

ANNUAL REPORT - 2014 - 2015



GLOBAL CONTACT TECHNOLOGY

MODISON
THE SILVER PEOPLE

MODISON

THE SILVER PEOPLE



Certificate of Nomination



Modison Metals Ltd.
is a nominee in the
Engineering & Capital Goods Category
at the Emerging India Awards 2014.



TV18

ANNUAL REPORT: 2014-15

BOARD OF DIRECTORS:

RANJAN DASGUPTA

Chairman

G. L. MODI

Managing Director

RAJKUMAR MODI

Wholtime Director

KUMAR JAY MODI

Wholtime Director

SURESH MODY

R. A. GOENKA

LALITA PERSHAD AGGARWAL

(Resigned w.e.f.11.09.2014)

B.B. SINGH,

Additional Director (Appointed w.e.f.27.10.2014)

RITA BHATIA

Additional Director (Appointed w.e.f.27.10.2014)

CEO

RAKESH S. SINGH

AUDITORS:

M/s. M. L. BHUWANIA & CO.

CHARTERED ACCOUNTANTS

F-11, 3RD FLOOR, MANEK MAHAL

90, VEER NARIMAN ROAD

CHURCHGATE

MUMBAI – 400 020

BANKERS:

BANK OF INDIA

REGISTERED & HEAD OFFICE

33 NARIMAN BHAVAN

227 NARIMAN POINT

MUMBAI – 400021

Tel: 022 2202 6437

Email Id: shareholder@modison.com

Web: www.modison.com

WORKS ADDRESS

85A,B,D&E, E-ROAD

PHASE-I, GIDC, VAPI-396 195

DIST. VALSAD, GUJARAT

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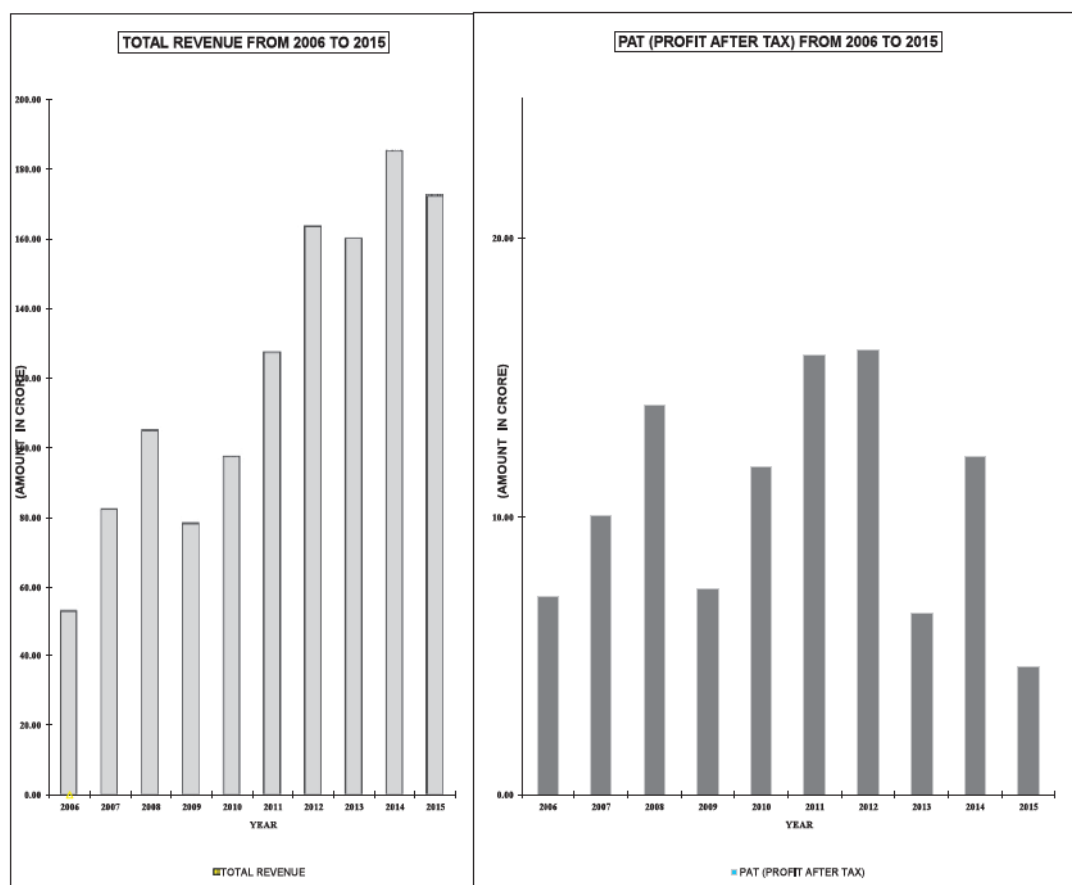
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FINANCIAL HIGHLIGHTS

