

ANNUAL REPORT 2013

MATHER AND PLATT FIRE SYSTEMS LIMITED

(Name changed to MPF Systems Ltd. w.e.f. 25 March 2014)

MATHER AND PLATT FIRE SYSTEMS LIMITED

Board of Directors

Chairman Dr. Markus Beukenberg (w.e.f. 6.5.2013)

Mr. Kiran Malhotra

Mr. Bomi Daruwala

Mr. Hemant Watve

Chief Financial Officer Mr. Milind Khadilkar

Company Secretary Mr. Vasudev Savalgi

Auditors M/s. B S R & Co.LLP
Chartered Accountants

Bankers The Hongkong and Shanghai Banking
Corporation Ltd.

Registered Office Mumbai-Pune Road, Chinchwad,
Pune: 411019, India.

Share Transfer Agent Sharepro Services (I) Pvt. Ltd.
13 A-B, Samhita Warehousing Complex,
2nd Floor, Near Sakinaka Telephone
Exchange, Andheri Kurla Road,
Sakinaka, Mumbai - 400072, India.

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NOTICE

NOTICE is hereby given that the 21st Annual General Meeting of the members of Mather and Platt Fire Systems Limited will be held on Saturday, 26th April 2014 at 10.30 a.m. at the registered office of the Company at Chinchwad Works, Mumbai Pune Road, Chinchwad, Pune 411 019 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st December 2013 and the Statement of Profit and Loss for the financial year ended on that date together with the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Hemant Watve, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

1. To consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

“**RESOLVED THAT** Dr. Markus Beukenberg, who pursuant to Section 260 of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof) and Article 113 of the Articles of Association of the Company, was appointed as an Additional Director of the Company with effect from 6th May 2013 and holds office upto the date of the 21st Annual General Meeting and in respect of whom the Company has received a notice from a member under Section 257 of the Companies Act, 1956 proposing his candidature for appointment as a director liable to retire by rotation, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

By the Order of the Board of Directors
For Mather and Platt Fire Systems Limited

Vasudev Savalgi
Company Secretary

Place: Pune

Date: 28th February 2014

NOTES:

1. The Register of Members/Beneficial Owners and the Share Transfer Registers of the Company will remain closed from Tuesday, 22nd April 2014 to Saturday, 26th April 2014 (both days inclusive).
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIS/HER SELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE MEETING.**
3. Information on Directors retiring by rotation and seeking appointment / re-appointment is given in Annexure I hereto.
4. Explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of items of Special Business is given in Annexure II hereto.
5. Members are requested to notify change of address, if any, (a) to their respective Depository Participant in case of shares held in electronic form and (b) to the Registrar & Transfer Agent, M/s. Sharepro Services (I) Pvt. Ltd., at 13 A-B, Samhita Warehousing Complex, 2nd floor, Near Sakinaka Telephone Exchange, Andheri Kurla Road, Sakinaka, Mumbai - 400 072, in case of shares held in physical form.
6. Members desirous of obtaining any information pertaining to the Accounts may forward such queries in writing to the Finance & Accounts Department at the Registered Office at least 7 days prior to the meeting in order to enable the Company to keep the information ready to the extent possible.
7. Members or their Authorised Representatives/ Proxies are requested to bring their copies of Annual Report at the meeting.
8. Members having multiple accounts in identical names or joint accounts in the same order are requested to intimate to the Company's Registrar & Transfer Agent, the ledger folios of such accounts, for consolidation of all such shareholdings into one account.
9. Members intending to dematerialise their shareholdings may approach any Depository Participant for opening a Beneficiary Demat Account. For any additional information/ clarification, members may contact National Securities Depositories Ltd. or Central Depository Services (India) Ltd.

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ANNEXURE I TO THE NOTICE

Name	Dr. Markus Beukenberg	Mr. Hemant Watve
Date of Birth	07.06.1955	03.12.1965
Age (Years)	58 years	48 years
Qualifications and Experience	Dr Beukenberg is a Graduate Engineer and has rich experience in the field of management, technology and operations. He is presently CTO of WILO SE Germany.	Mr. Watve holds Masters degree in Mechanical Engineering and Masters of Business Administration with 25 years of experience in various Companies at various positions in the field of operations.
Directorships held in other companies (excluding foreign companies)	Mather and Platt Pumps Ltd	Mather and Platt Pumps Ltd.
Memberships / Chairmanships of Committees in the Company	NIL	Member of Audit Committee. Member of Shareholders and Investor Grievance Committee.
Memberships / Chairmanships of Committees in other companies (excluding foreign companies)	NIL	NIL
Shareholding in the Company	NIL	NIL

Annexure II

Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013,

Pursuant to Section 260 of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof) and Article 113 of the Articles of Association of the Company, Dr. Markus Beukenberg has been appointed as additional director with effect from 6th May 2013 and holds office upto the date of this Annual General Meeting. The Company has received a notice under Section 257 of the Companies Act, 1956 from a member proposing candidature of Dr. Markus Beukenberg for appointment as director liable to retire by rotation. The brief resume of Dr. Markus Beukenberg is given in Annexure I to the notice.

The Board of Directors is of the opinion that the association of Dr. Markus Beukenberg will be beneficial to the Company and recommends his appointment as director liable to retire by rotation.

Dr. Markus Beukenberg may be considered as interested in the passing of this resolution. No other Director is concerned or interested in this resolution.

By Order of the Board of Directors
For **Mather and Platt Fire Systems Limited**

Vasudev Savalgi
Company Secretary

Place : Pune
Date: 28th February 2014

DIRECTORS' REPORT

Dear members,

Your directors are pleased to present the 21st Annual Report of the Company together with the Audited Financial Statements for the financial year ended 31st December 2013.

Summarized Financial Results

(Million INR) Year ended

Particulars	31 st Dec. 2013	31 st Dec. 2012
Sales & Services	0	0
Operating Revenue & Other Income	35.83	9.80
Profit / (Loss) before Interest, Depreciation and Tax	34.55	7.67
Less: Interest	0	0
Depreciation	0	0
Profit before Tax	34.55	7.67
Provision for Income Tax:		
Current Tax	6.92	0
Short provision of income tax with respect to earlier years	0.64	0
Profit after Tax	26.98	7.67
Balance Profit / (Loss) brought forward from previous year	(56.54)	(64.21)
Balance in Statement of Profit & Loss	(29.56)	(56.54)
Net Surplus in the Statement of Profit & Loss	(29.56)	(56.54)

Review of Operations

The Company has not carried out any operations during the financial year under review.

Dividend

In view of the accumulated losses your directors do not recommend any dividend.

Change of Name

The Board of Directors of the Company, by a resolution passed by circulation on 7th February 2014, have decided to change the name of the Company from 'Mather and Platt Fire Systems Limited' to 'MPF Systems Limited' and to seek consent of the shareholders to the said change of name, through Postal Ballot. The Board fixes 17th February 2014 as the last date for dispatch of notice, 19th March 2014 as the last date of receipt of postal ballot forms and 21st March 2014 as the date of declaration of result by the Chairman or any Director.

Further, the Board of Directors has also appointed Mr. Pradeep Purwar, Practising Company Secretary, to act as the scrutinizer, for conducting the postal ballot process.

Directors

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. Hemant Watve retire by rotation and being eligible, have offered himself for re-appointment at the ensuing Annual General Meeting.

Mr. Prakash Nene has resigned from the Board with effective from 7th January 2013 and he ceased to be a Director of the Company.

Ms. Jenny Guo has resigned from the Board with effective from 16th January 2013 and she ceased to be a Director of the Company.

Mr. Gilbert Faul has resigned from the Board with effective from 20th February 2013 and he ceased to be a Director of the Company.

