



MAPRO INDUSTRIES LIMITED

41ST

ANNUAL REPORT

2012 - 13

MAPRO INDUSTRIES LIMITED

41ST ANNUAL REPORT 2012-13

Contents	Page. No.
Corporate Information	03
Notice of the AGM	04 - 07
Director's Report	08 - 09
Compliance Certificate	10 - 12
Auditor's Report	13
Annexure to Auditor's report	14 - 15
Financial Statement	16 - 25
Attendance slip and proxy form	27

MAPRO INDUSTRIES LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS:

- Mr. G. K. Somani : Non- Executive Director
- Mr. Umesh Kumar Kanodia : Additional Executive Director
- Mr. Atul Kumar Sultania : Additional Executive Director
- Mr. Shambhu Kumar Agarwal : Independent Non-Executive Director
- Mr. Santosh Lama : Independent Non-Executive Director

Bankers:

- State Bank of India
- HDFC Bank Limited
- Dena Bank

Auditors:

CLB & Associates
77, Mulji Jetha Bldg, 3'd Floor,
185 / 187, Princess Street,
Marine Lines, Mumbai – 400002

Registered office:

505, Corporate Corner,
Sunder Nagar, Malad (W)
Mumbai 400 064

Registrar & Share Transfer Agent:

Purva Shareregistry (India) Private Ltd
9 Shiv Shakti Industrial Estate,
J R Boricha Marg, Opp. Kasturba Hosp.,
Lower Parel (E), Mumbai, Maharashtra – 400011

MAPRO INDUSTRIES LIMITED

NOTICE TO THE MEMBERS OF MAPRO INDUSTRIES LIMITED

Notice is hereby given that the Annual General Meeting of the members of **Mapro Industries Limited** will be held at the registered office of the Company at 505, Corporate Corner, Sunder Nagar, Malad (W), Mumbai 400064 on Monday, September 16, 2013 at 11.00 a.m. to transact the following business.

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Profit and Loss Account for the year ended at March 31, 2013, and the Audited Balance Sheet as on that date and the Report of the Board of Directors and Auditors thereon.
2. To appoint M/s CLB & Associates, Chartered Accountants, who are retiring at the ensuing Annual General Meeting and being eligible for reappointment offers themselves for reappointment as a Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the next Annual General Meeting of the Company and to fix their remuneration.
3. To appoint Mr. G. K. Somani, as Director of the Company, who retires by rotation and being eligible, offers him-self for re-appointment.

AS SPECIAL BUSINESS:

4. ***To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.***

“RESOLVED THAT Mr. Umesh Kanodia, who was appointed as an additional Director of the Company during the year and holds office till the date of ensuing Annual General Meeting of the Company in terms section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a Member under section 257 of the Companies Act, 1956, proposing his candidature for the office of director of the Company, be and is hereby appointed as Director of the Company whose period of office shall be liable to determination by retirement by rotation.”

5. ***To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.***

“RESOLVED THAT Mr. Atul Kumar Sultania, who was appointed as an additional Director of the Company during the year and holds office till the date of ensuing Annual General Meeting of the Company in terms section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a Member under section 257 of the Companies Act, 1956, proposing his candidature for the office of director of the Company, be and is hereby appointed as Director of the Company whose period of office shall be liable to determination by retirement by rotation.”

6. ***To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.***

“RESOLVED THAT Mr. Santosh Lama, who was appointed as an additional Director of the Company during the year and holds office till the date of ensuing Annual General Meeting of the Company in terms section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a Member under section 257 of the Companies Act, 1956, proposing his candidature for the office of director of the Company, be and is hereby appointed as Director of the Company whose period of office shall be liable to determination by retirement by rotation.”

7. ***To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.***

“RESOLVED THAT Mr. Shambhu Kumar Agarwal, who was appointed as an additional Director of the Company during the year and holds office till the date of ensuing Annual General Meeting of the Company in terms section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a Member under section 257 of the Companies Act, 1956, proposing his candidature for the office of director of the Company, be and is hereby appointed as Director of the Company whose period of office shall be liable to determination by retirement by rotation.”

MAPRO INDUSTRIES LIMITED

8. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.

“RESOLVED THAT the consent of the Company be and is hereby granted, in accordance with Section 293(1)(d) and all other applicable provisions, if any, of the Companies Act, 1956 and the Articles of Association of the Company, to the Board of Directors of the Company, to borrow any sum or sums of money from time to time at their discretion, for the purpose of the business of the Company, which together with the monies already borrowed by the Company, (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may exceed at any time, the aggregate of the paid-up capital of the Company and its free reserves (that is to say, reserves, not set apart for any specific purpose) by a sum not exceeding Rs.30 crores, and that the Board of Directors be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may think fit.”

By order of the Board
For **Mapro Industries Limited**

Umesh Kumar Kanodia
Director

Place: Mumbai
Dated: August 14, 2013

Registered Office:
505, Corporate Corner,
Sunder Nagar, Malad (W),
Mumbai 400 064.

MAPRO INDUSTRIES LIMITED

NOTES:

