



**ANNUAL
REPORT
2019-2020**

**MARDIA SAMYOUNG
CAPILLARY TUBES COMPANY LIMITED**

MARDIA SAMYOUNG CAPILLARY TUBES COMPANY LIMITED

TWENTY EIGHT ANNUAL REPORT 2019-2020

DIRECTORS	Name of Director	Designation	DIN
	Ravindra Mardia	Managing Director	00077012
	Gaurav Mardia	Whole-time Director	00074333
	Preeti Rawat	Non- Executive Director	08411333
	Bharat J. Chouhan	Independent Director	02737211
	Stuti Rajeshbhai Kotecha	Independent Director	07838000
	Lav Kumar	Independent Director	08008185

COMPANY SECRETARY Ms. Poonam Kanade

CHIEF FINANCIAL

OFFICER (CFO): Mr. Anand Shinde

AUDITORS M/s. Agarwal & Agarwal Associates(Chartered Accountants)

BANKERS HDFC Bank
The Ratnakar Bank Ltd.
Dena Bank

FACTORY J-55, M.I.D.C, Industrial Area,
Tarapur, Boisar- 401 506,
District - Thane, Maharashtra.

REGISTERED OFFICE J – 55, M. I. D. C, Industrial Area,
Tarapur, Boisar- 401 506, District - Thane, Maharashtra.

REGISTRAR AND TRANSFER AGENT: M/s. Purva Sharegistry India Private Limited.
Shiv Shakti Indl. Estate, Unit No. 9,
7-B, J.R. Boricha Marg,
Sitaram Mill Compound, Mumbai 400 011.

General Information for Shareholders:

28th Annual General Meeting

Date : 29th March, 2021 (Monday)
Time : 12:00 P.M.
Venue : Through Video Conferencing
(Link to be shared Separately)
Book Closures : 22nd March, 2021 to
28th March, 2021
(Both Days Inclusive)

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MARDIA SAMYOUNG CAPILLARY TUBES COMPANY LIMITED

NOTICE

NOTICE is hereby given that the **28TH ANNUAL GENERAL MEETING** of the Members of **MARDIA SAMYOUNG CAPILLARY TUBES COMPANY LIMITED** will be held on Monday, the 29th of March, 2021 at 12:00 P.M. through video conferencing, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2020 and the Profit and Loss Account of the Company for the year ended on that date and the report of the Board of Directors and Auditors thereon.
2. To approve the appointment of a Director in place of Mr. Gaurav Mardia (DIN 00074333), who retires by rotation and being eligible offers himself for re-appointment.

Registered Office:
J – 55, M. I. D. C, Industrial Area,
Tarapur. Boisar – 401 506
Maharashtra.

Place: Mumbai
Dated: 15th January, 2021

For and on behalf of the Board of Directors

RAVINDRA MARDIA
Managing Director
DIN: 00077012

GAURAV MARDIA
Whole-time Director
DIN: 00074333



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 AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument of proxy in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable.

2. Pursuant to the provision of Section 105 of the Companies Act, 2013 a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Members are requested to notify immediately any change in their address to the Company's Investors Service Department at 1304, Lodha Supremus, Senapati Bapat Marg, Lower Parel West, Mumbai 400013 or to its Registrar and Transfer Agents at following address. Shareholders should quote their folio number in all their correspondence. Members holding Shares in the dematerialized form are requested to notify the aforesaid changes to their Depository Participant(s).

M/S PURVA SHAREGISTRY (I) PVT. LTD.

No. 9, Shiv Shakti Industrial Estate, Ground Floor,
J. R. Boricha Marg, opp. Kasturba Hospital,
Lower Parel, Mumbai 400 011
Tel No 022 2301 8261 / 2301 6761.
Fax No 2301 2517. Email: busicomp@vsnl.com.

