



SEAX LEATHER EXPORTS LIMITED

No.70, New Avadi Road, Kilpauk, Chennai - 600 010.

☎ : 2660 1424 Cell : 94443 86677

Ref :

NOTICE TO SHARE HOLDERS

Date :

Notice is hereby given that the Tenth Annual General Meeting of members of Seax Leather Exports Limited will be held on the Wednesday, 27th day of April, 2005 at 10.30 A.M. at the Registered office of the Company at 41, Sydenhams Road, Periamet, Chennai – 600 003, to transact the following businesses:

1. To receive, consider and adopt the Profit & Loss account for the year ended 31st December 2004, the Balance Sheet for the year ended as on that date and the Report of the Directors and Auditors thereon;
2. To appoint a director in place of Mr. K.Shiraj, who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Mr. Kazim Ali, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint Auditor and to fix his remuneration;

Place: Chennai For SEAX LEATHER EXPORTS LTD By Order of the Board

 Date: 31.03.2005 Sd/- Director
 DIRECTOR

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY AND THE PROXY NEED NOT BE A MEMBER. THE PROXIES SHOULD BE LODGED WITH THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING.
2. THE REGISTER OF MEMBERS OF THE COMPANY WILL REMAIN CLOSED FROM 19TH APRIL 2005 TO 27TH APRIL 2005 BOTH DAYS INCLUSIVE.
3. MEMBERS ARE REQUESTED TO BRING THEIR COPIES OF THE ANNUAL REPORT TO THE MEETING.
4. MEMBERS ARE REQUESTED TO NOTIFY IMMEDIATELY ANY CHANGE IN THEIR ADDRESS TO THE COMPANY'S REGISTERED OFFICE.
5. THE INFORMATION PERTAINING TO THE RE-APPOINTMENT OF DIRECTORS MENTIONED IN ITEM NO.2&3, TO BE PROVIDED IN TERMS OF CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES ARE FURNISHED IN

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DIRECTORS' REPORT TO THE SHAREHOLDERS

Ref :

Date :

The Directors have pleasure in placing before you the Tenth Annual Report and the Audited accounts for the year ended 31st December , 2004 with corresponding figures for year ended 31st December 2003.

1) FINANCIAL RESULTS

PARTICULARS	31.12.2004	31.12.2003
	Rs.in Thousands	Rs.in Thousands
Total Income	12,860.01	8,441.94
Total Expenditure	12,721.00	11,168.43
Net Profit/Loss	139.01	(2,726.49)
Add: Balance brought forward	(17,107.10)	(14,380.62)
Balance carried forward	(16,839.58)	(17,107.10)

2) DIVIDEND

Due to insufficient profits of the company the Directors do not recommend any dividend during the year under review.

3) PERSONNEL

During the year, there was no employee in respect of whom information as per Section 217(2A) of the Companies Act, 1956 is required to be given in the Directors' report.

4) PARTICULARS AS REQUIRED UNDER SECTION 217 (1)(e) OF THE COMPANIES ACT, 1956

Since the company has not carried on any manufacturing activity during the year under review, there is no matter to report under the provisions of Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the report of Board of Directors) Rules, 1988 with regard to conservation of energy and technological absorption. There is no foreign exchange earning and outgo.

5) DEPOSITS

The Company has not accepted any fixed deposits during the year under review.



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6) DIRECTORS

Mr. ^{Ref:} Shiraj, who retires from the Board by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.

Mr. Kazim Ali, who retires from the Board by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.

7) AUDITORS

Mr. N. Subramanian, Chartered Accountant, Chennai, retires at the conclusion of this Annual General Meeting and have expressed his willingness to continue in office if reappointed.

Reply To Auditor's Remarks:

Reply to para 7 of Annexure to Auditors Report:

The Company is taking necessary steps to implement the internal audit system as early as possible.

8) RESPONSIBILITY STATEMENT

The Directors confirm:

- i) that in the preparation of final accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii) that they 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 and of the profit or loss of the company for that period;
- iii) that they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv) that they had prepared the annual accounts on a going concern basis.

9) CORPORATE GOVERNANCE

Corporate Governance Report is annexed with the Directors report.



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10) MANAGEMENT DISCUSSION ANALYSIS REPORT:

The Management Discussion Analysis Report is annexed to the Directors report. ^{Date :}

11) ACKNOWLEDGEMENT

Your Directors take this opportunity to place on record, their gratitude for the Co-operation and support extended by the Company's Bankers. Financial Institutions and other Government agencies. Your Directors also take this opportunity to thank the support extended by the Customers, Shareholders, Business Associates and others

BY THE ORDER OF THE BOARD

DATED : 31.03.2005

PLACE : Chennai

Sd/-

CHAIRMAN

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No.70, New Avadi Road, Kilpauk, Chennai 600 0010

ANNEXURE TO DIRECTORS REPORT
REPORT ON CORPORATE GOVERNANCE

1. Company's Philosophy on Code of Governance:

The Company's Philosophy is to aim at the highest levels of quality management through transparency and commitment to all the stakeholders viz. its shareholders, employees, Government, lenders and the promoters.

