

# ANNUAL REPORT 2012-13



**MADHUR INDUSTRIES  
LIMITED**

: REGISTERED OFFICE:  
MADHUR COMPLEX, STADIUM CROSS ROAD,  
NAVRANGPURA, AHMEDABAD.

## MADHUR INDUSTRIES LIMITED

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Board of Directors	:	Mr. Shalin Vinitbhai Parikh	- Director
		Mr. Vinit R. Parikh	- Managing Director
		Mr. Narendra Chavda	- Director
		Mr. Vittaila D. Shetty	- Director
Auditors	:	M/s Purushottam Khandelwal & Co., Chartered Accountants 216, Madhupura VyaparBhavan, Nr. Gunj Bazar, Madhupura, Ahmedabad-380004	
Registrar	:	M/s. Link Intime India Pvt. Ltd. Unit No 303, 3 <sup>rd</sup> Floor, Shoppers Plaza, Opp. Municipal Market, Behind Shoppers Plaza II, Off C G Road, Ahmedabad- 380009.	
Stock Exchanges wherein the	:	(1) The Bombay Stock Exchange Ltd	
Shares of the Company		25 <sup>th</sup> Floor, P.J.Towers,	
are listed		Dalal Street, Fort,	
		Mumbai - 400001.	
		(2) The Ahmedabad Stock Exchange	
		Kamdhenu Complex, Opp. Sahjanand College,	
		Panjarapole, Ambawadi,	
		Ahmedabad- 380 015	

**NOTICE**

Notice is hereby given that the Annual General Meeting of M/s. Madhur Industries Limited will be held at Regd. Office at Madhur Complex, Stadium Cross Road, Navrangpura, Ahmedabad on 30<sup>th</sup> September, 2013 at 9.30 A.M. to transact the following business:

**ORDINARY BUSINESS:**

1. To receive consider and adopt the Audited Accounts of the company for the year ended 31<sup>st</sup> March 2013 and the Report of the Directors and auditors thereon.
2. To appoint Director in place of Mr. Shalin Parikh, who retires by rotation and eligible for re-appointment.
3. To appoint Auditors, and to fix their remuneration.

**PLACE: AHMEDABAD  
DATE: 30/05/2013**

**BY ORDER OF THE BOARD OF DIRECTORS,  
FOR MADHUR INDUSTRIES LTD.**

**SD/-**

**(MR. VINIT PARIKH)  
MANAGING DIRECTOR**

**NOTES: -**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 24<sup>th</sup> Sept. 2013 to 30<sup>th</sup> Sept. 2013 (both days inclusive).
3. As a measure of economy, Annual Report will not be distributed at the Meeting. So, members are requested to bring their copy of Annual Report with them to the Annual General Meeting.

**DIRECTORS' REPORT**

To,  
The Members of,  
M/s Madhur Industries Limited,

Your Directors have pleasure in presenting the Annual Report of the Company together with the Audited Accounts for the financial year ended on 31<sup>st</sup> March 2013.

1. <u>Financial Results</u>		(Rs. in lacs)
Particulars	2012-13	2011-12
Sales	835.95	626.96
Other income	50.79	12.14
Depreciation	21.92	21.66
Other Expenditure	857.87	607.84
Exceptional Items	0.00	0.79
Profit/ Loss before Tax	6.94	8.81
Profit/Loss after Tax	6.94	3.99

During the current year your company has achieved a sensible level of growth. We are hoping that the phenomenal growth shall be achieved during the next coming years.

2. Directors

Mr. Shalin Parikh, Director of the company retires at the ensuring Annual General meeting and eligible for re-appointment.

3. Personnel

Your directors' wish to place on record their appreciation for the contribution to growth of the business made by employees at all levels. Information as required pursuant to section 217(2A) of the companies Act, 1956 has not been given, as it is not applicable.

4. Auditors

M/s Purushottam Khandelwal & Co., Chartered Accountants, Ahmedabad, Auditor of the Company retire at the conclusion of ensuing Annual General Meeting and being eligible, offer themselves for Re-appointment.

5. Deposits

During the year, Company has not accepted inter corporate Deposits, which falls under Section 58A of Companies Act, 1956.

## **MADHUR INDUSTRIES LIMITED**

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### **6. Energy, Technology And Foreign Exchange**

The additional information required to be disclosed in terms of notification No.1029 dated 31<sup>st</sup> December, 1998 issued by the Department of Company Affairs, Ministry of Finance is not applicable.

### **7. Directors' Responsibility Statement**

Pursuant to Section 217(2A) of Companies Act, 1956, the Directors confirm that:

- i. In the preparation of Annual Accounts, appropriate accounting standard have been followed.
- ii. Appropriate accounting policies have been selected and applied consistently and judgments and estimates made that are reasonable and prudent so as to give true and fair view of state of affairs of the company at the end of financial year ended 31st March, 2013.
- iii. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 1956 for safe guarding the assets of the company and for preventing and detecting fraud and other irregularities.
- iv. The Annual Accounts have been prepared on going concern basis.