4. Members are informed due to the current pandemic situation and as per the instruction of the Registrar of Members, the Annual General Meeting will be held vide video conferencing. Link of the same will be emailed separately later.
5. Register of members and Share Transfer Books of the Company will be closed from 22nd March, 2021 to 28th March, 2021 (Both days inclusive), to comply with the requirement of the Listing Agreement of the Stock Exchange.
6. Members seeking any information as regards to Accounts are requested to write to the Company at least seven days in advance so as to enable the Company to keep the information ready.
7. Equity Shares of the Company are available in dematerialized form both with the National Securities Depository Limited (NSDL) and Central Depository Service (India) Ltd (CDSL).
8. The Ministry of Corporate Affairs, New Delhi ("MCA") has taken a "Green Initiative" in the Corporate Governance by permitting paperless compliances by Companies (vide its Circular No. 17/2011 dated April 21, 2011) and clarified that the service of documents / communications including the Notice of calling the Annual General Meeting, Audited Financial Statements, Directors' Report, Auditors' Report etc., via. electronic mode by a company can be made through electronic mode instead of sending the physical copy of the document(s).

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Thursday, 25th March, 2021 at 9.00 hours. and ends on Sunday, 28th March, 2021 at 17.00 hours. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, 24th March, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.



- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

PAN	<p>For Members holding shares in Demat Form and Physical Form</p> <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)-</p> <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> ● Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant MARDIA SAMYOUNG CAPILLARY TUBES COMPANY LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

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- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Registered Office:J – 55, M. I. D. C,
Industrial Area,
Tarapur. Boisar – 401 506
Maharashtra.

For and on behalf of the Board of Directors

Place: Mumbai
Dated: 15th January, 2021

RAVINDRA MARDIA
Managing Director
DIN: 00077012

GAURAV MARDIA
Whole-time Director
DIN: 00074333

I. Information provided pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (“SS-2”) in respect of Director seeking appointment / re-appointment at the Annual General Meeting

Name Director	Mr. Gaurav Mardia
DIN	00074333
Date of Birth	12 th April, 1980
Date of Appointment	24 th January, 2015
Expertise in specific functional areas	Vast experience in the field of business management
Qualifications	MBA in General Management (Business Strategy)
List of Outside Directorships held excluding Directorship in Private Companies	Nil
Chairman/Member of Committee of the Board of Directors of other Companies in which he/she is a Director	Nil
No. of Equity Shares of the Company held on March 31, 2020	6,57,686

Registered Office:J – 55, M. I. D. C,
Industrial Area,
Tarapur. Boisar – 401 506
Maharashtra.

For and on behalf of the Board of Directors

Place: Mumbai
Dated: 15th January, 2021

RAVINDRA MARDIA
Managing Director
DIN: 00077012

GAURAV MARDIA
Whole-time Director
DIN: 00074333

MARDIA SAMYOUNG CAPILLARY TUBES COMPANY LIMITED

I. Information provided pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings ("SS-2") in respect of Director seeking appointment / re-appointment at the Annual General Meeting

Name Director	Mr. Ravindra Mardia	Mr. Gaurav Mardia	Ms. Preeti Rawat	Ms. Stuti Rajeshbhai Kotecha	Mr. Lav Kumar
DIN	00077012	00074333	08411333	07838000	08008185
Date of Birth	6 th September, 1954	12 th April, 1980	24 th January, 1991	27 th December, 1995	10 th October, 1990
Date of Appointment	19 th October 1992	24 th January 2015	7 th August 2019	7 th August 2019	7 th August 2019
Expertise in specific functional areas	Has been in the trade of Non-ferrous Metal Extrusion Products for almost 3 decades	Vast experience in the field of business management	Vast experience in the field of administration	Vast experience in the field of business management	Vast experience in the field of administration
Qualifications	Bachelors in Science	MBA in General Management (Business Strategy)	Bachelors in Arts	Bachelors in Commerce	Bachelors in Arts
List of Outside Directorships held excluding Directorship in Private Companies	Mardia Leasing Limited	Nil	Nil	Genext Languages LLP	Nil
Chairman/Member of Committee of the Board of Directors of other Companies in which he/she is a Director	Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
No. of Equity Shares of the Company held on March 31, 2019	11,15,980	6,57,686	Nil	Nil	Nil

Registered Office: J – 55, M. I. D. C.,
Industrial Area,
Tarapur. Boisar – 401 506
Maharashtra.