2. Board of Directors:

The Board of Directors of the company comprises of one executive and two Non-Executive Directors and two Independent Directors. During the financial year 1st January 2004 to 31st December 2004, six Board Meetings were held on the following dates: 29th January 2004, 1st March 2004, 29th April 2004, 31st July 2004, 29th October 2004 and 27th December 2004. The Annual General Meeting was held on 30th March 2004. Mr. K. Shiraj is the elected Chairman of the Board.

The composition and membership on other Boards, Committees of Directors and attendance of Directors at the Board of Directors Meetings held during the Financial Year 1.1.2004 to 31.12.2004 and the last AGM held on 30/3/2004.

Name of the Director	Category	Attendance Particulars		Number of other Directorships and Committee Members Chairmanships		
		Board Meeting	Last AGM	Other Directorships	Committee Memberships	Committee Chairmanships
Mr.K.Shiraj	Director-Chairman Non Executive	6	Yes	Nil	Nil	Nil
Mr.Kazim Ali	Director – Executive Whole Time Director	6	Yes	Nil	Nil	Nil
Mrs.Taj Sultana	Director-Non Executive	6	Yes	Nil	Nil	Nil
Mr. Peethala Venkata Nageshwara Rao	Independent Director	6	Yes	Nil	Nil	Nil
Mr.D.Srinivasan	Independent Director	6	Yes	Nil	Nil	Nil

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Details of Directors seeking appointment/reappointment:

Re-appointment:

1. Mr.K.Shiraj, aged 45years an arts graduate, has over two decades of experience in leather processing and other related activities and export of leather products. Being the promoter of the company, he has contributed to the growth of the company with his rich and varied experience. He does not hold any directorships in other companies.

2. Mr.Kazim Ali, aged 54 years, a chemistry graduate hails from a family associated with leather business for two generations. He is in this line of business for more than 25 years and is well experienced with the various facets of the leather industry. He has widely traveled and has established contacts with reputed buyers overseas. He does not hold any directorships in other companies.

3. Audit Committee:

During the year ended 31st December 2004, five meetings were held on the following dates: 29th January 2004, 1st March 2004, 29th April 2004, 31st July 2004 and 29th October 2004. The terms of reference of the Audit Committee are as per the guidelines set out in the Listing Agreement with the stock exchanges.

The Attendance of Directors at the Audit Committee Meetings held during the year ended 31st December 2004 is given below:

Name of the Director	Category of Membership	Attendance Particulars	
		Meetings Held	Meetings Attended
Mr.Peethala Venkata Nageshwara Rao	Chairman	5	5
Mr. K.Shiraj	Member	5	5
Mrs.Taj Sultana	Member	5	5
Mr.D.Srinivasan	Member	5	5

4. Remuneration Committee:

The Remuneration Committee comprises of three Directors viz:

Name of the Director	Category of Membership
Mr.Peethala Venkata Nageshwara Rao	Chairman
Mr. D.Srinivasan	Member
Mr.K.Shiraj	Member

The terms of reference of the Remuneration Committee are as per the guidelines set out in the Listing Agreement with the stock exchanges that include

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determination of the Company's policy on specific remuneration packages for Directors.

No meeting of the Remuneration Committee was held during the year. The details of the remuneration paid to the Directors during the financial year January to December 2004 are given below:

Names of Directors	Salary & Allowances	Sitting Fees
Mr.K.Shiraj	Nil	Nil
Mr.Kazim Ali	Rs.3,00,000/-	Nil
Mrs.Taj Sultana	Nil	Nil
Mr. Peethala Venkata Nageshwara Rao	Nil	Nil
Mr.D.Srinivasan	Nil	Nil

5. Shareholders/Investors Grievance and Share Transfer Committee:

The Shareholders / Investors Grievance and Share Transfer Committee comprises of

Mr.K.Shiraj	Chairman
Mrs. Taj Sultana	Member
Mr. D.Srinivasan	Member

The Committee oversees the performance of share transfer and recommends measures to improve the shareholders/investors service. The said Committee met 3 times during the year ended 31st December 2004. Mr. Sundar, Company Secretary is the Compliance officer.

During the Financial Year ended 31st December 2004, 3 complaints have been received from the shareholders and complaints were replied/redressed to the satisfaction of the investors. There are no complaints pending as on date of this report due to technical reasons.

6. General Body Meetings:

The particulars of Annual General Meetings held during the last three years are as under:

Year	Date and Time	Venue
2000-2001	28 th December, 2001 at 10.30 A.M	41, Sydenhams Road, Periamet, Chennai- 600 003
2001-2002	20 th March 2003 at 10.30 A.M	41, Sydenhams Road, Periamet, Chennai- 600 003
2003	30 th March 2004 at 10.30 A.M.	41, Sydenhams Road, Periamet, Chennai- 600 003

No resolutions have been put through postal ballot so far.

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