

**wilo**



A brand of the Wilo Group

Annual Report 2012

---

# MATHER AND PLATT FIRE SYSTEMS LIMITED

---

**MATHER AND PLATT FIRE SYSTEMS LIMITED**

**Board of Directors**

**Chairman**

Mr. Gilbert Faul (w.e.f.28.4.2012)

Mr. Kiran Malhotra

Mr. Bomi Daruwala

Mr. Hemant Watve

**Chief Financial Officer**

Mr. Milind Khadilkar (w.e.f.28.4.2012)

**Company Secretary**

Mr. Vasudev Savalgi (w.e.f.21.12.2012)

**Auditors**

M/s. B S R & Co.,  
Chartered Accountants

**Bankers**

Hongkong and Shanghai Banking  
Corporation Ltd.

**Registered &  
Corporate Office**

Mumbai-Pune Road,  
Chinchwad, Pune: 411019 (India)

**Share Transfer Agent**

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

<b>Contents</b>	<b>Page No.</b>
Notice	1
Directors Report	3
Corporate Governance Report	4
Auditors Certificate on compliance of conditions of Corporate Governance	9
Management Discussion & Analysis	10
Directors / CFO Certificate in pursuance of Clause 49(V) of the Listing Agreement	10
Auditors Report	11
Balance Sheet	14
Statement of Profit & Loss	15
Cash Flow Statement	16
Notes	17

---

**NOTICE**

**NOTICE** is hereby given that the 20<sup>th</sup> Annual General Meeting of the members of Mather and Platt Fire Systems Limited will be held on Saturday, 27<sup>th</sup> April 2013 at 10.30 a.m. at the registered office of the Company at Chinchwad Works, Mumbai Pune Road, Chinchwad, Pune 411 019 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Balance Sheet as at 31 December 2012 and the Profit and Loss Account for the financial year ended on that date together with the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kiran Malhotra, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Bomi Daruwala, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

**SPECIAL BUSINESS:**

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

**“RESOLVED THAT** pursuant to Section 31 and other applicable provisions, if any of the Companies Act, 1956 and subject to the approval of the Central Government, if required, the consent of the Company is hereby accorded to alter the Articles of Association of the Company by inserting a new article at the end of Article 141 of the Articles of Association of the Company, the following –

“141 (i) Participation by directors in meetings of Board/ Committee of directors under the Companies Act, 1956 through electronic mode”

**RESOLVED FURTHER THAT** the Board of Directors or any Committee thereof be and is hereby authorized to take all such steps as may be necessary, desirable or expedient to give effect to this resolution.”

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

Place : Pune  
Date : 16 February 2013

**Vasudev Savalgi**  
Company Secretary

**NOTES:**

1. The Register of Members/Beneficial Owners and the Share Transfer Registers of the Company will remain closed from Tuesday, 23<sup>rd</sup> April 2013 to Saturday, 27<sup>th</sup> April 2013 (both days inclusive).
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIS/HER SELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE MEETING.**
3. Information on Directors retiring by rotation and seeking appointment / re-appointment is given in Annexure I hereto.
4. Explanatory statement pursuant to Section 173 (2) of the Companies Act, 1956, in respect of items of Special Business is given in Annexure II hereto.
5. Members are requested to notify change of address, if any, (a) to their respective Depository Participant in case of shares held in electronic form and (b) to the Registrar & Transfer Agent, M/s. Sharepro Services (I) Pvt. Ltd., at 13 A-B, Samhita Warehousing Complex, 2nd floor, Near Sakinaka Telephone Exchange, Andheri Kurla Road, Sakinaka, Mumbai - 400 072, in case of shares held in physical form.
6. Members desirous of obtaining any information pertaining to the Accounts may forward such queries in writing to the Finance & Accounts Department at the Registered Office at least 7 days prior to the meeting in order to enable the Company to keep the information ready to the extent possible.
7. Members or their Authorised Representatives/ Proxies are requested to bring their copies of Annual Report at the meeting.
8. Members having multiple accounts in identical names or joint accounts in the same order are requested to intimate to the Company's Registrar & Transfer Agent, the ledger folios of such accounts, for consolidation of all such shareholdings into one account.
9. Members intending to dematerialise their shareholdings may approach any Depository Participant for opening a Beneficiary Demat Account. For any additional information/ clarification, members may contact National Securities Depositories Ltd. or Central Depository Services (India) Ltd.

# ANNUAL REPORT 2012

## ANNEXURE I TO THE NOTICE

<b>Name</b>	<b>Mr. Kiran Malhotra</b>	<b>Mr. Bomi Daruwala</b>
<b>Date of Birth</b>	14.11.1945	19.03.1964
<b>Age (Years)</b>	67	48
<b>Qualifications and Experience</b>	Mechanical Engineer with 37 years experience in the field of marketing and management in reputed companies. He is also a Director of Hoerbiger India Pvt. Ltd.	Commerce & Law Graduate and a Chartered Accountant as well as Cost Accountant with 25 years of experience in the legal field, especially advisory in the matters of joint ventures, technology transfers, mergers and acquisitions, project finance and real estate etc. He is associated as partner with M/s Vaish Associates, Corporate Tax & Business Advisory Law Firm.
<b>Directorships held in other companies (excluding foreign companies)</b>	MIBA Drive Technology India Pvt.Ltd Hoerbiger India Pvt.Ltd. Mather and Platt Pumps Ltd.	Mather and Platt Pumps Ltd.
<b>Memberships / Chairmanships of Committees in the Company+</b>	Chairman of Audit Committee and Shareholders and Investor Grievance Committee.	Member of Audit Committee. Member of Shareholders and Investor Grievance Committee.
<b>Memberships / Chairmanships of Committees in other companies (excluding foreign companies) +</b>	Member of Audit Committee, Member of Remuneration Committee and Member of Shareholders and Investor Grievance Committee- Mather and Platt Pumps Ltd.	Member of Audit Committee, Member of Remuneration Committee and Member of Shareholders and Investor Grievance Committee- Mather and Platt Pumps Ltd.
<b>Shareholding in the Company</b>	NIL	NIL

## ANNEXURE II TO THE NOTICE

### EXPLANATORY STATEMENT PURSUANT TO SUB-SECTION (2) OF THE SECTION 173 OF THE COMPANIES ACT, 1956.

#### ITEM NO. 5

Pursuant to Section 287 of the Companies Act and Article 141 of the Company's Articles of Association, the quorum for a meeting of the Board/Committee shall be 1/3 of total strength or two directors whichever is higher. Hence, Directors physical presence is required to attend the Board/Committee meetings of the Directors of the Company. Post issue of Ministry of Corporate Affairs (MCA), Government of India circular which enables the Directors to participate in meetings of Board/committee of directors under the Companies Act through electronic mode (i.e. Video Conference).

The Board of Directors at its meeting held on 16 February 2013 approved the above proposal for making suitable alteration in the articles of association of the Company.

