

# MANDSAUR FERRO ALLOYS LIMITED

Reg. Office: Botalganj, Mhow-Neemuch Road, Mandsaur, Madhya Pradesh 458001.

## ANNUAL REPORT 2009-2010

### BOARD OF DIRECTORS

Mr. Suneel Parekh  
Mr. Navneet Parekh  
Mr. Vinod .K.Jain  
Mr. Pankaj Jain  
Mr. Padamchand Dhoot  
Ms. Vidya Chalke  
Mr.Santosh Mohite  
Mr. Ramavtar Shekhavat  
Mr. Vijay Pandhere  
Mr. Brijesh Mourya

### AUDITORS

M/s Pankaj Rathi & Associates

### REGISTERED OFFICE


Botalganj, Mhow-Neemuch Road,  
Mandsaur, Madhya Pradesh 458001

### FINANCIAL YEAR

2009-2010

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*Certified true copy*  


## **MANDSAUR FERRO ALLOYS LIMITED**

Reg. Office: Botalganj, Mhow-Neemuch Road, Mandsaur, Madhya Pradesh 458001.

### **NOTICE**

Notice is hereby given that the **ANNUAL GENERAL MEETING** of the Members of **MANDSAUR FERRO ALLOYS LIMITED** will be held on **Saturday, 25th September 2010** at the Registered Office of the Company at 146, Botalganj, Mhow-Neemuch Road, Mandsaur, Madhya Pradesh 458001 at **11.00 a.m.** to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Accounts for the year ended 31st March, 2010 together with the Report of the Board of Directors and Auditors' thereon.

#### **SPECIAL BUSINESS:**

2. To consider and if thought fit, to pass with or without modification(s), the following as an Ordinary Resolution

“RESOLVED THAT the vacancy caused by the retirement by rotation of Shri Vinod .K.Jain who has not sought re-appointment, be not filed in at this meeting and any adjournment thereof.”

3. To consider and if thought fit, to pass with or without modification(s), the following as an Ordinary Resolution

“RESOLVED THAT the vacancy caused by the retirement by rotation of Shri Navneet Parikh who has not sought re-appointment, be not filed in at this meeting and any adjournment thereof.”

4. To consider and if thought fit, to pass with or without modification(s), the following as an Ordinary Resolution

“RESOLVED THAT the vacancy caused by the retirement by rotation of Shri Suneel Parekh who has not sought re-appointment, be not filed in at this meeting and any adjournment thereof.”

5. To consider and if thought fit, to pass with or without modification(s), the following as an Ordinary Resolution

“RESOLVED THAT the vacancy caused by the retirement by rotation of Shri Pankaj Jain who has not sought re-appointment, be not filed in at this meeting and any adjournment thereof.”

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



**“RESOLVED THAT** pursuant to provisions of Regulation 12 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (hereinafter referred to as the "Takeover Regulations") and subject to the provisions of the Companies Act, 1956, (including any statutory modification(s) or re-enactment thereof for the time being in force), Securities Contracts (Regulation) Act, 1956 and the Rules framed there under, Listing Agreements, and all other applicable rules, regulations, and guidelines and subject to the approval, consent, permission or sanction of the Securities and Exchange Board of India, Stock Exchanges where the shares of the Company are listed and any other appropriate authorities, institutions or regulators as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by any authority while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution), consent of the members be and is hereby accorded for change in control and management of the Company from the existing persons in control to Shri. Padamchand Bhanwarlal Dhoot and Smt. Vidya Chalke and Shri Santosh Mohite who will be inducted as Directors in the Board and Board of Directors of the Company be and is hereby authorized to do all such acts and deeds as may be required in this connection".

"RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to dispense with the requirement of making the Public Announcement and Open Offer for Shares by the new incumbents under the SEBI ( Substantial Acquisition of Shares and Takeovers) Regulations, 1997 as amended, as provided in Regulation 12 of the said Regulations."

7. To consider and if thought fit, to pass with or without modification(s), the following as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to provisions of Section 224, 225 and other applicable provisions, if any, of the Companies Act, 1956, including any statutory modifications or any amendments or any substitution or re-enactment thereof for the time being in force, M/s. S.C.Agarwal & Associates, Chartered Accountants be and are hereby appointed as a Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting of the Company in place of M/s. Pankaj Rathi & Associates, Chartered Accountants, the retiring Auditors of the Company, who expressed their unwillingness to be re-appointed as a Statutory Auditors of the Company on their retirement at this Annual General Meeting, on such remuneration as may be fixed by the Board of Directors and Auditors mutually .”

