

MAURIA UDYOG LIMITED

NOTICE

Notice is hereby given that the 32nd Annual General Meeting of the Members of MAURIA UDYOG LIMITED will be held on Saturday, the 22nd September, 2012 at 2.00 P.M. at the Registered Office of the Company at Room No.107, 1st Floor, Anand Jyoti Building, 41, Netaji Subhas Road, Kolkata-700 001 to transact the following business:-

ORDINARY BUSINESS :

1. To receive, consider, approve and adopt the Accounts and Balance Sheet for the year ended 31st March, 2012 and the Reports of the Directors and Auditors thereon.
2. To appoint Director in place of Shri Vijay Kumar Gupta, who retires under Article 134 of the Articles of Association of the Company and, being eligible, offers himself for re-appointment.
3. To appoint Auditors for the current year and fix their remuneration.

SPECIAL BUSINESS :

A) To consider and, if thought fit, to pass with or without modifications, if any, the following Ordinary Resolutions :-

As an Ordinary Resolution .(i)

“Resolved that Shri C. P. Bhardwaj, who vacates office as an Additional Director under Section 260 of the Companies Act, 1956 at this meeting, be and is hereby appointed as a Director of the company whose period of office will be liable to determination by retirement of directors by rotation”.

As an Ordinary Resolution (ii)

“RESOLVED that pursuant to Section 198, 269, 309 and all other applicable provisions of the Companies Act, 1956 (Act) read with Schedule XIII of the said Act, the Company hereby accords its approval on the appointment of Shri N. K. Sureka as the Managing Director of the Company made by the Board of Directors with effect from 1st April 2012, who was earlier designated as Director (Finance & Works), not liable to retire by rotation, on a remuneration and perquisites not exceeding the limits prescribed under Part- II of Schedule XIII to the Companies Act, 1956 on the terms and conditions as approved by the Remuneration Committee, given herein below :-

1. Period of Appointment : Three Years with effect from 01-04-2012
2. Salary : Rs. 2,50,000/- per month.
(Scale 2,50,000/--10,000/-- 2,70,000/-)
3. Perquisites : (A) Contribution to provident Fund as applicable under the Provident Fund Act..
: (B) Gratuity @ half –a – month salary for each completed year of service.
: (C) Earned Leaves as per the Rules of the Company which will be encashable at the end of the tenure, if not availed of.

- : (D) Furnished residential accommodation and reimbursement of expenditure incurred on Gas, Electricity, Water & Furnishing.
- : (E) Reimbursement of actual medical expenses of self & family.

Further “ Resolved that in case of no profits or inadequacy of profits in any of the financial year of the currency of his tenure, the salary plus perquisites per month as stated here-in-above as minimum remuneration shall be paid to Shri N.K. Sureka not exceeding the limits as prescribed under Part-II of the Schedule XIII of the Companies Act, 1956.”

By Order of the Board of Directors
MAURIA UDYOG LIMITED

(N. K. SUREKA)
MANAGING DIRECTOR

ROOM NO. 107, 1ST FLOOR,
ANAND JYOTI BUILDING,
41, NETAJI SUBHAS ROAD,
KOLKATA-700001
(WEST BENGAL)

Date : 28/08/2012

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself. The proxy need not be a member of the Company. A Proxy form is attached herewith.
2. The Register of members and share transfer books of the Company will remain closed from Wednesday, the 19th September, 2012 to Saturday, the 22nd September, 2012 (both days inclusive).
3. Explanatory Statement as required under Section 173(2) of the Companies Act, 1956, is attached.
4. In terms of Notification issued by the Securities and Exchange Board of India, equity shares of the Company are under compulsory demat trading by all investors w.e.f. 21st March, 2000. Members are, therefore, advised to dematerialize their shareholding to avoid inconvenience, in future.
5. Since the Ministry of Corporate Affairs (MCA) has taken a Green Initiative in Corporate Governance by allowing paperless compliances by the companies through electronic mode, companies are now permitted to send various notices/documents to their shareholders through electronic mode to the registered e-mail address of the shareholders. The company, therefore, proposes to send all the documents to be sent to the shareholders including the General Meeting notices alongwith Audited Accounts and requisite reports thereon through electronic mode to all the shareholders on the e-mail address provided by them to the Company/ Depository/RTA. Please note that these documents will also be available on the Company's Website www.mauria.com for download by the shareholders.