As per Section 31 of the Companies Act, the alteration of articles requires shareholders approval.

A copy of the existing articles together with the proposed addition of a new article is available for inspection at the Registered Office of the Company during the business hours on any working day.

The Board of Directors recommends the resolution for approval by the members.

None of the directors are concerned or interested in the resolution.

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

**Vasudev Savalgi**  
Company Secretary

Place : Pune  
Date : 16 February 2013

**DIRECTORS' REPORT**

Dear members,

Your directors are pleased to present the 20<sup>th</sup> Annual Report of the Company together with the Audited Financial Statements for the financial year ended 31 December 2012.

	(Million INR)	
	Year ended	Year ended
	31st Dec. 2012	31st Dec. 2011
Sales & Services	0	0
Operating Revenue & Other Income	9.80	1.55
Profit / (Loss) before Interest, Depreciation and Tax	7.67	0.01
Less: Interest	0	0.02
Depreciation	0	0
Profit before Tax	7.67	(0.01)
Provision for Income Tax: Tax expense	0	0
Excess provision of income tax for earlier years written back	0	(1.25)
Profit after Tax	7.67	1.24
Balance Profit / (Loss) brought forward from previous year	(64.21)	(65.45)
Balance in Profit & Loss	(56.54)	(64.21)
Net Accumulated Loss carried to Balance Sheet	(56.54)	(64.21)

**Review of Operations**

As in the previous year, the activities of the Company have been restricted merely to completing the existing projects and recovery of dues.

**Dividend**

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

**Directors**

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

Ms. Jenny Guo has been appointed as Additional Director with effect from 28<sup>th</sup> April 2012 and holds office upto the conclusion of the 20<sup>th</sup> Annual General Meeting. Ms. Jenny Guo has resigned from the Board with effective from 16<sup>th</sup> January 2013 and she ceased to be a Director of the Company with effect from 16<sup>th</sup> January 2013.

Mr. Prakash Nene has resigned from the Board with effect from 7<sup>th</sup> January 2013 and he ceased to be a Director of the Company with effect from 7<sup>th</sup> January 2013.

**Particulars of Employees**

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

**Directors' Responsibility Statement**

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

(a) in the preparation of annual accounts, the applicable

accounting standards have been followed alongwith proper explanation relating to material departures;

- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended 31 December 2012 and of the profit of the Company for that financial year;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the Annual Accounts on a going concern basis.

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

Since the activities of the Company have been restricted merely to completing the existing projects and recovery of dues, there is nothing significant to be mentioned under this head.

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

**Corporate Governance**

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

**Management Discussion and Analysis Report**

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

**Auditors**

M/s. B S R & Co., Chartered Accountants, auditors of the Company holds office till the conclusion of the 20<sup>th</sup> Annual General Meeting and are eligible for re-appointment. The Company has received a certificate from the auditors to the effect that their re-appointment if made, would be within the limits prescribed under Section 224(1B) of the Companies Act, 1956.

The Board of Directors recommends their re-appointment.

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

Para 10 of the Annexure to the Audit Report;

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

**Listing**

The equity shares of the Company are listed at Bombay Stock Exchange Limited and Pune Stock Exchange Limited. Listing fees for the year 2012-2013 have been paid to both the Stock Exchanges.

**Acknowledgement**

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

**For and on behalf of the Board of Directors**

**Bomi Daruwala**  
Director

**Hemant Watve**  
Director

Place : Pune

Date : 16 February 2013

# ANNUAL REPORT 2012

## ANNEXURE A TO THE DIRECTORS' REPORT CORPORATE GOVERNANCE REPORT

### 1. Company Philosophy on Corporate Governance:

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

### 2. Board of Directors:

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

Name of the Director	Category	Number of other Directorships +	Number of other Committee Memberships / +Chairmanships ++
Dr. Holger Krasmann Chairman*	PD	1	1/0
Mr. Gilbert Faul	PD	1	0/0
Ms. Jenny Guo**	PD	1	0/0
Mr. Hemant Watve	OD	1	2/0
Mr. Prakash Nene***	ID	1	0/0
Mr. Kiran Malhotra	ID	1	0/2
Mr. Bomi Daruwala	ID	1	2/0

\* Resigned w.e.f. 26.04.2012 \*\* Resigned w.e.f. 16.01.2013

\*\*\* Resigned w.e.f. 07.01.2013

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

+ As on 31 December 2012/ date of resignation, excluding directorships / committee positions held in private companies, foreign companies / bodies corporate.

++ As on 31 December 2012 date of resignation, committee includes Audit Committee and Shareholders'/ Investors' Grievance Committee of public limited companies only, excluding committee positions held in private companies, foreign companies / bodies corporate.

None of the Director is relative of any other Director.

During the financial year ended on 31 December 2012, four Board Meetings were held on 11 February 2012, 28 April 2012, 14 July 2012 and 27 October 2012. The attendance of the Directors at the Board Meetings and at the last Annual General Meeting are as follows:

Name of Director	Attendance at Last Annual General Meeting held on 28.04.2012	Number of Board Meetings attended during 01.01.2012 to 31.12.2012
Dr. Holger Krasmann*	Not Applicable	—
Mr. Gilbert Faul	Yes	4
Mr. Prakash Nene**	Yes	4
Mr. Kiran Malhotra	Yes	4
Mr. Bomi Daruwala	Yes	4
Mr. Hemant Watve	Yes	4
Ms. Jenny Guo***	Not Applicable	2

\* Resigned w.e.f 26 April 2012 \*\* Resigned w.e.f.7 January 2013

\*\*\* Resigned w.e.f. 16 January 2013

### 3. Audit Committee:

Consequent to the vacancy caused by the resignation of Mr. Prakash Nene as the Director and he ceased to be Chairman of the Audit Committee. The Board has reconstituted the Audit Committee consisting of Mr. Kiran Malhotra as Chairman, Mr. Bomi Daruwala and Mr. Hemant Watve as members. During the financial year ended 31 December 2012, the Audit Committee met four times on 11 February 2012, 28 April 2012, 14 July 2012 and 27 October 2012. The particulars of attendance at the Audit Committee meetings are as under:

Name of the Director	No. of meetings attended
Mr. Prakash Nene*	4
Mr. Kiran Malhotra	4
Mr. Bomi Daruwala	4
Mr. Hemant Watve	Not Applicable

\*Ceased to be a member w.e.f 7 January 2013.

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

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

### 4. Directors' Remuneration:

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

## 5. Shareholders' / Investors' Grievance Committee:

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

- (a) Mr. Kiran Malhotra, Chairman
- (b) Mr. Bomi Daruwala, Member
- (c) Mr. Hemant Watve, Member

During the financial year ended 31 December 2012 the Committee met four times on 11 February 2012, 28 April 2012, 14 July 2012 and 27 October 2012 to consider inter-alia the matters relating to transfer / transmission / splitting of shares and issue of new Share certificates etc. and shareholders' / investors' grievances. The Company Secretary of the Company acts as a Secretary of the Committee.

