

Book Post

Matra Realty Limited

28th ANNUAL REPORT 2012-13

If Undelivered please return to:

MATRA REALTY LIMITED

Regd. Off.: 105, 1st Floor, B Wing,
Shree Shiv Shakti CSHL,
Dhake Colony, J. P. Road,
Andheri (W), Mumbai – 400053

Registered Office

105, 1st Floor, B Wing, Shree Shiv Shakti CSHL,
Dhake Colony, J.P. Road, Andheri (W), Mumbai – 400053
Web: - www.matrarealtyltd.com

COMPANY INFORMATION

BOARD OF DIRECTORS

RAVI KUMAR JAIN	DIRECTOR
GAUTAM KUMAR DAS	DIRECTOR
DIPANKAR MONDAL	DIRECTOR
ABHISEK KUMAR SHARMA	MANAGING DIRECTOR

BANKERS

AXIS BANK
HDFC BANK LTD
ALLAHABAD BANK

AUDITORS

EKTA GATHANI
E. GATHANI AND ASSOCIATE
CHARTERED ACCOUNTANTS
27A, ROWLAND ROAD,
2nd FLOOR, FLAT NO. 502
KOLKATA.

REGISTERED OFFICE:

105, 1st Floor, B Wing, Shree Shiv Shakti CSHL.,
Dhake Colony, J.P. Road Andheri (W),
Mumbai - 400053.

REGISTRAR & SHARE TRANSFER AGENT

BIGSHARE SERVICES PVT LTD.
E 2/3 ANSA INDUSTRIAL ESTATE,
SAKI VIHAR ROAD,
SAKI NAKA, ANDHERI (EAST)
MUMBAI – 400 072

Contents

Sr. No.	Contents	Page No.
1	Notice	1
2	Directors Report	6
3	Management Discussion and Analysis Report	9
4	Corporate Governance Report	10
5	Auditors Report	20
6	Balance Sheet	24
7	Statement of Profit and Loss	25
8	Cash Flow Statement	26
9	Notes	27
10	Proxy and Attendance Slip	34

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY EIGHT ANNUAL GENERAL MEETING OF THE MEMBERS OF MATRA REALTY LIMITED WILL BE HELD ON THURSDAY, SEPTEMBER 26, 2013 AT 5:00 P.M. AT 605,ALPANA BUILDING, OPP. SARVODAY HOSPITAL, LBS MARG, GHATKOPAR (WEST), MUMBAI-400086, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended March 31, 2013 and the Balance Sheet and cash flow statement as at that date and the Report of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Gautam Kumar Das, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Mr. Dipankar Mondal, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint **M/s. E Gathani & Associates** as a Statutory Auditor of the Company to hold office from conclusion of this Annual General Meeting until conclusion of the next Annual General Meeting of the company and fix their Remuneration.

RESOLVED FURTHER THAT the Board or any other person authorized by the board in this regard, be and is hereby authorized to do all such acts, deeds and things as may be necessary, desirable or expedient for giving effect to this resolution & Subjects to approval from the Share holders.

By Order of the Board

**SD/-
Abhishek Kumar Sharma
Managing Director**

**Mumbai
September 03, 2013**

MATRA REALTY LIMITED

Regd. Office: 105, 1st Floor, B Wing, Shree Shiv Shakti CSHL., Dhake Colony, J.P. Road Andheri (W), Mumbai - 400053

28th Annual General Meeting

PROXY FORM

**Folio No.....
No. of Shares.....**

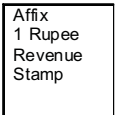
DP ID.....

Client ID.....

(Applicable for investor holding shares in electronic form)

I/We of in the district of being a Member / Members hereby appoint of in the district of of failing him..... of as my/our proxy to attend and vote for me/us on my/our behalf at the Annual General Meeting of the company to be held on THURSDAY, SEPTEMBER 26, 2013 AT 5:00 P.M. AT 605,ALPANA BUILDING, OPP. SARVODAY HOSPITAL, LBS MARG, GHATKOPAR (WEST), MUMBAI-400086 .

Signed this..... day of, 2013



For Office use:

Proxy No..... Date of Receipt: No. of Shares:

N.B. : The instrument appointing proxy shall be deposited at the Secretarial Department of the Company not later than 48 hours before the commencement of the meeting..

MATRA REALTY LIMITED

Regd. Office: 105, 1st Floor, B Wing, Shree Shiv Shakti CSHL., Dhake Colony, J.P. Road Andheri (W), Mumbai - 400053

28th Annual General Meeting

ATTENDANCE SLIP

DP ID.....

Folio No.....

Client ID.....

No. of Shares.....

(Applicable for investor holding shares in electronic form)

Name of the.....Member.....No. of Shares held.....Name of the Proxy

(To be filled only where a proxy attends the meeting)
I hereby record my presence at the 27th Annual General Meeting of the Company on THURSDAY, SEPTEMBER 26, 2013 AT 5:00 P.M. AT 605,ALPANA BUILDING, OPP. SARVODAY HOSPITAL, LBS MARG, GHATKOPAR (WEST), MUMBAI-400086

Signature of Member/Proxy

***This slip may please be handed over at the entrance of the meeting hall.**

Notes : 17 : BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

Rs in Lakhs

I . Registratation Details :			
Registratation No.	036369	State Code	10
II . Capital Raised during the year (Rs. In Lacs)			
Public Issue	0.00	Right Issue	0.00
Bonus Issue	0.00	Private Placement	0.00
Others	0.00		
III. Position of Mobilisation and Development of Founds(Rs. InLacs)			
Total Liabilities	575.97	Total Assets	575.97
Sources of Funds		Application of Funds	
Paid up capital	613.63	Net Fixed Assets	8.04
Reserve & Surplus	(44.98)	Investment	-
Secured Loan	-	Net Current Asses	12.43
Unsecured Loan	-	Misc. Expenditure	-
Deferred Tax Liability	0.27		
IV. Performance of Company (Rs. In Lacs)			
Turnover	0.00	Total Expenditure	-5.45
Profit before Tax	-5.45	Profit After Tax	-5.45
Earning per Share	-0.04	Dividend Rate %	0%
V. Generic Names of Three Principal Products/ Services of the company (as per monetary terms)			
Item Code (ITC code)			
Service Description			

