

MAX ALERT SYSTEMS LTD.

Classique Centre, B/108, 1st Floor, Near Paper Box House, Opp. Mahal Industrial Estate,
Off. Mahakali Caves Road, Andheri East, Mumbai - 400093 ❖ Tel : 022-26879168 / 022-26879178

CIN No: L74999MH2004PLC144034

June 08, 2017

To,
The Manager - Corporate Service Department
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001.

Sub : Submission of Annual Report
Script Code : 534563– Max Alert Systems Limited

Dear Sir(S),

We are enclosing herewith Annual Report of 'Max Alert Systems Limited' for the financial year ended on 31.03.2015.

Kindly take the same on record and acknowledge a receipt of the same.

Thanking you,

Yours faithfully,

For Max Alert Systems Limited,


Mr. Santhosh Balachandran
Whole Time Director
(DIN: 01141534)



Encl: As above

MAX ALERT SYSTEMS LIMITED





CIN: L85100TN1984PLC011231

Add: 17, Shilpin Centre, 40 GD Ambekar Marg,
Wadala, Mumbai – 400031

Email id: ipo@mspl.biz,

FORM A

*Sub : Manner of dealing with audit reports filed by listed companies SEBI Circular
no.CIR/CFD/DIL/7/2012 dated 13th August 2012*

1.	Name of the Company	Max Alert Systems Limited
2.	Annual Financial statements for the year ended	31 st March, 2015
3.	Type of Audit qualification	Un-qualified
4.	Frequency of qualification	N.A.
5.	To be signed by -	
a	Lenin Chandran Managing Director	
b	Tayappa Koli CFO	
c	Auditor of the Company M/s. Jain Vinay & Associates Chartered Accountants Vinay Jain Partner M.No. 006649W	
d	Bhalchandra Sadhale Audit Committee Chairman	

12th ANNUAL REPORT

OF

MAX ALERT SYSTEMS LIMITED

FOR

(FINANCIAL YEAR ENDED ON 31ST MARCH, 2015)

BOARD OF DIRECTORS:

Mr. Santhosh Balachandran	Whole Time Director
Mr. Lenin Chandran	Managing Director
Ms. Jyoti Gangurde	Non- Executive Director
Mr. Valiyakath Noushad	Non- Executive Director
Mr. Bhalchandra Sadhale	Non- Executive Director

KEY MANAGERIAL PERSONNEL:

Mr. Santhosh Balachandran	Whole Time Director
Mr. Lenin Chandran	Managing Director
Mr. Tayappa Mareenna Koli	Chief Financial Officer
Mrs. Divya Vijay	Company Secretary & Compliance Officer

STATUTORY AUDITORS:**Jain Vinay & Associates**

A – 1, Divine Land, Off Ashirwad Hospital,
Jesal Park, Bhayander (East), Dist –Thane - 401105

REGISTERED OFFICE:

17, Shilpin Centre,
40 GD Ambekar Marg, Wadala,
Mumbai-Maharashtra-400031
Email ID: ipo@mspl.biz, Ph: 022-25652568

REGISTRAR & SHARE TRANSFER AGENT:**Sharepro Services (India) Private Limited**

Add: 13 AB, Samhita Warehousing Complex,
2nd Floor, Sakinaka Telephone Exchange Lane,
Off Andheri Kurla Road, Sakinaka, Mumbai – 400 072
Tel: 022- 6772 0300/022- 6772 0400
Fax: 022 – 2859 1568
Email: anil.s@shareproservices.com/
sme.ipo@shareproservices.com

BANKERS:

Punjab National Bank

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MAX ALERT SYSTEMS LIMITED

Add: 17, SHILPIN CENTRE, 40 GD AMBEKAR MARG, WADALA, MUMBAI-MAHARASHTRA-400031

(CIN: L74999MH2004PLC144034)

Email ID: ipo@mspl.biz, Ph: 022-25652568

NOTICE

NOTICE is hereby given that the TWELFTH ANNUAL GENERAL MEETING of **MAX ALERT SYSTEMS LIMITED** will be held at Ground Floor, Kalpvruksha Building, R.H.B Road, Near Mulund Granthalaya, Mulund (W), Mumbai-400080, on Wednesday, 30th September, 2015 at 11.00 A.M to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, and adopt the Audited Accounts for the financial year ended on 31st March, 2015, along with the Reports of the Directors and Auditors thereon.
2. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 139, and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s. Jain Vinay & Associates, Chartered Accountants (FRN- 006649W), Mumbai as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 13th Annual General Meeting of the Company to be held in year 2016, to examine and audit the accounts of the Company for the Financial Year 2015-16 at such remuneration plus service tax, out-of-pocket, travelling and living expenses etc., as may be mutually agreed between the Board of Directors and the Auditors.”

SPECIAL BUSINESS:

3. **Appointment of Ms. Jyoti Devendra Gangurde (DIN: 05199038) as an Independent Director of the company for a term of 5 years.**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) for the time being in force and Clause 52 of BSE-SME Listing Agreement, **Ms. Jyoti Devendra Gangurde (DIN: 05199038)**, who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 31/03/2015, as per the provisions of the Articles of Association of the Company and Section 161 of the Companies Act, 2013 and who holds Office up to the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing, proposing his candidature for the office of Director, pursuant to provisions of the Companies Act, 2013, being eligible for appointment to the office of Director, be and is

hereby appointed as an “Independent Director” of the Company, not liable to retire by rotation at the AGM of the Company, to hold office for a term of 5 (Five) consecutive years up to the conclusion of the 17th AGM of the Company.

4. Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013:

To consider and if thought fit, to pass with or without modification(s), the following as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force), rules and regulations made thereunder, the enabling provisions of the Memorandum and Articles of Association of the Company and subject to the requisite approvals, consents, permissions and/or sanctions as may be required, if any, the draft regulations contained in the Articles of Association submitted to this meeting and duly initialed be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT any of the Board of Directors be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board
For Max Alert Systems Limited**

Place : Mumbai
Dated: 31.08.2015

**Sd/-
Lenin Chandran
Managing Director
(DIN- 01802548)**

**Sd/-
Santhosh K Balachandran
Whole Time Director
(DIN: 01141534)**

NOTES

1. The Register of Members will remain closed from 26th September, 2015 to 30th September, 2015 (both days inclusive), for the purpose of Annual General Meeting.
2. A Member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote on his behalf. A Proxy need not be a Member of the Company. Proxy forms in order to be effective must be received at Registered Office of the Company situated at 17, Shilpin Centre, 40 GD Ambekar Marg, Wadala, Mumbai, Maharashtra-400031, atleast 48 hours before the Annual General Meeting.
3. Members are requested to bring their copies of the Annual Report and Accounts to the Meeting.
4. The Members are requested to intimate the Company regarding any change of their address immediately to the Registered Office quoting their Folio Number/ DP ID.
5. A copy of all the documents referred to in the accompanying explanatory statement are open to inspection at the Registered Office of the Company on all working days (except holidays) between 11.00 a.m. to 5.00 p.m. up to the date of AGM.
6. Members are requested to affix their signatures at the space provided on the Attendance Slip annexed to the Proxy Form and hand over the Slip at the entrance to the place of the Meeting.
7. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the AGM.
8. Brief Profile of the Directors who are proposed to be appointed / re-appointed is given as Additional Information on Directors, which also forms part of this Notice.
9. **Important Communiqué to Members-Green Initiative in Corporate Governance :**
The Ministry of Corporate Affairs (MCA) has taken a Green Initiative in Corporate Governance by allowing paperless compliances by the companies and has issued a Circular stating that service of all documents can be sent by e-mail to its Members. Your Company believes that this is a remarkable and environment friendly initiative by MCA and requests all members to support in this noble cause.

The Company has already embarked on this initiative and proposes to send documents in electronic form to the Members on the email address provided by them to the RTA/Depositories.

The Members can intimate / update their email address to their respective Depository Participants.

Members are requested to further note that they will be entitled to be furnished, free of cost, the physical copy of the documents sent by e-mail, upon receipt of a requisition from them, any time, as a Member of the Company.

10. PROCEDURE FOR E-VOTING:

Voting through electronic means :

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Amendments thereto, the Company is pleased to provide members facility to exercise their right to vote at the 12th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) limited (CDSL). The Company has signed an agreement with CDSL for facilitating such e-Voting by the Members.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- i) Log on to the e-voting website www.evotingindia.com
- ii) Click on “Shareholders” tab.
- iii) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- iv) Now Enter your User ID
For CDSL: 16 digits beneficiary ID,
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- v) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi) Next enter the Image Verification as displayed and Click on Login.
- vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company then your existing password is to be used.
If you are a first time user follow the steps given below:

	For Members holding shares in Demat/ Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the Demat account/folio number in the PAN field.</p> <p>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</p>
DOB#	Enter the Date of Birth as recorded in your Demat account or in the company records for the said Demat account or folio in dd/mm/yyyy

	format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your Demat account or in the company records for the said Demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cutoff date in the Dividend Bank details field.</p>

- viii) After entering these details appropriately, click on “SUBMIT” tab.
- ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for the relevant Max Alert Systems Limited on which you choose to vote.
- xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 27th September, 2015 from 9.00 A.M. and ends on 29th September, 2015 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23rd September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com

ANNEXURE-1 TO THE NOTICE:

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013.

The following Explanatory Statement sets out the material facts relating to the Special Business under items 3 & 4 of the accompanying Notice:

Item No. 3

Ms. Jyoti Devendra Gangurde (DIN: 05199038) was appointed as an Additional Director w.e.f. March 31, 2015 in accordance with the provisions of Section 161 of the Companies Act, 2013, to hold office up to the date of the Annual General Meeting. The Company has received a notice in writing from member proposing the candidature of **Ms. Jyoti Devendra Gangurde (DIN: 05199038)**, for the office of Director pursuant to the provisions of the Companies Act, 2013. Further, as per requirements of the provisions of the Companies Act, 2013, Rules made there under & amended Clause 52 of the BSE SME Listing Agreement, Independent Directors are not liable to retire by rotation and are required to be appointed by Shareholders. Therefore, it is proposed to appoint **Ms. Jyoti Devendra Gangurde (DIN: 05199038)**, as an Independent Director of the Company for a term of five consecutive years up to the conclusion of 17th AGM of the Company.

Ms. Jyoti Devendra Gangurde (DIN: 05199038), is not disqualified from being appointed as Director in terms of Section 164 of the Act and having given his consent to act as Director of the Company.

The Company has also received declarations from her that she meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act & Clause 52 of the BSE SME Listing Agreement.

Her brief resume along with other details as required under Clause 52 of the BSE SME Listing Agreement is provided in the Annexure -2 of this Notice. The Board considers that **Ms. Jyoti Devendra Gangurde (DIN: 05199038)**, will adhere to the standards & provisions laid down under Schedule IV of the Companies Act, 2013 and it is desirable to continue to avail their services as an Independent Director. Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for your approval.

Item No. 4

The existing Articles of Association ("Articles") of the Company are based on the Companies Act, 1956 and several regulations in the existing Articles contain reference to the Sections of the Companies Act, 1956. Some regulations in the existing Articles are no longer in conformity with the provisions of the Companies Act, 2013 ("Act").

With the enactment of the Companies Act, 2013, several regulations of the existing Articles of the Company require alteration and/or deletion. Given this position, it is considered expedient to wholly replace the existing Articles by a new set of Articles.

The draft Articles shall be open for inspection by the Members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m to 1.00 p.m upto the date of this Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors recommend the Special Resolution set out at Item No.4 of the Notice for approval by the Members.

**By Order of the Board
For Max Alert Systems Limited**

Place : Mumbai
Dated: 31.08.2015

**Sd/-
Lenin Chandran
Managing Director
(DIN- 01802548)**

**Sd/-
Santhosh K Balachandran
Whole Time Director
(DIN: 01141534)**

ANNEXURE-2 TO THE NOTICE

Details of Directors seeking appointment / re-appointment by the shareholders of the Company at the ensuing Annual General Meeting (In pursuance of Clause 52 of the BSE SME Listing agreement)

Name of the Director	Ms. Jyoti Devendra Gangurde
DIN	05199038
Date of Birth	11/10/1986
Qualification & Brief Profile	HSC in Commerce. Has experience in Business.
Shareholding in the Company	NIL

DIRECTORS' REPORT

To the Members of the Company,

Your Directors have pleasure in presenting the 12th Annual Report on the Business and Operations of your Company with Audited Accounts for the financial year ended on 31st March 2015. The Financial Results of the Company are summarized below:

FINANCIAL RESULTS:

PARTICULARS	YEAR ENDED 31ST MARCH, 2015 (In Rs.)	YEAR ENDED 31ST MARCH, 2014 (In Rs.)
GROSS REVENUE	376,227,139	390,201,481
PROFIT /(LOSS) BEFORE DEPRECIATION/ AMORTIZATION EXPENSES AND TAXATION	12,204,758	(6,380,994)
Less: Depreciation & Amortization Expenses	17,466,998	13,462,144
PROFIT /(LOSS) FOR THE YEAR BEFORE TAXATION	(5,262,240)	(19,843,138)
Less: Provision for Taxation		
Current Tax	1,575,504	473,465
Deferred Tax	2,291,878	190,198
PROFIT/(LOSS) AFTER TAX	(4,545,866)	(20,506,801)
Less: Minority Interest	-	-
Taxation Provisions for Earlier Years	-	-
Add: Adjustment of Depreciation as per Schedule II of Companies Act, 2013.	-	-
Add: Brought forward balance from previous year	14,983,974	35,490,774
Balance Carried to Balance Sheet	10,438,108	14,983,974

FINANCIAL HIGHLIGHTS AND PERFORMANCE OF THE COMPANY

The Gross Revenue of the Company for the Financial Year 2014-15 is Rs. 376,227,139 /- as compared to Rs. 390,201,481 /- for the previous Financial Year 2013-14. Earnings Before Tax & Depreciation and Amortization is Rs. 12,204,758/- in the Current Financial Year as compared to Rs. (-6,380,994) /- for the previous Financial Year 2013-14. Loss After Tax for the Current Financial Year is Rs. (-4,545,866)/-

BUSINESS OVERVIEW:

Max Alert Systems Ltd has recently expanded its business in stone crushing & mining and also in providing turnkey project solutions in the field of telecommunications.