For and on behalf of the Board of Directors

Place: Mumbai
Dated: 15th January, 2021

RAVINDRA MARDIA
Managing Director
DIN: 00077012

GAURAV MARDIA
Whole-time Director
DIN: 00074333

28th Annual Report 2019-20



DIRECTOR'S REPORT

To
The Members,
MARDIA SAMYOUNG CAPILLARY TUBES COMPANY LIMITED

Your Directors have pleasure in presenting the 28th Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31st March 2020.

1. FINANCIAL RESULTS:

	CURRENT YEAR (Rs. in Crores) (2019-20)	PREVIOUS YEAR (Rs. in Crores) (2018-19)
OPERATING PROFIT/ (LOSS) (PBIDT)	(0.236)	(0.246)
<u>Less</u> : Interest & Financial Charges	0.00	0.00
PROFIT/ (LOSS) BEFORE DEPRECIATION & TAXATION	(0.236)	(0.246)
<u>Less</u> : Depreciation	0.030	0.030
PROFIT/ (LOSS) BEFORE TAXATION	(0.269)	(0.294)
<u>Less</u> : Provision for Taxation	0.00	0.00
NET PROFIT/ (LOSS) AFTER TAX	(0.269)	(0.294)

2. PERFORMANCE

During the year under review, the operating loss was Rs. 0.236 crores. There were no interest and financial charges. The tax liability is nil due to a loss. The net loss after depreciation is accordingly Rs. 0.269 crores.

3. SHARE CAPITAL

During the year under review, there is no change in the capital structure of the Company and accordingly, the issued, subscribed and paid-up capital of the company stands at Rs. 6,96,14,100 as on 31st March, 2020.

4. DIVIDEND

In view of the Company's present financial conditions, your Directors do not recommend any dividend for the year ended 31st March, 2020.

There was no amount of unpaid dividend and shares liable to be transferred to IEPF during financial year 2019-20

5. EXTRACTS OF ANNUAL RETURN

Extract of the Annual Return in Form MGT-9 for the financial year ended 31st March, 2020 made under the provisions of Section 92(3) of the Act is annexed as "Annexure – A" which forms part of this Report.

6. CHANGES IN NATURE OF BUSINESS AND REVISION IN THE BOARD'S REPORT

There is no change in the nature of the business of the Company during the year. There is no revision made in the Board's Report and whatever submitted herewith is the final report.

7. MATERIAL CHANGES AND COMMITMENTS, IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAS OCCURRED BETWEEN THE FINANCIAL YEAR END OF THE COMPANY TO WHICH FINANCIAL RESULTS RELATE

No material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and the date of this report.

8. DIRECTORS AND KEY MANGERIAL PERSONNEL

I. APPOINTMENT / REAPPOINTMENT OF DIRECTORS

In accordance with the Provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. Gaurav Mardia (DIN 00074333) who retires by rotation, at the ensuing Annual General Meeting and being eligible offer himself for re-appointment.

Your Directors have informed your Company that they are not debarred for re-appointment/continuation as directors under applicable provisions of the Company Act, 2013. The Board recommends their appointment.

Pursuant to provisions of Section 203 of the Companies Act, 2013 read with Rule 3 and Rule 8A of the Companies (Appointment and Remunerations of Managerial Personnel) Rules, 2014 and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has appointed Ms. Poonam Kanade, Associate member of the Institute of Company Secretaries of India holding membership number 61891as the Company Secretary of the Company at the meeting of the Board held on 15 th January, 2021.



II KEY MANAGERIAL PERSONNEL

The Company has following Key Managerial Personnel:

Name of the Person	Designation
Mr. RavindraMilapchandMardia	Managing Director
Mr. Gaurav Mardia	Whole Time Director
Mr. Anand Kondiba Shinde	Chief Financial Officer
Ms. Poonam Kanade	Chief Financial Officer

III DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declarations from all the Independent Directors pursuant to Section 149(7) of the Companies Act, 2013 confirming that they meet the criteria of independence as prescribed pursuant to Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

9. DIRECTOR'S RESPONSIBILITY STATEMENT

In terms of Section 134 of the Companies Act, 2013, we, the Directors of MARDIA SAMYOUNG CAPILLARY TUBES CO. LIMITED, state in respect of Financial Year 2019-20 that:

