



Mysore Stoneware Pipes and Potteries Limited

**No. 30, 'Sapthagiri', GF-2, 10th Cross, Sadashivanagar,
R.M.V. Extension, Bangalore - 560 080**



Founder
Late Sri R. Vyasa Rao
1881-1957

MYSORE STONEWARE PIPES AND POTTERIES LIMITED

No. 30, "Sapthagiri", GF-12, 10th Cross, Sadashivanagar, R.MV Extension, Bengaluru -560080.

DIRECTORS:

Sri. H.K.Nanjunda Swamy

No.297, 7th Block, Jayanagar
Kanakapura Road, Bengaluru - 560082

Chairman

Sri. R.P Trivikram

No.8, 6th Cross,
Amarjyothinagar,
Vijayanagar, Bengaluru - 560040,

Managing Director

Sri. R.K.Karthik

No.10, Krishna, II Main,
AECS Layout II Stage, Sanjayanagar,
Bengaluru - 560094

Executive Director

Sri. Rajiv H. Ramahalli

No. 151, 4th Main,
Chamrajpet, Bengaluru - 560018

Whole-time Director

Sri. C.Vivekanand

1382/A, 6th Cross, BSK 1st Stage,
Ashoknagar, Bengaluru - 560050

Director

Sri. H.N. Shivananjaiah

No. 11, "Devi Krupa", 11th A Cross,
II Stage, W.O.C road,
Bengaluru - 560086

Director

Smt. Sudha Trivikram

No.8, 6th Cross,
Amarjyothinagar,
Vijayanagar, Bengaluru - 560040

Director

Sri. Sanjay Jayatsen

No.117/A, Nagaraja layout,
Bull Temple Road, Bengaluru - 560004

Director

AUDITORS:

M/s. N. Nityananda & Co.

Chartered Accountants
No. 76, Ranga Rao Road

BANKERS:

Corporation Bank

S.C Road Branch,
Bengaluru- 560009

MYSORE STONEWARE PIPES AND POTTERIES LIMITED

GF-2, Spathagiri, No. 30, 10th Cross, R M V Extension, Sadashivanagar, Bangalore- 560080, Karnataka
Corporate Identification Number: L26913KA1937PLC000197, Email Id :msppoffice@gmail.com
Phone no. 080-23614696, Fax - 080-23614697

NOTICE

To,
The Shareholders,

NOTICE is hereby given that the 77th Annual General Meeting of the members of **MYSORE STONEWARE PIPES & POTTERIES LIMITED** will be held on **Saturday, the 2nd day of August, 2014 at 11.00 am at Wood Land Hotel Pvt Ltd at Mini Hall, Rajaram Mohan Roy road, Bangalore – 27**, to transact the following business:

ORDINARY BUSINESS

1. Adoption of Financial Statements:

To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2014, including the audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss Account for the year ended on that date and the reports of the Board of Directors (the Board) and Auditors Report thereon.

2. Declaration of dividend:

To declare a final dividend of Rs. 10/- per equity share for the year ended March 31, 2014.

3. Appointment of Director:

To appoint a Director in place of Casiker Vivekanand (DIN: 00822219) who retires by rotation and being eligible, offers himself for reappointment

4. Appointment of Director:

To appoint a Director in place of Sanjay Jayatsen (DIN: 02285192) who retires by rotation and being eligible, offers himself for reappointment.

5. Appointment of Auditors:

To re-appoint M/s. N. Nityananda & Co., as Statutory Auditors, from the conclusion of this meeting to the conclusion of next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

6. To consider and if thought fit to pass, with or without modification the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013 (as amended or re-enacted from time to time), the existing Articles of Association be and is hereby amended as follows:

a. The existing Clause 1 of Chapter I, be and is hereby deleted and substituted by the following:

1. (1) The regulations contained in the Table marked 'F' in Schedule I to the Companies Act, 2013 shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act.

(2) The regulations for the management of the Company and for the observance by the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by resolution as prescribed or permitted by the Companies Act, 2013, be such as are contained in these Articles.

b. The existing Chapters II to XI comprising of Clauses 2 to 76, and Chapters XIII to XXIII comprising of Clauses 92 to 139, be and are hereby deleted and substituted by the new Clauses 2 to 86 and Clauses 87 to 118, respectively, and Chapter XII comprising of Clauses 77 to 91 be deleted, except for the existing clause 79, which is re- numbered as Clause 86 (3).

RESOLVED FURTHER THAT the amended Articles of Association, placed hereto, initialed by the Chairman for the purpose of identification, be and is hereby approved and adopted in substitution of the regulations contained in the exiting Articles of Association of the company.”

7. To consider and if thought fit to pass, with or without modification the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 62 (1) (a) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ('ICDR Regulations'), Securities Contracts (Regulation) Act, 1956, as amended, Foreign Exchange Management Act, 1999, directions, regulations, guidelines issued by the Foreign Investment Promotion Board and the Reserve Bank of India ('RBI'), if and to the extent required, and in accordance with the provisions of Memorandum of Association and the amended Articles of Association of the Company and the Listing Agreement(s) entered into by the Company with the Bangalore Stock Exchange where the Company's equity shares are listed and subject to such approval(s), consent(s), permission(s), modification(s) and/or sanction(s) as may be required, specified, imposed or suggested by the Securities and Exchange Board of India ('SEBI'), RBI and/or other appropriate authorities, and subject to such terms and conditions, consents, alterations/deletions and modifications as may be required or prescribed under the requisite approval(s), consent(s) and permission(s), modification(s) and/or sanction(s) which may be agreed to by the Board of Directors of the Company (hereinafter, 'Board', which term shall be deemed to include any Committee or Committees constituted / to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution), the consent and approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot on rights basis to the members of the Company, who are holders of Equity shares on the date of offer, such number of equity shares of the Company of face value of Rs.10/- (Rupees Ten only) each at such price per equity share to be determined by the Board at its absolute discretion, aggregating to an amount not exceeding Rs.125,00,000/- (Rupees One Crores twenty five Lakhs only), at the ratio of 10 shares for every share held or such other ratio as may be decided the Board or its appropriate committee in its absolute discretion, including share premium, on such terms and conditions as may be deemed appropriate.

RESOLVED FURTHER THAT the equity shares so issued but not subscribed may be disposed off, by the Board to such persons and in such manner and on such terms as the Board in its absolute discretion think most beneficial to the company including offering or placing them with promoters/banks/financial institutions/investment institutions/mutual funds/bodies corporate/such other persons or otherwise as the Board or its committee may in its absolute discretion decide.

RESOLVED FURTHER THAT the new equity shares to be issued and allotted shall be subject to the Memorandum and Articles of Association of the Company and shall in all respects rank pari passu with the existing fully paid-up equity shares of the Company including rights in respect of dividend and voting.

RESOLVED FURTHER THAT the Board may determine the terms of the issue including , the number of securities to be allotted, the proportion of allotment, issue price, premium amount on issue, as the Board in its absolute discretion deems fit, and further, the Board may do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the issue of shares including but not limited to allotment and utilization of the proceeds and further to do all such acts, deeds, documents and agreements, matters and things and to appoint Lead Manager(s), Merchant Bankers, Advisor(s), if any, and such intermediaries as may be required in the process and to finalize the issue expenses including payments to intermediaries, regulators and any other entities as may be required and execute all documents and writings as may be necessary, proper, desirable or expedient as it may deem fit including the various agreements for the issue with various parties and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regard the terms and conditions, including the timing of the issue, premium to be charged on the equity shares and to vary the size of the issue as the Board may in its absolute discretion decide in the interest of the Company without requiring any further approval of the members or in relation to raising of resources as authorised herein and that all or any of the powers conferred on the Company and the Board vide this resolution may be exercised by the Board or such Committee thereof as the Board may constitute in this behalf.

RESOLVED FURTHER THAT

1. all monies received out of the issue and allotment of equity shares to members shall be transferred to a separate Bank Account other than the Bank Account referred to in sub-section (3) of section 40 of the Companies Act, 2013 ;
2. details of all monies utilised out of the issue referred to in sub-item 1 above shall be disclosed and continued to be disclosed till the time any part of the issue proceeds remains unutilized under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such monies had been utilised; and
3. details of all un-utilised monies out of the issue of shares, if any, referred to in sub-item 1 above shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the form in which such un-utilised monies have been invested;

RESOLVED FURTHER THAT the Board may constitute a committee of directors (“Rights Committee”) comprising of certain Directors of the Company and authorise the Rights Committee to take decisions with regard to the issue as it may, in its absolute discretion deem fit and proper in the interest of the Company, without requiring any further approval of the shareholders/ members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby further authorised to delegate all or any of the powers herein conferred to a Rights Committee of the Company or any other officer or officers of the Company to give effect to the aforesaid resolutions.

RESOLVED FURTHER THAT all the Directors of the Company be and are hereby severally authorized to file the required forms with the Registrar of Companies, Karnataka, and to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.

RESOLVED FURTHER THAT for the purposes of giving effect to the forthcoming Rights of the Company, the Board either by itself or through a special committee, named the "Rights Committee", consisting of Mr. H K Nanjundaswamy, Chairman, Mr. R P Trivikram, Managing Director, and Mr. H N Shivananjiah, Director be appointed in this behalf, shall have the authority:

- (a) to decide on the actual size of the Rights offer, timing, pricing and all the terms and conditions of the issue of the shares including the price, and to accept any amendments, modifications, variations or alterations thereto;
- (b) to appoint and enter into arrangements/ agreements with Merchant Bankers, Lead Manager/s, co managers to the issue, underwriters to the issue, syndicate members to the issue, escrow collection bankers to the issue, registrars, legal advisors, intermediaries or persons required in connection with the Rights issue of shares by the Company and other relevant requirements;
- (c) to finalize and settle and to execute and deliver or arrange the delivery of the draft offering document, final offer document, escrow agreement and all other documents, deeds, agreements and instruments as may be required or desirable in connection with the said Rights issue of shares by the Company;
- (d) to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, allocation and allotment of the shares as permissible in law, issue of share certificates in accordance with the relevant rules.
- (e) to open one or more separate current account(s) with a scheduled bank(s) to receive applications along with application monies in respect of the Issue or any other account with any name and style as required during or after the process of the forthcoming IPO of the Company;
- (f) to open one or more public Issue account(s) / escrow account(s) / refund account(s) of the Company for the handling of Rights proceeds, refunds for the Issue;
- (g) to approve/issue all notices, including any advertisement(s) in such newspapers as it may deem fit and proper and the proposed Rights issue conforming to the guidelines/ regulations issued by SEBI and such other applicable authorities;
- (h) to make applications for listing of the additional equity shares of the Company in Bangalore stock exchange and to execute and to deliver or arrange the delivery of the listing agreement(s) or equivalent documentation to the concerned stock exchange;
- (i) to finalize the basis of allocation and to allot the shares to the successful allottees; and

- (j) to enter the names of the allottees in the Register of Members of our Company;
- (k) to settle any question, difficulty or doubt that may arise in connection with the Rights including the issue and allotment of the equity shares attached thereto, as aforesaid and to do all such acts, deeds and things as the Board may in its absolute discretion consider necessary, proper, desirable or appropriate for settling such question, difficulty or doubt;
- (l) to do all acts and deeds, and execute all documents, agreements, forms, certificates, undertakings, letters and instruments as may be necessary for the purpose of or in connection with the Issue;
- (m) to authorise and approve the incurring of expenditure and payment of fees in connection with the Rights issue of equity shares of the Company;
- (n) to affix the common seal of the Company on all documents as may be required by law, in relation to the Issue, and in terms of the articles of association of the Company; and
- (o) to do all such acts, deeds and things as may be required to dematerialise the Equity Shares of the Company and to sign agreements and/or such other documents as may be required with the National Securities Depository Limited and/or the Central Depository Services (India) limited and/or such other agencies, authorities or bodies as may be required in this connection.
- (p) to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, or otherwise in relation to the Issue or any matter incidental or ancillary in relation to the Issue, including without limitation, allocation and allotment of the Equity Shares as permissible in law, issue of share certificates in accordance with the relevant rules.”