Currently, Max Alert owns and operates crusher in Deoghar, Jharkhand. Max Alert is also providing Turnkey services to telecom operators & tower companies like Indus Towers, Idea Cellular, etc. in the state of Kerala. This telecom division completes 4 new sites & 10 sharing sites every month.

Further, Max Alert plans to have 37 crushers operational across India in the coming years in Jharkhand, Madhya Pradesh, Chhattisgarh, Tamil Nadu & Kerala. Of these, 17 crushers are planned in the state of Jharkhand itself and expansion of business is also expected in Turnkey services to telecom operators.

DIVIDEND

Since the company is making Losses, therefore with a view to provide a cushion for any financial contingencies in future and to strengthen the financial position of the company, your Directors have decided not to recommend any dividend for the financial year under review.

DEPOSITS

The Company has not accepted any deposits under the applicable provisions of the Companies Act, 2013 and rules framed there under.

RESERVES

Your directors propose to carry Rs. (4,545,866)/- being the loss for the current year to the balance sheet during the financial year ended 31st March, 2015

CAPITAL STRUCTURE

There was no change in the Authorized and Paid-up Share Capital of the company during the year.

The Authorized Share Capital of the Company is Rs. 100,000,000/- (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- each.

The Paid-up Share Capital of the Company is Rs. 91,995,000/- (Rupees Nine Crore Nineteen Lakh & Ninety Five Thousand only) divided into 9,199,500/- (Ninety One Lakh Ninety Nine Thousand & Five Hundred Only) Equity Shares of Rs. 10/- each.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report is enclosed as a part of this report.

CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION:

Your Company has taken adequate steps to adhere to all the stipulations laid down in Clause 52 of the Listing Agreement (BSE SME Exchange). A report on Corporate Governance is included as a part of this Annual Report. Certificate from Mrs. Poonam Somani, Practicing Company Secretary, confirming the compliance with the conditions of Corporate Governance as stipulated under Clause 52 of the Listing Agreement (BSE SME Exchange) is included as a part of this report.

LISTING

The Company's shares are listed on BSE Limited (BSE SME Platform). The company has paid listing fees for the Financial Year 2015-16 to BSE Limited.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

1. CHANGES IN DIRECTORS

Ms. Jyoti Devendra Gangurde appointed as the Additional Directors of the Company with effect from 31st March, 2015

2. DECLARATION BY INDEPENDENT DIRECTORS

Mr. Valiyakath Adimakungu Noushad, Ms. Jyoti Devendra Gangurde, Bhalchandra Shrikrishna Sadhale as Independent Directors have given a declaration that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and Clause 52 of the Listing Agreement (BSE SME Exchange) and there has been no change in the circumstances which may affect their status as Independent Directors during the year.

3. CHANGES IN KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of Section 203 of the Companies Act, 2013 relating to the appointment of Key Managerial Personnel, Mr. Tayappa Marenn Koli was appointed as Chief Financial Officer of the Company w.e.f. 29th September 2014 and CS Divya Vijay was appointed as Company Secretary and Compliance Officer w.e.f. 31st March 2015 of the Company.

MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors of the Company have met Nine times during the year on 30/05/2014, 14/07/2014, 30/08/2014, 05/09/2014, 29/09/2014, 15/11/2014, 17/02/2015, 27/03/2015, and 31/03/2015, in respect of which proper notices were given and proceedings were properly recorded, signed and maintained in the Minutes Book kept by the Company for the purpose. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

COMMITTEES OF THE BOARD

The Company has constituted an Audit Committee, Nomination and Remuneration Committee, and Stakeholder Relationship Committee as per the provisions of the Companies Act, 2013 and Listing Agreement (BSE SME Exchange). A detailed note on the Board and its Committees are provided under the Corporate Governance Report Section in this Annual Report. The composition of the Committees as on 31.03.2015, as per the applicable provisions of the Act and Rules, are as follows:

Name of the Committee	Composition of the Committee
Audit Committee	Mr. Bhalchandra Shrikrishna Sadhale (Chairman) Mr. Valiyakath Adimakungu Noushad Mr. Santhosh Kanjuraman Balachandran
Nomination and Remuneration Committee	Mr. Valiyakath Adimakungu Noushad (Chairman) Mr. Bhalchandra Shrikrishna Sadhale Ms. Jyoti Devendra Gangurde
Stakeholder Relationship Committee	Mr. Bhalchandra Shrikrishna Sadhale (Chairman) Mr. Santhosh Balachandran Mr. Lenin Chandran

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013, a separate exercise was carried out to evaluate the performance of Individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the company. The performance evaluation of the Independent Directors was carried out by the entire board. The performance evaluation of the Chairman and Non Independent Directors were carried out by the Independent Directors. The Board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration, Stakeholder Relationship Committee. The Board of Directors expressed their satisfaction with the evaluation process.

POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION AND OTHER DETAILS

The Company's policy on Directors' Appointment and Remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the Corporate Governance Report.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The details in respect of internal financial control and their adequacy are included in Management Discussion and Analysis, which forms part of this Report.

DISCLOSURE OF REMUNERATION OF EMPLOYEES COVERED UNDER RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:-

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- i. **The ratio of the Remuneration of each Director to the median Remuneration of the employees of the Company for the financial year:**

Executive Directors	Ratio to median remuneration
Santhosh Kunjuraman Balachandran	4.27
Lenin Chandran	0.00

- ii. **The percentage increase in Remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary in the financial year:**

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% increase in remuneration in the financial year
Santhosh Balachandran, Wholetime Director	Nil
Lenin Chandran, Managing Director	Nil
Valiyakath Noushad, Director	NA
Bhalchandra Shrikrishna Sadhale, Director	NA

Jyoti Devendra Gangurde, Additional Director (w.e.f. 31/03/2015)	Nil
Divya Vijay, Company Secretary (w.e.f. 31/03/2015)	Nil
Tayappa Koli, Chief Financial Officer (w.e.f. 29/09/2014)	Nil

iii. The percentage increase in the median Remuneration of employees in the financial year: -62.5%

iv. The number of Permanent Employees on rolls of the Company: 49

v. The explanation on the relationship between average increases in Remuneration and Company Performance:

Factors considered while recommending increase in remuneration:

1. Financial performance of the Company.
2. Comparison with peer companies.
3. Industry Benchmarking
4. Contribution made by the employee.

The average increase in the remuneration of the employees was (-3.99%)

vi. Comparison of the Remuneration of the Key Managerial Personnel against the performance of the Company: The remuneration of the Key Managerial Personnel was 0.10% of revenue of the company for the financial year 2014-15.

vii. Variations in the Market Capitalization of the Company, Price Earnings Ratio as at the Closing Date of the Current Financial Year and Previous Financial Year:

Particulars	March 31,2015	March 31,2014
Market Capitalisation (Rs. In Lakhs)	2769.05	9383.49
Price Earnings Ratio	(-61.43)	(- 45.74)

viii. Percentage Increase or Decrease in the Market Quotations of the Equity Shares of the Company in comparison to the rate at which the Company came out with last Public Offer:

The market price of the equity shares at the time of listing was Rs.51.50 comparison to the market price of Rs. 30.10 as on 31st March, 2015.

- ix. **Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

There was no increase average annual salaries of the employees of the company as well as in the Managerial Remuneration.

- x. **Comparison of each remuneration of the Key Managerial personnel against the performance of the Company:**

Key Managerial Personnel	% of Revenue
Santhosh Kunjuraman Balachandra	0.10
Lenin Chandran	NIL
Tayappa Koli	NIL
Divya Vijay	NIL

- xi. **The key parameters for any variable component of remuneration availed by the directors:**

Remuneration paid as per schedule V of the Companies Act, 2013.

- xii. **Affirmation that the remuneration is as per the remuneration policy of the Company:**

The Company affirms that the remuneration is as per the remuneration policy of the Company.

No employee of the company is falling under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

DISCLOSURE REQUIREMENTS

As per Clause 52 of the listing agreement (BSE SME Exchange) entered into with the Stock Exchange, Corporate Governance Report along with Auditor's Certificate, CEO/CFO Certificate and Management Discussion and Analysis are attached herewith, which forms part of this report.

Policy on dealing with related party transactions is available with the Company.

The Company has formulated and published its "Whistle Blower Policy" to provide vigil mechanism for employees including Directors of the Company to report genuine concerns. The provisions of this policy are in line with the provisions of the Section 177(9) of the Act.

SUBSIDIARIES

The Company has no subsidiary companies as on March 31, 2015.

STATUTORY AUDITORS

Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules framed thereunder, the term of the Statutory Auditors of the Company ie. M/s Vinay Jain & Associates, Chartered Accountants, (Firm Registration No: 006649W) is subject to ratification by the members of the Company in the ensuing Annual General Meeting.

AUDITORS' REPORT

i) Statutory Auditors:

Statutory Auditor's Report is Self Explanatory in itself.

ii) Secretarial Auditor:

According to the provision of section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Secretarial Audit Report submitted by Secretarial Auditor - Ms. Poonam Somani, Practicing Company Secretary is enclosed as a part of this report in **Annexure-2**. The qualification, reservation, adverse remarks or disclaimer made by the Secretarial Auditor in its report are self explanatory. However, Management of the Company ensures to be more careful and dedicated in all of the compliances henceforth.

iii) Internal Auditor:

Internal Auditors of the company has duly performed their duties for the Financial Year 2014-15 and their report is reviewed by Audit Committee from time to time.

CORPORATE SOCIAL RESPONSIBILITY

As per the provisions of Section 135 of the Companies Act, 2013, read with rules framed there under, every company including its holding or subsidiary and a foreign company, which fulfills the criteria specified in sub-section (1) of section 135 of the Act, shall comply with the provisions of Section 135 of the Act and its rules.

Since the company is not falling under any criteria specified in sub-section (1) of section 135 of the Act, your Company is not required to constitute a Corporate Social Responsibility Committee.

VIGIL MECHANISM

The Company has adopted a “Whistle Blower” Policy and has established the necessary vigil mechanism for employees and directors to report concerns about unethical behavior as per the provisions regarding vigil mechanism as provided in Section 177(9) of the Companies Act, 2013 read with rules framed there under.

RISK MANAGEMENT POLICY

The company has been addressing various risks impacting the company, reviewing the risk management plan and ensuring its effectiveness. The Audit Committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. The development and implementation of risk management policy has been covered in the Management Discussion and Analysis report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The details of loans, guarantees and investments as covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to Financial Statements.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH THE RELATED PARTIES

There has not been a materially significant related party transaction between the Company and the Directors, Management, Subsidiaries or Relatives except for those disclosed in the financial statements. Accordingly, particulars of contracts or arrangements with related parties referred to in Section 188(1) along with the justification for entering into such contract or arrangement in Form AOC-2 does not form part of the report.

HUMAN RESOURCE DEVELOPMENT

To ensure good human resources management, your company focuses on all aspects of the employee lifecycle. This provides a holistic experience for the employees as well. During their tenure at the company, employees are motivated through various skill-development, engagement and volunteering programs. All the while, we create effective dialogs through our communication channels to ensure that the feedback reach the relevant teams, including the leadership. The company takes pride in the commitment, competence and dedication shown by its employees in all areas of business.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

In accordance with the provisions of Section 134 read with the Companies (Accounts) Rules, 2014 regarding conservation of energy, technology absorption and foreign exchange earnings and outgo,

your Directors furnish hereunder the additional information as required.

A. Conservation of Energy

Information in accordance with the provisions of Section 134 (3) (m) read with the Companies (Accounts) Rules, 2014 regarding conservation of energy does not apply to your Company.

B. Technology Absorption

Your Company has no foreign collaboration, hence no particulars are offered.