Particulars of Employees

During the year under review the Company did not have any employee falling within the purview of Section 217(2AA) of the Companies Act, 1956.

Directors' Responsibility Statement

In pursuance of Section 217 (2AA) of the Companies Act, 1956, the Directors hereby confirm that:

- in the preparation of annual accounts, the applicable accounting standards have been followed alongwith proper explanation relating to material departures;
- 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 ended 31st December 2013 and of the profit of the Company for that financial year;
- 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;
- the Directors have prepared the Annual Accounts on a going concern basis.

Conservation of Energy, Research and Development, Technology Absorption etc.

Since the company has not carried out any operations during the year under review, there is nothing significant to be mentioned under this head.

There is no foreign exchange earnings or outgo during the financial year under review.

Corporate Governance

The report on Corporate Governance pursuant to Clause 49 of the Listing Agreement is annexed hereto as Annexure A.

Management Discussion and Analysis Report

The report on Management Discussion and Analysis pursuant to Clause 49 of the Listing Agreement is annexed hereto as Annexure B.

Auditors

M/s. B S R & Co, LLP, Chartered Accountants, auditors of the Company holds office till the conclusion of the 21st Annual General Meeting and are eligible for re-appointment. The Company has received a certificate from the auditors to the effect that their re-appointment if made, would be within the limits prescribed under Section 224(1B) of the Companies Act, 1956.

During the year, BSR & Co. have communicated that their legal structure has changed from BSR & Co., a partnership firm to BSR & Co. LLP, Limited Liability Partnership under the provisions of the Limited Liability Partnership Act, 2008.

The Board of Directors recommends their re-appointment.

The information and explanation with respect to the remarks in audit report is given hereunder.

Para 10 of the Annexure to the Audit Report;

The accumulated losses of the Company have exceeded 50% of its net worth at the end of the financial year. The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.

Listing

The equity shares of the Company are listed at Bombay Stock Exchange Limited and Pune Stock Exchange Limited. Listing fees for the year 2013-2014 have been paid to both the Stock Exchanges.

Acknowledgement

Your Directors convey their sincere gratitude to the Customers, Shareholders, Creditors, Government and Statutory Authorities, Banks and Employees for the continued support to the Company

For and on behalf of the Board of Directors

Kiran Malhotra
Director

Hemant Watve
Director

Place: Pune
Date : 28th February 2014

ANNEXURE A TO THE DIRECTORS' REPORT CORPORATE GOVERNANCE REPORT

1. Company Philosophy on Corporate Governance:

Corporate Governance relates to systems and processes that directs corporate resources and management strategies towards maximizing value for stakeholders while ensuring accountability, probity and openness in the conduct of business within the acceptable legal and ethical framework. A good governance process should thus provide sufficient transparency over corporate policies, strategies and decision making process while strengthening internal control system and building relationship with all the stakeholders, including employees and shareholders. The adherence to good governance practices in true spirit, not just in letter, will help align interest of stakeholders and enhance investor confidence.

2. Board of Directors:

The Board of Directors of your Company consists of Four Directors. The composition of the Board of Directors and the number of other Directorships and Committee Memberships / Chairmanships of the Directors are given below:

Name of the Director	Category	Number of other Directorships ⁺	Number of other Committee Memberships / Chairmanships ⁺⁺
Mr. Gilbert Faul*	PD	1	0/0
Dr. Markus Beukenberg**	PD	1	0/0
Mr. Hemant Watve	OD	1	2/0
Mr. Kiran Malhotra	ID	1	0/2
Mr. Bomi Daruwala	ID	1	2/0

* Resigned w.e.f. 20th February 2013 ** Appointed w.e.f. 6th May 2013

PD – Non-Executive Promoter Director, ID – Non-Executive Independent Director, OD – Other Non-Executive Director.

+ As on 31st December 2013/ date of resignation, excluding directorships / committee positions held in private companies, foreign companies / bodies corporate.

++ As on 31st December 2013 date of resignation, committee includes Audit Committee and Shareholders'/Investors' Grievance Committee of public limited companies only, excluding committee positions held in private companies, foreign companies / bodies corporate.

None of the Director is relative of any other Director.

During the financial year ended on 31st December 2013, four Board Meetings were held on 16th February 2013, 27th April 2013, 10th August 2013 & 26th October 2013. The attendance of the Directors at the Board Meetings and at the last Annual General Meeting are as follows:

Name of Director	Attendance at Last Annual General Meeting held on 27.04.2013	Number of Board Meetings attended during 01.01.2013 to 31.12.2013
Mr. Gilbert Faul*	NA	1
Mr. Kiran Malhotra	Yes	3
Mr. Bomi Daruwala	Yes	4
Mr. Hemant Watve	Yes	4
Dr.Markus Beukenberg**	NA	2

* Resigned w.e.f 20th February 2013 ** Appointed w.e.f. 6th May 2013

3. Audit Committee:

The Board has the Audit Committee consisting of Mr. Bomi Daruwala as Chairman, Mr. Kiran Malhotra and Mr. Hemant Watve as members. During the financial year ended 31st December 2013, the Audit Committee met four times on 16th February 2013, 27th April 2013, 10th August 2013 & 26th October 2013. The particulars of attendance at the Audit Committee meetings are as under:

Name of the Director	No. of meetings attended
Mr. Kiran Malhotra	3
Mr. Bomi Daruwala	4
Mr Hemant Watve	4

The terms of reference of the Audit Committee cover the areas mentioned in the Listing Agreement, the Companies Act, 1956 and also other terms as may be referred to it by the Board of Directors. The role of the Committee includes, inter alia, reviewing financial statements, internal control systems, reports of the auditors, etc.

The Company Secretary of the Company acts as Secretary of the Committee. The representatives of the Internal Auditors and Statutory Auditors attended the meetings of the Committee.

4. Directors' Remuneration:

The Company has not paid any sitting fees or other remuneration in any form whatsoever to any of its Directors. None of the Directors have been granted or entitled to any stock option.

5. Shareholders' / Investors' Grievance Committee:

The Shareholders'/ Investors' Grievance Committee presently comprises of the following members of the Board:

- Mr. Bomi Daruwala, Chairman
- Mr. Kiran Malhotra, Member
- Mr. Hemant Watve, Member

During the financial year ended 31st December 2013 the Committee met four times on 16th February 2013, 27th April 2013, 10th August 2013 & 26th October 2013 to consider inter-alia the matters relating to transfer / transmission / splitting of shares and issue of new Share certificates etc. and shareholders' / investors' grievances. The Company Secretary of the Company acts as a Secretary of the Committee.

Name of the Director	No. of meetings attended
Mr. Kiran Malhotra	3
Mr. Bomi Daruwala	4
Mr Hemant Watve	4

During the financial year ended 31st December 2013, seven investor complaints were received and resolved. There was no pending investor complaint as on 31st December 2013.

6. General Body Meetings:

Details of last three Annual General Meetings held

Meeting	Venue of the meeting	Date and Time
20 th Annual General Meeting	Registered Office, Mumbai Pune Road, Chinchwad, Pune 411 019.	Saturday, 27 th April 2013 at 10.30 a.m.
19 th Annual General Meeting	Registered Office, Mumbai Pune Road, Chinchwad, Pune 411 019.	Saturday, 28 th April 2012 at 10.30 a.m.
18 th Annual General Meeting	Hotel Kalasagar, Plot No. P-4, Mumbai-Pune Road, Kasarwadi, Pune – 411 034	Saturday, 30 th April 2011 at 11.00 a.m.