By Order of the Board

For **MYSORE STONEWARE PIPES & POTTERIES LIMITED**

Sd/-

Managing Director

R.P. Trivikram

DIN-00186682

Place: Bangalore

Date: 24 June 2014

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER. THE PROXIES, IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. The Register of Members and Transfer Books of the Company will remain closed from 25th July 2014 to 2nd August 2014 (both days inclusive).
3. Members are requested to bring their copy of the Annual Report to the Meeting.
4. Shareholders are required to notify immediately changes, if any in their address to the Registered Office of the Company.
5. Complete set of amended Articles of Association have been placed on the website of the Company - www.mysorestonewarepipes.com or www.mysorestonewarepipes.in
6. Persons who are entitled to receive the Notice may request the Company by writing or E-mail sent to msppoffice@gmail.com to provide a copy of amended Articles of Association.
7. Members may inspect copy of amended Articles of Association at the registered office of the Company.
8. Statement pursuant to Section 102(1) of the Companies Act, 2013 regarding the special businesses contained in the notice, is annexed hereto.

STATEMENTS TO BE ANNEXED TO THE NOTICE

(Pursuant to Section 102(1) of the Companies Act, 2013)

Item No. 6

The Board of Directors have decided to amend the articles of Association in consonance with Table 'F' of Schedule I to the Companies Act, 2013. The alteration of Articles of Association requires approval of members/ shareholders by Special resolution. Hence, the resolution is commended for your approval.

None of Directors, Key Managerial Personnel or their relatives are interested in the said resolution.

Item No. 7

Your Company is proposing to raise funds up to Rs.1.25 Crores by issue of further equity shares to its existing Shareholders on rights basis - (a) to strengthen the financial position of the Company by augmenting funds for inter-alia (b) to utilize the part of the proceeds towards working capital requirement of the Company (repayment of working capital loan, inventory and debtors); and (c) towards general corporate purpose.

Section 62 (1) (a) of the Companies Act, 2013 ('Act'), provides inter alia, that where it is proposed to increase the subscribed share capital of the Company by allotment of further shares, such further shares shall be offered to the persons who on the date of the offer are holders of the equity shares of the Company, in proportion to the capital paid up on those shares as of that date unless the shareholders decide otherwise. The Listing Agreement with the Stock Exchanges also provides that the Company shall issue or offer in the first instance all securities to the existing equity shareholders, unless the shareholders decide otherwise. The Special Resolution seeks the consent and authorization of the Shareholders accordingly.

The Special Resolution proposes to authorize the Board to decide and finalise all aspects of the issue, which inter-alia includes disposal, by the Board, of the unsubscribed share under the rights issue, the terms and conditions of the Issue, price and size of the issue in consultation with the Lead Manager(s), Legal Advisor(s) and other experts and/or such other agency or authorities as needed to be consulted, in accordance with the applicable provisions of laws, rules, regulations, or guidelines. The detailed terms and conditions of the rights issue will be intimated to the shareholders through the Letter of Offer / Abridged Letter of Offer and / or other documents to be issued in this regard.

Except as Members/ Shareholders, none of the Directors, Key Managerial Personnel or their relatives are interested in the said resolution.

MYSORE STONEWARE PIPES AND POTTERIES LIMITED

GF-2, Saphagiri, No. 30, 10th Cross, R M V Extension, Sadashivanagar, Bangalore- 560080,
Karnataka Corporate Identification Number: L26913KA1937PLC000197, Email Id:
msppoffice@gmail.com Phone no. 080-23614696, Fax - 23614697

DIRECTORS' REPORT

Your Directors are pleased to present the 77th Director's Report together with the Audited statement of accounts for the year ended 31st March 2014.

FINANCIAL RESULTS :

Particulars	Current Year 2013 -14 (In Rupees)	Previous Year 2012-2013 (In Rupees)
Income	5,90,68,177	5,61,01,768
<u>Less:</u> Expenditure	6,08,24,237	5,76,38,707
Profit for the year before tax	(29,64,120)	16,45,837
<u>Less:</u> Income tax provision	24,44,140	(14,95,093)
Profit after tax	(5,19,980)	1,50,744
Balance brought forward from previous year	1,18,83,941	1,18,83,941
Balance carried forward to Balance Sheet	5,47,68,210	5,65,15,526

OPERATIONS:

The income from the operation of the year stands at Rs. 5,44,70,679/-- The operations have resulted in net deficit of Rs.(5,19,980), after providing for depreciation and interest. But the cash profit stands at Rs. 1,05,53,247. The production for the year is 7,224 tonnes against 5809 tonnes last year, showing an increase at 24.35 %. Non- operation expenditures which include legal charges is Rs. 29,88,035/- which has affected the results of the year.

RIGHTS ISSUE:

The Board of Directors, to meet the working capital requirements and augment the resources of the Company, has decided to raise the funds by issue of Right Shares. The same is recommended to the members for approval.

MEMBERS' APPROVAL:

The Board has decided to seek the approval of members, for amendment of Articles of Association, as the same is required to be drafted in consonance with the Companies Act, 2013.

APPOINTMENT OF CHIEF FINANCIAL OFFICER:

Pursuant to the provisions of Section 2(51) read with Section 203 of the Companies Act, 2013, the Board has appointed Manjunath.N as Chief Financial Officer, who is a qualified Management Graduate, specialized in Finance and Accounts, and who shall also be an ex-officio member of the Audit Committee.

APPOINTMENT OF SECRETARIAL AUDITOR:

Pursuant to the provisions of Section 204 of the Companies Act, 2013, the Board has appointed Mr. Natesh. K, Practicing Company Secretary (FCS: 6835), as Secretarial Auditor.

DELEGATION OF POWERS:

The Board of Directors in its Meeting, by passing a resolution, have delegated the duties of statutory compliances on Executive/ Whole- time Director(s).

DIVIDEND:

The Directors of your Company recommend a Dividend of Rs. 10/- per Equity Share for the financial year ended March 31st, 2014.

DIRECTORS:

Mr. Casiker Vivekanand and Mr. Sanjay Jayatsen retire's by rotation and being eligible, offer themselves for re-appointment.

As per the declarations received, none of the Directors of the Company is disqualified to be appointed as the Director of any Public Limited Company in terms of provisions Section 274(1) (g) of the Companies Act, 1956 and applicable provisions of the Companies Act, 2013.

AUDITORS:

As per the information provided by M/s. N. Nityananda & Co., Chartered Accountants, are eligible for appointment at the ensuing Annual General Meeting and have expressed their willingness to hold the office, if appointed by the members at the ensuing Annual General Meeting.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION, ETC

The particulars relating to conservation of energy, technology absorption and foreign exchange as required to be disclosed under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars the Report of Board of Directors) Rules, 1988 is as under:

a. Conservation of Energy:

SI No	Particulars	Units	Current Year 2013-2014 Rupees	In Units	Previous Year 2012-2013 Rupees
1.	Cost of fuel per ton of production		Rs - 1250/ -		Rs – 1324/ -
2.	Electricity for production:				
	a. Total Consumption	4,30,275	30,26,595	4,78,825	31,38,259
	b. Cost per Unit	Rs. 7.03			Rs. 6.55
	c. Cost of electricity per ton of production	Rs. 419			Rs. 540

b. Technology Absorption:

No Foreign technology has been employed during the period under report.

c. Foreign Exchange:

Earnings: nil

Outgo: nil

EMPLOYEES

The Company has no employee(s) who is/are drawing remuneration in excess of Rs. 5,00,000/- (Rupees Five Lakhs) per month or Rs 60,00,000/- (Rupees Sixty lakhs Only) per annum as specified under Section 217(2A) of the Companies Act, 1956, hence no information is required to be provided.

FIXED DEPOSITS

The Company has not accepted any deposits from the public during the period under report.

DIRECTORS RESPONSIBILITY STATEMENT

To the best of knowledge and belief and according to the information and explanations, obtained, your directors make the following statement in terms of Section 217(2AA) of the Companies Act, 1956.

- That in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures if any;
- That such Accounting Policies as mentioned in 'Notes to Accounts' have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2014 and of the loss of the Company for the year ended on that date;
- That proper and sufficient care has been taken 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; and

d. The annual accounts of the Company have been prepared on a 'going concern' basis.

COMPLIANCE CERTIFICATE

Pursuant to the provisions of sections 383A, Compliance Certificate is obtained from CS Natesh.K and is attached hereto and is forming part of this report.

CORPORATE GOVERNANCE

The Company has consistently adopted high standards of Corporate Governance and has fully complied with the Corporate governance practices specified under the Companies Act, 1956 and the Listing Agreement, a report on Corporate Governance approved by the Board of Directors of the Company together with a certificate from Practicing Company Secretary confirming compliance is set out in the annexure to this report.

AUDITORS QUALIFICATION (S):

In respect of Statutory Auditors observations/comments under Independent Auditors Report(IAR) and Para (i) (a), (ii) (c), (iv) and (ix) of annexure to IAR and comments of practicing company secretary(PCS) under Para 13(iv) of compliance certificate, we wish to clarify as under:

the value of clay inventory at mines is Rs 85,577/- and due to suspension of mines operation, cost does not justify maintenance of more frequent internal control system and also clay being non-perishable, there is no threat of any diminution in value, as confirmed by annual verifications.

Para(i) (a) The records including fixed assets register have been updated as remarked by the Auditors Para (ii) (c) –Clarified in 1st Para and is self explanatory

Para (iv) -Clarified in 1st Para

Para (ix) of annexure to IAR and Para 13 (iv) of compliance certificate of PCS

there were some claims from a few shareholders on unclaimed dividend, the claims required detailed verification and the amount was transferred only after settling the claims. The company has not utilized the unclaimed amount and the same was kept in a separate Bank account opened and maintained for the purpose with Corporation Bank,S.C.Road Branch, Bangalore.

ACKNOWLEDGEMENT

Your Directors wish to express their gratitude and record its sincere appreciation for the dedicated efforts of all the employees, their commitment and professionalism despite the challenging environment. The Directors take this opportunity to express their grateful appreciation for the excellent assistance and co-operation received from distributors, suppliers, bankers and other business associates for their valuable service and support during the year. The Directors are also thankful to the esteemed shareholders for their support and confidence reposed in the Company.