EXPLANATORY STATEMENT

(Pursuant to Section 173 (2) of the Companies Act,1956,attached to the Notice dated 28th August, 2012 convening the 32nd Annual General Meeting)

Special Business :

Ordinary Resolution (i)

Shri O. P. Bhardwaj was appointed an Additional Director of the company on 09.04.2012 under Section 260 of the Companies Act, 1956 and he holds office till this Annual General Meeting but is eligible for re-appointment. The company has received a notice alongwith a deposit of Rs.500.00 as required under Section 257 of the Companies Act,1956 from a member notifying his intention proposing candidature of Shri O. P. Bhardwaj for the office of a director. He is B. Com.(Honours) having 31 years working experience in the Pipe Industry and joined the Board as an independent director w.e.f. 09.04.2012. Therefore, the Directors recommend the appointment of Shri O. P. Bhardwaj as a Director of the company. Except Shri O. P. Bhardwaj, no other Director is interested or concerned in the proposed Ordinary Resolution (i).

Ordinary Resolution (ii)

Shri N.K. Sureka, aged about 39 years is an industrialist having 19 years' experience in steel industry and joined the Board as Promoter Director w.e.f. 29th July, 1997. Shri Sureka was appointed as a wholtime Director and designated as Director (Finance & Works) w.e.f. 1st April,2000. Shri Sureka would not be liable to retire by rotation in terms of the Articles of Association of the Company. The remuneration as set out in the Resolution is in accordance with the provisions of Schedule-XIII to the Companies Act, 1956.

Shri N.K. Sureka has been awarded Niryat Shiromani Puraskar by the Indian Council of Small & Medium Exporter (ICSME) on 23.03.2007. Under his able leadership the Company won several awards viz. FIEO's Niryat Shree Bronze Trophy for its excellence in exports; EEPC INDIA Eastern Region awarded Export Excellence for Star Performer as large enterprise in the product group of Other Fabricated Metal Products, Excel Machinery & Equipments for its outstanding contribution to engineering exports during the year 2008-09 and 2009-10 which was received by Shri N.K. Sureka on 20.12.2011.

He holds 2267340 (17.02 %) Equity Shares of Rs. 10/-each of the Company as on the date of this Notice.

Nature of expertise in specific functional area-Finance & Works apart from excellence in overall Management

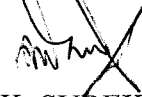
The Board of Directors considers that in view of the background and experience of Shri N.K. Sureka, it would be in the interest of the Company to appoint him as the Managing Director of the Company.

The Board therefore, recommends the Resolution under reference for the approval of shareholders.

Except Shri V. K. Sureka, being the father of Shri Navneet Kumar Sureka, no other director is interested or concerned in the proposed Ordinary Resolution(ii) referred to above.

The Notice read with Explanatory Statement should be considered as an abstract of the terms of appointment and payment of remuneration to Mr. N.K. Sureka as Managing Director and a memorandum as to the nature of the concern or interest of the Director as required under Section 302 of the Companies Act, 1956.

By Order of the Board of Directors
MAURIA UDYOG LIMITED



(N. K. SUREKA)
MANAGING DIRECTOR

ROOM NO..107, 1ST FLOOR,
ANAND JYOTI BUILDING,
41, NETAJI SUBHAS ROAD,
KOLKATA-700001
(WEST BENGAL)

Date : 28th August, 2012

REPORT OF DIRECTORS TO THE SHAREHOLDERS OF THE COMPANY

TO THE MEMBERS

Your Directors have the pleasure in presenting the 32nd Annual Report together with the Audited Accounts of the company for the year ended 31st March, 2012.

FINANCIAL RESULTS

The Financial Results for the year ended 31st March, 2012 are as under :-

Rs. in Lacs

	2011 – 12	2010 – 11
Gross Sales and Other Income	89711.88	79317.06
Gross Profit before Depreciation	1748.91	1454.33
Less : Depreciation	338.42	267.26
Profit before Tax	1410.49	1187.07
Provision for Tax	424.41	360.00
Profit after Tax	986.08	827.07
Adjustment for Deferred Tax Assets/(Liabilities)	46.91	38.29
Net Profit for the year	939.17	788.78

DIVIDEND

In order to conserve the financial resources of the company, the Board of directors have not recommended payment of dividend to the equity shareholders of the company for the financial year 2011-12 closed on 31st March, 2012.