- In the preparation of annual accounts for the year ended 31st March, 2020, the applicable Accounting Standards have been followed along with proper explanation relating to material discrepancies, if any.
- The Directors have selected such accounting policies and applied them consistently and made judgments 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 and of the loss of the Company for that period.
- The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The Annual Accounts have been prepared on a 'Going Concern' basis.
- The directors, have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively.
- The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

10. BOARD OF DIRECTORS & NUMBER OF MEETINGS

The Board as on 31st March, 2020 consisted of five (6) Directors namely:

Name	Designation
Mr. Ravindra Mardia	Managing Director
Mr. Gaurav Mardia	Whole Time Director
Ms. Preeti Rawat	Non- Executive Non-Independent Director
Mr. Bahrat J. Chouhan	Independent Director
Ms. Stuti Rajeshbhai Kotecha	Independent Director
Mr. Lav Kumar	Independent Director

During the Financial Year, total four (4) meetings of the Board of Directors were held on on 06 th June, 2019; 07 th August, 2019; 14 th November, 2019 and 13 th February, 2020 respectively.

11. BOARD EVALUATION

The Board carried out an annual performance evaluation of its own performance, the individual Directors as well as the working of the Committees of the Board. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non- Independent Directors was carried out by Independent Directors.

12. DISCLOSURE UNDER SECTION 197(2) OF THE COMPANIES ACT, 2013 AND OTHER DISCLOSURES AS PER RULE 5(2) OF COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014

The Company has no employees in respect of whom the information as per Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment & Remuneration) Rules, 2014.

13. AUDIT COMMITTEE

Pursuant to the provisions of Section 177 of the Company's Act, 2013, the Board has constituted an Audit Committee as on 31st March, 2020 comprising of one (1) Executive Director and two (2) Independent Directors as follows:

Name of the Committee Member	Category
Mr. Ravindra Mardia	Executive
Mr. Bharat J. Chouhan	Independent
Ms. Stuti Rajeshbhai Kotecha	Independent

The scope and terms of reference of the Audit Committee have been amended in accordance with the Act and the Listing Agreement entered into with the Stock Exchanges, inter-alia for holding discussions with the Auditors periodically, review of quarterly, half yearly and annual financial statements before submission to the Board, review of observations of Auditors and to ensure compliance of internal control systems.

The Audit Committee has also been delegated with authority for investigation and access for full information and external professional advice for discharge of the function delegated to it by the Board.

The Board agrees that the recommendations of the Audit Committee on any matter relating to financial and managerial including the audit report would be binding on the Board.

Based on the above and the Internal Audit System, the Audit Committee, the Board opines that the Company has adequate internal control system commensurate with the size of the Company and the nature of its business

14. NOMINATION AND REMUNERATION COMMITTEE

The Board has in accordance with the provisions of Section 186 of the Companies Act, 2013, formulated the policy setting out the criteria for determining qualifications, attributes, independence of a Director and policy relating to remuneration for Directors, Key Managerial Personnel and other employees.

15. SECRETARIAL AUDIT

Pursuant to the provisions of Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s. Vinesh K. Shah & Associates, a Company Secretaries (COP no. 7000) to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as "Annexure - B" and forms an integral part of this Report.

DIRECTORS EXPLANATION TO QUALIFICATION IN SECRETARIAL AUDIT REPORT

Pursuant to provisions of Section 203 of the Companies Act, 2013 read with Rule 3 and Rule 8A of the Companies (Appointment and Remunerations of Managerial Personnel) Rules, 2014 and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company at the meeting of the Board held on 15th January, 2021, has appointed Ms. Poonam Kanade, Associate member of the Institute of Company Secretaries of India holding membership number 61891 as the Company Secretary of the Company.

Due to some clerical default the Company has failed to file Outcome of Board Meetings after some of the Board meetings held by the Company during the F.Y. 2019-20.

The Company is in the process of acquiring necessary documentation to file the necessary forms for charge satisfaction with Ministry of Corporate Affairs

The Company being a Sick Company is not in a financial position to maintain a website.

Due to some clerical default the Company has failed to file compliance under SEBI (SAST) Regulations, 2011.