For and on Behalf of the Board

Date: 24 June 2014

Mysore Stoneware Pipes and Potteries Limited

Place: Bangalore

Sd/-
Executive Director
Karthik Ramohalli Krishn Rao
DIN 00073462

Sd/-
Managing Director
R.P. Trivikram
DIN 00186682

Sd/-
Chairman
H.K. Nanjunda Swamy
DIN 00187265

COMPLIANCE CERTIFICATE

Under Sec.383A (1) of the Companies Act, 1956
read with Rule 3 of the Companies (Compliance Certificate) Rules , 2001

To

The Members

MYSORE STONEWARE PIPES AND POTTERIES LIMITED

No. 30, "Sapthagiri"

GF-2, R.M.V. Extension

10th Cross, Sadashivanagar

BANGALORE – 560080

I have examined the registers, records, books and papers of **MYSORE STONEWARE PIPES AND POTTERIES LIMITED** (The Company) as required to be maintained under the Act (Companies Act, 1956 and Companies Act, 2013) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended 31st March 2014. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year:

1. The Company has maintained all registers as stated in Annexure 'A' to this certificate, as per provisions of the Act and the Rules made thereunder and all entries therein have been duly recorded.
2. The Company has filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Karnataka.
3. The Company being a Public Limited Company, comments are not required.
4. The Board of Directors duly met 5 (Five) times on, 25th May 2013, 19th June 2013, 9th September 2013, 12th November 2013 and 14th February 2014, in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. No circular resolutions were passed during the year under report.
5. The Company closed its Register of Members from 31st July 2013 to 7th August 2013 (both days inclusive) and necessary compliance of Section 154 of the Act has been made.
6. The Annual General Meeting for the financial year ended on 31st March, 2013 was held on 7th August 2013 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
7. No Extra-ordinary General Meeting was held during the year under report.
8. The Company has not advanced any loan to its Directors and/or persons or firms or companies referred in the Section 295 of the Act till 12th September, 2013 and the Company has no transactions which attracts

- provisions of Section 185 of the Act for the rest of the period under report.
9. During the financial year under report, the Company has not entered into any contracts which attract provisions of Section 297 of the Act.
 10. The Company has made necessary entries in the register maintained under Section 301 of the Act.
 11. As informed to us by the Company, there were no instances falling under the purview of Section 314 of the Act during the financial year.
 12. As per the written representation given by the management, the Company has issued 1 (One) duplicate share certificate during the financial year and has complied with the applicable provisions of the Act.
 13. The Company
 - i. has delivered all the certificate(s) on lodgment thereof for transfer / transmission or any other purpose in accordance with the provisions of the Act and there was no allotment of securities during the financial year.
 - ii. has deposited the amount of dividend (interim and final) declared, in a separate Bank Account within five days from the date of declaration of such dividend.
 - iii. has paid / posted warrants for dividends to all the members within a period of 30 (thirty) days from the date of declaration and that all unclaimed / unpaid dividend has been transferred to Unpaid Dividend Account of the Company being maintained with Corporation Bank, S.C. Road Branch, Bangalore 560009.
 - iv. has transferred an amount of Rs. 33,210/- (Rupees Thirty Three Thousand Two Hundred Ten only) from the unpaid dividend account to the Investor Education and Protection Fund on 4th September 2013. The amount pertains to the dividend declared for the financial year ended 31st March 2006 at the Annual General Meeting held on 18th September 2006, which has remained unpaid or unclaimed for a period of seven years. *The Company was required to transfer an amount of Rs. 1,14,410.00 (Rupees One Lakh Fourteen Thousand Four Hundred Ten Only) to the Investor Education and Protection Fund in respect unclaimed and unpaid interim dividend declared in the Board Meeting held on 7th September 2006 and it was clarified that the Company has made all arrangement to transfer the amount and the delay was due to the fact that the status of certain dividend warrants was not confirmed hence the Company had difficulties in ascertaining the final amount to be transferred. There was no application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to be transferred to Investor Education and Protection Fund; and*
 - v. has duly complied with the requirements of Section 217 of the Act.
 14. The Board of Directors of the Company is duly constituted. There was no appointment of additional Director(s) Alternate Director(s) and Director(s) to fill casual vacancy during the financial year.
 15. The Company has appointed Mr. R K Karthik and Mr. Rajiv H. Ramahalli as Executive Director and Whole

time Director respectively for a period of 5 years effective from 21st July 2013 as per the provisions of Section 269 read with Schedule XIII to the Act. The Company has not appointed any Managing Director/Manager during the financial year.

16. The Company has not appointed any sole selling agent during the financial year.
17. The Company has filed petition under section 141 of the Act, for condonation of delay in filing Form 17 and the Regional Director, has condoned the delay, by levying a penalty. The Company has paid the penalty, to the Ministry of Corporate Affairs, within the due date. Apart from this, the Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and / or such authorities prescribed under the provisions of the Act during the period under report.
18. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued any shares / debentures / other securities during the financial year under report.
20. The Company has not bought back any of its shares or securities during the financial year under report.
21. The Company has not redeemed any preference shares / debentures during the financial year under report.
22. The Company has not kept in abeyance any rights to dividend, rights shares and bonus shares pending registration of transfer of shares during the financial year under report.
23. The Company has not invited / accepted any deposits including unsecured loans falling under the provisions of Sections 58A and 58AA read with Companies (Acceptance of Deposit) Rules, 1975 during the financial year under report.
24. The Company has not borrowed any money from directors, members, public, financial institutions, banks and others, which attracts provisions of Section 293(1)(d) of the Act till 12th September, 2013 and the Company has no transactions which attracts provisions of Section 180 of the Act for the rest of the period under report.
25. The Company has not made any loans or advances or given guarantees or provided securities to other bodies corporate and consequently no entries have been made in the register kept for the purpose.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's Registered Office from one state to another during the financial year under report.
27. The Company has not altered the provisions of Memorandum with respect to the object of the Company during the financial year under report.
28. The Company has not altered the provisions of Memorandum with respect to name of the Company during the financial year under report.
29. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company, during the financial year under report.

30. The Company has not altered its Articles of Association during the financial year under report.
31. As per the written representation provided by the management, there were no prosecutions initiated against or show cause notices received by the Company for any alleged offences under the Act.
32. The Company has not received any amount as security from its employees during the year under certification. Hence the question of depositing the same as per provisions of Section 417 (1) of the Act does not arise.
33. The Company has not established any separate Provident Fund falling under the purview of Section 418 of the Act and the Company has deposited both employee's and employer's contribution to Provident Fund with prescribed authorities under Employees Provident Fund Scheme.

Place : BANGALORE

Date : 07 June 2014

Sd/-

Natesh K

Company Secretary

(C.P. No. 7277)

Annexure - A

Registers as maintained by the Company

1. Register of Members	u/s.150
2. Books of Accounts	u/s.209
3. Register of Directors	u/s.303
4. Register of Directors' shareholdings	u/s.307
5. Minutes Book of Board Meetings and General Meetings	u/s.193
6. Register of Loans / Investment made	u/s.193
7. Register of Charges	u/s.143
8. Register of Contracts	u/s.301
9. Register of Share Transfers	u/s.108

Annexure - B

Forms and Returns as filed by the Company with the Ministry of Corporate Affairs during the financial year ending on 31st March 2014

SI.No	Form	Filed u/s	Date of Filing	SRN/ Document ID	filed on time (Yes / No)
1	Form 20B	159	26/08/2013	Q10394906	Yes
2	Form 66	383A	20/08/2013	Q10247559	Yes
3	Form 23 AC/ACA XBRL	220	27/08/2013	Q10443638	Yes
4	Form 17	138	27/11/2013	B90068495	No
5	Form 17	138	27/11/2013	B90067869	Yes
6	Form 25C	269(2)	26/08/2013	B82594003	Yes
7	Form 25C	269(2)	26/08/2013	B82596222	Yes
8	Form 1 INV	205C(2)	06/09/2013	B83777433	Yes
9	Form 21	141	20/12/2013	B91987743	Yes
10	Form 24AAA	141	02/12/2013	B90470444	Yes
11	Form 61		02/12/2013	B90466855	Yes
12	Form 32	303	27/08/2013	B82723537	No

REPORT ON CORPORATE GOVERNANCE

(Pursuant to Clause 49 of the Listing Agreement)

The following is a report on Corporate Governance code as implemented by your Company.

A. MANDATORY REQUIREMENTS

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

MYSORE STONEWARE PIPES AND POTTERIES LIMITED is committed to the highest standards of Corporate Governance and has, over the years, consistently demonstrated good corporate governance and is committed to provide long term sustainable value to all its stakeholders. The Company believes in managing its affairs with diligence, transparency, accountability and responsibility. Good Corporate Governance is an integral part of the Company's value system and the Company Management places considerable emphasis on compliance therewith aimed at providing good governance. Corporate Governance as a whole, entails the conduct and the manner in which the Company deals with its stakeholders. The Company is committed to conducting business in accordance with the highest legal and ethical standards, superior product quality and services to its customers.

2. BOARD OF DIRECTORS

As at March 31, 2014, the Company's Board of Directors headed by its Chairman, Mr.Nanjundaswamy H.K, comprised of 8 Directors, out of which, two are independent directors.

Composition, Status, Attendance at the Board Meetings, and the last Annual General Meeting (AGM):

Name of Director	Status i.e. Executive and Non-Executive & Independent	No. of Board Meetings		Attendance at the last AGM
		Held during the year	Attended during the year	
Karthik Ramohalli Krishn Rao	Executive Director	5	4	Present
R.P.Trivikram	Managing Director	5	5	Present
Nanjundaswamy Kapinipathi Hoskere	Chairman (Independent Director)	5	4	Present
Sudha Trivikram	Director	5	4	Present
Rajiv Harshavardhan Ramahalli	Whole Time Director	5	5	Present
Casiker Vivekanand	Director	5	4	Present
San jay Jayatsen	Director (Independent)	5	4	Present
Shivananjaiah Hosahally Nanjaiah	Director	5	4	Present

Number of other Companies or Committees the Director (being a Director as on the date of the Directors' Report) is a Director or member / Chairman respectively:

Name of Director	No. of Other Companies on which Director (other than Private Limited Companies)	No. of Committees* [other than Mysore Stoneware Pipes and Potteries Limited] in which member
Mr. Karthik Ramohalli Krishn Rao	0	Nil
Mr . Trivikram Prabhakar Rao Ramuhalli	0	Nil
Mr.Nanjundaswamy Kapinipathl Hoskere	0	Nil
Mrs. SudhaTrivikram	0	Nil
Rajiv Harshavardhan Ramahalli	0	Nil
Casiker Vivekanand	0	Nil
Sanjay Jayatsen	0	Nil
Shivananjaiah Hosahally Nanjaiah	0	Nil

* Audit Committee and Shareholders'/Investors Grievance and Share transfer Committee / Corporate Governance Committee

Number of Board Meetings:

Five Board Meetings were held during the year 2013-14 on 25th May 2013, 19th June 2013, 9th September 2013, 12th November 2013 and 14th February 2014.

The Company has adopted Codes of Conduct for Executive Directors & Senior Management and Non – Executive Directors separately. All the Directors and Senior Management personnel of the Company have affirmed compliance with the Code.