FIXED DEPOSITS

The company has not accepted any deposits from public during the financial year under report and as such there were no fixed deposits outstanding as on 31st March, 2012.

CORPORATE GOVERNANCE

A detailed Report on Corporate Governance is given in “Annexure-A” to this report. The Auditors’ Certificate relating to compliance of the conditions of Corporate Governance, as stipulated in clause 49 of the listing agreement with the Calcutta Stock Exchange where the shares of the company are listed is also enclosed.

DIRECTORS

In pursuance of Article 134 of the Articles of Association of the Company, Shri Vijay Kumar Gupta retires by rotation and, being eligible, offers himself for re-appointment.

After the conclusion of 31st Annual General Meeting, Sh. Hemant Venkataramani Lalithraj resigned from the directorship of the company and the Board of Directors do place on record their appreciation for the valuable services rendered by Sh. Hemant Venkataramani Lalithraj during his tenure as a director of the company. Sh. O.P. Bhardwaj was appointed as an Additional Director who would act as Additional Director till the ensuing Annual General Meeting wherein a resolution for his appointment as a director would be placed for which a notice from a shareholder has been received indicating his intention to place the aforesaid resolution.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 217(2AA) of the Companies Act, 1956(here-in-after known the "Act"), it is hereby affirmed that :-

- a) in preparation of annual accounts, all applicable accounting standards have been followed.
- b) the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year under report and of the profit and loss of the Company for that period.
- c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- d) the Directors have prepared the annual accounts on a going concern basis.

MANAGEMENT DISCUSSION & ANALYSIS

OVERVIEW

MAURIA UDYOG LIMITED (MUL) is an ISO 9001:2008 company certified by BSI, accredited by UKAS. MUL is also certified for OHSAS:18001:2007 & ISO 14001:2004 by BSI for its Health Safety and Environmental Management Systems. We are a Govt. of India recognized TRADING HOUSE, for consistent export of our products to various parts of the world such as **UK, France, Poland, Spain, Denmark, Portugal, Australia, Angola, Tanzania, UAE, Bangladesh, Kenya, Sri Lanka, Maldives, Madagascar, Iraq, South Africa, Afghanistan, Oman, Bahrain, Ghana, Malta, Mauritania, Tunisia, Senegal, Mauritius, Libya, Congo, Nigeria, Mali, Cote'd'Ivoire, Zambia, Mozambique, Tchad, Cambodia, Guadeloupe, French Guyana, Martinique, Cameroon, Malawi, Benin, Togo, Sierra Leone, Cabo Verde, Netherland, South Korea, Nepal, etc.** MUL exports its products to practically every continent of the world. The manufacturing Works is situated at Faridabad, on the outskirts of New Delhi in the NCR region.

EXPOSURE TO EXPORTS OF LPG CYLINDERS

WELDED STEEL LPG CYLINDERS

Over the past 29 years MUL has produced the cylinders as per different international standards such as EN 1442, ISO 4706, SANS 4706, DOT 4BA, KS ISO 4706, ISO 22991, IS 3196, OS 120, NIS 69, AS 2469, AS 2470, SNI 1452, SLS 1178 and EN 13322-1. Customers such as BP, SHELL, TOTAL, BOC/LINDE, VITOGAZ and ADDAX & ORYX GROUP etc. to name but a few have enjoyed our international quality at an affordable price. We have installed rigorous standards with

modern equipment and a keen and well-trained workforce. We produce the cylinders from 4.0 litre (1.7 kgs. gas capacity) to 120.0 litre (50.0 kgs.) for LPG and other gases such as ammonia and refrigerants.

The company has made export sales during the financial year under report amounting to Rs.167.04 Crores against the export of Rs.82.25 Crores during the previous year which depicts a growth of 80% in exports during the current year in comparison to that of the previous year.

MISSION

We are committed to satisfy our customers by providing Quality Product which gives highest value for money.

We believe that employees are our most important asset through which we can reach the top in each category of our products and services. Therefore, we will emphasize on their continuous improvement through upgradation of relevant knowledge and training.

We commit ourselves to continuous growth, so as to fulfil the aspirations of our customers, employees and shareholders.

COMMITTED TO QUALITY

We don't just manufacture products, we create satisfaction. Eurospa has deployed extensive resources to ensure the optimum quality of its products. The reiterative tests, the microscopic adherence to quality and inspection, all ensures that all Eurospa products are of world-class quality. We treat each and every product as a challenge, and every achievement a reason to set new goals.