**16. AUDITORS :**

The appointment of M/s AGRAWAL & COMPANY, Chartered Accountants, as the Statutory Auditors of the Company was ratified and the auditors to hold office for a period of 4 years till the conclusion of the 30th Annual General Meeting of the Company to be held in the year 2022. The Company has received a letter from them to the effect that their appointment, if made, would be within the prescribed limits under Section 139 of the Companies Act, 2013. Accordingly, the said Auditors may be appointed as Auditors of the Company at the ensuing Annual General Meeting.

CLARIFICATION TO AUDITOR'S REPORT

Notes on Accounts referred to by the Auditors in their report are self explanatory and therefore do not require any further clarification.

17 CORPORATE GOVERNANCE

Since the paid-up capital of the company is less than Rupees Ten crores (10 crores) and its net worth is less than Rupees Twenty-five crores (25 crores), the compliance with Para C of Schedule V and other regulations as specified under Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Rules, 2015 are not applicable to the Company and therefore the Annual Report on Corporate Governance is not enclosed.

18 DEPOSITS

The Company did not hold any public deposits at the beginning of the year nor has it accepted any public deposits during the year under review.

19 PARTICULARS OF LOANS, GUARANTEES, INVESTMENT AND SECURITIES

The details of Loans and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the Note nos. 11, 12 and 16 to Financial Statements.

20. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All transactions entered with Related Parties for the year under review were at arm's length basis and in the ordinary course of business. Hence, the provisions of Section 188 of the Companies Act, 2013 are not attracted. Thus disclosure in form AOC-2 is not required.

21. CONSERVATION OF ENERGY

- I. Personnel specially trained for this task.
- II. Research on use of such component in the equipments and final product which will maximize energy conservation.
- III. Proper maintenance of all machinery & other equipment and timely replacement of worn-out components.
- IV. Maximum utilization of available resources.
In accordance with the provisions of Section 134(3)(m) of the Companies Act, 2013 the required information relating to conservation of energy, technology absorption and Foreign Exchange Earning and outgoing is annexed to the report as "Annexure - C".

22. RISK MANAGEMENT POLICY

The Company manages risk through a detailed Risk Management Policy framework which lays down guidelines in identifying, assessing and managing risks that the businesses are exposed to. Risk is managed by the Board through appropriate structures that are in place at the Company.

23. VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has a vigil mechanism named Vigil Mechanism / Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. The policy has provided a mechanism for Directors, Employees and other persons dealing with the Company to report to the Chairman of the Audit Committee and no personnel has been denied access to the Audit Committee for reporting, will go any instance of unethical behavior, actual or suspected fraud or violation of the Code of Conduct of the Company.

24. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. No complaints pertaining to sexual harassment were received during FY 2019-20



25. SIGNIFICANT ORDERS PASSED BY REGULATORS, COURTS OR TRIBUNALS IMPACTING GOING CONCERN AND COMPANY'S OPERATIONS

No orders have been passed by any Regulator or Court or Tribunal which can have an impact on the going concern status and the company Company's operations in the future.

26. ACKNOWLEDGEMENT

Your Directors are pleased to place on record their appreciation of the value, contribution, devotion and sense of commitment extended by the employees of the Company, which inspires confidence to plan for greater accomplishments in the current financial year. Your Directors would also like to place on record its sincere appreciation for the whole hearted support and contributions made by the various Banks, Central, State Government and Local bodies, Customers, Suppliers and other business associates towards conduct of efficient operations of your company.

**Registered Office: J – 55, M. I. D. C,
Industrial Area,
Tarapur. Boisar – 401 506
Maharashtra.**

For and on behalf of the Board of Directors

**Place: Mumbai
Dated: 15th January, 2021**

**RAVINDRA MARDIA
Managing Director
DIN: 00077012**

**GAURAV MARDIA
Whole-time Director
DIN: 00074333**



ANNEXURE 'A' TO DIRECTORS REPORT

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I **REGISTRATION & OTHER DETAILS:**

i	CIN	L74999MH1992PLC069104
ii	Registration Date	19th October, 1992
iii	Name of the Company	Mardia Samyoung Capillary Tubes Company Limited
iv	Category of the Company	Company Limited By Shares
v	Address of the Registered office & contact details	J-55/56 M.I.D.C Industrial Area, Tarapur, Boisar - 401506, Maharashtra, India Tel: 022 6625 1310 Email: mardiamail@hotmail.com
vi	Whether listed company	Yes
vii	Name and Address of Registrar & Transfer Agents	M/s. Purva Sharegistry India Private Limited., Shiv Shakti Indl. Estate, Unit No. 9, 7-B, J.R. Boricha Marg, Sitaram Mill Compound, Mumbai 400 011. Tel: 022 2301 6761 Email: busicomp@gmail.com Website: www.purvashare.com

