

Annual Report 2008-2009



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MAN (UK) LIMITED

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CORPORATE INFORMATION

Board of Directors

Mr. R. C. Mansukhani
Mr. J. C. Mansukhani
Mr. P. K. Tandon
Mr. R. R. Wadhvani

Chairman
Vice Chairman
Director
Director

Company Secretary

Ms. Ekta Lalwani

Auditors

Rohira Mehta & Associates
Chartered Accountants
Mumbai

Banker

State Bank of India

Commercial Branch, Indore

Registered Office

MAN House, 102, S.V. Road, Opp. Pawan Hans,
Vile Parle (W), Mumbai - 400 056.
Ph: 91-22-6647 7500, Fax : 91-22-6647 7601
Email : investor.relation@mangroup.org
Website : www.manaluminium.com

Plant

Plot No. 67, Sector 1, Pithampur Industrial Area, Dist.: Dhar (M.P.), Ph.: 0729-253446

Registrar and Share Transfer Agent

M/s. Link Intime India Pvt. Limited
C/13, Pannalal Silk Mills Compound, L.B.S. Road,
Bhandup (West), Mumbai - 400 078
Ph.: 022-2596 3838
Fax: 022-2594 6969
Email: isrl@vsnl.com

CHAIRMAN'S SPEECH

Dear Shareholders,

It gives me immense pleasure to report your Company's results for the financial year ending March 31st, 2009.

In the present time, the whole world is witnessing the effect of global financial crisis. Since then the Indian economy is also facing challenges of this economic meltdown. Every sector have been hit badly by this recession.

The impact of the global economic slowdown is spreading its wing to the Indian economy as well and hence the Indian economy is moving slower than expected. The GDP data reflected a growth of 5.3% in the December 2008 quarter as against 7.6% in September 2008 quarter, as the global economic crisis cut demand and exports. The annual growth for India's fiscal third quarter was lower than a median forecast of 6.2% in a Reuters poll of economists and also lower than a upwardly revised 8.9% annual expansion in the same quarter a year ago.

Year 2008-09 was a year of tremendous challenge for your Company as it was for many companies. The people of Man Aluminium confronted the downturn with both resiliency and resolve. It is a matter of great satisfaction that in this environment your company maintains to perform with poise and assurance.

At Man Aluminium Limited it has been our endeavor to emerge a single point source for all types of aluminium extrusion product. Your Company provides aluminium extrusion in different shapes to manufacture tower bolt, handles, aldrops, tee hinges etc. We provide customization to our range of aluminium extrusions as per the client's requirement.

India is globalizing rapidly and is today a force to reckon with in the marketplace. India's growth is creating wealth and jobs across the world. We are an integral part of this evolution and have the responsibility to accelerate India's growth by reinvesting our cash flow in our businesses.

I would like to express my gratitude to all our esteemed Stakeholders, Bankers, Our Board Members, Government Authorities, Customers and Suppliers and of course our very own employees. The unflinching support and trust of all our stakeholders has helped us reach where we are and we are confident that their faith in us would motivate us further to strive harder in reaching towards even higher goals.

R. C. Mansukhani
Chairman



NOTICE

Notice is hereby given that the Sixth Annual General Meeting of the members of Man Aluminium Limited will be held on 22nd Day of September, 2009 at Hotel Karl Residency, Lallubhai Park Road, Andheri (West), Mumbai – 400 058 at 3.00 P.M. to transact the following business:

Ordinary Business:

1. To consider and adopt the Audited Balance Sheet as at 31st March, 2009, Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. R. C. Mansukhani, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a director in place of Mr. P. K. Tandon, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint M/s. Satish Aggarwal and Associates, Chartered Accountants, Delhi for the financial year 2009-10, as the Statutory Auditors of the Company in place of M/s. Rohira Mehta & Associates, Chartered Accountants, Mumbai, who have intimated their inability for re-appointment.

Special Business

5. **To consider and if thought fit to pass the following resolution as a Special Resolution:**

"RESOLVED THAT in accordance with the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act 1956, or any statutory modifications or re-enactments thereof, Mr. Sunil Kumar Shandilya who was appointed as additional Director on 20th July, 2009 pursuant to the provisions of Section 260 of the Companies Act 1956, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT in accordance with the provisions of Section 198, 269, 309 and 310, read with Schedule XIII and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members be and is hereby accorded to the payment of remuneration, benefits and amenities to Mr. Sunil Kumar Shandilya, as an Executive Director with effect from 22nd September, 2009 for a period of his tenure, on the following terms and conditions.