1. A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A SHAREHOLDER 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 COMMENCEMENT OF THE MEETING. A PROXY FORM IS APPENDED WITH THE ADMISSION SLIP.
2. The Register of members and Share Transfer books of the Company will remain closed from Wednesday August 21, 2013 to Friday, August 23, 2013 (both days inclusive), in terms of the provisions of the Companies Act, 1956 and the listing agreement with the stock exchanges where the shares of the Company are listed for the purpose of annual general meeting.
3. Shareholders who are holding shares in physical form are requested to address all correspondence concerning registration of transfers, transmissions, sub-division, consolidation of shares or any other share related matters and/or change in address or updation thereof to the Company's RTA. Shareholders, whose shareholding is in electronic format are requested to direct change of address notifications, registration of e-mail address and updation of bank account details to their respective depository participants.
4. Information regarding particulars of the directors to be appointed and the directors seeking re-appointment requiring disclosure in terms of the listing agreement and the explanatory statement pursuant to Section 173 of the Companies Act, 1956, are annexed hereto. The directorships held by the directors considered for the purpose of disclosure do not include the directorships held in foreign companies, private limited companies and companies under Section 25 of the Companies Act, 1956 but include private limited companies which are considered as public limited companies in terms of Section 3(1) (iv) (c) of the Companies Act, 1956. The committee chairmanships/memberships considered for the purposes of disclosure are those prescribed under clause 49(I) (C) of the listing agreement(s) viz. Audit Committee and Shareholders/ Investor Grievance Committee of Indian public limited companies.
5. Corporate members are requested to send a duly certified copy of the board of directors' resolution/power of attorney authorizing their representative to attend and vote at the annual general meeting.
6. Statutory registers and documents referred to in the notice and explanatory statement are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. upto the date of general meeting and will also be available for inspection at the meeting.
7. Shareholders having any question on financial statements or any agenda item proposed in the notice of annual general meeting are requested to send their queries at least five days prior to the annual general meeting of the Company at its registered office address to enable the Company to collect the relevant information.
8. Shareholders/proxies are requested to bring duly filled admission/attendance slips sent herewith along with the copies of annual reports at the meeting.
9. For the security and safety of the shareholders, no article/ baggage including water bottles and tiffin boxes will be allowed at the venue of the meeting. The shareholders/attendees are strictly requested not to bring any article/ baggage etc. at the venue of the meeting

MAPRO INDUSTRIES LIMITED

EXPLANATORY STATEMENT (Under Section 173(2) of the Companies Act, 1956)

Item Nos. 4, 5, 6 and 7

Mr. Umesh Kumar Kanodia, Mr. Atul Kumar Sultania, Mr. Shambhu Kumar Agarwal and Mr. Santosh Lama were appointed as additional directors on the Board of during the year.

Pursuant to the provisions of section 260 of the Companies Act, 1956 read with relevant provisions of the Articles of Association of the Company, these directors hold office till the date of the ensuing annual general meeting.

The Company has received notices under Section 257 of the Companies Act, 1956 from members of the Company proposing the candidature of Mr. Umesh Kumar Kanodia, Mr. Atul Kumar Sultania Mr. Shambhu Kumar Agarwal and Mr. Santosh Lama as directors of the Company, liable to retire by rotation along with the prescribed deposit of Rs. 500/- for each director.

None of the Directors except Mr. Umesh Kumar Kanodia, Mr. Atul Kumar Sultania Mr. Shambhu Kumar Agarwal and Mr. Santosh Lama are deemed concerned/interested in their respective resolutions.

Your Directors recommend the resolutions for your approval as set out in item nos. from 4 to 7 of the notice

Item No. 8

As per the provisions of Section 293(1) (d) of the Companies Act, 1956, the Board of Directors of the Company cannot, except with the permission of the members, borrow monies in excess of the aggregate of the paid-up capital of the Company and its free reserves.

The increasing business operations and future growth plans of the Company would necessitate restructuring of the borrowing limits by authorizing the Board of Directors to borrow monies which may exceed at any time the aggregate of the paid-up capital of the Company and its free reserves but not exceeding Rs.30 crores.

Hence, your Directors recommend the resolution for your approval as set out in item nos. 8 of the notice. None of the Directors of the Company is, in any way, concerned or interested in the said resolution.

Information on directors seeking appointment/re-appointment at the forthcoming Annual General Meeting (pursuant to clause 49 of the listing agreement) as on the date of notice

Name of the Director	Mr. Umesh Kumar Kanodia	Mr. Atul Kumar Sultania	Mr. Shambhu Kumar Agarwal	Mr. Santosh Lama
Date of Birth	November 18, 1956	January 26, 1974	December 20, 1985	September 28, 1982
Qualifications	B.Com	Secondary School Examination	Chartered Accountant	B.Com
Experience and expertise in specific functional area	30 years of experience in Construction & Developers and Cloth	5 years of experience as Trading in tiles business	3 Years of experience in Financial Activities	5 Years of experience in Infra Projects
Shareholding in Mapro Industries Limited	15,000 shares	15,000 shares	Nil	Nil
Directorships held in other public limited companies in India	N.A	N.A	N.A	N.A
Membership/ Chairmanship of committees in public limited companies in India	N.A	N.A	N.A	N.A

By order of the Board
For **Mapro Industries Limited**

Umesh Kumar Kanodia
Director

Place: Mumbai
Dated: May 29, 2013

Registered Office:
505, Corporate Corner,
Sunder Nagar, Malad (W)
Mumbai 400 064

MAPRO INDUSTRIES LIMITED

DIRECTORS' REPORT TO THE MEMBERS

To,
The Members of
Mapro Industries Limited

Your Directors have great pleasure in presenting the Annual Report along with the Statement of Audited Accounts for the year ended March 31, 2013.

1. Financial Results:

(₹. In Lacs)

Particulars	Year ended March 31, 2013	Year ended March 31, 2012
Sales & Other Income	49.30	14.19
Profit before Depreciation, Amortization and tax	1.85	2.36
Profit before tax	(0.36)	(0.01)
Profit after tax	(0.25)	8.31
Add : Balance brought forward from previous year	(218.58)	(226.89)
Balance carried forward	(218.83)	(218.58)

2. Operation:

During the financial year ended on March 31, 2013, gross revenue increased from Rs. 14.20 lacs to Rs. 49.29. The company has incurred loss of Rs. 0.36 Lacs as against Rs. 0.01 Lacs in previous year. This is due to squeeze in margin.

3. Dividend:

Your Directors do not recommend payment of dividend on equity share capital for the year ended March 31, 2013.

4. Change in Management

During the year, vide share purchase agreement dated January 17, 2013 entered into between Mr. G K Somani & Others and Mr. Sandeep Gupta & Others, the company was taken over by Mr. Sandeep Gupta & Others.

