



MARDIA EXTRUSIONS LIMITED

MARDIA EXTRUSIONS LIMITED28TH ANNUAL REPORT – 2007-2008

DIRECTORS:

Surendra Mardia	Chairman
Ravindra Mardia	Director
Omana V. Nayak	Wholetime Director
Gopal Soni	Director
Virendrasinh Devda	Director
Bharat J Chouhan	Director

AUDITOR : Shyam C. Agrawal & Co.
Chartered Accountants

BANKERS: HDFC Bank Limited
The Ratnakar Bank Limited

FACTORY: J – 55, M. I. D. C, Industrial Area,
Tarapur , Dist. Thane
Boisar - 401 506
Maharashtra

40A/47A Dhan Udyog,
Sahkari Sangh Indl. Estate,
Piparia Silvassa - (U. T.)

REGISTERED OFFICE: J – 55, M. I. D. C, Industrial Area,
Tarapur , Dist. Thane
Boisar - 401 506
Maharashtra

**REGISTRAR & SHARE
TRANSFER AGENTS**

M/s Purva Sharegistry India Private Limited,
No. 9, Shiv Shakti Industrial Estate, Ground Floor,
J. R. Boricha Marg, opp. Kasturba Hospital,
Lower Parel, Mumbai 400 011
Tel No 022 2301 8261 / 2301 6761.
Fax No 2301 2517. Email : busicomp@vsnl.com.

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MARDIA EXTRUSIONS LIMITED



NOTICE

NOTICE is hereby given that the **28TH ANNUAL GENERAL MEETING** of the Members of **MARDIA EXTRUSIONS LIMITED** will be held on, Thursday the 21st August, 2008, at 4.30 P. M. at Registered Office of the Company at J – 55, M. I. D. C, Industrial Area, Tarapur, Boisar - 401 506 to transact the following business.

ORDINARY BUSINESS:

1. To consider and adopt the Balance Sheet as at **31st March, 2008** 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 Bharat Chouhan who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mrs. Omana Nayak and who retires by rotation and being eligible offers herself for re-appointment.
4. 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.

SPECIAL BUSINESS:

5. To consider and if thought fit, pass the following resolution, with or without modifications, as a **Special Resolution** :

“RESOLVED THAT the Company do apply for delisting of its shares from the Ahmedabad Stock Exchange, and the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things which may be necessary, usual, proper and/or expedient to give effect to this resolution.”

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

“RESOLVED THAT pursuant to Sick Industrial Companies (Special Provisions) Act, 1985 and the applicable provisions under the said Act, its amendment and other Regulations, (including the rules and regulations there under and any statutory modification, amendments or re-enactment of the principal act or such rules and regulations for the time being in force) and in accordance with the provisions of the Articles of Association and the Memorandum of Association of the Company, the Company do apply to the Hon'ble BIFR necessary Rehabilitation / Restructuring Scheme in the best business interest of the Company, in order to improve the shareholders value and to augment the strength and achieve the synergy among the group companies, which are all registered with BIFR viz. Mardia Tubes Ltd., Mardia Extrusions Ltd., and Mardia Samyoung Capillary Tubes Company Ltd, including the merger of the said companies, Preferential Allotment of the Shares of the Company in terms of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956, to achieve revival to the Company/ies and provide liquidity to the stakeholders at large, and the Board of Directors (any constituted committee thereof) be and is hereby authorised to do all acts, deeds and things which may be necessary, usual, proper or expedient as may be required in this connection.”

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. Explanatory Statement pursuant to 173 (2) of the Companies Act, 1956 is annexed hereto.
3. Members are requested to notify immediately any change in their address to the Company's Investor Service Department 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 dematerialized form are requested to notify the aforesaid changes to their Depository Participant(s).

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4. Members are requested to bring their copy of Annual Report at the Meeting and produce attendance slip at the entrance where the Annual General Meeting will be held. Members, who hold shares in the dematerialized form, are requested to bring their depository account number for identification.
5. Register of members and Share Transfer Books of the Company will be closed from 14th August, 2008 to 21st August, 2008 (Both days inclusive). to Comply with the requirement of the listing Agreement of the Stock Exchange
6. 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.
7. Equity Shares of the Company are available in dematerialized form both with the National Securities Depository Limited (NSDL) and Central Depository Service (India) Ltd (CDSL).
8. All the documents referred to in the Notice and Explanatory Statement annexed to the Notice convening this Annual General Meeting of the Company is available for inspection at the Registered Office of the Company between 11 a.m. to 1.00 p.m on all working days, upto the date of the Annual General Meeting.