SALARY: Rs. 70,000/- per month.

CAR, DRIVER AND TELEPHONE/CELL PHONE: Car, Driver and Phone including mobile phone facilities will be provided by the Company for personal and official use. Expenses related to personal use to be treated as perquisites as per IT Rules.

GRATUITY AND RETIREMENT BENEFITS: To be paid as per the rules of the Company.

RESOLVED FURTHER THAT notwithstanding anything contained herein above, where, in any financial year during the currency of this appointment, the Company has no profits or its profits are inadequate, the remuneration payable to the Executive Director as salary, perquisites and any other allowances shall be governed by, and be subject to the ceilings provided under section II of Part II of Schedule XIII to the Companies Act 1956 or such other limit as may be prescribed by the Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT where in any financial year, the Company has no profits or its profits are inadequate, Mr. Sunil Kumar Shandilya shall be entitled to be paid remuneration by way of salary, perquisites, amenities or any other allowances as referred to above, not exceeding the limits specified under Section II Part II of Schedule XIII to the Act as may be amended from time to time or any equivalent statutory enactment(s) thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered necessary, usual proper or expedient to give effect to this resolution."

**By order of the Board of Directors
For Man Aluminium Limited**

**Ekta Lalwani
Company Secretary**

**Date: 20th July, 2009
Place: Mumbai**

Notes:

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**
- 2) The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time for holding the meeting.
- 3) Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting.
- 4) The Register of Members and Share Transfer Books of the Company will remain closed from 16th September, 2009 to 21st September, 2009 (both days inclusive).
- 5) Shareholders seeking any information with regard to Accounts are requested to write to the Company at an early date to enable the management to keep the information ready.
- 6) Members are requested to bring their copy of Annual Report to the meeting.
- 7) Non-Resident Indian Shareholders are requested to inform immediately Link Intime India Pvt. Ltd. C/13, Pannalal Silk Mills Compound, L.B.S. Road, Bhandup (W), Mumbai 400 078 Maharashtra.
 - a) The change in the Residential status on return to India for permanent settlement.
 - b) The particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank, if not furnished earlier.
- 8) Corporate Members intending to send their authorised representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
- 9) All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during the office hours on all working days between 11.00 a.m. to 1.00 p.m.
- 10) Information required under Clause 49 of the Listing Agreement on Directors Re- appointment/ Appointment:
 - a. **Mr. R. C. Mansukhani**
Mr. R. C. Mansukhani, aged 53 is a promoter of the Company. He is Director of the Company since incorporation. He has done Post Graduation in Economics and LLB. He has career spanning of over 30 years of contribution in the field of manufacturing. He has created a successful business set up in UK, UAE and India. He is also very active in keeping up the welfare activities and social obligations. He is on the Board of following companies:-
 - Man Industries (India) Limited
 - Man Infraprojects Limited
 - Merino Shelters Private Limited
 - Mansukhani Builders Private Limited
 - Man USA Inc.
 - Man Overseas Metals DMCC
 - b. **Mr. P. K. Tandon**
Mr. P. K. Tandon, aged 59 holds an M. Sc Tech. degree. He is also a Director on the Boards of Flamingo Pigments Pvt. Ltd. and Flonnel Speciality Chemicals Private Limited.

EXPLANATORY STATEMENT pursuant to the provisions of the Section 173 (2) of the Companies Act, 1956.**ITEM NO. 5**

Mr. Sunil Kumar Shandilya was appointed on the Board of Directors of the Company as an Additional Director on 20th July, 2009 till the next Annual General Meeting. The Board of Directors recommends appointing him on the Board as Director of the Company. Taking into consideration the responsibilities casted on him, it is proposed to give him remuneration accordingly. The annual increment will be merit based and will take into account the Company's performance.

Mr. Sunil Kumar Shandilya director, of the Company is interested in the Resolution.

The Directors recommend the Resolution to be passed by the members.