5. Board of Directors

Mr. Umesh Kumar Kanodia and Mr. Atul Kumar Sultania appointed as Additional Directors with effect from February 28, 2013 in accordance with provisions of Article of the Articles of Association of the Company and Section 260 of the Act.

Mr. Shambhu Kumar Agarwal and Mr. Santosh Lama appointed as Additional Directors with effect from May 10, 2013 in accordance with provisions of Article of the Articles of Association of the Company and Section 260 of the Act.

Mr. Umesh Kumar Kanodia, Mr. Atul Kumar Sultania, Mr. Shambhu Kumar Agarwal and Mr. Santosh Lama hold office only up to the date of the forthcoming Annual General Meeting (AGM) and separate notices for each of them under Section 257 of the Act has been received from member signifying their intention to propose the appointment for them as Directors of the company.

Mr. Sanjay Somani, Mr. Saket Tiku and Mr. Prashant Rathi Directors, resigned from the Board with effect from May 10, 2013. The Board has placed on record their appreciation of the valuable contribution made to your Company by them.

In accordance with the requirements of the Companies Act, 1956 and the Articles of Association of the Company, Mr. G. K. Somani retires by rotation and is eligible for re-appointment.

Pursuant to clause 49 of the listing agreement, the detailed profile of the Directors seeking appointment and re-appointment are provided in the notice of the Annual General Meeting (AGM) of the Company.

6. Auditors'

M/s. CLB & Associates (CLB), who are the statutory auditors of the Company, hold office until the conclusion of the ensuing AGM. It is proposed to re-appoint CLB to examine and audit the accounts of the Company for FY14. CLB has, under Section 224 (1) of the Act, furnished a certificate of its eligibility for re-appointment. The Members will be requested, as usual, to appoint Auditors and to authorize the Board of Directors to fix their remuneration. In this connection, the attention of the members is invited to Item no. 2 of the notice of the annual general meeting.

MAPRO INDUSTRIES LIMITED

7. Auditors' Report

The Notes forming part of the Accounts referred to in Auditors' Report of the Company are self-explanatory and, therefore, do not call for any further explanation under Section 217 (3) of the Act.

8. Compliance Certificate

As required the Secretarial Compliance Certificate obtained from a Practicing Company Secretary is attached herewith.

9. Corporate Governance

Your Company's philosophy on Corporate Governance is attainment of the highest level of transparency, accountability and equity in all spheres of operations, interactions with the shareholders, employees, government and others.

10. Particulars of Employees:

The Company has no employees in the category specified under section 217 (2A) of the Companies Act, 1956 (the Act), read with the Companies Particulars of Employees) Rules, 1975.

11. Conservation of Energy, Technology absorption & Foreign Exchange Earnings & Outgo

The Company did not carry out any Business activities warranting conservation of energy, technology absorption in accordance with the Companies (Disclosure of Particulars in the report of Board of Directors) Rules 1988.

During the year under review, there was no foreign earning and outgo.

12. Fixed Deposits:

The Company has not accepted fixed deposits from public within the purview of section 58A of the Companies Act, 1956 during the year under review.

13. Directors' Responsibility Statement:

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

1. In the preparation of the annual accounts, the applicable accounting standards have been followed.
2. Appropriate policies have been selected and applied consistently and judgments and estimates wherever made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2013.
3. Proper and sufficient care has been taken 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. The annual accounts have been prepared on a going concern basis.

14. Listing:

The equity shares of your Company are listed on the BSE Limited, Mumbai (BSE). The Listing fee for the year 2013-14 has already been paid.

15. Acknowledgements

Your Directors would like to thank all investors, customers, financial institutions, vendors, banks, government authorities, the registrars, share transfer agents, business alliances for their respective support.

Your Directors would also appreciate and value the contributions made by all our employees and their families towards operation and growth of the Company.

For and on behalf of the Board
For Mapro Industries Limited

G K Somani
Director

Umesh Kumar Kanodia
Director

Place: Mumbai

Dated: May 29, 2013

Registered Office:

505, Corporate Corner,
Sunder Nagar, Malad (W),
Mumbai 400 064.

MAPRO INDUSTRIES LIMITED

FORM [SEE RULE 3] COMPLIANCE CERTIFICATE

To,
The Members
Mapro Industries Limited,
505, Corporate Corner, Sunder Nagar,
Malad (W), Mumbai 400064

We have examined the registers, records, books and papers of **M/s. Mapro Industries 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 31st March, 2013. In our opinion and to 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 duly filed the forms and returns as stated in **Annexure 'B'** to this certificate with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under.
3. The company being limited company, has the minimum prescribed paid-up capital and the restrictions relating to its maximum number of members, invitation to public to subscribe for its shares, debentures or deposit and acceptance of deposits from persons other than its members, directors or their relatives are not applicable.
4. The Board of Directors duly met seven (7) times on 25/04/2012, 30/05/2012, 31/07/2012, 31/10/2012, 05/02/2013, 28/02/2013 and 18/03/2013 in respect of these meetings proper notices were given and the proceedings were properly recorded and signed.
5. The Company has closed its register of members and share transfer books from September 26, 2012 to September 28, 2012 (both days inclusive) during the year.
6. The annual general meeting for the financial year ended on 31st March, 2012 was held on 28th September, 2012 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 Extraordinary General Meetings were held during the year.
8. According to the information and explanation given to us the company has not advanced loan to its Director and or persons or firm or companies referred in section 295 of the Act.
9. According to the information and explanation given to us, we are of the opinion that the company has not entered into any contract or arrangement pursuant to Section 297 of the Act during the year under scrutiny.
10. The company has made necessary entries in the register maintained under Section 301 of the Act.
11. As there were no instances falling within the purview of section 314 of the Act, the company has not obtained any approvals from the Board of directors, members or central Government.
12. The company has not issued any duplicate certificates during the year.
13. (i) There was no allotment of securities during the financial year and the company has delivered all the certificates on lodgment thereof for transfer/transmission of securities in accordance with the provisions of the Act.
(ii) The company is not required to deposit any amount in a separate bank account as no dividend was declared during the financial year.
(iii) The company is not required to post warrants to any members of the company as no dividend was declared during the financial year.
(iv) The company does not have any amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid and hence transferring the same to the Investors Protection Fund does not arise.