Place: Mumbai

Dated: 21st July, 2008.

By order of the Board of Directors

Registered Office:

J – 55, M. I. D. C,
Industrial Area, Tarapur,
Boisar - 401 506.
Dist. Thane, Maharashtra.

SURENDRA MARDIA
Chairman

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MARDIA EXTRUSIONS LIMITED



Brief resume of Directors being appointed/Re appointed, nature of their expertise in specific functional areas and names of Companies in which they hold directorship and membership / Chairmanship of Board Committee, as stipulated under Clause 49 of Listing Agreement with Stock Exchange in India, is as under :

Details of the Directors seeking re-appointment at the Annual General Meeting to be held on **21st August, 2008.**

Name of Director	Bharat Chouhan	Omana Nayak
Date of Birth	13.9.1975	30.05.1964
Date of Appointment	25.11.2005	25.11.2005
Expertise in specific functional areas	Wide experience in accountancy.	Wide experience in the field of accountancy.
Qualifications	Commerce Graduate	Commerce Graduate
List of outside Directorships held Excluding Directorship and Private Companies	Mardia Extrusions Limited Mardia Tubes Ltd.,	Mardia Extrusions Limited Mardia Tubes Ltd.,
Chairman/Member of Committee of the Board of Directors of the Companies	Audit Committee Remuneration committee Share Transfer and Investor Grievance Committee	Audit Committee Remuneration committee Share Transfer and Investor Grievance Committee
Chairman/Member of Committee of the Board of Directors of other Companies in which he/she is a Director:		
Audit Committee	Yes	Yes
Share Transfer and Investor Grievances Committee	Yes	Yes
Remuneration Committee	Yes	Yes
No. of Equity Shares of the Company held on 31-3-2008	Nil	200

The Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 :

Item No. 5

The Company's shares are listed with Bombay Stock Exchange Limited (BSE) and Ahmedabad Stock Exchange and considering the trading of shares of the Company have taken place always at BSE and for improving the cost cutting measures, it is proposed to apply for Delisting the shares of the Company from Ahmedabad Stock Exchange. As the Company is a Sick company, registered with the Hon'ble BIFR, it is recommended to be passed as a Special Resolution.

None of the Directors may be deemed to be concerned or interested in the resolution.

Item No. 6

In order to improve the shareholders value and to augment the strength and achieve the synergy among the group companies, which are all registered with BIFR, the Board of Directors, subject to approval of the required authorities, to the extent required, if any, have proposed to submit a rehabilitation scheme to BIFR, to enable the possible turnaround of the group companies together by way of merger and provide liquidity to the stakeholders at large. Further, the Board of Directors are to be enabled to approach various investors, who could participate at this turning around, without going through the various time consuming and restrictive formalities of applicable laws. In the best business interest of the Company, this resolution has proposed as a Special Resolution, to enable the Board of Directors or its Committee to the Hon'ble BIFR to avail their authority to revive the Company and give an opportunity to the stakeholders of the three group companies, which are registered as Sick companies.

None of the Directors may be deemed to be concerned or interested in the resolution, except to the extent of their shareholding in the respective companies.

Registered Office:

J 55, M. I. D. C, Industrial Area,
Tarapur. Boisar - Maharashtra

For and on behalf of the Board of Directors

Place: Mumbai

Dated: 21st July, 2008

SURENDRA MARDIA
Chairman

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DIRECTOR'S REPORT

To
The Members,

Your Directors have pleasure in presenting the 28th Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2008.

FINANCIAL RESULTS:

	CURRENT YEAR	PREVIOUS YEAR
	Rs. in Lacs	Rs. in Lacs
OPERATING PROFIT/LOSS (PBIDT)	(95.79)	(29.39)
Interest & Financial Charges	101.03	00.01
PROFIT/LOSS BEFORE DEPRECIATION & TAXATION	(196.82)	29.38
Depreciation	05.96	07.15
PROFIT/LOSS BEFORE TAXATION	(202.79)	(36.53)
Provision for Taxation	162.89	00.00
NET PROFIT/LOSS AFTER TAX	(39.90)	(36.53)

Your Company could not achieve a good performance during the year, as a 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 declared Net Loss of Rs. 39.90 lacs, and this is because of overall bad market conditions and non-availability of raw materials due to fluctuation in international copper prices. The Company has also provided Interest for previous years to MSFC, and Customs & Excise liabilities as prior period adjustments.