**By order of the Board of Directors
For Man Aluminium Limited**

**Date: 20th July, 2009
Place: Mumbai**

**Ekta Lalwani
Company Secretary**



DIRECTOR'S REPORT

Dear Members,

Your Directors present you the Sixth Annual Report of your Company and the Audited Accounts for the financial year ended 31st March 2009.

THE YEAR AT A GLANCE

Particulars	(Rs. in Lakhs)	
	2008-09	2007-08
Net Profit Before Depreciation	214.53	341.34
Less: Depreciation	110.29	87.48
Net Profit Before Tax	104.24	253.86
Less: Taxation	33.18	88.66
Profit After Tax	71.05	165.20
Add: Profit brought forward	287.38	165.85
Total Profit Available for Appropriation	358.43	331.05
Less: Appropriations	18.09	43.68
Balance carried to Balance Sheet	340.34	287.38

RESULTS OF OPERATIONS

The gross turnover of your Company for the 2008-09 is Rs. 4557.93 lakhs as against Rs. 4694.79 lakhs in the previous year. The Net Profit before tax stood at Rs. 104.24 lakhs as against Rs. 253.86 lakhs in the previous year. The Profit After Tax is Rs. 71.05 lakhs as against Rs. 165.20 lakhs in the previous year.

DIVIDEND

In view of inadequate profit and future plan, your Directors have not recommended any dividend for the year under review.

TRANSFER TO RESERVES

Your Company is not transferring profits to the General Reserve.

SUBSIDIARIES

We have one wholly owned subsidiary i.e. Man (UK) Limited which is duly incorporated under the law of UK. This company was acquired on 1st August, 2008. The revenue from subsidiaries for the period from 1st January, 2008 to 31st March, 2009 (15 months) was Rs. 400.84 Lakhs. However the revenue from the date of acquisition stood at Rs. 133.57 Lakhs.

DIRECTORS

Mr. R. C. Mansukhani, Chairman & Mr. P. K. Tandon, Director are due to retire by rotation at the conclusion of the forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment. Appropriate resolutions for their re-appointment are being placed before you for your approval at the ensuing Annual General Meeting. The brief resume of the aforesaid directors and other information have been detailed in the Corporate Governance Section of this report. Your Directors recommend their re-appointment as Directors of your Company.

FIXED DEPOSITS

Your Company has not accepted any fixed deposits during the year 2008-09 and there are no outstanding fixed deposits from the public as on 31st March 2009.

PERSONNEL AND HUMAN CAPITAL

Your Company acknowledges that the role of Human Resources continues to remain strategic to organization's success. Management of the human resource is a key focus for your Company with processes and policies aligned to enable employees to meet their career objectives. The industrial relations remained cordial throughout the year. In terms of the provisions of Section 217(2A) of the Companies Act, 1956 and the Companies (Particulars of Employees) Rules, 1975 there are no disclosures as none of the employees of the Company were drawing salary more than the limits specified as per the above mentioned provisions in the last financial year.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The internal control structure of your company is adequately designed to ensure the effectiveness of its operations, propriety in the utilization of funds, safeguarding of assets against unauthorized use or disposition, true and fair reporting and compliance with all the applicable regulatory laws and company policies.

QUALITY, RESEARCH & DEVELOPMENT

Quality is a way of life for the company and a key component for its success. Your Company ensures strict adherence to quality processes which are strictly benchmarked against world-class operating models and global practices.

Your Company believes that Research and Development in every aspect is an important path for improvisation of business. Particulars of activities relating thereto have been given in Annexure hereto.

INSURANCE

All the insurable interests of your Company including inventories, building, plant and machinery and liabilities under legislative enactments are adequately insured.

LISTING OF SHARES

Your Company shares are listed and are being traded on the National Stock Exchange of India Limited & Bombay Stock Exchange Limited.

CORPORATE GOVERNANCE

Pursuant to Clause 49 (VII) of the Listing Agreement, a separate report on Corporate Governance forms part of the Annual Report. Your Company is compliant with the requirements of the Listing Agreement and necessary disclosures have been made in this regard in the Corporate Governance Report. The report on Corporate Governance is included as a part of the Annual Report.

A certificate from the statutory auditors of the Company regarding compliance with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is attached to the Corporate Governance Report.