(Rupees in Crore)

	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015
TOTAL REVENUE	53.08	82.20	104.77	78.20	97.40	127.22	163.23	159.78	184.84	171.81
EBDITA	14.46	20.28	26.81	16.68	22.73	29.44	31.62	19.49	*26.79	16.75
DEPRECIATION & AMORTISATION	1.85	2.64	2.65	3.51	3.97	4.61	5.26	6.05	6.22	6.63
EBITA	12.61	17.64	24.16	13.17	18.76	24.83	26.36	13.44	20.57	10.12
TAXATION	3.91	5.44	7.95	4.05	5.92	7.94	7.68	3.72	6.27	2.04
PAT (PROFIT AFTER TAX)	7.19	10.08	14.00	7.42	11.81	15.83	15.98	6.56	12.18	4.60
EBDITA TO TOTAL REVENUE (%)	27.24	24.67	25.59	21.33	23.34	23.14	19.37	12.20	14.49	9.75
EBITA TO TOTAL REVENUE (%)	23.76	21.46	23.06	16.84	19.26	19.52	16.15	8.41	11.13	5.89
PAT TO TOTAL REVENUE (%)	13.55	12.26	13.36	9.49	12.13	12.44	9.79	4.11	6.59	2.68
NET BLOCK (+ CWIP)	30.55	30.98	38.70	41.03	44.05	46.64	54.73	62.09	60.65	59.01
PAID UP CAPITAL	3.25	3.25	3.25	3.25	3.25	3.25	3.25	3.25	3.25	3.25
RESERVES AND SURPLUS	20.50	29.46	41.83	49.54	58.41	70.39	82.53	85.22	92.60	94.11
NET WORTH	23.75	32.71	45.08	52.79	61.66	73.64	85.78	88.47	95.85	97.36
FEW KEY RATIOS										
EARNINGS PER SHARE (Rs.)	2.21	3.11	4.31	2.29	3.64	4.88	4.93	2.02	3.75	1.42
BOOK VALUE (Rs.)	6.98	9.78	13.62	16.02	18.79	22.51	26.28	27.13	29.42	29.89
DIVIDEND (%)	25.00	25.00	40.00	40.00	75.00	100.00	100.00	100.00	125.00	75.00

* Excluding Exceptional Items Rs.0.79 Crore



MODISON METALS LIMITED

Regd. Office: 33 Nariman Bhavan, 227 Nariman Point, Mumbai-400 021
CIN No: L51900MH1983PLC029783

NOTICE

NOTICE is hereby given that the Thirty Second Annual General Meeting of the members of Modison Metals Limited will be held at Radio Room, The Bombay Presidency Radio Club Ltd., 157, Arthur Bunder Road, Colaba, Mumbai-400005 on Tuesday, 11th August, 2015 at 11.30 A.M., to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt :
 - a) the Audited financial statements of the company for the year ended 31st March 2015, the Director's Report and Auditor's Report thereon and
 - b) the Audited Consolidated financial statements of the company for the year ended 31st March 2015.
2. To declare Dividend on Equity Shares.
3. To appoint a Director in place of Mr. Suresh Mody who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Mr. Rajkumar Modi who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint M/s M.L. Bhuwania & Co., Chartered Accountants, as Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting up to the conclusion of next Annual General Meeting.

"RESOLVED THAT pursuant to the provisions of Section 139 (2) and 142(1) of the Companies Act, 2013, the reappointment of the Statutory Auditors of Company M/s M.L. Bhuwania & Co (Firm registration No :101484W), Chartered Accountants, be and is hereby ratified by the members of the Company for the financial year 2015-2016 at such remuneration as may be determined by the Board of Directors of the Company."