Name of the Director	No. of meetings attended
Mr. Prakash Nene*	4
Mr. Kiran Malhotra	4
Mr. Bomi Daruwala	4
Mr. Hemant Watve	Not Applicable

\*Ceased to be a member w.e.f 7 January 2013.

During the financial year ended 31 December 2012, 6 investor complaints were received and resolved. There was no pending investor complaint as on 31 December 2012.

## 6. General Body Meetings:

### Details of last three Annual General Meetings held

Meeting	Venue of the meeting	Date and Time
19 <sup>th</sup> Annual General Meeting	Registered Office, Mumbai Pune Road, Chinchwad, Pune 411 019.	Saturday, 28 April 2012 at 10.30 a.m.
18 <sup>th</sup> Annual General Meeting	Hotel Kalasagar, Plot No. P-4, Mumbai-Pune Road, Kasarwadi, Pune – 411 034	Saturday, 30 April 2011 at 11.00 a.m.
17 <sup>th</sup> Annual General Meeting	Hotel Kalasagar, Plot No. P-4, Mumbai-Pune Road, Kasarwadi, Pune – 411 034	Saturday, 24 April 2010 at 11.15 a.m.

### Special Resolutions passed in last three Annual General Meetings

Meeting	Subject matter of Special Resolution
19 <sup>th</sup> Annual General Meeting	No Special Resolution was passed
18 <sup>th</sup> Annual General Meeting	No Special Resolution was passed
17 <sup>th</sup> Annual General Meeting	No Special Resolution was passed

No Special Resolution was put through postal ballot last year nor is any resolution now proposed through postal ballot.

## 7 Disclosures:

- a) During the financial year ended on 31 December 2012, there was no materially significant related party transaction that may have a potential conflict with the interests of the Company at large. Transactions with related parties are disclosed in the Notes to Accounts annexed to and forming part of Annual Financial Statements.
- b) There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three years ended on 31 December 2012 and hence the question of penalties or strictures being imposed on the Company by the Stock Exchanges or Securities & Exchange Board of India or any Statutory Authority, does not arise.
- c) The Company has complied with the Clause 49 of the Listing Agreement with Stock Exchanges on Corporate Governance.
- d) None of the Directors of the Company is holding any share in the Company.

## 8. Means of Communication:

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

## 9. General Shareholders' Information:

### a) Annual General Meeting

Date and time : 27<sup>th</sup> April 2013 at 10.30 a.m.

Venue : Registered office of the Company at Chinchwad Works, Mumbai Pune Road, Chinchwad, Pune – 411 019

### b) Financial Calendar (tentative)

1 January to 31 December 2013

First Quarter Results : Fourth week of April, 2013

Second Quarter / Half year Results : Fourth week of July, 2013

Third Quarter Results : Fourth week of October, 2013

Last Quarter / Annual Results : Fourth week of February, 2014

### c) Dates of Book Closure

Tuesday, 23 April 2013 to Saturday 27 April 2013 (both days inclusive)

# ANNUAL REPORT 2012

**d) Equity Shares listed on**

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

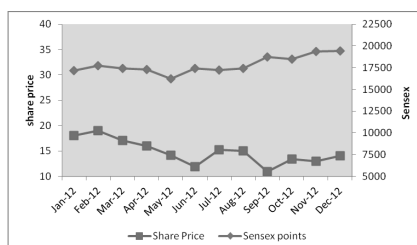
The Listing fees for the year 2012-13 have been paid to both the stock exchanges.

**e) ISIN No.** INE095E01014

**f) Market Price Data for the year ended on 31 December 2012: Bombay Stock Exchange Limited**

Month	Open (INR)	High (INR)	Low (INR)	Close (INR)	No. of Shares	No. of Trades	Net Turnover (INR)
January 2012	16.65	20.85	16.65	18.00	4,713	39	85,947
February 2012	17.20	20.80	17.20	18.95	6,648	56	1,23,406
March 2012	18.05	19.45	15.50	17.05	12,030	153	2,08,049
April 2012	16.25	17.05	13.95	15.95	14,768	87	2,28,429
May 2012	15.30	16.25	12.70	14.20	11,721	37	1,69,300
June 2012	13.50	13.60	11.00	11.91	2,739	26	35,818
July 2012	12.40	16.50	11.35	15.21	10,549	86	1,53,700
August 2012	14.50	16.90	14.15	15.00	4,541	37	68,851
September 2012	14.26	14.26	10.80	10.93	13,196	78	1,66,263
October 2012	11.10	14.50	11.10	13.35	9,545	51	1,20,781
November 2012	12.70	14.00	11.50	12.95	10,524	61	1,37,450
December 2012	13.00	14.00	11.16	14.00	11,120	86	1,39,534

**g) Stock performance in comparison to BSE Sensex.**



**h) Registrar and Share Transfer Agent:**

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

**Unit: Mather and Platt Fire Systems Ltd.**

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

Tel.: +91 22 6772 0300/ 67720400, Fax.: +91 22 28591568 / 285028927

**i) Share Transfer System**

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

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



**j) Shareholding Pattern as on 31 December 2012**

Statement Showing Shareholding Pattern								
Table (I)(a)								
Category code	Category of Shareholder	Number of Shareholders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B) <sup>1</sup>	As a percentage of (A+B+C)	Number of shares	As a percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)=(VII) / (IV)*100
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>							
<b>1</b>	<b>Indian</b>							
(a)	Individuals/ Hindu Undivided Family	0	0	0	0.00	0.00	0	0.00
(b)	Central Government/ State Government(s)	0	0	0	0.00	0.00	0	0.00
(c)	Bodies Corporate	0	0	0	0.00	0.00	0	0.00
(d)	Financial Institutions/ Banks	0	0	0	0.00	0.00	0	0.00
(e)	Any Others(Specify)	0	0	0	0.00	0.00	0	0.00
(e-i)		0	0	0	0.00	0.00	0	0.00
(e-ii)		0	0	0	0.00	0.00	0	0.00
	<b>Sub Total(A)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
<b>2</b>	<b>Foreign</b>							
A	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0	0	0.00	0.00	0	0.00
B	Bodies Corporate	1	1887697	1887697	55.48	55.48	0	0.00
C	Institutions	0	0	0	0.00	0.00	0	0.00
D	Any Others(Specify)	0	0	0	0.00	0.00	0	0.00
d-i		0	0	0	0.00	0.00	0	0.00
d-ii		0	0	0	0.00	0.00	0	0.00
	<b>Sub Total(A)(2)</b>	<b>1</b>	<b>1887697</b>	<b>1887697</b>	<b>55.48</b>	<b>55.48</b>	<b>0</b>	<b>0.00</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>1</b>	<b>1887697</b>	<b>1887697</b>	<b>55.48</b>	<b>55.48</b>	<b>0</b>	<b>0.00</b>
<b>(B)</b>	<b>Public shareholding</b>							
<b>1</b>	<b>Institutions</b>							
(a)	Mutual Funds/ UTI	2	218	0	0.01	0.01	0	0.00
(b)	Financial Institutions / Banks	20	894	18	0.03	0.03	0	0.00
(c)	Central Government/ State Government(s)	0	0	0	0.00	0.00	0	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0.00	0	0.00
(e)	Insurance Companies	2	17830	17830	0.52	0.52	0	0.00
(f)	Foreign Institutional Investors	1	67	0	0.00	0.00	0	0.00
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00	0	0.00
(h)	Any Other (specify)	0	0	0	0.00	0.00	0	0.00
(h-i)		0	0	0	0.00	0.00	0	0.00
(h-ii)		0	0	0	0.00	0.00	0	0.00
	<b>Sub-Total (B)(1)</b>	<b>25</b>	<b>19009</b>	<b>17848</b>	<b>0.56</b>	<b>0.56</b>	<b>0</b>	<b>0.00</b>