MANAGEMENT DISCUSSION AND ANALYSIS

A separate report on Management Discussion and Analysis relating to business and economic environment surrounding your company is enclosed as a part of the Annual Report.

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

Particulars in respect of conservation of energy, technology absorption and foreign exchange earning and outgo by the Company as per section 217(1) (e) of the Companies Act, 1956, are given as Annexure to this report.

AUDITORS

Last year your Company had sought an approval of the Shareholders at the Annual General Meeting held on 26th September 2008 as to the appointment of M/s Rohira Mehta & Associates, Chartered Accountants as statutory auditors of the Company. At the forthcoming Annual General Meeting M/s Rohira Mehta & Associates, Chartered Accountants, statutory auditors of your Company retire and are eligible for re-appointment. Your Director recommends their re-appointment for the ensuing year.

PARTICULARS UNDER SECTION 212 OF THE COMPANIES ACT

As required under Section 212 of the Companies Act 1956, the statements of accounts, along with the report of the Board of Directors relating to the Company's subsidiary i.e. Man (UK) Limited thereon for the year ended 31st March, 2009 is annexed.

DIRECTORS RESPONSIBILITY STATEMENT

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

- In preparation of the annual accounts, the applicable accounting standards have been followed.
- The accounting policies have been selected and applied consistently and the judgments and estimates made, are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit & loss of the Company for that period.
- 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.
- The annual accounts have been prepared on a going concern basis.

APPRECIATION

Your Directors wish to place on record their appreciation for the contribution made by employees at all levels to the continued growth and prosperity of your Company. Your Directors also wish to place on record their appreciation to the bankers, financial institutions, shareholders, dealers and customers for their continued support.

For and on behalf of the Board

Date: 16th June, 2009
Place: Mumbai

R. C. Mansukhani
Chairman



ANNEXURE TO THE DIRECTOR'S REPORT

Particulars required Under Section 217 (1) (e) and under the Companies (Disclosures of Particulars in the Report of the Board of Directors) Rules, 1988.

FORM A

CONSERVATION OF ENERGY

A) Energy conservation measures taken:

Energy conservation devices have been installed and the equipments are maintained properly to reduce energy consumption. The new system is being devised to reduce electric power, fuel and water consumption. Industrial lighting in the plant area has been optimized.

B) Additional investment and proposals for reduction of consumption of energy:

By relocating/ modifying the available equipments, energy conservation measures are being implemented and major investment have not been made for equipment so far.

C) Total energy consumption and energy consumption per unit production:

PARTICULARS	2008-2009	2007-2008
POWER AND FUEL CONSUMPTION:		
(i) Electricity Purchased (Units)	2721142	2886081
Total Amount (Rs.)	13,349,012	13,732,789
Rate per unit	4.91	4.76
(ii) Own Generation through D. G. Set:		
Generation Unit	-	-
Unit per liter of Oil	-	-
Cost per Unit	-	-
CONSUMPTION PER UNIT OF PRODUCTION		
Production in kgs	2,650,801	2,605,929
Consumption per unit of Production (per kg.)	1.03	1.11

FORM B

DISCLOSURE OF PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION

Research & Development (R&D)

1. The R&D unit of your Company is carrying out the following activities to support the business goals of your Company:

- Development of new products and processes related to extrusion.
- Upgradation of products and processes to reduce environmental and safety concerns.
- Development of characterization techniques, analytical test methods and application techniques essential for product development, quality improvement, cost benefits, supply chain flexibility and crisis management.
- Value engineering and improving formulation efficiency of existing products.

2. Benefits derived:

- Process improvements being continued for improving productivity and energy efficiencies.
- Improvement in quality and environment.

3. Future plan of action:

- To enhance technical capabilities to sustain its competitive position in the market.
- To reduce process loss.

4. Expenditure on Research and development:

- Research & development is an integrated and ongoing business activity for which no separate business expenditure is allocated and identified.

Technology Absorption, Adaptation & Innovation

All developments were done indigenously.

FOREIGN EXCHANGE EARNING AND OUTGO

(Rs. in Lakhs)

PARTICULARS	2008-2009	2007-2008
a) Foreign Exchange Earnings (FOB Value of Exports)	912.53	1043.43
b) Foreign Exchange Outgo	583.87	274.77

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