II. **PRINCIPAL BUSINESS ACTIVITY OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of	NIC Code of the Product / service main products / services	% to total turnover of the company
1	NIL	NIL	NIL

III. **PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -**

No. of Companies for which information is being filled : 0

SR. NO.	Name & Address of the Company	CIN	Holding Equity	Applicable Section
1	NIL	NIL	NIL	NIL

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter s									
(1) Indian									
a) Individual/ HUF	2611692	110415	2722107	39.10%	1992759	110415	2103173	30.21%	8.89%
b) Central Govt	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) State Govt(s)	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) Bodies Corp.	1260774	202688	1463462	21.02%	2199860	202688	2402548	34.51%	-13.49%
e) Banks / FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
f) Any other- Relatives of Directors	578695	80370	659065	9.47%	258543	80370	338913	4.87%	4.60%
(2) Foreign									
a) NRI - Individual/	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Other - Individual/	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) Bodies Corp.	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) Banks / FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) Any Others	0	0	0	0.00%	0	0	0	0.00%	0.00%
Total shareholding of Promoter (A)	4451161	393472	4844634	69.59%	4451162	393472	4844634	69.59%	0.00%

B. Public Shareholding
1. Institutions

a) Mutual Funds	0	5244	5244	0.08%	0	5244	5244	0.08%	0.00%
b) Banks / FI	85	205	290	0.00%	85	205	290	0.03%	0.00%
c) Central Govt	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) State Govt(s)	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) Venture Capital Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
f) Insurance Companies	0	0	0	0.00%	0	0	0	0.00%	0.00%
g) FIIs	0	0	0	0.00%	0	0	0	0.00%	0.00%
h) Foreign Venture Capital Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
i) Others (specify)	0	0	0	0.00%	0	0	0	0.00%	0.00%
Sub-total (B)(1):-	85	5449	5534	0.08%	85	5449	5534	0.08%	0.00%

2. Non-Institutions

a) Bodies Corp.									
i) Indian	0	0	0	0.00%	0	0	0	0.00%	0.00%
ii) Overseas	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Individuals			0				0		
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	278534	1171483	1450017	20.83%	294474	1159282	1453756	20.88%	-0.05%
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	95332	82763	178095	2.56%	95332	82763	178095	2.56%	0.00%
c) Others (Specify)									
i) Bodies Corporate	7491	396386	403877	5.80%	5442	396386	401828	5.77%	0.03%
ii) Clearing Members	351	0	351	0.01%	109	0	109	0.00%	0.00%
iii) Employees	0	56	56	0.00%	0	56	56	0.00%	0.00%
iv) Director or Director Relatives	0	601	601	0.01%	0	601	601	0.01%	0.00%
v) Non-Resident Indian (NRI)	8352	51639	59991	0.86%	9117	49468	58585	0.84%	0.02%
vi) Overseas Corporate Bodies	0	15689	15689	0.23%	0	15689	15689	0.23%	0.00%
(vii) HUF	2565	0	2565	0.04%	2523	0	2523	0.04%	0.00%
Sub-total (B)(2):-	392625	1718617	2111242	30.33%	406997	1704245	2111242	30.33%	0.00%

