Lehar®

FOOTWEAR

National Award Winner 2000
National Award Winner 2003
National Award Winner 2003 (For Quality)
(From Govt. of India)

National Award For Quality

ISO 9001 (QMS) | ISO 14001 (EMS) | ISO 18001 (OHSAS)

REGISTERED FIRM

CORPORATE INFORMATION

Board of Directors

1. Ramesh Chand Agarwal	–	CHAIRMAN	[DIN No. : 00108287]
2. Raj Kumar Agarwal	–	MANAGING DIRECTOR	[DIN No. : 00127215]
3. Naresh Agarwal	–	WHOTE TIME DIRECTOR	[DIN No. : 00106649]
4. Gauri Shankar Kandoi	–	INDEPENDENT DIRECTOR	[DIN No. : 00120330]
5. Sidhartha Singh	–	INDEPENDENT DIRECTOR	[DIN No. : 00978342]
6. Radhey Shyam Mangal	–	INDEPENDENT DIRECTOR	[DIN No. : 00107459]

COMPANY SECRETARY - Devyamini Singh

CHIEF FINANCIAL OFFICER - Rakesh Kumar Soni

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

INTERNAL AUDITORS:
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

BANKERS :
Punjab National Bank
SSI Branch
Sikar Road, V.K.I.A., Jaipur-302 013 (Raj)

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.

REGISTERED OFFICE : A-243 (A), Road No. 6, V. K. I. Area, Jaipur – 302013

FACTORY & WORKS:
UNIT 1. A-243 (A), Road No. 6, V. K. I. Area, Jaipur – 302013
UNIT 2. G-685, Road No. 9F2, V. K. I. Area, Jaipur – 302013
UNIT 3 F-263, Road No.13, V. K. I. Area, Jaipur – 302013
UNIT 4 SD-41, Kaladera Industrial Area, Tehsil Chomu, District Jaipur.

OTHER DETAILS :
CIN : L19201RJ1994PLC008196
E Mail ID : info@leharfootwear.com
: csco@leharfootwear.com
Website : www.leharfootwear.com
Contact No. : 0141-4157777 (30 Lines)
Fax : 0141-4157766

Chairman's Message

Dear Shareholders,

I would like to begin with congratulating you all as our company completes 20 successful years in the footwear industry. I am pleased to share with you the Annual Report of your Company for the Financial Year 2013-14. The Financial year ended on March 2014 was another successful year, where despite a challenging environment our business was able to face competition. We expanded our reach and further strengthened our distribution so that we can serve our consumers better with our wide range of product offerings.

As you all are aware that the footwear Market in India has seen a wide transformation over the past years on the back of fast changing retail scenario. According to our recent analysis, India is regarded as the second largest global producer of footwear after China. More than half of the annual production of the country is accounted from non leather footwear but last year wasn't great due to economic slowdown.

During the Year, the company's net profit increased by approx 13 % which is almost half of what we achieved in 2012-13 which was increased by almost 24% and same was the case with the turnover of our company which did increased by 12.55% but wasn't great in comparison with the previous year's which almost increased by 29%.

The Company purchased a factory land and building measuring about 14352 Sq Mtrs at kaladhera, Tehsil Chomu, District Jaipur in Rajasthan. The Project is situated around 30 K.M away from the main factory of the Company which will take around 30 Minutes Only. The Company has planned capacity expansion at Kaladhera plant. Our Company is well positioned to capitalize on the increasing demand for our products and enhance service levels. The total project cost in estimated to be 11.90 crores and the plant will come into operation in the said coming year 2014-15.

In the year ahead, the business environment will continue to remain challenging and competitive intensity is likely to remain high. With our purpose driven products, passionate employees and your continued support, I am confident that we will continue to deliver growth that is consistent, competitive, profitable and responsible.

I would like to thank you, all our shareholders, for your trust and your wholehearted support and look forward to meeting all of you at the annual general meeting.

Sincerely

Ramesh Chand Agarwal

DIN: 00108287

Date: 01 September, 2014

Notice

Notice is hereby given that the TWENTIETH ANNUAL GENERAL MEETING of the Members of LAWRESHWAR POLYMERS LIMITED will be held at Registered Office at A-243 (A) Road No. 6 V.K.I. Area, Jaipur-302013 on Friday the 26th September, 2014 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, 2014 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 Gauri Shanker Kandoi (DIN : 00120330) liable to retire by rotation and being eligible, offers him for reappointment.