E GATHANI & ASSOCIATES
CHARTERED ACCOUNTANTS

FOR MATRA REALTY LIMITED

sd/-
(EKTA GATHANI)
(Proprietor)
Mebership No. : 069671
Firm Reg. No.: 327530E
PLACE: Kolkata
DATED. 03/09/2013

sd/-
RAVI KUMAR JAIN
(DIRECTOR)

sd/-
ABHISHEK KUMAR SHARMA
(DIRECTOR)

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- M/s Big Share Services Private Limited is the Registrar and Share Transfer Agent for physical shares of the Company. M/s Big Share Services Private Limited is also the depository interface of the Company with both NSDL and CDSL.
- The Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 23, 2013 to Monday, September 26, 2013 (both days inclusive).
- Members/Proxies should bring the attendance slips duly filled in and signed for attending the meeting.
- Members, who are holding shares in the identical order of names in more than one folio, are requested to write to the Company to enable it to consolidate their holding in one folio.
- As per the provisions of the Companies Act, 1956, facility for making nomination is available for Members of the Company in respect of shares held by them. The members, who wish to nominate a person, may furnish the required details to the Company in prescribed form.

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

8. Information required to be furnished under clause 49 of the listing agreement for directors seeking appointment/reappointment in forthcoming annual general meeting:

(i)	Name of Director	Mr. Dipankar Mondal
	Date of Birth	16/07/1957
	Date of Appointment	02.04.12
	Expertise	Accounts
	Qualification	B.COM
	Other directorship	1
	Chairman/Members of the Committee in other Companies	NA.
	No of shares held in the Company	N.A.

(ii)	Name of Director	Mr.Ravi Kumar Jain
	Date of Appointment	30.06.2011
	Expertise	Admin
	Qualification	Graduate
	Other directorship	2
	Chairman/Members of the Committee in other Companies	N.A.
	No of shares held in the Company	N.A.

(iii)	Name of Director	Mr. Gautam Kumar Das
	Date of Birth	12/08/1977
	Date of Appointment	01.06.12
	Expertise	Operation
	Qualification	Graduate
	Other directorship	10
	Chairman/Members of the Committee in other Companies	N/A
	No of shares held in the Company	N/A

Notes forming part of the financial statements				
Note 16 Additional information to the financial statements				
Note	Particulars	31st March, 2013	31st March, 2012	
		(Rs.)	(Rs.)	
16.1	Contingent liabilities and commitments (to the extent not provided for)			
(i)	Contingent liabilities			
	(a) Claims against the Company not acknowledged as debt	Nil		Nil
	(b) Guarantees	Nil		Nil
16.2	Earnings per share (EPS)			
The following reflects the profit and share data used in the basic and diluted EPS computations:				
			31 March, 2013	31 March, 2012
			(Rs.)	(Rs.)
	Total (continuing) operations for the year			
	Profit/(loss) after tax		-	135,134
	Less : Dividends on convertible preference share & tax thereon		-	-
	Net profit/(loss) for calculation of basic/diluted EPS	(A)	(544,670)	135,134
	Weighted average number of equity shares in calculating basic EPS	(B)	12,272,580	12,272,580
	Earnings per share (EPS) (basic/diluted)	(A/B)	(0.04)	0.01
16.3	Deferred Tax Asset/Liability (Net)		31 March, 2013	31 March, 2012
	Deferred tax Liability		(Rs.)	(Rs.)
	On difference between book balance and tax balance of fixed assets		26,663	44,669
	Gross deferred tax Liability	(A)	26,663	44,669
	Deferred Tax assets			
	On difference between book balance and tax balance of fixed assets		-	-
	Gross deferred tax asset	(A)	-	-
	Deferred tax (Asset)/Liability (Net)	(A/B)	26,663	44,669
			31 March, 2013	31 March, 2012
16.4	Value of imports calculated on CIF basis		Nil	Nil
16.5	Expenditure in foreign currency		Nil	Nil
16.6	Earnings in foreign exchange		Nil	Nil
16.7	The balances appearing under unsecured loans, sundry creditors, loans and advances, and certain banks are subject to confirmation and reconciliation and consequential adjustment, if any, will be accounted for in the year of confirmation and/or reconciliations			
16.8	In the opinion of the Board, assets other than fixed assets do have a value on realization in the ordinary course of business at least equal to the amount at which they are stated.			
16.09	Since the Company recognizes gratuity and leave salary expense on payment basis no liability for the same has been ascertained and provided in the accounts. Hence, the company has not complied with the provisions of AS-15 "Accounting for Retirement Benefit"			
16.10	The Company is engaged in the realty business of property development and this is the only reportable business segment as per the company.			
16.11	There are no related party's transactions during the year requiring disclosure under AS-18 of the Accounting Standards Issued by the Institute of Chartered Accountants of India.			
16.12	The management was of the opinion that there were no impairment indicators that existed as on the balance sheet date. Hence no provision for the impairment loss has been done.			
16.13	In terms of section 22 of the Micro, Small and Medium Enterprises Development Act, 2006, the outstanding of these enterprises are required to be disclosed. However, in absence of the information about the registration of the Enterprises under the above Act, the required information could not be furnished.			

For and on behalf of
E GATHANI & ASSOCIATE
CHARTERED ACCOUNTANTS

sd/-
(EKTA GATHANI)
(Proprietor)
Membership No. : 069671
Firm Reg. No.:327530E
PLACE: Kolkata
DATED: 03.09.2013

sd/-
Ravi Kumar Jain
(DIRECTOR)

sd/-
Abhishek Kumar Sharma
(DIRECTOR)

Notes Forming Part of the Profit & Loss Accounts as at 31st March, 2013

Notes : 11 Revenue from Operations

Sr. No	Particulars	31st March 2013	31st March 2012
1	Sales during the year	-	-
	Total	-	-

Notes : 12 other income

Sr. No	Particulars	31st March 2013	31st March 2012
1	Interest Income	-	30,459
2	Commission Income	-	650,000
	Total	-	680,459

Notes : 13 Cost of Material Consumed

Sr. No	Particulars	31st March 2013	31st March 2012
1	Purchases during the year	-	-
	Total	-	-

Notes : 14 Employment Benefit Expenses

Sr. No	Particulars	31st March 2013	31st March 2012
1	Salaries, Bonus, PF & ESIC	75,000	65,000
2	Directors Remuneration	-	-
	Total	75,000	65,000

Notes : 15 Other Administrative Expenses

Sr. No	Particulars	₹ 31st March 2013	₹ 31st March 2012
1	Advertisement Expenses	34,357	20,106
2	Audit Expenses	22,472	22,472
3	Bank Charges	1,823	42,551
4	Legal and Professional Fees	12,770	100,000
5	Listing Fees	28,090	28,175
6	R & T Expenses	30,665	35,515
7	Miscellaneous Expenses	-	32,850
8	Custody Fees	48,719	47,451
9	Rent, Rates & Taxes	159,000	4,416
	Total	337,896	333,536

(iv) Name of Director	Mr. Abhishek Kumar Sharma
Date of Appointment	14.03.2013
Expertise	Marketing
Qualification	Graduate
Other directorship	Nil
Chairman/Members of the Committee in other Companies	N/A
No of shares held in the Company	N/A

None of the directors have personal interest in the said resolution, except as shareholders of the company.

