

20th ANNUAL REPORT 2008-2009



NISSAN COPPER LIMITED



Poised for growth and sustainable earnings

This year's Annual Report outlines how Nissan has worked to promote sustainable growth which has contributed to an increase in profitability and achieve our goals in a short period of time. These reforms are not an end in themselves; rather they are a means to enhance the positive impacts of our expansion programmes which will bear fruit in the near future. Our positive approaches to developing innovative products was guided by the conviction that, if properly implemented, it will result in greater impact at the industrial level and contribute to clients that sustain national growth.

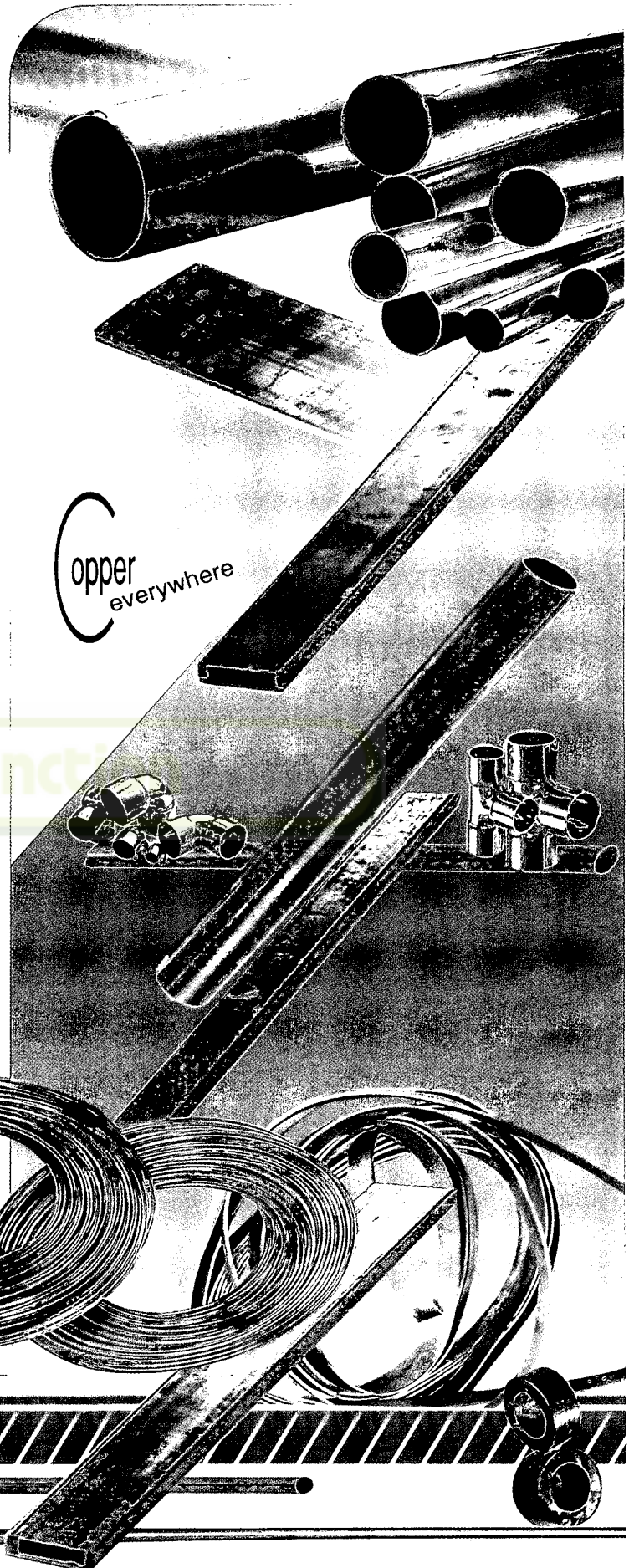
Being part of this growth story, we invite you to join us taking things forward and participating in the long term to build on a company which is less cyclical and depends on its goodwill of quality and commitment to foster growth with the support of all industries.

We will keep you informed of the latest developments in your company, from time to time.