Special Resolutions passed in last three Annual General Meetings

Meeting	Subject matter of Special Resolution
20 th Annual General Meeting	Insertion of new article in the Article of Association of Company with respect to “participation by directors in meetings of Board/Committee of directors under the Companies Act, 1956 through electronic mode.”
19 th Annual General Meeting	No Special Resolution was passed
18 th Annual General Meeting	No Special Resolution was passed

The Company proposed a special resolution for change of name from “Mather and Platt Fire Systems Limited” to “MPF Systems Limited” through postal ballot.

The Board has passed a resolution dated 7th February 2014 for change of name from “Mather and Platt Fire Systems Limited” to “MPF Systems Limited” and shareholder’s approval is proposed through postal ballot and communicated to the shareholders separately.

7 Disclosures:

- During the financial year ended on 31st December 2013, there was no materially significant related party transaction that may have a potential conflict with the interests of the Company at large except the transfer of intangible assets to an assignee for a consideration of 21.73 MINR.
- Transactions with related parties are disclosed in the Notes to Accounts annexed to and forming part of Annual Financial Statements.

- There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three years ended on 31st December 2013 and hence the question of penalties or strictures being imposed on the Company by the Stock Exchanges or Securities & Exchange Board of India or any Statutory Authority, does not arise.
- The Company has complied with the Clause 49 of the Listing Agreement with Stock Exchanges on Corporate Governance.
- None of the Directors of the Company is holding any share in the Company.

8. Means of Communication:

The quarterly, half-yearly and annual financial results are regularly submitted by the Company to the Bombay Stock Exchange Ltd. and Pune Stock Exchange Ltd. and are also published in the newspapers, viz., Financial Express and Loksatta, in accordance with the provisions of the Listing Agreement. The said financial results and official news release are displayed by the Bombay Stock Exchange Limited on its website viz. www.bseindia.com.

9. General Shareholders’ Information:

a) Annual General Meeting

Date and time:	26 th April 2014 at 10.30 a.m.
Venue :	Registered office of the Company at Chinchwad Works, Mumbai Pune Road, Chinchwad, Pune – 411 019

b) Financial Calendar (tentative)

1 st January to 31 st December 2014	
First Quarter Results:	Fourth week of April, 2014
Second Quarter / Half year Results:	Fourth week of July, 2014
Third Quarter Results:	Fourth week of October, 2014
Last Quarter / Annual Results:	Fourth week of February, 2015

c) Dates of Book Closure

Tuesday, 22nd April 2014 to Saturday 26th April 2014 (both days inclusive)

d) Equity Shares listed on

Bombay Stock Exchange Ltd. (Code: 532470) Pune Stock Exchange Ltd. (Code: MATPF-660286).

The Listing fees for the year 2013-14 have been paid to both the stock exchanges.

e) ISIN No.

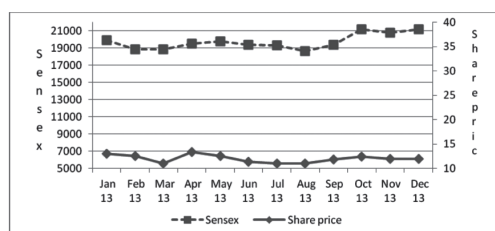
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f) Market Price Data for the year ended on 31st December 2013: Bombay Stock Exchange Limited

Month	Open (INR)	High (INR)	Low (INR)	Close (INR)	No. of Shares	No. of Trades	Total Turnover (INR)
Jan-13	13.31	14.64	11.65	13.00	11,617	67	1,54,921
Feb-13	12.41	13.53	11.15	12.61	9,601	64	1,17,591
Mar-13	13.24	13.24	11.07	11.07	7,225	54	87,760
Apr-13	11.62	13.34	11.04	13.34	9,219	33	1,05,536
May-13	13.95	13.95	12.60	12.60	600	3	7,923
Jun-13	11.98	11.98	11.39	11.39	219	4	2,611
Sep-13	11.90	12.45	11.35	11.80	8,686	13	1,04,745
Oct-13	11.90	12.45	11.90	12.45	200	3	2,435

g) Stock performance in comparison to BSE Sensex.



j) Shareholding Pattern as on 31st December 2013

Statement Showing Shareholding Pattern								
Category code	Category of Shareholder	Number of Shareholders	Table (I)(a)		Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
			Total number of shares	Number of shares held in dematerialized form	As a percentage of (A+B) ¹	As a percentage of (A+B+C)	Number of shares	As a percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)=(VIII)/(IV)*100
(A)	Shareholding of Promoter and Promoter Group							
1	Indian							
(a)	Individuals/ Hindu Undivided Family	0	0	0	0.00	0.00	0	0.00
(b)	Central Government/ State Government(s)	0	0	0	0.00	0.00	0	0.00
(c)	Bodies Corporate	0	0	0	0.00	0.00	0	0.00
(d)	Financial Institutions/ Banks	0	0	0	0.00	0.00	0	0.00
(e)	Any Others(Specify)	0	0	0	0.00	0.00	0	0.00
(e-i)		0	0	0	0.00	0.00	0	0.00
(e-ii)		0	0	0	0.00	0.00	0	0.00
	Sub Total(A)(1)	0	0	0	0.00	0.00	0	0.00
2	Foreign							
A	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0	0	0.00	0.00	0	0.00
B	Bodies Corporate	1	1887697	1887697	55.48	55.48	0	0.00
C	Institutions	0	0	0	0.00	0.00	0	0.00
D	Any Others(Specify)	0	0	0	0.00	0.00	0	0.00

h) Registrar and Share Transfer Agent:

M/s. Sharepro Services (India) Pvt. Ltd.

Unit: Mather and Platt Fire Systems Ltd.

13 A-B, Samhita Warehousing Complex, 2nd Floor, Near Sakinaka Telephone Exchange, Andheri Kurla Road, Sakinaka, Mumbai 400 072.

Tel.: +91 22 6772 0300 / 67720400

Fax.: +91 22 28591568 / 285028927

i) Share Transfer System

Application for transfer of shares held in physical form is received at the office of the Registrar and Share Transfer Agent of the Company. Applications which are in order are processed and share certificates are dispatched within the time prescribed under the Listing Agreement/SEBI Guidelines.

Shares held in dematerialised form are electronically traded in the Depositories and the Registrar and Share Transfer Agent of the Company periodically receives from the Depositories the beneficiary holdings so as to enable them to update their records and to send all corporate communications to the shareholders.

Statement Showing Shareholding Pattern								
Category code	Category of Shareholder	Number of Shareholders	Table (I)(a)		Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
			Total number of shares	Number of shares held in dematerialized form	As a percentage of (A+B) ¹	As a percentage of (A+B+C)	Number of shares	As a percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)=(VIII)/(IV)*100
d-i		0	0	0	0.00	0.00	0	0.00
d-ii		0	0	0	0.00	0.00	0	0.00
	Sub Total(A)(2)	1	1887697	1887697	55.48	55.48	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	1	1887697	1887697	55.48	55.48	0	0.00
(B)	Public shareholding							
1	Institutions							
(a)	Mutual Funds/ UTI	2	218	0	0.01	0.01	0	0.00
(b)	Financial Institutions / Banks	10	761	18	0.02	0.02	0	0.00
(c)	Central Government/ State Government(s)	0	0	0	0.00	0.00	0	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0.00	0	0.00
(e)	Insurance Companies	2	17830	17830	0.52	0.52	0	0.00
(f)	Foreign Institutional Investors	1	67	0	0.00	0.00	0	0.00
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00	0	0.00
(h)	Any Other (specify)	10	133	0	0.00	0.00	0	0.00
(h-i)		0	0	0	0.00	0.00	0	0.00
(h-ii)		0	0	0	0.00	0.00	0	0.00
	Sub-Total (B)(1)	25	19009	17848	0.56	0.56	0	0.00
B 2	Non-institutions							
(a)	Bodies Corporate	178	77174	64051	2.27	2.27	0	0.00
(b)	Individuals							
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	25756	11339900	598540	33.33	33.33	0	0.00
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	11	275884	275884	8.11	8.11	0	0.00
(c)	Any Other (specify)	0	0	0	0.00	0.00	0	0.00
(c-i)	NRI (Non Rep)	31	2965	2892	0.09	0.09	0	0.00
(c-ii)	NRI (Rep)	13	5928	5690	0.17	0.17	0	0.00
	Sub-Total (B)(2)	25989	1495941	947057	43.96	43.96	0	0.00
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	26014	1514950	964905	44.52	44.52	0	0.00
	TOTAL (A)+(B)	26105	3402647	2852602	100.00	100.00	0	0.00