Place: Mumbai
Date: September 03, 2013

By Order of the Board
sd/-
Abhishek Kumar Sharma
Managing Director

EXPLANATORY STATEMENT

Pursuant to Section 173(2) of the Companies Act, 1956

Item No. 1:

To receive, consider and adopt the Audited Balance Sheet as on March 31, 2013 and Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.

Your Directors recommends this resolution for your approval.

None of the Directors of the Company are interested in this resolution

Item No. 2:

To appoint a Director in place of Mr. Gautam Kumar Das, who retires by Rotation, at the Annual General Meeting and being eligible, offers him for reappointment.

Your Directors recommends this resolution for your approval.

None of the Directors of the Company are interested in this resolution except Mr. Gautam Kumar Das.

Item No. 3:

To appoint a Director in place of Mr. Dipankar Mondal, who retires by Rotation, at the Annual General Meeting and being eligible, offers him for reappointment.

Your Directors recommends this resolution for your approval.

None of the Directors of the Company are interested in this resolution except Mr. Dipankar Mondal.

Item No. 4:

To appoint **M/s. E Gathani & Associates** as a Statutory Auditor of the Company to hold office from conclusion of this Annual General Meeting until conclusion of the next Annual General Meeting of the company and fix their Remuneration

Your Directors recommends this resolution for your approval.

None of the Directors of the Company are interested in this resolution Except the Auditor **M/s. E Gathani & Associates**.

Your Directors recommends this resolution for your approval.

Place: Mumbai
Date: September 03, 2013

By Order of the Board
sd/-
Abhishek Kumar Sharma
Managing Director

Notes :8 Trade Receivables

Sr. No	Particulars	₹	₹
		31st March 2013	31st March 2012
1	Outstanding for more than six months		
	a) Secured, Considered Good :	-	-
	b) Unsecured, Considered Good :	-	-
	c) Doubtful	-	-
2	Others		
	a) Secured, Considered Good :	-	-
	b) Unsecured, Considered Good :	585,000	585,000
	c) Doubtful	-	-
	Total in `	585,000	585,000

Notes :9 Cash & Cash Equivalent

Sr. No	Particulars	₹	₹
		31st March 2013	31st March 2012
1	Cash-in-Hand		
	Cash Balance	14,261	335,933
	Sub Total (A)	14,261	335,933
2	Bank Balance		
	In Current Account	861,730	856,359
	In Unpaid Dividend Account	36,622	36,622
	Sub Total (B)	898,352	892,981
	Total [A + B]	912,613	1,228,914

Notes 10 Short Terms Loans and Advances

Sr. No	Particulars	₹	₹
		31st March 2013	31st March 2012
1	Loans & Advances from related parties		
	a) Secured, Considered Good :		
	Advance to Associate Concerns	-	-
	b) Unsecured, Considered Good :	54,249,885	54,249,885
	c) Doubtful	-	-
2	Others		
	<i>Advance Recoverable in cash or in kind or for value to be considered good</i>		
	Advance to Suppliers	83,834	83,834
	Advance Income Tax/Refund Due	961,106	961,106
	Balance With Revenue Authorities (Indirect Taxes)	-	-
	Prepaid Expenses	-	-
	Total in ₹	55,294,825	55,294,825

DIRECTORS' REPORT

Notes :6 Other Current Liabilities

Sr. No	Particulars	31st March 2013	31st March 2012
1	Other Payables		
2	- Statutory remittances Unclaimed Dividend *	9,000	9,000
	(* Not yet become due for transfer to Investor and Protection Fund)	36,622	36,622
	Total in ₹	45,622	45,622

Notes :7 Fixed Asset

S r. N o	Particulars	Gross Block				Depreciation				Net Block	
		Value as at st1 April 2012	Additi on during the year	Deduct ion during the year	Value as at 31st March 2013	Value as at 1st April 2012	Additi on during the year	Deduct ion during the year	Value as at 31st March 2013	WDV as on 31.03.2013	WDV as on 31.03.2012
I	Tangible Assets										
1	Plant and Equipment	575,998	-	-	575,998	356,232	86,661	-	442,893	133,105	219,766
2	Furniture & Fixtures	994,424	-	-	994,424	260,194	63,119	-	323,313	671,111	734,230
	TOTAL	1,570,422	-	-	1,570,422	616,426	149,780	-	766,206	804,216	953,996
	(Previous Year)	1,570,422	-	-	1,570,422	466,646	149,780	-	616,426	953,996	1,103,776

To,
The Members of
Matra Realty Limited

Your Directors have pleasure in presenting the 28th Annual Report with the Audited Accounts of the Company for the year ended March 31, 2013.

Financial Results

The financial Results are briefly indicated below:

Particulars	YEAR ENDED	
	31 st March 2013	31 st March 2012
Sales and Other Income	-	6,80,459
Total Income	-	6,80,459
Total Expenditure	562,676	548,316
Profit/(Loss) for the year	544,670	135,134

Dividend

The Directors regret their inability to recommend any dividend for the year.

Corporate Governance

A separate section titled "Corporate Governance" including a certificate from the Company Secretary in practice compliance of the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is annexed thereto and forms part of the Report.

Directors

Mr. Dipankar Mondal, Director of the Company retires by rotation and being eligible, offers himself for re-appointment.

Mr. Gautam Kumar Das, Director of the Company retires by rotation and being eligible, offers himself for re-appointment.

Directors' Responsibility Statement

Pursuant to Section 217 (2AA) of the Companies Act, 1956 the Board of Directors hereby confirms:

- i. That in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii. That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the Profits of the Company for that period.

- iii. That the Directors have taken proper and sufficient care for the maintenances of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. That the Directors have prepared the Annual accounts on a going concern basis.