# ANNUAL REPORT 2012

## Statement Showing Shareholding Pattern

Table (I)(a)

Category code	Category of Shareholder	Number of Shareholders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B) <sup>1</sup>	As a percentage of (A+B+C)	Number of shares	As a percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)=(VII) / (IV)*100
<b>B 2</b>	<b>Non-institutions</b>							
(a)	Bodies Corporate	188	91374	78251	2.69	2.69	0	0.00
(b)	Individuals							
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	25879	1145074	605818	33.65	33.65	0	0.00
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	10	259493	259493	7.63	7.63	0	0.00
(c)	Any Other (specify)	0	0	0	0.00	0.00	0	0.00
(c-i)		0	0	0	0.00	0.00	0	0.00
(c-ii)		0	0	0	0.00	0.00	0	0.00
	<b>Sub-Total (B)(2)</b>	<b>26077</b>	<b>1495941</b>	<b>943562</b>	<b>43.96</b>	<b>43.96</b>	<b>0</b>	<b>0.00</b>
(B)	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>26102</b>	<b>1514950</b>	<b>961410</b>	<b>44.52</b>	<b>44.52</b>	<b>0</b>	<b>0.00</b>
	<b>TOTAL (A)+(B)</b>	<b>26103</b>	<b>3402647</b>	<b>2849107</b>	<b>100.00</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>
(C)	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>							
1	Promoter and Promoter Group	0	0	0	0	0.00	0	0.00
2	Public	0	0	0	0	0.00	0	0
	<b>Sub-Total (C )</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>26103</b>	<b>3402647</b>	<b>2849107</b>	<b>100.00</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>

### k) Distribution of Shareholding as on 31 December 2012:

Shares held	No. of Shareholders	% age to Total No. of Shareholders	No. of Shares	% age of Total No. of Shares
Less than - 500	25879	99.14%	832347	24.46%
501 To 1000	114	0.43%	94254	2.77%
1001 To 2000	47	0.18%	67152	1.97%
2001 To 3000	20	0.07%	50541	1.48%
3001 To 4000	4	0.01%	14613	0.42%
4001 To 5000	5	0.01%	23478	0.69%
5001 To 10000	19	0.07%	124407	3.65%
10001 & above	15	0.05%	2195855	64.53%
Total	26103	100.00	3402647	100.00

**l) Dematerialisation of shares and liquidity**

Approximately 83.73% of the total number of Equity Shares in the Company were held in dematerialised as on 31 December 2012.

**m) Your Company has not issued any GDRs/ ADRs/ Warrants or any convertible instruments.****n) Address of the Registered Office:**

Mumbai-Pune Road, Chinchwad, Pune 411 019.

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

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

**Declaration:**

All the Directors and Senior Management of the Company have affirmed the compliance with the Code of Conduct for the year ended 31 December 2012.

Place : Pune  
Date : 16 February 2013

**Hemant Watve**  
Director

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

To,

The Members of  
**Mather and Platt Fire Systems Limited**

We have examined the compliance of conditions of Corporate Governance by Mather and Platt Fire Systems Limited ('the Company') for the year ended 31 December, 2012 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

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

In our opinion and to the best of our knowledge and according to the information and explanations given to us, we certify that the Company has complied in all material respects with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

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

**Juzer Miyajiwala**  
*Partner*  
Membership No.: 047483

Place : Pune  
Date : 16 February 2013

# ANNUAL REPORT 2012

---

## ANNEXURE B TO THE DIRECTORS' REPORT

### Management Discussion and Analysis

#### Industry Structure and Development

The index of industrial production of manufacturing sector continued to highlight the weak trend in economic activity. The overall industrial production scenario in the country is less encouraging as compared to last year.

#### Opportunities

With major focus on Environment, Health and Safety, the opportunities for the fire fighting and protection systems are not growing. The major thrust areas include power plants, petrochemicals and refineries and other process industries.

#### Financial Performance

During the year under review, there was no Sales. The Profit before Interest, Depreciation and Tax for the year under review is INR 7.67 Million (previous year's Profit INR 0.01 Million) and the Profit after Tax amounted to INR 7.67 Million (previous year INR 1.24 Million).

#### Outlook

Though the global slowdown is expected to persist and environment looks weaker, recovery may be possible by setting long term objectives and initiating efforts in that direction and exploring newer technologies to deal with newer dimensions of risk and outlook for the year is certainly challenging.

#### Risks and concerns

The downturn in business activities of the Company in last few years have resulted in the severe liquidity crisis. The net worth of the Company has been completely eroded and the Company has accumulated loss of around INR 56.54 Million.

#### Internal Control System & its adequacy

All projects and related orders for equipment have been completed with highest degree of quality and efficiency. Costs are being regularly controlled and monitored to achieve or better the estimated margin.

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

#### Human Resources

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

#### Cautionary Statement

Statement in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be a forward looking statement within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied. Important factors that could make a difference to the Company's operations include among others, economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and incidental factors.

## CERTIFICATE PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT

The Board of Directors

### Mather and Platt Fire Systems Limited

Mumbai-Pune Road,  
Chinchwad, Pune – 411019.

Dear Sirs,

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

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31 December 2012 and that to the best of our knowledge and belief:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31 December 2012, which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the audit committee:
  - (i) significant changes in internal control over financial reporting during the year ended 31 December 2012;
  - (ii) significant changes in accounting policies during the year 31 December 2012 and that the same have been disclosed in the notes to the financial statements; and
  - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Thanking you.

Yours truly,

For **Mather and Platt Fire Systems Limited**

**Hemant Watve**  
Director

**Milind Khadilkar**  
Chief Financial Officer

Date : 16 February 2013

Place : Pune

**Auditors' Report**

To the Members of

**Mather and Platt Fire Systems Limited**

We have audited the attached Balance Sheet of Mather and Platt Fire Systems Limited ('the Company') as at 31 December 2012 and also the Statement of Profit and Loss and the Cash Flow Statement of the Company for the year ended on that date, annexed thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.