Copper - Brass - Cupronickel



NISSAN COPPER LIMITED



Board of Directors

Mr. Sanjay Mardia – Chairman

Mr. Ratanlal S. Mardia – Managing Director

Mr. Atul S. Mardia – Executive Director

Mr. Nitin Mehta – Independent Director

Mr. Praveen Shah – Independent Director

Mr. Sailesh Shah – Independent Director

Chief Financial Officer

Mr. Hiresh Luhar

Company Secretary

Ms. Payal Tibrewala

AuditorsRamesh Bhatt & Co.
Chartered Accountants
Mumbai**Bankers**State Bank of India
Citibank NA
ICICI Bank
Mumbai**Registered Office**

J/20 G.I.D.C. Umergaon (Gujarat) – 396 171

Corporate Office1002 Raheja Centre, Nariman Point,
Mumbai – 400 021**Manufacturing Facilities****Unit – I**

J/20 G.I.D.C. Umergaon (Gujarat) – 396 171

Unit – IISurvey No. 168/2/1, Rudana Village, Khanvel,
Silvassa, (D&NH) – 396230**Marketing Office**8, Badrika Ashram, 1st Khetwadi Lane,
Metal Market, Mumbai – 400 004**Website**www.nissancopper.com**Registrar & Transfer Agent**M/S Bigshare Services Pvt. Ltd.
E-2, Ansa Industrial Estate, Sakivihar Road,
Andheri (E), Mumbai – 400 072**TABLE OF CONTENTS**

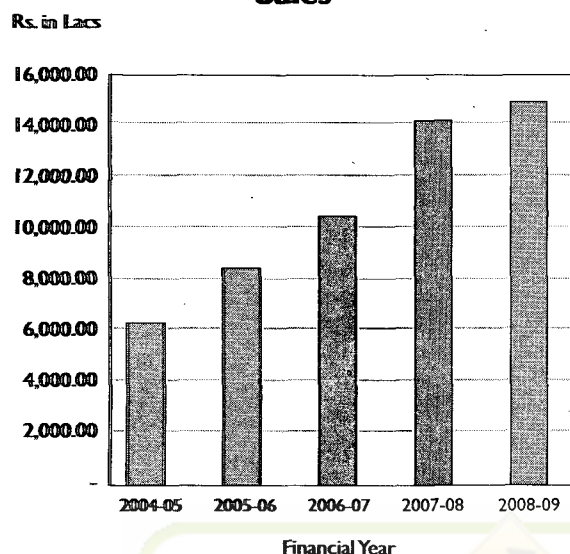
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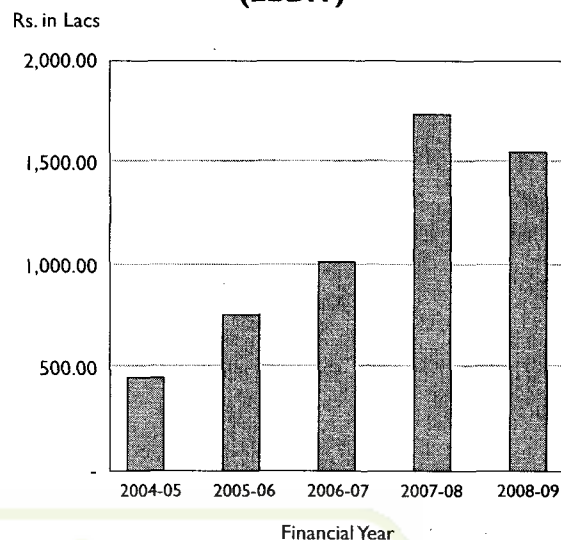
NISSAN COPPER LIMITED

