

BOOK POST



2010-2011 ANNUAL REPORT

REGISTERED OFFICE

5129-41, D - wing, 5th Floor, Oberoi Garden Estate,
Near Chandivali Studio, Chandivali Farm Road,
Andheri (E), Mumbai - 400 072. INDIA
Tel.: +91 22 40972600 / 01 Fax: +91 22 28472603
e-mail: contact@mudralifestyle.com www.mudralifestyle.com



2010-2011

ANNUAL REPORT



Chairman's Message

Mudra Lifestyle is an integrated textile Company being managed by a highly experienced management. Mudra has been working with renowned global textile players providing them quality products and timely delivery at competitive prices.

M/s. E Land Group has acquired majority stake in your company. During the year E Land group is a very renowned group of South Korea having annual turnover of more than 5 Billion US \$ having their presence in Fashion, Retail, Leisure, Construction and Food sectors and this group is having more than 8500 stores worldwide.

M/s. E land has big plans for your company which will make the products supply of Mudra Lifestyle enhanced and stabilized and so Mudra Lifestyle will get the benefit of huge institutional orders that the South Korea's largest integrated textile and branded apparel company enjoys. E Land Group will actively promote the operation and productivity of Mudra Life Style to transform into a global textile company.



Our working experience with large global corporations, constant research in fabrics designs and proven efforts demonstrate the consistency in quality of our products.

Mudra Lifestyle is a multi products, multi fiber and multi market players covering the entire textile value chain at length. With a target market that is a diverse mix of the domestic market, institutional sales, garment export trade and international market (exports) that ensure spread of risk and stability of earning.

Over the last 12 months, we have focused on our business growth, stabilization of fabric and garment production and implementation of mega expansion project. I am happy to say that both phase of mega expansion were completed during the year. Full benefit of this will come in next financial year. During the year your Company added new Stenter and printing machine and has also added 470 stitching machines.

However increase and very high price volatility in the raw material prices reflected in the performance of the Company in last two quarters and also in current year, we have to take into account the recent economic slowdown globally, unabated inflation and the sharp rise in interest and depreciation cost. Your Company is confident that with increased production from enhanced capacities in weaving and garmenting and value addition due to new capacity in processing, which is at par with any Indian Capacity and with entry of M/s. E land in your company, should be able to pass through this period.

At Mudra, we have geared ourselves to contribute towards this challenge and take Indian Industry to an altogether new universe. I sincerely thank all our shareholders, employees and valued customers for sharing our vision and supporting us and foresee a continued support in our future endeavors in wrapping the universe in comfort and style.



Our Vision

- Through all of our products, services and relationships, we add to life's contentment.
- To be a renowned textile player globally known for its quality products which leads the trend.
- To build a world class professional team and be a respectable employer in the world.
- To be a trend-setter in fashions and work towards and be known as creator of value to its stake-holders.



Our Mission

- Upholding highest standards of ethical values at all levels institutionalizing systems - approach in all functions of the management.
- Creating a conducive environment for talent to blossom.
- Forging long-term relationship with all the stake-holders.

Corporate Objectives

- To provide total solutions from weaving to garmenting.
- To ensure total customer satisfaction.
- To create an affordable lifestyle for people through constant Upgradation of technology.
- To be a Global Enterprise and expand all avenues in clothing through quality, innovation and pricing.
- To be a leader in quality clothing that improves and enhances lifestyle.



BOARD OF DIRECTORS

Mr. Murarilal B. Agarwal	-	Chairman & Managing Director
Mr. Ravindra B. Agarwal	-	Director
Mr. Vishwambharlal K. Bhoot	-	Executive Director (Up to 27th Nov, 2010)
Dr. S. A. Dave	-	Independent Director (Up to 24th March, 2011)
Mr. S. C. Bhargava	-	Independent Director
Mr. S. P. Pandian	-	Independent Director
Mr. Eung Kyun Shin.	-	Director (From 27th Nov, 2010)
Dr. G. P Nair	-	Independent Director (From 11th May, 2011 to 13th Aug, 2011)
Mr. Lee, Eun Hong	-	Director (From 23rd Aug, 2011)
Mr. Hong, Jung Ho	-	Director (From 23rd Aug, 2011)
Mr. Choi, Kwang Hyuck	-	Director (From 23rd Aug, 2011)
Mr. Chong Tae Baek	-	Independent Director (From 23rd Aug, 2011)
Mr. K Young Hur	-	Independent Director (From 23rd Aug, 2011)
Mr. Mrithyunjay Amblimath	-	Independent Director (From 23rd Aug, 2011)
Mr. Gagan Rai	-	Independent Director (From 23rd Aug, 2011)

