



**ANNUAL
REPORT
2009-2010**

MARDIA SAMYOUNG
CAPILLARY TUBES COMPANY LIMITED

INDO KOREAN JOINT VENTURE

MARDIA SAMYOUNG CAPILLARY TUBES COMPANY LIMITED

EIGHTEENTH ANNUAL REPORT - 2009-2010

| | | |
|----------------------------------|---|--|
| DIRECTORS | Surendra Mardia Ravindra Mardia Virendra Sinh Deora Omana Nayak Bharat J. Chouhan | Chairman Managing Director Director Director Director |
| AUDITORS | Shyam. C. Agrawal & Co. Chartered Accountants | |
| BANKERS | HDFC BANK THE RATNAKAR BANK LTD. DENA BANK. | |
| FACTORY | Unit I: | 203, Piparia Industrial Area, Piparia, Silvassa, Dadra & Nagar Haveli (U. T.) |
| | Unit II: | J-55, M.I.D.C, Industrial Area, Tarapur, Boisar- 401 506. District - Thane. Maharashtra |
| REGISTERED OFFICE | J – 55, M. I. D. C, Industrial Area, Tarapur, Boisar - 401 506. District - Thane. Maharashtra. | |
| REGISTRAR AND TRANSFER AGENT: | M/s. Purva Sharegistry India Private Limited., Shiv Shakti Indl. Estate, Unit No. 9, 7-B, J.R. Boricha Marg, Sitaram Mill Compound, Mumbai 400 011. | |

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NOTICE

NOTICE is hereby given that the **18TH ANNUAL GENERAL MEETING** of the Members of **MARDIA SAMYOUNG CAPILLARY TUBES COMPANY LIMITED** will be held on Wednesday, the 29th September, 2010 at 10.30 A. M. at the 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 receive, consider and adopt the Balance Sheet as at **31st March, 2010** and the Profit and Loss Account of the Company for the year ended on that date and the report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr Virendra Sinh Deora, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mrs. Omana Vijay Nayak 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, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309, 310, 311, Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 and subject to such approvals as may be necessary, the Company hereby approves the re-appointment of Shri. Ravindra Mardia as Managing Director of the Company, subject to retirement by rotation, for a further period of five years from 01.12.2010 to 30.11.2015 on the terms and conditions as follows:

- a) Salary in the range of Rs. 25,000/- to Rs. 1,00,000/- per month, with authority to the Board of Directors to alter, vary or grant increments, from time to time within the limits prescribed in Schedule XIII to the Companies Act, 1956 or any amendments thereto.
- b) The Managing Director will be allowed reimbursement of traveling and all other expenses actually incurred by him for the purpose of business of the Company.

For and on behalf of the Board of Directors

Registered Office:

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

SURENDRA MARDIA
Chairman

Place: Mumbai

Dated: 18th August, 2010.

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, for the business at S. No. 5 is annexed hereto.
3. Members are requested to notify immediately any change in their address to the Company's Investors Service Department at Mardia House, 96, C. P. Tank Road, Mumbai 400 004 or to its Registrar and Transfer Agents at following address. Shareholders should 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).

M/S PURVA SHAREGISTRY (I) 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 8261 / 2301 6761.
Fax No 2301 2517. Email: busicomp@vsnl.com.

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 Wednesday the 22nd September, 2010 to Wednesday the 29th September, 2010 (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 seven 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).

For and on behalf of the Board of Directors

Registered Office:

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

SURENDRA MARDIA
Chairman

Place: Mumbai.

Dated: 18th August, 2010.

ANNEXURE TO THE NOTICE.

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

Item No. 5

Shri. Ravindra Mardia was appointed as Managing Director of the Company for a period of five years w.e.f. 1.12.2005 and accordingly his term of office will expire on 30.11.2010. Keeping in view the requisite knowledge and vast experience of Shri. Ravindra Mardia in manufacturing and marketing of metals extrusion products, administration, finance and being instrumental in the progress of the Company, the Board recommends his re-appointment as Managing Director of the Company for a further period of five years w.e.f. 1.12.2010.

None of the other Directors except Shri. Ravindra Mardia and Shri. Surendra Mardia being brother of Shri. Ravindra Mardia is in any way concerned or interested in this resolution.

For and on behalf of the Board of Directors

Registered Office:

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

SURENDRA MARDIA
Chairman

Place: Mumbai

Dated: 18th August, 2010.