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

**“RESOLVED THAT** pursuant to provisions of Section 21 and other applicable provisions, if any, of the Companies Act, 1956, including any statutory modifications or any amendments or any substitution or re-enactment thereof for the time being in force, and subject to approval of Central Government, the name of the Company be changed from

‘MANDSAUR FERRO ALLOYS LIMITED’ to ‘PBD ENTERPRISE LIMITED’ or any other name as may be approved by the Registrar of Companies.”

**“RESOLVED FURTHER THAT** the name “MANDSAUR FERRO ALLOYS LIMITED” wherever it occurs in the Memorandum and Articles of Association of the Company and all other documents/papers etc. be substituted by the name “PBD ENTERPRISE LIMITED or any other name as may be approved by the Registrar of Companies”

**“RESOLVED FURTHER THAT** Shri. Padamchand B. Dhoot and / or Ms. Vidya Chalke, Directors, be and are hereby jointly / severally authorised, empowered and directed on behalf of the Company to sign necessary forms and documents in connection with the above change of name to be filed with Registrar of Companies, Madhya Pradesh and any other statutory authority and to do all such acts, deeds or things as may be required towards change of name and to complete all procedural formalities incidental and ancillary thereto.”

**“RESOLVED FURTHER THAT** Shri Padamchand B. Dhoot or Ms. Vidya Chalke, Directors of the Company be and hereby are authorised to do all such formalities, affix signature, execute documents, appear before any authority, regarding change of name of the Company.”

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** Mr. Padamchand B. Dhoot, who was appointed by Board of Directors as an Additional Director with effect from 9<sup>th</sup> June, 2010 and who by virtue of the provisions of Section 260 of the Companies Act, 1956, holds office upto the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under the provisions of Section 257 of the Companies Act, 1956, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company,”

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** Ms. Vidya Chalke, who was appointed by Board of Directors as an Additional Director with effect from 9<sup>th</sup> June, 2010 and who by virtue of the provisions of Section 260 of the Companies Act, 1956, holds office upto the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under the provisions of Section 257 of the Companies Act, 1956, proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

11. To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** Mr. Santosh Mohite, who was appointed by Board of Directors as an Additional Director with effect from 9<sup>th</sup> June, 2010 and who by virtue of the provisions of



Section 260 of the Companies Act, 1956, holds office upto the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under the provisions of Section 257 of the Companies Act, 1956, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

12. To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** Mr. Ramavtar Shekhavat, who was appointed by Board of Directors as an Additional Director with effect from 17<sup>th</sup> August, 2010 and who by virtue of the provisions of Section 260 of the Companies Act, 1956, holds office upto the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under the provisions of Section 257 of the Companies Act, 1956, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

13. To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** Mr. Vijay Pandhere, who was appointed by Board of Directors as an Additional Director with effect from 17<sup>th</sup> August, 2010 and who by virtue of the provisions of Section 260 of the Companies Act, 1956, holds office upto the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under the provisions of Section 257 of the Companies Act, 1956, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

14. To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** Mr. Brijesh Maurya, who was appointed by Board of Directors as an Additional Director with effect from 17<sup>th</sup> August, 2010 and who by virtue of the provisions of Section 260 of the Companies Act, 1956, holds office upto the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under the provisions of Section 257 of the Companies Act, 1956, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

15. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 94(1)(a) and the other applicable provisions, if any, of the Companies Act, 1956, including any statutory modifications or any amendments or any substitution or re-enactment thereof for the time being in force, the Authorised Share Capital of the Company be and is hereby increased from 4,25,00,000/- (Rupees Four Crores Twenty Five Lakhs only) consisting 42,50,000/-

(Forty Two Lakhs Fifty Thousand) Equity Shares of ` 10/- (Rupees Ten only) each to ` 10,00,00,000/- (Rupees Ten Crores only) consisting 1,00,00,000 (One Crore) Equity Shares of ` 10/- (Rupees Ten only) each."

16. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to provisions of Section 16 and other applicable provisions, if any, of the Companies Act, 1956, including any statutory modifications or any amendments or any substitution or re-enactment thereof for the time being in force, Clause V A. of Memorandum of Association of the Company be substituted as under :

V. The Authorised Share Capital of the Company is ` 10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore) Equity Shares of ` 10/- (Rupees Ten only) each."

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

**"RESOLVED THAT** pursuant to provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956, including any statutory modifications or any amendments or any substitution or re-enactment thereof for the time being in force, existing Article No. 3 of Articles of Association be and is hereby deleted and substituted by the following Article numbered as 3

3. The Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crore Only) divided into divided into 1,00,00,000 (One Crore) Equity Shares of ` 10/- (Rupees Ten only) each with the power to increase or reduce the share capital with the rights, privileges and conditions attaching thereto as are provided by the Articles of Association of the Company for the time being, in force, with the power to divide the share in the share capital of the time being into Equity Share Capital and to attach thereto any such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 1956 or statutory modification thereof or provided by the articles of Association of the Company for the time being."

