

**MP BORDER CHECKPOST DEVELOPMENT
COMPANY LIMITED**

ANNUAL REPORT

2012-13

DIRECTORS' REPORT

The Shareholders

MP BORDER CHECKPOST DEVELOPMENT COMPANY LIMITED

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

FINANCIAL RESULTS

The financial results of the Company are as under:

(Amount in ₹)

	For the Year ended March 31, 2013	For the period ended March 31, 2012
Total Income	-	-
Total Expenses	4,107,898	7,106,389
Profit/(Loss) Before Tax	(4,107,898)	(7,106,389)
<u>Less: Provision for Tax</u>	(2,290,000)	-
Profit /(Loss)After Tax	(6,397,898)	(7,106,389)
Balance carried forward	(17,458,788)	(11,060,890)

OPERATIONS:

Your Company continues to work on the project of developing and maintaining 24 Check-posts and 2 Central Control Facilities in the state of Madhya Pradesh awarded by the Madhya Pradesh Road Development Corporation on Design Build Finance Operate & Transfer (DBFOT) basis. The Company has achieved physical progress of 45.96% as of March 31, 2013

INCREASE IN AUTHORISED CAPITAL:

In order to meet the funds requirement of the Company for development of the Project, the Company had increased its Authorised Share Capital from ₹1,25,00,00,000/- to ₹1,50,00,00,000/-

DIVIDEND

Your Directors have not recommended any dividend for the period under review

DIRECTORS:

During the year under review, Mr. Rajiv Aggarwal, Mr Subroto Chaudhury and Mr Ravi Sreehari, Directors of the Company had resigned effective September 5, 2012, December 17, 2012, and April 18, 2013, respectively. The Directors placed on record their sincere appreciation for the valuable guidance and support rendered by them

In terms of the provisions of the Companies Act, 1956 and Articles of Association of the Company, Mr Harish Mathur, Director, will retire at the forthcoming Annual General Meeting of the Company and being eligible offer himself for reappointment. Your Directors recommend his re-appointment

AUDITORS:

M/s. Luthra & Luthra, Chartered Accountants, Statutory Auditors, retire at the ensuing Annual General Meeting of the Company and have expressed their willingness to continue as Statutory Auditors, if re-appointed

DEPOSITS:

Your Company has not accepted any Fixed Deposits during the year under review

CORPORATE GOVERNANCE:

Four Board Meetings were held during the year under review on April 19, 2012, July 19, 2012, October 18, 2012 and January 18, 2013. The number of meetings attended by the Directors are as under:

Sr. No.	Name of Directors	No. of Board Meetings held during tenure	Meetings attended
1	Mr. Krishna Ghag	4	4
2	Mr. Ravi Sreehari (resigned w.e.f April 18, 2013)	4	4
3	Mr. Rajiv Aggarwal (resigned w.e.f September 5, 2012)	2	0
4	Mr. Harish Mathur	4	4
5	Mr. Subroto Chaudhury (resigned w.e.f December 17, 2012)	3	0
6	Mr Manish Agarwal	4	3

Upon resignation of Mr. Rajiv Aggarwal the Audit Committee was reconstituted on October 18, 2012 in accordance with the provisions of the Section 292A of the Companies Act, 1956. The Audit Committee was then comprised of Mr Harish Mathur, Mr Krishna Ghag and Mr Ravi Sreehari. Subsequently upon resignation of Mr Ravi Sreehari, the Audit Committee needs to be re-constituted. The Audit Committee met four times in the year under review on April 19, 2012, July 19, 2012, October 18, 2012 and January 18, 2013

PARTICULARS OF EMPLOYEES:

There were no employees in respect of whom the information is required to be provided pursuant to Section 217(2A) of the Companies Act, 1956

DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to Section 217(2AA) of the Companies Act, 1956 (“the Act”) the Directors based on the representations received from the Operating Management, confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) they 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 and of the Loss of the Company for that period;
- (c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) they have prepared the annual accounts on a going concern basis

FOREIGN EXCHANGE EARNINGS AND OUTGO:

There was no earning or outgo of foreign exchange during the year under review.

Since your Company does not have any manufacturing facility, the other particulars in the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are not applicable and hence not provided

ACKNOWLEDGMENTS:

The Directors place on record their appreciation for the support and co-operation received from Madhya Pradesh Road Development Corporation Limited, various Government and other Regulatory Authorities, Banks, Financial Institutions and Shareholders of the Company

For and on behalf of the Board

SD/-
(Harish Mathur)

SD/-
(Krishna Ghag)

Date : April 18, 2013
Place : Mumbai