MAPRO INDUSTRIES LIMITED

- (v) The company has duly complied with the provisions of section 217 of the Act.
14. The Board of Directors of the Company is duly constituted and appointment of the additional directors has been duly made during the year under.
 15. The company has not appointed Managing Director/Whole-time Director/Manager during the financial year.
 16. The Company has not appointed any sole selling agents during the financial year.
 17. The company was not required to obtain any approval from Central Government, Company Law Board, Regional Director, Registrar of Companies and/or such other authorities as may be prescribed under the various provisions of the Act during the financial year.
 18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there-under.
 19. The Company has not issued any shares/debentures/other securities during the financial year under scrutiny.
 20. The Company has not bought back any shares during the financial year.
 21. There was no redemption of preference shares or debentures during the financial year.
 22. There were no transactions necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
 23. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of section 58A during the financial year.
 24. According to the explanation and information given to us the company has complied with the provisions of section 293(1) (d) of the Act during the year.
 25. According to the information and explanation given to us the company has complied with the provision of Section 372A of the Act, with respect to loans and investments given, or given guarantees or provided securities to other body corporate during the year under scrutiny.
 26. The Company has not altered the provisions of the Memorandum with respect to situation of the company's registered office from the state to another during the year.
 27. The Company has not altered the provisions of the Memorandum with respect to the objects of the company during the year.
 28. The Company has not altered the provisions of the Memorandum with respect to the share capital of the company during the year.
 29. The Company has not altered the provisions of the Memorandum with respect to the name of the company during the year.
 30. The company has not altered its Article of Association of the company during the year.
 31. There was no prosecution initiated against or show cause notices received by the company and no fines or penalties or any other punishment was imposed on the company during the financial year for offences under the Act.
 32. The Company has not received any money as security from its employees during the financial year.
 33. The provisions relating to the Provident Fund are not applicable to the company.

MANOJ MIMANI
ACS No. 17083
CP No. 11601

Dated: 29/05/2013
Place: Mumbai

MAPRO INDUSTRIES LIMITED

Annexure to the Compliance Certificate dated May 29, 2013

Annexure - "A"

Register as maintained by the company:

1. Register of Members u/s 150 of the Act.
2. Register of Directors, Managing Director, Manager and Secretary u/s 303 of the Act.
3. Register of Directors' Shareholding u/s 307 of the Act.
4. Register of Share-transfer.
5. Register of Contracts, companies and firms in which the directors of the Company are interested u/s 301(1).
6. Register of Charges u/s 143(1).
7. Minutes Books for General Meetings and for Board Meetings u/s 193(1).
8. Register for inter-corporate loans and investments u/s 372A.

Annexure - "B"

Forms and Returns as filed by the company with the Registrar of Companies during the financial year ending 31st March 2013:

Sr. No.	Form/ Return	Filed u/s	Particulars/purpose	Filed with ROC on	Whether filed within the prescribed time Yes/No
1	23AC & 23ACA	220	Balance Sheet and profit & loss account for the year ended 31 st March 2012	17/12/2012	Yes
2	20B	159	Annual Return till the date of AGM 28 th September 2012	10/11/2012	Yes
3	66	383(A)(1)	Compliance Certificate for the financial year ended 31 st March 2012	29/10/2012	No
4	32	303	Change in Directorship	11/03/2013	Yes
5	32	303	Change in Directorship	18/03/2013	Yes
6	23B	224 (1A)	Information by Auditor for the year 01/04/2011 to 31/03/2012	23/07/2012	Yes
7	21		Registration of order	13/04/2012	Yes
8	23	192	Registration of Special resolution	25/10/2012	No

MAPRO INDUSTRIES LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MAPRO INDUSTRIES LTD

Report on the Financial Statements

We have audited the accompanying financial statements of Mapro Industries Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2013, the Statement of Profit and Loss and 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 principles generally accepted in India including Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards 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 misstatements. 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. 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 aforesaid 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:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- (b) In the case of the Statement of Profit and Loss, of the *Loss* for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of Section 227(4A) 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, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards referred to in section 211(3C) of the Act;
 - e. On the basis of the written representations received from the directors as on March 31, 2013, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of Section 274(1)(g) of the Act.

**For CLB & ASSOCIATES
CHARTERED ACCOUNTANTS
(F R No. 124305W)**

Place: Mumbai
Date: 29th May, 2013

(S. Sarupria)
PARTNER
M. NO. 35783

MAPRO INDUSTRIES LIMITED

ANEXURE TO THE AUDITOR'S REPORT

(Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date)