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

**"RESOLVED THAT** pursuant to the provisions of Section 198, 269, 309 and other applicable provisions, if any of the Companies Act, 1956 read with Schedule XIII of the said Act, (including any statutory modification(s), or re-enactment thereof for the time being in force), the consent of the members of the Company be & is hereby accorded to the appointment of Shri. Padamchand Bhanwarlal Dhoot as a Managing Director of the



Company for a period of 3 (Three) years with effect from 17th August, 2010 and authorized to exercise substantial powers of management subject to superintendence, control and direction of Board of directors on the following terms and conditions:

**1) Remuneration:**

He will draw remuneration as decided by the Board of Directors from time to time, subject to the limits as prescribed under the Companies Act, 1956 and any approval of any regulatory Authority, as may be required.

**2) Termination:**

Both the parties shall be entitled to terminate the above appointment by giving one month notice.

**FURTHER RESOLVED THAT** notwithstanding anything contained herein above where, if in any financial year during the term of employment of Shri. Padamchand Bhanwarlal Dhoot, the Company does not earn any profits or earns inadequate profits, unless otherwise approved by the Central Government, the remuneration, if any shall be paid as per the monetary ceiling prescribed in the Schedule XIII to the Companies Act, 1956 or any statutory modification or re-enactment from time to time in force.

“RESOLVED FURTHER THAT, Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters ancillary and / or incidental thereto.”

19. To declare the result in general meeting in respect of the following Special Resolution required to be transacted through Postal Ballot:

“**RESOLVED THAT** pursuant to provisions of Regulation 12 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (hereinafter referred to as the "Takeover Regulations") and subject to the provisions of the Companies Act, 1956, (including any statutory modification(s) or re-enactment thereof for the time being in force), Securities Contracts (Regulation) Act, 1956 and the Rules framed there under, Listing Agreements, and all other applicable rules, regulations, and guidelines and subject to the approval, consent, permission or sanction of the Securities and Exchange Board of India, Stock Exchanges where the shares of the Company are listed and any other appropriate authorities, institutions or regulators as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by any authority while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution), consent of the members be and is hereby accorded for change in control and management of the Company from the existing persons in control to Shri. Padamchand Bhanwarlal Dhoot and Smt. Vidya Chalke and Shri Santosh Mohite who will be inducted as Directors in the Board and Board of Directors of the Company be and is hereby authorized to do all such acts and deeds as may be required in this connection".

"RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to dispense with the requirement of making the Public Announcement and Open Offer for Shares by the new incumbents under the SEDI ( Substantial Acquisition of Shares and Takeovers) Regulations, 1997 as amended, as provided in Regulation 12 of the said Regulations."

20. To declare the result in general meeting in respect of the following Special Resolution required to be transacted through Postal Ballot:

**"RESOLVED THAT** pursuant to provisions of Section 17 and other applicable provisions, if any, of the Companies Act, 1956 (including any rule(s), regulation(s) or re-enactment(s) thereof for the time being in force) and in accordance with the relevant provisions of Memorandum and Articles of Association of the Company and subject to the confirmation of the Hon'ble, Company Law Board, Mumbai Bench and such other necessary consents, approvals, sanctions and / or permissions, as may be required from various authorities, bodies, the consent of the Members be and is hereby accorded to shift the Registered Office of the Company from State of Madhya Pradesh to State of Maharashtra, and the existing Clause - II of the Memorandum of Association of the Company be and is hereby altered by substituting the following new Clause in the Memorandum of Association of the Company in its place and stead :

- II. The Registered Office of the Company will be situated in the State of Maharashtra, within the Jurisdiction of Registrar of Companies, Maharashtra, Mumbai.'

**RESOLVED FURTHER THAT** on obtaining confirmation from the Hon'ble Company Law Board, Registered Office of the Company be shifted from the State of Madhya Pradesh to State of Maharashtra.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to take necessary steps to obtain confirmation of the Company Law Board in respect of aforesaid alteration of Clause II of the Memorandum of Association of the Company and to agree to such modification, terms and conditions with reference thereto as may be directed by the Company Law Board and to do such acts and deeds as may be required for the same purpose."