### **8. Auditor's Qualification**

Auditors have qualified their report to the members of the Company. Auditors have qualified in the report about non- provision for retirement benefits income tax dues among others. In this connection directors of the Company have discussed the same at arm's length on the recommendation of audit committee and have initiated to take necessary action so as to show fair view of state of affairs of the company in the coming financial year.

### **9. Report on Corporate Governance**

Compliance Report on Corporate Governance is a part of Annual Report is annexed herewith.

### **10. Acknowledgements**

Your Directors wish to please on record their appreciation of the whole hearted co-operation extended to company from various departments of the central and state governments, company' bankers and financial institutions and employees of the company and look forward for the same cordial relationship in coming years.

**PLACE: AHMEDABAD**

**FOR AND ON BEHALF OF THE BOARD**

**DATE : 30/05/2013**

**SD/-**

**CHAIRMAN**

## REPORT OF THE DIRECTORS ON CORPORATE GOVERNANCE

The Securities and Exchange Board of India (SEBI) constituted the Committee on Corporate Governance to promote and raise the standard of Corporate Governance of listed companies. The Committee has made recommendation on the composition of the board of directors, audit committee, board procedure etc.

The company has taken necessary steps to comply with the clause of 49 of the revised Listing Agreement given below is the report of the Directors on the Corporate Governance.

### REPORT ON CORPORATE GOVERNANCE

#### 1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

The Company believes in functioning in a transparent manner with the basic philosophy being to enhance the Shareholder value, keeping in mind the needs and interest of other stakeholders, in compliance thereof. The following information is placed before the shareholders.

#### BOARD OF DIRECTORS

Name of Director	Category	No. of Board Meeting	Attended	Last AGM Attendance
Mr. Vinit R. Parikh	Chairman & Managing Director	7	7	Yes
Mr. Shalin V. Parikh	Whole-time Director	7	7	Yes
Mr. Narendra Chavda	Non- Executive Independent Director	7	7	Yes
Mr. Vittala Shetty	Non- Executive Independent Director	7	7	Yes

No Directors are having Chairmanship of more than five companies where they are director.

Name of Director	Other Directorship (No. of Company)
Mr. Vinit Parikh	1
Mr. Shalin Parikh	-
Mr. Narendra Chavda	4
Mr. Vittala Shetty	-

In line with the requirements of the code of the corporate governance, the board of directors comprises of four members. However, Your Company is trying its level best to accomplish the revised clause-49 of listing agreement.

A declaration signed by Mr. Vinit Parikh, Managing Director of the company according compliance of sub-Clause (1D) of Clause 49 of the listing Agreement is attached herewith forming part of his Annual Report.

## **2. AUDIT COMMITTEE**

Pursuant to the revised clause 49 of the listing agreement, the company has appointed Audit committee consisting of followings:

- |                          |            |
|--------------------------|------------|
| (i) Mr. Vittala Shetty   | - Chairman |
| (ii) Mr. Narendra Chavda | - Member   |
| (iii) Mr. Shalin Parikh  | - Member   |

The scope of committee includes.

- Review of company's financial reporting process and the financial statement.
- Review internal control systems and functioning of internal audit process.
- Post audit review with statutory auditors.

During the year under review, Audit committee met four times where all the members attended meetings.

## **3. REMUNERATION COMMITTEE**

Remuneration committee consisting of following:

- |                         |            |
|-------------------------|------------|
| (i) Mr. Narendra Chavda | - Chairman |
| (ii) Mr. Vittala Shetty | - Member   |

Remuneration paid to directors of the company is as follow.

1. Mr. Vinit R. Parikh Rs. 9,00,000/-
2. Mr. Shalin Parikh Rs. 3,60,000/-

## **4. SHAREHOLDERS' COMMITTEE**

The company has complied the requirement of the sub clause VI (A), (B) of the clause 49 of the Listing agreement.

The composition of shareholders cum investors' grievance committee was as follows:

- |                        |            |
|------------------------|------------|
| (i) Mr. Vittala Shetty | - Chairman |
| (ii) Mr. Shalin Parikh | - Member   |

During the year, the company and their Registrar and Share Transfer Agents M/s Link Intime India Pvt. Ltd. have resolved all investors' complaints. It is policy of the company to give reply of shareholders complaint within the time frame prescribed by the SEBI/Stock Exchanges.

The Share received for transfer is approved on 15<sup>th</sup> and 30<sup>th</sup> of the each month and are given effect by the Registrar and Share Transfer Agent.

