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MARDIA EXTRUSIONS LIMITED

MARDIA EXTRUSIONS LIMITED**22nd Annual Report 2000-2001**

DIRECTORS : Surendra Mardia Chairman
 Ravindra Mardia Director
 Jung Soon Jo Director

AUDITORS : M/S SHYAM C. AGRAWAL & CO.
 Chartered Accountants
 3/910-L Navjivan Society
 Lamington Road,
 Mumbai - 400 008.

BANKERS : Dena Bank
 Union Bank Of India

REGISTERED OFFICE : Mardia House,
 96, C. P. Tank Road,
 Mumbai - 400 004.

WORKS : 1. J-55, MIDC Indl, Area
 Boisar, Tarapur, Dist. Thane, Maharashtra.
 2. 40A/47A Dhan Udyog, Shakari Sangh Indl. Estate,
 Piparia, Silvassa (U.T.).

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MARDIA EXTRUSIONS LIMITED**NOTICE**

NOTICE is hereby given that the **22ND ANNUAL GENERAL MEETING** of the Members of **MARDIA EXTRUSIONS LIMITED** will be held on Tuesday, the 20th August, 2002 at 11.00 A. M. at 96, C. P. Tank Road, Mumbai - 400 004 to transact the following business.

ORDINARY BUSINESS:

1. To consider and adopt the Balance Sheet as at 31st March, 2002 and the Profit and Loss Account of the Company for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Surendra Mardia who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF /HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument of proxy in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

2. Members are requested to notify immediately any change in their address to the Company's Share Transfer division at the Regd. Office at Mardia House, 96, C. P. Tank Road, Mumbai 400 004, and quote their folio number in all their correspondence. Members holding Shares in the dematerialised form are requested to notify the aforesaid changes to their Depository Participant(s).
3. Members are requested to bring their copy of Annual Report at the Meeting and produce attendance slip at the entrance where Annual General Meeting will be held. Members who hold shares in the dematerialised form, are requested to bring their depository account number for identification.
4. Register of members and Share Transfer Books of the Company will be closed from Tuesday, 13/08/2002, to Tuesday, the 20/08/2002.(Both days inclusive)
5. Members seeking any information as regards to Accounts are requested to write to the Company at least ten days in advance so as to enable the Company to keep the information ready.
6. Equity Shares of the Company are available in dematerialised form both with the National Securities Depository Ltd (NSDL) and Central Depository Service (India) Ltd. (CDSL).

By order of the Board of Directors

Place : Mumbai
Date : June 26, 2002

SURENDRA MARDIA
Chairman

Registered Office :
Mardia House
96, C.P. Tank Road,
Mumbai - 400 004

22nd Annual Report 2001 - 2002**DIRECTOR'S REPORT**

To

The Members,

Your Directors have pleasure in presenting the Twenty Second Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2002.

FINANCIAL RESULTS:

	CURRENT YEAR (Rs. in Lacs)	PREVIOUS YEAR (Rs. in Lacs)
OPERATING PROFIT/LOSS (PBIDT)	2.73	(728.51)
Interest & Financial Charges	387.75	233.28
PROFIT/LOSS BEFORE DEPRECIATION & TAXATION	(385.02)	(961.79)
Depreciation	34.85	41.43
PROFIT/LOSS BEFORE TAXATION	(419.87)	(1003.22)
Provision for Taxation	0.00	0.00
NET PROFIT/LOSS AFTER TAX	(419.87)	(1003.22)

Your Company undergone a difficult year of performance, as results of economic crisis abroad which has caused a slow down in the Indian economy and hence affected the performance of your Company. Your Company has suffered a net loss after tax of Rs. 419.87 lacs, and this is because of overall poor market conditions and non-availability of raw materials due to fluctuation in international copper prices.

DIVIDEND

In view of loss in the present year, your Directors do not recommend any dividend for the year ended 31st March, 2002.