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 fixed for Wednesday, the 29th September, 2010 at 10.30 A. M. at the Registered Office of the Company at J - 55, M. I. D. C, Industrial Area, Tarapur, Boisar - 401 506.

| Name of Director | Ravindra Mardia | Virendrasinh Deora | Omana Nayak |
|--|--|--|--|
| Date of Birth | 06-09-1954 | 12-11-1972 | 30-5-1964 |
| Date of Appointment | 1-12-2005 | 25-11-2005 | 25-11-2005 |
| Expertise in specific functional areas | He has been in the trade of non-ferrous metal extrusion products for almost 3 decades. | Wide experience in the field of engineering. | Wide experience in the field of accountancy. |
| Qualifications | Science Graduate | Mechanical Engineer | Commerce Graduate |
| List of outside Directorships held Excluding Directorship in Private Companies | Mardia Extrusions Ltd Mardia Tubes Ltd. | Mardia Extrusions Ltd Mardia Tubes Ltd., | Mardia Extrusions Ltd 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 | 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: | NONE | NONE | NONE |
| Audit Committee | Yes | Yes | Yes |
| Share Transfer and Investor Grievances Committee | Yes | Yes | Yes |
| Remuneration Committee | Yes | Yes | Yes |
| No. of Equity Shares of the Company held on 31-3-2010 | 1,50,000 Shares | Nil | 400 shares |

DIRECTOR'S REPORT

To
The Members,
MARDIA SAMYOUNG CAPILLARY TUBES COMPANY LIMITED

Your Directors have pleasure in presenting the 18th Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31st March 2010.

FINANCIAL RESULTS:

| | CURRENT YEAR (Rs. in Lacs) | PREVIOUS YEAR (Rs. in Lacs) |
|--|-------------------------------|--------------------------------|
| OPERATING PROFIT/(LOSS) (PBIDT) | 171.81 | 167.80 |
| Interest & Financial Charges | 0.24 | 0.58 |
| PROFIT/(LOSS) BEFORE DEPRECIATION & TAXATION | 171.57 | 167.22 |
| Depreciation | 19.29 | 25.22 |
| PROFIT/(LOSS) BEFORE TAXATION | 152.28 | 142.00 |
| Provision for Taxation | 7.91 | 6.00 |
| NET PROFIT/(LOSS) AFTER TAX | 160.18 | 148.00 |

DIVIDEND:

In view of company's present financial conditions, and pending proposal of merger scheme with BIFR, your Directors do not recommend any dividend for the year ended 31st March 2010.

OPERATIONS AND PROSPECTUS:

During the year under review, the Gross income from operations amounted to Rs.2990.77 Lacs as compared to Rs. 2463.46 Lacs for the year 2008 – 2009. The increase in the turnover has occurred mainly on account of general economic condition, increase in demand for the Company's Products, availability of raw material and increase in the prices of copper in international markets, which also affected the Company's profitability. The set up at Tarapur of unit II is now fully operational, & we expect a much better performance in the next year.

REFERENCE TO BIFR

As per the Audited Accounts as on 31/03/1999, the Company's net worth had been fully eroded and the Company has filed the reference to B.I.F.R. under section 15 of Sick Industrial Companies (Special Provision) Act, 1985. The Company has been registered with B.I.F.R. ICICI Bank has been appointed as the Operating Agency. Hon'ble A.A.I.F.R. has opined that:

"Several positive developments have taken place since the impugned order was passed. The appellant company has arrived at a settlement with all its secured creditors and the amounts due as per the settlement agreement have been paid.

In view of the significant positive development that has taken place, there is now a distinct possibility of revival. We, therefore allow the appeal and set aside the impugned order dated 17th September 2004. The matter is remanded to B.I.F.R. with a direction to formulate a rehabilitation scheme for the revival of the appellant company and pass appropriate orders in accordance with law."

Hon. B.I.F.R. thereafter appointed ICICI Bank as the Operating Agency to review and act upon the rehabilitation scheme. ICICI Bank has since submitted the DRS scheme to BIFR. (Hon. BIFR called meetings and the matter is under consideration).

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 shareholders at large.

APPOINTMENT / REAPPOINTMENT OF DIRECTORS:

In accordance with the Provisions of the Companies Act, 1956, and Articles of Association of the Company, Mr. Virendra Singh Deora, & Mrs. Omana Vijay Nayak who retires by rotation, at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. The Board at its Board Meeting held on 18th August, 2010 re-appointment of Shri Ravindra Mardia as Managing Director of the Company for a period of 5 years from 01.12.2010 to 30.11.2015 subject to the approval of shareholders at the ensuing Annual General Meeting.