SPECIAL BUSINESS

6. To regularise the appointment of Mr. B.B Singh as Director who was appointed as an Additional Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:-**

"RESOLVED THAT Mr. B.B.Singh, who was appointed as an Additional Director by the Board of Directors with effect from October 27, 2014 in terms of Section 161 of the Companies Act, 2013 and Article 81 of Article of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of a Director , under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all the acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. To regularise the appointment of Mrs. Rita Bhatia as Director who was appointed as an Additional Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:-**

"RESOLVED THAT Mrs. Rita Bhatia, who was appointed as an Additional Director by the Board of Directors with effect from October 27, 2014 in terms of Section 161 of the Companies Act, 2013 and Article 81 of Article of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member

proposing her candidature for the office of a Director , under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all the acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. To re-appoint and fix remuneration of Mr. G.L.Modi, Managing Director and in this regard to consider and if thought fit, to pass with or without modification(s) , the following resolution as a **Special Resolution:-**

"RESOLVED THAT subject to the approval of the Central Government and in accordance with the provisions of sections 2(78), 2(94), 196,197 read with Schedule V of the Companies Act, 2013, the rules made there under and all other applicable provisions, if any, of the said Act, including any statutory modification(s) or re-enactment thereof, for the time being in force, from time to time, approval of the company, be and is hereby accorded for the re-appointment of Mr. G. L. Modi as Managing Director of the company who has attained the age of 70+ years for a period of 3 (three) years, with effect from 9th July 2015 to 8th July 2018 upon the terms and conditions as set out in the Agreement entered by the Company with Mr. G L. Modi, approved by the Remuneration Committee / Board at its meeting held on 27.05.2015 as set out in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT in any financial year, if the Company has no profits or its profits are inadequate, the Company pays Mr. G. L. Modi, remuneration by way of salary, perquisites and allowances as set out in above referred Agreement as Minimum Remuneration.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. To reappoint and fix remuneration of Mr. Kumar Jay Modi as a Whole time Director and in this regard to consider and if thought fit, to pass with or without modification(s) , the following resolution as **Special Resolution:-**

"RESOLVED THAT pursuant to the provisions of Section 2(78), 2(94) ,196,197 read with Schedule V , the rules made there under and all other applicable provisions, if any, of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof, approval of the Company be and is hereby accorded to the reappointment of Mr. Kumar Jay Modi as a Whole-time Director of the Company, for a period of 3 (three) years with effect from 01st April 2015 to 31st March 2018 on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the terms and conditions of the said appointment and/ or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT in any financial year, if the Company has no profits or its profits are inadequate, the Company pays Mr. Kumar Jay Modi, remuneration by way of salary, perquisites and allowances as set out in the Agreement as Minimum Remuneration.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

10. To appoint Mr. Suresh Mody as a consultant and in this regard to consider and if thought fit, to pass with or without modification(s) , the following resolution as a **Special Resolution:-**

"RESOLVED THAT consent of the Company be and is hereby accorded under Section 197 and all other applicable provisions, if any, of the Companies Act, 2013, Mr.Suresh Mody, a Director of the Company, be appointed as a consultant of the Company for the period of 3(three) years with effect from 01.04.2015 to 31.03.2018 authorising the said Mr.Suresh Mody, a Director of the Company to draw Professional charges of Rs.10, 00,000/- per annum plus service tax, as applicable."

11. To appoint Mr. Ranjan Dasgupta as a consultant and in this regard to consider and if thought fit, to pass with or without modification(s) , the following resolution as a **Special Resolution:-**

"RESOLVED THAT consent of the Company be and is hereby accorded under Section 197 and all other applicable provisions, if any, of the Companies Act, 2013, Mr. Ranjan Dasgupta, a Director of the Company, be appointed as a consultant of the Company for the period of 3(three) years with effect from 01.04.2015 to 31.03.2018 authorising the said Mr. Ranjan Dasgupta, a Director of the Company to draw Professional charges of Rs.3,00,000/- per annum plus service tax, as applicable."

