Anup Fatehpuria	–	Son of Om Prakash Fatehpuria
Manish Fatehpuria	–	Son of Kedar Nath Fatehpuria
Aditya Fatehpuria	–	Son of Kailash Nath Fatehpuria
Vishal Fatehpuria	–	Son of Vijay Kumar Fatehpuria

Disclosure of Transactions between the Company and Related Parties and the status of outstanding Balances as on March 31, 2010.

(Amount in Rs.)

Sl. No.	Particulars	Details of transactions		Amount Outstanding as on 31.03.2010
		Enterprises where control exists	Key Management Personnel & Relatives	
1.	Rent paid	Nil	Nil	Nil
2.	Remuneration to Key Management Personnel – Directors	–	2,023,020	Nil

12. Contingent Liability not provided for in respect of Sales Tax Demand amounting to Rs. 703,233.
13. Previous year's figures have been re-grouped, re-cast and re-arranged wherever necessary to make them comparable with those of current year.
14. a) During the year 2009-2010 the entire investment of Rs. 43,200/- Equity Shares of Rs. 10/- each in M/s. Pushpanjali Estates Private Limited have been sold @ Rs. 100 per share, value of which has been collected during the year.

Schedules to the Accounts

15. Information pursuant to Part-IV of Schedule - VI of the Companies Act, 1956

Balance Sheet Abstract and Company's General Business Profile

i) Registration Details

Registration No. State Code

Balance Sheet Date

ii) Capital raised during the year (Amount Rs. in thousand)

Public Issue Right Issue

Bonus Issue Private Placement

iii) Position of Mobilisation and Deployment of Funds (Amount Rs. in thousand)

Total Liabilities Total Assets

Sources of Funds

Paid-up Capital Secured Loans

Reserves & Surplus Unsecured Loans

Deferred Tax

Application of Funds

Net Fixed Assets Investments

Net Current Assets Miscellaneous Expenditure

Accumulated Losses

iv) Performance of Company (Amount Rs. in thousand)

Turnover (including other Income) Total Expenditure

Profit/(Loss) before Tax Profit/(Loss) after Tax

Basic & Diluted Earning Per Share (Rs.) Dividend Rate (%)

v) Generic Name of Principal Products/Services of the Company (As per Monetary Terms)

Item Code No. (ITC code)

Product description

For **D. P. SEN & CO.**
Chartered Accountants
D. Bhattacharyya
Partner
Membership No. 012726
Place : Kolkata
Date : May 31, 2010

Kedar Nath Fatehpuria
Chairman & Managing Director

Om Prakash Fatehpuria
Jt. Managing Director

Kailash Nath Fatehpuria
Dy. Managing Director

Vijay Kumar Fatehpuria
Dy. Managing Director

Pawan Murarka
Director

Kailash Prasad Dhanuka
Director

ATTENDANCE SLIP

MARTIN BURN LIMITED

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

I certify, that I am the registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the 63rd Annual General Meeting at "Martin Burn House" on Saturday, the 18th day of September, 2010 at 11:00 A.M.

Name of the Attending Member (in Block Letters) _____

Member's Folio Number _____

Name of Proxy (in Block letters to be filled in if the Proxy attends instead of the member) _____

No. of Shares held _____

_____ Member's/Proxy's Signature

* To be signed at the time of handing over this slip.

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP AT THE MEETING
NO DUPLICATE WILL BE ISSUED

PROXY FORM

MARTIN BURN LIMITED

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

I/We _____ of _____

being a member/members of Martin Burn Limited, hereby appoint _____

of _____ or failing him _____

of _____ as my/our proxy to attend and vote for me/us on my/our behalf at the 63rd Annual General Meeting of the Company to be held on Saturday, the 18th day of September, 2010 at 11:00 A.M. and at any adjournment thereof.

Signed this _____ day of _____ 2010

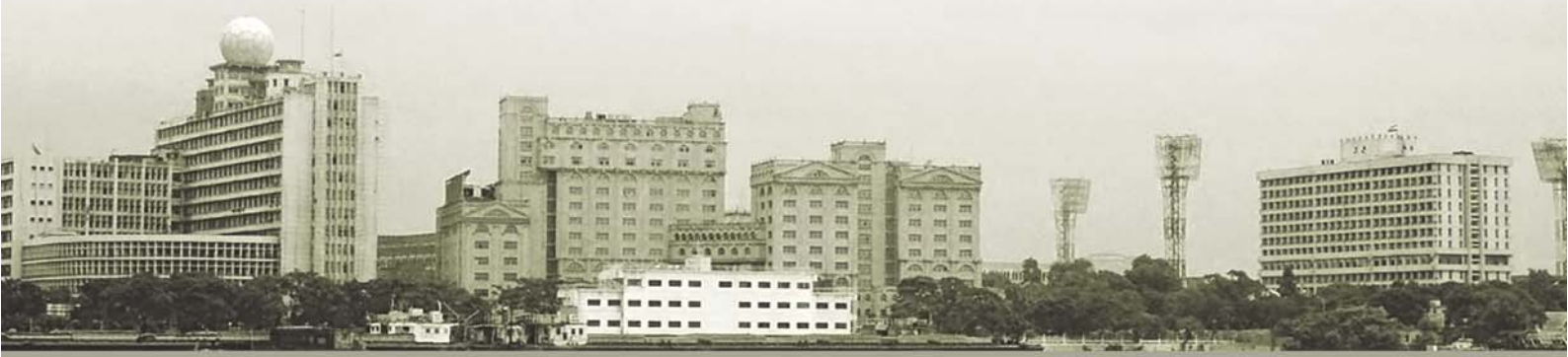
Signature _____

Note : The Proxy form duly completed and signed should be deposited at the Registered Office of the Company not later than 48 hours before the time of the Meeting.

BOOK - POST
UCP



Martin Burn Limited



If undelivered, please return to :

Martin Burn Ltd.

Martin Burn House

1 R N Mukherjee Road, Kolkata - 700 001

Phone : (033) 3022 5780/81, Fax : (033) 2248 8416

E-mail : martinburn@rediffmail.com