

LAWRESHWAR POLYMERS LIMITED



17th Annual Report
2010-11

A-243(A), ROAD NO.6, V.K.I.AREA, JAIPUR-302 013

| Contents | Page No. |
|---|-----------|
| Notice | 2 |
| Director's Report | 6 |
| Reports on Corporate Governance | 11 |
| Management Discussion and Analysis | 20 |
| Report of The Statutory Auditors | 22 |
| Balance Sheet | 28 |
| Profit & Loss Account | 29 |
| Cash Flow Statement | 30 |
| Schedules | 32 |
| Report of The Statutory Auditors of Subsidiary Compny | 47 |
| Balance Sheet of Subsidiary Company | 48 |
| Profit & Loss Account of Subsidiary Company | 49 |
| Cash Flow Statement of Subsidiary Company | 50 |
| Schedules of Subsidiary Company | 51 |
| Statutory Auditors Report on The Consolidated Financial Statements | 57 |
| Consolidated Balance Sheet | 58 |
| Consolidated Profit & Loss Account | 59 |
| Consolidated Cash Flow Statment | 60 |
| Schedules | 61 |
| Proxy Form | 75 |
| | |

CORPORATE INFORMATION**Board of Directors**

Ramesh Chand Agarwal
Chairman

Raj Kumar Agarwal
Managing Director

Rakesh Akar
Sidharth Singh
Radhe Shyam Mangal
Independent Directors

Naresh Agarwal
Executive Director

Board Committees**Audit Committee**

Radhe Shyam Mangal
Rakesh Akar
Sidharth Singh

Remuneration Committee

Radhe Shyam Mangal
Rakesh Akar
Sidharth Singh

Shareholders'/ Investors Grievance Committee

Radhe Shyam Mangal
Rakesh Akar
Sidharth Singh

Statutory Auditor

M/s A. Bafna & Co.
Chartered Accountants
K-2, Raj Apartment
Keshav Path, C-Scheme
Jaipur 302 001

Internal Auditor

M/s B. Vishal & Co.
Chartered Accountants
405, Surya Chamber
Nehru Bazar,
Jaipur-302 003

Cost Auditor

M/s Rajesh & Company
Cost Accountants
8, Chitragupt Nagar
Jyoti Nagar Rly Crossing
Jaipur-302 005

Banker

Punjab National Bank
SSI Branch,
Sikar Road, V.K.I.A.,
Jaipur-302 016 (Raj)

Regd. Office & Works

A-243 (A), Road No. 6
V. K. I. Area, Jaipur 302 013
e-mail: info@leharfootwear.com
URL: www.leharfootwear.com

Registrar & Share Transfer Agent

Big Share Services Pvt. Ltd.
E-2, Ansa Industrial Estate, Sakivihar Road,
Saki Naka, Andheri (E), Mumbai-400 072.
Email: info@bigshareonline.com
URL: www.bigshareonline.com

Notice

Notice is hereby given that the Seventeenth Annual General Meeting of the Members of Lawreshwar Polymers Ltd. will be held at Registered Office at A-243 (A) Road No: 6 V.K.I.Area, Jaipur-302013 on Friday the 30th September, 2011 at 10.00 A.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2011 and Profit & Loss Account for the year ended on that date together with the reports of the Directors and Auditor thereon.
2. To appoint a director in place of Shri Naresh Agarwal, who retire by rotation and being eligible, offers himself for reappointment.
3. To appoint a director in place of Shri Sidharth Singh, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint Auditor and fix their remuneration.

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of section 198, 269, 309, 310 and Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 and/or any statutory modification or re-enactments thereof from time to time and in force and subject to such other approvals as may be necessary, if any, consent of the Company be and is hereby accorded for re-appointment of Shri Raj Kumar Agarwal as Managing Director of the Company for a period of five years with effect from 1st December 2011, upon the terms and conditions as furnished in the Explanatory Statement to this resolution annexed herewith."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to amend/alter the terms and conditions relating to remuneration subject to the provisions of section I of Part II of Schedule XIII and other applicable provisions of the Companies Act, 1956."