C. Foreign Exchange Earning and Outgo

There are no foreign Exchange earnings and out go during the year.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements of Section 134(5) of the Companies Act, 2013, it is hereby confirmed:

- a) that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) 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 the profit or loss of the Company for the period ended 31.03.2015;
- c) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013, for safeguarding the assets of the company and for preventing and detecting any fraud and other irregularities;
- d) that the Directors had prepared the annual accounts on a going concern basis ;
- e) that the Directors have laid down internal financial controls to be followed by the company and such internal financial controls are adequate and were operating effectively; and
- f) that the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

There was no case filed during the year, under the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. Further, the Company ensures that there is a

healthy and safe atmosphere for every women employee at the workplace and have made necessary policies for safe and secure environment for women employees.

EXTRACT OF ANNUAL RETURN

The extract of the Annual Return in Form MGT-9 is annexed as **Annexure - 1** and forms part of this report.

ACKNOWLEDGEMENT

Your Directors' wishes to place on record its sincere thanks to all its Customers, Suppliers, Bankers and Central & State Government Authorities for extending support to your Company. The Board also places on record its sincere appreciation of the contribution made by all the stakeholders for placing their faith and trust on the Board.

Place: Mumbai
Date: 31/08/2015

By Order of the Board of Directors
For Max Alert Systems Limited

Sd/-
Bhalchandra Sadhale
Director
DIN: 06683457

Sd/-
Santhosh K Balachandran
Whole Time Director
DIN: 01141534

Annexure 1

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2015
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L74999MH2004PLC144034
2.	Registration Date	16/01/2004
3.	Name of the Company	MAX ALERT SYSTEMS LIMITED
4.	Category/Sub-category of the Company	Company Limited by Shares
5.	Address of the Registered office & contact details	17, Shilpin Centre, 40 GD Ambekar Marg, Wadala, Mumbai - 400031 Email: ipo@mspl.biz
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Sharepro Services (India) Private Limited 13 AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Mumbai – 400 072 Tel No. 022 6191 5402/022 6191 5404 Fax No. 022 6191 5444

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1.	Crushing and Mining of Stone	08106	82.18 %
2.	Turnkey project in the field of telecommunication	61900	17.82 %

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

SR. No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	Delta Infra Limited	U45400MH2002PLC137823	Associate	-	2(6)
2	Tangent International Consultancy Private Limited	U74140MH2007PTC175867	Associate	-	2(6)
3	Atharva Infratel Private Limited	U01403MH2007PTC175219	Associate	-	2(6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

A) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	5194750	0	5194750	56.47	5312350	0	5312350	57.75	1.28
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)	5194750	0	5194750	56.47	5312350	0	5312350	57.75	1.28
B. Public									

Shareholding									
1. Institutions	0	0	0	0	0	0	0	0	0
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (market makers)	717600	0	717600	7.80	1689600	0	1689600	18.37	10.57
Sub-total (B)(1):-	717600	0	717600	7.80	1689600	0	1689600	18.37	10.57
2. Non-Institutions									
a) Bodies Corp.	232050	0	232050	2.52	1192850	0	1192850	12.97	10.44
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	101950	0	101950	1.11	25150	0	25150	0.27	-0.83
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2953150	0	2953150	32.10	979550	0	979550	10.65	- 21.45
c) Others (specify)									
HUF	0	0	0	0	0	0	0	0	0
Non Resident Indians	0	0	0	0	0	0	0	0	0
Overseas Corporate	0	0	0	0	0	0	0	0	0

Bodies									
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	0	0	0	0	0	0	0	0	0
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies - D R	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):- Total Public Shareholding (B)=(B)(1)+ (B)(2)	4004750	0	4004750	43.53	3887150	0	3887150	42.25	-1.28
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	9199500	0	9199500	100.00	9199500	0	9199500	100.00	0.00

B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Anilkumar Chandra Nanatty	4675000	50.82	0	4792600	52.10	0	1.28

2	Lenin Chandran Nanatty	519750	05.65	0	519750	05.65	0	0.00
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B) Change in Promoters' Shareholding-

SN	Particulars	Shareholding at the beginning of the year		Date of increase/decrease in Shareholding	No. of shares increase d/decreased	Reason of Increase/decrease in Shareholding	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
1.	Anilkumar Chandra Nanatty At the beginning of the year	4675000	50.82					
				12/05/2014	117600	Market Purchase	4792600	52.10
	At the end of the year	4792600	52.10					
2.	Lenin Chandran Nanatty At the beginning of the year	519750	05.65					
				-	-	-	-	-
	At the end of the year	519750	05.65					

**D) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. Of shares	% of total shares of the company				No. of shares	% of total shares of the company
1.	Comfort Securities Ltd	717600	7.80	07/18/2014 07/25/2014 08/01/2014 09/30/2014 10/03/2014 10/10/2014 10/24/2014 12/05/2014	-64800 -19200 -14400 8400 -1200 -1200 -1200 25200	Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer	652800 633600 619200 627600 626400 625200 624000 649200	7.10 6.89 6.73 6.82 6.81 6.80 6.78 7.06
2.	Vinod Pradhan Bhanushali	186000	2.02	07/04/2014 07/11/2014 07/25/2014	-48000 -14400 -123600	Transfer Transfer Transfer	138000 123600 0	1.50 1.34 0.00
3.	Arvind Pradhan Bhanushali	156000	1.70	07/04/2014 07/11/2014 07/25/2014	-42000 -16800 -97200	Transfer Transfer Transfer	114000 97200 0	1.24 1.06 0.00
4.	Samruddhi Stock Brokers Ltd.	152400	1.66	07/04/2014	-152400	Transfer	0	0.00
5.	Rinku Vinod Bhanushali	150000	1.63	07/04/2014 07/11/2014 08/01/2014	-49200 -14400 -86400	Transfer Transfer Transfer	100800 86400 0	1.10 0.94 0.00

6.	Meena Arvind Bhanushali	132000	1.43	07/04/2014 07/11/2014 07/25/2014	-42000 -16800 -73200	Transfer Transfer Transfer	90000 73200 0	0.98 0.80 0.00
7.	Vinod Pradhan Bhanushali	132000	1.43	07/04/2014 07/11/2014 08/15/2014	-42800 -20800 -68400	Transfer Transfer Transfer	89200 68400 0	0.97 0.74 0.00
8.	Deepali Arvind Bhanushali	96000	1.04	07/04/2014 07/18/2014 07/25/2014	-3600 -3600 -88800	Transfer Transfer Transfer	92400 88800 0	1.00 0.97 0.00
9.	Kajal Vasantkumar Mange	90000	0.98	07/04/2014 07/25/2014	-3600 -86400	Transfer Transfer	86400 0	0.94 0
10.	Velji Karsandas Mange	90000	0.98	07/04/2014 07/18/2014 07/25/2014	-1200 -20400 -68400	Transfer Transfer Transfer	88800 68400 0	0.97 0.74 0.00

E) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	As on 1 st April, 2014				
1.	Lenin Chandran Nanatty	519750	05.65	519750	05.65
	Date wise Increase / Decrease in Director's Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.): *	-	-	-	-
	As on 31 st March, 2015				

1.	Lenin Chandran Nanatty	519750	5.65	519750	5.65
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V. INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of financial year				
i) Principal Amount	10,60,60,782	41,66,000	-	11,02,26,782
ii) Interest due but not paid		-	-	
iii) Interest accrued but not due		-	-	
Total (i+ii+iii)	10,60,60,782	41,66,000	-	11,02,26,782
Change in Indebtedness during the financial year				
* Addition	-	1,50,497	-	1,50,497
* Reduction	1,25,78,019	-	-	1,25,78,019
Net Change	1,25,78,019	1,50,497	-	12,42,722
Indebtedness at the end of the financial year				
i) Principal Amount	9,34,82,763	43,16,497	-	9,77,99,260
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	9,34,82,763	43,16,497	-	9,77,99,260

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTM/ Manager		Total Amount
		SANTHOSH BALACHANDRAN	LENIN CHANDRAN	-
1	Gross salary	384000	-	384000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity			

4	Commission - as % of profit - others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total (A)	384000	-	384000
	Ceiling as per the Act			

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors			Total Amount
		-	-	-	-
1	Independent Directors				-
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)	-	-	-	-
2	Other Non-Executive Directors				-
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS DIVYA VIJAY	CFO TAYAPPA KOLI	Total
1	Gross salary	-	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-

2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	-	-	-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

Place: Mumbai
Date: 31/08/2015

By Order of the Board of Directors
For Max Alert Systems Limited

Sd/-
Bhalchandra Sadhale
Director
DIN: 06683457

Sd/-
Santhosh K Balachandran
Whole Time Director
DIN: 01141534

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

Max Alert Systems Limited

(CIN: L74999MH2004PLC144034)

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Max Alert Systems Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the M/S Max Alert Systems Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I, hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Max Alert Systems Limited ("the Company") for the financial year ended on 31st March 2015, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

- vi) I have relied on the representation made by the company and its officers for the systems and mechanisms formed by the company for compliances under the other applicable Acts, Laws and Regulations as mentioned by the company in its Management Representation letter.

I have also examined compliance with the applicable clauses:

- i) Secretarial Standards issued by the Institute of Company Secretaries of India. Since these standards are applicable w.e.f 1st July 2015, they have not been considered for the purpose of this report.
- ii) Listing Agreement (SME Exchange) entered into by the company with the BSE Limited.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following specific observations:

1. The Company has not filed many E-forms i.e. MGT-14, MGT-15, AOC-4, MGT-7, CHG-1/CHG-4, MGT-10 etc. and delayed the filing of certain returns/ forms with the Registrar of Companies.
2. Non compliance has been observed under BSE SME Agreement i.e. Half Yearly financial results as 31/03/2014 has not been submitted, Composition of Remuneration Committee had 2 Non executive directors, Website of the company has not been maintained, Annual Report was not submitted to BSE, Voting Results of AGM 2014 were not submitted to BSE, Dispatch Proof of AGM notice was not produced. Some Minor delays in Quarterly compliance. Voting results were not submitted to BSE.
3. Non compliances were observed under section 185, 188 of the Companies Act, 2013 , Delay in appointment of KMP's,
4. Delay in Payment of Annual Listing Fees to BSE and Depositories annual fees.

I further report that

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c) As per the minutes of the Board duly recorded and signed by Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the year under report, the company has not undertaken event/action having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, etc. referred to above.

This Report is to be read with our letter of even date which is annexed as **Annexure- A** and forms an integral part of this Report.

Place : Mumbai

Date: 31/08/2015

Sd/-

Poonam Somani

ACS No. 23962

C P No.: 8642

To,
The Members,
Max Alert Systems Limited
(CIN: L74999MH2004PLC144034)

'Annexure A'

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company my responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company. The compliance by the Company of the applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit, since the same have been subject to review by the other designated professionals.
4. Where ever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.

5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : Mumbai
Date: 31/08/2015

Sd/-

Poonam Somani
ACS No. 23962
C P No.: 8642

CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY:

Your Company has been practicing the principal of good corporate governance over the years. It is committed to follow sound systems to support healthy business growth. The Company has complied with the recommendations of the code of corporate governance. Your Company is also committed to adherence to highest standards of corporate governance both in letter and in spirit.

The Company believes that all its operations and actions must serve the underlying goal of enhancing overall shareholder value, over a sustained period of time.

2. BOARD OF DIRECTORS:

1. As on March 31, 2015, the Company has five directors. Out of the Five Directors, Three are non-executive and independent directors. The composition of the board is in conformity with Clause 52 of the Listing Agreement (SME Exchange) entered into with the stock exchange.

2. None of the directors on the board is member of more than ten committees or chairman of more than five committees across all the public companies in which he is a director. Necessary disclosures regarding committee positions in other public companies as on March 31, 2015 have been made by the directors.

3. Independent directors are non-executive directors as defined under Clause 52(I)(A)(iii) of the Listing Agreement (SME Exchange) entered into with the BSE Ltd. The maximum tenure of the independent directors is in compliance with the Companies Act, 2013 ("Act"). All the Independent Directors have confirmed that they meet the criteria as mentioned under clause 52 of the Listing Agreement (SME Exchange) and Section 149 of the Companies Act 2013.

a) Composition and Category:

The Board of Directors of the Company comprises of a fair number of Independent Professionally competent and acclaimed Non Executive Directors as on 31st March, 2015 as per the details given as under:

NAME	DESIGNATION
Mr. Santhosh K Balachandran	Whole Time Director
Mr. Lenin Chandran	Managing Director

NAME	DESIGNATION
Mr. Bhalchandra Shrikrishna Sadhale	Non Executive and Independent Director
Mr. Valiyakath Adimakungu Noushad	Non Executive and Independent Director
Ms. Jyoti Devendra Gangurde	Non Executive and Independent Director

b) Board Meetings, Attendance & committee Memberships:

The name and categories of the Directors on the Board, their attendance at Board Meetings during the year and at the last Annual General Meeting, as also the number of Directorships and Committee Memberships / Chairmanships held by them in Indian Public Companies (including the Company) as on March 31, 2015 are given below:

Name of Director	Category of Directorship	Attendance at		No. of Directorships in Public Companies (Including the company)	No. of committee positions held in Public Companies (Including the Company)	
		Board Meetings	Last AGM		Chairman	Member
Mr. Santhosh K Balachandran	Whole Time Director	8	Yes	1 public limited Listed company	-	2
Mr. Lenin Chandran	Managing Director	8	Yes	1 public limited Listed company *	-	1
Mr. Bhalchandra Shrikrishna Sadhale	Non Executive & Independent	8	No	1 public limited Listed company	2	3
Mr. Valiyakath Adimakungu Noushad	Non Executive & Independent	8	No	1 public limited Listed company	1	2
*Ms. Jyoti Devendra Gangurde	Non Executive & Independent	-	-	1 public limited Listed company	-	1

* Jyoti Gangurde was appointed as an Additional Director w.e.f. 31/03/2015.

c) Number of Board Meetings held and dates on which held:

During the financial year ended 31st March, 2015, Nine (9) Board Meetings were held and the gap between two meetings did not exceed one hundred twenty days. The dates on which the said meetings were held:

30th May 2014, 14th July 2014, 30th August 2014, 05th September 2014, 29th September 2014, 15th November 2014, 17th February 2015, 27th March 2015, and 31st March 2015,

The necessary quorum was present for all the meetings.