3. REMUNERATION TO DIRECTORS

The details of remuneration paid to Directors for the year ended March 31, 2014 is as follows:

Name of Director	Sitting Fees	Salaries and Perquisites	Commission	Total
	(Rs.)	(Rs.)	(Rs.)	(Rs.)
KarthikRamohalliKrishnRao	Nil	5,21,774		
R.P.Trivikram	Nil	12,00,000		
Rajiv Harshavardhan Ramahalli	Nil	4,67,098		
Sudha Trivikram	12000			
Nanjundaswamy Kapinipathi Hoskere	13000			
Casiker Vivekanand	12000			
Sanjay Jayatsen	12000			
Shivananjaiah Hosahally Nanjaiah	12000			

Criteria for payments to Executive Directors:

The fixed component of remuneration is paid to all Executives including Managing Director's, Executive Director's, Whole-time Directors.

Criteria for payments to Non-executive Directors:

The Company has no policy of paying Salary to Non-Executive Directors. The sitting fee is paid to Non – Executive Directors on recommendation of Remuneration Committee.

4. REMUNERATION COMMITTEE

The remuneration committee comprises of Mr. H.K Nanjunda Swamy, Mr. H.N Shivananjaiah and Mr.Sanjay Jayatsen. Mr.Sanjay Jayatsen is the Chairman of the Committee. The Remuneration Committee met once on 19th June, 2013

The terms of reference of remuneration committee, inter alia consists of

- Review the remuneration package, service agreement and other employment conditions of Managerial Person under the provisions of Companies Act.
- Decide the actual salary, allowances, perquisites, and increments of Managerial Person under the provisions of Companies Act.
- Decide the amount of commission payable to Managerial Person under the provisions of Companies Act.
- Periodically review and suggest revision of the total remuneration package of Managerial Person under the provisions of Companies Act.

In determining the remuneration package of the Managerial Person under the provisions of Companies Act, the Committee evaluates the remuneration paid by comparable organizations within the industry and across various industries before making its recommendations to the Board of Directors. The compensation is also linked to individual and Company performance.

5. AUDIT COMMITTEE

The Audit Committee has held four meetings during the year on 25th May, 2013, 14th August, 2013, 11th November, 2013 and 14th February, 2014. The details of composition of the Audit Committee and attendance of Members are as follows:

Name of Director	No. of meetings held	No. of meetings attended
H.K Nanjundaswamy	4	4
Sudha Trivikram	4	4
Sanjay Jayatsen	4	4

The terms of reference of the Audit Committee are set out in accordance with the requirement of Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956 and, inter alia consists of

- Oversight of the Company's financial reporting process and disclosure of financial information to ensure it is correct, sufficient and credible
- Review with the Management the quarterly financial statements before submission to the Board
- Reviewing with the management the annual financial statements before submission to the Board for approval, primarily focusing on
- Changes in accounting policies and practices
- Significant adjustments made in financial statements arising out of audit findings
- Major accounting entries based on exercise of judgement by Management
- Compliance with accounting standards and changes required, if any, in accounting policies and practices
- The going concern assumption

- Compliance with stock exchange and legal requirements concerning financial statements
- Review of the adequacy of the internal control systems with the Management, internal auditors and statutory auditors
- Recommending to the Board, the appointment / re-appointment of statutory auditors and fixation of fees
- Approval for payment to statutory auditors for other services
- Reviewing the adequacy of internal audit function
- Review with internal auditors of any significant findings and follow-ups thereon
- Review of the Company's financial risk and management policies
- Review functioning of the Whistle Blower mechanism
- Any other function as may be stipulated by any law/Government guidelines
- Such other functions as may be specified by the Board of Directors of the Company from time to time

During the year under review, the Audit Committee besides considering the unaudited quarterly financial results and audited financial results and recommending to the Board of Directors of the Company for its adoption and approval, discussed various topics relating to Company's operations including inventory, provisions, direct and indirect tax compliance, receivables, C-forms and compliances in general. The Committee also discussed audit plan and its methodology, statutory auditors' observations on various accounting issues and the Management's response thereon.

6. INVESTORS/SHAREHOLDERS GRIEVANCE COMMITTEE AND SHARE TRANSFER COMMITTEE

The Investors/Shareholders Grievance Committee and Share Transfer Committee held three meetings during the year on 19th June, 2013, 12th November, 2013 and 14th February, 2014. The details of composition of the Investors / Shareholders Grievance Committee and Share Transfer Committee is as follows:

Name of Director	No. of meetings held	No. of meetings attended
Sudha Trivikram	3	3
H.K Nanjunda Swamy	3	3
H.N Shivananjaiah	3	3

The terms of reference of investors/shareholders grievance committee and Share Transfer Committee inter alia consists of

- expeditious redressal of investors grievances;
- approving transfer and transmission of shares;
- issue of duplicate share certificates;
- approving of split and consolidation requests;
- review of shares dematerialised;
- all other matters related to shares.

All queries like non-receipt of annual reports, dividend, transfer of shares, change of address etc. were resolved to the satisfaction of the shareholders / investors. During the year, 8 grievances / queries were received from shareholders / investors and NIL complaints were received from Securities Exchange Board of India (SEBI). All investor grievances/queries, have been resolved to the satisfaction of the complainants. There was no outstanding complaint at the beginning of the year or at the end of the year.

All valid requests for share transfers received during the year have been acted upon and there are no share transfer pending as on March 31, 2014.

7. GENERAL BODY MEETINGS

The location and time of the General Meetings held during the last three years is as follows: -

AGM / EGM	Date	Venue	Time	No. of special resolutions passed
AGM	7 th August 2013	Woodlands Hotel Pvt. Ltd. Rajaram Mohan Roy Road Bengaluru 560027	11.00 AM	-
AGM	21 st July 2012	Woodlands Hotel Pvt. Ltd. Rajaram Mohan Roy Road Bengaluru 560027	11.00 AM	1
AGM	8 th August 2011	Woodlands Hotel Pvt. Ltd. Rajaram Mohan Roy Road Bengaluru 560027	11.00 AM	-

8. NOTES ON DIRECTORS SEEKING RE-APPOINTMENT/APPOINTMENT:

MR.C.Vivekanad and Mr.Sanjay Jayaten, retiring directors need to be reappointment by the members at the ensuing Annual General Meeting.

9. DISCLOSURES

There are no materially significant related party transactions entered into by the Company with its Promoters, Directors or Management, their subsidiaries or relatives etc. which had potential conflict with the interest of the Company at large. The register of contracts containing the transactions in which Directors are interested is placed before the Board regularly for its approval.

Transactions with the related parties are disclosed in Note 28 to the financial statements in the Annual Report.

No strictures or penalties were imposed by either the Securities Exchange Board of India or the Stock Exchanges or any statutory authority on Company or its Directors.

10. CEO / CFO CERTIFICATION

The Mr. R.P Trivikram , Managing Director and Mr. R.K Karthik, Executive Director, under the provisions of Companies Act, 1956 have certified to the Board the compliance in respect of all matters specified in sub clause V of Clause 49 of the Listing Agreement.

11. MEANS OF COMMUNICATION

- Half yearly report sent to each shareholders No
- Quarterly Results – Which newspapers normally published in No
- Any Web site, where displayed No
- Presentation made to Institutional Investors or to Analyst No
- Whether Management Discussion and Analysis Report is a part of annual report or not Yes

12. GENERAL SHAREHOLDER INFORMATION

- AGM - Date 2nd August 2014
 - Time 11.00 am
 - Venue Woodlands Hotel Pvt. Ltd.
Rajaram Mohan Roy Road
Bengaluru 560027
- Financial Calendar April 2013 to March 2014
 - (a) First Quarter Results Second week of Aug 2013
 - (b) Second Quarter Results Third week of Nov 2013
 - (c) Third Quarter Results Third week of Feb 2014
 - (d) Results for the year ending March 2014 31st May 2014.
- Date of Book Closure The Company's Register of Members and Share Transfer Books will remain closed from 25th July 2014 to 02nd August 2014 (Both days inclusive) for ascertaining the list of members who are entitled dividend.
- Dividend Payment Date 2nd Sep 2014.
- Listing on Stock Exchange Bangalore Stock Exchange Limited
Listing fees for the period 2013 - 2014 has been paid to the stock exchange.

- Stock Code - Bangalore Stock Exchange Limited MSW
- Monthly Highs and Lows for the period April 2013 to March 2014: Not available as the Company is listed only with Bangalore Stock Exchange and there is no trading in BgSE.
- Registrars & Share Transfer Agents BgSE Financials Limited
Stock Exchange Towers
No.51, 1st Cross, J.C.Road
Bengaluru - 560027,Karnataka.
- Share Transfer System
The share transactions are approved by the Share Transfer Committee periodically in terms of the authority granted by the Board of Directors of the Company with a view to expedite the process of approving the share transactions. The summary of share transactions approved is placed before the Board of Directors of the Company at the succeeding Board Meetings for ratification.

Share transfers are registered and returned within 30 days from the date of receipt, if the relevant documents are complete in all respects. Requests for dematerialization of shares are processed and confirmation is given to the respective depositories i . e . National Securities Depository Limited (NSDL) within 15 days.

The total number of shares transferred in the physical form during the year under review was 1097.

- Distribution and Shareholding Pattern as on March 31, 2014

No. of equity share held	No. of folios	%	No. of shares	%
105600	983	100	105600	100

- Shareholding pattern as on March 31, 2014 is as follows

Sl.no	Category	No. of shares	%
1	Directors	34168	32.36
2	Director's Relatives	19075	18.06
3	Bank & Body Corporate	3782	3.58
4	Financial Institutions	898	0.85
5	Top 50 Share holders other than Promoters	35034	33.18
6	Other General Public's Shares	12643	11.97
	TOTAL	105600	100.00

* Less than 0.01%

- The number of shares held by Directors of Mysore Stoneware Pipes and Potteries Limited are as follows:

Name of Director	No. of shares held as on March 31, 2014
SRI. R.P.TRIVIKRAM	12273
SRI. RAJIV H. RAMAHALLI	6785
SMT. SUDHA TRIVIKRAM	2491
SRI. VIVEKANANDA .C	2308
SRI. R.K.KARTHIK	564
SRI. NANJUNDA SWAMY H.K.	350
SRI.SANJAY JAYATSEN	390
SRI H.N.SHIVANANJIAH	9007

- Dematerialisation of shares and liquidity

The equity shares of the Company are in compulsory demat list and are not available for trading at Bangalore Stock Exchange

As of March 31, 2014, 0.62% of the paid up capital has been Dematerialized

- Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion dates and like impact on equity

Not issued

- Plant Location

Soledewanahalli , Bangalore -560107

- Address for correspondence

Shareholders correspondence should be addressed to the Registrars and Share Transfer Agents or to the Chief Financial Officer at the following Address:

No. 30, "Sapthagiri", GF- 2, 10th Cross, Sadashivnagar, RMV extension, Bengaluru-560080.

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participant.

COMPANY SECRETARY'S CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,
The Members,
Mysore Stoneware Pipes and Potteries Limited

I have examined all the relevant records of MYSORE STONEWARE PIPES AND POTTERIES LIMITED for the purpose of certifying compliance of the conditions of the Corporate Governance under Clause 49 of the Listing Agreements, with the Stock Exchanges for the financial year ended 31st March, 2014. I have obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purpose of certification.