"RESOLVED FURTHER THAT in absence of or inadequacy of profits in any financial year during the aforesaid period, the remuneration will be paid as minimum remuneration subject to the provisions of Section II of Part II of Schedule XIII of the Companies Act, 1956 or such other amount as may be provided in Schedule XIII as may be amended from time to time or any equivalent statutory re-enactments thereof."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to appoint such person amongst themselves to file all documents with the Registrar of Companies, Rajasthan and to do all such acts, deeds and things as may be required and to complete all formalities that may be necessary to give effect to this resolution."

**By the order of the Board
For Lawreshwar Polymers Limited**

PLACE: Jaipur

DATED: 03.09.2011

**(Ramesh Chand Agarwal)
Chairman**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THEN FORTY- EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 24th September 2011 to Friday, 30th September 2011 (both days inclusive).
3. Non-Resident Indian Shareholders are requested to inform M/s Big Share Services Private Limited, the Registrar and Share Transfer Agent of the Company immediately about:
 - a) the change in the Residential status on return to India for permanent settlement.
 - b) the particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank, if not furnished earlier.
4. Members requiring information on the accounts are requested to write to the company at least 10 (Ten) days before the date of the meeting to enable the company to furnish the information.
5. Members are requested to:
 - i) Intimate change in their Registered Addresses, if any, in respect of Equity Shares held in electronic form (Dematerialized form) to their Depository Participant(s).
 - ii) Intimate the Registrar & Share Transfer Agent about any change in their Registered Addresses in respect of equity shares held in physical form.
 - iii) Quote the registered folio number / DP-ID and CL-ID in all future correspondence.
 - iv) To address their grievances to the Company Secretary, if they require at the Registered Office of the Company.
6. Members are requested to please bring their copies of Annual Report at the meeting.
7. Members and Proxies attending the meeting should bring the attendance slip duly filled in for attending the meeting.
8. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of the Special business mentioned under item No. 5 of the Notice is annexed hereto.
9. Members are informed that in case of Joint holders attending the meeting, only the joint holder higher in the order of the names will be entitled to vote.
10. Corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
11. As required under Clause 49 of the Listing Agreement, the Particulars of Director proposed to be appointed / re appointed are being published in this Annual Report as Annexure "A".

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF COMPANIES ACT, 1956.**Item No. 5**

The Board of Directors of the Company in their meeting held on 3rd September, 2011, subject to the approval of the shareholders in the Annual General Meeting under the applicable provisions of the Companies Act, 1956, have sought to re-appoint Shri Raj Kumar Agarwal as Managing Director of the Company for a period of five years with effect from 1st December, 2011.

The tenure of present appointment of Shri Raj Kumar Agarwal as Managing Director will expire on 30th November, 2011. The terms and conditions of remuneration as approved by the remuneration committee and applicable to the Managing Director are as under given below and your directors have confirmed that the proposed remuneration is strictly in conformity with part II of Schedule XIII of the Companies Act, 1956.

Remuneration:

(I) Basic Salary: Rs. 1,10,000/- per month.

(II) Perquisites:

In addition to Basic Salary, the following Perquisites not exceeding the overall ceiling prescribed under Schedule XIII, annexed to the Companies Act, 1956 will be provided to the Managing Director:

- (i) Provision of Company's car with driver for use on Company's business, Mobile Phone and Telephone at residence will not be considered as perquisites.
- (ii) Personal long distance calls on telephone and use of Car for private purpose shall be billed by the Company to the Managing Director.
- (iii) Reimbursement of entertainment, travelling and all other expenses, actually and properly incurred for the business of the Company.
- (iv) No sitting fees shall be payable to the Managing Director for attending the Meetings of the Board of Directors or Committee thereof.

The terms and conditions, as above, may be altered / varied from time to time by the Board of Directors as it may, in its absolute discretion, deem fit within the maximum amount payable to the appointee in accordance with Schedule XIII annexed to the Companies Act, 1956 as may be amended from time to time or any other relevant Statutory enactment(s) thereof in this regard.