The terms and conditions of appointment of the independent directors are disclosed in their letter of appointment.

During the year a separate meeting of the independent directors was held inter-alia to review the performance of non-independent directors and the board as a whole.

The Board periodically reviews compliance reports of all laws applicable to the Company, prepared by the Company.

3. AUDIT COMMITTEE:

A. Composition and attendance

The Audit Committee comprises of Two Non Executive and One Executive Director, Mr. Bhalchandra Shrikrishna Sadhale (Chairman), Mr. Valiyakath Adimakungu Noushad and Mr. Santhosh K Balachandran as on 31/03/2015.

The Committee has met Four (4) times and the gap between two meetings did not exceed four months. The dates on which the said meetings were held are as follows:

30th May 2014, 05th September 2014, 15th November 2014, 23rd February 2015. The Statutory Auditors are Invitees to the Meeting.

Details of attendance of each Director at the Audit Committee Meetings are given below:-

Name of the Director	Position	Category	Meeting attendance
Mr. Bhalchandra Shrikrishna Sadhale	Chairman	Non-Executive & Independent Director	4
Mr. Valiyakath Adimakungu Noushad	Member	Non-Executive & Independent Director	4
Mr. Santhosh K Balachandran	Member	Executive Director & Non-Independent Director	3

B. Terms of Reference

The brief terms of reference of the Audit Committee include: –

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommend the appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval,
- Reviewing, with the management, the half yearly financial statements before submission to the board for approval; with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by Management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Qualifications in the draft audit report.
- Reviewing, with the management, the half yearly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;

- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

4. NOMINATION AND REMUNERATION COMMITTEE:

A. Composition and attendance

The Remuneration committee was reconstituted as the Nomination and Remuneration Committee according to the provisions of the Act. The committee comprises of three Directors as on 31st March, 2015 i.e Mr. Bhalchandra Shrikrishna Sadhale (Chairman of the Committee), Mr. Valiyakath Adimakungu Noushad and Ms. Jyoti Devendra Gangurde are members of the committee respectively. The Committee has met Two (2) times during the financial year ended 31st March 2015 i.e. on 30th May 2014, 15th November, 2014 .

Name of the Member	Position	Category	Meeting attendance
Mr. Valiyakath Adimakungu Noushad	Chairman	Non-Executive & Independent Director	2
Mr. Bhalchandra Shrikrishna Sadhale	Member	Non-Executive & Independent Director	2
*Mr. Santhosh K Balachandran	Member	Executive Director & Non- Independent Director	2
*Ms. Jyoti Devendra	Member	Non-Executive & Independent Director	-

Gangurde			
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* Mr. Santhosh K. Balachandran (DIN: 01141534) ceased to be member of the committee w.e.f. 31st March, 2015.

* Ms. Jyoti Devendra Gangurde (DIN: 05199038) was appointed as member of the Committee on 31st March, 2015.

B. Terms of Reference

The broad terms of reference of the nomination and Remuneration Committee are as under:

- Recommend to the board the set up and composition of the board and its committees including the “formulation of the criteria for determining qualifications, positive attributes and independence of a director”. The committee will consider periodically reviewing the composition of the board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.
- Recommend to the board the appointment or reappointment of directors.
- Devise a policy on board diversity.
- Recommend to the board appointment of key managerial personnel (“KMP” as defined by the Act) and executive team members of the Company (as defined by this committee).
- Carry out evaluation of every director’s performance and support the board and independent directors in evaluation of the performance of the board, its committees and individual directors. This shall include “formulation of criteria for evaluation of independent directors and the board”.
- Recommend to the board the remuneration policy for directors, executive team or key managerial personnel as well as the rest of the employees.
- On an annual basis, recommend to the board the remuneration payable to the directors and oversee the remuneration to executive team or key managerial personnel of the Company.
- Oversee familiarization program for directors.
- Oversee the human resource philosophy, human resource and people strategy and human resource practices including those for leadership development, rewards and recognition, talent management and succession planning (specifically for the board, key managerial personnel and executive team).
- Provide guidelines for remuneration of directors on material subsidiaries.
- Recommend to the board on voting pattern for appointment and remuneration of directors on the boards of its material subsidiary companies.
- Performing such other duties and responsibilities as may be consistent with the provisions of the committee charter.

C. Remuneration Policy:

Subject to the approval of the Board of Directors and subsequent approval by the members at

the General Meeting and such authorities as the case may be, remuneration of Managing Director and Whole time Directors is fixed by the Remuneration Committee. The remuneration is decided by the Remuneration Committee taking into consideration various factors such as qualifications, experience, expertise, prevailing remuneration in the competitive industries, financial position of the company etc.,

D. Details of the remuneration to the directors for the year.

During the year remuneration of Executive Directors was within the limit as approved by the shareholders of the company.

Mr. Santhosh K Balachandran was paid Remuneration of Rs. 32000/- Per month during the year.

No remuneration has been paid to non executive directors of the company during the year

5. STAKEHOLDER RELATIONSHIP COMMITTEE:

A. Composition and attendance:

Three (3) meetings of the committee were held during the year i.e. on 30th May, 2014, 13th August, 2014 and 11th February, 2015.

The composition and attendance of Stakeholders Relationship Committee as on 31st March 2015 is given below. The quorum for functioning of the committee is any two (2) directors present.

Name of the Member	Position	Category	Meeting attendance
Mr. Bhalchandra Shrikrishna Sadhale	Chairman	Non-Executive & Independent Director	3
Mr. Lenin Chandran	Member	Executive & Promoter	3
Mr. Santhosh K Balachandran	Member	Executive Director & Non- Independent Director	3

B. Terms of Reference:

The Company has a Stakeholder Relationship Committee to look into redress of Investors Complaints and requests such as delay in transfer of shares, non receipt of Dividend, Annual Report, revalidation of Dividend warrants etc.,

The committee deals with various matters relating to:

- Transfer / transmission of shares
- Issue of Share certificate in lieu of lost, sub-divided, consolidated, rematerialized or defaced certificates.
- Consolidation / splitting of folios
- Review of shares dematerialized and all other related matters.
- Investors grievance and redressal mechanism and recommend measures to improve the level of investors services.

C. Information on Investor Grievances for the period from 1st April, 2014 to 31st March 2015:

There are no outstanding complaints at the close of financial year which were received from shareholders during the year. The Company has no transfers pending at the close of the financial year.

The total no. of complaints received and complied during the year were:

Opening: Nil

Complaints Received: Nil

Complied: Nil

Pending: Nil

The complaints are generally attended to within seven days from the date of receipt of the complaint, as communicated by the Registrar and Share Transfer Agent.

The Outstanding complaints as on 31st March 2015 – Nil

D. Compliance Officer:

Mr. Santhosh K Balanchandran held the office of compliance officer till 31st March, 2015. Thereafter, In the Board Meeting held on 31st March, 2015, Ms. Divya Vijay was appointed as the Company Secretary and Compliance Officer of the company.

6. GENERAL BODY MEETINGS:

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

YEAR	LOCATION	DAY AND DATE	TIME
For the financial year from 01/04/2013 to	101, Kalpvrusha Building, R.H.B. Road, Mulund(W), Mumbai- 400080	Tuesday, 30 th September, 2014	05.00 P.M

31/03/2014			
For the financial year from 01/04/2012 to 31/03/2013	17, Shilpin Centre, 40 G.D. Ambekar Marg, Wadala (West), Mumbai-400 031	Monday, 30 th September, 2013	04.00 P. M
For the financial year from 01/04/2011 to 31/03/2012	17, Shilpin Centre, 40 G.D. Ambekar Marg, Wadala (West), Mumbai-400 031	Saturday, 29 th September, 2012	11.00 A.M

b. Extra Ordinary General Meeting

There was no Extra Ordinary General Meeting during the financial year ended on 31st March, 2015.

c. Special Resolution

There was no Special Resolution passed in the previous Annual General Meetings (AGM's)

7. DISCLOSURES

a. Related Party transactions

During the period under review, besides the transactions reported in the Notes to Accounts to the Financial Statements, there were no other related party transactions of material nature with the promoters, Directors, the management or their subsidiaries or relatives during the year that may have potential conflict with the interest of the company at large.

The board has approved a policy for related party transactions.

b. Details of non-compliance by the Company, penalties, structures imposed on the Company by the Stock Exchange(s) or SEBI or any statutory authority, on any matter related to capital markets, during the last three years:

No penalty, or structure was imposed by the Stock Exchange or SEBI or any other authority, during the last 3 (three) years.

c. Accounting treatment in preparation of Financial Statements

The guidelines/ accounting standards laid down by the Institute of Chartered Accountants of India (ICAI) and prescribed under Section 133 of the Companies Act, 2013 have been followed in preparation of the financial statements of the Company in all material respects.

.d. The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees and directors to report concerns about unethical behaviour. No person has been denied access to the chairman of the audit committee.

e. Reconciliation of share capital audit:

A qualified Practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the national securities depository limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

f. Code of Conduct

Your Company has laid down a Code of Conduct ("Code") for all the Board Members and Senior Management Personnel of the Company.

All Directors and Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct for the financial year ended March 31, 2015.

8. SUBSIDIARY COMPANIES

The Company has no subsidiaries as on March 31, 2015.

9. GENERAL SHAREHOLDER INFORMATION:

(i) Day, Date and Time:

Wednesday, 30th September 2015 at 11.00 A.M.

Venue: Ground Floor, Kalpvruksha Building, R.H.B Road, Near Mulund Granthalaya, Mulund (W), Mumbai- 400080.

(ii) Financial Calendar 2015-16 (Tentative)

Results for the half year : 2nd week of Nov 2015
ending 30th Sep, 2015

Results for the year : last of Week of May 2016
ending 31st March 2016

(iii) Book Closure Date : 26th September 2015 to 30th September 2015
(Both the days inclusive)

(iv) Registered Office : 17, Shilpin Centre, 40 GD Ambekar Marg,
Wadala, Mumbai - 400031

(v) Equity shares listed on Stock Exchanges : BSE Limited, Mumbai (SME Exchange)

Note: The Annual listing fees as prescribed have been already paid to the BSE Limited, Mumbai, for the year 2015-16.

(vi) Company Registration Details:

The Corporate Identity Number (CIN) : L74999MH2004PLC144034

Trading Symbol at BSE Limited, : Scrip Code: 534563
Scrip id: MASL

Demat ISIN Number in NSDL & CDSL : Equity Shares INE253N01010

(vii) Bombay Stock Exchange Stock Market Data (in Rs. / per share):

Period	High (Rs.)	Low (Rs.)
Apr. 2014	100.00	100.00
May. 2014	131.00	100.00
June.2014	176.00	110.00
July. 2014	198.50	171.00
Aug. 2014	188.00	178.10
Sept. 2014	187.90	116.20
Oct. 2014	111.00	59.40
Nov. 2014	59.30	39.35
Dec. 2014	39.50	34.00
Jan. 2015	34.00	31.00
Feb. 2015	32.00	31.40
Mar. 2015	32.00	30.10

Viii) Distribution of Shareholdings as on 31st March 2015:

Shares Holding of nominal value of	Shares Holders		Total Number of shares	
Rs. Rs.	Number	% total	Number	% of total
Upto 500	21	20.388	8400	0.091
500 - 1000	06	5.825	3550	0.039

1001 - 2000	04	3.883	5600	0.061
2001 - 3000	04	3.883	9600	0.104
3001 - 4000	06	5.825	21600	0.235
4001 - 5000	04	3.883	19200	0.209
5001 - 10000	13	12.621	97200	1.057
10001 & above	45	43.689	9034350	98.205
Total	103	100	9199500	100

(ix) Registrars and Transfer Agents:

(Share transfer and communication regarding share certificates, dividends and change of address)	Sharepro Services (India) Private Limited Add: 13 AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Mumbai – 400 072 Tel: 022- 6772 0300/022- 6772 0400 Fax: 022 – 2859 1568 Email: anil.s@shareproservices.com/ sme.ipo@shareproservices.com
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(x) SHARE TRANSFER SYSTEM:

Company has 100% of its Equity Shares in dematerilised form. Hence Physical Share transfer does not taken place.