DIVIDEND :

As the Company has carry forward losses, your Directors do not recommend any dividend for the year ended 31st March, 2008.

OPERATIONS:

During the year under review the Gross income from operations amounted Rs. 135.30 lacs as compared to Rs. 72.17 lacs for the year 2006-2007. Unfortunately due to the bad performance declared mainly on account of general economic recession, and non 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. After Considering the Provision for Depreciation of Rs. 05.96 lacs, and prior period adjustments thereto, the Net Loss for the year under review has amounted to Rs. (39.90) lacs against Rs. 36.53 lacs for the previous year.

REGISTRATION WITH HON'BLE BIFR :

As per the audited accounts as on 31.03.2001 the Company's net worth had been fully eroded and the Company filed a reference with BIFR u/s 15 (1) of the Sick Industrial Companies (Special Provisions) Act, 1985. The Company has been registered with BIFR and Union Bank of India, has been appointed as the Operating Agency. Under the directions of BIFR the Company has already filed its Draft Rehabilitation Scheme (DRS), which is presently pending with Hon'ble BIFR for approval.

Barring unforeseen circumstances, your Directors are hopeful of improving the performance of the Company during the current year. as the interest burden of Dena Bank and Union Bank of India has been cleared and we have submitted a new rehabilitation proposal to B. I. F. R and awaiting for the next hearing.

PROPOSAL FOR MERGER OF GROUP COMPANIES :

In order to improve the shareholders value and to augment the strength and achieve the synergy among the group companies, which are all registered with BIFR, the Board of Directors, subject to approval of the required authorities, have proposed to submit a rehabilitation scheme to BIFR, including the possible turnaround of the group companies together by way of merger and provide liquidity to the stakeholders at large.

PROPOSAL FOR DELISTING OF SHARES FROM AHMEDABAD STOCK EXCHANGE :

The Company's shares are listed with Bombay Stock Exchange Limited (BSE) and Ahmedabad Stock Exchange and considering the trading of shares of the Company have taken place always at BSE and for improving the cost cutting measures, it is proposed to apply for Delisting the shares of the Company from Ahmedabad Stock Exchange.

APPOINTMENT / RE - APPOINTMENT OF DIRECTORS:

The Brief profiles of Directors being appointed at the ensuing Annual General Meeting forms part of notice convening 28th Annual General Meeting.

In accordance with the provisions of the Companies Act, 1956, and Articles of Association of the Company, Mr. Bharat Chouhan & Mrs. Omana Nayak who retires by rotation, at the ensuing Annual General Meeting and being eligible offers themselves for re-appointment.

The Board recommends their 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 Board recommends their appointment as Auditors of the Company at the ensuing Annual General Meeting.

AUDITORS' REPORT:

With respect to the observations of the Auditors vide 5 (f) of the Auditors' Report, considering the proposal of the rehabilitation as above-mentioned, to reflect the present value of the assets, the assets of the Company have been revalued to reflect a true and fair view of the financial statements, taking into account the improved economic and inflationary conditions.

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.

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

The Company has taken adequate steps to conserve energy at all levels. An in-house team comprising of experts, regularly keep a check on all the energy conservation systems applied by the Company at the work place. At regular intervals the reports and findings of this team are discussed by the senior management. The Energy Conservation system of the Company gives emphasis on :

- I Personnel specially trained for this task.
- II Research on use of such components in the equipments and final product which will maximize energy conservation.
- III Proper maintenance of all machinery & other equipment and timely replacement of worn-out components.
- IV Maximum utilization of available resources.

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.

DIRECTOR'S RESPONSIBILITY STATEMENT

In terms of Section 217(2AA) of the Companies Act, 1956, we, the Directors of MARDIA EXTRUSIONS LIMITED, state in respect of Financial Year 2007-08 that :

- a) in the preparation of annual accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures, if any
- b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Loss of the Company for that period;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors had prepared the annual accounts on a going concern basis.