The Brief profiles of Directors being appointed at the ensuing Annual General Meeting forms part of notice convening 18th Annual General Meeting.

Your Directors have informed your Company that they are not debarred for re-appointment/ continuation as directors under 274(1) (g) of the Company Act, 1956 The Board recommends their appointment.

AUDITORS:

M/s SHYAM C. AGRAWAL & COMPANY, Chartered Accountants, auditors of the Company holds 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 may 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.

CONSERVATION OF ENERGY

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 component 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 SAMYOUNG CAPILLARY TUBES CO. LIMITED, state in respect of Financial Year 2009-10 that :

- a) In the preparation of annual accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material discrepancies, if any :
- b) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit 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, and
- d) The Annual Accounts have been prepared 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 three 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 for 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 financial and managerial including the audit report would be binding on the Board; and
- d) Based on the above and the Internal Audit System, the Audit Committee, the Board opines that the Company has adequate 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 Banks, Central, State Government and Local bodies, Customers, Suppliers and other business associates towards conduct of efficient operations of your company.

For and on behalf of the Board of Directors

SURENDRA MARDIA
Chairman

Place: Mumbai.

Date: 18th August, 2010.



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) | | 1032763 | 138476 |
| Total Amount | Rs. | 6030404 | 581693 |
| Rate per unit | Rs. | 5.84 | 4.20 |
| B. Consumption per unit of production | | | |
| | | CURRENT YEAR | PREVIOUS YEAR. |
| Products (with details) | Unit | | |
| Copper Brass Semies | Ton | 917.00 | 112.18 |
| (Purchased & Generated) | | | |
| Kwh / per MT of semies | | | |

FORM B

Disclosure of particulars with respect to technology absorption.

The Company has not imported any technology during the year. However, the technology already imported has been fully absorbed by the Company. The Company has installed a new Induction furnace to improve the quality of its product and therefore the Electricity Consumption has increased 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:

The company is presently concentrating on the domestic market. The Exports efforts are being laid down to achieve desired exports in the future.

| | | |
|---------------------------|-------|-----|
| 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

SURENDRA MARDIA
Chairman

Place: Mumbai.

Date: 18th August, 2010.

MANAGEMENT DISCUSSIONS AND ANALYSIS

The management is pleased to present herewith the Management & Analysis Report as per the provisions of Listing agreement entered into with the Stock Exchanges and the Code of Corporate Governance approved by the Securities & Exchange Board of India broadly touching the following aspects:

1. Industry structure and developments.
2. Material Developments during the year
3. Opportunities and Threats.
4. Segment-wise or product wise performance.
5. Outlook - Risks and concerns.
6. Internal control systems and their adequacy.
7. Discussion on financial performance with respect to operational performance.
8. Material developments in Human Resources / Industrial Relations front, including number of people employed.

This management discussion and analysis report might contain certain forward looking statements which represent the management's vision for the future. The actual results may vary depending on various internal and external factors beyond the control of the management. The views mentioned herein are also subject to change as and when required to suit the future management policies and circumstances in the market or economy.

Statement in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be "forward-looking Statements" within the meaning of applicable securities, laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operation include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the company operates, changes in the Government regulations, tax laws and other statutes and other incidental factors. Further the discussions following herein reflects the perceptions on major issues as on date, and the opinions expressed here are subject to change without notice.

The company undertakes no obligation to publicly update or revise any of the opinions or forward looking statements expressed in this report, consequent to new information, future events or otherwise.

The company has adopted the best and the most sophisticated technology to suit Indian needs. The company as a part of reducing manufacturing cost of products as also to strengthen the bottom line, has decided to adopt the policy of becoming 'backbone provider' to the industry through focusing on various components.

Industry Structure and Development

The company's products include Copper, Brass, Stainless Steel and alloys of Copper in form of Bars, Tubes, Wires, Ingots and Profiles. These products have applications in various engineering and electrical industries which manufacturing metal parts and components. Non-Ferrous Metal industries normally manufacture some of the above items and specialize in one of the items, however Mardia Samyoung Capillary Tubes Company Limited (MSL) produces all the above items and also specializes in irregular shapes and sizes of profiles and sections.

The growth in non-ferrous metal industry is directly related to the growth of industries having engineering and electrical applications like automotive, gas valves, pumps, fans and industrial machinery. High volume segments are catered by domestic manufacturers. MSL primarily caters to Various Engineering and Electrical industries in the country.