The compliance of conditions of Corporate Governance is the responsibility of the Management. My examination was limited to the procedure and implementation process adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. This certificate is neither an assurance as to the future viability of the Company nor to the efficacy or effectiveness with which the management has conducted the affairs of the Company.

In my opinion and to the best of my information and according to the explanation given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the said Listing Agreement(s).

Place: Bengaluru
Date: 24 June 2014

Natesh.
Company Secretary
COP No. 7277
Fellow Membership No: 683

N. NITYANANDA & CO
CHARTERED ACCOUNTANTS
INDEPENDENT AUDITORS' REPORT

To the Members of **MYSORE STONEWARE PIPES AND POTTERIES LIMITED**

Report on the Financial Statements

We have audited the accompanying financial statements of MYSORE STONEWARE PIPES AND POTTERIES LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under 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 in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

N.NITYANANDA & CO
CHARTERED ACCOUNTANTS

Opinion

In our opinion and to the best of our information and according to the explanations given to us, subject to:

- ***Internal control weaknesses due to non-maintenance of adequate records for clay inventory.***

the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) in the case of the Statement of Profit and Loss, of the LOSS for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards notified under 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.
 - e. on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

Bangalore

Date : 07 June 2014

For N. NITYANANDA & CO.,

Chartered Accountants

Firm Regn No: 002479S

Sd/-

N. NITYANANDA

Membership No.: 20275

N. NITYANANDA & CO
CHARTERED ACCOUNTANTS

ANNEXURE TO INDEPENDENT AUDITORS' REPORT OF MYSORE STONEWARE PIPES AND POTTERIES LIMITED, REFERRED TO IN PARAGRAPH (1) UNDER THE HEADING OF 'REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS' OF OUR REPORT OF EVEN DATE

- (i) (a) The company has maintained records showing full particulars including quantitative details and situation of fixed assets, *however the same needs to be updated.*
- (b) We are informed that all the Fixed assets have been physically verified by the management during the year, which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) In our opinion and according to the information and explanations given to us, a substantial part of fixed assets has not been disposed off by the Company during the year.
- (ii) (a) The inventory of the company has been physically verified during the year by the management at reasonable intervals. Closing inventory has been verified by the management and also by the Inventory auditor and we have placed reliance on the verification by the management and the Inventory Auditors. In our opinion the frequency of verification is reasonable.
- (b) In our opinion, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) On the basis of our examination of inventory records, in our opinion, the company is maintaining proper records of Inventory *except in case of clay* and that there are no material discrepancies noticed on physical verification of the inventory as compared to book records. *However we are unable to comment on the discrepancies with respect to the physical inventory of clay in the absence of inventory records.*
- (iii) (a) According to the information and explanation given to us, the company has not granted any secured and unsecured loans to parties listed in the register to be maintained Under Section 301 of the Companies Act, 1956 and accordingly clauses (iii)(b), (iii)(c), and (iii)(d) of paragraph 4 of the Order are not applicable.
- (b) According to the information and explanation given to us, the company has not taken any secured and unsecured loans from parties listed in the register to be maintained Under Section 301 of the Companies Act, 1956 and accordingly clauses (iii)(f), and (iii)(g) of paragraph 4 of the Order are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, *subject to further strengthening of internal controls in inventory records*, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of Inventory, fixed assets and for the sale of goods and services. During the course of our audit, on the basis of our examination of the books and records of the company and according to the information and explanations given to us, we have neither come across nor have we been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.

N. NITYANANDA & CO

CHARTERED ACCOUNTANTS

- (v) (a) In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements that are required to be entered into the register maintained under section 301 of The Companies Act, 1956 have been properly entered.
- (b) As far as we could ascertain and according to the information and explanations given to us, the transactions referred in v(a) above are made at prices, which are reasonable, however comparable market prices are not available for certain transactions, since the transactions are of special nature.
- (vi) In our opinion and according to the information and explanations given to us, during the year, the company has not accepted any deposits from the public within the meaning of sections 58A and 58AA of the Act and the rules framed there under.
- (vii) In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.
- (viii) Pursuant to the Rules made by the Central Government of India, the maintenance of cost records has been prescribed under clause (d) of subsection (1) of section 209 of the Companies Act. We have broadly reviewed the cost records maintained by the Company and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however carried out a detailed examination of the same.
- (ix) (a) According to the information and explanations given to us and the records of the company examined by us, the company is generally regular in depositing with the appropriate authorities undisputed Statutory dues including Provident fund, Investor education and Protection fund, Employees State Insurance, income tax, sales tax, wealth tax, Service tax, Custom duty, excise duty cess, and other material statutory dues as applicable and no undisputed amounts payable were outstanding as at 31st March 2014 for a period of more than six months from the date they became payable as observed by us during the course of our examination of the books of account carried out in accordance with generally accepted auditing practices in India *except for a sum of Rs. 114410/- towards Investor Protection fund.*
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of Income Tax, Sales Tax, Wealth Tax, Service tax, Custom duty, excise duty, Cess which have not been deposited with the appropriate authorities on account of any dispute.
- (x) The company does not have accumulated losses at the end of the financial year. It has neither incurred cash losses in the financial year under Audit nor in the immediately preceding financial year.
- (xi) According to the records to the Company examined by us and the information and explanations given to us, the company has not defaulted in repayment of dues to any financial institutions, banks or debenture holders as at the Balance sheet date.
- (xii) Based on our examination and according to information and explanations provided to us, the company has not granted loans and advances on the basis of the security by way of pledge of shares, debentures and other securities.

N. NITYANANDA & CO
CHARTERED ACCOUNTANTS

- (xiii) In our opinion and according to the information and explanations given to us, the provisions of any statute applicable to chit fund/ nidhi/mutual benefit fund/Societies are not applicable to the company.
- (xiv) In our opinion and according to the information and explanations given to us, the company is not dealing or trading in shares, securities, debentures and other investments.
- (xv) In our opinion and 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 during the year.
- (xvi) According to the information and explanations given to us, and the records of the company examined by us, the company has not obtained any term loans during the year under audit.
- (xvii) On the basis of an overall examination of the Balance Sheet of the Company, in our opinion and according to the information and explanations given to us, in the year under Audit there are no funds raised on Short term basis, which have been used for Long-term investment.
- (xviii) During the year, the company has not made any preferential allotment of shares to Companies/ firms/Parties covered in the register maintained under section 301 of the Companies Act, 1956, during the year,
- (xix) The Company has not issued any debentures during the year.
- (xx) The company has not raised any money by public issue during the year.
- (xxi) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year nor have we been informed of such case by the management.

Bengaluru
Date: 07 June 2014

For N. NITYANANDA & CO.,
Chartered Accountants
Firm Regn No. 002479S

Sd/-
N. NITYANANDA
(Proprietor)
Membership No.: 20275

BALANCE SHEET
AND
STATEMENT OF PROFIT & LOSS
FOR THE YEAR ENDED 31.03.2014

MYSORE STONEWARE PIPES AND POTTERIES LIMITED, BENGALURU

BALANCE SHEET AS AT 31ST MARCH 2014

Particulars		Note No.	31st March 2014	31st March 2013
I.	EQUITY AND LIABILITIES			
1	Shareholders' funds			
	(a) Share capital	1	10,56,000	10,56,000
	(b) Reserves and surplus	2	5,47,68,210	5,65,15,526
	(c) Money received against share warrants		0	0
2	Share application money pending allotment		0	0
3	Non-current liabilities			
	(a) Long-term borrowings		0	0
	(b) Deferred tax liabilities (Net)		0	0
	(c) Other Long term liabilities	3	53,50,000	56,50,000
	(d) Long-term provisions	4	9,38,942	7,02,547
4	Current liabilities			
	(a) Short-term borrowings	5	11,16,953	0
	(b) Trade payables	6	70,01,586	39,36,191
	(c) Other current liabilities	7	1,59,14,626	1,62,57,119
	(d) Short-term provisions	8	12,27,336	13,72,068
	TOTAL		8,73,73,653	8,54,89,451
II.	ASSETS			
	Non-current assets			
1	(a) Fixed assets			
	(i) Tangible assets	9	4,20,53,390	5,08,94,996
	(ii) Intangible assets		0	0
	(iii) Capital work-in-progress		0	0
	(iv) Intangible assets under development		0	0
	(b) Non-current investments	10	1,71,43,977	1,22,24,092
	(c) Deferred tax assets (net)	11	31,41,927	6,97,787
	(d) Long-term loans and advances	12	10,34,628	7,27,400
	(e) Other non-current assets		0	0

2	Current assets			
	(a) Current investments		0	0
	(b) Inventories	13	1,32,83,428	19,70,705
	(c) Trade receivables	14	4,92,372	4,33,819
	(d) Cash and cash equivalents	15	79,26,361	1,50,98,734
	(e) Short-term loans and advances	16	13,42,647	23,80,630
	(f) Other current assets	17	9,54,923	10,61,288
	TOTAL		8,73,73,653	8,54,89,451
Significant Accounting Policies and Notes on Financial Statements		1 to 30	0	0

Place: Bengaluru
Date: 07.06.2014

This is the Balance Sheet referred to in our report of even date.
for N.NITYANANDA & CO.
Chartered Accountants.

Sd/- Sd/- Sd/-
Chairman Managing Director Directors

Sd/-
N.NITYANANDA
Proprietor
Membership No. 020275

MYSORE STONEWARE PIPES AND POTTERIES LIMITED, BENGALURU
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2014

Particulars	Note No.	2013-14	2012-13
I. Revenue from operations	18	5,44,70,679	5,26,16,838
II. Other income	19	45,97,498	34,84,930
III. Total Revenue (I + II)		5,90,68,177	5,61,01,768
IV. Expenses:			
Cost of materials consumed	20	1,01,83,597	43,25,758
Purchases of Stock-in-Trade		42,32,681	31,76,466
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	21	-1,15,60,387	28,59,101
Employee benefits expense	22	45,15,682	39,82,644
Finance costs	23	1,93,377	5,00,566
Depreciation and amortization expense	9	1,10,73,227	50,04,410
Other expenses	24	4,21,86,060	3,77,89,762
Total expenses		6,08,24,237	5,76,38,707
V. Loss before exceptional and extraordinary items and tax (III-IV)		-17,56,060	-15,36,939
VI. Exceptional items	25	-12,08,060	31,82,776
VII. Profit(- Loss) before extraordinary items and tax (V - VI)		-29,64,120	16,45,837
VIII. Extraordinary Items		0	0
Prior Period Expenses		0	0
IX. Profit/(-Loss) before tax (VII- VIII)		-29,64,120	16,45,837
X. Tax expense:			
(1) Current tax		0	-2,50,000
(2) Deferred tax		24,44,140	-12,45,093
XI Profit (Loss) for the period from continuing operations (IX-X)		-5,19,980	1,50,744
XII Profit/(loss) from discontinuing operations		0	0
XIII Tax expense of discontinuing operations		0	0
XIV Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		0	0
XV Profit (Loss) for the period (XI + XIV)		-5,19,980	1,50,744

XVI	Earnings per equity share of face value of Rs. 10/-. Basic & Diluted Significant Accounting Policies and Notes on Financial Statements	26 1 to 30	-4.92	1.43
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Place: Bengaluru
Date: 07.06.2014

This is the Statement of Profit and Loss referred to in
our report of even date.
for N.NITYANANDA & CO.
Chartered Accountants.