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Statement Showing Shareholding Pattern								
Category code	Category of Shareholder	Number of Shareholders	Table (I)(a)		Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
			Total number of shares	Number of shares held in dematerialized form	As a percentage of (A+B) ¹	As a percentage of (A+B+C)	Number of shares	As a percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)=(VIII)/(IV)*100
(C)	Shares held by Custodians and against which Depository Receipts have been issued							
1	Promoter and Promoter Group	0	0	0	0	0.00	0	0.00
2	Public	0	0	0	0	0.00	0	0
	Sub-Total (C)	0	0	0	0	0.00	0	0.00
	GRAND TOTAL (A)+(B)+(C)	26105	3402647	2852602	100.00	100.00	0	0.00

k) Distribution of Shareholding as on 31st December 2013:

Shares held	No. of Shareholders	% age to Total No. of Shareholders	No. of Shares	%age of Total No. of Shares
Less than - 500	25794	99.15	827336	24.31
501 To 1000	112	0.43	92527	2.71
1001 To 2000	47	0.18	66367	1.95
2001 To 3000	19	0.07	48138	1.41
3001 To 4000	4	0.01	14038	0.41
4001 To 5000	4	0.01	18629	0.54
5001 To 10000	20	0.07	132960	3.90
10001 & above	15	0.05	2202652	64.73
Total	26015	100.00	3402647	100.00

l) Dematerialisation of shares and liquidity

Approximately 83.83% of the total number of Equity Shares in the Company were held in dematerialized as on 31st December 2013.

m) Your Company has not issued any GDRs/ ADRs/ Warrants or any convertible instruments.

n) Address of the Registered Office:

Mumbai-Pune Road, Chinchwad, Pune 411 019. Tel : 020-27442100

Address for Correspondence: Any correspondence by the Shareholders / Investors may be addressed to the Company's Registrar and Share Transfer Agent at the address given in (h) above.

The Shareholders / Investors may also address their correspondence to the Secretarial Department of the Company at the Registered Office or e-mail at comp.secr@matherplatt.com.

Declaration:

All the Directors and Senior Management of the Company have affirmed the compliance with the Code of Conduct for the year ended 31st December 2013.

Place : Pune

Date : 28th February 2014

Hemant Watve
Director

Certificate of Compliance with the Corporate Governance requirements under Clause 49 of Listing agreement

To,

The Members of

Mather and Platt Fire Systems Limited

We have examined the compliance of conditions of Corporate Governance by Mather and Platt Fire Systems Limited ('the Company') for the year ended 31st December, 2013 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to the procedures and implementation 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 knowledge and according to the information and explanations given to us, we certify that the Company has complied in all material respects with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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 B S R & Co.LLP
Chartered Accountants
Firm Reg. No.: 101248W

Place: Pune
Date : 28th February 2014

Juzer Miyajiwala
Partner
Membership No.: 047483

ANNEXURE B TO THE DIRECTORS' REPORT

Management Discussion and Analysis

Industry Structure and Development

The Indian economy growth is decelerated to 4.8 per cent in 2013 from 5.1 per cent in the calendar year 2012. The cumulative growth in index of industrial production for manufacturing sector for the period April to November 2013 stood around (-) 0.6% over the corresponding period of the previous year.

Opportunities and threats

Fire protection systems are need of every industry and project. The positive sign for the industry is changing lifestyles of the society at large leading to faster urban development, townships and mall culture.

Financial Performance

During the year under review, there was no Sales. The Profit before Interest, Depreciation and Tax for the year under review is INR 34.55 Million (previous year's Profit INR 7.66 Million) and the Profit after Tax amounted to INR 26.98 Million (previous year INR 7.66 Million).

Outlook

The industry is expecting a robust growth and opportunities in fire detection and protection systems business with the growth in power plants, petrochemicals, refineries and other process industry.

Risks and concerns

The net worth of the Company has been completely eroded and the Company has accumulated loss of around INR (29.55) Million. Apart from the poor financial position, inflationary trend in the prices of raw material, transport cost and the quantum and manner of duty levied on the company products are the major concerns of the company.

Internal Control System & its adequacy

Since the Company has not carried out any operations during the financial year under review, there is nothing significant to be mentioned under this head.

The Company has in place adequate system of internal control procedures covering all financial and operating functions. Internal control and its effectiveness is reviewed through the process of internal audit. The Audit Committee of the Directors also monitors the adequacy of the internal control systems through regular review of findings of internal audit and implementation of the recommendations thereof.

Human Resources

There is nothing significant to be mentioned under this head as there are no employees under direct employment of the Company.

Cautionary Statement

Statement in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be a forward looking statement within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied. Important factors that could make a difference to the Company's operations include among others, economic conditions affecting

demand/supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and incidental factors.

CERTIFICATE PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT

The Board of Directors

Mather and Platt Fire Systems Limited

Mumbai-Pune Road,

Chinchwad, Pune – 411019.

Dear Sirs,

In pursuance of Clause 49 of the Listing Agreement with the stock exchanges it is hereby certified that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31st December 2013 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 and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st December 2013, which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the audit committee:
 - (i) significant changes in internal control over financial reporting during the year ended 31 December 2013;
 - (ii) significant changes in accounting policies during the year 31st December 2013 and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances 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 over financial reporting.

For Mather and Platt Fire Systems Limited

Hemant Watve

Director

Milind Khadiolkar

Chief Financial Officer

Date: 28th February 2014

Place: Pune

Independent Auditors' Report

To the Members of

Mather and Platt Fire Systems Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Mather and Platt Fire Systems Limited ("the Company") which comprise the Balance Sheet as at 31st December 2013, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other 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 notified under the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. 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.

Auditor's 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 on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from 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 the auditor's 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, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. 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 the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- i. in the case of the Balance Sheet, of the state of affairs of the Company as at 31st December 2013;
- ii. in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- iii. 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 in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the 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 purpose of our audit;
 - b. in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - d. in our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards notified under the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013; and
 - e. on the basis of written representations received from the directors as at 31st December 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st December 2013, from being appointed as a director in terms of clause (g) of subsection (1) of Section 274 of the Act.