MUL apart from manufacturing of LPG Cylinders, Valves, Regulators, Disposable Cylinders, Mathyl Bromide Cylinders & Refilable Cylinders, being its main activity, has also undertaken the following :-

I. TERRY TOWEL DIVISION

The company undertakes manufacturing of terry towels in addition to cylinders. MUL has a top-of-the-line manufacturing facility to manufacture world-class terry towels as per the prevailing international standards.

Spread over 30,000 sq.ft., this unit boasts of an in-house and completely integrated infrastructure alongwith a talented pool of professionals from the textile industry.

The unit comprises of a modern facility and a weaving plant equipped with all the relevant machines. The ultra-modren Terry Towel Manufacturing Unit has the state-of-the-art technology sourced from Switzerland, Germany and Italy.

As reported last year that the Terry Towel Division has upgraded its plant & machinery by making additional investment amounting to Rs.5.30 Crores so to have better quality and increased production of the products, your directors are pleased to inform that the total turnover of the Terry Towel Division during the year under report has been at Rs.13.36 Crores in comparison to Rs.5.05 Crores during the previous year, thus, making a growth of approximately 165% over that of the last year.

ZERO DEFECT PRODUCTION IN TERRY TOWEL

Automatic Fabric Inspection machine has been installed to ensure that only zero defect fabric goes for production. To lend smooth velvet finish to the products, specialized shearing machines have been imported. The end product is also inspected by the finishing team for even minor defects, if any. The objective is to ship only those products which reflect MUL's unflinching commitment to quality.

II. CONSIGNMENT AGENCY

As reported earlier, the company has completed its 5th year as a consignment agent of Rashtriya Ispat Nigam Limited, a Govt. of India Undertaking.

III. READYMADE GARMENTS

Mauria Merchandise has apparel retail of Levis Denizen previously known as Levis Signature through its show-rooms in NCR cities viz. Delhi, Gurgaon & Mumbai. Mauria Merchandise has also made arrangements with Reliance trends Limited to market the above mentioned brand through their show-rooms situated in a number of towns in the States of Andhra Pradesh, Chhatisgarh, Delhi, Gujarat, Haryana, Jharkhand, Kerala, Karnataka, Maharashtra, Madhya Pradesh, Punjab, Rajasthan, Tamil Nadu & Visakhapatnam.

Mauria Merchandise has also traded in readymade garments during the year under review and has sold 2,80,157 pcs. of garments which were bought from the manufacturers. The management is hopeful to have a substantial increase in the sale of readymade garments in the days to come.

IV. INTERNATIONAL TRADING & MERCHANDISING

The company has carried on with domestic trading in agro- commodities such as soyabean meal, DOC, rice & cattle feed and international & domestic trading in metals such as steel, brass, zinc, copper, ferrous and non-ferrous scrap besides sale of land which was in stock in trade in the last year. This has further improved the liquidity position of the company and the company is hopeful to do better in the near future.

V. LPG CYLINDER ACCESSORIES

The company also manufactures various other LPG Cylinder Accessories such as Cylinder Guards, Neck Rings, Burner Set, Cooker Ring & Adopter.

RECOGNITION & AWARDS

The company is the recipient of FIEO's Niryat Shree Bronze Trophy Award for its excellence in exports.

EEPC INDIA, Eastern Region awarded the company on 25.02.2011 Export Excellence for Star Performer as large enterprise in the product group of other fabricated metal products, exel machinery & equipment for its outstanding contribution to engineering exports during the year 2008-09 and for the year 2009-10 as well which was received on 20.12.2011 by Shri N. K. Sureka, a director of the company.

The company was also represented in the Annual Premier Vendors' Workshop conducted by Bharat Petroleum Corporation Limited held at Mumbai on 04.11.2011 wherein a Trophy for the best performance was awarded to the company which was received by Shri K. M. Pai, a director of the company.

The Indian Council of Small & Medium Exporters (ICSME) has awarded Niryat Shiromani Puraskar to Shri N. K. Sureka, a director of the company and Gold Medal to the company for export performance on 23.03.2007.

The company participated in the "Haryana State Safety and Welfare Awards Scheme" in the year 2006 and the Directorate of Industrial Safety & Health, Labour Department, Haryana placed on record its appreciation of the management for taking proactive steps by implementing safety, health and welfare schemes for the workers.

AUTOMATION

The company is continuously automizing and upgrading the manufacturing facility to meet the latest technological advancement.