Particulars of Employees

As required under Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 are not applicable since, none of the employees of the company is drawing more than RS. 60,00,000/- p.a. or Rs. 5,00,000 p.m. for the part of the year.

Auditors

M/s. E Gathani & Associates, Chartered Accountants, Kolkata, Statutory Auditors of the company hold office until the conclusion of the forthcoming Annual General Meeting and have signified their willingness to be re-appointed and have further confirmed that their appointment if made shall be within the limits specified under Section 224 (1B) of the Companies Act, 1956.

Auditor Report

Comments of the Auditors in their report and the notes forming part of the accounts are self-explanatory and need no comments

Listing

The Equity Shares of the company are listed on Bombay Stock Exchange Limited. The Company has paid the applicable listing fees to BSE up to date.

Public Deposits

Your Company has not accepted any Public Deposits within the meaning of the provisions of the Section 58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposit) Rules, 1975 and there is no outstanding deposit due for re-payment.

Conversation of Energy, Technology absorption and foreign exchange earnings and outgo:

During the period under review the Company has not carried out any manufacturing activities, the requirements pertaining to Conversation of Energy, research and development and technology absorption, as prescribed under the Companies (Disclosures of Particulars in the Report of the Board of Directors) Rules, 1988 are not applicable.

There were no foreign exchange earnings and outgo during the year.

For and on behalf of the Board of Director

Sd/-

Abhishek Kumar Sharma
Managing Director

Place: Mumbai
Date: 03.09..2013

j. Provisions, Contingent Liabilities & Contingent Assets

The Company creates a provision when there is a present obligation as a result of an obligating event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the outflow.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events but their existence is confirmed by the occurrence or non-occurrence of one or more uncertain future events not within the control of the company.

Contingent Assets are neither recognized nor disclosed in the Financial Statements as a matter of prudence.

Notes Forming Integral Part of Balance sheet as at 31 st march,2013

Notes :2 Share Capital

Sr. No	Particulars	31st March 2013	31st March 2012
1	AUTHORIZED SHARE CAPITAL		
a	1, 90, 00,000 Equity Shares of Rs.5/- each.	95,000,000	95,000,000
		95,000,000	95,000,000
2	ISSUED , SUBSCRIBED & PAID UP SHARE CAPITAL 1,22,72,580 Equity Shares of Rs- 5/ each fully paid up (of the above 1,02,27,250 shares of Rs.-5/each have been issued as fully paid up bonus shares by capitalisation of Profit and Loss Account)	61,362,900	61,362,900
	Total in ₹	61,362,900	61,362,900

Notes :3 Reserve & Surplus

Sr. No	Particulars	31st March 2013	31st March 2012
	Surplus (Profit & Loss Account A/c)		
a	Opening Balance	3,952,878	4,088,012
b	During the Year	544,670	135,134
c	Closing Balance	4,497,548	3,952,878
	Total in ₹	(4,497,548)	(3,952,878)

Notes :4 Short-term Borrowing

Sr. No	(of the above 1,02,27,250 shares of Rs. 5/-each have been issued as fully	31st March 2013	31st March 2012
1	Intercompany Deposits	450,000	450,000
	Total in ₹	450,000	450,000

Notes :5 Trades Payable

Sr. No	Particulars	31st March 2013	31st March 2012
1	Sundry Creditors	209,017	112,422
	Total in ₹	209,017	112,422

Notes forming part of financial statements

Note 1 Significant Accounting Policies

a. Basis of Preparation of Financial Statements

The financial statements have been prepared with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply in all material respects with the accounting standards notified by Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention on an accrual basis. The accountings policies have been consistently applied by the Company and are consistent with those used in the previous period.

b. Use of Estimates

The preparation of the financial statements requires the management to take reasonable estimates and assumption that affect the reported amount of assets, liabilities and disclosure of contingent liabilities as at the date of the financial statements. Management believes that these estimates are reasonable and prudent. However, actual results may differ from estimates.

c. Cash Flow Statements

Cash flow statement of the company reports cash flows during the period classified by operating, investing and financial activities.

d. Revenue Recognition

Incomes/Expenses/Revenues are accounted for on accrual basis. Revenue is recognised to the extent that it is probable that the economic benefit will flow to the company and the revenue can be reliably measured.

e. Fixed Assets

Fixed Assets are stated at cost including all incidental expenses incurred for bringing the asset to its current position, less depreciation at rates prescribed in Schedule XIV to the Companies Act, 1956, subject to provisions of Accounting Standard 26 "Intangible Assets".

f. Depreciation

Depreciation has been provided on Straight Line Method in accordance with section 205(2) of the Companies Act, 1956 at the rates specified in schedule XIV to the Companies Act, 1956, on *pro-rata* basis with reference to the period of use of such assets. Assets costing less than ` 5,000/- per item are depreciated at 100% in the year of purchase.

g. Impairment of Assets

The carrying amounts of Cash Generating Assets are reviewed at each Balance Sheet date to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount is estimated at the higher of net realisable value and value in use. Impairment loss is recognised wherever carrying amount exceeds the recoverable amount.

h. Retirement Benefits

All short-term and long term employee benefits are recognised at their undiscounted amount in the accounting period in which they are incurred.

i. Income Tax

Provision for current tax is made for the tax liability payable on taxable income after considering the allowances, deductions and exemptions and disallowances if any determined in accordance with the prevailing tax laws. The differences between the taxable income and the net profit or loss before tax for the period as per the financial statements are identified and the tax effect on the "timing differences" is recognised as deferred tax asset or deferred tax liability. The tax effect is calculated on the accumulated timing differences at the end of the accounting period based on the tax rates and laws, enacted or substantively enacted as of the balance sheet date.

ANNEXURE TO DIRECTORS REPORT

INFORMATION REQUIRED UNDER THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES, 1988

Particulars with respect to Conservation of Energy, Technology Absorption as per section 217(1)(e) of the Companies Act, 1956 read with Company's (Disclosure of particulars in the Board of Directors) Rule, 1988 for the period ended 31st March 2013 are annexed to this report.

CONSERVATION OF ENERGY, RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO

A. CONSERVATION OF ENERGY

The operations of the company are not energy intensive. However wherever possible the company strives to curtail the consumption of energy on continued basis. Further company has absorbed latest technology which is helpful in conserving energy.

B. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

No manufacturing process is involved in the company so there is no technology absorption, adaption and innovation

FOREIGN EXCHANGE EARNINGS AND OUTGO

Foreign exchange earnings and outgo during the Period 2012-2013 are as under.