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

1. As required by the Companies (Auditor's Report) Order, 2003 ('the Order'), issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956 ('the Act'), we enclose in the Annexure, a statement on the matters specified in paragraphs 4 and 5 of the said Order.
2. Further to our comments in the Annexure referred in paragraph 1 above, 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 purposes 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 dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Act, to the extent applicable;
- (e) on the basis of written representations received from the directors as on 31 December 2012, and taken on record by the Board of Directors, we report that none of the directors is disqualified as at 31 December 2012 from being appointed as a director under clause (g) of sub-section (1) of Section 274 of the Act; and
- (f) in our opinion and to the best of our information and according to the explanations given to us, the said 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 December 2012;
  - (ii) in the case of the Statement of Profit and Loss, of the profit of the Company 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.

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

**Juzer Miyajiwala**  
*Partner*

Place : Pune  
Date : 16 February 2013      Membership No: 047483

# ANNUAL REPORT 2012

## Annexure to the Auditors' Report – 31 December 2012

[Referred to in paragraph 1 of the Auditors' Report to the Members of Mather and Platt Fire Systems Limited ('the Company') on the financial statements for the year ended 31 December 2012]

We report as follows:

1. a) The Company does not hold any fixed asset as at the end of the year. Accordingly, provisions of clause 4(i)(a) and (b) of the Order are not applicable to the Company.
- b) The Company does not have any commercial operations. In the current year the Company has written off the entire block of fixed assets. However, this does not affect the going concern assumption.
2. The Company does not hold any physical inventory as at the end of the year. Accordingly provisions of clause 4(ii) of the Order are not applicable to the Company.
3. The Company has neither granted nor taken any loans, secured or unsecured, to or from companies, firms or other parties covered in the register maintained under Section 301 of the Act.
4. The Company has not purchased any inventory or fixed assets and there were no sales or services rendered during the year. Accordingly, provisions of clause 4(iv) of the Order are not applicable to the Company.
5. In our opinion, and according to the information and explanations given to us, there are no contracts and arrangements the particulars of which need to be entered into the register maintained under section 301 of the Act.

Accordingly, paragraph 5(b) of the Order is not applicable.

6. The Company has not accepted any deposits from the public.
  7. In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
  8. In our opinion and according to information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under section 209(1)(d) of the Act, for any of the products manufactured/ services rendered by the Company.
  9. a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Income Tax and Sales Tax have been regularly deposited by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of Wealth Tax, Service Tax, Customs Duty, Excise Duty, Sales Tax, Provident Fund, Employees' State Insurance, Investor Education and Protection Fund.
- According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax and Sales Tax dues were in arrears as at 31 December 2012 for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us, the following dues of Sales Tax have not been deposited with the appropriate authorities on account of disputes.

Name of the statute	Nature of the dues	Amount (Rs' 000)	Period to which the amount relates	Forum where the dispute is pending
Works Contract Tax under Kerala General Sales tax Act, 1963	Differential rate of tax	2,768	1987-1988 to 1993-1994	Commercial Tax Officer, Ernakulam
Works Contract Tax under Kerala General Sales tax Act	Differential rate of tax	34	1997-1998	Commercial Tax Officer, Ernakulam
Works Contract Tax under Kerala General Sales tax Act	Differential rate of tax	74	1998-1999	Commercial Tax Officer, Ernakulam
Central Sales Tax, 1956	Non submission of E-1 Form	500	1998-1999 to 2002-2003	Commercial Tax Officer, Kolkata
West Bengal Sales Tax Act, 1994	Non submission of E-1 Form	125	1998-1999 to 2002-2003	Commercial Tax Officer, Kolkata
Works Contract Tax under U P Trade Tax Act, 1948	Chargeable of State sales tax	6,581	1987-1988 to 1997-1998	Deputy Commissioner UP Trade Tax Tribunal, Lucknow

10. *The accumulated losses of the Company have exceeded 50% of its net worth at the end of the financial year. The Company has not incurred cash losses in the current financial year but has incurred cash loss during the preceding financial year.*
11. The Company did not have any outstanding dues to any financial institution, banks or debenture-holders during the year.
12. The Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion and according to the information and explanations given to us, the Company is not a chit fund / nidhi / mutual benefit fund / society.
14. According to the information and explanations given to us, the Company is not dealing or trading in shares, securities, debentures and other investments.
15. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
16. The Company did not have any term loans outstanding during the year.
17. *According to the information and explanations given to us*
- and on an overall examination of the Balance Sheet of the Company, we are of the opinion that the funds raised on short-term basis have been used for long-term purpose amounting to Rs. 22,536,718.*
18. The Company has not made any preferential allotment of shares to companies/firms/other parties covered in the register maintained under Section 301 of the Act.
19. The Company did not have any outstanding debentures during the year.
20. The Company has not raised any money by public issue during the year.
21. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

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

**Juzer Miyajiwala**  
*Partner*  
Membership No: 047483

Place : Pune  
Date : 16 February 2013

# ANNUAL REPORT 2012

## Balance Sheet

as at 31 December 2012

(Currency - Indian Rupees)

	Note	2012	2011
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds :</b>			
Share capital	3	34,026,470	34,026,470
Reserves and surplus	4	(56,542,088)	(64,208,434)
		<u>(22,515,618)</u>	<u>(30,181,964)</u>
<b>Non-current liability</b>			
Other non-current liability	5	-	22,389,378
		-	<u>22,389,378</u>
<b>Current liabilities</b>			
Trade payables	6	3,279,328	9,046,038
Other current liability	7	22,198,130	-
		<u>25,477,458</u>	<u>9,046,038</u>
<b>TOTAL</b>		<u>2,961,840</u>	<u>1,253,452</u>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Tangible assets	8	-	900
Non-current investments	9	21,100	21,100
Long term loans and advances	10	282,320	280,692
		<u>303,420</u>	<u>302,692</u>
<b>Current assets</b>			
Trade receivables	11	-	265,190
Cash and bank balances	12	2,618,986	572,872
Short term loans and advances	13	-	112,698
Other current assets	14	39,434	-
		<u>2,658,420</u>	<u>950,760</u>
<b>TOTAL</b>		<u>2,961,840</u>	<u>1,253,452</u>
<b>Significant accounting policies</b>	2		
<b>Notes to financial statements</b>	3 - 26		