1. The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets. However the same is required to be updated.
2. As explained to us, assets have been physically verified by the management in accordance with a phased program of verification, which in our opinion is reasonable considering the size and the nature of its business. The frequency of verification is reasonable and no material discrepancies have been noticed on such physical verification.
3. The company has disposed off all fixed assets during the year; however, in view of management status of the company as going concern will not be affected.
4. The company does not have any inventory during the year. Consequently, the requirement of Clauses (ii) (a), (b) & (c) of paragraph 4 of the Order are not applicable.
5. The Company has not granted any loan secured or unsecured to companies firms or other parties covered in the register maintained under section 301 of 'The Act'. Consequently, the requirement of Clauses (iii) (b) ,(c) & (d) of paragraph 4 of the Order are not applicable.
6. During the year the Company has not taken any secured/ unsecured loan from companies firms or other parties covered in the register maintained u/s 301 of 'The Act'. Consequently, the requirement of Clauses (iii) (f) & (g) of paragraph 4 of the Order are not applicable.
7. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventories and fixed assets and for the sale of goods. During the course of our audit, we have not observed any continuing failure to correct the major weaknesses in internal controls.
8. 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 u/s 301 of 'The Act' have been so entered.
9. According to the information and explanations given to us, there were no transactions of purchase of goods, materials and sale of goods, material and services made in pursuance of contracts or arrangements entered in the register maintained under section 301 of 'The Act' and aggregating, during the year to Rs.5,00,000/- or more in respect of each party.
10. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from public within the meaning of section 58A and 58 AA of ' The Act', and company's acceptance of deposit rules 1975 thereon.
11. In our opinion and according to the information and explanations given to us, the company has an adequate Internal Audit System commensurate with the size and the nature of its business.
12. The central Government has not prescribed the maintenance of cost records under Section 209(1)(d) of 'The Act', for the products manufactured by the company.
13. In our opinion and according to the information and explanations given to us, the company has generally been regular in depositing undisputed dues including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income Tax Sales Tax, Wealth Tax, Custom Duty, Cess and other applicable statutory dues, as applicable to the company, with appropriate authorities. According to the information and explanations given to us, there are no dues outstanding as at the year end for a period of more than six months from the date they became payable in respect of income tax, wealth tax, sales tax customs duty, excise duty and cess etc.
14. In our opinion and according to the information and explanations given to us, there are no dues outstanding of Sales Tax, Income Tax, Custom Duty, Wealth Tax, Excise Duty or Cess on account of any dispute.
15. The company has accumulated losses at the end of the financial year, which is more than 50% of its paid up capital and free reserves. The company has incurred cash losses in the financial year under report but not in the immediately preceding financial year.

MAPRO INDUSTRIES LIMITED

16. In our opinion and according to the information and explanations given to us, the company does not have any dues repayable to financial institutions, banks and debenture holders, hence Clauses (xi) of paragraph 4 of the Order are not applicable
17. In our opinion and according to the information and explanations given to us, the company has not granted any loans and advances on the basis of security by way of pledge of Shares, Debentures and other securities.
18. The provisions of any Special Statute applicable to Chit Fund, Nidhi or Mutual Benefit / Societies are not applicable to the Company.
19. In our opinion, the Company is not a dealer or trader in shares, securities, debentures and other investments.
20. According to information and explanations given to us the Company has not given any Guarantee for loans taken by others from Banks or Financial Institutions.
21. The company do not have availed any loan during the year, hence Clauses (xvi) of paragraph 4 of the Order are not applicable
22. In our opinion, on an overall examination of the balance sheet and the cash flow statement, funds raised on short term basis have, prima facie, not been used during the year for long term investment.
23. The company has not made any preferential allotment of shares during the year.
24. No Debentures have been issued by the company and hence the question of creating Securities in respect thereof does not arise.
25. The company has not raised any money by way of public issue during the year.
26. In our opinion and according to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the year.

**For CLB & ASSOCIATES
CHARTERED ACCOUNTANTS
(F R No. 124305W)**

Place: Mumbai
Date: 29th May, 2013

(S. Sarupria)
PARTNER
M. NO. 35783

MAPRO INDUSTRIES LIMITED

BALANCE SHEET AS AT 31st MARCH, 2013

Particulars	Note No.	31st March, 2013	31st March, 2012
		₹	₹
EQUITY AND LIABILITIES			
SHAREHOLDER'S FUNDS			
(a) Share Capital	2	10,875,000	10,875,000
(b) Reserves and Surplus	3	(11,232,824)	(11,207,495)
		(357,824)	(332,495)
NON CURRENT LIABILITIES			
Deferred tax liabilities (Net)	4	-	13,382
CURRENT LIABILITIES			
(a) Trade payables	5	-	961,913
(b) Other current liabilities	6	974,392	1,378,800
(c) Short term provisions	7	80,107	117,849
		1,054,499	2,458,562
TOTAL		696,675	2,139,449
ASSETS			
NON CURRENT ASSETS			
(a) Fixed Assets			
Tangible assets	8	-	62,224
(b) Long term loans and advances	9	48,749	52,498
(c) Other non current assets	10	410,300	615,450
		459,049	730,172
CURRENT ASSETS			
(a) Trade receivables	11	-	1,193,624
(b) Cash and cash equivalents	12	16,992	8,503
(c) Other current assets	13	220,634	207,150
		237,626	1,409,277
TOTAL		696,675	2,139,449
The attached Note Nos. 1 to 26 form an integral part of financial statements		-	-

For CLB & Associates
 CHARTERED ACCOUNTANTS
 FRN No. 124305W

For and on Behalf of the Board

S. Sarupria
 Partner
 M.No. 35783

G K Somani
 Director

Umesh Kumar Kanodia
 Director

Place: Mumbai
 Date: 29 / 05 / 2013.

MAPRO INDUSTRIES LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2013

Particulars	Note No.	2012 - 2013	2011 - 2012
		₹	₹
REVENUE			
Revenue from Operations	14	4,928,940	1,068,000
Other Income	15	1,189	351,484
Total Revenue		4,930,129	1,419,484
EXPENSES			
Purchase of traded goods		4,437,653	860,750
Changes in Inventories of Finished Goods Work in Progress and Stock in Trade		-	-
Employee benefits expense	16	47,400	53,625
Depreciation and amortization expense	17	220,970	237,071
Other expenses	18	259,808	269,452
Total Expenses		4,965,831	1,420,898
Profit/(Loss) before exceptional and extraordinary items and tax		(35,702)	(1,414)
Exceptional Items		-	-
Profit / (Loss) before taxation		(35,702)	(1,414)
Tax expense:			
(1) Current tax		2,351	-
(2) Deferred tax		(13,382)	(904,155)
(3) Prior Period Tax		658	71,716
		(10,373)	(832,439)
		-	
Net Profit / (Loss) for the year		(25,329)	831,025
Earning per equity share: (Rs)			
Basic & Diluted		(0.02)	0.76
The attached Note Nos. 1 to 26 form an integral part of financial statements		-	-

For CLB & Associates
CHARTERED ACCOUNTANTS
FRN No. 124305W

For and on Behalf of the Board

S. Sarupria
Partner
M.No. 35783

G K Somani
Director

Umesh Kumar Kanodia
Director

Place: Mumbai
Date: 29 / 05 / 2013.