MEMBERS OF AUDIT COMMITTEE

Mr. S. C. Bhargava	-	Chairman
Dr. S. A. Dave	-	Member (Up to 24th March, 2011)
Mr. G. P Nair	-	Member (From 11th May, 2011 to 13th Aug, 2011)
Mr. Ravindra B. Agarwal	-	Member
Mr. S. P. Pandian	-	Member (From 23rd Aug, 2011)

CHIEF FINANCIAL OFFICER

Mr. Ganeshmal Surana

REGISTERED OFFICE

5129-41, D Wing, 5th Floor
Oberoi Garden, Chandivali Farms Road,
Chandivali, Andheri (E),
Mumbai - 400 072.

BANKERS

State Bank of India
Axis Bank Limited
Oriental Bank of Commerce
State Bank of Patiala
Bank of India
State Bank of Hyderabad
State Bank of Travencore

AUDITORS

Churiwala & Co, Chartered Accountants, Mumbai

WORKS

Weaving	Process House	Garmenting
Daman	Navi Mumbai	Daman
Bhiwandi (Sonale and Kahler)	Tarapur	Bangalore
Tarapur		



CONTENTS



• NOTICE	5
• DIRECTORS' REPORT	10
• REPORT ON CORPORATE GOVERNANCE	16
• MANAGEMENT DISCUSSION & ANALYSIS	28
• AUDITOR'S REPORT	30
• BALANCE SHEET	34
• PROFIT & LOSS ACCOUNT	35
• SCHEDULES	36
• NOTES ON ACCOUNTS	44
• BALANCE SHEET ABSTRACT	52
• CASH FLOW STATEMENT	53



NOTICE

NOTICE is hereby given that the 14th Annual General Meeting of the members of the Company will be held on Friday, the 30th September, 2011, at 10.30 am at the Kohinoor Continental, Andheri Kurla Road, Andheri (East), Mumbai - 400 059, to transact the following businesses:-

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at 31st March, 2011 and Profit and Loss Account for the year ended on that date, together with the Report of Auditors' and Directors' thereon.
2. To appoint a Director in place of Mr. S.C Bhargava, who retires by rotation, and being eligible, offer himself for reappointment.
3. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT M/s. Churiwala & Co., Chartered Accountants, Mumbai, Registration No.119223W, be and is hereby appointed as an Auditors of the Company, to hold office from conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration as shall be fixed by the Board of Directors."

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:
"RESOLVED THAT Mr. Shin, Eung Kyun, who was appointed as an Additional Director w.e.f 27th November, 2010, and who holds the office up to the conclusion of this Annual General meeting and in respect of whom the Company has received notice proposing his candidature for the office of Director under section 257 of the Companies Act, 1956, be and is hereby appointed as Director of the Company."
5. To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:
"RESOLVED THAT Mr. Lee, Eun Hong who was appointed as an Additional Director w.e.f 23rd August, 2011, and who holds the office up to the conclusion of this Annual General meeting and in respect of whom the Company has received notice proposing his candidature for the office of Director under section 257 of the Companies Act, 1956, be and is hereby appointed as Director of the Company."
6. To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:
"RESOLVED THAT Mr. Hong, Jung Ho, who was appointed as an Additional Director w.e.f 23rd August, 2011, and who holds the office up to the conclusion of this Annual General meeting and in respect of whom the Company has received notice proposing his candidature for the office of Director under section 257 of the Companies Act, 1956, be and is hereby appointed as Director of the Company."
7. To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:
"RESOLVED THAT Mr. Choi, Kwang Hyuck, who was appointed as an Additional Director w.e.f 23rd August, 2011, and who holds the office up to the conclusion of this Annual General meeting and in respect of whom the Company has received notice proposing his candidature for the office of Director under section 257 of the Companies Act, 1956, be and is hereby appointed as Director of the Company."
8. To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:
"RESOLVED THAT Mr. Chong Tae Baek, who was appointed as an Additional Director w.e.f 23rd August, 2011, and who holds the office up to the conclusion of this Annual General meeting and in respect of whom the Company has received notice proposing his candidature for the office of Director under section 257 of the Companies Act, 1956, be and is hereby appointed as Director of the Company."
9. To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:
"RESOLVED THAT Mr. K Young Hur, who was appointed as an Additional Director w.e.f 23rd August, 2011, and who holds the office up to the conclusion of this Annual General meeting and in respect of whom the Company has received notice proposing his candidature for the office of Director under section 257 of the Companies Act, 1956, be and is hereby appointed as Director of the Company."