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

As per our report of even date attached

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

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

**Bomi Daruwala**  
Director

**Hemant Watve**  
Director

**Juzer Miyajiwala**  
Partner  
Membership No. 047483

**Milind Khadilkar**  
Chief Financial Officer

**Vasudev Savalgi**  
Company Secretary

Place : Pune  
Date : 16 February 2013

Place : Pune  
Date : 16 February 2013



**Statement of Profit and Loss**  
**for the year ended 31 December 2012**

**(Currency - Indian Rupees)**

	Note	2012	2011
<b>Revenue from operations</b>	15		
Other operating revenue		<b>6,121,559</b>	1,552,383
		<hr/>	<hr/>
Total		<b>6,121,559</b>	1,552,383
<b>Other income</b>	16	<b>3,679,493</b>	-
		<hr/>	<hr/>
		<b>9,801,052</b>	1,552,383
		<hr/>	<hr/>
<b>Expenditure</b>			
Operating and other expenses	17	<b>2,134,706</b>	1,542,847
Interest and finance charges	18	-	15,420
		<hr/>	<hr/>
		<b>2,134,706</b>	1,558,267
		<hr/>	<hr/>
<b>Profit/(Loss) before tax</b>		<b>7,666,346</b>	(5,884)
Provision for tax			
Excess provision of income tax with respect to earlier years written back		-	(1,245,980)
		<hr/>	<hr/>
<b>Profit after tax</b>		<b>7,666,346</b>	1,240,096
		<hr/>	<hr/>
<b>Basic and diluted earnings per equity share of face value of Rs. 10 each</b>		<b>2.25</b>	0.36
<b>Significant accounting policies</b>	2		
<b>Notes to financial statements</b>	3 - 26		

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

As per our report of even date attached

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

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

**Bomi Daruwala**  
*Director*

**Hemant Watve**  
*Director*

**Juzer Miyajiwala**  
*Partner*  
Membership No. 047483

**Milind Khadilkar**  
*Chief Financial Officer*

**Vasudev Savalgi**  
*Company Secretary*

Place : Pune  
Date : 16 February 2013

Place : Pune  
Date : 16 February 2013

# ANNUAL REPORT 2012

## Cash Flow Statement for the year ended 31 December 2012 (Currency - Indian Rupees)

	2012	2011
<b>A. Cash flows from operating activities</b>		
<b>Profit / (loss) before tax</b>	7,666,346	(5,884)
<i>Non cash adjustments to reconcile profit / (loss) before tax to net cash flows:</i>		
Interest income	(39,434)	-
Dividend income	(1,332)	-
Fixed assets written off	900	-
Interest and finance expenses	-	15,420
<b>Operating profit before working capital changes</b>	<u>7,626,480</u>	<u>9,536</u>
<i>Adjustments for :</i>		
Decrease in trade receivables	265,190	200,000
Decrease in short term loans and advances	112,698	129
Decrease in trade payables	(5,766,710)	(717,936)
(Decrease) / increase in other liabilities	(191,248)	431,349
<b>Cash generated from/(used in) operations</b>	<u>2,046,410</u>	<u>(76,922)</u>
Income taxes paid ( <i>net of refunds</i> )	(1,628)	760
<b>Net cash generated from/(used in) operating activities</b>	<u>2,044,782</u>	<u>(76,162)</u>
<b>B. Cash flows from investing activities</b>		
Dividend received	1,332	-
Investments in bank deposits (having original maturity of more than three months) ( <i>Also refer note 12</i> )	(2,360,000)	-
<b>Net cash used in investing activities</b>	<u>(2,358,668)</u>	<u>-</u>
<b>C. Cash flows from financing activities</b>		
Interest / finance charges paid	-	(15,420)
<b>Net cash used in financing activities</b>	<u>-</u>	<u>(15,420)</u>
<b>Net decrease in cash and cash equivalents (A+B+C)</b>	<u>(313,886)</u>	<u>(91,582)</u>
<b>Cash and cash equivalents opening balance</b>	572,872	664,454
<b>Cash and cash equivalents closing balance</b>	258,986	572,872
<b>Components of cash and cash equivalents</b>		
Cash on hand	-	6,332
Balances with banks on current accounts	258,986	566,540
<b>Total cash and cash equivalents (<i>also refer note 12</i>)</b>	<u>258,986</u>	<u>572,872</u>
<b>Significant accounting policies</b>	2	
<b>Notes to financial statements</b>	3 - 26	
The notes referred to above form an integral part of the Cash Flow Statement		

As per our report of even date attached

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

**Juzer Miyajiwala**  
*Partner*  
Membership No. 047483

Place : Pune  
Date : 16 February 2013

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

**Bomi Daruwala**  
*Director*

**Milind Khadilkar**  
*Chief Financial Officer*

**Hemant Watve**  
*Director*

**Vasudev Savalgi**  
*Company Secretary*

Place : Pune  
Date : 16 February 2013

## Notes to the financial statements

as at 31 December 2012

(Currency - Indian Rupees)

### 1.1 Background:

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

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

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

### 1.2 Going concern

The accumulated losses of the Company have exceeded its net worth as at 31 December 2012. However, Management believes that the Company will be able to continue operations on a going concern basis and meet all its liabilities as they fall due for payment in the foreseeable future on the basis of the financial support from the Holding Company, WILO SE, Germany. The Holding company has agreed to provide necessary financial support to meet the liabilities of the Company till 31 December 2013. In this regard, the Company has received a letter dated 30 October 2012 from the Parent Company confirming that they will provide the necessary financial support till 31 December 2013.

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

## 2 Significant accounting policies

### 2.1 Basis of preparation of financial statements

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

This the first year of application of revised Schedule VI to the Act for the preparation of the financial statements of the Company. The revised Schedule VI introduces some significant conceptual changes as well as new disclosures. These include classification of all assets and liabilities into current and non-current. Further, pursuant to the adoption of the revised Schedule VI, the previous year figures have undergone a major reclassification to comply with the requirements of the revised Schedule VI.

### 2.2 Use of estimates

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

### 2.3 Current-non current classification

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

#### *Assets*

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

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

# ANNUAL REPORT 2012

---

## Notes to the financial statements (*continued*)

as at 31 December 2012

### (Currency - Indian Rupees)

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

All other assets are classified as non-current.

#### *Liabilities*

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

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

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

All other liabilities are classified as non-current.

#### *Operating cycle*

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

### 2.4 Fixed assets and depreciation

Fixed assets are stated at cost of acquisition less accumulated depreciation. Cost includes inward freight, duties, taxes and other incidental expenses related to the acquisition, construction and installation of the fixed assets.

Depreciation on fixed assets is provided on the Straight Line Method ("SLM") pro-rata to the period of use. Depreciation is provided based on the useful life of the assets as estimated by the management as follows, or at the rates prescribed under schedule XIV of the Act, whichever is higher.

Depreciation rates:

Category / Group of asset	Rates (%)
<b>Plant and Machinery</b>	
Computers	33.33
Production machinery	10.34
Patterns	11.31
<b>Furniture and Fittings</b>	
Furniture and fixtures	6.33
Hard furnishing	6.33

Assets individually costing Rs 5,000 or less are depreciated fully in the year of purchase.

### 2.5 Impairment of assets

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

### 2.6 Investments

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

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

## Notes to the financial statements (*continued*)

as at 31 December 2012

(Currency - Indian Rupees)

### 2.7 Inventories

Inventories are stated at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and other costs necessary to make the sale. Cost is determined on the basis of weighted average method and includes expenditure in acquiring the inventories and bringing them to the present location and condition. In the case of semi finished goods inventories, cost includes cost of direct materials and labour and an appropriate share of overheads. The comparison of cost and net realisable value is made on an item-by-item basis.