For B S R & Co. LLP

Chartered Accountants

Firm Registration No: 101248W

Juzer Miyajiwala

Partner

Place : Pune

Date : 28th February 2014

Membership No: 047483

ANNUAL REPORT 2013

Annexure to the Independent Auditor's Report - 31st December 2013

[Referred to in the Independent Auditors' Report to the Members of Mather and Platt Fire Systems Limited ('the Company') on the financial statements for the year ended 31st December 2013]

We report as follows:

1. a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) The Company has a regular program of physical verification of its fixed assets, by which all fixed assets are verified annually. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- c) The Company has sold certain intangible fixed assets during the year. However, the sale of intangible fixed assets does not affect the going concern assumption.
2. The Company does not hold any physical inventory as at the end of the year. Accordingly provisions of clause 4(ii) of the Order are not applicable to the Company.
3. The Company has neither granted nor taken any loans, secured or unsecured, to or from companies, firms or other parties covered in the register maintained under Section 301 of the Act.
4. The Company has not purchased any inventory or fixed assets and there were no sales or services rendered during the year. Accordingly, provisions of clause 4(iv) of the Order are not applicable to the Company.
5. a) In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in Section 301 of the Act, have been entered in the register required to be maintained under that section.
- b) In our opinion, and according to the information and explanations given to us, the transactions made in pursuance of contracts and arrangements referred to in (a) above and exceeding the value of Rs 5 lakh with any party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time, except for sale of certain fixed assets which are for the specialised requirements of the buyer's, for which suitable alternative sources are not available to obtain comparable quotations. However, on the basis of information and explanations provided, the same appear reasonable.
6. The Company has not accepted any deposits from the public.
7. In our opinion, the Company has an internal control system commensurate with the size and nature of its business.
8. In our opinion and according to information and explanations given to us, the Central Government has not prescribed

the maintenance of cost records under section 209(1)(d) of the Act, for any of the products manufactured/services rendered by the Company.

9. a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Income Tax and Sales Tax have been regularly deposited by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of Wealth Tax, Service Tax, Customs Duty, Excise Duty, Provident Fund, Employees' State Insurance, Investor Education and Protection Fund.

According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax and Sales Tax dues were in arrears as at 31st December 2013 for a period of more than six months from the date they became payable.

- b) According to the information and explanations given to us, there are no dues of Sales tax which have not been deposited by the Company with the appropriate authorities on account of any disputes except as disclosed below:

Name of the statute	Nature of the dues	Amount (Rs' 000)	Period to which the amount relates	Forum where the dispute is pending
Works Contract Tax under Kerala General Sales tax Act, 1963	Differential rate of tax	2,768	1987-1988 to 1993-1994	Commercial Tax Officer, Ernakulam
Works Contract Tax under Kerala General Sales tax Act	Differential rate of tax	34	1997-1998	Commercial Tax Officer, Ernakulam
Works Contract Tax under Kerala General Sales tax Act	Differential rate of tax	74	1998-1999	Commercial Tax Officer, Ernakulam
Central Sales Tax, 1956	Non submission of E-1 Form	500	1998-1999 to 2002-2003	Commercial Tax Officer, Kolkata
West Bengal Sales Tax Act, 1994	Non submission of E-1 Form	125	1998-1999 to 2002-2003	Commercial Tax Officer, Kolkata
Works Contract Tax under U P Trade Tax Act, 1948	Chargeable of State sales tax	3,932	1987-1988 to 1997-1998	Deputy Commissioner UP Trade Tax Tribunal, Lucknow

10. *The accumulated losses of the Company have exceeded 50% of its net worth at the end of the financial year. The*

Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.

11. The Company did not have any outstanding dues to any financial institution, banks or debenture-holders during the year.
12. The Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion and according to the information and explanations given to us, the Company is not a chit fund / nidhi / mutual benefit fund / society.
14. According to the information and explanations given to us, the Company is not dealing or trading in shares, securities, debentures and other investments.
15. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
16. The Company did not have any term loans outstanding during the year.
17. According to the information and explanations given to us and on an overall examination of the Balance Sheet of

the Company, we are of the opinion that the funds raised on short term basis have not been used for long-term investment.

18. The Company has not made any preferential allotment of shares to companies/firms/other parties covered in the register maintained under Section 301 of the Act.
19. The Company did not have any outstanding debentures during the year.
20. The Company has not raised any money by public issue during the year.
21. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For B S R & Co. LLP

Chartered Accountants

Firm Registration No: 101248W

Juzer Miyajiwala

Partner

Place : Pune

Date : 28th February 2014

Membership No: 047483

ANNUAL REPORT 2013

Balance Sheet

as at 31st December 2013

(Currency - Indian Rupees)

	Note	December 31 st , 2013	December 31 st , 2012
EQUITY AND LIABILITIES			
Shareholders' funds :			
Share capital	3	34,026,470	34,026,470
Reserves and surplus	4	(29,559,686)	(56,542,088)
		<u>4,466,784</u>	<u>(22,515,618)</u>
Current liabilities			
Trade payables	5	1,266,385	3,279,328
Other current liabilities	6	-	22,198,130
Short term provisions	7	6,924,115	-
		<u>8,190,500</u>	<u>25,477,458</u>
TOTAL		<u>12,657,284</u>	<u>2,961,840</u>
ASSETS			
Non-current assets			
Fixed assets			
Intangible fixed asset	8	16,688	-
Non-current investments	9	21,100	21,100
Long term loans and advances	10	129,190	282,320
		<u>166,978</u>	<u>303,420</u>
Current assets			
Trade receivables	11	-	-
Cash and bank balances	12	12,490,306	2,618,986
Other current assets	13	-	39,434
		<u>12,490,306</u>	<u>2,658,420</u>
TOTAL		<u>12,657,284</u>	<u>2,961,840</u>
Significant accounting policies	2		
Notes to financial statements	3 - 23		

The notes referred to above form an integral part of the Balance Sheet

As per our report of even date attached

For B S R & Co. LLP

Chartered Accountants

Firm Reg. No.: 101248W

Juzer Miyajiwala

Partner

Membership No. 047483

Place: Pune

Date : 28th February 2014

For and on behalf of the Mather and Platt Fire Systems Limited

Kiran Malhotra

Director

Milind Khadilkar

Chief Financial Officer

Place: Pune

Date : 28th February 2014

Hemant Watve

Director

Vasudev Savalgi

Company Secretary

Statement of Profit and Loss

for the year ended 31st December 2013

(Currency - Indian Rupees)

	Note	December 31 st , 2013	December 31 st , 2012
Revenue from operations	14		
Other operating revenue		-	6,121,559
Total		-	6,121,559
Other income	15	35,834,985	3,679,493
		35,834,985	9,801,052
Expenditure			
Operating and other expenses	16	1,280,028	2,134,706
Amortisation	8	454	-
		1,280,482	2,134,706
Profit before tax		34,554,503	7,666,346
Provision for tax			
- Current tax		6,924,115	-
- Short provision of income tax with respect to earlier years		647,986	-
			-
Profit after tax		26,982,402	7,666,346
Basic and diluted earnings per equity share of face value of Rs. 10 each	17	7.93	2.25
Significant accounting policies	2		
Notes to financial statements	3 - 23		

The notes referred to above form an integral part of the Statement of Profit and Loss

As per our report of even date attached

For B S R & Co. LLP

Chartered Accountants

Firm Reg. No.: 101248W

Juzer Miyajiwala

Partner

Membership No. 047483

Place: Pune

Date : 28th February 2014

For and on behalf of the Mather and Platt Fire Systems Limited

Kiran Malhotra

Director

Milind Khadilkar

Chief Financial Officer

Place: Pune

Date : 28th February 2014

Hemant Watve

Director

Vasudev Savalgi

Company Secretary

ANNUAL REPORT 2013

Cash Flow Statement

for the year ended 31st December 2013

(Currency - Indian Rupees)