PARTICULARS	2012-13	2011-12
Foreign Exchange	NIL	NIL
Earnings Foreign	NIL	NIL
Exchange Outgo		

Place: Mumbai
Dated: 03.09.2013

By order of the Board of Directors
Sd/-
Abhishek Kumar Sharma
Managing Director

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Business Outlook

The Company is looking for new business avenues in various areas like infrastructure development.

Risk and Concerns

The Company is exposed to risks from market fluctuation of interest rate and stock market fluctuation of the share price.

Internal Control Systems and their Adequacy

Your Company has appropriate internal control systems relating to its areas of operations. The internal control systems lay emphasis in financial reporting and compliance with applicable rules and regulations.

Discussion on Financial Performance with respect to Operational Performance

The main source of income is derived from income from interest and commission income.

Material Developments in Human Resources

Since the Company is engaged in trading activity therefore minimum staff and workers have been retained in the Company to look after the day to day operations. The Company cares for its personnel and considers them as their assets.

Appreciation:

Your Directors place on record their deep appreciation for the continued, support and co-operation extended to the Company by the Banks, various departments and agencies of Central and State Government and other agencies.

Your Directors thanks our esteemed shareholders for your continued support.

Your Directors place on record their appreciation of the dedication and commitment of your Company's employees and look forward to their support in the future as well.

September 03, 2013
Mumbai

For and on behalf of the Board
sd/-
Abhishek Kumar Sharma
Managing Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 March, 2013 PURSUANT TO CLAUSE 32 OF THE LISTING AGREEMENT.		
PARTICULARS	31st March 2013 (Rs)	31st March 2012 (Rs)
A. CASH FROM OPERATING ACTIVITIES		
Net Profit before extra ordinary items and Tax	(562,676)	132,143
Adjustment for:		
Depreciation	149,780	149,780
Preliminary Expenses written off	-	-
Interest debited to Profit and loss account	-	-
Non Operating Items	-	-
Loss on sale of Assets(Net)	-	-
Interest Credit to Profit and Loss Account	-	-
Operating Profit Before Working Capital Changes	(412,896)	281,923
Adjustment for:		
(Increase)/Decrease in Trade and other Receivables	-	(585,000)
(Increase)/Decrease in Inventories	-	-
(Increase)/Decrease in other Current Assets	-	-
Increase/(Decrease) Current Liabilities and Provisions	96,595	72,552
Cash Generated From Operations	(316,301)	(230,525)
Tax paid (net of refunds)		(65,000)
Net Cash provided by operating activities	(A) (316,301)	(295,525)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed asset	-	-
Interest/Dividend received	-	-
Loan & advances	-	854,327
Net Cash Used in Investing activities	(B) -	854,327
C. CASH FROM FINANCING ACTIVITY		
Proceeds from Borrowings	-	100,000
Interest paid	-	-
Net Cash Used in Financing Activities	(C) -	100,000
Net Increase in Cash and Cash Equivalents (A)+(B)+(C)	(316,301)	658,802
Cash & Cash Equivalents (Opening Balance)	1,228,914	570,112
Cash & Cash Equivalents (Closing Balance)	912,613	1,228,914
NOTES TO ACCOUNTS	16	
FOR MATRA REALTY LIMITED		
As Per our Report of even date attached	sd/-	sd/-
E GATHANI & ASSOCIATE	Ravi Kumar Jain	Abhishek Kumar Sharma
CHARTERED ACCOUNTANTS	(DIRECTOR)	(DIRECTOR)
sd/-		
(EKTA GATHANI)		
(Proprietor)		
Membership No. : 069671		
Firm Reg. No.:327530E		
PLACE: Kolkata		
DATED: 03.09.2013		

Board Meetings

The Board held 6 meetings during the year 2012-13 on 14.05.2012, 06.06.2012, 14.08.2012, 07.11.2012, 14.02.2013 and 04.03.2013.

Attendance of Directors at Board Meetings and at the Last Annual General Meeting

Name of the Director	No of Board Meetings Attended	Whether Attended the Last AGM
Mr. Dipankar Mondal	3	Yes
Mr. Gautam Kumar Das	6	Yes
Mr. Ravi Kumar Jain	7	Yes
Mr. Dharambir Mehta	3	No

The Board ensures compliance of all laws applicable to the Company and takes steps to rectify non-compliances, if any.

BALANCE SHEET AS AT 31ST MARCH, 2013

Particulars	Note No.	Figures as at the end of 31st March 2013	Figures as at the end of 31st March 2012
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	61,362,900	61,362,900
(b) Reserves and Surplus	3	(4,497,548)	(3,952,878)
(c) Money received against share warrants		-	-
(2) Share Application money pending allotment			
		-	-
(3) Non-Current Liabilities			
(a) Long-Term Borrowings		-	-
(b) Deferred Tax Liabilities (Net)		26,663	44,669
(c) Other Long Term Liabilities		-	-
(d) Long Term Provisions		-	-
(4) Current Liabilities			
(a) Short-Term Borrowings	4	450,000	450,000
(b) Trade Payables	5	209,017	112,422
(c) Other Current Liabilities	6	45,622	45,622
Total Equity & Liabilities		57,596,654	58,062,735
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
(i) Gross Block	7	1,570,422	1,570,422
(ii) Depreciation		766,206	616,426
(iii) Net Block		804,216	953,996
(b) Non-current investments		-	-
(c) Deferred tax assets (net)		-	-
(d) Long term loans and advances		-	-
(e) Other non-current assets		-	-
(2) Current Assets			
(a) Current investments		-	-
(b) Inventories		-	-
(c) Trade receivables	8	585,000	585,000
(d) Cash and cash equivalents	9	912,613	1,228,914
(e) Short-term loans and advances	10	55,294,825	55,294,825
(f) Other current assets		-	-
Total Assets		57,596,654	58,062,735

NOTES TO ACCOUNTS

16

Schedules referred to above and notes attached there to form an integral part of Balance Sheet

As Per our Report of even date attached

E GATHANI & ASSOCIATE

FOR MATRA REALTY LIMITED

CHARTERED ACCOUNTANTS

sd/-

sd/-

sd/-

(EKTA GATHANI)

Ravi Kumar Jain

Abhishek Kumar Sharma

(Proprietor)

(DIRECTOR)

(DIRECTOR)

Membership No. : 069671

Firm Reg. No.: 327530E

PLACE: Kolkata

DATED: 03.09.2013

9. (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2013 for a period of more than six months from the date they become payable.