AUDIT COMMITTEE

- a) Pursuant to the provisions of Section 292A of the Company's Act, 1956, the Board has constituted an Audit Committee comprising of four independent Directors, and one executive Director, inter alia for holding discussions with the Auditors periodically, review of quarterly, half yearly and annual financial statements before submission to the Board, review of observations of Auditors and to ensure compliance of internal control systems;
- b) The Audit Committee has also been delegated with authority for investigation and access to full information and external professional advice for discharge of the function delegated to it by the Board;
- c) The Board agrees that the recommendations of the Audit Committee on any matter relating to finance and management including the audit report would be binding on the Board; and

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- d) based on the above and the Internal Audit System, the Audit Committee, the Board opines that the Company has internal control system commensurate with the size of the Company and the nature of its business.

CORPORATE GOVERNANCE

As required under clause 49 of the Listing Agreements with the Stock Exchanges, Corporate Governance and Management discussion and Analysis Report form part of this Annual Report. The Company is in full compliance with the requirements and disclosures that have to be made in this regard. The Auditors' certificate confirming compliance of the Corporate Governance is attached to the Report on Corporate Governance.

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
Dated : 21st July, 2008

SURENDRA MARDIA
Chairman

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

A. Power and Fuel consumption		CURRENT YEAR	PREVIOUS YEAR
1) Electricity:			
a) Purchased			
Units (kwh)		117640	155070
Total Amount	Rs.	935579	1069680
Rate per unit	Rs.	7.95	6.89

FORM B**DISCLOSURE OF PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION**

The Company has not imported any technology during the year.

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.

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 : Rs. Nil

For and on behalf of the Board

Place : Mumbai.
Date : 21st July, 2008.

SURENDRA MARDIA
Chairman

MARDIA EXTRUSIONS LIMITED



CORPORATE GOVERNANCE REPORT (ANNEXURE TO THE 28th DIRECTORS' REPORT 2007-2008)

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 31/03/2008.

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	2
Mr. Ravindra Mardia	Executive	2	Nil
Mrs. Omana Nayak	Executive	2	Nil
Mr. Gopal Soni	Non-Executive	2	2
Mr. Virendrasinh Devda	Non-Executive	2	2
Mr. Bharat J. Chauhan	Non-Executive	2	2

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 and such other information.

During the period from 1st April, 2007 to 31st March, 2008, 6 Board Meetings were held on 1) 30-4-07, 2) 07-06-07, 3) 30-07-07 4) 21-08-07 5) 30-10-07 6) 30-01-08 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 01/04/2007 to 31/03/2008	Whether Present at the Previous AGM
Mr. Surendra Mardia	6	Yes
Mr. Ravindra Mardia	6	Yes
Mrs. Omana Nayak	6	Yes
Mr. Gopal Soni	3	No
Mr. Virendrasinh Devda	6	No
Mr. Bharat J. Chauhan	6	No

The Last Three (3) Annual General Meeting of the Company were held as under:

Date	Time	Venue
29/09/2007	12.00 P. M	: J - 55, M. I. D. C, Industrial Area, Tarapur, Dist. Thane, Boisar - 401 506. Maharashtra.
29/09/2006	10.30 A M	: J - 55, M. I. D. C, Industrial Area, Tarapur, Dist. Thane, Boisar - 401 506. Maharashtra.
29/09/2005	12.30 P M	: J - 55, M. I. D. C, Industrial Area, Tarapur, Dist. Thane, Boisar - 401 506. Maharashtra.

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.

28th Annual Report 2007-2008**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 Exchanges 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:

a. Annual General Meeting:

Date : 21st August, 2008.

Time : 4.30 P. M.

Venue : J - 55, M. I. D. C, Industrial Area, Tarapur, Dist. Thane, Boisar - 401 506. Maharashtra.

b. Financial Calendar:

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

c. Book Closures:

14th August 2008 to 21st August, 2008. (Both days inclusive)

d. Dividend Payment Date:

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

e. Listing on Stock Exchange:

1. Bombay Stock Exchange Limited – 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.

REGISTRAR AND TRANSFER AGENTS

The Company has engaged the common agency for share registry.

M/s. Purva Shareregistry India Pvt. Ltd. No. 9, Shiv Shakti Industrial Estate Ground Floor, J. R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel, Mumbai - 400 011.

Tel. No. : 022 2301 2517, Email : busicomp@vsnl.com.

All correspondence with regard to Share Transfer, Change of Address etc. are to be addressed to the company or its Registrar and Transfer Agents.

Investor Service Department

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

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.