12. To appoint Mr. B.B.Singh as a consultant and in this regard to consider and if thought fit, to pass with or without modification(s) , the following resolution as a **Special Resolution:-**

"RESOLVED THAT consent of the Company be and is hereby accorded under Section 197 and all other applicable provisions, if any, of the Companies Act, 2013, Mr. B.B Singh, a Director of the Company, be appointed as a consultant of the Company for the period of 3(three) years with effect from 01.04.2014 to 31.03.2017 authorising the said Mr. B.B Singh, a Director of the Company to draw Professional charges of Rs.36,00,000/- per annum plus service tax, as applicable."

13. To ratify the fees payable to the Cost Auditors and in this regard to consider and if thought fit, to pass with or without modification(s) , the following resolution as **Ordinary Resolution:-**

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act,2013 read with Companies (Audit and Auditors)Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. N. Ritesh & Associates, Cost Accountants (N. Ritesh, Proprietor), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year 2015-2016 and be paid professional fees of Rs.50,000/- (Rupees Fifty Thousand only) plus service tax as applicable be and is hereby ratified and confirmed,

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

14. To confirm appointment of Mrs. Rita Bhatia (DIN No: 06973893) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s) , the following resolution as **Ordinary Resolution:-**

"RESOLVED THAT pursuant to the provisions of Sections 149,150,152 read with Schedule IV and all the other applicable provisions of the Companies Act,2013 and the Companies(Appointment and Qualification of Directors) Rules, 2014(including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mrs. Rita Bhatia(DIN No: 06973893), Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the said Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for five consecutive years from October 27,2014 to October 26,2019."

15. To approve the proposal of delegation of authority to the Board of Directors of the Company to deal with the transactions including material transactions, if any, from time to time, with the related parties pursuant to the provisions of Section 188 of Companies Act,2013 read with the Companies(Meetings of the Board and its powers) Rules 2014 and Clause 49 of listing agreement and in this regard to consider and if thought fit, to pass the following resolutions with or without modifications(s) as Special Resolution:-
"RESOLVED THAT pursuance to Section 188 of Companies Act, 2013 read with the Companies(Meetings of the Board and its powers) Rules 2014 and Clause 49 of listing agreement, the consent of the Company be and is hereby accorded for entering into related party transactions with parties effective from 1st April 2015 upto the maximum as specified hereunder.

Maximum Value of Contract/Transaction (Per Annum) with effect from 01 st April 2015					
Transactions defined u/s 188(1) of the Companies Act, 2013					
	Sale, Purchase or supply of any goods, materials	Selling or otherwise disposing or buying property of any kind	Leasing of property of any kind	Availing or rendering of any services: Appointment of any agent for purchase or sale of goods, materials, services or property	Donations and Donations for CSR
All Director's Interested Firm and other relatives	On actual basis whether material or not.	On actual basis, not exceeding Rs.10Crores per annum per party.	On actual basis, not exceeding Rs.1Crores per annum per party.	On actual basis, not exceeding Rs.10 Crores per annum per party in respect of rendering/availing of services and for appointment of any agent for purchase or sale of goods, materials, services or property, not exceeding Rs.10Lacs per annum per party.	
Modison Copper Pvt Ltd	Exempted: transactions in ordinary course of business and on arm's length basis.	Exempted: transactions in ordinary course of business and on arm's length basis.	Exempted: transactions in ordinary course of business and on arm's length basis.	Exempted: transactions in ordinary course of business and on arm's length basis.	
Modison Contacts Pvt Ltd					
Modison Pvt Ltd					
Modison					
Dishah Innovative Solutions Pvt Ltd					
Modicon Pvt Ltd					
Modison Engineering Pvt Ltd					
Modison Charitable Trust					Rs.75 Lacs

"RESOLVED FURTHER THAT to give effect to this resolution, the Board of Directors and/or Committee thereof be and are hereby authorized to settle any questions, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all acts, deeds, things as may be necessary in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings related thereto."

MUMBAI, 27th May, 2015

By Order of the Board
For **MODISON METALS LTD.,**

Registered Office:
33 Nariman Bhavan
227 Nariman Point
Mumbai- 400 021.