MAPRO INDUSTRIES LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013

Particulars	Current reporting period		Previous reporting period	
	₹	₹	₹	₹
Cash flows from operating activities				
Profit before taxation		(35,702)		(1,414)
Adjustments for:				
Depreciation & Amortisations	220,970		31,921	
Interest received	(1,189)		(1,109)	
Loss on Sale of Fixed Assets	21,404			
Interest expenses				
		241,185		30,812
		205,483		29,398
(Increase)/ decrease in trade and other receivables	1,193,625		(1,193,624)	
(Increase)/ decrease in loans and advances	9,735		-	
Increase/ (decrease) in trade payables	(961,913)		961,913	
Increase/ (decrease) in other liabilities	(445,160)			
		(223,183)		(231,711)
		(17,700)		(202,313)
Income taxes paid / (refund)		(1,189)		(1,109)
Net cash from operating activities before Extra Ordinary Items		(16,511)		(201,204)
Cash From Extra ordinary items				
Transfer of assets & liabilities on account of Demerger (refer note 2 below)				156,063
Cash flows from investing activities				
Purchase of property, plant and equipment				
Sale of Fixed Assets	25,000		-	
Interest received				
Net cash from investing activities		25,000		-
Cash flows from financing activities				
Repayment of long term borrowings				
Repayment of short term borrowings				
Interest paid				
Net cash from financing activities		-		-
Net increase/(decrease) in cash and cash equivalents		8,489		(45,141)
Cash and cash equivalents at beginning of reporting period		8,503		53,644
Cash and cash equivalents at end of reporting period		16,992		8,503

MAPRO INDUSTRIES LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013

Notes :

The above Cash Flow Statement has been prepared under the " Indirect Method" set out in Accounting Standard (AS-3) on Cash Flow statement issued by the Institute of Chartered Accountants of India

The company has transferred its Assets & Liabilities on account of Demerger Scheme duly approved by Hon'ble Bombay High Court to Mapro Gases Ltd & Mapro Ventures Ltd with appointed date 01.04.2011, difference on this account has been shown under Extra Ordinary Items

Figures in bracket indicate Cash Outflow

Previous year comparatives have been reclassified to confirm with current year's presentation, wherever applicable

Cash & Cash equivalents comprises of :

Cash on hand and bank balances in current account	16,992	8,503
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For CLB & Associates
CHARTERED ACCOUNTANTS
FRN No. 124305W

For and on Behalf of the Board

S. Sarupria
Partner
M.No. 35783

G K Somani
Director

Umesh Kumar Kanodia
Director

Place: Mumbai
Date: 29 / 05 / 2013.

NOTES TO FINANCIAL STATEMENTS

1. SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation

These Financial Statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. These financial statements have been prepared to comply in all material aspects with the accounting standards notified u/s 211 (3C) of Companies (Accounting Standard) Rules, 2006, as amended and the relevant provisions of the Companies Act, 1956.

Revenue Recognition

Sale of Goods : Sales are recognised when the substantial risks and rewards of ownership in the goods are transferred and are recognised net of discounts, sales tax and excise duties.

Interest : Interest income is recognised on time proportion basis taking into account the amount outstanding and the rate applicable.

Fixed Assets

All fixed assets are valued at cost less accumulated depreciation.

Depreciation

Depreciation is provided on the straight-line method at amended rates as per Schedule XIV of the Companies Act, 1956. Depreciation on cylinders is provided at the rates applicable to other Plant & Machinery. Cost of the Leased Assets is amortised over the period of Lease. Depreciation on assets added / disposed off during the year has been provided on prorata basis with reference to the month of addition / disposal.

Current and Deferred Tax

Tax expenses for the period, comprising Current Tax and Deferred Tax are included in determination of the net profit or loss for the period.

Current Tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in India.

Deferred Tax Liability is recognised subject to the consideration of prudence on timing difference being the difference between Taxable Income & Accounting Income that originate in one period and are capable of reversal in one or more subsequent years.

Deferred Tax assets are recognised and carried forward only to the extent that there is virtual certainty that sufficient future taxable income will be available against which deferred tax assets can be realised.

Deferred Tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. At each Balance Sheet date, the company re-assesses unrecognised assets, if any.

Provisions, Contingent Liabilities and Contingent Assets

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

MAPRO INDUSTRIES LIMITED

NOTES TO FINANCIAL STATEMENTS

2 SHARE CAPITAL

Particulars	As at 31 March, 2013		As at 31 March, 2012	
	Number of shares	Amount in ₹	Number of shares	Amount in ₹
Authorized:				
Preference Shares of Rs. 100/- each	25000	2,500,000	25,000	2,500,000
Equity shares of Rs. 10 /- each	1750000	17,500,000	1,750,000	17,500,000
		20,000,000		20,000,000
Issued, subscribed and fully paid up:				
Equity shares of Rs.10 /- each				
At the beginning of the reporting period	1,087,500	10,875,000	1,087,500	10,875,000
Issued during the reporting period	-	-	-	-
Bought back during the reporting period	-	-	-	-
At the close of the reporting period	1,087,500	10,875,000	1,087,500	10,875,000

Other Information:

Particulars of equity share holders holding more than 5% of the total number of equity share capital:	As at 31 March, 2013		As at 31 March, 2012	
	No of shares	% of shares	No of shares	% of shares
a. G K SOMANI	0	-	397850	36.58
b. SANJAY SOMANI	0	-	204230	18.78
c. SHRUTI SOMANI	0	-	75000	6.90
d. ESSESS COMMERCIAL PVT LTD	135467	12.46	135467	12.46
e. MEBAGS INVESTMENTS SERVICES P LTD	0	-	77350	7.11
f. SANDEEP GUPTA	744930	68.50	0	-

3 RESERVES AND SURPLUS

Amount in ₹

	Capital Reserve	Capital redemption reserve	Securities Premium	Revaluation Reserve	Surplus i.e. balance in Statement of Profit & Loss	Total
At the beginning of the reporting period	8,550,832	600,000	1,500,000	-	(21,858,327)	(11,207,495)
Transferred from/to Profit & Loss Account		-	-			
Addition / Reversal during the year *	-			-	(25,329)	(25,329)
At the close of the reporting period	8,550,832	600,000	1,500,000	-	(21,883,656)	(11,232,824)
At the close of the previous reporting period	8,550,832	600,000	1,500,000	-	(21,858,327)	(11,207,495)

MAPRO INDUSTRIES LIMITED

NOTES TO FINANCIAL STATEMENTS

Particulars	31st March, 2013	31st March, 2012
	₹	₹
4 DEFERRED TAX LIABILITIES (NET)		
i) Deferred Tax Liability		
a) On account of depreciation on fixed assets	-	13,382
b) On account of timing differences in recognition of expense	-	-
Total	-	<u>13,382</u>
ii) Deferred tax asset:	-	-
Net Deferred tax (liability)/asset	-	13,382
	-	<u>13,382</u>
5 TRADE PAYABLES		
i) To Micro, Small and Medium Enterprises	-	-
ii) Others	-	961,913
	-	<u>961,913</u>
6 OTHER CURRENT LIABILITIES		
Other payables (Due to Associates)	974,392	1,378,800
	<u>974,392</u>	<u>1,378,800</u>
7 SHORT TERM PROVISIONS		
a) Provision for employee benefits	-	-
b) Others :		
Prov for Income Tax	3,009	-
Liabilities for expenses	72,338	116,789
Statutory Liabilities	4,760	1,060
	<u>80,107</u>	<u>117,849</u>

8 Fixed Assets

Particulars	GROSS BLOCK (AT COST)				Depreciaton				Net Block	
	As At 01.04.2012	Additions for the year	Deductions/ Transfers during the year	As At 31.03.2013	As At 01.04.2012	For the year	Deductions/ Transfer	As At 31.03.2013	As At 31.03.2013	As at end of previous reporting period
Tangible Assets										
Own assets										
Computer	1,171,948	-	1,171,948	-	1,077,803	15,820	1,093,623	-	-	62,224
TOTAL	1,171,948	-	1,171,948	-	1,077,803	15,820	1,093,623	-	-	62,224
Previous Year	68,421,646	-	67,249,698	1,171,948	40,075,944	31,921	38,998,141	1,109,724	62,224	-

MAPRO INDUSTRIES LIMITED

NOTES TO FINANCIAL STATEMENTS

Particulars	31st March, 2013	31st March, 2012
	₹	₹
9 LONG TERM LOANS AND ADVANCES : (Unsecured Considered Good)		
i) Advance Tax	46,749	48,498
ii) Prepaid Expense	2,000	4,000
	<u>48,749</u>	<u>52,498</u>
10 OTHER NON CURRENT ASSETS		
i) Long term trade receivables		
ii) Others - Unamortised Expenses	<u>410,300</u>	<u>615,450</u>
11 TRADE RECEIVABLES Unsecured Considered Good		
i) Trade receivables exceeding six months	-	-
ii) others	-	1,193,624
	-	<u>1,193,624</u>
12 CASH AND BANK BALANCES		
i) Balances with banks - in current accounts	16,992	8,503
ii) Cash on hand	-	-
	<u>16,992</u>	<u>8,503</u>
13 OTHER CURRENT ASSETS		
i) Unamortised Expenses	205,150	205,150
ii) Prepaid Expenses	15,484	2,000
	<u>220,634</u>	<u>207,150</u>
14 REVENUE FROM OPERATIONS		
i) Sale of products Welding Accessories	<u>4,928,940</u>	<u>1,068,000</u>
15 OTHER INCOME		
i) Interest Income	68212	
Less: Trf to Mapro Gases Ltd	67023	
	1,189	1,109
ii) Commission	-	350,375
	<u>1,189</u>	<u>351,484</u>
(Interest on MSEB Deposit received on behalf of Mapro Gases Ltd pursuant to Demerger Scheme, as the deposit still in the process of transfer)		
CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE	-	-
16 EMPLOYEE BENEFIT EXPENSES		
i) Salaries and wages	<u>47,400</u>	<u>53,625</u>
17 DEPRECIATION AND AMORTISATION		
i) Depreciation	15,820	31,921
ii) Amortization of demerger expenses	205,150	205,150
	<u>220,970</u>	<u>237,071</u>

MAPRO INDUSTRIES LIMITED

NOTES TO FINANCIAL STATEMENTS

Particulars	31st March, 2013	31st March, 2012
	₹	₹
18 OTHER EXPENSES		
i) Rates and taxes		-
ii) Payment to the auditors		
- as auditor	22,472	33,708
- for taxation matters	-	-
iii) Legal and professional charges	106,719	162,416
iv) Directors sitting fees	-	4,000
v) Loss on Sale of Fixed Assets	21,404	-
vi) Miscellaneous expenses	109,213	69,328
	259,808	269,452

	Current Year	Previous year
	Rs.	Rs.
19 EARNING PER SHARE		
Profit after taxation	(25,329)	831,025
No. of Equity Shares -	1087500	1087500
Basic & Diluted Earning per Share -	(0.02)	0.76

20 Leasehold Land and Buildings at Panvel and Office Premises at Nariman Point transferred to Mapro Gases Ltd and Mapro Ventures Ltd respectively pursuant to Demerger Scheme approved in the process of transfer by Hon'ble Bombay High Court are still

21 DISCLOSURE UNDER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006

Company do not have any information regarding suppliers / service providers covered under Micro, Small and Medium Enterprises Development Act, 2006. Hence, information required to be disclosed u/s 22 of the said act is not given.