(xi) SHARE HOLDING AS ON 31ST MARCH 2015:

Category	No. of Shares	Percentage of Total Capital
Promoters	5312350	57.75
Private Corporate Bodies	1192850	12.97
Resident Individuals	1004700	10.92
Others	1689600	18.36
Total	9199500	100.00

(xii) LIST OF TOP 10 SHAREHOLDERS OF THE COMPANY AS ON 31.03.2015

SR.		No. of Shares	Percentage
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NO.	Name of Shareholder	Held	(%)
1.	Comfort Securities Ltd.	649200	7.06
2.	Comfort Securities Ltd.	1040400	11.31
3.	Rasika Ravindra Sakpal	436800	4.75
4.	Tradeswift Broking Private Limited	215600	2.34
5.	Usha Polychem India Pvt Ltd	193200	2.10
6.	Ramdut Infraprojects Private Limited	144800	1.57
7.	MC Pride Distillery Private Ltd	105600	1.15
8.	Reshmi Rohit Jain	92000	1.00
9.	Sujata Ravi Nair	80400	0.87
10.	Karan Rohit Jain	64000	0.70

(xii) DEMATERIALISATION OF SHARES:

Company's 100% of the Equity Shares have been in dematerialized form as on 31st March, 2015.

(xiii) LIQUIDITY:

Relevant data of the average daily working days turnover for the financial year ended 31st March, 2015 is given below:

BSE Limited, Mumbai

ISIN No. : INE253N01010
No. of Shares : 24958.37
Amount (in Rs.) : 30, 11,673.96

(xiv) INVESTOR CORRESPONDENCE FOR TRANSFER / DEMATERILISATION OF SHARES AND ANY OTHER QUERY RELATING TO THE SHARES OF THE COMPANY:

For Shares held in Physical form	For Shares held in Demat Form
Sharepro Services (India) Private Limited Add: 13 AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Mumbai – 400	To Depository Participant or Sharepro Services (India) Private Limited Add: 13 AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road,

072 Tel: 022- 6772 0300/022- 6772 0400 Fax: 022 – 2859 1568 Email: anil.s@shareproservices.com/ sme.ipo@shareproservices.com	Sakinaka, Mumbai – 400 072 Tel: 022- 6772 0300/022- 6772 0400 Fax: 022 – 2859 1568 Email: anil.s@shareproservices.com/ sme.ipo@shareproservices.com
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Any query on Annual Report	Max Alert Systems Limited 17, Shilpin Centre, 40 GD Ambekar Marg, Wadala, Mumbai - 400031 Email Id: ipo@mspl.biz
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(xv) ADDRESS FOR CORRESPONDENCE

17, Shilpin Centre, 40 GD Ambekar Marg, Wadala, Mumbai - 400031

DECLARATION BY THE MANAGING DIRECTOR REGARDING COMPLIANCE WITH CODE OF CONDUCT AS PER CLAUSE 52 OF THE LISTING AGREEMENT (SME EXCHANGE)

In accordance with Clause 52 of the Listing Agreement (SME Exchange) with the Stock Exchange, I hereby confirm that, all Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct, as applicable to them, for the financial year ended March 31, 2015.

**Place: Mumbai,
Date: 31/08/2015**

**Sd/-
Santhosh Balachandran
Whole Time Director
DIN - 01141534**

COMPANY SECRETARY'S REPORT ON CORPORATE GOVERNANCE

To
The Members,

MAX ALERT SYSTEMS LIMITED

We have examined the compliance of conditions of Corporate Governance by Max Alert systems Limited for the year ended on 31st March, 2015, as stipulated in Clause 52 of listing agreement (SME Listing) of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of 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 the above mentioned Listing Agreement (SME Listed) other than composition of Remuneration committee which has only 2 non executive directors.

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.

Place : Mumbai
Dated: 31.08.2015

SD/-
Poonam Somani
Practicing Company Secretary
M. No. 23962
COP No. 8642

CEO CERTIFICATION

To,
The Board of Directors
Max Alert Systems Limited

Dear Sirs,

We have reviewed financial statements and the cash flow statement for the year ended 31st March 2015 and to the best of our knowledge and belief that:

- i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- ii. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- iii. No transactions entered into by the Company during the above said period which are fraudulent, illegal or violate of the company's code of conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

We have indicated to the Auditors and the Audit Committee that:

- iv. Significant changes in internal control over financial reporting during the year;
- v. Significant changes in accounting policies during the period and that the same have been disclosed in the notes to the financial statements; and
- vi. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting

For Max Alert Systems Limited

Place: Mumbai
Dated: 31.08.2015

Sd/-
Lenin Chandran
Managing Director

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A) INDUSTRY STRUCTURE AND DEVELOPMENT:

Max Alert Systems Ltd. has recently expanded its business in stone crushing & mining and also in providing turnkey project solutions in the field of telecommunications.

The global market for construction aggregates is expected to increase reflecting a moderation in aggregates-intensive non-building construction activity, demand for construction aggregates will still post solid gains.

India will register the largest increases in product sales, as construction activity rises rapidly in the Asia.

Further, India is currently the world's second-largest telecommunications market and has registered strong growth in the past decade and half. The Indian mobile economy is growing rapidly and will contribute substantially to India's Gross Domestic Product (GDP), consecutively turnkey projects solution in the field of telecommunication also has good perspective of growth.

B) PERFORMANCE:

During the financial year ended on 31st March, 2015, the Income from Operations of the Company stood at Rs. 376,171,978/- as compared to previous financial year ended on 31st March, 2014, of Rs. 388,491,885 /-.

In the following table, please find brief of financials of the Company:

PARTICULARS	For the year ended 31st March, 2016 (in Rs.)	For the Year ended 31st March, 2015 (in Rs.)
GROSS REVENUE	376,227,139	390,201,481
PROFIT /(LOSS) BEFORE DEPRECIATION/ AMORTIZATION EXPENSES AND TAXATION	12,204,758	(6,380,994)
Less: Depreciation & Amortization Expenses	17,466,998	13,462,144
PROFIT /(LOSS) FOR THE	(5,262,240)	(19,843,138)

YEAR BEFORE TAXATION		
Less: Provision for Taxation		
Current Tax	1,575,504	473,465
Deferred Tax	2,291,878	190,198
MAT Entitlement	-	-
PROFIT/ (LOSS) AFTER TAX	(4,545,866)	(20,506,801)
Less: Minority Interest	-	-
Profit on Sale of Subsidiary	-	-
Profit /(Loss) of VJTF Infrastructure Private Limited (Associate)	-	-
Prior Period Taxation Adjustment	-	-
Add: Brought forward balance from previous year	14,983,974	35,490,774
Balance Carried to Balance Sheet	10,438,108	14,983,974

C) OPPORTUNITIES & THREATS

Currently, Max Alert owns and operates crusher in Deoghar, Jharkhand. Max Alert is also providing Turnkey services to telecom operators & tower companies like Indus Towers, Idea Cellular, etc. in the state of Kerala. This telecom division completes 4 new sites & 10 sharing sites every month.

Further, Max Alert plans to have 37 crushers operational across India in the coming years in Jharkhand, Madhya Pradesh, Chhattisgarh, Tamil Nadu & Kerala. Of these, 17 crushers are planned in the state of Jharkhand itself and expansion of business is also expected in Turnkey services to telecom operators.

However, the said business are prone to various threats external threats i.e. government policies, State Policies, Pollution Laws, Market for Infrastructure Development etc.

D) INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

An appropriate and adequate system of internal controls exist in your company to ensure that all assets are safeguarded and protected against loss or from misuse or disposition, and that the transactions are authorized, recorded and reported suitably. Internal control systems are ensuring effectiveness of operations, accuracy and promptness of financial reporting and observance with laws & regulations.

The internal control is supplemented on an ongoing basis, by an extensive program of internal audit being implemented throughout the period. The internal audit reports along with management comments thereon are review by the Audit Committee of the Board comprising of independent and non-executive Directors, on a regular basis. Implementations of the suggestions are also monitored by the Audit Committee. The internal control is designed to ensure that the financial and other records of the company are reliable for preparing financial statements and other data, and for maintaining accountability of assets.

E) HUMAN RESOURCES POLICIES:

It is your company's belief that people are at the heart of corporate & constitute the primary source of sustainable competitive advantage. The trust of your company's human resource development efforts therefore is to create a responsive and market driven organization. Your company continues its focus on strengthening competitiveness in all its business. Your directors look forward to the future with confidence. The company has followed a conscious policy of providing training to Management Staff through in-house and external programmes, for upgrading personal and technical skills in relevant areas of functional disciplines.

F) RISK MANAGEMENT:

Although the company has long been following the principle of risk minimization as is the norm in every industry, it has now become a compulsion.

Therefore, in accordance with clause 52 of the listing agreement (SME Exchange), the Board members were informed about risk assessment and minimization procedures after which the Board formally adopted steps for framing, implementing and monitoring the risk management plan for the company through Audit Committee.

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are Regulations, competition, Business risk, Technology obsolescence, Investments, retention of talent and expansion of facilities.

Business Risk, inter alia, further include financial risk, political risk, fidelity risk, legal risk. As a matter of policy, these risks are assessed and steps are taken to mitigate the same.

G) CAUTIONARY STATEMENT:

The statements in report of the Board of Directors and the Management Discussion & Analysis Report describing the Company's outlook, estimates or predictions may be forward looking statements within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied since the Company's operations are influenced by many external and internal factors beyond the control of the Company. The Company takes no responsibility for keeping the members updated on changes in these factors except as may be statutorily required from time to time.

**By Order of the Board of Directors
For Max Alert Systems Limited**

**Place: Mumbai
Date: : 31st August, 2015**

**Sd/-
Santhosh Balachandran
Wholetime Director
DIN- 01141534**

**Sd/-
Bhalchandra Sadhale
Director
DIN- 06683457**

**Independent Auditor's Report
To the Members of Max Alert Systems Limited**

Report on the Financial Statements

We have audited the accompanying financial statements of Max Alert Systems Limited ('the Company') which comprise the balance sheet as at 31 March 2015, the statement of profit and loss and the cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

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 2015;
- (ii) in the case of the statement of profit and loss, of the profit for the year ended on that date; and
- (iii) in the case of the cash flow statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956.

for Jain Vinay & Associates

Chartered Accountants

Firm's registration number: 006649W

Sd/-

CA. Vinay Jain

Partner

Membership number: 075558

Place: Mumbai

Date: 30.5.2015

Annexure to the Auditors' Report

The Annexure referred to in our report to the members of Max Alert Systems Limited ('the Company') for the year ended 31 March 2015. We report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) Fixed assets disposed off during the year were substantial, although do not affecting the going concern assumption.
- (ii) In respect of its inventories:
 - (a) As explained to us, physical verification of inventory has been conducted by the management at reasonable intervals.
 - (b) In our opinion and according to the information & explanations given to us, the Procedures for physical verifications of inventory followed by the Management are Reasonable and adequate in relation to the size of the company and nature of its Business.
 - (c) The company has maintained proper records of inventory, as explained to us, there were no material discrepancies noticed on physical verification of stocks having regard to the size of the companies operation and the same have been properly dealt with in the books of account.
- (iii) (a) The Company has granted loans to Companies covered in the register maintained under section 301 of the Companies Act, 1956 ('the Act'). The maximum amount outstanding during the year was Rs 2,44,34,996.36 and the year-end balance of such loan amounted to Rs.88,21,846.27. Other than the above, the Company has not granted any loans, secured or unsecured, to companies, firms or parties covered in the register maintained under section 301 of the Act.
- (b) As explained to us, there are no stipulations as to the rate of interest and other terms and conditions of the loan granted by the company.
- (c) In the case of the loans granted to the Companies listed in the register maintained under section 301 of the Act, the borrowers have been regular in the payment of the interest as stipulated. The terms of arrangement do not stipulate any repayment schedule and the loans are repayable on demand. Accordingly, paragraph 4(iii)(c) of the Order is not applicable to the Company in respect of repayment of the principal amount.
- (d) There are no overdue amounts of more than rupees one lakh in respect of the loans granted to the bodies corporate listed in the register maintained under section 301 of the Act.
- (e) The Company has not taken any loans, secured or unsecured from companies, firms or parties covered in the register maintained under section 301 of the Act. Accordingly, paragraphs 4(iii)(f) to 4(iii)(g) of the Order are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company. We have not observed any major weakness in the internal control system during the course of the audit.