MARDIA SAMYOUNG CAPILLARY TUBES COMPANY LIMITED


Total Public Shareholding (B)=(B)(1)+ (B)(2)	392710	1724066	2116776	30.41%	407082	1709694	2116776	30.41%	0.00%
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00%	0	0	0	0.00%	0.00%
Grand Total (A+B+C)	4843872	2117538	6961410	100%	4858244	2103166	6961410	100%	0.00%

ii Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			Change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total	
1	Ravindra Milapchand Mardia	1129019	16.22%	0.00%	1129019	16.22%	0.00%	0.00%
2	Surendra Milapchand Mardia	2385	0.03%	0.00%	2385	0.03%	0.00%	0.00%
3	Bina Ravindra Mardia	217418	3.12%	0.00%	217418	3.12%	0.00%	0.00%
4	Ravindra Milapchand Mardia (HUF)	282363	4.06%	0.00%	282363	4.06%	0.00%	0.00%
5	Gaurav Ravindra Mardia	657686	9.45%	0.00%	657686	9.45%	0.00%	0.00%
6	Kinnery Vishal Shah	121495	1.75%	0.00%	121495	1.75%	0.00%	0.00%
7	Milapchand J Mardia (HUF)	31720	0.46%	0.00%	31720	0.46%	0.00%	0.00%
8	Mardia Brothers Finance Pvt. Ltd.	317356	4.56%	0.00%	317356	4.56%	0.00%	0.00%
9	Gaurav Shares Trading Pvt. Ltd.	292551	4.20%	0.00%	292551	4.20%	0.00%	0.00%
10	Moneycare Consultants Pvt. Ltd.	326592	4.69%	0.00%	326592	4.69%	0.00%	0.00%
11	Wardhman Finvest Pvt. Ltd.	421042	6.05%	0.00%	421042	6.05%	0.00%	0.00%
12	Agrim Oversea Pvt. Ltd.	451880	6.49%	0.00%	451880	6.49%	0.00%	0.00%
13	Agrim Securities Pvt. Ltd.	409260	5.88%	0.00%	409260	5.88%	0.00%	0.00%
14	Mardia Leasing Ltd.	183867	2.64%	0.00%	183867	2.64%	0.00%	0.00%
	TOTAL	4844634	69.59%	0.00%	4844634	69.59%	0.00%	0.00%



iii Change in Promoters' Shareholding (please specify, if there is no change) :

Sr. No	Shareholder's Name	Shareholding at the Beginning of the Year the Year		Change during the year			Shareholding at the end of	
		No. of Shares	% of total Shares of the company	Date	Increase/ Decrease in Shareholding	Reason	No. of shares	% of total Shares of the company
			NIL					

iv Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Top ten Shareholders as on April 01, 2019

Sr. No.	Name of Shareholder	No. of shares	% of total shares of the company
1	Elloyoung Metal Products Private Limited	67108	0.96%
2	Atul Chandrakant Merchant	63697	0.92%
3	Bharat Investment	44887	0.64%
4	Essar Investment	44887	0.64%
5	Gaurav Investment	44887	0.64%
6	Yash Investment	44887	0.64%
7	Laxmi Investment	44887	0.64%
8	Kuber Investment	44887	0.64%
9	Kalpataru Investment	44887	0.64%
10	Jagubhai Babulal Rohit	34200	0.49%

**Top ten Shareholders as on March 31, 2020**

Sr. No.	Name of Shareholder	No. of shares	% of total shares of the company
1	Elloyoung Metal Products Private Limited	67108	0.96%
2	Atul Chandrakant Merchant	63697	0.92%
3	Bharat Investment	44887	0.64%
4	Essar Investment	44887	0.64%
5	Gaurav Investment	44887	0.64%
6	Yash Investment	44887	0.64%
7	Laxmi Investment	44887	0.64%
8	Kuber Investment	44887	0.64%
9	Kalpataru Investment	44887	0.64%
10	Jagubhai Babulal Rohit	34200	0.49%

v Shareholding of Directors and Key Managerial Personnel

Sr. No.	Name	Designation	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Ravindra Milapchand Mardia	Managing Director	1129019	16.22%	1129019	16.22%
2	Gaurav Ravindra Mardia	Whole Time Director	321674	4.62%	321674	4.62%
3	Bharat Jayraj Chouhan	Independent Director	Nil	-	Nil	-
4	Preeti Rawat	Non- Executive Director	Nil	-	Nil	-
5	Stuti Rajeshbhai Kotecha	Independent Director	Nil	-	Nil	-
6	Luv Kumar	Independent Director	Nil	-	Nil	-
7	Anand Kondiba Shinde	Chief Financial Officer	Nil	-	Nil	-
8	Poonam Kannade	Company Secretary	Nil	-	Nil	-