Sd/- Sd/- Sd/-
Chairman Managing Director Directors

Sd/-
N.NITYANANDA
Proprietor
Membership No. 020275

MYSORE STONEWARE PIPES AND POTTERIES LIMITED, BENGALURU

CASH FLOW STATEMENT FOR THE YEAR 2013-14

	2013-14		2012-13	
A. CASH FLOW FROM OPERATING ACTIVITIES				
NET PROFIT/LOSS(-) BEFORE EXTRAORDINARY ITEMS		-29,64,120		16,45,837
AS PER THE STATEMENT OF PROFIT AND LOSS				
Adjustments for:				
Depreciation and amortisation expense	1,10,73,227		50,04,410	
Finance Costs	1,93,377		5,00,566	
Exceptional/Prior period items/Extraordinary Items	12,08,060		0	
Dividend income	(2,59,000)		(4,29,793)	
Interest income	(10,62,816)		(8,94,144)	
Loss on sale of investments	0		8,17,224	
		1,11,52,848		49,98,263
Operating Profit before working capital changes		81,88,728		66,44,100
Adjustments for :				
Decrease/(Increase) in Trade and other Receivables	6,35,352		12,83,854	
Decrease/(Increase) in Inventories	-1,13,12,723		31,64,547	
(Decrease)/Increase in Trade Payables	25,14,565	-81,62,806	(28,45,064)	16,03,337
Cash generated from Operations		25,922		82,47,437
Income Taxes		0		(2,50,000)
Net cash flow from operating activities		25,922		79,97,437
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of fixed assets & capital Work in progress	(22,31,621)		(42,77,208)	
Purchase of Investments	(61,27,946)		(22,66,972)	
Dividend income	2,59,000		4,29,793	
Interest income	10,62,816		8,94,144	
Sale of Investments	0		1,66,18,255	
Net cash from investing activities		-70,37,751		1,13,98,012
C. CASH FLOW FROM FINANCIAL ACTIVITIES				
Interest and Bank charges	(1,93,377)		(5,00,566)	
Payment towards Long Term borrowings	0		(1,30,75,924)	
Dividend paid including Dividend Distribution tax thereon	(12,27,336)		(12,27,283)	

Net cash used in financing activities		(14,20,713)		(1,48,03,773)
NET CHANGE IN CASH AND CASH EQUIVALENTS		(84,32,542)		45,91,676
CASH & CASH EQUIVALENTS (Opening Balance)		1,33,64,156		87,72,480
CASH & CASH EQUIVALENTS (Closing Balance)		49,31,614		1,33,64,156
Cash and Cash equivalents				
Cash and cash equivalents as per the Balance sheet		79,26,361		1,50,98,734
Less: Short term borrowings (Balance in Cash Credit)		-11,16,953		0
Less: Fixed deposit having maturity more than 3 months		-18,77,794		-17,34,578
Total Cash and cash equivalents		49,31,614		1,33,64,156

Place: Bengaluru
Date: 07.06.2014

This is the Cash flow statement referred
to in our report of even date.

For N.NITYANANDA & CO.
Chartered Accountants.

Sd/- Sd/- Sd/-
Chairman Managing Director Directors

Sd/-
N.NITYANANDA
Proprietor
Membership No. 020275

MYSORE STONEWARE PIPES AND POTTERIES LIMITED, BENGALURU

SIGNIFICANT ACCOUNTING POLICIES:

A. General:

a) Basis of Preparation

The financial statements are prepared under the historical cost convention and evaluated on a going concern basis and are in accordance with the generally accepted accounting principles and Accounting Standards as notified under Companies Accounting Standard Rules 2006.

b) Use of Estimates

The preparation of the financial statements is in conformity with Indian GAAP which requires the management of the Company (“Management”) to make estimates and assumptions that affect the reported amounts of revenue and expenses of the year, reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as of the date of the financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

B. Fixed Assets:

Fixed assets are stated at cost, less accumulated depreciation. Cost of acquisition of fixed assets is inclusive of duties and taxes and other incidental expenses, which are directly related to the acquisition of the assets & bringing the assets to its working condition for the intended use.

C. Depreciation:

Depreciation has been provided on the fixed assets on Written down Value method except on the Computers where the depreciation is computed on the Straight Line Method in accordance with the rates prescribed in the Schedule XIV of the Companies Act, 1956.

D. Impairment of Assets

At each Balance Sheet date, the Company reviews the carrying value of tangible and intangible assets to assess, if there is any indication of impairment based on internal/external factors. An impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is higher of the asset’s net selling price or estimated future cash flows which are discounted to their present value based on appropriate discount rates. For the purpose of assessing impairment, assets are grouped at the levels for which there are separately identifiable cash flows (Cash Generating Unit).

SIGNIFICANT ACCOUNTING POLICIES:

E. Revenue Recognition:

Revenue in respect of sale of products (pipes) and sale of fireclay is recognized at the time of despatch of the materials to the customers and in respect of Iron ore raising charges at the time of loading of the iron ore for despatch to the customer and when there exists no uncertainty on the ultimate collection. Income in respect of interest is accounted on accrual basis and Dividends are accounted when the right to receive the dividend is established.

F. Inventories :

Inventories are valued at lower of cost or net realizable value. Cost of work in progress and finished goods includes materials, labour and manufacturing overheads and other costs incurred in bringing those inventories to their present location. Cost is determined using first in First out Basis.

G. Investments

The Long term Investments both Trade, Non-trade, quoted and unquoted are valued at acquisition cost. These are held on Long Term basis. Provision for diminution in the value of long term investments is made only if such a decline is other than temporary in the opinion of management. The Current Investments are valued at cost or Fair value whichever is lower.

H. Employee benefits:

Regular contributions are made to provident fund. Liability for gratuity has been provided based on the number of years of service rendered. Leave encashment has been provided on actuals.

I. Foreign Exchange transactions

Transactions in foreign currencies are recognized at the prevailing exchange rates on the transaction dates. Realised gains and losses on settlement of foreign currency transactions are recognized in the Profit and loss account. Foreign currency denominated monetary assets and liabilities at the year end are translated at the year end exchange rates and the resultant exchange difference is recognized in the Profit and Loss account. Non-monetary foreign currency items are carried at cost.

J. Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to Revenue.

SIGNIFICANT ACCOUNTING POLICIES:

K. Taxation

Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1961.

The deferred tax for timing difference between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted as of the balance sheet date. Deferred tax assets arising from timing differences are recognized to the extent there is reasonable certainty that these would be realized in future.

L. Deferred Revenue Expenditure

The Company has a policy of charging off deferred revenue expenditure over a block of 5 years. However in accordance with provisions of 'Accounting of Termination Benefits' under the Accounting standard, the residual balance of deferred revenue expenditure available on 1st April 2008 has been charged off @ 50% in each of the financial year ending 31st March 2009 and 2010, since the same cannot be carried forward to accounting periods commencing on 1st April 2010.

M. Provisions and Contingent Liabilities

Provisions are recognized when the Company has a present obligation as a result of past events, for which it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate of the amount can be made. Provisions required to settle are reviewed regularly and are adjusted where necessary to reflect the current best estimates of the obligation.

Contingencies are disclosed unless the likelihood of an outflow of resources is remote and there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources.

Sd/- Sd/- Sd/-
Chairman Managing Director Directors

MYSORE STONEWARE PIPES AND POTTERIES LIMITED, BENGALURU
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

1 SHARE CAPITAL

Particulars	As at 31st March 2014	As at 31st March 2013
Authorised 1,00,00,000 (1,00,00,000) Equity Shares of ` 10/- each	10,00,00,000	10,00,00,000
Issued subscribed and fully paid up 1,05,600 (1,05,600) Equity Shares of ` .10/- each	10,56,000	10,56,000
Total	10,56,000	10,56,000

1.1 Reconciliation of the number of Equity shares outstanding is set out below

Particulars	As at 31st March 2014	As at 31st March 2013
Equity Shares outstanding at the beginning of the year	1,05,600	1,05,600
Equity Shares outstanding at the end of the year	1,05,600	1,05,600

1.2 The Company has only one class of equity shares having face value of Rs. 10 each. Holder of equity shares is entitled to one vote per share. The dividend if proposed by the Board of Directors is subject to the approval of the shareholders.

1.3 The details of shareholders holding more than 5% shares:

Sl. No.	Name of the Shareholder	As at 31st March 2014		As at 31st March 2013	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	Mr. Kapinipathi Rao R	15,419	14.60%	15,419	14.60%
2	Mr. R.P. Trivikram	12,273	11.62%	11,280	10.68%
3	Mr. Rajeev H Ramohalli	6,785	6.43%	6,785	6.43%
4	Mr. H.N.Shivananjaiah	9,007	8.53%	9,007	8.53%

MYSORE STONEWARE PIPES AND POTTERIES LIMITED, BENGALURU
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

2 RESERVES AND SURPLUS

Particulars	As at 31st March 2014	As at 31st March 2013
a) General Reserve		
Opening Balance	1,18,83,941	1,18,68,866
Add: Current Period Transfer	0	15075
Closing Balance	1,18,83,941	1,18,83,941
b) Surplus: Balance in Statement of Profit and Loss		
Opening balance:	4,46,31,585	4,57,23,199
Add: Net Profit for the current Period	-5,19,980	1,50,744
Less: Proposed Dividends	-10,56,000	-10,56,000
Less: Dividend Tax Payable	-1,71,336	-1,71,283
Less: Transferred to General Reserves	0	-15,075
Closing Balance	4,28,84,269	4,46,31,585
Total	5,47,68,210	5,65,15,526

3 OTHER LONG TERM LIABILITIES

Particulars	As at 31st March 2014	As at 31st March 2013
(a) Trade Payables	0	3,00,000
(b) Earnest Money Deposit Received	53,50,000	53,50,000
Total	53,50,000	56,50,000

MYSORE STONEWARE PIPES AND POTTERIES LIMITED, BENGALURU
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

4 LONG TERM PROVISIONS

Particulars	As at 31st March 2014	As at 31st March 2013
Provision for employee benefits		
Provision for Gratuity	9,38,942	7,02,547
Total	9,38,942	7,02,547

The company has not carried out actuarial valuation but provided for gratuity liability on actuals on the basis of the number of years of service rendered by the employees on the rolls of the company. The company has on its rolls only 9 Employees who were in service for the whole of the year 2013-14

Particulars	As at 31st March 2014	As at 31st March 2013
Provision for Gratuity		
Opening Balance	7,02,547	4,37,298
Add: Provided during the year	2,36,395	2,85,499
Less: Paid during the year	0	20,250
Closing balance	9,38,942	7,02,547

MYSORE STONEWARE PIPES AND POTTERIES LIMITED, BENGALURU
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

5 SHORT TERM BORROWINGS

Particulars	As at 31st March 2014	As at 31st March 2013
Secured		
Balance in Cash Credit from Bank (The above credit facility is secured by hypothecation of inventory and Book debts and personal guarantee of the Managing Director and Executive Directors.	11,16,953	0
Total	11,16,953	0

6 TRADE PAYABLES

*Particulars	As at 31st March 2014	As at 31st March 2013
Dues to Micro, Small and medium Enterprises	0	0
Others	70,01,586	39,36,191
Total	70,01,586	39,36,191

* There are no Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at 31st March 2014. This information as required under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified by the management on the basis of information available with the company.

