



**ANNUAL  
REPORT  
2012-2013**

**MARDIA SAMYOUNG  
CAPILLARY TUBES COMPANY LIMITED**

**INDO KOREAN JOINT VENTURE**

# MARDIA SAMYOUNG CAPILLARY TUBES COMPANY LIMITED

## TWENTY FIRST ANNUAL REPORT – 2012-2013

DIRECTORS	Surendra Mardia Ravindra Mardia Virendra Sinh Deora Omana Nayak Bharat J. Chouhan Mohanlall	Chairman Managing Director Director Director Director Special Director (appointed by BIFR)
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 **21st ANNUAL GENERAL MEETING** of the Members of **MARDIA SAMYOUNG CAPILLARY TUBES COMPANY LIMITED** will be held on Saturday the 28<sup>th</sup> September, 2013 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 31<sup>st</sup> March, 2013 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 Mrs. Omana Nayak, who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint a Director in place of Mr. Bharat Chauhan who retires by rotation and being eligible offers himself 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.

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: 31<sup>st</sup> August, 2013.

**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 Friday the 20<sup>th</sup> September, 2013 to Friday the 27<sup>th</sup> September, 2013 (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).
8. The Ministry of Corporate Affairs, New Delhi ("MCA") has taken a "Green Initiative" in the Corporate Governance by permitting paperless compliances by Companies (vide its Circular No. 17/2011 dated April 21, 2011) and clarified that the service of documents / communications including the Notice of calling the Annual General Meeting, Audited Financial Statements, Directors' Report, Auditors' Report etc., via. electronic mode by a company can be made through electronic mode instead of sending the physical copy of the document(s).

**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: 31<sup>st</sup> August, 2013.


**ANNEXURE TO THE NOTICE.**

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 Saturday, the 28th September, 2013 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	Omana Nayak	Bharat Chouhan
Date of Birth	30-05-1964	13-09-1975
Date of Appointment	25-11-2005	25-11-2005
Expertise in specific functional areas	Wide experience in the field of Accountancy	Wide experience in the field of Accountancy
Qualifications	Commerce Graduate	Commerce Graduate
List of outside Directorships held Excluding Directorship in Private Companies	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
Chairman/Member of Committee of the Board of Directors of other Companies in which he/she is a Director:	NONE	NONE
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 31-3-2013	250 Shares	Nil



## DIRECTOR'S REPORT

To  
The Members,  
MARDIA SAMYOUNG CAPILLARY TUBES COMPANY LIMITED

Your Directors have pleasure in presenting the 21st Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31<sup>st</sup> March 2013.

## FINANCIAL RESULTS:

	CURRENT YEAR (Rs. in Lacs)	PREVIOUS YEAR (Rs. in Lacs)
OPERATING PROFIT/(LOSS) (PBIDT)	(131.28)	(179.08)
Interest & Financial Charges	0.00	0.47
PROFIT/(LOSS) BEFORE DEPRECIATION & TAXATION	(131.28)	(179.55)
Depreciation	19.58	19.95
PROFIT/(LOSS) BEFORE TAXATION	(150.86)	(199.50)
Provision for Taxation	1.26	6.97
NET PROFIT/(LOSS) AFTER TAX	(149.61)	(192.53)

## 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 31<sup>st</sup> March 2013.

## OPERATIONS AND PROSPECTUS:

During the year under review, the Gross income from operations amounted to Rs. 911.31 lacs as compared to Rs. 4434.15 Lacs for the year 2012-2013. The decrease in the turnover has occurred mainly on account of general economic condition, availability of raw material prices of copper in international markets, which also affected the Company's production and growth. 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 17<sup>th</sup> 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 already submitted 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. The B.I.F.R. after the hearing, has approved the scheme of amalgamation of Mardia Tubes Limited & Mardia Extrusions Limited with your company and passed the necessary order to that effect. Accordingly we have disposed off the Land and Building of our Unit II, Silvassa.

**APPOINTMENT / REAPPOINTMENT OF DIRECTORS:**

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

The Brief profiles of Directors being appointed at the ensuing Annual General Meeting forms part of notice convening 21st 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.

**APPOINTMENT OF NOMINEE DIRECTORS BY THE HON'BLE B.I.F.R.:**

The chairman informed the Board that the Hon'ble BIFR has appointed Shri Mohan Lall as nominee Director on the Board of the company.

**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 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 2012-13 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

SURENDRA MARDIA  
Chairman

Place: Mumbai.

Date: 31<sup>st</sup> August, 2013.



**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.
I) Electricity:			
a) Purchased			
Units (kwh)		241643	381661
Total Amount	Rs.	2311160	2882510
Rate per unit	Rs,	9.56	7.55
B. Consumption per unit of production			
Products (with details)	Unit	CURRENT YEAR	PREVIOUS YEAR.
Copper Brass Semies	Ton	147.13	147.13
(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 processes 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: 31<sup>st</sup> August, 2013.

**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 Co. 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.

**Opportunities and Threats**

As mentioned above, the growth of metal industry is linked to the growth of the major engineering and electrical applications industry, i.e. the Automobile / Engineering / Railways. Demand growth in Non-Ferrous Metal industries will largely depend on growth of the original equipment manufacturers (OEM) in the automobile industry, engineering & electrical segment and opportunities in the international markets. The demand for MSL's growth will heavily depend on the growth in served industrial Engineering and Electrical industries business both in domestic and international markets.

The growth in demand for Non-Ferrous Metals will depend on the growth of Industrial and infrastructural activities. Liberalization of industrial policy, WTO driven reductions in duty structure, growth in demand in export markets, and increasing demand for industrial products may result in an increase in demand for large Non-Ferrous Metals.