G. L. MODI
Managing Director

NOTES:

- A Member, who is entitled to attend and vote, is entitled to appoint a proxy and vote and the proxy need not be a member of the Company. The Proxy form must be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the Meeting.
- An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.

- c) Members/ proxies should bring their the Attendance Slips duly filled in for attending the meeting.
- d) Members are requested to note that the company's shares are under compulsory demat trading for all the investors. Members are, therefore, requested to dematerialise their shareholding to avoid inconvenience.
- e) Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their email address , bank details, ECS mandates, nominations, power of attorney, change of address/ name etc. to their depository participant only and not to Company or its registrar and transfer Agent. The said intimation will be automatically reflected in the Company's records.
- f) The Register of Members and transfer books of the Company will be closed from 04/08/2015 to 11/08/2015 (Both days inclusive).
- g) The dividend, after declaration will be paid to those shareholders whose names stand on the Register of Members on 11th August, 2015. The dividend in respect of Shares held in the electronic form will be paid to beneficial owners of the shares whose names appear in the list furnished by the Depositories for this purpose as on 11th August, 2015. The dividend will be paid by 10th September, 2015 to the Shareholders.
- h) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company / Registrar.
- i) The Ministry of Corporate Affairs ("Ministry"), Government of India, has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by companies through electronic mode. As per the Circular No.17/2011, dated 21.04.2011 and Circular No.18/2011, dated 29.04.2011 issued by the Ministry of Corporate Affairs, companies can now send various notices/documents (including notices, annual report, etc.) to their shareholders through electronic mode, to the registered email addresses of the shareholders.
- j) Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically with Depository Participant or Registrar.
- k) Members are hereby informed that Dividend which remains unclaimed/ un-encashed over a period of 7 years, has to be transferred as per the provisions of Section 124(6) of the Companies Act, 2013, by the Company to "The Investor Education & Protection Fund", constituted by the Central Government under Section 125 of the Companies Act, 2013.

Hereunder are the details of Dividends paid by the Company and their respective due dates of transfer of unclaimed/ un-encashed dividends to the designated fund of the Central Government:-

Date of Declaration of Dividend	Dividend for the year	Due date of transfer to the Government
26.08.2008	2007-2008	25.08.2015
25.08.2009	2008-2009	24.08.2016
27.07.2010	2009-2010	26.07.2017
26.07.2011	2010-2011	25.07.2018
07.08.2012	2011-2012	06.08.2019
10.09.2013	2012-2013	09.09.2020
09.09.2014	2013-2014	08.09.2021

It may please be noted that once the unclaimed/ un-encashed dividend is transferred to "The Investor Education & Protection Fund", as above, no claim lie in respect of such amount by the shareholder.

- l) The Company is listed at:
 BSE Ltd,
 Phiroze Jeejeebhoy Towers,
 Dalal Street, Mumbai- 400 001.
 The listing fees have been paid in time.

- m) As per the requirements of clause 49 of the Listing Agreement on Corporate Governance for appointment of the Directors / re-appointment of the retiring Directors, a statement containing details of the concerned Directors is given below:

	Name of the Director	Mr. Suresh Mody	Mr. Rajkumar Modi	Mr.G.L. Modi	Mr.Kumar Jay Modi
i)	Date of birth	23.10.1944	08.03.1965	04.06.1941	05.12.1978
ii)	Date of Appointment	01.01.1997	09.06.1998	01.01.1997	01.04.2012
iii)	Qualification	B.Com., LLB	B.Com., MBA	Diploma in Mechanical Engineering	B.Com
iv)	Expertise in specific functional area	48 year's experience in Finance and Taxation.	He has a sharp business acumen, stronghold in export market and excellent administrative skills	50 years of experience in Engineering Industry.	International Sales & Marketing
v)	List of other public limited companies (in India) in which outside directorship held	Nil	Nil	Nil	Nil
vi)	Member of the committee/s of Board of Member of the committee/s of Board of Directors of other companies in which he is a Director	Nil	Nil	Nil	Nil
vii)	Relationship with other Director	None	None	Father of Mr.Kumar Jay Modi	Son of Mr. G.L Modi

The Annual Report 2014-2015 as circulated to the members of the Company is also available on the website of the Company www.modison.com