- (v) (a) In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in section 301 of the Act have been entered in the register required to be maintained under that section.
- (b) In our opinion, and according to the information and explanations given to us, the transactions made in pursuance of contracts and arrangements referred to in (v)(a) above and exceeding the value of Rs 5 lakh with any party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (vi) The Company has not accepted any deposits from the public.
- (vii) In our opinion, the Company has an internal audit system commensurate with the size and the nature of its business.
- (viii) The Central Government of India has not prescribed the maintenance of cost records under Section 209(1)(d) of the Act for any of the services rendered by the Company.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Income-tax, Sales-tax, Service tax and other material statutory dues have not been regularly deposited during the year by the Company with the appropriate authorities. Details are as below;

LIABILITY	AMOUNT
MAT	Rs.57,71,250/-
Income Tax	Rs.20,48,969/-
Provident Fund Contribution	Rs.39,220/-
Central Sales Tax	Rs.44,707/-
ESIC	Rs.495/-
WCT	Rs.8,35,906/-
VAT	Rs.96,54,084/-
PT	Rs.50,066/-
Service Tax	Rs.11,05,033/-
TDS	Rs.6,18,687/-

- (b) According to the information and explanations given to us, there are no material dues of Wealth tax and Cess which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of Income tax and Sales tax have not been deposited by the Company on account of disputes:

LIABILITY	AMOUNT(Rs)
Sales Tax (2009-10)	43,609/-
Income Tax (A.Y. 2007-08)	2,15,682/-
Income Tax (A.Y. 2008-09)	3,35,193/-
Income Tax (A.Y. 2009-10)	50,86,904/-
Income Tax (A.Y. 2010-11)	20,27,470/-
Income Tax (A.Y. 2011-12)	62,13,601/-
Income Tax (A.Y. 2012-13)	81,905/-

- (x) The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (xi) The Company have Rs.9,34,82,763/- outstanding dues to financial institution & banks during the year.
- (xii) The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion and according to the information and explanations given to us, the Company is not a chit fund/ nidhi/ mutual benefit fund/ society.
- (xiv) According to the information and explanations given to us, the Company is not dealing or trading in shares, securities, debentures and other investments.
- (xv) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xvi) The Company have Rs.NIL term loans outstanding during the year.
- (xvii) The Company has not raised any funds on short-term basis
- (xviii) The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
- (xix) The Company did not have any outstanding debentures during the year.
- (xx) The Company has not raised money by public issues during the year.
- (xxi) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

For Jain Vinay & Associates

Chartered Accountants

Firm's registration number: 006649W

Sd/-

CA. Vinay Jain

Partner

Membership number: 075558

Mumbai

Date: 30.5.2015

MAX ALERT SYSTEMS LIMITED			
BALANCE SHEET AS AT 31ST MARCH, 2015			
Particulars	Note No.	AS AT 31ST MARCH 2015	AS AT 31ST MARCH 2014
I. EQUITY AND LIABILITIES		Rs.	Rs.
<u>(1) Shareholder's Funds</u>			
(a) Share Capital	1	91,995,000	91,995,000
(b) Reserves and Surplus	2	50,458,108	55,003,974
(2) Share Application Money pending allotment	3	-	-
<u>(3) Non-Current Liabilities</u>			
(a) Long-Term Borrowings	4	15,766,076	18,756,256
(b) Deferred Tax Liabilities (Net)	5	-	1,010,024
<u>(4) Current Liabilities</u>			
(a) Short-Term Borrowings	6	82,033,184	91,470,526
(b) Trade Payables	7	18,945,210	24,380,133
(c) Other Current Liabilities	8	35,353	3,009,678
(d) Short-Term Provisions	9	22,083,871	18,644,392
Total Equity & Liabilities		281,316,803	304,269,983
II. ASSETS		Rs.	Rs.
<u>(1) Non-Current Assets</u>			
<u>(a) Fixed Assets</u>	10		
(i) Tangible Assets		97,699,906	90,575,995
(ii) Intangible Assets		-	-
(iii) Capital Work in Progress		-	-
Total		97,699,906	90,575,995
(b) Deferred Tax Assets (Net)		1,281,854	-
(c) Long term loans and advances	11	62,500	62,500
(d) Other non-current assets	12	-	-
<u>(2) Current Assets</u>			
(a) Inventories	13	1,560,097	64,580,425
(b) Trade receivables	14	115,810,373	110,410,704
(c) Cash and cash equivalents	15	18,481,930	11,133,196
(d) Short-term loans and advances	16	42,509,765	24,894,352
(e) Other Current Assets	17	3,910,378	2,612,809
Total Assets		281,316,803	304,269,983
Significant Accounting Policies & Other Notes To Accounts		26	-
Notes referred to above and attached there to form an integral part of Balance Sheet			
This is the Balance Sheet referred to in our Report of even date.			
For Jain Vinay & Associates		For Max Alert Systems Ltd	
Chartered Accountants			
Sd/-		Sd/-	
CA. Vinay Jain		Santhosh Balachandran	
Partner		(Whole Time Director)	
Mem. No.: 075558			
Firm Reg. No.: 006649W		Sd/-	
		Bhalchandra Sadhale	
		(Director)	
		Place: Mumbai	
		Dated:30.05.2015	

PART II - STATEMENT OF PROFIT AND LOSS MAX ALERT SYSTEMS LIMITED PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH 2015 (IN RUPEES)					
Sr. No	PARTICULARS	NOTE NO.	FIGURES FOR THE CURRENT REPORTING PERIOD 2014-15		FIGURES FOR THE PREVIOUS REPORTING PERIOD 2013-14
	<u>REVENUE FROM OPERATIONS</u>				
I	Revenue from Operations	18		376,171,978	388,491,885
II	Other Income	19		55,161	1,709,596
III	TOTAL REVENUE (I+II)			376,227,139	390,201,481
IV	<u>EXPENSES:</u>				
a	Cost of material Consumed	20		201,258,466	244,875,103
b	Employee Benefits Expenses	21		20,127,112	20,094,444
c	Finance Cost	22		2,661,737	14,179,292
d	Depreciation and amortization expense	23		17,466,998	13,462,144
e	Other expenses	24		139,975,067	117,433,636
V	TOTAL EXPENSES			381,489,379	410,044,619
VI	PROFIT BEFORE TAX (III-V)			(5,262,240)	(19,843,138)
VII	Tax Expenses				
a	Current Tax			1,575,504	473,465
c	Deferred Tax			2,291,878	190,198
VIII	PROFIT (LOSS) FOR THE PERIOD (VI+VII)			(4,545,866)	(20,506,801)
IX	Earning per equity shares				
a	Basic	25		(0.49)	(2.23)
SIGNIFICAT ACCOUNTING POLICY		Q			
NOTES TO ACCOUNTS		26			
On Behalf of the Board of Directors For Max Alert Systems Limited Sd/- Santhosh Balachandran (Whole Time Director) Sd/- Bhalchandra Sadhale (Director) Place: Mumbai Dated:30.05.2015			Auditor's Report Signed in terms of our separate report of even date. For Jain Vinay & Associates Sd/- CA. Vinay Jain Partner Mem. No.: 075558 Firm Reg. No.: 006649W		

MAX ALERT SYSTEMS LIMITED		
CASH FLOW STATEMENT ANNEXED TO THE BALANCE SHEET FOR THE F.Y. 2014-15		
PARTICULARS	31st March, 2015	31st March, 2014
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) after tax	(4545866)	(20506801)
Adjustment for :		
(a) Depreciation & Amortization	17466998	13462144
(b) Statutory provisions	0	0
(c) Profit/ Loss on sale of assets	(6713247)	0
(d) Bad & Doubtful Loans & Advances	0	0
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	6207885	(7044657)
Adjustment for :		
(a) Trade Receivables	(5399669)	(6638056)
(b) Inventories	63020328	5172653
(c) Short-term loans and advances	(17615413)	20039698
(d) Other Current Assets	(1297569)	7554854
(e) Short-Term Borrowings	(9437342)	18738273
(f) Trade Payables	(5434923)	(7765788)
(g) Other Current Liabilities	(2974325)	(6697235)
(h) Short Term Provision	3439479.4	(3504090)
CASH GENERATED FROM OPERATIONS	30508452	19855652
CASH FLOW BEFORE EXTRAORDINARY ITEMS	30508452	19855652
(a) Extraordinary Items Prior Period		
(b) Priorperiod Expenses/Income		
(c) Income Tax/Deferred Tax	4421373	190198
NET CASH FLOW FROM OPERATING ACTIVITIES	34929825	20045850
B. CASH FLOW FROM INVESTING ACTIVITIES		
(a) Purchase of Fixed Assets	(42304157)	(19597198)
(b) Sale of Fixed Assets	17713247	2053149
(c) Dividend received		
NET CASH FLOW IN INVESTING ACTIVITIES	(24590910)	(17544049)
C. CASH FLOW FROM FINANCIAL ACTIVITIES		
(a) Issue of Share Capital		
(b) (Decrease)/Increase in Borrowing	-2990180	(199669)
(c) Interest (Paid)/Received		
(d) Long term loans and advances	0	0
(e) Other non-current assets	0	0
(f) (Decrease)/Increase in Share Application Money	0	0
(g) Dividend Paid	0	0
NET CASH FLOW IN FINANCIAL ACTIVITIES	(2990180)	(199669)
Net Increase (Decrease) in Cash (A + B + C)	7348735	2302132
Opening Balance of Cash & Cash Equivalents	11133196	8831063
Closing Balance of Cash & Cash Equivalents	18481930	11133196
	7,348,734	2,302,132
For Jain Vinay & Associates	For Max Alert Systems Ltd.	
CHARTERED ACCOUNTANTS		
Sd/- CA. Vinay Jain Partner Mem. No.: 075558 Firm Reg. No.: 006649W	Sd/- Santhosh Balachandran (DIRECTOR)	Sd/- Bhalchandra Sadhale (DIRECTOR)
	PLACE : Mumbai DATE : 30.05.2015	

<p style="text-align: center;">MAX ALERT SYSTEMS LIMITED Notes Forming Integral Part of the Balance Sheet as at 31st March, 2015</p>			
Note : 1 Share Capital		Rs.	Rs.
Sr. No	Particulars	31st March, 2015	31st March, 2014
1	<u>AUTHORIZED CAPITAL</u> 1,00,00,000 Equity Shares of Rs. 10/- each.	100,000,000	100,000,000
		100,000,000	100,000,000
2	<u>ISSUED, SUBSCRIBED & PAID UP CAPITAL</u> <i>To the Subscribers of the Memorandum</i> 91,99,500 Equity Shares of Rs. 10/- each fully paid up 91,99,500 Equity Shares of Rs. 10/- each fully paid up(P.Y)	91,995,000	91,995,000
	Sub Total	91,995,000	91,995,000
			-
	Total in Rs	91,995,000	91,995,000
Note : 2 Reserve & Surplus		Rs.	Rs.
Sr. No	Particulars	31st March, 2015	31st March, 2014
1	<u>General Reserve</u> Opening Balance Add: Transferred From Surplus in statement Of P & L A/c Closing Balance	- - -	- - -
	Sub Total (A)	-	-
2	<u>Share Premium</u> Opening Balance Add: Addition during the year Add: Transferred From Surplus in Statement Of Profit And Loss Closing Balance	40,020,000 - - -	40,020,000 - - -
	Sub Total (B)	40,020,000	40,020,000
3	<u>Surplus in Statement of Profit and Loss</u> Balance brought forward from previous year Add: Transferred From Surplus in Statement Of Profit And Loss Less : Dividend Tax on Dividend Less : Transfer to General Reserve Closing Balance	14,983,974 (4,545,866) - - - 10,438,108 - 10,438,108	35,490,774 (20,506,801) - - - 14,983,974 - 14,983,974
	Sub Total (C)	10,438,108	14,983,974
	Total in Rs (A+B+C)	50,458,108	55,003,974
Note : 3 Share Application Money Pending Allotment		Rs.	Rs.
Sr. No	Particulars	31st March, 2015	31st March, 2014
1	<u>Share Application Money</u> Share Application Money Received Pending Allotment	-	-
	Total in Rs	-	-

Note : 4 Long Term Borrowings			
		Rs.	Rs.
Sr. No	Particulars	31st March, 2015	31st March, 2014
1	<u>Long Term Loans</u>		
	<u>Secured Loan From From Bank</u>		
		-	-
	Sub Total (A)	-	-
	<u>Secured Loan From Others</u>		
	Shriram Group of Companies	14,370,076	17,360,256
	Sub Total (B)	14,370,076	17,360,256
2	<u>Unsecured Loan</u>		
	<u>Loan From Directors</u>		
	Lenin Chandran	1,000,000	1,000,000
	Santhosh Balachandran	396,000	396,000
	Sub Total (C)	1,396,000	1,396,000
	<u>Loan From Others</u>		
		-	-
	Sub Total (D)	-	-
	Total in Rs (A+B+C+D)	15,766,076	18,756,256
Note : 5 Deferred Tax Liabilities (Net)			
		Rs.	Rs.
Sr. No	Particulars	31st March, 2015	31st March, 2014
1	<u>Deferred Tax Liabilities</u>		
	Opening Balance	1,010,024	819,826
	Add: Current Year Provision	(1,010,024)	190,198
	Total in Rs	-	1,010,024
Note : 6 Short Term Borrowings			
		Rs.	Rs.
Sr. No	Particulars	31st March, 2015	31st March, 2014
1	<u>Secured Loans from Banks</u>		
	National Small Industries Corporation Ltd	-	19,304,021
	PNB CC A/c	79,112,687	64,922,240
	Working Capital Demand Loan(WDCL)	-	4,474,265
	Sub Total (A)	79,112,687	88,700,526
2	<u>Unsecured Loans from Others</u>		
	Purefect Refreshners Pvt Ltd	-	900,000
	Indiabulls Financial Services Ltd	-	70,000
	R B Realtors Pvt Ltd-ICD	1,250,000	1,800,000
	Others	1,670,497	
	Sub Total (B)	2,920,497	2,770,000
	Total in Rs (A+B)	82,033,184	91,470,526
Note : 7 Trades Payable			
		Rs.	Rs.
Sr. No	Particulars	31st March, 2015	31st March, 2014
1	Trade Payables	18,945,210	20,079,981
2	Advance from Parties Interest Free	-	1,105,152
2	Advance from parties with Interest	-	3,195,000
	Total in Rs	18,945,210	24,380,133