3. To appoint a director in place of Sh. Naresh Agarwal (DIN : 00106649) who retires by rotation and being eligible, offers him 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 Ordinary Resolution:

   "**RESOLVED THAT** in supersession of the resolutions previously passed by the shareholders in this regard and pursuant to the provisions of Sections 197, 198 read with schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the salary of the executive directors of the Company (i.e. the Managing Director and the Whole-time Directors) be increased with effect from 1st April, 2014 for as given in explanatory statement annexed herewith."

   "**RESOLVED FURTHER THAT** the Board of Directors of the Company (including the Nomination & Remuneration Committee) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By the order of the Board
For Lawreshwar Polymers Limited

PLACE: Jaipur
DATED: 01.09.2014

(Ramesh Chand Agarwal)
Chairman
DIN: 00108287

Notice

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.

2. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

3. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 19th September 2014 to Friday, 26th September 2014 (both days inclusive).

4. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Big Share Services Pvt. Ltd.

5. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend.(If declared) The Company or its Registrars and Transfer Agents, Big Share Services Private Limited ("Big Share") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.

6. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the company or Big Share.

7. Pursuant to the provisions of 205C of the Companies Act, 1956, the Company has transferred the unclaimed application money for the financial years 2007-2014, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unclaimed amounts lying with the Company as on on the website of the Ministry of Corporate Affairs.

8. 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, and account type, account number and address of the Bank, if not furnished earlier.

9. 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.

10. 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 at the Registered Office of the Company.

11. Members are requested to please bring their copies of Annual Report at the meeting.

12. Members and Proxies attending the meeting should bring the attendance slip duly filled in for attending the meeting.

13. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special business to be transacted is annexed hereto.

14. 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.

15. 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.

16. 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".

17. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

18. E-VOTING:

In Compliance with the provision of section 108 of the Companies Act 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014 the company is pleased to provide the members the facility to exercise their right to vote at the Annual general Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).

During the E-voting period members of the company holding shares either in physical form or dematerialised form, as on a fixed date, may cast vote electronically.

The E-Voting shall remain open on September 21, 2014 (07.00 A.M. (IST)) till September 22 2014(07.00 A.M. (IST)).

The Board of Directors has appointed Naredi Vinod & Associates prop. of Mr. Vinod Kumar Naredi (Membership No. ACS: 20453 CP NO. 7994), Practising Company Secretary as the scrutinizer for e-voting, to unblock the votes in favour or against, if any, and to report forthwith to the Chairman. The scrutinizer shall be responsible to conduct e-voting in fair and transparent manner.

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on < September 21, 2014 (07.00 A.M. (IST) > and ends on < September 22 2014(07.00 A.M. (IST) >. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date <August 22, 2014>, 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:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) · 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 **folio/client id** number in the PAN Field. · In case the **folio** 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 **folio** 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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. · 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 number of shares in the Dividend Bank details field.

(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.

(viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) 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.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xv) 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.

(xvi) 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 they have to create 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.

(xvii) 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.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 5

According to the new Act, director's responsibilities have increased. Keeping in view the enhanced role, responsibilities and duties of directors, it is considered appropriate that the remuneration payable to the Directors by the Company should be commensurate with their increased role, responsibilities and duties. In order to fulfil the same the company is adopting Schedule V of the Act which provides for payment of remuneration to the directors in case of inadequacy of profits.

The Board of Directors of the Company have, subject to the approval of members of the Company, proposed to remunerate the executive directors (i.e. the Managing Director and the Whole-time Directors), may be paid remuneration not exceeding the limits, as computed in the manner laid down in Section 197 together with Schedule V of the Act.

Remuneration:

(I) Basic Salary: Rs. 1,50,000/- per month.

(II) Perquisites:

In addition to Basic Salary, the following Perquisites not exceeding the overall ceiling prescribed under Schedule V, annexed to the Companies Act, 2013 will be provided to the Executive Directors:

(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 Executive 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 Executive 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 V annexed to the Companies Act, 2013 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 Naresh Agarwal, Mr. Raj Kumar Agarwal and Sh. Ramesh Chand Agarwal, by way of salary/ perquisites, as specified above, shall be limited to the amount laid down under Schedule V annexed to the Companies Act, 2013.

(III) Other terms & Conditions:

(i) The Executive Directors 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 re-appointment of the said Directors on the terms and conditions as set above is subject to the approval of the shareholders in their General Meeting.

Your Directors recommend the proposed ordinary resolution for your approval.

None of the Directors except Shri Naresh Agarwal, being the appointee and Shri Raj Kumar Agarwal, Managing 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: 01.09.2014

(Ramesh Chand Agarwal)
DIN: 00108287
Chairman