

28th February 2014

Bombay Stock Exchange Ltd
P.J. Towers, Dalal Street,
Fort, Mumbai 400 001

Fax No. 022 22723121 / 2039 / 3719 / 2041

Dear Sir / Madam,

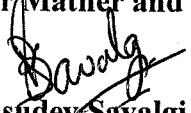
Re.:- Audited Financial Results for the year ended 31st December 2013 and Auditor Report.

Pursuant to Clause 41 of Listing Agreement with the Stock Exchanges, please find enclosed herewith the Audited Financial Results along with the Auditor's Report on financial results for the year ended 31st December 2013 as approved by the Board of Directors held on 28th February 2014.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For **Mather and Platt Fire Systems Limited**

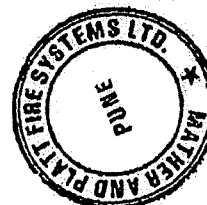

Vasudev Savalgi
Company Secretary

CC.: Pune Stock Exchange Limited
Shivleela Chambers,
R. B. Kumthekar Marg,
752 Sadashiv Peth,
Pune 411 030
Fax: 24460083

PART I					
Statement of standalone audited results for the quarter and 12 months ended 31 December 2013					
(Rupees in lakhs)					
Particulars	Current	Preceding	Corresponding	Year to date figures	Previous accounting
	3 months ended	3 months ended	3 months ended in	for year ended	year ended
	December 31, 2013	September 30, 2013	December 31, 2012	December 31, 2013	December 31, 2012
	(Audited)	(Unaudited)	(Audited)	(Audited)	(Audited)
1 Income from operations					
(a) Net sales/Income from operations	-	-	-	-	-
(b) Other operating income	-	-	-	-	61.22
Total income from operations (net)	-	-	-	-	61.22
2 Expenses					
(a) Cost of materials consumed	-	-	-	-	-
(b) Purchases of stock-in-trade	-	-	-	-	-
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	-	-	-	-	-
(d) Employee benefits expense	-	-	-	-	-
(e) Depreciation and Amortisation expense	-*	-	-	-*	-
(f) Other expenses	0.18	0.54	0.19	0.95	0.45
(g) Site expenses	-	-	-	-	8.69
(h) Annual general meeting and share registration expense	-	-	-	2.27	3.53
(i) Advertising expense	0.58	0.65	0.61	2.34	2.44
(j) Auditor's remuneration	0.74	0.91	0.96	3.49	3.67
(k) Legal and professional charges	0.74	1.93	1.26	2.94	1.41
(l) Filing fees ³	-	0.01	-	0.81	1.15
Total expenses	2.24	4.04	3.02	12.80	21.34
3 (Loss) / Profit from operations before other income, finance costs and exceptional items (1-2)	(2.24)	(4.04)	(3.02)	(12.80)	39.88
4 Other income	357.43	0.21	0.40	358.35	36.79
5 Profit/ (Loss) from ordinary activities before finance costs and exceptional items (3 + 4)	355.19	(3.83)	(2.62)	345.55	76.67
6 Finance costs	-	-	-	-	-
7 Profit/ (Loss) from ordinary activities after finance costs but before exceptional items (5 - 6)	355.19	(3.83)	(2.62)	345.55	76.67
8 Exceptional items	-	-	-	-	-
9 Profit/ (Loss) from ordinary activities before tax (7 + 8)	355.19	(3.83)	(2.62)	345.55	76.67
10 Tax expense	69.24	4.92	-	75.72	-
11 Net Profit/ (Loss) from ordinary activities after tax (9 - 10)	285.95	(8.75)	(2.62)	269.83	76.67
12 Extraordinary items (net of tax expense)	-	-	-	-	-
13 Net Profit/ (Loss) for the period (11 - 12)	285.95	(8.75)	(2.62)	269.83	76.67
14 Paid-up equity share capital (face value of Rs. 10/- each)	340.26	340.26	340.26	340.26	340.26
15 Reserve excluding Revaluation Reserves as per balance sheet of previous accounting year	-	-	-	-	(565.42)
16i Earnings per share (before extraordinary items)					
(a) Basic (Rupees)	8.40	(0.26)	(0.08)	7.93	2.25
(b) Diluted (Rupees)	8.40	(0.26)	(0.08)	7.93	2.25
16ii Earnings per share (after extraordinary items)					
(a) Basic (Rupees)	8.40	(0.26)	(0.08)	7.93	2.25
(b) Diluted (Rupees)	8.40	(0.26)	(0.08)	7.93	2.25
* Since denominated in lakhs					
See accompanying notes to the financial results					