The Details of amounts outstanding to Micro, Small and Medium enterprises have not been furnished since as per the information available with the company there are no dues to Micro, Small and Medium Enterprises.

MYSORE STONEWARE PIPES AND POTTERIES LIMITED, BENGALURU

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

7 OTHER CURRENT LIABILITIES

Particulars	As at 31st March 2014	As at 31st March 2013
(a) Current maturities of long-term debt	0	2,30,036
(b) Unpaid dividends	54,75,117	55,53,868
(c) Other payables		
i) Liability for expenses	94,27,568	95,61,322
ii) Liability for taxes *	2,47,407	13,945
iii) Advance from customers	7,64,534	8,97,948
Total	1,59,14,626	1,62,57,119

* Includes a sum of ` 1,14,410 (NIL) being outstanding liability towards Investor Protection fund.

8 SHORT TERM PROVISIONS

Particulars	As at 31st March 2014	As at 31st March 2013
Others -		
Provision for leave encashment	0	71,000
Provision for Taxation (Net)	0	73,785
Provision for Dividend	10,56,000	10,56,000
Provision for Dividend distribution Tax	1,71,336	1,71,283
Total	12,27,336	13,72,068

Particulars	As at 31st March 2014	As at 31st March 2013
Provision for Leave encashment		
Opening Balance	71,000	0
Add: Provided during the year	0	71,000
Less: Paid during the year	71,000	0
Closing balance	0	71,000

As per the Leave encashment policy of the company, the leave salary being a short term benefit is provided for eligible employees on actual basis on the basis of the balance of leave if any standing to the credit of the employees.

MYSORE STONEWARE PIPES AND POTTERIES LIMITED, BENGALURU

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

9 FIXED ASSETS & DEPRECIATION

(Amount in Rupees)

Particulars	Gross Carrying Value					Depreciation / Amortisation				Net Carrying Value	
	As at 1st April 2013	Additions	Disposals	As at 31st March 2014	Rate	Upto 1st April 2013	Depreciation charge for the year	Adjustments during the year	Upto 31st March 2014	As at 31st March 2014	As at 31st March 2013
Tangible Assets											
Land	1,19,502	0	0	1,19,502	0	0	0	0	0	1,19,502	1,19,502
Factory Buildings	2,43,42,213	6,92,388	0	2,50,34,601	10%	93,78,740	15,24,991	0	1,09,03,731	1,41,30,870	1,49,63,473
Other Buildings	30,20,824	0	0	30,20,824	5%	10,16,449	1,00,219	0	11,16,668	19,04,156	20,04,375
Water Pipelines	4,96,860	1,99,420	0	6,96,280	5%	91,030	26,712	0	1,17,742	5,78,538	4,05,830
Plant and Equipment	6,97,61,700	12,44,113	0	7,10,05,813	13.91%	3,79,26,204	89,99,820	0	4,69,26,024	2,40,79,789	3,18,35,496
Computers	3,10,040	0	0	3,10,040	16.21%	2,17,886	46,704	0	2,64,590	45,450	92,154
Furniture and Fixtures	5,75,226	0	0	5,75,226	18.10%	3,93,768	32,844	0	4,26,612	1,48,614	1,81,458
Vehicles	27,55,093	0	0	27,55,093	25.88%	14,95,147	3,26,074	0	18,21,221	93,3872	12,59,946
Office equipment	38,295	95,700	0	1,33,995	13.91%	5,533	15,863	0	21,396	1,12,599	32,762
Total	10,14,19,753	22,31,621	0	10,36,51,374		5,05,24,757	1,10,73,227	0	6,15,97,984	4,20,53,390	5,08,94,996
Previous year	(7,51,62,394)	(2,62,57,359)	0	(10,14,19,753)		(4,55,20,347)	(50,04,410)	0	(5,05,24,757)	(5,08,94,996)	(2,96,42,047)

MYSORE STONEWARE PIPES AND POTTERIES LIMITED, BENGALURU
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

10 NON CURRENT INVESTMENTS

	Particulars	(Amount in Rupees)	
		As at 31st March 2014	As at 31st March 2013
		\	\
A	Other Investments (Refer A below)		
	Long term, trade, unquoted ,at cost, a) Equity instruments	12,08,060	24,16,120
	Long term, non trade, unquoted ,at cost, b) Bonds	50,00,000	50,00,000
	c) Investments in Mutual funds	35,41,000	25,41,000
	d) Debentures in Cholamandalam Investment and Financial Company Limited	73,94,917	22,66,972
	Total	1,71,43,977	1,22,24,092

* Some of the Mutual Funds which were initially Short term investments were reclassified as Long term investments in earlier years and hence are valued at Fair value as on the date of Reclassification.

Particulars	As at 31st March 2014	As at 31st March 2013
		\
Aggregate amount of unquoted investments	1,71,43,977	1,22,24,092

MYSORE STONEWARE PIPES AND POTTERIES LIMITED, BENGALURU

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

A Details of Other Investments												
Sl. No.	Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares / Units		Quoted / Unquoted	Partly Paid / Fully paid	Extent of Holding (%)		Amount (`)		Whether stated at Cost	If Answer to Column (9) is 'No' - Basis of Valuation
			As at 31st March 2014	As at 31st March 2013			As at 31st March 2014	As at 31st March 2013	As at 31st March 2014	As at 31st March 2013		
a)	Investment in Equity Instruments	Associate Company	2,41,612	2,41,612	Unquoted	Fully paid up	33.33%	33.33%	12,08,060	24,16,120	No	The diminution is based on the Management's estimate and the Rate as per the last traded transaction.
	Global Pipe Engineering Systems India Private Limited											

MYSORE STONEWARE PIPES AND POTTERIES LIMITED, BENGALURU
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

11 DEFERRED TAXES ASSET

Particulars	As at 31st March 2014	As at 31st March 2013
Deferred Tax asset		
Related to Fixed assets	15,25,390	3,85,072
Disallowances under Income Tax Act 1961	16,16,537	3,12,715
Total	31,41,927	6,97,787

12 LONG TERM LOANS AND ADVANCES

Particulars	As at 31st March 2014	As at 31st March 2013
<u>Other Loans and Advances</u>		
Unsecured and considered good		
Capital advances	10,00,000	0
Advance Tax (Net)	34,628	0
Prepaid Expenses	0	7,27,400
Total	10,34,628	7,27,400

13 INVENTORIES

Particulars *	As at 31st March 2014	As at 31st March 2013
Finished Goods	1,28,14,201	11,68,238
Stock in trade	3,42,307	4,27,883
Stores, Spares and consumables	1,26,920	3,74,584
Total	1,32,83,428	19,70,705

* Valued at Cost or Net realisable value whichever is lower.

14 TRADE RECEIVABLES

Particulars	As at 31st March 2014	As at 31st March 2013
Unsecured, considered good		
Trade Receivables *	4,92,372	4,33,819
Total	4,92,372	4,33,819

* Includes nil/- (Previous Year ` 1,44,110/-) being Trade receivables in respect of goods sold is outstanding for a period exceeding six months from the date they are due for payment

MYSORE STONEWARE PIPES AND POTTERIES LIMITED, BENGALURU
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

15 CASH AND CASH EQUIVALENTS

Particulars	As at 31st March 2014	As at 31st March 2013
a. Balances with banks*	79,20,752	1,47,73,205
b. Cash on hand	5,609	3,25,529
Total	79,26,361	1,50,98,734

* Balance with banks includes unclaimed Dividend of ` 57,83,496/- (Previous year ` 58,70,135/-) & ` 1,14,186/- payable towards Investor Education Protection fund.

* Balance with Banks includes Term Deposits of ` 18,77,794/- (Previous Year ` 17,34,578/-)with more than 12 months Maturity and are held as security deposit against a Bank Guarantee which is expired during 2012-13 and the company is in the process of releasing the Lien.

MYSORE STONEWARE PIPES AND POTTERIES LIMITED, BENGALURU
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

16 SHORT TERM LOANS AND ADVANCES

Particulars	As at 31st March 2014	As at 31st March 2013
Unsecured, considered good		
a. Loans and advances to related parties *	83,880	83,880
b. Others		
Advances to Suppliers and others	4,43,277	3,25,253
Prepaid Expenses	8,15,490	19,71,497
Total	13,42,647	23,80,630

* The amount represents due from Global Pipe Engineering & Systems India Private Limited, an Associate company.

17 OTHER CURRENT ASSETS

Particulars	As at 31st March 2014	As at 31st March 2013
Electricity Deposit	9,54,923	9,54,923
VAT credit receivable	0	1,06,365
Total	9,54,923	10,61,288

MYSORE STONEWARE PIPES AND POTTERIES LIMITED, BENGALURU
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

18 REVENUE FROM OPERATIONS

Particulars	2013-14	2012-13
Sale of products	5,44,70,679	5,26,16,838
Other operating revenues	0	0
Total	5,44,70,679	5,26,16,838

PARTICULARS OF SALE OF PRODUCTS	2013-14	2012-13
Stoneware pipes	5,44,02,706	5,25,81,438
Sale of Manhole Covers	67,973	35,400
Total	5,44,70,679	5,26,16,838

There are no distinctly identifiable segments in the operation of the company. However the above additional details are provided

19 OTHER INCOME

Particulars	2013-14	2012-13
Interest Income	10,62,816	8,94,144
Dividend Income on Long Term Investments	2,59,000	4,29,793
Transportation charges on Clay	26,52,364	18,97,872
Unclaimed credits withdrawn	3,04,010	8,366
Miscellaneous Income	3,19,308	2,54,755
Total	45,97,498	34,84,930

20 COST OF MATERIALS CONSUMED

Particulars	2013-14	2012-13
Imported	0	0
Indigenous	1,01,83,597	43,25,758
Total	1,01,83,597	43,25,758

20.1 Particulars of Raw Materials Consumed

Particulars	2013-14	2012-13
Consumption of Clay	1,01,83,597	43,25,758
Total	1,01,83,597	43,25,758

MYSORE STONEWARE PIPES AND POTTERIES LIMITED, BENGALURU
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

21 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE.

Particulars	2013-14	2012-13
Inventories (At Commencement)		
Finished Goods	11,68,238	39,79,797
Stock in Trade	4,27,883	4,75,425
Inventories (At Close)		
Finished Goods	1,28,14,201	11,68,238
Stock in Trade	3,42,307	4,27,883
	1,15,60,387	-28,59,101
Total	1,15,60,387	-28,59,101

22 EMPLOYEE BENEFITS EXPENSE

Particulars	2013-14	2012-13
(a) Salaries and incentives	41,23,379	34,79,094
(b) Contributions to Provident Fund and other Funds	1,36,835	3,47,244
(c) Staff welfare expenses	2,55,468	1,56,306
Total	45,15,682	39,82,644

22.1 As per Accounting Standard 15 " Employee Benefits", the disclosures as defined in the Accounting Standard are as below:

a Contribution to Defined Contribution Plans, recognised as expense for the year is as under:

Particulars	2013-14	2012-13
Employer's contribution to Provident Fund	78,829	1,74,608
Employer's contribution to Pension fund	26,141	1,12,670

MYSORE STONEWARE PIPES AND POTTERIES LIMITED, BENGALURU
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

b Defined Benefit Plan

The gratuity expense of ` 2,36,395/-(Previous Year ` 2,85,499/-) is provided additionally for the year with respect to the employees, which is recognized based on the number of years of service rendered.