(b) According to the information and explanations given to us, there is no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.

10. The Company has accumulated losses of Rs 44, 97,548/- as at the end of financial period and has incurred a cash loss of Rs 4,12,896/-, net loss of Rs 5,44,670/- in current financial year.

11. According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

12. The Company is not a chit fund or a nidhi /mutual benefit fund/society. Therefore, the provision of this clause of the Companies (Auditor's Report) Order, 2003 (as amended) is not applicable to the Company.

13. According to information and explanations given to us, the Company is not trading in Shares, Mutual funds & other Investments. The requirement of clause 4(xiv) of the order relating to the maintenance of the proper records of the transaction is not applicable.

14. According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution.

15. Based on our audit procedures and on the information given by the management, we report that the company has not raised any term loans during the year.

16. Based on the information and explanations given to us and on an overall examination of the Balance Sheet of the Company as at 31st March, 2013, we report that no funds raised on short-term basis have been used for long-term investment by the Company.

17. Based on the audit procedures performed and the information and explanations given to us by the management, we report that the Company has not made any preferential allotment of shares during the year.

18. The Company has no outstanding debentures during the period under audit.

19. The Company has not raised any money by public issue during the year.

20. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

E GATHANI AND ASSOCIATE

Chartered Accountants

Sd/-

EKTA GATHANI

(Proprietor)

Membership No. 069671

FRN. 327530E

Place: Kolkata

Date: 03.09.2013

Audit Committee

The Audit Committee oversees the Company's financial reporting process and disclosure of its financial information, to recommend the appointment of Statutory Auditors and fixation of their remuneration, to review and discuss with the Auditors, adequacy of the internal audit system, major accounting policies, practices and entries, compliance with accounting standards and Listing Agreements and other legal requirements concerning financial statements and related party transactions, if any, to review the financial statements before they are submitted to the Board of Directors.

Composition and Attendance of the Audit Committee

During the year 2012-13, 4 meetings of the Audit Committee were held on 14.05.2012, 14.08.2012, 07.11.2012, 14.02.2013.

Name of Member	Category	No. of meetings attended
Mr. Dipankar Mondal	Chairman	4
Mr. Dharambir Mehta	Member	2
Mr. Ravikumar Jain	Member	3
Mr. Amit Sharma	Member	1

(i) Remuneration Committee

The Company has not formed a remuneration committee which is a part of non- mandatory code. The remuneration policy of the Company is directed towards rewarding performance, based on review of achievements on a periodic basis. The remuneration policy is in consonance with the existing industry practices and the requirements of law. The Company does not have any stock option plan to performance linked incentives for its directors. The Company has not paid any remuneration to any of its directors.

Share Transfers and share holders/Investors grievance committee.

A) Terms of reference

The Committee into issues relating to shares, including transfer/transmission of shares, issue of duplicate share certificates, non-receipt of dividend, annual reports etc. The Committee meets to review status of investor grievances, rectify transfers, approve transmission of shares and issue duplicate share certificates from time to time. Besides, officers of the Company have been authorized to approve issue of share certificates, approve transfer/transmission of shares, consolidation, sub-division and split of share certificates.

B) Compliance officer

The Board has designated Mr. Ravi Kumar Jain, Director of the Company as the Compliance Officer

Shareholders/Investors Grievance Committee:

Composition and attendance of Shareholders/Investors Grievance Committee:

During the year 2012-13, 4 meetings of the Shareholders/Investors Grievance Committee were held on 14.05.2012, 14.08.2012, 07.11.2012, 14.02.2013

Composition	Designation	Attendance	No. of meetings attended
Mr. Dipankar Mondal	Chairman	Yes	4
Mr. Ravikumar Jain	Member	Yes	2
Mr. Dharambir Mehta	Member	Yes	3
Mr. Amit Sharma	Member	Yes	1

(a) General Body Meetings:

The Last three Annual General Meetings & Extraordinary general Meeting were held as per the details given below:

No. of AGM	DATE	TIME	VENUE	SPECIAL RESOLUTION
27 TH	28.09.2012	5:00 p.m.	Praful Hall, 8th Road, T P S III, Nehru Road, Opp. Vihar Hotel, Santacruz(East),Mumbai-55	Nil
26 TH	31.12.2011	3:30 p.m.	605, D- Wing, Crystal Plaza, New Link Road, Andheri (W), Mumbai- 400053	Nil
25 TH	29.09.2010	11:00 a.m.	Plot No.8, Shah Industrial Estate, Off. Veera Desai Road, Andheri (W), Mumbai- 400 058	Nil
EOGM Through postal Ballot	06.05.2013	NA	1st Floor, B Wing, Shree Shiv Shakti CSHL., Dhake Colony, J.P. Road Andheri (W), Mumbai - 400053.	4*

* Issue of Convertible Share Warrants on Preferential Basis.

* Change or Alteration in the Object clause to the Memorandum of Association.

* Change of Name of the Company.

* Increase of Authorized Share Capital and Consequent Alteration of Memorandum of Association and Articles of Association.

1. **Disclosures**

(a) **Disclosures on materially significant related party transactions, pecuniary or business relationship with the Company**

There have been no materially significant related party transactions that may potentially conflict with the interests of the Company or its subsidiaries, with any of the directors or their relatives during the year 2012-13

(b) **Details of non- compliance by the Company, penalties and structures imposed on the Company by the Stock Exchanges or SEBI or any Statutory Authority or any matters related to Capital Market:**

No penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority, or any matter related to capital markets during last 3 years.

(c) **Whistle Blower Policy:**

The Company has formulated a policy known as 'Whistle Blower Policy' to allow and encourage our employees to bring to the Management's notice (Audit Committee) directly, without necessarily informing their superiors about suspected unethical behaviour, malpractice, wrongful conduct, fraud, violation of the Company's policies including code of conduct, violation of law or questionable accounting or auditing matters by any employee/director in the Company without fear of reprisal.

The Company further undertakes that it has not denied any personal access to the Audit Committee of the Company in respect of matters involving alleged misconduct/malpractice/unethical behaviour and that it has provided protection to 'Whistle Blowers' from unfair termination and other unfair or prejudicial employment practices

(d) **Details of compliance with the mandatory requirements and adoption of non- mandatory requirements of Clause 49:**

The Company has complied with the mandatory requirements and is in process of adopting non- mandatory requirements of Clause 49, wherever feasible.

