

REPORT ON CORPORATE GOVERNANCE

1. The Company's Philosophy on Corporate Governance

The Board of Directors and Management believe in adopting and practicing principles of good Corporate Governance with a view to :-

- Safeguard shareholders' interest through sound business decisions, prudent financial management and high standard of business ethics: and
- Achieve transparency, accountability and integrity in the dealings and transactions of the Company.

2. Board of Directors

(i) Composition :-

The Board of Directors comprises of six Directors as under:-

Name of Director	Promoter Group Brief Particulars	Category
1. Shri V.K. Sureka	He is a graduate and an Industrialist having 40 years' experience in the Steel Industry. He joined the Board as promoter director w.e.f. 31 st December, 1992.	Executive
2. Shri N.K. Sureka	He is an Industrialist having 19 years' experience in the Steel Industry and joined the Board as Promoter director w.e.f. 29 th July, 1997.	Executive
3. Shri K.M.Pai	He is B.E.(Mech.) and having 23 years working experience in Gas Plant He joined the Board as Promoter director w.e.f. 14 th May, 2011.	Executive
Independent		
4. Shri Mohan Lal	He is in service having 29 years' working experience in Steel Industry and joined the Board as an independent director w.e.f. 1 st December, 2003.	Non-executive
5. Shri Vijay Kumar Gupta	He is in business having 24 years experience in Steel Industry. He joined the Board as an independent director w.e.f. 30 th July, 2008.	Non-executive
6. Shri O.P. Bhardwaj	He is B.Com. (Honours) having 31 years working experience in the Pipe Industry. He joined the Board as an independent director w.e.f. 9 th April, 2012.	Non-executive

(ii) Board Meetings and attendance

Twenty Board Meetings were held during the financial year ended on 31st March, 2012 and the gap between two Board Meetings did not exceed four months.

The dates on which Board meetings were held are as follows :-

Sr.No.	Date of Meeting	Board strength	No. of Directors Present
1.	08.04.2011	6	3
2.	23.04.2011	6	3
3.	14.05.2011	6	3
4.	25.05.2011	6	3
5.	30.05.2011	6	3
6.	24.06.2011	6	3
7.	07.07.2011	6	3
8.	12.07.2011	6	3
9	11.08.2011	6	3
10	23.09.2011	6	2
11	08.10.2011	6	2
12	22.10.2011	6	2
13	14.11.2011	6	3
14.	22.11.2011	6	2
15	09.01.2012	6	2
16	16.01.2012	6	2
17	20.01.2012	6	3
18	13.02.2012	6	3
19	17.03.2012	6	2
20.	20.03.2012	6	3

(iii) Attendance of each Director at the Board meetings and last Annual General Meeting (AGM) and the number of Companies and committees where he is Director/Member.

Name of Director	Category of Directorship	Number of Board Meetings Attended	Attendance at the Last AGM held on 29.07.11	Number of Directorships in other public Ltd. Companies	Number of committee positions held in other Companies
Shri V.K. Sureka	Executive	07	Yes	2	-
Shri N. K. Sureka	Executive	07	No	2	1
**Shri K. M.Pai	Executive	06	No	3	3
*Shri A. K. Sureka	Executive	Nil	No	2	1
*Shri O.P. Bhardwaj	Non-executive	01	No	4	2
Shri Mohan Lal	--do--	15	No	4	5
Shri Vijay Kumar Gupta	-do-	05	Yes	1	1
**Shri Hemant Venkataramani Lalithraj	Non-executive	02	No	0	0

*ceased to be director w.e.f. 14.05.2011

**appointed to be director w.e.f. 14.05.2011

3. Audit Committee

The Board constituted an Audit Committee in accordance with the code of Corporate Governance. This Committee consisted of three non-executive directors, Shri O.P. Bhardwaj, Shri Mohan Lal and Shri Vijay Kumar Gupta with Shri O. P. Bhardwaj as its Chairman upto 14.05.2011 when Shri O. P. Bhardwaj ceased to be director by resignation and Shri Hemant Venkataramani Lalithraj was appointed in his place and Shri Mohan Lal was appointed as Chairman.

- (i) The terms of reference of the Audit Committee are as per the guidelines set out in clause no. 49 of the listing agreement with the Calcutta Stock Exchange where the shares of the Company are listed.
- (ii) The Audit Committee had five Meetings during the financial year 2011-12 ended on 31st March, 2012 as per details thereof and the names of Directors who attended the said meetings, are as under:-

Details of the Audit Committee Meetings held during the financial year 2011-12 and attended by the Directors:-

Name of Director	Date of Meeting				
	30.05.11	24.06.11	11.08.11	14.11.11	13.02.12
Shri Mohan Lal	Yes	Yes	Yes	Yes	Yes
Shri Hemant Venkataramani Lalithraj	Yes	No	Yes	No	No
Shri Vijay Kumar Gupta	NA	Yes	No	Yes	Yes

4. Remuneration Committee

The Remuneration Committee consisting of three non-executive directors namely S/Shri O. P. Bhardwaj, Mohan Lal and Vijay Kumar Gupta with Sh. O. P. Bhardwaj as its Chairman duly constituted by the Board of Directors was in existence upto 14.05.2011 when Shri O.P. Bhardwaj ceased to be its member and Chairman and Shri Hemant Venkataramani Lalithraj took over from him the membership as well as chairmanship. However, the Committee did not have any meeting during the year under report as there was no business to transact.

