

21st ANNUAL REPORT  
2009-2010



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.

### Upcoming Projects

As a part of the expansion programme, Nissan is setting up a brand new "State of the Art" project to manufacture Copper tubes for ACR and Plumbing application. The company will be producing Plain and Inner Grooved Copper tubes in straight lengths, Pancake coils and LWCs, with "Cast & Roll" technology. The new plant will be commenced by June-July 2010, and commercial production will commence from Sep 2010 onwards. The installed capacity would be 1000 MT per month

Copper - Brass - Cupronickel



NISSAN COPPER LIMITED

[www.nissancopper.com](http://www.nissancopper.com)



### 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

### Auditors

R.C. Jain & Associates.  
 Chartered Accountants  
 Mumbai: 4000 80

### Bankers

State Bank of India  
 City Bank N.A.  
 ICICI Bank  
 Union Bank of India  
 Mumbai

### Registered Office

J/20 G.I.D.C. Umargaon (Gujrat) – 396 171

### Corporate Office

903-906, 9th floor  
 213, Raheja Chambers, Nariman Point,  
 Mumbai – 400 021

### Manufacturing Facilities

#### Unit – I

J/20 G.I.D.C. Umargaon (Gujrat) – 396 171

#### Unit – II

Survey No. 168/2/1, Rudana Village, Khanvel,

### Marketing Office

8, Badrika Ashram, 1st Khetwadi Lane,  
 Metal Market, Mumbai – 400 004

### Website

[www.nissancopper.com](http://www.nissancopper.com)

### Registrar & Transfer Agent

M/S Bigshare Services Pvt. Ltd.  
 E-2, Ansa Industrial Estate, Sakivihar Road,  
 Andheri (E),  
 Mumbai – 400 072

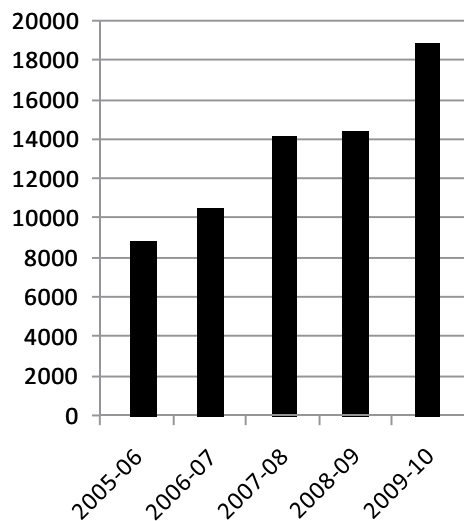
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## FINANCIAL HIGHLIGHTS

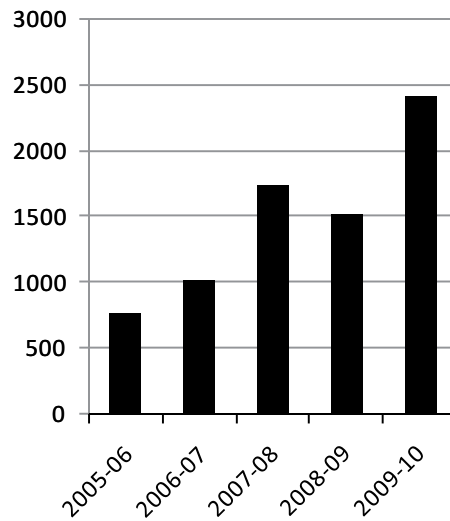
**Sales**

Rs. in Lacs



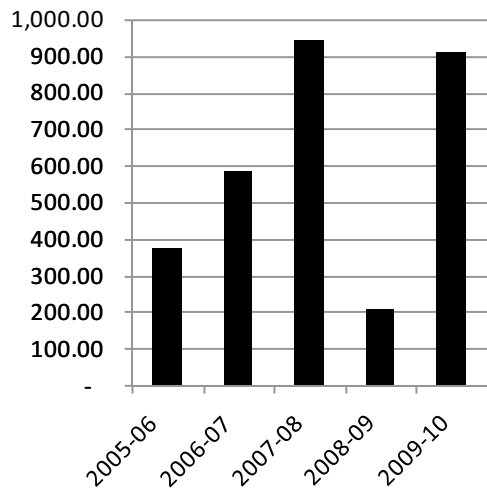
**Profit before depreciation, Interest & Tax  
(EBDIT)**