FINANCIAL HIGHLIGHTS

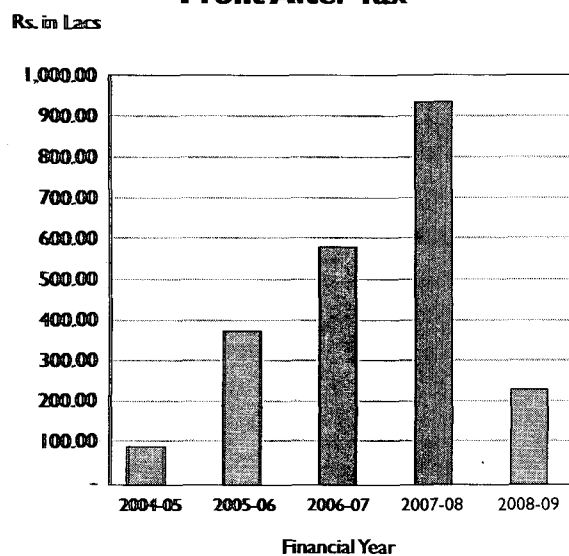
Sales



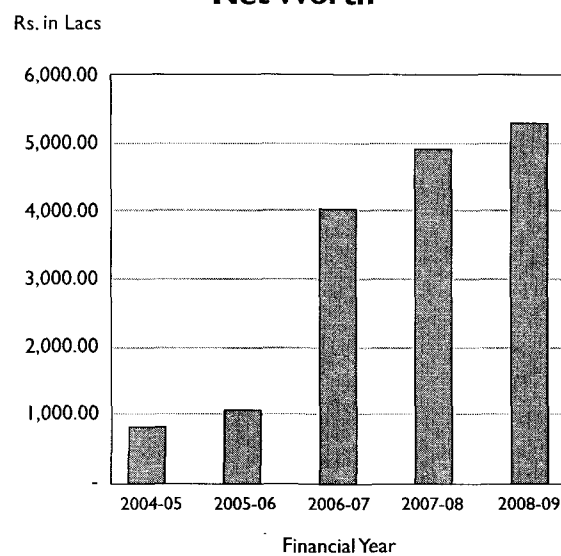
Profit before depreciation, Interest & Tax (EBDIT)



Profit After Tax



Net Worth





NISSAN COPPER LTD.

Regd. Office: J/20, GIDC, Umbergaon (Gujarat) – 396 171

PROXY

I/We _____ of _____ being a Member/Members of the above named Company, hereby appoint _____ of _____ in the district of _____ or falling him _____ of _____ in the district of _____ as my/our Proxy to attend and vote for me/us on my/our behalf at the 20th Annual General Meeting of the Company, to be held on Monday, the 20th July, 2009 at 11.00 a.m. at The Umbergaon Club and Resort, Madhuvan Complex, Umbergaon Sanjan Road, Umbergaon 396171, Gujarat and at any adjournment thereof.

Dated this _____ day of _____ 2009.

Signature

**Affix One
Rupee
Revenue
Stamp**

Folio No.

No. of shares

NOTES:

1. The Proxy must be returned so as to reach the Registered Office of the Company, not less than FORTY-EIGHT HOURS before the time for holding the aforesaid meeting.
2. A Proxy need not be a member of the Company.

-----TEAR HERE-----

NISSAN COPPER LTD.

Regd. Office: J/20, GIDC, Umbergaon (Gujarat) – 396 171

ATTENDANCE SLIP

(Name & Address of Member/Proxy)

Folio No.

No. of shares

I hereby record my presence at the 20th Annual General Meeting of the Company, to be held on Monday, the 20th July, 2009 at 11.00 a.m. at The Umbergaon Club and Resort, Madhuvan Complex, Umbergaon Sanjan Road, Umbergaon 396171, Gujarat on Monday, the 20th July 2009 at 11.00 a.m.

Signature of the attending Member/Proxy

NOTES:

1. A Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.
2. A Shareholder/Proxy holder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting.

Date:

NISSAN COPPER LIMITED

Financial Highlights for last five years

(Rs. in Lacs)

Financial Year Ended	2008-09	2007-08	2006-07	2005-06	2004-05
Sales	14,489.16	14,138.12	10,550.14	8,867.40	6,173.78
Growth in sale	2%	34%	19%	44%	267%
Profit before depreciation, Interest & Tax (EBDIT)	1,527.46	1,745.08	1,014.57	763.04	434.61
Depreciation	464.74	272.71	129.20	140.25	161.23
Interest & Financial charges	784.51	411.29	283.17	226.10	137.62
Profit before Tax	278.21	1,061.08	602.20	396.70	135.76
Income Tax	64.77	119.38	13.26	22.79	46.76
Profit After Tax	213.44	941.70	588.94	373.91	89.00
Equity Share Capital	1,455.59	1,455.59	1,455.59	176.13	176.13
Reserves & Surplus	4,063.39	3,613.10	2,756.55	921.97	548.06
Net Worth	5,370.58	4,899.03	4,021.20	1,096.14	721.99
Earning per Share (EPS)	1.47	6.47	5.02	21.23	50.53
Cash Earning per Share (CEPS)	4.66	8.34	6.12	29.19	142.07
Sales per Share (Rs.)	99.54	97.13	72.48	503.46	3,505.24
Book Value per Share (Rs.)	36.90	33.66	27.63	62.24	409.92

Note: Face value of equity shares was Rs. 100/- per share till 2004-2005 then sub divided to Rs. 10/- per equity share during the FY 2005-06. Hence EPS, CEPS, Sale per share and Book value per share for the FY 2005-06 onwards is calculated on Rs. 10/- paid up share.