RESEARCH & DEVELOPMENT (R&D)

MUL has its in-house R&D facility and a fully equipped design studio that creates innovative and vibrant designs for towels in line with prevailing international trends and forecasts. The studio is equipped with CAD system and is managed by well known and talented designers. It is also fully capable of designing towels as per the buyer's designs, material and colour specifications.

The management of the company also keeps a tab on the international trends by attending various international fairs & conferences.

The company's continued focus on R&D has resulted in several approvals of its products in developed markets and significant progress in its initiative.

MUL has a complete and integrated towel manufacturing facility which makes its products internationally compatible in terms of quality and price. It also helps to reduce production lead time to a considerable extent.

It is now all set to carve a niche for itself in the competitive international market by exporting world class products.

FORGING NEW RELATIONSHIPS

Having consolidated its infrastructure and strengths, the company is planning to expand and grow its overseas market in times to come. It plans to forge mutually rewarding business associations with its potential clients. For this purpose, it has chalked out an ambitious plan. The management of the company is committed to provide its clients reliable and quality products at competitive prices and thus nurture enduring relationships with them.

The change in the international/local Govt. Policies do have its significant impact on the business of the company in the international as well as local markets, thus, effecting the volume of sales including the exports of the company.

The management is pleased to inform the members that the company currently has an order book of INR 240.00 Crores in hand as at the beginning of the new financial year 2012-13. The company is likely to set a new benchmark in sales for its manufactured products.

RISK & CONCERNS

At MUL, all key functions and divisions are independently responsible to monitor risk associated within their respective areas of operations such as production, finance, insurance, shipping, legal and other issues like health, safety and environment.

Cylinders and terry towel products are globally traded commodities and their prices are subjected to international market forces of demand-supply and other factors that influence price volatility. With these two businesses presently accounting for the major proportion of MUL's revenues, changes in global price levels will have an impact on the company's performance.

As per global trend, all labour intensive manufacturing activities are being discontinued in the developed countries and are now shifting to developing countries wherein India is a preferred destination specially of products like Cylinders & Towels. The company is in an advantageous position as far as products manufactured are concerned.

AUDITORS

M/s. Salarpuria & Partners, Chartered Accountants, who retire at the conclusion of this Annual General Meeting and, being eligible, offer themselves for re-appointment. Your Directors recommend that they may be re-appointed as Auditors of the Company for the Financial Year 2012-13 on such remuneration as is fixed by the Shareholders.

Auditors' observations are explained in various notes on the Accounts and therefore do not call for any further comments.

FOREIGN EXCHANGE EARNINGS AND OUT GO

	Rs.in Lacs	
	2011 – 12	2010 – 11
a)Earning in Foreign Exchange F.O.B. Value of Exports	16533.69	7793.82
b)C.I.F Value of Imports: Materials	1703.44	638.73
Spare Parts	0.05	3.99
Capital Goods	22.39	546.06
c) Expenditure in Foreign Currency:		
For Travelling	6.23	9.00
For Commission	1570.70	743.36
For Testing/ Fee	-	4.18
Others	553.21	101.29

CONSERVATION OF ENERGY

As the products manufactured by the Company do not fall in the list of industries announced by the Government of India, the information required to be furnished in the prescribed Form 'A' is not required to be given and as such the same is not furnished herewith.

TECHNOLOGY ABSORPTION RESEARCH & DEVELOPMENT

Particulars of Technology Absorption
Research and Development in Form 'B'

Nil

EMPLOYEES

As there have been no employees during the year under review who were paid remuneration of

Rs. 60.00 Lakh per annum or more, if employed through out the year or Rs. 5.00 Lakh per month and more, if employed for the part of the year, the information as required Under Section 217 (2A) of the Companies Act 1956 is thus not called for.

ACKNOWLEDGEMENT

Your Directors wish to express their gratitude to the Banks, Employees as well as Customers for their timely help in smooth functioning of your Company. Your Directors also extend their thanks to all the Shareholders of the Company for their trust and confidence in the Board of Directors of the Company.

By order of the Board of Directors
MAURIA UDYOG LIMITED


(V.K. SUREKA)
CHAIRMAN


(N.K. SUREKA)
MANAGING DIRECTOR

ROOM NO. 107, 1st FLOOR,
ANAND JYOTI BUILDING,
41, NETAJI SUBHAS ROAD,
KOLKATA – 700 001

Date : 28th August, 2012