	December 31 st , 2013	December 31 st , 2012
A. Cash flows from operating activities		
Profit before tax	34,554,503	7,666,346
<i>Non cash adjustments to reconcile profit before tax to net cash flows:</i>		
Interest income	(91,851)	(39,434)
Dividend income	(675)	(1,332)
Fixed assets written off	-	900
Profit from sale of Intangible fixed asset	(21,730,000)	-
Amortisation of intangible fixed assets	454	-
Short provision of income tax with respect to earlier years	-	-
Operating profit before working capital changes	12,732,431	7,626,480
<i>Adjustments for :</i>		
Decrease in trade receivables	-	265,190
Decrease in loans and advances	-	112,698
Decrease in trade payables	(2,012,943)	(5,766,710)
Decrease in other liabilities	(11,902,810)	(191,248)
Cash generated from operations	(1,183,322)	2,046,410
Income taxes paid (<i>net of refunds</i>)	(494,856)	(1,628)
Net cash (used in) / generated from operating activities	(1,678,178)	2,044,782
B. Cash flows from investing activities		
Dividend received	675	1,332
Interest received	131,285	-
Purchase of Intangible fixed assets	(17,142)	-
Proceeds from/ (investments in) bank deposits (having original maturity of more than three months) (<i>also refer note 12</i>)	2,360,000	(2,360,000)
Proceeds from sale of Intangible fixed assets	11,434,680	-
Net cash from/ (used in) investing activities	13,909,498	(2,358,668)
Net increase/ (decrease) in cash and cash equivalents (A+B)	12,231,320	(313,886)
Cash and cash equivalents opening balance	258,986	572,872
Cash and cash equivalents closing balance	12,490,306	258,986
Components of cash and cash equivalents		
Balances with banks on current accounts	12,490,306	258,986
Total cash and cash equivalents (<i>also refer note 12</i>)	12,490,306	258,986

Significant accounting policies

Notes to financial statements

The notes referred to above form an integral part of the Cash Flow Statement

As per our report of even date attached

For B S R & Co. LLP

Chartered Accountants
Firm Reg. No.: 101248W

Juzer Miyajiwala

Partner
Membership No. 047483

Place: Pune

Date : 28th February 2014

For and on behalf of the Mather and Platt Fire Systems Limited

Kiran Malhotra

Director

Milind Khadilkar

Chief Financial Officer

Place: Pune

Date : 28th February 2014

Hemant Watve

Director

Vasudev Savalgi

Company Secretary

Notes to the financial statements

for the year ended 31st December 2013

(Currency - Indian Rupees)

1.1 Background:

Mather and Platt Fire Systems Limited ('the Company') was formed as a result of a demerger of Mather and Platt (India) Limited on 18th April 2001. Consequently the business of fire systems was transferred to the Company.

The Company is a subsidiary of WILO SE ('the Holding company' formerly known as WILO AG), a company headquartered in Dortmund, Germany.

The Company is primarily engaged in the business of design, development, installation and servicing of Fire Securities systems. The Company has its corporate office at Chinchwad, Pune. Currently there are no commercial operations carried out by the Company.

1.2 Going concern

The accumulated losses of the Company have exceeded its net worth as at 31st December 2013. However, Management believes that the Company will be able to continue operations on a going concern basis and meet all its liabilities as they fall due for payment in the foreseeable future on the basis of the financial support from the Holding Company, WILO SE, Germany. The Holding company has agreed to provide necessary financial support to meet the liabilities of the Company till 31st December 2014. In this regard, the Company has received a letter dated 17th October 2013 from the Parent Company confirming that they will provide the necessary financial support till 31st December 2014.

Accordingly, these financial statements do not include any adjustments relating to the recoverability and classification of the carrying amount of assets or the amount and classification of liabilities that might result should the Company be unable to continue as a going concern.

2 Significant accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting and comply with the Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006 and the relevant provisions of the Companies Act, 1956 ('the Act'), to the extent applicable.

2.2 Use of estimates

The preparation of financial statements in accordance with generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and the disclosure of contingent liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates. Any difference between the actual results and estimates are recognised in the period in which the results are known/ materialize. Any revision to accounting estimates is recognised prospectively in the current and future periods.

2.3 Current-non current classification

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- it is held for the purpose of being traded;
- it is expected to be realised within 12 months after the reporting date; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets.

All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the Company's normal operating cycle;
- it is held primarily for the purposes of being traded;
- it is expected to be settled within 12 months after the reporting date; or
- the Company does not have any unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Notes to the financial statements (continued)

for the year ended 31st December 2013

(Currency - Indian Rupees)

Current liabilities include the current portion of non-current financial liabilities.

All other liabilities are classified as non-current.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalent. The operating cycle of the Company is less than 12 months.

2.4 Intangible fixed asset and amortisation

Intangible fixed assets that are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at cost less any accumulated amortisation and any accumulated impairment loss.

Subsequent expenditure is capitalised only when it increases the future economic benefits from the specific asset to which it relates.

Intangible assets are amortised in the Statement of Profit and Loss over their useful lives, from the date that they are available for use based on the expected pattern of consumption of economic benefits of the assets. Accordingly, at present, these are being amortised on straight line basis over a period of 3 years.

Amortisation method and useful lives are reviewed at each reporting date. If the useful life of an asset is estimated to be significantly different from the previous estimates, the amortisation period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortisation method is changed to reflect the changed pattern.

An intangible asset is derecognized on disposal or when no future economic benefits are expected from its use and disposal.

Losses arising from retirement and gains or losses arising from disposal of intangible assets which are measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in the Statement of Profit and Loss.

2.5 Impairment of assets

In accordance with Accounting Standard 28 – Impairment of Assets (AS 28), the carrying amounts of the Company's assets are reviewed at each Balance Sheet date to determine whether there is any indication of impairment. If any such indications exist, the assets' recoverable amount is estimated, as the higher of the net selling price and the value in use. An impairment loss is recognised whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. If at the Balance Sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount, subject to a maximum of depreciable historical cost.

2.6 Investments

Investments that are not readily realisable and intended to be held for more than a year from the date of acquisition are classified as non-current investments.

Long term investments are carried forward at cost less other-than-temporary diminution in value, determined separately for each individual investment.

2.7 Revenue recognition

a) Product sales

Revenue from sale of goods is recognised when all significant risks and rewards of their ownership are passed onto the customers. The amount recognised as revenue is exclusive of sales tax/ value added tax and is net of returns, trade discounts, quantity discounts and rebates.

b) Interest income

Interest income is recognised on a time proportionate basis taking into account the amount invested and the rate applicable.

c) Other

Dividend income is recognised when the right to receive payment is established. Other items of income are accounted as and when the right to receive arises.

2.8 Foreign exchange transactions

Transactions in foreign currencies are recorded at the exchange rate prevailing at the date of the respective transaction. Exchange differences arising on foreign currency transactions settled during the year are recognised in the Statement of Profit and Loss.

Monetary assets and liabilities denominated in foreign currency at the Balance Sheet date are translated at the year end exchange rate and the resultant exchange differences are recognized in the Statement of Profit and Loss.

Notes to the financial statements (continued)

for the year ended 31st December 2013

(Currency - Indian Rupees)

2.9 Taxation

Income-tax comprises current tax (i.e. amount of tax for the year determined in accordance with the income-tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the year).

The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the asset can be realised in future; however, where there is unabsorbed depreciation and carried forward losses under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of the assets. Deferred tax assets are reviewed at each Balance Sheet date and written down or written-up to reflect the amount that is reasonable/ virtually certain (as the case may be) to be realised.

Minimum Alternate Tax (MAT) under the provisions of the Income Tax Act, 1961 is recognised as current tax in the Statement of Profit and Loss. The credit available under the Act, in respect of MAT paid is recognised as asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each Balance Sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

2.10 Earnings per share

The basic earnings per share is computed by dividing the net profit attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the net profit attributable to the equity shareholders for the year by the weighted average number of equity and equivalent dilutive equity shares outstanding during the year, except where the results would be anti-dilutive.

2.11 Provisions and contingencies

A provision is recognised in the Balance Sheet when the Company has a present obligation as a result of a past event and it is probable that an outflow of economic resources will be required to settle the obligation, in respect of which a reliable estimate of the amount of the obligation can be made. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

A disclosure by way of a contingent liability is made when there is a possible obligation or present obligation that may, but probably will not; require an outflow of economic resources. Where there is a possible obligation in respect of which the likelihood of outflow of economic resources is remote, no provision or disclosure is made.