22 CONTINGENT LIABILITY

During the year 2001-02 there was a Search by the Office of Directorate General of Central Excise Intelligence (DGCEI). The Appeal against the Demand was decided by the Appalate Commissioner in Company's favour but the Department has filed an Appeal before CEGAT. However the Company do not expect any liability in this respect.

23 SEGMENT REPORTING

The Company has no other segment. So disclosure under AS 17 for segment reporting is not applicable.

24 RELATED PARTY DISCLOSURES

A. Related party and their relationship (as identified by the Management)

Subsidiaries	Associates	Key Management Personnel & Relatives	
	Mapro Gases Ltd	Mr. G.K. Somani	Director
———— Nil ————	Mapro Ventures Ltd	Mr. Sanjay Somani	Director

MAPRO INDUSTRIES LIMITED

NOTES TO FINANCIAL STATEMENTS

B. Transactions with the related parties

	Associates		Key Management		Total	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Sale of Fixed Assets	26,250.00	-	-	-	26,250.00	-
Payment for Service chgs.	18,000	18,000	-	-	18,000	18,000
Advance taken	1,283,278	13,31,082	-	-	1,283,278	13,31,082
Advance Repaid	1,693,968	-	-	-	1,693,968	-

C. Outstanding balance

Payable	Current Year	Previous Year
Subsidiaries	0	0
Associates	974392	13,49,082
Key Management Personnel & Relatives	0	0

- 25 Additional information required vide Part II of Schedule VI of Companies Act, 1956 are either nil or not applicable
- 26 Previous year's figures are regrouped / reclassified / re-arranged whenever necessary so as to be in conformity with the figures of the current year

For CLB & Associates
CHARTERED ACCOUNTANTS
FRN No. 124305W

For and on Behalf of the Board

S. Sarupria
Partner
M.No. 35783

G K Somani
Director

Umesh Kumar Kanodia
Director

Place: Mumbai
Date: 29 / 05 / 2013.

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MAPRO INDUSTRIES LIMITED

Regd. Office: 505, Corporate Corner, Sunder Nagar, Malad (W) Mumbai 400 064

ATTENDANCE SLIP

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.

Regd Folio No** DP-ID.....

No. of Shares held Client ID.....

Name(s) and address of the shareholder in full

I / we hereby record my / our presence at the annual general meeting of the Company being held on Monday, September 16, 2013 at registered office of the Company at **505, Corporate Corner, Sunder Nagar, Malad (W) Mumbai 400 064. at 11.00 a.m.**

Please in: MEMBER /PROXY

Signature of Shareholder /Proxy

**Applicable for investor holding shares in physical form

TEAR HEAR

MAPRO INDUSTRIES LIMITED

Regd. Office: 505, Corporate Corner, Sunder Nagar, Malad (W) Mumbai 400 064

PROXY FORM

Regd Folio No ** DP-ID.....

No. of shares held: Client ID.....

Signed thisday of 2013.

I/We (Name(s) and address of the shareholder in full)

.....being a shareholder of Mapro Industries Limited, hereby appoint of in the district ofas my/our Proxy to attend and vote for me/us on my/our behalf at the 41st annual general meeting of the Company scheduled to be held on Monday, September 16, 2013 at the registered office of the Company at **505, Corporate Corner, Sunder Nagar, Malad (W) Mumbai 400 064 at 11.00 a.m.** or /and at any adjournment thereof.

Signature of Proxy

Signature of Shareholder

Please affix Revenue Stamp

Place :
Dated :

**Applicable for investor holding shares in physical form.

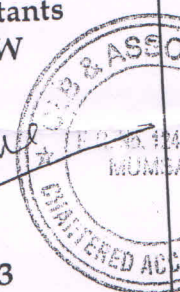
NOTES:

1. The Proxy form must be duly completed, signed and shall be deposited at the Registered Office of the Company situated at 505, Corporate Corner, Sunder Nagar, Malad (W), Mumbai 400 064, not less than FORTY EIGHT hours before the time scheduled / fixed for the said Meeting or any adjournment thereof.
2. In case of multiple Proxies, the Proxy later in time shall be accepted.
3. The proxy need not me a member of the Company but must attend the Meeting in person to represent you.
4. In case of a body corporate this form must be executed either under its common seal or under the hand of an officer or an attorney duly authorized. A copy of the authorization of such officer or attorney must be lodged with the form of proxy.

BOOK-POST

If undelivered, please return to:
Mapro Industries Limited
505, Corporate Corner, Sunder Nagar,
Malad (W), Mumbai 400 064

FORM A

1.	Name of the company	Mapro Industries Limited
2.	Annual financial statements for the year ended	31 st March 2013
3.	Type of Audit observation	Un-qualified / Matter of Emphasis
4.	Frequency of observation	Not Applicable
5.	To be signed by- <input type="checkbox"/> CEO/Managing Director* <input type="checkbox"/> CFO* <input type="checkbox"/> Auditor of the company <input type="checkbox"/> Audit Committee Chairman	<p><i>Umesh Kumar Kanodia</i> (Umesh Kumar Kanodia - Director)</p> <p><i>Umesh Kumar Kanodia</i> (Umesh Kumar Kanodia - Director)</p> <p>For CLB & ASSOCIATES Chartered Accountants F R No. 124305W</p> <p><i>S. Sarupria</i> (Partner) M. No. 035783</p> <p>Not Applicable</p> 

* Since there is no CEO/Managing Director and CFO in the Company, Mr. Umesh Kumar Kanodia, Director who is also the Compliance Officer is signing.