

**LAWRESHWAR POLYMERS LIMITED**



*18<sup>th</sup> Annual Report*  
*2011-12*

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

# Lehar<sup>®</sup>



## FOOTWEAR

National Award Winner 2000

National Award Winner 2003

National Award Winner 2003 (For Quality)  
(From Govt. of India)

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Hawai ❖ Canvas Shoes ❖ EVA Wave ❖ PU-Bliss  
❖ Sports Shoes ❖ School Shoes ❖ Belly ❖ Casual Shoes

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## **CORPORATE INFORMATION**

### **Board of Directors**

**Ramesh Chand Agarwal**  
**Chairman**

**Rakesh Akar**  
**Siddharth Singh**  
**Radhe Shyam Mangal**  
**Independent Directors**

**Raj Kumar Agarwal**  
**Managing Director**

**Naresh Agarwal**  
**Executive Director**

### **Board Committees**

#### **Audit Committee**

**Radhe Shyam Mangal**  
**Rakesh Akar**  
**Siddharth Singh**

#### **Remuneration Committee**

**Radhe Shyam Mangal**  
**Rakesh Akar**  
**Siddharth Singh**

#### **Shareholders' / Investors Grievance Committee**

**Radhe Shyam Mangal**  
**Rakesh Akar**  
**Siddharth 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](mailto:info@leharfootwear.com)**  
**URL: [www.leharfootwear.com](http://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](mailto:info@bigshareonline.com)**  
**URL: [www.bigshareonline.com](http://www.bigshareonline.com)**

### Notice

Notice is hereby given that the Eighteenth 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 28<sup>th</sup> September, 2012 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, 2012 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 Radhe Shyam Mangal, who retire by rotation and being eligible, offers himself for reappointment.
3. To appoint a director in place of Shri Rakesh Akar, 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 a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of section 314(1)(b) and other applicable provisions, if any, of the Companies Act, 1956 and subject to necessary approval of Shareholder of the company in the ensuing Annual General Meeting and the consent as may be required, the remuneration, and other allowances payable to Shri Pramod Agarwal, Shri Sanjay Agarwal, Shri Pankaj Agarwal, Smt. Megha S Agarwal (relative of directors) be increased with effect from 02<sup>nd</sup> April, 2012 as for given in explanatory statement annexed herewith."

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to increase the remuneration as the Board may decide from time to time with in the permissible limits of Section 314 of the Companies Act, 1956."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board and/or Remuneration Committee constituted by the Board be and are hereby authorised to take all actions and do all such deeds, matters and things, as may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to provisions of Section 314(1)(b) & other applicable provisions of the Companies Act, 1956 and subject to the approval of the shareholders of the company in the ensuing General Meeting, Ms. Shally Agarwal (Relative of Managing Director) be & is hereby appointed as Administration (Head) on a Monthly Remuneration of Rs.25000/- per month (Rupees Twenty Five Thousand Only) w.e.f. 2<sup>nd</sup> April, 2012 as per the terms & conditions decided by the Board of Directors & approved by the shareholders in the next General Meeting.

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to increase the remuneration as the Board may decide from time to time with in the permissible limits of Section 314 of the Companies Act, 1956."

**"RESOLVED FURTHER THAT** Shri Naresh Agarwal (Executive Director) of the company is hereby authorised to do all such acts, deeds, matter and things as may required giving complete effect to this transaction on behalf of the Company."

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

**PLACE: Jaipur  
DATED: 01.09.2012**

**(Ramesh Chand Agarwal)  
Chairman**

### **Notice**

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, 22nd September 2012 to Friday, 28th September 2012 (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 & 6 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".
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**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF  
COMPANIES ACT, 1956**

**Item No. 5**

Keeping in view the overall salary structure in the industry, the pay scales at various levels in the company have since been revised. The pay scales of certain level/designations on which relatives of some directors are working have also been revised. Accordingly, it is proposed to revise the salaries of relatives of some of the directors working in the company at various levels.