**V INDEBTEDNESS****Indebtedness of the Company including interest outstanding/accrued but not due for payment**

Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0
Change in Indebtedness during the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
* Addition	0	0	0	0
* Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sr. No.	Particulars of Remuneration	Name of Directors	
			Mr. Ravindra Mardia (Managing Director)
1	Gross Salary		156000
2	Perquisites		0
3	Others		0
	TOTAL		156000

B. REMUNERATION TO OTHER DIRECTORS : NIL**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD: NIL****VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

During the financial year, there is no instance of any penalty I punishment I compounding of offence under the Companies Act, 2013 against any Director, Key Managerial Person and other officers in default.



ANNEXURE – B TO DIRECTORS REPORT

FORM MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

**[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 09 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]**

**To,
The Member,
MARDIA SAMYOUNG CAPILLARY TUBES COMPANY LIMITED
J-55 MID C INDUSTRIAL AREA,
TARAPUR BOISAR,
MUMBAI-401506**

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **MARDIA SAMYOUNG CAPILLARY TUBES COMPANY LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2020 complied with the Statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2020 according to the provisions of;

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956(SCRA) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India, 1992 ('SEBI Act');
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 -Not applicable as the company has not issued any shares during the year under review;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - Not applicable as the Company has not issued any shares/ options to directors/employees under the said guidelines / regulations during the year under review;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not applicable as the Company has not issued any debt securities which were listed during the year under review;
 - (f) The Securities and Exchange Board of India (Registration to an Issue and Share Transfers Agents) Regulations, 1993 - Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the year under review;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not applicable as the Company has not delisted / propose to delist its equity shares from any Stock Exchange during the year under review;
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - Not applicable Not applicable as the Company has not bought back or propose to buy-back any of its securities during the year under review;

6. Having regards to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test-check basis, the following laws are also applicable on company;
- i. Circulars, Directions and Notification issued under Reserve Bank of India Act in relation to Non-Banking Financial (Non - Deposit Accepting or Holding) Companies which include any statutory revisions, modifications etc;
 - ii. Maharashtra state Tax on Professions, Trades, Callings and Employments Act 1975;
 - iii. The Equal Remuneration Act, 1976;

I have also examined compliance with the applicable clause of the following;

- I. The Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India *has not maintained by the Company.*

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except the followings:

- I. The Company has not appointed a Company Secretary and also failed to constitute KMP requirement pursuant to the provisions of Section 203 of the Companies Act, 2013 and Compliance officer as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- II. During the year Company held various board meeting but failed to file outcome of Board Meetings to BSE as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- III. Company has satisfied charges appearing on a Ministry of Corporate Affairs website but the company has failed to file necessary forms for charge satisfaction;
- IV. The Company has not maintained a website.
- V. During the year Company has failed to file SEBI (SAST) Regulations, 2011.
- VI. The Company has not filed Form MGT 10 pursuant to the provisions of Section 93 of the Companies Act, 2013 read with Rule 13 of the Companies (Management and Administration) Rules, 2014 and some other forms were filed with the some additional fees at some instances.
- VII. The status of the company is **ACTIVE-NON COMPLIANT.**

I further report that:-

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through, while the dissenting members' views, if any, are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company, commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Note: This report is to be read with our letter of even date which is annexed as "ANNEXURE A" and forms an integral part of this report.

**For VINESH K. SHAH & ASSOCIATES
COMPANY SECRETARIES**

Sd/-

VINESH K. SHAH

Place: Mumbai

Dated: 03/02/2021

UDIN: F006449B002481671

FCS No. : 6449

COP No.: 7000

Disclaimer: Due to restricted movement amid COVID-19 pandemic, we have conducted the assignment by examining the Secretarial Records including Minutes, Documents, Registers and other records etc., and some of them received by way of electronic mode from the Company and could not be verified from the original records. The management has confirmed that the records submitted to us are true and correct. This Report is limited to the Statutory Compliances on laws / regulations / guidelines listed in our report which have been complied by the Company up to the date of this Report pertaining to Financial Year 2019-20. We are not commenting on the Statutory Compliances whose due dates are extended by Regulators from time to time due to COVID-19 or still there is time line to comply with such compliances.