Accruals have been made in respect of warranties, contractual obligations and liquidated damages for sales of its products, based on past experience. The timing and amount of the cash flows that arise from these matters are determined at the time of receipt of claims from customers.

2.12 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

	December 31 st , 2013	December 31 st , 2012
3. Share capital		
Authorised		
5,000,000 (2012: 5,000,000) equity shares of Rs. 10 each	<u>50,000,000</u>	<u>50,000,000</u>
Issued, subscribed and paid up		
3,402,647 (2012: 3,402,647) equity shares of Rs.10 each	<u>34,026,470</u>	<u>34,026,470</u>
	<u>34,026,470</u>	<u>34,026,470</u>

3.1 Rights, preferences and restrictions attached to equity shares

The Company has only one class of shares referred to as equity shares having a par value of Rs. 10. Each holder of equity shares is entitled to one vote per share. Accordingly, all equity shares rank equally with regards to dividends and shares in the Company's residual assets. On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company after distribution of all preferential amounts in proportion to the number of equity shares held.

3.2 Shares held by holding/ultimate holding company

1,887,697 (2012: 1,887,697), equity shares are held by WIL0 SE, Germany, the Company's holding company.

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Notes to the financial statements (continued)

for the year ended 31st December 2013

(Currency - Indian Rupees)

3.3 Details of shareholders holding more than 5% shares in the Company

Name of the shareholder	December 31 st , 2013		December 31 st , 2012	
	No. of shares	% held	No. of shares	% held
Wilo SE	1,887,697	55.48%	1,887,697	55.48%

December 31st, 2013 December 31st, 2012

4. Reserves and surplus

Surplus in the Statement of Profit and Loss

Balance as per last Balance Sheet

(56,542,088) (64,208,434)

Add - Net profit after tax transferred from Statement of Profit and Loss

26,982,402 7,666,346

Net surplus in the Statement of Profit and Loss

(29,559,686) (56,542,088)

5. Trade payables

(also refer note 19 & 20)

1,266,385 3,279,328

1,266,385 3,279,328

6. Other current liabilities

Advances received from related parties:

Mather and Platt Pumps Limited

- 22,198,130

- 22,198,130

7. Short term provisions

Provision for current tax (net of advance tax)

6,924,115 -

6,924,115 -

8. Intangible fixed assets

Trademark, Copyrights,
Knowhow and
Qualification rights
(refer note below)

Computer Software

Total

Gross block

Balance as at 1st January 2012

- - -

Additions

- - -

Deletions

- - -

Balance as at 31st December 2012

- - -

Balance as at 1st January 2013

- - -

Additions

- 17,142 17,142

Deletions

- - -

Balance as at 31st December 2013

- 17,142 17,142

Amortisation

Balance as at 1st January 2012

- - -

Amortisation for the year

- - -

Balance as at 31st December 2012

- - -

Balance as at 1st January 2013

- - -

Amortisation for the year

- 454 454

Balance as at 31st December 2013

- 454 454

Net block

As at 31st December 2012

- - -

As at 31st December 2013

- 16,688 16,688

Notes to the financial statements (continued)

for the year ended 31st December 2013

(Currency - Indian Rupees)

Note:

Pursuant to the resolution passed by the Board of directors in their meeting held on October 26th, 2013, the Company has sold its intangible fixed assets comprising copyrights, knowhow, qualification rights and trademarks pertaining to Fire and Security Engineering Division of Mather and Platt (India) Limited which were initially transferred to the Company pursuant to Scheme of Arrangement with Mather and Platt (India) Limited as approved by the Honorable High Court of Bombay vide its order dated April 18th, 2001. These intangible assets were at Nil value in the books.

The consideration for sale of these intangible assets is based on valuation made by an independent valuer.

	December 31 st , 2013	December 31 st , 2012
9. Non-current investments		
<i>(Non trade)</i>		
Quoted		
Investment in equity instruments		
United Spirits Limited		
266 shares (2012 : 266 shares) of Rs.10 each fully paid up	16,100	16,100
Unquoted		
Investment in Government securities		
6 Year National Savings Certificates		
(lodged with Karnataka Sales tax department as security deposit)	5,000	5,000
	<u>21,100</u>	<u>21,100</u>
<i>Aggregate market value of quoted investments</i>	<u>693,475</u>	<u>505,240</u>
10. Long term loans and advances		
<i>(Unsecured, considered good)</i>		
Advance taxes and tax deducted at source <i>(net of provisions)</i>	129,190	282,320
	<u>129,190</u>	<u>282,320</u>
11. Trade receivables		
<i>(Unsecured)</i>		
Outstanding for a period exceeding six months from the date they are due for payment		
Considered good	-	-
Considered doubtful	59,766,310	59,766,310
Less: Provision for doubtful debts	<u>(59,766,310)</u>	<u>(59,766,310)</u>
	<u>-</u>	<u>-</u>
12. Cash and bank balances		
<i>Cash and cash equivalents</i>		
Balances with banks on current accounts	12,490,306	258,986
	<u>12,490,306</u>	<u>258,986</u>
Other bank balances		
Bank deposits with original maturity of more than 3 months and remaining maturity of less than 12 months *	-	2,360,000
	<u>12,490,306</u>	<u>2,618,986</u>
Details of bank balances/deposits		
Bank balances available on demand included under 'Cash and cash equivalents'	12,490,306	258,986
Bank deposits due to mature within 12 months of the reporting date included under 'Other bank balances'	-	2,360,000
	<u>12,490,306</u>	<u>2,618,986</u>

* Out of the above, Rs. Nil (2012: Rs. 860,233) had been separately earmarked for payments to be made to sundry creditors covered under the scheme of arrangement.

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Notes to the financial statements (continued)

for the year ended 31st December 2013

(Currency - Indian Rupees)

	December 31 st , 2013	December 31 st , 2012	
13. Other current assets			
<i>(Unsecured, considered good)</i>			
Interest accrued on fixed deposits with banks	-	39,434	
	<u>-</u>	<u>39,434</u>	
14. Revenue from operations			
Other operating revenue			
Provision for doubtful debts written back	-	6,121,559	
	<u>-</u>	<u>6,121,559</u>	
15. Other income			
Interest from banks	91,851	39,434	
Dividend	675	1,332	
Liabilities no longer required written back	14,012,459	3,638,727	
Profit from sale of intangible fixed assets <i>(also refer note 8)</i>	21,730,000	-	
	<u>35,834,985</u>	<u>3,679,493</u>	
16. Operating and other expenses			
Site expenses	-	869,163	
Travelling and conveyance	-	10,418	
Legal and professional charges	293,928	140,814	
Auditors' remuneration	348,597	366,928	
Annual general meeting and share registration expenses	227,080	353,339	
Advertisement expenses	233,937	244,415	
Filing fees	80,195	114,912	
Interest on taxes	53,337	-	
Miscellaneous expenses	42,954	34,717	
	<u>1,280,028</u>	<u>2,134,706</u>	
Note : Payment to auditors			
Statutory audit	130,000	130,000	
Limited reviews	90,000	90,000	
Other services	80,000	80,000	
Out of pocket expenses reimbursed	10,250	26,565	
Service tax	38,347	40,363	
	<u>348,597</u>	<u>366,928</u>	
17. Earnings per share			
Net profit for the year attributable to equity shareholders	A	26,982,402	7,666,346
Weighted average number of equity shares of Rs 10 each outstanding during the year	B	3,402,647	3,402,647
Basic and diluted earnings per equity share of Rs 10 each	(A/B)	<u>7.93</u>	<u>2.25</u>
18. Contingent liabilities			
a) Claims against the Company not acknowledged as debts		3,778,847	1,134,427
b) Sales tax and Works Contract tax*		74,32,727	10,082,000
c) E.S.I *		-	120,000
		<u>11,211,574</u>	<u>11,336,427</u>

* Excluding interest, leviable if any on conclusion of the matter.