(e) **Risk Management:**

The Executive Management controls risk through means of properly defined framework.

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(The Annexure referred to in paragraph 1 of the Our Report of even date.)

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.

(b) As explained to us, fixed assets have not been physically verified by the management during the period but there is a regular program of verification which, in our opinion, 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) In our opinion and according to the information and explanations given to us, no fixed asset has been disposed during the year and therefore does not affect the going concern assumption.

2. (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals.

(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.

(c) In our opinion and on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.

3. (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Consequently, the provisions of clauses iii (b), iii(c) and iii (d) of the order are not applicable to the Company.

(e) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not taken loans from companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Thus sub clauses (f) & (g) are not applicable to the company.

4. In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventories & fixed assets and payment for expenses & for sale of goods. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.

5. a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, 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) As per information & explanations given to us and in our opinion, the transaction entered into by the company with parties covered u/s 301 of the Act does not exceeds five lakhs rupees in a financial year therefore requirement of reasonableness of transactions does not arises.

6. The Company has not accepted any deposits from the public covered under section 58A and 58AA of the Companies Act, 1956.

7. As per information & explanations given by the management, the Company has an internal audit system commensurate with its size and the nature of its business.

8. The company is not required to maintain cost records under section 209(1) (d) of the Companies Act, 1956.

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

we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

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;

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 [and with the returns received from branches not visited by us];

in our opinion, the Balance Sheet & Statement of Profit and Loss comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956; and

on the basis of written representations received from the directors as on 31 March 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.

E GATHANI AND ASSOCIATE

Chartered Accountants

Sd/-

EKTA GATHANI

(Proprietor)

Membership No. 069671

FRN. 327530E

Place: Kolkata

Date: 03.09.2013

(f) Code of Conduct:

The Board of Directors of your Company has laid down the Code of Conduct for all Board of Members and Senior Management of the Company, which delineates the principles governing the conduct of employees including Directors, with all the stakeholders of the Company. The code covers transparency, legal compliances, concern of occupational health, safety and environment, a gender friendly work place and philosophy of leading by personal examples.

All Board Members and Senior Management of your Company ensure the compliances with these principles. The Board is responsible for ensuring that these principles are communicated to, understood and observed by all employees. Compliance of the code is subject to the review by the Board supported by the Audit Committee of the Board.

(g) CEO/CFO Certification

A certificate from the Chief Financial Officer on the financial statements of the Company was placed before the Board.

(h) Means of Communication

- (1) Quarterly results are published in leading newspapers like The Asian Age/ Business Standard and Mumbai Mitra.
- (2) Management Discussion and Analysis Report forms part of the Director's Report.

2. General Shareholders Information

(a) Date, Time and Venue of Annual General Meeting

The Company will hold its Twenty Eighth Annual General Meeting on Thursday, September 26, 2013, at 5 p.m. at **605, ALPANA BUILDING, OPP. SARVODAY HOSPITAL, LBS MARG, GHATKOPAR (WEST), MUMBAI-400086.**

(b) Financial Calendar (tentative and subject to change)

The Company expects to announce the unaudited quarterly results for the year 2012-13 as per the following schedule:

Financial Reporting for the quarter ending June 30, 2013	Within 45 days from the end of quarter ending June 30, 2013
Financial Reporting for the quarter ending September 30, 2013	Within 45 days from the end of quarter ending September 30, 2013
Financial Reporting for the quarter ending December 31, 2013	Within 45 days from the end of quarter ending December 31, 2013
Financial Reporting for the quarter ending March 31, 2013	Within 45 days from the end of quarter ending March 31, 2013

(c) Date of Book Closure

The Company's Register of Members and Share Transfer Book will remain closed from September 23, 2013 to September 26, 2013 (both days inclusive)

(d) Dividend Payment Date

The Board of Directors has not recommended any dividend for the financial year 2012-13.

(e) Listing on Stock Exchange

(i) **Bombay Stock Exchange:** Phiroze Jeejeebhoy Towers, Dalal Street, 25th Floor, Mumbai- 400001

(f) **Stock Code**

Bombay Stock Exchange	512167
ISIN	INE190E01021

(g) **Stock Market Date**

Market Price Date-Monthly high/low of Company's Equity shares during the financial year 2012-13 on the BSE along with performance in comparison to BSE sensex is given as under

Month	Matra Realty Limited on BSE		BSE Sensex	
	High (Rs)	Low (Rs)	High	Low
April 2012	1.51	1.00	17,664.10	17,010.16
May 2012	1.26	0.94	17,432.33	15,809.71
June 2012	1.22	0.91	17,448.48	15,748.98
July 2012	1.23	0.96	17,631.19	16,598.48
August 2012	1.40	0.93	17,972.54	17,026.97
September 2012	1.12	0.89	18,869.94	17,250.80
October 2012	1.10	0.86	19,137.29	18,393.42
November 2012	0.94	0.70	19,372.70	18,255.69
December 2012	1.43	0.96	19,612.18	19,149.03
January 2013	1.46	1.34	20,203.66	19,508.93
February 2013	1.38	1.08	19,966.69	18,793.97
March 2013	1.09	0.69	19,754.66	18,568.43

INDEPENDENT AUDITOR'S REPORT

To,
The Members,
Matra Realty Limited
Mumbai.

Report on the Financial Statements

We have audited the accompanying financial statements of Matra Realty Ltd. which comprise the Balance Sheet as at 31 March 2013, & the Statement of Profit and Loss for the year 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 of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956. 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. 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 31 March 2013;
- II. in the case of the statement of profit and loss, of the profit for the year ended on that date;
- III. in the case of the Cash Flow Statement, of the Cash Flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2003, 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.

COMPLIANCE CERTIFICATE OF THE AUDITORS

A certificate from the auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is attached to this report.

Auditors Certificate on Corporate Governance

To,
The Members,
Matra Realty Limited
Mumbai

We have examined the compliance of conditions of corporate governance by Matra Realty Limited for the Period ended March 31, 2013, as stipulated in clause 49 of the Listing Agreement of the said company with stock exchanges.