Note : 8 Other Current Liabilities		Rs.	Rs.
Sr. No	Particulars	31st March, 2015	31st March, 2014
1	<u>Income Received in Advance</u>		
	Advance Received from Clients	-	2,748,508
	Sub Total (A)	-	2,748,508
2	<u>Unpaid Dividends</u>		
	Dividend Payable	-	-
	Sub Total (B)	-	-
3	<u>Other Payables</u>		
	Sabu (TA & DA)	853	853
	Security deposit from employee	33,500	21,500
	Imprest A/c	-	237,817
	Davis TK (TA & DA)	1,000	1,000
	Sub Total (C)	35,353	261,170
	Total in Rs (A + B + C)	35,353	3,009,678

Note : 9 Short Term Provisions		Rs.	Rs.
Sr. No	Particulars	31st March, 2015	31st March, 2014
1	Provision for Audit Fees	393,755	393,755
	Provision for Audit Fees (F.Y. 14-15)	112,500	-
	Provision for MAT(2012-13)	2,971,293	2,971,293
	Provision For MAT Tax (AY 08-09)	909,198	909,198
	Provision for MAT Tax (AY 09-10)	1,890,759	1,890,759
	Provision for Tax (F.Y. 2013-14)	473,465	473,465
	Provision for P F Employer Contribution	27,473	27,473
	Provision for ESIC Employer Contribution	5,722	5,722
	Service Tax in Mumbai (F.Y.2013-14)	866,605	866,605
	Service Tax in Mumbai (F.Y.2014-15)	(117,465)	-
	Service Tax in Goa(F.Y 2011-12)	124,664	81,898
	PF Contribution Payable	6,025	13,613
	CST Payable	44,707	4,707
	ESIC Payable	495	1,559
	WCT payable in Kerala	835,906	614,109
	VAT Payable in Mumbai(F.Y 2011-12)	610,852	610,852
	VAT Payable in Mumbai(F.Y 2013-14)	3,634,336	3,634,336
	VAT Payable in Mumbai(F.Y 2014-15)	5,012,290	-
	VAT Payable in Goa(F.Y 2011-12)	388,791	388,791
	VAT Payable in Goa(F.Y 2012-13)	8,756	8,756
	TDS Payable in Goa(F.Y 2010-11)	4,050	4,050
	TDS Payable in Goa	9,579	5,838
	TDS Payable in Kerala	133,891	118,645
	TDS Payable in Mumbai	471,167	92,532
	TDS payable in Trichy	-	10,474
	P T Payable in Mumbai(F.Y 2012-13)	13,825	13,825
	P T Payable in Mumbai	30,382	27,565
	P T Payable in Trichy(F.Y 2013-14)	-	13,896
	PT payable in Kerala	2,534	25,830
	PT payable in Kerala(F.Y 2012-13)	-	7,975
	PT Payable in Ranchi	-	3,600
	PT Payable in Goa (F.Y 2012-13)	2,400	2,400
	PT Payable in Goa	1,200	1,200
	Service Tax payable in Trichy	-	245,843
	Service Tax Payable in Kerala	231,230	241,383
	Rent Payable In Trichy	-	5,000
	Rent Payable In Kerala	-	30,500
	Generator Rent Payable	2,500	5,500
	Royalty Payable	441,124	720,000
	Rent payable	20,750	371,623
	Salary payable	2,169,270	3,799,822
	Input VAT 12.50%	(940)	-
	PF Employee Payable	(275)	-
	Wages Payable	124,098	
	Others	226,961	
		22,083,871	18,644,392

MAX ALERT SYSTEMS LIMITED**Fixed Assets as on 31/03/2015**

As per Company Act

PARTICULARS	GROSS BLOCK				RATE	DEPRECIATION	NET BLOCK
	BALANCE AS ON 01/04/2014	ADDITION DURING THE YEAR	DEDUCTION DURING THE YEAR	BALANCE AS ON 31/03/2014		DEPRECIATION	AS AT 31/03/2015
Computer & Printer	0.00	134,766.00	-	134,766.00	0.63	46,369.00	88,397.00
Immovable Property	10,711,741.12	-	-	10,711,741.12	0.05	530,231.00	10,181,510.12
Motor Vehicle	(0.00)	54,000.00	-	54,000.00	0.26	6,205.00	47,795.00
Office Equipment	502,157.98	8,500.00	-	510,657.98	0.18	76,927.00	433,730.98
Plant and Machinery	-	36,031,567.00	-	36,031,567.00	0.18	1,439,536.00	34,592,031.00
Plant and Machinery	79,362,095.00	6,075,324.00	17,713,247.00	67,724,172.00	0.18	15,367,730.00	52,356,442.00
TOTAL	90,575,994.10	42,304,157.00	17,713,247.00	115,166,904.10		17,466,998.00	97,699,906.10

<p style="text-align: center;">MAX ALERT SYSTEMS LIMITED Notes Forming Integral Part of the Balance Sheet as at 31st March, 2015</p>			
Note : 11 Non Current Investment		Rs.	Rs.
Sr. No	Particulars	31st March, 2015	31st March, 2014
1)	Equity Shares - Vasai Janata Sahakari Bank	50,000	50,000
2)	Shares - DNS Bank Ltd	12,500	12,500
	Total in Rs	62,500	62,500
Note : 12 Other Non Current Assets		Rs.	Rs.
Sr. No	Particulars	31st March, 2015	31st March, 2014
	<u>Other non-current assets</u>	-	-
	Total in Rs	-	-
Note : 13 Inventories		Rs.	Rs.
Sr. No	Particulars	31st March, 2015	31st March, 2014
1	Work in process (as taken, valued & certified by the management)	1,560,097	64,580,425
	Total in Rs	1,560,097	64,580,425
Note : 14 Trade Recievables			
Sr. No	Particulars	31st March, 2015	31st March, 2014
1	Trade receivables outstanding for a period less than six months from the date they are due for receipt Unsecured, considered good	-	72,793,617
2	Trade receivables outstanding for a period exceeding six months from the date they are due for receipt Unsecured, considered good	115,810,373	37,617,087
	Total in Rs	115,810,373	110,410,704
Trade Receivable stated above include debts due by:			
Sr. No	Particulars	31st March, 2015	31st March, 2014
	Private Company in which director is a member	-	-
		-	-

Note : 15 Cash & Cash Equivalent			
		Rs.	Rs.
Sr. No	Particulars	31st March, 2015	31st March, 2014
1	Cash-in-Hand		
	Cash Balance	4,424,546	2,652,401
	Sub Total (A)	4,424,546	2,652,401
2	Bank Balance		
	The Federal bank Limited -Kodakara-17070200000689	517,437	765,936
	HDFC Bank Ltd-08307630000401- Belapur	8,203,015	471,018
	Punjab National Bank -6680002100000458	1,227,090	163,901
	Punjab National Bank - 4109002100004928	52,633	7,473
	Syndicate bank (75913070000677)	2,694,547	2,394,390
	DNS Bank (A/c No. 87)	51,165	49,290
	Punjab National Bank - 1955002106003727	27,182	29,020
	IDBI Bank -0691102000006538	10,000	10,000
	Punjab National Bank - 709	8,831	8,831
	Punjab National Bank Sweep Account- 01	100,000	100,000
	SBT A/c No.67132154748	8,964	8,964
	Union Bank of India-318001010037066	9,671	9,671
	Sub Total (B)	12,910,535	4,018,493
3	Deposit with Banks		
	Fixed Deposit With Bank		
	Fixed Deposit With Bank	896,850	4,212,302
	Deposit with DNS Bank Ghatkopar	50,000	50,000
	Bank Guarantees	200,000	200,000
	Sub Total (C)	1,146,850	4,462,302
	Total [A + B + C]	18,481,930	11,133,196
Note : 16 Short Terms Loans and Advances			
		Rs.	Rs.
Sr. No	Particulars	31st March, 2015	31st March, 2014
	Advance Recoverable in cash or in kind or for value to be considered good		
	Atharva(Ci Modagi)	60,000	60,000
	Atharva-Drt	170,000	150,000
	Pawan Kumar Ray	500,000	500,000
	Ajitha Aravindakshan	-	21,000
	Atharva Infratel Pvt Ltd	3,256,825	3,256,825
	A V Jayshakar	6,090	35,423
	Delta Infra Ltd	5,595,021	10,298,905
	Dipak Jain	450,000	450,000
	Hemant & Co.	1,489,162	1,359,162
	Karan singh Choudhary	2,000,000	2,000,000
	Balachandran Nair	770,132	969,132
	Sunita Chandran	862,300	472,300
	Rambus IT Institution Pvt Ltd - Loan	500,000	500,000
	Tangent Construction India Pvt Ltd	4,061,551	1,256,994
	Sai Krupa Enterprises	9,000,000	-
	Noushad VA	5,600,000	-
	Advance Sales Tax	1,000,000	-
	Advance for Land Purchase	500,000	-
		-	-
		35,821,081	21,329,741

<u>Staff Advance</u>			
Salary Advance-Jhonson Chiran	-	5,000	
Emp Exp-Ashutosh Gadkari	40,000	-	
Emp Exp.-Vasu Shreenivas	-	901	
TM Koli	-	3,971	
Salary Advance-Sreenivas Pusapati	-	100,000	
Loan-Ashutosh Gadkari	-	200,000	
Anish KM	-	407	
Babu Joseph	-	554	
Jeresh(Supervisor)	-	6,099	
Krishnadas Advance	-	500	
Majesh K.P(Site Exp.)	-	400	
Praveen M	-	9,297	
Ramesh K.B	-	270	
Saijeevan T.V (Site Exp)	-	4,325	
Sujith P.P. (Site Expe.)	-	1,733	
Adv-Sajish VK	-	50	
Anil Chandran for Expenses	-	21,890	
K C Cherian	455,532	239,000	
K C Cherian(Max)	-	216,532	
Sinju Adv	-	7,835	
Advance to Ashutosh Gadkari	-	30,000	
T.M Koli in HO	-	3,185	
Other Staff Advances	2,691,560		
	3,187,092	851,949	
<u>Security Deposits</u>			
Bombay Stock Exchange	-	800,000	
Deposit-Bhupendra Engg	1,000,000	1,000,000	
EMD - GSIDC - Bicholim Hospital	32,002	32,002	
EMD - GSIDC-GMC	77,626	77,626	
EMD- PWD (GOA)	226,859	226,859	
MSEDL - Security Deposit	794,465	-	
PWD - BG	54,992	54,992	
MSEDL - Security Deposit	794,465	-	
Deposit in MTNL	2,000	2,000	
Office Deposit - Jigna Bhavesh Bhide	100,000	100,000	
Rent - Panvel Plant - Security Deposit	341,826	341,826	
Security Deposit	15,000	15,000	
EMD (Goa State Urban Development Agency)	40,000	40,000	
EMD - PWD	12,356	12,356	
FD (Sales Tax Department)	10,000	10,000	
	3,501,591	2,712,661	
Total in Rs	42,509,765	24,894,352	
Note : 17 Other Current Assets			
		Rs.	
Sr. No	Particulars	31st March, 2015	31st March, 2014
1	<u>Others</u>		
	VAT Credit available in Ranchi	-	2,167
	TDS Receivable (10-11)	-	8,411
	TDS Receivable of Goa(11-12)	-	28,093
	TDS Receivable (13-14)	675,034	675,034
	TDS receivable of Kerala(12-13)	280,358	-
	TDS receivable of Kerala(13-14)	1,512,882	1,478,580
	TDS receivable of Kerala (14-15)	1,336,274	-
	WCT Receivable in kerala (2013-14)	105,830	420,524
		-	-
	Total in Rs	3,910,378	2,612,809

MAX ALERT SYSTEMS LIMITED			
NOTES TO AND FORMING PART OF STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2015			
NOTE No.	PARTICULARS	31st MARCH 2015	31st MARCH 2014
18	<u>REVENUE FROM OPERATIONS</u>		
	Sale of Services & Goods	374,230,009	380,055,226
	Other Operating Revenues	1,941,970	8,436,660
		376,171,978	388,491,885
	Net revenue from Operations	376,171,978	388,491,885
19	<u>OTHER INCOME:</u>		
	Interest Income	53,286	155,269
	Dividend income	1,875	1,875
	Other Income	-	1,552,452
		55,161	1,709,596
20	<u>COST OF MATERIALS CONSUMED:</u>		
	Purchases raw-materials and packing materials	138,238,137	239,702,450
	Add: Opening balance of stock	64,580,425	69,753,078
		202,818,562	309,455,528
	Less: Closing Balance of Stock	1,560,097	64,580,425
	Consumption of materials	201,258,466	244,875,103
21	<u>EMPLOYEE BENEFITS EXPENSE</u>		
	SALARY AND WAGES		
	Salary and wages	17,909,694	18,453,354
	CONTRIBUTION TO PROVIDENT AND OTHER FUNDS		
	Contribution to Provident Fund	61,293	39,800
	Contribution to Employees State Ins.Fund	-	7,798
	OTHER EXPENSES		
	Workers and Staff Welfare	2,156,125	1,593,492
		20,127,112	20,094,444
22	<u>FINANCIAL COSTS :</u>		
	Interest Expense		
	Interest to bank	1,637,862	11,578,413
	Other borrowing costs	1,023,875	2,600,879
		2,661,737	14,179,292
23	<u>DEPRECIATION AND AMORTIZATION EXPENSE :</u>		
	Depreciation	17,466,998	13,462,144
		17,466,998	13,462,144