Notes to the financial statements (continued)

for the year ended 31st December 2013

(Currency - Indian Rupees)

19. Creditors scheme of arrangement

The Company's Scheme of Arrangement with its Unsecured creditors had been approved by the Honorable High Court of Judicature at Bombay vide Order dated 30th April, 2007. Unsecured Creditors had exercised the options for settlement of their claims and the Company has disbursed all the installments to creditors covered under the scheme. However, certain cheques amounting to Rs. 860,233 had been returned back and balance equivalent to cheques returned back had been maintained in a bank account with a scheduled bank. Reduction of principal value of liabilities arising out of the compromise/ arrangement under the scheme credited to Capital Reserve, had been set off against the loss in the previous years, in accordance with accounting treatment prescribed under clause 5 of the Scheme of Arrangement as approved by the Hon'ble High Court of Judicature at Bombay vide Order dated 30th April 2007.

20. Compliance with Micro, Small and Medium Enterprises Development Act, 2006 ('the MSMED Act')

The Company has not received any intimation from its suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any relating to amounts unpaid as at the period end together with interest paid / payable as required under the Act are not applicable.

21. Segmental Information

The Company is primarily engaged in the business of design, development, manufacture, installation of fire securities systems. As such, there is no separate reportable segment as per the Accounting Standard – 17 "Segment Reporting". All the activities of the Company are carried out in India.

22. Deferred taxation

As at the year end, the Company has assessed the realisability of the deferred tax assets on carry forward loss for the year and has determined that there is no virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax asset can be realized and therefore it has not created any deferred tax asset.

23. Disclosure of related parties / related party transactions:

a) List of related parties where control exists

Sr. No.	Name of the Related Party	Relationship
1	WILO SE , Germany *	Holding Company

* The holding company holds more than one-half in nominal value of the equity share capital.

b) Names of the related parties with whom transactions were carried out during the year and description of relationship:

Sr. No.	Fellow subsidiary
1	Mather and Platt Pumps Limited, India

c) Disclosure of related party transactions

Sr. No.	Nature of transaction / relationship / major parties	31 st December 2013		31 st December 2012	
		Amount	Amounts for major parties	Amount	Amounts for major parties
1	Advances repaid for operations Fellow subsidiary Mather and Platt Pumps Limited	-	-	(191,248)	(191,248)
2	Sale of intangible fixed assets (excluding taxes) (also refer note 8) Fellow subsidiary Mather and Platt Pumps Limited	21,730,000	21,730,000	-	-
3	Balance of advances adjusted against consideration receivable for sale of intangible fixed assets [net of liabilities written back Rs. 14,012,459 (2012: Rs. Nil)] Fellow subsidiary Mather and Platt Pumps Limited	8,185,671	8,185,671	-	-

ANNUAL REPORT 2013

Notes to the financial statements (continued)

for the year ended 31st December 2013

(Currency - Indian Rupees)

Sr. No.	Nature of transaction / relationship / major parties	31 st December 2013		31 st December 2012	
		Amount	Amounts for major parties	Amount	Amounts for major parties
4	Balance of trade payables adjusted against consideration receivable for sale of intangible fixed assets Fellow subsidiary Mather and Platt Pumps Limited	2,109,649		-	
			2,109,649		-

d) **Amount due to/from related parties:**

Sr. No.	Nature of transaction / relationship / major parties	31 st December 2013		31 st December 2012	
		Amount	Amounts for major parties	Amount	Amounts for major parties
1	Advances / Loans received from : Fellow subsidiary Mather and Platt Pumps Limited	-		22,198,130	
			-		22,198,130
2	Accounts Payable : Fellow subsidiary Mather and Platt Pumps Limited	-		2,109,649	
			-		2,109,649

"Major parties" denote entities who account for 10% or more of the aggregate for that category of transaction.

e) **Notes to related party transactions:**

- (i) Orders, invoicing and other matters relating to the operations of the Company, are being presently done / dealt with in the name of Mather and Platt (India) Ltd. wherefrom the Company demerged, pending completion of various formalities in this regard.
- (ii) The Company has no staff and the operations of the Company are supported by Mather and Platt Pumps Limited, free of charge.

As per our report of even date attached

For B S R & Co. LLP

Chartered Accountants

Firm Reg. No.: 101248W

Juzer Miyajiwala

Partner

Membership No. 047483

Place: Pune

Date : 28th February 2014

For and on behalf of the Mather and Platt Fire Systems Limited

Kiran Malhotra

Director

Milind Khadilkar

Chief Financial Officer

Place: Pune

Date : 28th February 2014

Hemant Watve

Director

Vasudev Savalgi

Company Secretary

MATHER AND PLATT FIRE SYSTEMS LIMITED

REGISTERED OFFICE

MUMBAI-PUNE ROAD, CHINCHWAD, PUNE-411 019

PROXY FORM

DP ID : _____ **FOLIO NO. :** _____
CLIENT ID : _____ **NO. OF SHARES :** _____

I/We of in the district of
..... being a member/ members of the above named Company hereby appoint ..
..... of
..... in the district of or failing him
..... of in the district of
..... as my/our proxy to vote for me/us on my/our behalf at the
21st ANNUAL GENERAL MEETING of the Company to be held on Saturday, 26th April 2014 at 10.30 a.m. at t the registered
office of the Company at Chinchwad Works, Mumbai Pune Road, Chinchwad, Pune 411 019.

Signed this day of, 2014

Signature

Affix 15
paise Revenue
Stamp

Note :
**This form in order to be effective should be duly stamped, completed and signed and must be deposited
at the Registered Office of the Company, not less than 48 hours before the meeting.**

----- CUT HERE -----

MATHER AND PLATT FIRE SYSTEMS LIMITED

REGISTERED OFFICE

MUMBAI-PUNE ROAD, CHINCHWAD, PUNE-411 019

ATTENDANCE SLIP

21st Annual General Meeting

DP ID : _____ **FOLIO NO. :** _____
CLIENT ID : _____ **NO. OF SHARES :** _____

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company.
I hereby record my presence at the 21st ANNUAL GENERAL MEETING of the Company held on Saturday, 26th April 2014 at
10.30 a.m. at the registered office of the Company at Chinchwad Works, Mumbai Pune Road, Chinchwad, Pune 411 019

Member's/Proxy's name in BLOCK Letters _____ Member's/Proxy's Signature _____

Note : Please fill in this attendance slip and hand it over at the entrance of the hall.

BOOK POST

If undelivered, please return to :

MATHER AND PLATT FIRE SYSTEMS LIMITED

REGISTERED OFFICE :

Chinchwad Works: Mumbai-Pune Road,
Chinchwad, Pune - 411 019, India.

Form A

1. Name of the Company **MPF Systems Ltd**
(formerly known as Mather and Platt Fire Systems Limited)

2. Annual Financial Statements for 31 December 2013
the year ended

3. Type of Audit observation Unqualified/Matter of Emphasis

4. Frequency of observation *Repetitive since 31 March 2005 related to accumulated losses.*

The accumulated losses of the Company have exceeded 50% of its net worth at the end of the financial year. The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.

For B S R & Co.LLP
Firm Registration No. 101248W
Chartered Accountants

For and on behalf of MPF Systems Ltd

Juzer Miyajiwala
Partner
Membership No: 047483

Hemant Watve
Director

Milind Khadilkar
Chief Financial Officer

Bomi Daruwala
Audit Committee Chairman