Where in any year, the Company has no profits or its profits are inadequate, the total remuneration payable to Shri Raj Kumar Agarwal, Managing Director, by way of salary/ perquisites, as specified above, shall be limited to the amount laid down under Schedule XIII annexed to the Companies Act, 1956.

(III) Other terms & Conditions:

- (i) Shri Raj Kumar Agarwal will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.
- (ii) The agreement may be terminated by either party giving to the other party one-month's prior notice in writing to that effect.
- (iii) The said re-appointment of Shri Raj Kumar Agarwal on the terms and conditions as set above is subject to the approval of the shareholders in their General Meeting.

This may be treated as an abstract required under section 302 of the Companies Act, 1956.

Your Directors recommend the proposed ordinary resolution for your approval.

None of the Directors except Shri Raj Kumar Agarwal, being the appointee and Shri Naresh Agarwal, Executive Director and Shri Ramesh Chand Agarwal, Executive Chairman being relatives are interested in the resolution.

**By the order of the Board
For Lawreshwar Polymers Limited**

**PLACE: Jaipur
DATED: 03.09.2011**

**(Ramesh Chand Agarwal)
Chairman**

ANNEXURE "A" "TO THE NOTICE CALLING 17TH ANNUAL GENERAL MEETING:

Information pursuant to Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors who are proposed to be appointed / re-appointed at the ensuing Annual General Meeting to be held on September 30, 2011:

| Name of Director | Naresh Agarwal | Sidharth Singh | Raj Kumar Agarwal |
|---|--|--|---|
| Age | 40 Years | 37 Years | 52 Years |
| Date of Appointment/ re-appointment | 31.03.1994 | 03.07.2010 | 31.03.1994 |
| Designation | Executive Director | Non Executive Independent Director | Managing Director |
| Expertise in specific functional area | He is a Commerce Graduate. His expertise in the filed of finance has always been of immense value and help to the Company. He is also very well versed in all aspects of manufacturing, Research & Development, Material procurement streams and other day to day activities of the Company. | Shri Sidharth Singh is a Commerce Graduate. His expertise in the filed of finance, Accounts & Marketing has always been of immense value & help to the Company and has more than 11 years of experience in footwear business and is well aware of each and every aspect of business and handling them at well. | He is Graduate in Commerce. He looks after Finance, Accounts and Marketing streams of the Company and has more than 29 years experience in footwear business and is well aware of each and every aspect of business and handling them all levels. |
| Qualification | B.COM | B.COM | B.COM |
| Directorship in other Public Limited Companies as on 31/03/2011 | JMR MOBILINK LIMITED | NIL | NIL |
| Member/Chairman of the Committees of the Board of other Companies as on 31/03/2011 | NIL | NIL | NIL |

DIRECTORS REPORT

To,

All the Shareholders,

Your Directors have pleasure in presenting the Seventeenth Annual Report of the company together with the Audited financial accounts for the financial year ended on 31st March 2011.

FINANCIAL RESULTS:

| (Rs. In lacs) | | |
|--|--------------------------------|--------------------------------|
| Particulars | 2010-2011 (Audited) | 2009-2010 (Audited) |
| Sales | 3475.59 | 3021.51 |
| Profit before Depreciation & Tax | 321.61 | 170.46 |
| Profit before Tax | 232.82 | 94.42 |
| Provision for Tax (Current & Deferred Tax) | 82.82 | 19.59 |
| Net Profit | 150.00 | 74.83 |
| <u>Appropriation</u> | | |
| Dividend | NIL | NIL |
| Balance b/f from the previous year | 291.43 | 216.60 |
| Transferred to General Reserve | NIL | NIL |
| Transferred to Reserve & Surplus | 441.43 | 291.43 |

Operational Review

Your Company has achieved turnover of Rs. 3475.59 Lacs as against Rs. 3021.51 Lacs in the previous year. The Net Profit of the Company is Rs 150.00 Lacs as against Rs. 74.83 Lacs in the previous year.