24	OTHER EXPENSES:		
	<u>MANUFACTURING EXPENSE :</u>		
	Power & fuel	32,300,331	31,707,529
	Hiring Expense	8,810,960	14,353,083
	Labour Charges	10,590,753	28,051,497
	Layout & Desiging Expense	-	18,976
	Site Expense	27,860,111	20,146,174
	Royalty Purchased	9,162,300	3,348,500
	Unloading & Loading Expense	431,000	232,232
	Transportation Expenses	20,538,195	6,455,952
	Repairs & maintainance	13,986,341	468,234
		123,679,991	104,782,176
	<u>ADMINISTARTIVE EXPENSE</u>		
	Business Promotion Expenses	162,600	176,910
	Car Expenses	-	409,124
	Conveyance Eexpenses	45,776	56,456
	Commission Expenses	-	15,132
	Computer Expenses	-	9,816
	Donation	431,000	-
	Electricity Expenses (godown)	-	127,355
	Fees & Service Charges	15,510	-
	General Expenses	-	3,340,981
	Hire Charges	-	74,500
	Insurance	5,251	61,249
	Loss on Sale of Fixed Assets	6,713,247	-
	Lodging & Boarding expenses	-	217,078
	<u>Professional Fees for Auditor</u>		
	Statutory Audit fees	60,000	60,000
	Tax Audit fees	65,000	65,000
	Postage & Courier Expenses	12,426	7,151
	Professional Charges	1,217,138	338,167
	Printing & Stationery	124,286	92,914
	Office Expenses	107,769	243,723
	Other Expenses	325,071	26,460
	Other Interest	3,458	881,639
	Rent	3,872,406	3,157,005
	Filling Fees	35,000	-
	Repair & Maintenance (general)	498,154	168,897
	Security Guard Expenses	450,215	973,747
	Telephone Expenses	379,563	507,396
	Rates & Taxes	10,380	-
	Balance Write Off	28,060	(39,558)
	Internet Expenses	20,018	28,977
		14,582,328	11,000,120
	<u>SELLING & DISTRIBUTION EXPENSE</u>		
	Advertisement exps.	42,376	1,500
	Travelling expenses	1,670,371	1,649,840
		1,712,747	1,651,340
	GRAND TOTAL	139,975,067	117,433,636
25	<u>Basic and Diluted Earning per share</u>		
	Number of equity shares at the beginning of the period	9,199,500	9,199,500
	Share issued	-	-
	Bonus Issue	-	-
	Number of equity shares at the end of the period	9,199,500	9,199,500
	Add : Bonus issue of current year included in previous year		
	Weighted average nos of equity shares outstanding during the pe	9,199,500	9,199,500
	Nominal value of each equity share	10	10
	Profit /(Loss after tax excluding Extra Ordinary Income available f	(4,545,866)	(20,506,801)
	equity shareholders		
	<u>Basic & Diluted Earnings per share</u>	-0.49	-2.23

MAX ALERT SYSTEMS LIMITED

Notes to Financial Statements for the F.Y. 2014-15

Note No. - 26:- Significant Accounting Policies & Notes to financial statements

I. Significant Accounting Policies

A. **Basis of Accounting**

The financial statements are prepared under the historical cost convention, on a going concern concept in accordance with Generally Accepted Accounting Principles. The Company has complied with the Accounting Standards as applicable to it. Accounting policies not specifically referred to otherwise, are consistent with and in consonance with the generally accepted accounting principles.

B. **Revenue Recognition**

Revenue from Sale or services division is recognized as & when the sales or service is complete and there is no uncertainty as to the receipt.

C. **Fixed Assets**

All fixed Assets are stated at cost of acquisition less accumulated depreciation and impairment, if any. Cost includes all incidental expenses related to acquisition.

D. **Impairment of Fixed Assets:**

At the end of each year, the Company determines whether a provision should be made for impairment loss on fixed assets by considering the indication that an impairment loss may have occurred in accordance with Accounting Standard 28 on "Impairment of Assets". Where the recoverable amount of any fixed assets is lower than its carrying amount, a provision for impairment loss on fixed assets is considered.

E. **Depreciation**

Depreciation on Fixed Assets has been provided on 'WDV method'. Depreciation has been provided on the basis of useful life of the assets as referred to and prescribed in Part C of Schedule II to the Companies Act 2013.

Depreciation on acquired/sold during the year is provided on *prorata* basis.

F. **Employee Benefits**

i) Gratuity

The Payment of Gratuity Act, 1972, is applicable to the Company. The Company has not provided for the same.

ii) Bonus & Leave Encashment

Bonus & leave encashment, to the extent accrued & payable to eligible employees is settled on year to year basis.

iii) Provident Fund

The Payment of Provident Fund is not applicable to the Company..

G. **Accounting for Taxation of Income :**

i) Current Taxes

Tax on income for current period is determined on the basis of estimated taxable income and tax credits computed in accordance with provisions of the Income Tax Act, 1961, and based on expected outcome of assessments / appeals.

MAX ALERT SYSTEMS LIMITED

Notes to Financial Statements for the F.Y. 2014-15

ii) Deferred Taxes

Deferred tax is recognized, subject to the consideration of prudence in respect of deferred tax assets, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent period. Deferred tax assets are recognized and carried forward only to the extent that there is a reasonable certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax is quantified using the tax rates and laws enacted or substantively enacted as on the balance sheet date.

H. Provisions

A provision is recognized when the Company has a present obligation as a result of past event & it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

I. Treatment of Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence by way of notes to the financial statements. Disputed demands in respect of income tax and other proceedings are disclosed as contingent liabilities. Payments in respect of such demands, if any, are shown as advances.

II. Notes to financial statements

i) Reconciliation of No. of Shares :

PARTICULARS	AS AT 31 ST MARCH, 2015	AS AT 31 ST MARCH, 2014
Number of Equity Shares at beginning	9199500	9199500
Add: Number of Shares Issued	Nil	Nil
Number of Equity Shares at end	9199500	9199500

ii) Below are the name of shareholders holding more than 5% of Shares

NAME	CLASS OF SHARES	NO. OF SHARES HOLDING	PER CENTAGE OF HOLDING
AnilKumar Chandra Nanatty	EQUITY SHARES	4675000	50.82%
Lenin Chandran Nanatty	EQUITY SHARES	519750	5.65%
Comfort Securites LTD	EQUITY SHARES	717600	7.80%
TOTAL		5912350	64.27%

MAX ALERT SYSTEMS LIMITED

Notes to Financial Statements for the F.Y. 2014-15

iii) **Contingent Liability not acknowledged as debt:** Nil

iv) **Amounts due to Micro, Small and Medium Enterprises:**

- i. Based on the information so far available with the Company in respect of MSME (as defined in the Micro, Small & Medium Enterprises Development Act, 2006), Trade Payables do not include any amount due to Micro, Small & Medium Enterprises.
- ii. Based on the information so far available with the Company in respect of MSME, there are no delays in the payment of dues to such enterprises during the year and there is no such dues payable at the year end.

v) **Treatment of Investments**

The company has shown separately the Long Term and Short Term Investment in the financial statement. Also the bifurcation has done between Quoted and Unquoted investment. The profit or gain arises on the sale-purchase transaction has been accounted for in the books of account. Dividend received during the year has shown separately in the books of accounts.

vi) **Foreign Exchange Earnings/Outgo:** NIL (P.Y. Nil)

vii) The taxable income of the company is Rs.(52,62,240)/- during the year, so income tax payable under the provisions of Section 115JB, Minimum Alternate Tax (MAT), of the Income Tax Act is NIL.

viii) **Deferred Tax comprises of:**

Particulars	Asset/(Liability) as on 1-4-2014	Credit/(Debit) during the year	Asset/(Liability) as on 31-3-2015
Timing Difference due to Depreciation & exp. u/s 40(a)(i)	10,10,024	(22,91,878)	12,81,854
	-----	-----	-----
	10,10,024	(22,91,878)	12,81,854
	=====	=====	=====

ix) **Auditors' Remuneration:**

	<u>2014-15</u>	<u>2013-14</u>
As Statutory Audit Fees	60,000	60,000
As Tax Audit Fees	65,000	65,000
	-----	-----
	1,25,000	1,25,000
	=====	=====

x) **Related Party Disclosure:**

Party Where control exist	Santhosh Balachandran Lenin Chandran
----------------------------------	---

2) Parties where transaction have taken place

MAX ALERT SYSTEMS LIMITED
Notes to Financial Statements for the F.Y. 2014-15

Name of the related parties & description of relationship

Key Managerial Personnel

Lenin Chandran
Santhosh Balachandran

Managing Director
Director

ASSOCIATES

Delta Infra Limited
Tangent International Consultancy pvt Ltd.
Atharva Infratel Pvt Ltd.

3) Transaction during the year

Sr.No.	Particular	Key Managerial Personnel	Associates
A	Repayment of Loan	NIL	NIL
B	Sales	NIL	NIL
C	Advance given	NIL	NIL
D	Investments made	NIL	NIL
E	Repayment of advances given	NIL	NIL
F	Salary to relative	NIL	NIL
G	Advance taken from relative	NIL	NIL
H	Advance repaid to relative	NIL	NIL

For Jain Vinay & Associates
Chartered Accountants

Place: Mumbai
Dated: 30.05.2015

Sd/-
CA. Vinay Jain
Partner
M.No.075558

MAX ALERT SYSTEMS LIMITED

Add: 17, SHILPIN CENTRE, 40 GD AMBEKAR MARG, WADALA, MUMBAI-MAHARASHTRA-400031

(CIN: L74999MH2004PLC144034)

Email ID: ipo@mspl.biz, Ph: 022-25652568

ATTENDANCE SLIP

(Please complete this Attendance slip and hand it over at the entrance of the Meeting Hall)

DPID_____

CLIENT ID_____

Regd. Folio No._____

I hereby record my presence at the 12th ANNUAL GENERAL MEETING of the Company to be held on Wednesday, the 30th September, 2015 at 11.00,am at Ground Floor, Kalpvruksha Building, R.H.B Road, Near Mulund Granthalaya, Mulund (W), Mumbai-400080.

Name of Shareholder/Proxy_____ Signature of Shareholder/Proxy_____

-----Cut here-----

NOTE: You are requested to sign and handover this slip at the entrance of the meeting venue.

MAX ALERT SYSTEMS LIMITED

Add: 17, SHILPIN CENTRE, 40 GD AMBEKAR MARG, WADALA, MUMBAI-MAHARASHTRA-400031

(CIN: L74999MH2004PLC144034)

Email ID: ipo@mspl.biz, Ph: 022-25652568

PROXY FORM

Name of the member(s):
Registered Address:
E-mail Id:
Folio No/ Client Id:
DP ID :

I/We, being the member(s) of ----- shares of the above named Company, hereby appoint

1. Name:-----
Address:-----
E-mail Id: ----- Signature: ----- or failing him/her
2. Name:-----
Address:-----
E-mail Id: ----- Signature: ----- or failing him/her
3. Name:-----
Address:-----
E-mail Id: ----- Signature: ----- or failing him/her

as my/our proxy to attend and vote for me/us and on my/our behalf at the 12th Annual General Meeting of the Company to be held on Wednesday, the 30th September, 2015 at 11.00 a.m. at Ground Floor, Kalpvruksha Building, R.H.B Road, Near Mulund Granthalaya, Mulund (W), Mumbai-400080 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote	
		For	Against
Ordinary Business			
1	To receive, consider, and adopt the Audited Accounts for the financial year ended on 31st March, 2015, along with the Reports of the Directors and Auditors thereon		
2	Ratification of the Appointment of M/S Jain Vinay & Associates(FRN. 006649W), as Statutory Auditors of the Company.		

Special Business			
3	Appointment of Ms. Jyoti Devendra Gangurde (DIN: 05199038) as an Independent Director of the company for a term of 5 years.		
4	Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013		

As witness my / our hand(s) this _____ day of _____ 2015

Signature of Shareholder:

Signature of Proxy:

Affix
1 Rupee
Revenue
Stamp

NOTE:

The proxy form duly stamped, completed and signed must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding of the aforesaid meeting. The Proxy need not be a member of the Company.

BOOK POST

If undelivered, please return to:
Max Alert Systems Limited
Add: 17, Shilpin Centre,
40 GD Ambekar Marg, Wadala,
Mumbai, Maharashtra-400031