OPERATIONS

During the year under review the Gross Income from operations amounted Rs. 10296567.00 as compared to Rs. 2776877.00 for the year 2000 - 2001. Poor performance continues mainly on account of general economic recession, decrease in demand for the Company's Products, non-availability of raw material due to fluctuation in the prices of copper in international markets, which also severely affected the Company's profitability. The Company suffered an Operational loss of Rs. 419.87 Lacs for the year under review, as against Operational Loss of Rs. 1003.22 lacs for the year 2000-2001. After considering the Provision for Depreciation of Rs. 34.85 lacs, and prior period adjustments thereto, the Net Loss for the year under review has amounted to Rs. 419.87 lacs which has been carried to the Balance Sheet.

Barring unforeseen circumstances, your Directors are hopeful of improving the performance of the Company during the current year.

REFERENCE TO BIFR

As per the audited accounts as on 31.03.2002, the Company's net worth has been fully eroded and the Company would be filing the reference to BIFR under section 15 of the Sick Industrial Companies (Special Provisions) Act, 1985 within the mandatory time.

DIRECTORS

In accordance with the Provisions of the Companies Act, 1956, and Articles of Association of the Company Shri. Surendra Mardia retires by rotation, at the ensuing Annual General Meeting and being eligible offer himself for re-appointment.

MARDIA EXTRUSIONS LIMITED**AUDITORS**

M/s SHYAM C. AGRAWAL & COMPANY, Chartered Accountants, auditors of the Company hold office until the conclusion of the ensuing Annual General Meeting. The Company has received a letter from them to the effect that their appointment, if made, would be within the prescribed limits under Section 224(1B) of the Companies Act, 1956. Accordingly, the said Auditors will be appointed as Auditors of the Company at the ensuing Annual General Meeting.

AUDITOR'S REPORT

Notes on Accounts referred to by the Auditors in their Report are self explanatory and therefore do not require any further clarification.

FIXED DEPOSITS

The Company has not accepted any deposits during the year within the meaning of Sections 58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, 1975.

PARTICULARS OF EMPLOYEES :

No employee of the Company is covered under the provisions of section 217(2A) of the Companies Act, 1956, read with the Company's (Particulars of Employees) Amendment Rules, 1988.

DIRECTOR'S RESPONSIBILITY STATEMENT(DRS)

As per the amended Section 217 (2AA) the Board of Directors Report :

- (i) That in the preparation of the Annual Accounts, the applicable accounting standards had been followed :
- (ii) That the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for the period.
- (iii) That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (iv) That the directors had prepared the annual accounts on a going concern basis.

DISCLOSURE OF PARTICULARS U/S 217 (1)(e) OF THE COMPANIES ACT, 1956

In accordance with the provisions of Section 217 (1)(e) of the Companies Act, 1956 the required information relating to conservation of energy, technology absorption and Foreign exchange earning and outgoing is annexed to the report.

ACKNOWLEDGEMENT

Your Directors are pleased to place on record their appreciation of the value, contribution, devotion and sense of commitment extended by the employees of the Company, which inspires confidence to plan for greater accomplishments in the current financial year. Your Directors would also like to place on record its sincere appreciation for the whole hearted support and contributions made by the various Financial institutions, Banks, Central, State Government and Local bodies, distributors, suppliers and other business associates towards conduct of efficient operations of your company.

For and on behalf of the Board

Place : Mumbai
Date : June 26, 2002

SURENDRA MARDIA
Chairman

22nd Annual Report 2001 - 2002**ANNEXURE 'A' TO THE DIRECTOR'S REPORT**

PARTICULARS REQUIRED UNDER THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES, 1988.

FORM A

Disclosure of particulars with respect to conservation of energy.

A. Power and Fuel consumption	CURRENT YEAR	PREVIOUS YEAR,
1) Electricity:		
a) Purchased		
Units (kwh)	122695	144244
Total Amount	Rs. 802430	Rs. 878815
Rate per unit	Rs. 6.54	Rs. 6.09

FORM B

Disclosure of particulars with respect to technology absorption

Research and Development:

No Research and Development activities have been carried out separately by the Company during the year. However, product cost reduction, quality improvement and automation are ongoing process along with regular production.

Technology absorption:

The Company has not imported any technology during the year. However, the technology already imported has been fully absorbed by the Company.