Directors

Mr. K.P.Singh has expired on 3rd July 2010 and Mr. Sidharth Singh has appointed in place of Mr. K.P.Singh. Further Mr. Krishan Kumar Gupta has resigned from the Directorship of the Company with effect from 1st April, 2010.

As per Article 107 and 108 of Article of Association of the Company Shri Naresh Agarwal and Shri Sidharth Singh, Directors of the Company are liable to retire by rotation in the forthcoming Annual General Meeting and being eligible, offer themselves for reappointment.

Directors Responsibility Statement

Pursuant to section 217 (2AA) of the Companies Act, 1956, your Directors hereby confirm that:

- a) in the preparation of Annual Accounts of the Company, the applicable Accounting Standards have been followed along with proper explanation relating to material departures from the same, if there any.
- b) 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 & fair view of the state of affairs of the Company at the end of the financial year ended March 31st, 2011 and of the Profit of the Company for the year ended on that date.
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularity.
- d) the Directors have prepared the Annual Accounts of the Company on a going concern basis.

PARTICULARS OF EMPLOYEES REQUIRED UNDER SECTION 217 (2A) OF THE COMPANIES ACT, 1956

None of the Employee of the Company has been paid such remuneration which attracts the provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, hence requirement of disclosure under section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 doesn't arise.

Auditor and Auditor's Report

M/s A. Bafna & Company, Chartered Accountants, Jaipur holds office until the conclusion of the ensuing Annual General Meeting and being eligible and offer themselves for re-appointment. The Company has received a letter from the Auditors to the effect that their appointment, if made would be within the prescribed limit u/s 224 (1B) of the Companies Act, 1956 and also that they are not otherwise disqualified within the meaning of section 226 (3) of the Companies Act, 1956.

Notes on Accounts and significant Accounting Policies are self explanatory hence not require any further clarification.

Subsidiary

The Company has incorporated a subsidiary Company in the name of Swastik Polyblend Private Limited in the State of New Delhi as on 05/02/2010.

Dividend

To conserve the resources of the Company for its future growth, the Board of Directors of the Company are not recommending any dividend for the financial year 2010-2011.

Public Deposits

During the year ended March 31st 2011, your Company has not accepted any deposits from the public.

Future Plans

The Company has entered into mobile business through its associate company JMR Mobilink Ltd. The Company will invest more amount in associate company.

Further, the company will install 3 new machines for manufacturing of PU footwear during the financial year 2011-12

Management Discussion and Analysis

A detailed review of operational performance and future outlook of the Company is given under the "Management Discussion and Analysis Report" which forms part of this Report.

CONSERVATION OF ENERGY, TECHNOLOGY, FOREIGN EXCHANGE EARNINGS AND OUTGO

Information in accordance with 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 are given in Annexure "B" to this report.

Acknowledgement

The Directors of your Company acknowledge a deep sense of gratitude for the continued support extended by Investors, Customers, Business Associates, Bankers and Vendors. Yours Directors place on record their appreciation for the significant contribution made by the employees at all levels through their hard work and dedication.

The Directors also thanks the various Government and Regulatory Authorities and last but not the least the Shareholders for their patronage, support and faith in the company. The Board looks forward to their continued support in the years to come.

By the order of the Board

PLACE: Jaipur
DATED: 03.09.2011

(Ramesh Chand Agarwal)
Chairman

Annexure "B" to the Directors' Report**A. CONSERVATION OF ENERGY**

As per **Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988**, the Company is not required to disclose the particulars in relation to Conservation of Energy and Technology Absorption under the Companies Act, 1956 read with Companies (Disclosure of particulars in the report of Board of Directors) Rules 1988, in respect of Conservation of energy and technology absorption are not applicable to your company.

Your Directors would like to assure you that every measure is taken to save and conserve energy at all the stages of operation.

The manufacturing unit of the company is well planned and adequately equipped for ensuring optimum energy utilization.