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BY

For BSR & Co. LLP



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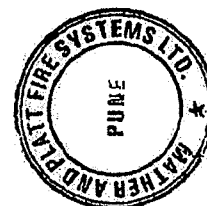
PART II						
Select information for the quarter and 12 months ended 31 December 2013						
	Particulars	Current	Preceding	Corresponding	Year to date figures	Previous accounting
		3 months ended	3 months ended	3 months ended in	for year ended	year ended
		December 31, 2013	September 30, 2013	December 31, 2012	December 31, 2013	December 31, 2012
		(Audited)	(Unaudited)	(Audited)	(Audited)	(Audited)
A	PARTICULARS OF SHAREHOLDING					
1	Public shareholding					
	- Number of Shares	1,514,950	1,514,950	1,514,950	1,514,950	1,514,950
	- Percentage of shareholding	44.52%	44.52%	44.52%	44.52%	44.52%
2	Promoters and Promoter Group shareholding					
	a) Pledged / Encumbered					
	- Number of shares	-	-	-	-	-
	- Percentage of shares (as a % of the total shareholding of Promoter and Promoter group)	-	-	-	-	-
	- Percentage of shares (as a % of the total share capital of the company)	-	-	-	-	-
	b) Non - encumbered					
	- Number of shares	1,887,697	1,887,697	1,887,697	1,887,697	1,887,697
	- Percentage of shares (as a % of the total shareholding of Promoter and Promoter group)	100.00%	100.00%	100.00%	100.00%	100%
	- Percentage of shares (as a % of the total share capital of the company)	55.48%	55.48%	55.48%	55.48%	55.48%

	Particulars	3 months ended December 31, 2013
B	INVESTOR COMPLAINTS	
	Pending at the beginning of the quarter	Nil
	Received during the quarter	Nil
	Disposed of during the quarter	Nil
	Remaining unresolved at the end of the quarter	Nil

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 For B S R & Co. LLP



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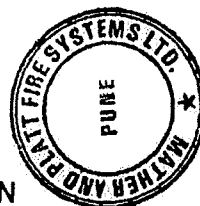
Notes:

1. Statement of Assets and Liabilities as per clause 41(v)(h) for the Listing Agreement is as follows:

Particulars	(Rupees in lakhs)	
	As at December 31, 2013	As at December 31, 2012
EQUITY AND LIABILITIES		
Shareholders' funds		
Share capital	340.26	340.26
Reserves and surplus	(295.59)	(565.42)
Sub-total - Shareholders' funds	44.67	(225.16)
Current liabilities		
Trade payables	12.66	32.79
Other current liabilities	-	221.98
Short term provisions	69.24	-
Sub-total - Current liabilities	81.90	254.77
TOTAL - EQUITY AND LIABILITIES	126.57	29.61
ASSETS		
Non-current assets		
Fixed assets - Intangible	0.17	-
Non-current investments	0.21	0.21
Long term loans and advances	1.29	2.82
Sub-total - Non-current assets	1.67	3.03
Current assets		
Trade receivables	-	-
Cash and bank balances	124.90	26.19
Other current assets	-	0.39
Sub-total - Current assets	124.90	26.58
TOTAL - ASSETS	126.57	29.61