The company has not carried out actuarial valuation but provided for gratuity liability on actuals on the basis of the number of years of service rendered by the employees on the rolls of the company. The company has on its rolls only 9 Employees who were in service for the whole of the year 2013-14.

The actuarial valuation was considered not cost effective and the difference in gratuity liability arising on Actuary valuation is not expected to be material.

As per the Leave encashment policy of the company, the leave salary being a short term benefit is provided for eligible employees on actual basis.

MYSORE STONEWARE PIPES AND POTTERIES LIMITED, BENGALURU

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

23 FINANCE COSTS

Particulars	2013-14	2012-13
Interest expense	1,23,098	4,02,285
Bank Charges	70,279	98,281
Total	1,93,377	5,00,566

24 OTHER EXPENSES

SI No	Particulars	2013-14	2012-13
1	Consumption of General Stores	1,30,39,760	1,01,03,458
2	Power & Fuel	1,22,94,025	1,04,54,343
3	Rent	3,95,572	343956
4	Repairs to building	51,015	52,361
5	Repairs to machinery	75,144	2,76,958
6	Insurance	24,663	32,821
7	Labour Charges	46,95,665	34,48,159
8	Transportation charges	25,75,034	18,80,762
9	Legal & Professional Fees	29,88,035	39,40,141
10	Environmental expenses	19,03,520	17,87,000
11	Expenses on sales	66,677	2,55,153
12	Rates & taxes	14,08,765	12,72,267
13	Mine maintenance expenses	1,07,854	4,46,011
14	Travel and Conveyance	11,03,349	15,57,943
15	Advertisement	40,922	1,74,263
16	Telephone & Internet Charges	1,32,500	1,24,900
17	Audit fees	2,02,290	1,62,872
18	Directors sitting fees	61,000	76,500
19	Vehicle Maintenance	1,12,331	1,83,378
20	Postage and printing	1,41,378	2,30,371
21	Other Expenses	7,66,561	9,86,145
	Total	4,21,86,060	3,77,89,762

SR No	Audit fees	2013-14	2012-13
1	Payments to the Auditor as a. Auditor,	1,25,000	80,000
2	b. for taxation matters,	10,000	24,000
3	c. for company law matters,	0	0
4	d. for other services,	67,290	58,872
	TOTAL	2,02,290	1,62,872

Expenditure in Foreign Currency		2013-14	2012-13
Travel Expenditure		0	0

MYSORE STONEWARE PIPES AND POTTERIES LIMITED, BENGALURU
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

25 EXCEPTIONAL ITEMS

Particulars		2013-14	2012-13
		-	-
Liquidated Damages received		0	40,00,000
Diminution in the value of Investment		-12,08,060	0
Loss on Sale of Investment		0	-8,17,224
TOTAL		-12,08,060	31,82,776

26 EARNING PER SHARE

Particulars		2013-14	2012-13
		-	-
Profit after Taxation		-5,19,980	1,50,744
Less: Prior period items		0	0
Net profit		-5,19,980	1,50,744
No. of shares outstanding		1,05,600	1,05,600
Earning per share		-4.92	1.43

26	Contingent liabilities and Commitments	2013-14	2012-13
		-	-
	(i) Contingent Liabilities		
	(a) Guarantees	0	0
	(b) Other money for which the company is contingently liable	0	3,00,000
		0	3,00,000
	(ii) Commitments		
	(a) Estimated amount of contracts remaining to be executed on capital account and not provided for	0	0
		0	0
		0	3,00,000

MYSORE STONEWARE PIPES AND POTTERIES LIMITED, BENGALURU
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

*** Others**

- 27.1 The Report of Karnataka Lokayuktha on illegal Mining in Karnataka has included the mining activities of Iron ore and also others(Eg: Clay mining) in the Company's case. The matter has been decided by the Hon'ble Supreme Court restricting the Mining by the company. The company is contesting the above decision. The financial liability of the Company on the mining activities carried out arising out of the above judgement is not ascertainable.
- 27.2 Liability in respect of dispute with Assistant District Commissioner on portion of Company's land with is not ascertainable
- 27.3 There is a dispute over iron ore mining rights and a litigation is pending against the company before the Hon'ble High Court of Karnataka, which has been raised by a party. Liability in respect of this dispute is not ascertainable.
- 27.4 Liability in respect of a contempt case before the City Civil court which has been raised by an erstwhile director of the company is not ascertainable

MYSORE STONEWARE PIPES AND POTTERIES LIMITED, BENGALURU
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

28	RELATED PARTY DISCLOSURES	2013-14	2012-13
		,	,
	<p>Name of the party & Relationship with the Company</p> <p>1. Supra Exports A proprietary concern of one of the Directors</p> <p><u>Nature of Transactions</u></p> <p>Leasing of Building</p> <p><u>Volume of Transactions during the year</u></p> <p>Rental Charges</p> <p>Reimbursement towards Power consumption</p> <p>Security Deposit</p> <p>Outstanding Credit balance as on 31/03/2014 - (credit)</p>	<p>2,52,000</p> <p>3,70,076</p> <p>1,00,000</p> <p>1,540</p>	<p>2,49,000</p> <p>3,32,187</p> <p>1,00,000</p> <p>30,871</p>
	<p>2. Global Pipe Engineering & Systems India Private Limited Associate Company</p> <p><u>Nature of Transactions</u></p> <p>Sale and Purchase of Pipes</p> <p><u>Volume of Transactions during the year</u></p> <p>Sale of Pipes</p> <p>Purchase of Pipes</p> <p>Outstanding balance as on 31/03/2014</p>	<p>22,36,642</p> <p>18,36,695</p> <p>0</p>	<p>5,06,506</p> <p>26,81,494</p> <p>0</p>

MYSORE STONEWARE PIPES AND POTTERIES LIMITED, BENGALURU

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

Payments to Key Management Personnel		2013-14	2012-13
Dividends paid			
Sri R.P. Trivikram & Relatives	Managing Director	1,33,040	3,25,175
Sri. Karthik R.K. & Relatives	Executive Director	43,330	1,08,325
Sri. Rajiv H Ramohalli & Relatives	Wholetime Director	72,350	1,80,875
Sri. H.K. Nanjundaswamy	Director	3,500	8,750
Sri. C.Vivekanand & Relatives	Director	33,790	84,475
Smt. Sudha Trivikram	Director	65,600	1,64,000
Sri. Sanjay Jayatsen	Director	49,840	1,24,600
Sri. Shivananjaiah H.N	Director	91,220	2,13,650
Sitting Fees paid			
Sri. H.K. Nanjundaswamy	Director	13,000	19,500
Smt. Sudha Trivikram	Director	12,000	15,000
Sri. C.Vivekanand	Director	12,000	12,000
Sri. Sanjay Jayatsen	Director	12,000	12,000
Sri. Shivananjaiah	Director	12,000	18,000
Managerial Remuneration			
<u>Sri R.P. Trivikram</u>	Managing director		
Remuneration		12,00,000	9,51,613
Other Allowances		103,239	1,00,000
Gratuity		57,692	57,692
Leave encashment		50,000	0
<u>Sri. R.K.Karthik</u>	Executive Director		
Remuneration		5,21,774	4,80,000
Contribution to PF		0	0
Medical Expenses		45,076	40,000
Gratuity		25,962	23,078
<u>Sri. Rajiv H Ramohalli</u>	Whole Time director		
Remuneration		4,67,098	3,00,000
Contribution to PF		0	0
Gratuity		25,962	14,424

MYSORE STONEWARE PIPES AND POTTERIES LIMITED, BENGALURU
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

29 LEASE DISCLOSURE

Lessee Disclosure

The company has an operating lease with respect to the office premises for which a monthly rent of ` 30,956/- (Previous Year ` 31,353/-) is being paid.

The amount of Lease rentals paid which is recognized in the Statement of profit and loss is ` 3,95,572/- (Previous Year ` 3,43,956/-)

Lessor Disclosure

The company has leased out a part of its factory premises. The factory premise is quite old and the gross value of the same is difficult to ascertain. The cost of those premises has been fully depreciated as on date.

As Accounting Standard 19 on leases is not applicable to Lease agreements to explore natural resources & other mineral rights, no disclosure is considered necessary with respect to Mining Lease.

30 OTHER NOTES

- 30.1 The Environment fees includes a sum of ` 19,63,520/- (Previous Year ` 17,87,000/-) charged out of the total Environment fee demanded for ` 1,03,08,480/- in the year 2008-09 on the basis of the balance lease period. The environment fee payable out of the total fee demanded, outstanding as at 31st March 2014 Rs. 83,08,480/- is included in Liabilities for Expenses.
- 30.2 The Fixed assets of the company includes a Wet Pan Mill which is not in use. However the company proposes to sell the Machinery at a value higher than the carrying value and hence no impairment is considered necessary.
- 30.3 Due to non receipt of confirmation of balances from Trade receivables, Trade payables and other third party balances, the management is of the opinion that the stated balances are correct and are receivable/payable respectively.
- 30.4 Previous year's figures have been regrouped and rearranged to make them comparable with current year's presentation.

Place: Bengaluru
Date: 07.06.2014

As per our report of even date.
for N.NITYANANDA & CO.
Chartered Accountants.

Sd/- Sd/- Sd/-
Chairman Managing Director Directors

Sd/-
N.NITYANANDA
Proprietor
Membership No. 020275

MYSORE STONEWARE PIPES AND POTTERIES LIMITED

GF-2, Sapthagiri, No. 30, 10th Cross, R M V Extension, Sadashivanagar, Bangalore- 560080,
Karnataka Corporate Identification Number: L26913KA1937PLC000197, Email Id:
msppoffice@gmail.com Phone no. 080-23614696, Fax - 23614697

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Corporate Identification : **L26913KA1937PLC000197**
Number Name of the Company : **Mysore Stoneware Pipes and Potteries Limited**
Registered office : GF-2, Sapthagiri, No. 30, 10th Cross, R M V Extension,
Sadashivanagar, Bangalore- 560080, Karnataka.

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

1.	Name	:	
	Address	:	
	E-mail ID	:	
	Signature	:	, or failing him

2.	Name	:	
	Address	:	
	E-mail ID	:	
	Signature	:	, or failing him

1.	Name	:	
	Address	:	
	E-mail ID	:	
	Signature	:	, or failing him

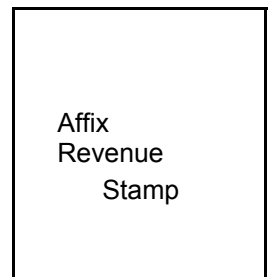
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at theAnnual general meeting/ Extraordinary general meeting of the company, to be held on the day of..... At..... a.m. / p.m. at.....(place) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No. :

- 1
- 2
- 3

Signed this..... day of..... 20.....

Signature of shareholder



Signature of Proxy holder(s)

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