Raw materials and other supplies held for use in production of inventories are not written down below cost except in cases where material prices have declined, and it is estimated that the cost of finished products will exceed their net realisable value.

### 2.8 Revenue recognition

#### a) *Product sales*

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

#### b) *Interest income*

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

#### c) *Other*

Other items of income are accounted as and when the right to receive arises.

### 2.9 Leases

Lease payments under operating leases are recognised as an expense in the Statement of Profit and Loss on a straight line basis over the lease term.

### 2.10 Foreign exchange transactions

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

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

### 2.11 Taxation

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

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

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

# ANNUAL REPORT 2012

---

## Notes to the financial statements (*continued*)

as at 31 December 2012

(Currency - Indian Rupees)

### 2.12 Earnings per share

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

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

### 2.13 Provisions and contingencies

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

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

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

### 2.14 Cash and cash equivalents

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

**Notes to the financial statements (continued)**
*for the year ended 31 December 2012*

(Currency - Indian Rupees)

	2012	2011
<b>3. Share capital</b>		
<b>Authorised</b>		
5,000,000 (2011: 5,000,000) equity shares of Rs. 10 each	<b>50,000,000</b>	50,000,000
<b>Issued, subscribed and paid up</b>		
3,402,647 (2011: 3,402,647) equity shares of Rs.10 each	<b>34,026,470</b>	34,026,470
	<b>34,026,470</b>	34,026,470

**3.1 Rights, preferences and restrictions attached to equity shares**

The Company has only one class of shares referred to as equity shares having a par value of Rs. 10. Each holder of equity shares is entitled to one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their share holding.

**3.2 Shares held by holding/ultimate holding company**

1,887,697 (2011: 1,887,697), equity shares are held by WIL0 SE, Germany, the Company's holding company.

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

Name of the shareholder	2012		2011	
	No. of shares	% held	No. of shares	% held
Wilo SE	1,887,697	55.48%	1,887,697	55.48%

	2012	2011
<b>4. Reserves and surplus</b>		
Surplus in the Statement of Profit and Loss		
Balance as per last Balance Sheet	<b>(64,208,434)</b>	(65,448,530)
Add - Net profit after tax transferred from Statement of Profit and Loss	<b>7,666,346</b>	1,240,096
Net surplus in the Statement of Profit and Loss	<b>(56,542,088)</b>	(64,208,434)
<b>5. Other non-current liability</b>		
<b>Advances received from related parties:</b>		
Mather and Platt Pumps Limited	-	22,389,378
	-	22,389,378
<b>6. Trade payables</b>		
<i>(also refer note 21 and 22)</i>	<b>3,279,328</b>	9,046,038
	<b>3,279,328</b>	9,046,038
<b>7. Other current liability</b>		
<b>Advances received from related parties:</b>		
Mather and Platt Pumps Limited	<b>22,198,130</b>	-
	<b>22,198,130</b>	-

# ANNUAL REPORT 2012

## Notes to the financial statements (*continued*)

for the year ended 31 December 2012

Currency - Indian Rupees)

			2012	2011
8. Tangible assets	Plant and machinery	Furniture, fixtures & Office equipment	December 31, 2012	December 31, 2011
Gross block as at 1 January 2012	209,576	18,586	<b>228,162</b>	228,162
Assets written off during the year	209,576	18,586	<b>228,162</b>	-
Gross block as at 31 December 2012	-	-	-	228,162
Accumulated depreciation as at 1st January 2012	208,676	18,586	<b>227,262</b>	227,262
Depreciation for the year	-	-	-	-
Depreciation on assets written off	208,676	18,586	<b>227,262</b>	-
Accumulated depreciation as at 31 December 2012	-	-	-	227,262
<b>Net block as at 31 December 2012</b>	-	-	-	900
Previous year as at 31 December 2011	-	-	900	-
<b>9. Non-current investments</b>				
<i>(Non trade)</i>				
<b>Quoted</b>				
<b>Investment in equity instruments</b>				
United Spirits Limited				
266 shares (2011 : 266 shares) of Rs.10 each fully paid up			<b>16,100</b>	16,100
<b>Unquoted</b>				
<b>Investment in Government securities</b>				
6 Year National Savings Certificates				
(lodged with Karnataka Sales tax department as security deposit)			<b>5,000</b>	5,000
			<b>21,100</b>	21,100
<i>Aggregate market value of quoted investments</i>			<b>505,240</b>	334,867
<b>10. Long term loans and advances</b>				
<i>(Unsecured, considered good)</i>				
Advance taxes and tax deducted at source <i>(net of provisions)</i>			<b>282,320</b>	280,692
			<b>282,320</b>	280,692
<b>11. Trade receivables</b>				
<i>(Unsecured)</i>				
Outstanding for a period exceeding six months from the date they are due for payment				
Considered good			-	265,190
Considered doubtful			<b>59,766,310</b>	69,651,445
Less: Provision for doubtful debts			<b>(59,766,310)</b>	(69,651,445)
			-	265,190



**Notes to the financial statements (continued)**
*for the year ended 31 December 2012*
**(Currency - Indian Rupees)**

	2012	2011
<b>12. Cash and bank balances</b>		
<i>Cash and cash equivalents</i>		
Cash on hand	-	6,332
Balances with banks on current accounts	<b>258,986</b>	566,540
	<b>258,986</b>	572,872
<b>Other bank balances</b>		
Bank deposits with original maturity of more than 3 months and remaining maturity of less than 12 months *	<b>2,360,000</b>	-
	<b>2,618,986</b>	572,872
<b>Details of bank balances/deposits</b>		
Bank balances available on demand included under 'Cash and cash equivalents'	<b>258,986</b>	566,540
Bank deposits due to mature within 12 months of the reporting date included under 'Other bank balances'	<b>2,360,000</b>	-
	<b>2,618,986</b>	566,540
<p>*Out of the above, Rs. 860,233 (2011: Rs. Nil) has been separately earmarked for payments to be made to sundry creditors covered under the scheme of arrangement. (Also refer note 21)</p>		
<b>13. Short term loans and advances</b>		
<i>(Unsecured, considered good)</i>		
Advances recoverable in cash or in kind or for value to be received	-	112,698
	-	112,698
<b>14. Other current assets</b>		
<i>(Unsecured, considered good)</i>		
Interest accrued on fixed deposits with banks	<b>39,434</b>	-
	<b>39,434</b>	-

# ANNUAL REPORT 2012

---

## Notes to the financial statements (*continued*)

for the year ended 31 December 2012

(Currency - Indian Rupees)