C. FOREIGN EXCHANGE EARNING AND OUTGOING.

Foreign Exchange Earning	:	Rs. Nil
Foreign Exchange Outgoing	:	Rs. Nil
CIF Value of import of		
Capital Goods	:	Rs. Nil
Traveling Expenses	:	Rs. Nil

For and on behalf of the Board

Place : Mumbai
Date : June 26, 2002

SURENDRA MARDIA
Chairman

MARDIA EXTRUSIONS LIMITED

**CORPORATE GOVERNANCE REPORT
(ANNEXURE TO THE 22ND DIRECTORS' REPORT 2001-2002)**

Mardia Extrusions Limited has been practicing the Principles of good corporate governance over the year. Corporate governance at Mardia Extrusions Limited does not mean ensuring the compliance with regulatory requirements, but also means being responsive to aspiration of customers and expectations of the Society. At Mardia Extrusions Limited a customer has never been defined as a purchaser, but has always included every constituent that interacts with Mardia Extrusions Limited including its Shareholders and other stakeholders. Mardia Extrusions Limited always strives for excellence in quality of goods and services with the twin objectives of enhancing customer's satisfactions.

The Board of Directors supports the board principles of corporate governance and lays strong emphasis on transparency, accountability and integrity. Given below is the report on corporate governance at Mardia Extrusions Limited.

Composition of the Board of Directors as on 31/03/2002.

Name of Directors	Executive/Non Executive Independent	No of other Directorships In Public Ltd. Companies	No. Of other Board Committee of which Member / Chairman
Mr. Surendra Mardia	Chairman	2	Nil
Mr. Ravindra Mardia	Executive	2	Nil
Mr. Jung Soon Jo	Non-Executive	2	Nil

Board Meetings:

The Company place before the Board all the relevant and necessary information at their meeting such as production, sales, exports review of products-wise business, any legal proceedings by or against the Company, Share Transfers, demat compliance, Quarterly Financial Results, Shareholders Grievances Committee and such other information.

During the period from 1st April, 2001 to 31st March, 2002, 5 (Five) Board Meetings were held on 1) 12th April, 2001, 2) 20th July, 2001, 3) 28th September, 2001, 4) 22nd October, 2001, 5) 15th January, 2002. The Attendance of Directors at these Board Meetings and at the previous Annual General Meeting was as under:

Name of Directors	Number of Board Meeting Attended during the Period 01/04/2001 to 31/03/2002	Whether Present at the Previous AGM
Mr. Surendra Mardia	5	Yes
Mr. Ravindra Mardia	5	Yes
Mr. Jung Soon Jo	Nil	No

Information on General Body Meeting and Extraordinary General Meeting

Date	Time	Venue
28/09/2001*	03.30 P.M	Mardia House, 96, C. P. Tank Road, Mumbai-400 004.
16/06/2001	03.00 P.M.	Mardia House, 96, C. P. Tank Road, Mumbai-400 004.
30/09/2000	03.00 P.M.	Mardia House, 96, C. P. Tank Road, Mumbai-400 004.
24/05/1999	03.00 P.M.	Mardia House, 96, C. P. Tank Road, Mumbai-400 004.

*** Extraordinary General Meeting**

Whether Special resolutions were put through postal ballot last year, details of voting patterns. The Company has so far not passed any Resolution by Postal Ballot.

22nd Annual Report 2001 - 2002**Disclosures****a Related Party Transaction :**

The Company has not entered into any transaction of a material nature with the promoters, The Directors or the management, or relatives, etc that may have any potential conflict with Interests of the Company.

b. Compliances by the Company :

The Company has fairly complied with the requirements of the Stock Exchange and SEBI. During the last year, no penalties or strictures have been imposed on the Company by the Stock Exchange s or SEBI on any matter.

Means of Communication:

- * Full annual report is sent to each shareholder every year at his or her registered address regularly.

General Shareholders Information:**i Annual General Meeting :**

Date: 20th August 2002.

Time: 11.00 A. M.