21. To declare the result in general meeting in respect of the following Special Resolution required to be transacted through Postal Ballot:

**"RESOLVED THAT** pursuant to the provisions of Sections 17, 192A and other applicable provisions, if any, of the Companies Act, 1956 (including the statutory modifications or re-enactments thereto for the time being in force), and in accordance with the relevant provisions of Memorandum and Articles of Association of the Company, and subject to the such approvals, consents, sanctions, permissions and / or confirmations, if any, as may be necessary in this regard from appropriate authorities, the Clause III the Memorandum of Association of the Company pertaining to the objects of the Company be altered as follows :



➤ The existing clauses numbering 1 and 2 be deleted and in its place the following clauses be inserted :

1. To carry on in India or elsewhere the business of buying, selling, reselling importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing and to act as broker, trader, agent, C & F agent, shipper, commission agent, distributor, representative, franchiser, consultant, collaborator, stockist, liasioner, job worker, export house of goods, merchandise and services of all grades, specifications, descriptions, applications, modalities, fashions, including by-products, spares or accessories thereof, on retail as well as on wholesale basis.
2. To erect, build, construct, maintain, alter, extend, enlarge, purchase and sell, pull, down remove or replace, improve or develop and to work, manage and controls any buildings, chawls, offices, factories, mills, foundaries, refineries, furnaces, godowns, warehouses, shops machineries, engines, roadways or other means of transport, sidings bridges, tanks, water courses, water systems wharves, electrical works, gas works or works operated by any other kind of power and also such other machinery equipment conveyances works and conveniences to subsidise, contribute to or otherwise assist or take part in doing any of these things and / or to join with any other person or Company or with any Government or Governmental Authority in doing of these.

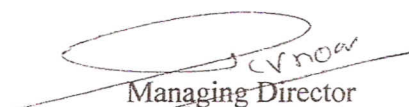
**RESOLVED FURTHER THAT** pursuant to the provisions of Section 149(2A) and other applicable provisions, if any, of the Companies Act, 1956 and in accordance with the relevant provisions of Memorandum and Articles of Association of the Company and subject to such approvals, consents, sanctions and/or permissions as may be necessary from the appropriate authorities, the approval of the members of the Company be and is hereby accorded for the commencement and carrying on all or any of the new business and activities as included in the Object Clause of the Company as amended above, at such time or times as the Board may deem fit and proper.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to take necessary steps in respect of aforesaid alteration of Clause III of the Memorandum of Association of the Company and to agree to such modification, terms and conditions with reference thereto as may be directed by the prescribed authorities and to do such acts and deeds as may be required or considered necessary or incidental thereto to give effect to this resolution as it may, in its absolute discretion deem necessary or desirable.”

By Order of the Board

For **MANDSAUR FERRO ALLOYS LIMITED**

Place : Mumbai  
Date: 17<sup>th</sup> August, 2010

  
Managing Director

**NOTES:**

- a) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- b) Proxies in order to be effective, should reach duly completed, stamped and must be deposited at the registered office of the Company not less than 48 hours before the meeting.
- c) Explanatory Statement pursuant to the provisions of the Section 173 (2) of the Companies Act, 1956 in respect of special business under Item no. 2 to 18 is annexed herewith.
- d) All the documents referred to in the accompanying notice and explanatory statement are open for inspection at the Registered Office of the Company during the office hours on all working days upto the last date of receipt of postal ballot / Annual General Meeting as the case may be between 11.00 a.m. and 1.00 p.m.
- e) As per the requirements of Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot), Rules, 2001, in respect of item No. 19 to 21 of the Notice, the Company seeks approval of its members by way of Postal Ballot notice, and forms for which are dispatched separately to all the members entitled to receive the same. The members are requested to send their assent / dissent within time specified.
- f) The Register of Members and transfer register will remain closed from 19<sup>th</sup> September, 2010 to 24<sup>th</sup> September, 2010 (both days inclusive).
- g) Details required under Clause 49 of the Listing Agreement entered with the Stock Exchanges in respect of Directors seeking appointment / re-appointment at the Annual General Meeting, are given in the relevant section of the Corporate Governance Report included in the Annual Report.
- h) Members are hereby informed that in terms of the provisions of Section 205A of the Companies Act, 1956, dividend not encashed or claimed within seven years from the date of its transfer to the unpaid dividend account, will be transferred to Investor Education & Protection Fund established by the Central Government. In terms of the provisions of Section 205C of the Companies Act, 1956, no claim shall lie against the Company or said fund after the said transfer.
- i) Members attending the meeting are requested to bring with them the Attendance Slip attached to the Annual Report duly filled in and signed and handover the same at the entrance of the Office.
- j) Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 109A of the Companies Act, 1956, are requested to send their requests in Form 2B to the Registrar and Transfer Agent of the Company. The Nomination Form with instructions will be available at the Registered Office of the Company.
- k) Corporate Members are requested to send to the Company, a duly certified copy of the Board Resolution authorising their representative to attend and vote at the Annual General Meeting.
- l) Information required under Clause 49 IV G of the Listing Agreements (relating to Corporate Governance) with respect to the Directors who are retiring by rotation and being eligible seeking re-appointment and Director seeking appointment is covered in the Corporate Governance Chapter.