Rs. in Lacs



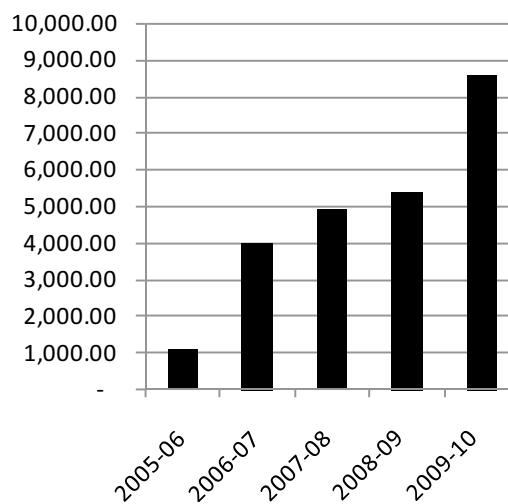
**Profit After Tax**

Rs. in Lacs



**Net Worth**

Rs. in Lacs



## NISSAN COPPER LIMITED

### Financial Highlights for last five years

(Rs. in Lacs)

Financial Year Ended	2009-10	2008-09	2007-08	2006-07	2005-06
Sales	18,879.59	14,489.16	14,138.12	10,550.14	8,867.40
Growth in sale	30%	2%	34%	19%	44%
Profit before depreciation, Interest & Tax (EBDIT)	2,418.99	1,527.46	1,745.08	1,014.57	763.04
Depreciation	406.92	464.74	272.71	129.20	140.25
Interest & Financial charges	803.48	784.51	411.29	283.17	226.10
Profit before Tax	1,208.60	278.21	1,061.08	602.20	396.70
Income Tax	295.93	64.77	119.38	13.26	22.79
Profit After Tax	912.66	213.44	941.70	588.94	373.91
Equity Share Capital	2,897.69	1,455.59	1,455.59	1,455.59	176.13
Reserves & Surplus	5,383.36	4,063.39	3,613.10	2,756.55	921.97
Net Worth	8,593.31	5,370.58	4,899.03	4,021.20	1,096.14
Earning per Share (EPS)	6.01	1.47	6.47	5.02	21.23
Cash Earning per Share (CEPS)	8.51	4.66	8.34	6.12	29.19
Sales per Share (Rs.)	66.15	99.54	97.13	72.48	503.46
Book Value per Share (Rs.)	29.66	36.90	33.66	27.63	62.24

**NISSAN COPPER LIMITED**  
**CORRIGENDUM TO 21<sup>ST</sup> ANNUAL REPORT**  
**2009-10**

**Dear Shareholder,**

You must be in receipt of the Annual Report of Nissan Copper Limited for the financial year ended 31<sup>st</sup> March 2010 which was mailed to all the shareholders on 15<sup>th</sup> June 2010.

We wish to draw your attention to the following error on the first page of the Annual Report 2009-10 wherein in the list of Board of Directors, the name of Mr. Sunil Ghoravat – Independent Director is erroneously appearing in the place of Mr. Nitin Mehta – Independent Director. Further, detail of the Company Secretary and Chief Financial Officer is not appearing.