	2012	2011
<b>15. Revenue from operations</b>		
<b>Other operating revenue</b>		
Provision for doubtful debts written back	6,121,559	-
Sale of scrap	-	1,552,383
	<u>6,121,559</u>	<u>1,552,383</u>
	<u><u>6,121,559</u></u>	<u><u>1,552,383</u></u>
<b>16. Other income</b>		
Interest from banks	39,434	-
Dividend	1,332	-
Liabilities no longer required written back	3,638,727	-
	<u>3,679,493</u>	<u>-</u>
	<u><u>3,679,493</u></u>	<u><u>-</u></u>
<b>17. Operating and other expenses</b>		
Rates and taxes	-	1,700
Site expenses	869,163	117,824
Travelling and conveyance	10,418	25,842
Legal and professional charges	140,814	61,113
Auditors' remuneration	366,928	343,438
Annual general meeting and share registration expenses	353,339	478,444
Advertisement expenses	244,415	168,904
Filing fees	114,912	79,827
Miscellaneous expenses	34,717	265,755
	<u>2,134,706</u>	<u>1,542,847</u>
	<u><u>2,134,706</u></u>	<u><u>1,542,847</u></u>
<b>Note : Payment to auditors</b>		
Statutory audit	130,000	130,000
Limited reviews	90,000	90,000
Other services	80,000	80,000
Out of pocket expenses reimbursed	26,565	11,367
Service tax	40,363	32,071
	<u>366,928</u>	<u>343,438</u>
	<u><u>366,928</u></u>	<u><u>343,438</u></u>
<b>18. Interest and finance charges</b>		
Finance charges	-	15,420
	<u>-</u>	<u>15,420</u>
	<u><u>-</u></u>	<u><u>15,420</u></u>

**Notes to the financial statements (continued)**

for the year ended 31 December 2012

(Currency - Indian Rupees)

**Notes to accounts**

	2012	2011
<b>19. Earnings per share</b>		
Net profit for the year attributable to equity shareholders A	7,666,346	1,240,096
Weighted average number of equity shares of Rs 10 each outstanding during the year B	<u>3,402,647</u>	<u>3,402,647</u>
Basic and diluted earnings per equity share of Rs 10 each (A/B)	<u>2.25</u>	<u>0.36</u>
<b>20. Contingent liabilities</b>		
a) Claims against the Company not acknowledged as debts	1,134,427	415,739
b) Sales tax and Works Contract tax*	10,082,000	7,432,727
c) E.S.I *	<u>120,000</u>	<u>120,000</u>
	<u>11,336,427</u>	<u>7,968,466</u>

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

**21. Creditors scheme of arrangement**

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

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

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

**23. Segmental Information**

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

**24. Deferred taxation**

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

**25. Disclosure of related parties / related party transactions:**

**a) List of related parties where control exists**

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

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

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

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

# ANNUAL REPORT 2012

## Notes to the financial statements *(continued)*

for the year ended 31 December 2012

(Currency - Indian Rupees)

### c) Disclosure of related party transactions

Sr. No.	Nature of transaction / relationship / major parties	2012		2011	
		Amount	Amounts for major parties	Amount	Amounts for major parties
1	<b>Advances (repaid) / received for operations</b> Fellow subsidiary Mather and Platt Pumps Limited	(191,248)	(191,248)	431,349	431,349

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

Sr. No.	Nature of transaction / relationship / major parties	2012		2011	
		Amount	Amounts for major parties	Amount	Amounts for major parties
1	<b>Advances / Loans received from :</b> Fellow subsidiary Mather and Platt Pumps Limited	22,198,130	22,198,130	22,389,378	22,389,378
2	<b>Accounts Payable :</b> Fellow subsidiary Mather and Platt Pumps Limited	2,109,649	2,109,649	2,109,649	2,109,649

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

### e) Notes to related party transactions:

- No provisions pertaining to above referred related parties have been written back during the year.
- Orders, invoicing and other matters relating to the operations of the Company, are being presently done / dealt with in the name of Mather and Platt (India) Ltd. wherefrom the Company demerged, pending completion of various formalities in this regard.
- The Company has no staff and the operations of the Company are supported by Mather and Platt Pumps Limited, free of charge.

### 26. Prior period comparatives

The financial statements for the year ended December 31, 2011 had been prepared as per the then applicable, pre-revised Schedule VI to the Companies Act, 1956. Consequent to the notification of Revised Schedule VI under the Act, the financial statements for the year ended December 31, 2012 are prepared as per Revised Schedule VI. Accordingly, the previous year figures have also been reclassified to conform to this year's classification.

As per our report of even date attached

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

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

**Bomi Daruwala**  
Director

**Hemant Watve**  
Director

**Juzer Miyajiwala**  
Partner  
Membership No. 047483

**Milind Khadilkar**  
Chief Financial Officer

**Vasudev Savalgi**  
Company Secretary

Place : Pune  
Date : 16 February 2013

Place : Pune  
Date : 16 February 2013

**MATHER AND PLATT FIRE SYSTEMS LIMITED**

**REGISTERED OFFICE**

MUMBAI-PUNE ROAD, CHINCHWAD, PUNE-411 019

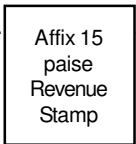
**PROXY FORM**

**DP ID :** \_\_\_\_\_ **FOLIO NO. :** \_\_\_\_\_  
**CLIENT ID :** \_\_\_\_\_ **NO. OF SHARES :** \_\_\_\_\_

I/We .....  
of ..... in the district of ..... being a  
member/ members of the above named Company hereby appoint ..... of  
..... in the district of .....  
or failing him ..... of ..... in the district  
of ..... as my/our proxy to vote for me/us on my/our behalf at the  
20<sup>th</sup> ANNUAL GENERAL MEETING of the Company to be held on Saturday, 27<sup>th</sup> April 2013 at 10.30 a.m. at the registered  
office of the Company at Chinchwad Works, Mumbai Pune Road, Chinchwad, Pune 411 019

Signed this ..... day of ....., 2013

Signature .....



**Note :**

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

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

**MATHER AND PLATT FIRE SYSTEMS LIMITED**

**REGISTERED OFFICE**

MUMBAI-PUNE ROAD, CHINCHWAD, PUNE-411 019

**ATTENDANCE SLIP**

20<sup>th</sup> Annual General Meeting

**DP ID :** \_\_\_\_\_ **FOLIO NO. :** \_\_\_\_\_  
**CLIENT ID :** \_\_\_\_\_ **NO. OF SHARES :** \_\_\_\_\_

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company.

I hereby record my presence at the 20<sup>th</sup> ANNUAL GENERAL MEETING of the Company held on Saturday, 27<sup>th</sup> April 2013 at 10.30 a.m. at the registered office of the Company at Chinchwad Works, Mumbai Pune Road, Chinchwad, Pune 411 019

.....  
Member's/Proxy's name in BLOCK Letters

.....  
Member's/Proxy's Signature

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





## BOOK POST

*If undelivered, please return to :*

**Mather + Platt**

**MATHER AND PLATT FIRE SYSTEMS LIMITED**

**REGISTERED OFFICE :**

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

CRYSTAL (022) - 6614 0900  
cfl\_mum@crystalforms.com