Venue: Mardia House, 96, C. P. Tank Road, Mumbai - 400 004.

ii Financial Calendar :

Financial year of the Company is for a period of 12 months Commencing from 1st April to 31st March.

iii Book Closures :

13th August 2002 to 20th August 2002. (Both days inclusive)

iv Dividend Payment Date :

The Board has not recommended dividend payable by the Company hence not applicable.

v. Listing on Stock Exchange :

1. The Stock Exchange - Mumbai. Rotunda Building, 1st Floor, P. J. Towers, Dalal Street, Fort, Mumbai - 400 001.
2. The Stock Exchange - Ahmedabad Kamdhenu Complex, Nr, Polytechnic Panjara Pole, Ahmedabad- 380 015.

vii Registrar and Transfer Agents :**For Shares held in Physical mode :**

The Company itself at handles the transfer of in Physical mode in house:

Share Department

Mardia Extrusions Limited, Mardia House, 96, C. P. Tank Road, Mumbai - 400 004.

All correspondence with regard to Share Transfer, Change of Address etc are to be addressed to the Company at the above address.

For Shares held in Depository mode :

The Company has engaged the services of the following share transfer agent for connectivity to deal in shares in depository mode:

M/s. Bigshare Services Pvt. Ltd., E/2, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri - (E) 400 072. Tel. No. 856 0652/53 Fax No. 852 5207.

The members may deposit their shares for Dematerialisation to their Depositories.

COMPULSORY DEMATERIALISED TRADING

As the shareholders are aware the Securities and Exchange Board of India (SEBI), has included equity shares of the Company for compulsory dematerialised trading for all investors. The Company has already entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to enable members of the Company to select the depository of their choice for holding and dealing in shares in electronic form. The Shareholders are requested to make use of such facility for maximizing their convenience in the dealing of Company's Share. The ISIN (International Securities Identification Number) of the Company is INE276E01010.

MARDIA EXTRUSIONS LIMITED**vii Share Transfer System**

- A shareholder's request is normally attended and reply is sent in 20-25 days time and the Certificates after transfer of Shares are returned within one-month period except in the cases That is constrained for technical reasons.
- Share are being transferred and demat option letter in their respect are despatched within 20 days from the date of receipt, so long as the documents have been clear in all respects.

*** Investor Relations**

All complaints received from shareholders have been cleared within the financial year. The Complaints are generally replies to within 15 to 20 days from their lodgments with the Company. The Investors/members may write for their queries to Share Department of the Company.

viii Shareholders as on 31st March 2002.

Category	No. Shares held	% age of Shareholding
Promoter's Holding	449100	5.91
Persons acting in Concert	1144800	15.06
Non-Promoter's Holding		
Mutual Funds and UTI	51700	0.68
Bank Financial Institutions, Insurance Co. Central/State Govt. Institutions/Non Govt. Institutions	222800	2.93
Others		
Bodies Corporate	2073900	27.29
Individuals	3040300	40.00
MR/S/Ocb	617400	8.12
	7600000	100.00

DISTRIBUTION SCHEDULE as 31st March 2002.

Shares Holding of nominal Value of		Shares holders		Share Amount	
Rs.	Rs.	Number	% to total	(In Rs.)	% To total
Up to	5,000	5542	89.057	11159000	14.683
5,001	10,000	348	5.592	3163000	4.162
10,001	20,000	144	2.314	2342000	3.082
20,001	30,000	72	1.157	1848000	2.432
30,001	40,000	13	0.209	469000	0.617
40,001	50,000	16	0.257	792000	1.042
50,001	1,00,000	24	0.386	1923000	2.530
1,00,001	& Above	64	1.028	54304000	71.453
** TOTAL **		6223	100.000	76000000	100.000

Plant Location/Site Address:

1. J-55, MIDC Indl. Area, Boiser, Tarapur, Dist. Thane, Maharashtra.
2. 40A/47A Dhan Udyoug, Sahakari Sangh Indl. Estate, Piparia, Silvassa (U. T)

Address for Correspondence :

The Share Department Mardia Extrusions Limited
Mardia House, 96, C. P. Tank Rd., Mumbai - 400 004.

The above Report has been placed before the Board at its meeting held on 26th June 2002 and the same was approved.

For and on behalf of the Board

Place : Mumbai
Date : June 26, 2002

SURENDRA MARDIA
Chairman