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

“RESOLVED THAT Mr. Mrithyunjay Amblimath, who was appointed as an Additional Director w.e.f 23rd August, 2011, and who holds the office up to the conclusion of this Annual General meeting and in respect of whom the Company has received notice proposing his candidature for the office of Director under section 257 of the Companies Act, 1956, be and is hereby appointed as Director of the Company.”

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

“RESOLVED THAT Mr. Gagan Rai, who was appointed as an Additional Director w.e.f 23rd August, 2011, and who holds the office up to the conclusion of this Annual General meeting and in respect of whom the Company has received notice proposing his candidature for the office of Director under section 257 of the Companies Act, 1956, be and is hereby appointed as Director of the Company.”

By order of the Board
For Mudra Lifestyle Limited

Murarilal Agarwal
Chairman and Managing Director.
Place: Mumbai
Date: 23rd August, 2011.

Registered Office:

5129-41, D Wing, 5th Floor
Oberoi Garden Estate, Chandivali Farms Road,
Chandivali, Andheri(E),
Mumbai-400072.

NOTES

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend the meeting and vote on a Poll, if any, in his/her stead and the proxy need not be a member of the Company. The instrument appointing proxies, in order to be effective, must be received by the Company at the registered office, not less than 48 hours before the scheduled time of the meeting. A blank proxy form is annexed to this notice.
2. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send to the Company a Certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
3. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, relating to the Special Businesses to be transacted at the meeting (Item Nos. 3 to 10 of the notice) is annexed hereto.
4. Section 109A of the Companies Act, 1956 permits Nomination by the shareholders of the Company in prescribed Form No.2B. Shareholders are requested to avail of this facility. The duly filled in and signed Form No 2B should be sent to the Share Transfer Agents of the Company at their address.
5. Additional information, pursuant to Clause 49 of the Listing Agreement with Stock Exchange, on Directors recommended for appointment/reappointment at the Annual General Meeting, is appearing in the Report and Accounts.
6. Members are requested to bring the admission slips along with their copy of the Report to the Meeting.
7. Members holding shares in physical form are requested to notify/send the change in their address at the Registered Office of the Company and holding shares in electronic form are advised to send same information to their respective Depository Participant.
8. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2011 to 30th September, 2011 (both days inclusive).
9. Bigshare Services Pvt Ltd is the Registrar & Share Transfer Agent (R&T Agent) of the Company. All investor related communication may be addressed to Bigshare at the following address: = Bigshare Services Private Limited, E-2 & 3, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Andheri (East), Mumbai – 400 072, Tel: 91-22-28470652/40430200/28470653, Fax: 91-22-28475207, E-mail: investor@bigshareonline.com





10. The Ministry of Corporate Affairs ("MCA") has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by companies and has issued a circular on April 21, 2011 and April 29, 2011 stating that the service of document by a Company can be made through electronic mode. In view of the circular issued by MCA the company proposes to henceforth deliver documents like the Notice calling the Annual General Meeting/ Extra Ordinary General Meeting/ Audited Annual Accounts/ Report of the Auditors'/ Report of the Directors' etc. in electronic form to the email address provided by the shareholders.
11. Shareholders are requested to furnish their email id's either to our share transfer agent Big Share Services Pvt. Ltd. or to the Company to enable them to forward all the requisite information in electronic mode. In case of shareholding holding shares in demat form, the email IDs of the shareholders registered with DP and made available to the company shall be registered email ID unless communication is received to the contrary.
12. Shareholders requiring a printed copy of the Annual Report should forward their request to the company.
13. The Securities and Exchange Board of India has notified that the shareholders/ transferees of shares, including joint holders, holding shares in physical form are required to furnish a certified copy of their PAN Card to the Company/RTA while transacting in the securities market including transfer, transmission or any other corporate action.