- 2 Pursuant to the resolution passed by the Board of directors in their meeting held on October 26, 2013, the Company has sold its intangible fixed assets to Mather and Platt Pumps Limited for INR 217.30 lakhs comprising copyrights, knowhow, qualification rights and trademarks pertaining to Fire and Security Engineering Division of Mather and Platt (India) Limited which were initially transferred to the Company pursuant to Scheme of Arrangement with Mather and Platt (India) Limited as approved by the Honorable High Court of Bombay vide its order dated April 18, 2001. Consequent to the sale agreement, an amount of INR 140.12 lakhs payable to Mather and Platt Pumps Limited has been written back as no longer payable, in accordance with the Company's Scheme of Arrangement with unsecured creditors approved by the Honorable High Court of Judicature at Bombay vide Order dated 30th April, 2007.
- 3 The above financial results were reviewed by the Audit Committee and approved by the Board of Directors at its meetings held on February 28, 2014. The statutory auditors have expressed an unqualified audit opinion.
- 4 The Company is of the view that it is primarily engaged in the business of design, development, installation and servicing of Fire Security Systems which is a single business segment in accordance with Accounting Standard - 17 "Segment Reporting" notified pursuant to the Companies (Accounting Standard) Rules, 2006.
- 5 The figures for the quarter ended 31 December 2013 and 31 December 2012 are the balancing figures between audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current and last financial year respectively and have been regrouped / reclassified where necessary. Also, the figures upto the end of the third quarters were only reviewed and not subjected to audit.

For and on behalf of the Board of Directors



Hemant Watve
 Hemant Watve
 Director

Place: Pune
 Date : 28 February 2014

**SIGNED FOR IDENTIFICATION
 BY**

[Signature]
 For B S R & Co. LLP

B S R & Co. LLP

Chartered Accountants

701-703, 7th Floor
Godrej Castlemaine
Next to Ruby Hall Clinic
Bund Garden Road
Pune - 411 001

Telephone +91(20) 3050 4000
Fax +91(20) 3050 4100

Auditors' Report on Financial results of Mather and Platt Fire Systems Limited pursuant to Clause 41 of Listing Agreement

To the Board of Directors of Mather and Platt Fire Systems Limited

We have audited the accompanying annual financial results of Mather and Platt Fire Systems Limited ('the Company') for the year ended 31 December 2013, attached herewith, being submitted by the Company pursuant to the requirement of clause 41 of the Listing Agreement, except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. Attention is drawn to the fact that the figures for the quarter ended 31 December 2013 and the corresponding quarter ended in the previous year as reported in these financial results are the balancing figures between audited figures in respect of the full financial year and the published year to date figures upto the end of the third quarter of the relevant financial year. Also the figures up to the end of the third quarter had only been reviewed and not subjected to audit.

These financial results have been prepared on the basis of the annual financial statements and reviewed quarterly financial results upto the end of the third quarter which are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial results based on our audit of the annual financial statements which have been prepared in accordance with the recognition and measurement principles laid down in the Companies (Accounting Standards) Rules, 2006 as per the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

Mather and Platt Fire Systems Limited

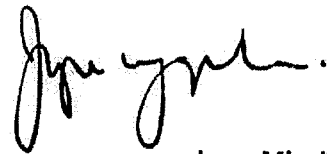
Auditor's Report *(continued)*

In our opinion and to the best of our information and according to the explanations given to us these financial results:

- (i) are presented in accordance with the requirements of clause 41 of the Listing Agreement in this regard; and
- (ii) give a true and fair view of the net profit and other financial information for the year ended 31 December 2013.

Further, we also report that we have, on the basis of the books of account and other records and information and explanations given to us by the management, also verified the number of shares as well as percentage of shareholdings in respect of aggregate amount of public shareholdings, as furnished by the Company in terms of clause 35 of the Listing Agreement and found the same to be correct.

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



Juzer Miyajiwala
Partner

Membership No: 047483

Place: Pune
Date : 28 February 2014