The compliance conditions of corporate governance are the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us: We certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the 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 and on behalf of

E GATHANI AND ASSOCIATE
Chartered Accountants
Sd/-

EKTA GATHANI
(Proprietor)
Membership No.
069671
FRN. 327530E
Place:
Kolkata
Date:
03.09.2013

(h) Registrar and Transfer Agents for shares held in Physical as well as Depository mode:

Big Share Services Private Limited
E-2/3, Ansa Industrial Estate
Sakivihar Road, Saki Naka
Andheri (E), Mumbai-400072

(i) Share Transfer System

The Board has delegated the power of share transfer to Shareholders/Investors Grievance Committee. The Committee holds meeting at regular interval to consider all matters concerning transfer and transmission of shares.

(j) Distribution and Shareholding Pattern

Distribution of shareholding of Company as on March 31, 2013:

Range of Equity Shares	No of Shareholders	% of total holders	No of Shares	% to total
Up to 500	2988	56.9794	698,880	5.6946
501-1000	900	17.1625	813,147	6.6257
1001-2000	540	10.2975	889,969	7.2517
2001-3000	222	4.2334	586,932	4.7825
3001-4000	86	1.6400	313,518	2.5546
4001-5000	158	3.0130	757,807	6.1748
5001-10000	180	3.4325	1,403,292	11.4344
10001-999999999	170	3.2418	6 809,035	55 4817

Shareholding Pattern of the Company as on March 31, 2013:

Category of Shareholder	No. of Shares Held	Percentage of Holding
(A) Shareholding of Promoter and Promoter Group		
(1) Indian		
Individuals / Hindu Undivided Family	312,908	2.55
Sub Total	312,908	2.55
(2) Foreign		
Total shareholding of Promoter and Promoter Group (A)	312,908	2.55
(B) Public Shareholding		
(1) Institutions		
Foreign Institutional Investors	562,636	4.58
Sub Total	562,636	4.58
(2) Non-Institutions		
Bodies Corporate	1,559,870	12.71
Individuals		
Individual shareholders holding nominal share capital up to Rs. 1 lakh	5,205,699	42.42
Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	3,962,270	32.29
Any Others (Specify)	669,197	5.45
Trusts	300	0
Clearing Members	12,890	0.11
Non Resident Indians	656,007	5.35
Sub Total	11,397,036	92.87
Total Public shareholding (B)	11,959,672	97.45
Total (A)+(B)	12,272,580	100

(k) Dematerialization of Securities

The Company's shares are available for trading in the Depository System both at National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The Internet Security Identification Number (ISIN) allotted by NSDL and CDSL to Matra Realty Limited is INE190E01021.

(l) Outstanding GDRs/ADRs/Warrants or any other Convertible Instrument.

Company has not issued any GDRs/ADRs/Warrants or any other convertible instruments or any issue (public issue, right issue, preferential issue etc.) which likely to have impact on Equity Share Capital of the Company.

(m) Address for Correspondence

Matra Realty Limited
105, 1st Floor, B Wing,
Shree Shiv Shakti CSHL.,
Dhake Colony, J.P. Road
Andheri (W), Mumbai – 53
Tel No: 022-30762961
Fax No: 022-30762961

Place: Mumbai
Dated: 03.09.2013

By order of the Board of Directors
Sd/-
Abhishek Kumar Sharma
Managing Director

CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT POLICY

The Board Members and the senior management Personnel have confirmed compliance with the Code of Conduct and Ethics for the period ended March 31, 2013, as provided under clause 49 of the Listing Agreements with the Stock Exchange.

For Matra Realty Ltd

Sd/-
Abhishek Kumar Sharma
Managing Director

Place: Mumbai
Date: 03.09.2013

MATRA REALTY LIMITED

Regd office: 105, 1st Floor, B Wing, Shree Shiv Shakti CSHL., Dhake Colony,
J.P. Road Andheri (W), Mumbai - 53.

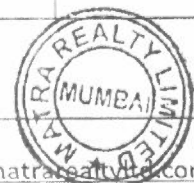
MATRA REALTY LIMITED

Annual Audit Report 2012-13

FORM A

1	Name of the Company:	MATRA REALTY LIMITED
2	Annual Financial statements for the Year ended 2012-13	31 st March, 2013

Sr. No.	Type of Audit observation	Unqualified/ Matter of Emphasis	Frequency of Observations
1.	As per Auditor Report point no.1(b) <i>As explained to us, fixed assets have not been physically verified by the management during the period but there is a regular program of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. no material discrepancies were noticed on such verification.</i>	Matter of Emphasis	From last 3 year
2.	As per Auditor Report point no.5(b) <i>As per information & explanations given to us and in our opinion, the transaction entered into by the company with parties covered u/s 301 of the Act does not exceeds five lakhs rupees in a financial year therefore requirement of reasonableness of transactions does not arises.</i>	Matter of Emphasis	Current year
	As per Auditor Report point no. 10. <i>The Company has accumulated losses of Rs 44, 97,548/- as at the end of financial period and has incurred a cash loss of Rs 4,12,896/-, net loss of Rs 5,44,670/- in current financial year.</i>	Matter of Emphasis	From last 5 year



MATRA REALTY LIMITED

Regd office: 105, 1st Floor, B Wing, Shree Shiv Shakti CSHL, Dhake Colony,
J.P. Road Andheri (W), Mumbai - 53.

For MATRA REALTY LIMITED

Ashish K. Shinde

(Managing Director)

Dipankar Mondal

(Chairman of Audit Committee)

(Proprietor)

Place: MUMBAI

Date: November 26, 2013

For, E. Gathani & Associates
Chartered Accountants

E. Gathani

Ekta Gathani

Proprietor

Membership No. : 069671

Firm Reg. No. : 327530E

E.G.



MATRA REALTY LIMITED

Regd office: 105, 1st Floor, B Wing, Shree Shiv Shakti CSHL., Dhake Colony,
J.P. Road Andheri (W), Mumbai - 53.

MATRA REALTY LIMITED

Annual Audit Report 2012-13

FORM B

Sr. No.	Basic Particulars	
1	Name of the Company:	MATRA REALTY LIMITED
2	Annual Financial statements for the Year ended 2012-13	31 st March, 2013

Sr. No.	Type of Audit Qualification	Qualified / Subject to / Except	Frequency of Qualification	Comments of Board/Audit Committee
1.	NIL	NA	NA	NA

For Matra Realty Limited

[Signature]

Managing Director



[Signature]

Chairman of Audit committee

For, E. Gathani & Associates

Chartered Accountants

[Signature]

Ekta Gathani

Proprietor

Membership No. : 069671

Firm Reg. No. : 327530E

Place: Kolkata

Date: 26.11.2013

[Signature]