Accordingly all the shareholders/transferee of shares, including joint holders, are requested to furnish a certified copy of their PAN Card to the Company/ RTA while transacting in the securities market including transfer, transmission or any other corporate action.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956:

The following Explanatory Statement pursuant to Section 173 of the Companies Act, 1956, sets out all material facts relating to the subject mentioned in the accompanying Notice dated 23rd August, 2011.

Item no.4:

As members are aware that during the year the Company has entered into Share Subscription Agreement with E Land Fashion China Holdings Limited (the investor), and 3 Promoters of the Company, on 15th October, 2010. Pursuant to provisions of Share Subscription Agreement, Mr. Eung Kyun Shin was appointed as a Director of the Company with effect from 27th November, 2010. Mr. Eung Kyun Shin will hold office of Director till the conclusion of the Annual General Meeting. The Company has received notice under section 257 of the Companies Act, 1956, recommending his candidature for reappointment, along with necessary deposit amount. Hence the Board recommends his appointment as Director, at the ensuing Annual General Meeting.

Mr. Shin, Eung Kyun has given his consent to act as Director of the Company, if appointed. He further declared that he is not disqualified to be appointed as a Director of the Company pursuant to section 274(1)(g) of the Companies Act, 1956.

Mr. Shin, Eung Kyun is interested in the resolution to the extent of his appointment as Director. None of the Directors of the Company, in any way, concerned or interested in passing of above resolution.

Item No.5 to 11:

Pursuant to section 260 of the Companies Act, 1956 and provisions of Article 147 of the Articles of Association of the Company, Mr. Lee, Eun Hong, Mr. Hong, Jung Ho, Mr. Choi, Kwang Hyuck, Mr. Chong Tae Baek, Mr. K Young Hur, Mr. Mrithyunjay Amblimath and Mr. Gagan Rai, were appointed as Additional Directors of the Company with effect from 23rd August, 2011 and will hold the office of the Director up to the conclusion of ensuring Annual General Meeting. The Company has received notice under section 257 of the Companies Act, 1956, recommending his candidature for reappointment, along with necessary deposit amount. Hence the Board recommends his appointment as Director, at the ensuing Annual General Meeting.

All the Directors have given their consent to act as Director of the Company, if appointed. They further declared that he is not disqualified to be appointed as a Director of the Company pursuant to section 274(1)(g) of the Companies Act, 1956.

All the Directors, proposed to be appointed, are interested in the resolution to the extent of his appointment as Director. None of the

By order of the Board
For **Mudra Lifestyle Limited**

Place: Mumbai
Date: 23rd August, 2011.

Murarilal Agarwal
Chairman and Managing Director





Calendering



ADDITIONAL INFORMATION

Details of Directors seeking appointment/ reappointment in the 14th Annual General Meeting pursuant to Clause 49 of the Listing Agreement of the Stock Exchange

Name of Director	Mr.S.C Bhargava	Mr. Lee, Eun Hong	Mr. Hong, Jung Ho	Mr. Choi Kwang Hyuck	Mr. Eung Kyun Shin
Age in years	66	50	40	50	47
Qualification	B.Com (Hons), Delhi University, Chartered Accountant(CA), Institute of Chartered Accountants of India	Yonsei University, Electricity Engineering (BS), Business Administration(BA)	Hanyang University, Bachelor of Laws	Soong Sil University, Textile Engineering (BS)	Yonsei University, English Language (Graduate)
Designation	Independent Director	Director	Director	Director	Director
Specialisation/	Experience into functions relating to Finance and Investment.	General Management in Textile Business	General Management in Merger & Acquisitions & Legal matters of the Company	General Management in Overseas Production .	General Management in Textile Business
Other Directorship	Aditya Birla Nuvo Ltd, DCM Shriram Consolidated Ltd, Escorts Ltd, Swaraj Engine Ltd, Escorts Construction Equipment Ltd, Jai Pee Infratech Ltd, Max Mobile Ltd, Jai Prakash Power Communications Ltd, A.K Capital Services Ltd, Cox & Kings Ltd	-	-	-	-
Chairman / Member of the Committee of the Board of Directors of the Companies.	Swaraj Engine Ltd, Cox & Kings Ltd	-	-	-	-
Shareholding in the Company	Nil	Nil	Nil	Nil	Nil