NISSAN COPPER LIMITED

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 20th Annual General Meeting of the members of **Nissan Copper Limited** will be held on Monday, the 20th July 2009 at 11.00 a.m. at The Umbergaon Club and Resort, Madhuvan Complex, Umbergaon Sanjan Road, Umbergaon 396171, Gujarat to transact the following business:

ORDINARY BUSINESS

1. To receive, consider, approve and adopt the Audited Balance Sheet as at 31st March 2009, the Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors' and Auditors' thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Atul Mardia, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Shailesh H. Shah, who retires by rotation and being eligible, offers himself for re-appointment.
5. **To appoint Auditors of the Company 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** and if thought fit, to pass, with or without modification(s), the following resolution as ORDINARY RESOLUTION:

"RESOLVED THAT M/S. R. C. Jain & Associates, Chartered Accountants, Mumbai be and is hereby appointed as the Statutory Auditors of the Company in place of M/s Ramesh Bhatt & Co., Chartered Accountants, Mumbai the retiring auditors of the Company, to hold the office from the conclusion of this Annual General Meeting, until the conclusion of next Annual General Meeting at the remuneration as may be decided by the Board at a later date."

SPECIAL BUSINESS

6. To consider, and if thought fit, to pass, with or without modification, the following resolution as Ordinary Resolution.

"RESOLVED THAT Mr. Nitin Mehta, who was appointed as an Additional Director by the Board of Directors of the Company with effect from 26th March 2009 under Section 260 of the Companies Act, 1956 (the Act) 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 under section 257 of the Act from a member proposing his candidature for the office of Director, be and is hereby is appointed as a Director of the Company."

By order of the Board

Place: Mumbai
Date: 22nd May 2009

Payal Tibrewala
Company Secretary

Registered Office:
Nissan Copper Ltd.
J/20 G.I.D.C. Umbergaon,
Gujarat – 396171

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING IS ENTITLED TO APPOINT A PROXY, WHO NEED NOT BE A MEMBER, TO ATTEND AND VOTE ON BEHALF OF HIMSELF/HERSELF.** The instruments appointing the Proxy should be deposited at the Registered Office of the Company not less than 48 (forty eight) hours before the commencement of the Meeting.

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2. Members who hold Shares in dematerialized form are requested to write their Client ID and DP ID Nos. and those who hold shares in Physical form are requested to write their Folio Number in the attendance slip while attending the Meeting for easy identification of attendance at the Meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, the 16th July, 2009 to Monday, the 20th July, 2009 (Both days inclusive).
4. Dividend on equity shares as recommended by the directors, if declared at the ensuing Annual General Meeting, the payment of the dividend will be made to those shareholders whose name appears in the Register of Members of the Company as on Wednesday, the 15th July, 2009. In respect of the shares held in electronic form (dematerialized mode), the dividend will be payable on the basis of the details of beneficial ownership, furnished by National Securities Depository Limited and Central Depository Services (India) Limited for this purpose at the end of business hours on Wednesday, the 15th July, 2009
5. Members are requested to:
 - i) Write to the Company at least 7 days before the date of the meeting, in case they desire any information as regards the Audited Accounts for the financial year ended 31st March 2009, so as to enable the Company to keep the information ready.
 - ii) Bring their copy of the Annual Report and the Attendance Slip at the Annual General Meeting.
 - iii) Intimate to the Registrar & Transfer Agent (R&TA) of the Company immediately, about any change in their addresses. Where the shares are held in electronic form such change is to be informed to the Depository Participant (DP) and not to the Company / R & TA.
 - iv) Quote Registered Folio Number or DP ID/ Client ID in all the correspondence.
 - v) Approach the R&TA of the Company for consolidation of folios.
 - vi) Furnish bank account details to the R&TA / Depository Participant to prevent fraudulent encashment of dividend warrants.
 - vii) Avail of Nomination facility by filling in and forwarding the nomination form to the R&TA, if not already done.
 - viii) Send all share transfer lodgments (physical mode) / correspondence to the **R&TA** of the Company M/S Bigshare Services Pvt. Ltd., E-2, Ansa Industrial Estate, Sakivihar Road, Andheri (E), Mumbai – 400 072 up to the date of book closure.
6. Members holding shares in electronic form may kindly note that their Bank details as furnished by the respective Depositories to the R & TA will be printed on their Dividend Warrants as per the applicable Regulations of the Depositories, and that the Company / R & TA will not entertain any direct request from such Members for deletion of / change in such Bank details. Further, instructions, if any, already given by the Members in respect of Shares held in physical form will not be automatically applicable to Dividend paid on shares held in electronic form. Members may, therefore, give instructions regarding Bank Accounts in which they wish to receive Dividend, directly to their Depository Participant/(s). However, shareholders holding shares in physical form are requested to complete and submit the Mandate form that is separately enclosed with this Annual Report, to the Company's Registrar and Transfer Agent latest by Monday, the 13th July 2009.
7. Members/ Proxies are requested to bring the Attendance Slip duly filled up for attending the Meeting.
8. Non-Resident Indian Members are requested to inform the Company/R&TA the following immediately:
 - i) Change in the residential status on return to India for permanent settlement.
 - ii) The particulars of NRE Bank Account maintained in India with complete name and address of the Bank, if not furnished earlier.
9. Corporate Members are requested to forward a certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.