Name	Present Remuneration	Revised Remuneration
Shri Pramod Agarwal	45000/-	80000/-
Shri Sanjay Agarwal	45000/-	60000/-
Shri Pankaj Agarwal	18000/-	50000/-
Smt. Megha S Agarwal	18000/-	25000/-

Since some of the directors are interested in holding of office or place of profit carrying a monthly remuneration in excess of prescribed limits by their relatives, the prior consent of the members by a special resolution is required in terms of Section 314(1)(b) of Companies Act, 1956. The payment of aforesaid remuneration will commence from 2<sup>nd</sup> April, 2012.

Shri Raj Kumar Agarwal being relatives of above named persons are deemed to be considered or interested in the said resolution.

The Board of Directors commends the resolution for your approval.

**Item no. 6**

The Board of Directors, in their meeting held on 02/04/2012 has resolved to propose to the shareholders for their approval in the ensuing Annual General Meeting for the appointment of Ms. Shally Agarwal (relative of Managing Director) as Administration (Head) for a monthly remuneration for Rs. 25000.00 (Rs. Twenty Five Thousand per month).

Smt. Shally Agarwal is Graduate. Your Board of Directors recommends that Appointment of Smt Shally Agarwal will greatly enhance the value of the company.

Your Directors recommend the annexed resolution for your approval.

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

**PLACE: Jaipur  
DATED: 01.09.2012**

**(Ramesh Chand Agarwal)  
Chairman**

**ANNEXURE "A" "TO THE NOTICE CALLING 18<sup>TH</sup> 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 28, 2012:

<b>Name of Director</b>	<b>Radhe Shyam Mangal</b>	<b>Rakesh Akar</b>
<b>Age</b>	61 Years	49 Years
<b>Date of Appointment/re-appointment</b>	23.07.2005	23.07.2005
<b>Designation</b>	Non Executive Independent Director	Non Executive Independent Director
<b>Expertise in specific functional area</b>	He is a Practicing Chartered Accountant and senior partner of R.S.Mangal & Co. He has vast knowledge and expertise in audit of Banks, Public and Private Limited Companies.	He is a commerce Graduate is an innovative and young entrepreneur, having an expertise of almost 28 years interest in diversified industries.
<b>Qualification</b>	C.A.	B.COM
<b>Directorship in other Public Limited Companies as on 31/03/2012</b>	NIL	1. MRK PIPES LIMITED 2. AGAM CEMENT PRODUCTS PRIVATE LIMITED 3. SHANTIKRIPA INDUSTRIES LIMITED
<b>Member/Chairman of the Committees of the Board of other Companies as on 31/03/2012</b>	NIL	NIL



## DIRECTORS REPORT

To,

All the Shareholders,

Your Directors have pleasure in presenting the Eighteenth Annual Report of the company together with the Audited financial accounts for the financial year ended on 31<sup>st</sup> March 2012.

### FINANCIAL RESULTS:

Rs. (in Lacs)

Particulars	2011-2012 (Audited)	2010-2011 (Audited)
Sales	5280.48	3475.59
Profit before Depreciation & Tax	277.53	321.61
Profit before Tax	186.72	232.82
Provision for Tax (Current & Deferred Tax)	64.96	82.82
Net Profit	121.75	150.00
Appropriation		
Dividend	NIL	NIL
Balance b/f from the previous year	441.43	291.43
Transferred to General Reserve	NIL	NIL
Transferred to Reserve & Surplus	563.18	441.43

### Operational Review

Your Company has achieved turnover of Rs. 5280.48 Lacs as against Rs. 3475.59 Lacs in the previous year. The Net Profit of the Company is Rs 121.75 Lacs as against Rs. 150.00 Lacs in the previous year.

### Directors

As per Article 107 and 108 of Article of Association of the Company Shri Rakesh Akar and Shri Radhe Shyam Mangal, 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 31<sup>st</sup>, 2012 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 2011-2012.

#### **Public Deposits**

During the year ended March 31<sup>st</sup> 2012, your Company has not accepted any deposits from the public.

#### **Future Plans**

The company will install 3 new machines for manufacturing of PU footwear and 2 Machines of PVC Air Blowing Machines for manufacturing of PVC Footwear for which additional factory building, with built-up area of about 15000 sq. fts., will be constructed during the financial year 2012-13.

#### **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.

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