5. Remuneration Policy

No remuneration other than sitting fees of Rs. 250/- for attending Board Meeting is paid to each of non-executive directors.

As regards payment to executive directors Shri V.K. Sureka as Managing Director and Shri N. K. Sureka as Director (Finance & Works) for the financial year 2011-12 ended on 31st March, 2012 was concerned, the same was made to them @ Rs 80,000/- and Rs.70,000/- plus perquisites per month respectively whereas Shri K. M. Pai, as Director (Marketing) was paid Rs.54,000/- per month w.e.f.14th May, 2011 as remuneration plus perquisites in accordance with Schedule XIII of the Companies Act, 1956. Details of remuneration paid/payable to the Directors during the financial year 2011-12 ended on 31st March, 2012 are as under:-

- (i) Sitting fees paid to Directors for meetings of the Board :-

Name of Director	Amount (Rs.)
Shri O.P. Bhardwaj	250/-
Shri Mohan Lal	3750/-
Shri Vijay Kumar Gupta	1250/-
Shi Hemant Venkataramani Lalithraj	500/-

Total :	5750/-

(ii)	Remuneration paid to Managing Director, Shri V. K. Sureka :-	
	a) Salary for twelve months of 2011-12 (April,2011 to March,2012)	Rs. 9,60,000/-
	b) Provident Fund Contributions	Rs. 1,15,200/-
	c) Perquisites	Rs. 40,385/-

	Total :	Rs. 11,15,585/-

(iii)	Remuneration paid to Director (Finance & Works), Shri N.K. Sureka :-	
	a) Salary for twelve months of 2011-12 (April, 2011 to March,2012)	Rs. 8,40,000/-
	b) Provident Fund Contributions	Rs. 1,00,800/-
	c) Perquisites	Rs. 5,43,665/-

	Total :	Rs. 14,84,465/-

(iv)	Remuneration paid to Director (Marketing) Shri K. M. Pai :-	
	a) Salary for the year 2011-12 (14 th May,2011 to 31 st March,2012)	Rs. 5,64,387/-
	b) Provident Fund Contributions	Rs. 8,580/-
	c) Perquisites	Rs. 24,554/-

	Total :	Rs. 5,97,521/-

6. Code of Conduct for the Directors & Senior Managerial Personnel

In compliance to the provisions of Clause 49 of the Listing Agreement, the Board has laid down a code of Conduct for all the Board Members and Senior Managerial Personnel and all Board Members and Senior Managerial Personnel have affirmed compliance of code of conduct as on 31st March, 2012 and a declaration to that effect duly signed by the Managing Director is attached and forms part of this report.

7. Investors'/ Shareholders' Grievance Committee

This Committee was constituted in accordance with the code of Corporate Governance, with a view to redress shareholders'/ investors' complaints etc. relating to delay in transfer of shares, demat, non-receipt of annual accounts, delays in balance sheet, split, duplicate, transmission, etc. of the shares issued by the Company. This Committee consisted of two Non-executive directors namely Shri Mohan Lal and Shri O.P. Bhardwaj upto 14.05.2011 when Shri O. P. Bhardwaj ceased to be a director from whom Shri Hemant Ventakaramani Lalithraj took over, with Shri Mohan Lal as Chairman.

Shri Mohan Lal has been nominated as the Compliance Officer.

Number of pending transfers	Nil
Number of Shareholders' Complaints received	Nil
Number of Complaints Not solved.	Nil

8. General Body Meetings

Details of Location and time of holding of last three AGMs

AGM for the financial year ended	Venue	Date	Time
2008-2009 29 th AGM	Room No.107, 1 st Floor, Anand Jyoti Building, 41, Netaji Subhas Road, Kolkata-700001	12.09.2009	2.00 P.M.
2009-2010 30 th AGM	Room No.107, 1 st Floor, Anand Jyoti Building, 41, Netaji Subhas Road, Kolkata-700001	20.08.2010	2.00 P.M.
2010-2011 31 st AGM	Room No.107, 1 st Floor, Anand Jyoti Building, 41, Netaji Subhas Road, Kolkata-700001	29.07.2011	2.00 P.M.