The members are requested to read the list of Board of Directors and detail of the Company Secretary as under:

**Board of Directors**

Mr. Sanjay Mardia – Chairman  
Mr. Ratanlal Mardia – Managing Director  
Mr. Atul Mardia – Executive Director  
Mr. Nitin Mehta – Independent Director  
Mr. Praveen Shah – Independent Director  
Mr. Shaliesh Shah – Independent Director

**Company Secretary**

Ms. Payal Tibrewala

**Chief Financial Officer**

Mr. Hiresb Luhar

The above errors are regretted and we request the shareholders to read the Annual Report 2009-10 with the above corrigendum

**By Order of the Board,**  
**Nissan Copper Limited**

**Payal Tibrewala**  
**Company Secretary**



## NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 21st Annual General Meeting of the members of Nissan Copper Limited will be held on Monday, the 12th July 2010 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 2010, 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 confirm interim dividend as final dividend.
3. To appoint a Director in place of Mr. Praveen Shah, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Nitin Mehta, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint M/s. R. C. Jain & Associates, Chartered Accountants as Statutory 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

### SPECIAL BUSINESS

6. To consider, and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:  
"RESOLVED THAT pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 1956 and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities or bodies, the Authorised Share Capital of Rs.60,00,00,000/- (Rupees Sixty Crores Only) divided in to 6,00,00,000 (Six Crore) Equity Shares of Rs.10/- each be increased to Rs. 70,00,00,000/- (Rupees Seventy Crores Only) divided into 7,00,00,000 (Seven Crores ) Equity Shares of Rs.10/- (Rupees Ten Only) each with the rights, privilege and conditions attaching thereto as are provided by the regulations of the Company for the time being in force, with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being provided by the regulations of the Company."

RESOLVED FURTHER THAT pursuant to the provisions of Section 16 and other applicable provisions, if any, of the Companies Act, 1956 the existing Clause V of the Memorandum of Association of the Company be deleted and following clause V be substituted therefore as Clause V:

- V. The Authorised Share Capital of the Company is Rs. 70,00,00,000/- (Rupees Seventy Crores Only) divided into 7,00,00,000 (Seven Crores) Equity Shares of Rs.10/- (Rupees Ten Only) each with the rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being, with power to increase and reduce the capital of the Company, and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being provided by the regulations of the Company."

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writing as may be required in the said connection and to delegate all or any of the powers herein conferred to any committee of Directors or any Director or officer of the Company to give effect to this resolution."

7. To consider, and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT subject to the provisions of the Companies Act, 1956, Schedule XIII and approval of the shareholders, the remuneration payable to Mr. Ratanlal Mardia, Managing Director of the Company shall be revised and the same shall be payable with effect from 1st April 2010 as follows:

**A. REMUNERATION AND PERQUISITES**

- a) Salary: Rs.4,00,000/- per month effective from 1st April 2010.
- b) Commission: 3.33% p.a. of the Net Profit calculated u/s 349 of the Companies Act, 1956 less the total salary paid during the financial year
- c) The Company shall reimburse from time to time all expenses that he may be required to incur in the course of performance of duties as Managing Director of the Company.

**B. MINIMUM REMUNERATION**

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary as provided above shall be treated as minimum remuneration under provisions of Section II of Part II of Schedule XIII.

In addition to the above, the Managing Director shall also be entitled to the following perquisites, which shall not be included in the computation of the ceiling on remuneration:

- a) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961,
- b) Gratuity payable at the rate not exceeding half a month's salary for each completed year of service and
- c) Encashment of leave at the end of the tenure.

**C. POWERS OF THE BOARD TO DECIDE THE REMUNERATION**

Notwithstanding anything stated herein above, where in any financial year, there are no profits or inadequate profits, the Board is empowered to decide not to pay any commission or to reduce the commission as mentioned in paragraph “A” above to any amount they consider reasonable in the circumstances of case. The Board's power in this behalf are absolute and if so exercised by the Board before the end of the financial year or before the accounts are passed by the Annual General Meeting will override the provisions for commission set out above and no commission or reduced commission as the case may be, will accrue and become payable to the said Managing Director.

RESOLVED FURTHER THAT all other terms and conditions of the original appointment will remain unchanged.”