NISSAN COPPER LIMITED

10. A special notice in terms of Section 190 of the Companies Act, 1956, has been received under Section 225(1) from member proposing the appointment of M/s R.C. Jain, Chartered Accountants, as auditors of the Company in place of retiring M/s Ramesh Bhatt auditors of the Company. No representation from the retiring auditors have received yet for making notification to the members of the Company relating to special notice received u/s 190 by the Company. Any representation if any received subsequently from retiring auditors, then that would be read at the Annual General Meeting. The retiring auditors being eligible have offered themselves for reappointment.
11. The Company has listed its shares at BSE & NSE. All the listing fees, till date, have been paid.
12. All the documents referred to in the Notice are open for inspection at the Registered Office of the Company between 10.30 a.m. to 12.30 p.m. on all working days except Saturdays, Sundays and Public Holidays until the date of the Annual General Meeting or any adjournment(s) thereof.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956:

Item No: 6

Mr. Nitin Mehta was appointed by the Board of Directors in their meeting held on 26th March, 2009 as an Additional Director of the Company under Section 260 of the Companies Act, 1956. He holds office as Director only upto the date of ensuing Annual General Meeting. As required by the provisions of section 257 of the Companies Act, 1956, a notice has been received from a member proposing his appointment as Director along with a deposit of Rs.500/- (Rupees Five Hundred Only). The Board of Directors considers it desirable that the Company should continue to avail the services of Mr. Nitin Mehta.

Mr. Nitin Mehta, aged 46 Years, has been appointed as Additional Director of the Company and is looking after sales promotion and day to day activities. He has pursued his Textile Engineering & got associated with Mahalaxmi Textile Industries, as Partner & has an experience of 22 years. The Board recommends his appointment as Director of the Company.

The Board recommends the resolution for passing by the members.

None of the Directors except Mr. Nitin Mehta, himself are in any way, interested or concerned in this resolution.

By order of the Board

Place: Mumbai
Date: 22nd May 2009

Payal Tibrewala
Company Secretary

Registered Office:
Nissan Copper Ltd.
J/20 G.I.D.C. Umbergaon,
Gujarat - 396171

DIRECTORS' REPORT

To,

The Members,

NISSAN COPPER LIMITED

Your Directors have pleasure in presenting the **20th Annual Report** together with the Audited statement of Accounts of the Company for the year ended 31st March 2009.

FINANCIAL RESULTS

The Financial performance of your Company for the year under review is summarized below:

Rs. in Lacs

PARTICULARS	YEAR ENDED 31.03.2009	YEAR ENDED 31.03.2008
Sales	14489.16	14138.12
Profit before Depreciation, Finance Charges & Taxation	1527.46	1745.08
Less: Depreciation	464.74	272.71
Less: Finance Charges	784.51	411.29
Profit before Taxation	278.21	1061.08
Less: Provision for Taxation	64.77	119.38
Net Profit after taxation	213.44	941.70
Add: Surplus Brought Forward from previous years	933.42	476.86
Surplus available for appropriation	1146.85	1418.56
Less: Transfer to General Reserves	100.00	400.00
Less: Proposed Dividend including Distribution Tax	85.15	85.15
Balance carried to Balance Sheet	961.71	933.41

REVIEW OF OPERATIONS:

In spite of adverse Market Condition, your Company could maintain the Sales Turnover of Rs. 14489.16 Lacs as compared to Rs. 14138.12 Lacs during the preceding year, registering a growth of over 2%. The Profit after taxation has gone down to 213.44 as compared to 941.70 registering a downfall of over 12.47%, during the preceding year, because of inventory losses & increase in financial charges on the borrowings of the company.

The Company has undertaken the modernization cum expansion plan of approximately 120 Crores. The existing plant situated at Umbergaon & Silvassa have performed satisfactorily during the year and plant at Silvassa continue to be eligible for tax holidays pursuant to section 80 IB of the Income Tax Act, 1956.

The operation of the Company is carried in a single segment i.e. manufacturing and marketing of Copper Products

DIVIDEND:

Your Directors are pleased to recommend a dividend at 5% (Rs. 0.50 per equity share of Rs. 10/- each) for the financial year ended 31st March 2009.

The total cash outflow on account of equity dividend payments including distribution tax will be Rs. 85.15 Lacs (Previous year Rs. 85.15 Lacs).