9. Brief Resume of Directors seeking re-appointment

(i). Shri Vijay Kumar Gupta :-

Shri Vijay Kumar Gupta is in business having 24 years experience in Steel Industry. He was appointed as an independent director of the company on 30th July, 2008. He is liable to retire by rotation at the ensuing Annual General Meeting and, being eligible, offers himself for re-appointment.

10. Disclosure:

(a) Materially Significant related party transactions

During the period, no transaction of material nature, had been entered into by the Company with the management or their relatives that may have potential conflict with the interests of the Company.

(b) Details of non-compliance by the company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

There was no instance of penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority as well as non-compliance of any matter related to the capital markets during the last three years.

11. Means of Communication

The quarterly and yearly results are published in English in widely circulating "The Financial Express" and in Bengali in "Kalantar" from Kolkata.

12. General Shareholder information

AGM : Date, time and venue	32 nd AGM to be held on Saturday, the 22 nd September, 2012 at 2.00 PM at Anand Jyoti Building, Room No.107, 1 st Floor, 41, Netaji Subhas Road, Kolkata – 700 001
<ul style="list-style-type: none">Financial Calendar (Tentative)	
Results for quarter ending June 30, 2012	14 th August, 2012
Results for quarter ending September 30, 2012	14 th November, 2012
Results for quarter ending December 31, 2012	14 th February, 2013
Results for quarter ending March 31, 2013	15 th May, 2013
<ul style="list-style-type: none">Date of Book Closure	Wednesday, the 19 th September, 2012 to Saturday, the 22 nd September, 2012 (both days inclusive)
Stock Code – Physical	10023114 on Calcutta Stock Exchange
Demat ISIN Number for NSDL and CDSL.	INE150D01019.
<ul style="list-style-type: none">High/low of market price of the Company's shares traded on the Stock Exchange during the financial year ended 31st March, 2011	The shares have not been traded during the financial 2010-11. The last quoted price was of Rs.3.50 per Share as per transactions on Calcutta Stock Exchange on 3 rd March, 2000.
<ul style="list-style-type: none">Registrar & Transfer Agents	M/s.Beetal Financial & Computer Services (P) Ltd., BEETAL HOUSE, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukh Dass Mandir, New Delhi-110062 Phone No. 29961281 (6 Lines) Fax No. 29961284
<ul style="list-style-type: none">Share Transfer System	All the transfers received are processed by the Registrar and Share Transfer Agent. Share Transfers are registered and returned within a maximum of 30 days from the date of lodgment if documents are complete in all respect. In case the shares are transferred through Demat mode, the procedure is adopted as stated in Depositories Act, 1996.

• Share holding pattern as on 31-03-2012

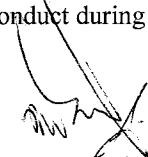
Category	No. of Shares	Percentage
Promoters	98,99,520	74.32
Persons acting in concert	-	-
Mutual Funds and UTI	-	-
Banks, Financial Institution & Insurance Companies.	-	-
FII's	-	-
Private Corporate Bodies	-	-
Indian Public	34,20,480	25.68
NRI's/ OCBs	-	-
Total	1,33,20,000	100.00

• Distribution of shareholding as on 31st March, 2012.

No. of Shares		Folios		Amount	
From	To	Number	% to Total	Rs.	% to Total
(1)	(2)	(3)	(4)	(5)	(6)
1	- 500	419	79.81	4,46,850	0.34
501	- 1000	15	2.86	1,06,500	0.08
1001	- 2000	16	3.05	2,14,500	0.16
2001	- 3000	06	1.14	1,60,500	0.12
-	-	-	-	-	-
3001	- 4000	-	-	-	-
4001	- 5000	02	0.38	93,000	0.07
5001	- 10000	05	0.95	2,70,000	0.20
10001	to above	62	11.81	13,19,08,650	99.03
Total		525	100.00	13,32,00,000	100.00

Declaration of Managing Director

The Code of Conduct for the Directors and the Senior Managerial Personnel was adopted by the Board of Directors. All the Board Members and Senior Managerial Personnel have affirmed that they have complied with the code of conduct during the financial year ended on 31st March, 2012.


N .K. Sureka
Managing Director

Kolkata
Dated : 28.08.2012

SALARPURIA & PARTNERS

CHARTERED ACCOUNTANTS

AUDITORS' CERTIFICATE

To the Members of
Mauria Udyog Limited

We have examined the compliance of conditions of Corporate Governance by Mauria Udyog Limited, for the year ended on 31st March, 2012, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the Company for ensuring compliance with the conditions of the certificate of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.


In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we state that the Shareholders/Investor Grievance Committee has maintained records to show the investor grievances and certify that as at 31st March, 2012 there were no investor grievances remaining unattended/pending for more than 30 days.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Salarpuria & Partners
Chartered Accountants
(Firm Registration No.302113E)

Place: New Delhi
Date: 30th May, 2012


Kamal Kumar Gupta
Partner
M.No. 89190