8. To consider, and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT subject to the provisions of the Companies Act, 1956, Schedule XIII, the remuneration payable to Mr. Sanjay Mardia, Executive Chairman of the Company shall be revised and the same shall be payable with effect from 1st April 2010 as follows:

**A. REMUNERATION AND PERQUISITES**

- a) Salary: Rs.4,00,000/- per month effective from 1st April 2010.
- b) Commission: 3.33% p.a. of the Net Profit calculated u/s 349 of the Companies Act, 1956 less the total salary paid during the financial year.
- c) The Company shall reimburse from time to time all expenses that he may be required to incur in the course of performance of duties as Executive Chairman of the Company.

**B. MINIMUM REMUNERATION**

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary shall be treated as Minimum Remuneration under the provisions of Section II of Part II of Schedule XIII.





In addition to the above, the Executive Chairman shall also be entitled to the following perquisites, which shall not be included in the computation of the ceiling on remuneration:

- a) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961,
- b) Gratuity payable at the rate not exceeding half a month's salary for each completed year of service and
- c) Encashment of leave at the end of the tenure.

**C. POWERS OF THE BOARD TO DECIDE THE REMUNERATION**

Notwithstanding anything stated herein above, where in any financial year, there are no profits or inadequate profits, the Board is empowered to decide not to pay any commission or to reduce the commission mentioned in paragraph "A" above to any amount they consider reasonable in the circumstances of case. The Board's power in this behalf are absolute and if so exercised by the Board before the end of the financial year or before the accounts are passed by the Annual General Meeting will override the provisions for commission set out above and no commission or reduced commission as the case may be, will accrue and become payable to the said Executive Chairman.

RESOLVED FURTHER THAT all other terms and conditions of the original appointment will remain unchanged."

9. To consider, and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution.

"RESOLVED THAT subject to the provisions of the Companies Act, 1956, Schedule XIII, the remuneration payable to Mr. Atul Mardia, Whole-time Director designated as an Executive Director of the Company shall be revised and the same shall be payable with effect from 1st April 2010 as follows:

**A. REMUNERATION AND PERQUISITES**

- a) Salary: Rs.4,00,000/- per month effective from 1st April 2010.
- b) Commission: 3.33% p.a. of the Net Profit calculated u/s 349 of the Companies Act, 1956 less the total salary paid during the financial year.
- c) The Company shall reimburse from time to time all expenses that he may be required to incur in the course of performance of duties as a Whole-time Director designated as an Executive Director of the Company.

**B. MINIMUM REMUNERATION**

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary as provided above shall be treated as minimum remuneration under provisions of Section II of Part II of Schedule XIII.

In addition to the above, the Whole-time Director designated as an Executive Director shall also be entitled to the following perquisites, which shall not be included in the computation of the ceiling on remuneration;

- a) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961,
- b) Gratuity payable at the rate not exceeding half a month's salary for each completed year of service and
- c) Encashment of leave at the end of the tenure.

**C. POWERS OF THE BOARD TO DECIDE THE REMUNERATION**

Notwithstanding anything stated herein above, where in any financial year, there are no profits or inadequate profits, the Board is empowered to decide not to pay any commission or to reduce the commission mentioned in paragraph "A" above to any amount they consider reasonable in the circumstances of case. The Board's power in this behalf are absolute and if so exercised by the Board before the end of the financial year or before the accounts are passed by the Annual General Meeting will override the provisions for commission set out above, and no commission or

reduced commission as the case may be, will accrue and become payable to the said Whole-time Director designated as Executive Director.

RESOLVED FURTHER THAT all other terms and conditions of the original appointment will remain unchanged.”

By order of the Board,

Payal Tibrewala  
Company Secretary

Place: Mumbai  
Date: 28th May 2010

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 ANNUAL 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.**
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, 8th July 2010 to Monday, 12th July 2010. (Both days inclusive).
4. 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 2010, 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.