M/s. Link Intime India Pvt. Ltd continued to provide its services as common Agent for electronic as well as physical share transfer work.

**5. GENERAL BODY MEETING:**

Date	Type	Time	Location
30/09/2010	AGM	09.30 A.M.	Madhur Complex, Stadium Cross Road, Navarangpura, Ahmedabad
30/09/2011	AGM	09.30 A.M.	
28/09/2012	AGM	09.45 A.M.	

There are no special resolutions passed by the company through postal ballot at any of the above annual general meeting.

**6. DISCLOSURES:**

- (A) During the year under review, the quarterly unaudited results were taken on record by the Board of Directors at the end of month of respective quarter. However in terms of clause 41 of Listing Agreement, the same were furnished to the concerned stock exchanges were also circulated in the newspaper within the stipulated time.
- (B) Company has followed accounting standards diligently except accounting standard 15.
- (C) Further, company is in the process of lying down risk assessment system.
- (D) Further, company has not received any funds through capital market during the year.
- (E) Transaction with related parties have been properly disclosed in notes to accounts and discussed at length by audit committee.
- (F) Management discussion and analysis report is attached to and forms part of this report.
- (G) Further, Shri Vinit Parikh, Managing Director of the company as certified to board of directors of the company regarding compliance of sub-clause (v) of clause 49 of listing agreement.

**7. MEANS OF COMMUNICATION:**

The means of communication between the Shareholders and company are transparent and investor friendly. Steps are being taken to display the corporate results on the EDIFAR & Corporate website, which is being developed.

## **8. GENERAL SHAREHOLDERS' INFORMATION**

Annual General Meeting: Date: 30/09/2013  
(Date, Time & Venue) Time : 9:30 a.m.  
Venue: Madhur Complex, Stadium Cross Road,  
Navrangpura, Ahmedabad- 380009.

Financial Calendar 1<sup>st</sup> April 2012 to 31<sup>st</sup> March 2013  
Date of Book Closure From 24<sup>th</sup> Sept.2013 to 30<sup>th</sup> Sept. 2013  
(Both days inclusive)  
Dividend Payment Date No Dividend recommended

## **9. LISTING OF STOCK EXCHANGE:**

Bombay Stock Exchange Limited : 519279  
Ahmedabad Stock Exchange Limited : --

## **10. MARKET PRICE DATA AT BOMBAY STOCK EXCHANGE LIMITED:**

MONTH	HIGH (RS.)	LOW (RS.)
April, 2012	15.71	13.61
May, 2012	16.10	10.00
June, 2012	13.40	9.70
July, 2012	12.39	8.75
August, 2012	18.75	11.58
September, 2012	16.95	12.45
October, 2012	16.20	11.75
November, 2012	20.05	16.50
December, 2012	18.35	15.65
January, 2013	19.30	13.95
February, 2013	15.69	13.12
March, 2013	13.87	9.15

## **11. DISTRIBUTION PATTERN AS ON THE 31<sup>ST</sup> MARCH, 2013:**

Category	No. of shares held	% of shareholding
Promoters & relatives	1362200	33.31
Mutual Fund	4800	0.12
Public	2402570	58.74
Body Corporate	221938	5.43
NRI	15700	0.38
Hindu Undivided Family	0	0.00
Clearing Members	82792	2.02
<b>Total</b>	<b>4090000</b>	<b>100.00</b>

**12. DISTRIBUTION OF SHAREHOLDING AS ON 31<sup>st</sup> MARCH, 2013:**

No. of Equity shares held	No. of shareholders	% of total s. holders	No. of shares held	% of shareholding
1 to 500	2937	84.20	433552	10.60
501 to 1000	176	5.04	145440	3.55
1001 to 2000	105	3.01	158625	3.88
2001 to 3000	73	2.09	187878	4.59
3001 to 4000	32	0.92	114066	2.79
4001 to 5000	47	1.35	227450	5.56
5001 to 10000	57	1.63	412250	10.08
10001 to above	61	1.76	2410739	58.95
<b>TOTAL</b>	<b>3492</b>	<b>100.00</b>	<b>4090000</b>	<b>100.00</b>

**13. REGISTRAR AND SHARE TRANSFER AGENT:**

M/s. Link Intime India Pvt. Ltd.  
Unit No 303, 3<sup>rd</sup> Floor, Shoppers Plaza,  
Opp. Municipal Market, Behind Shoppers Plaza II,  
Off C G Road,  
Ahmedabad- 380009.

**14. SHARE TRANSFER SYSTEM:**

The share transfer work is handled by registrar and transfer agent for the company.

Share Transfers are registered and dispatched within a period of thirty days from the date of the lodgments if the transfer documents are correct and valid in all respects.

**15. DEMATERIALISATION OF SHARES:**

Outstanding GDRs/ADRs/Warrants or any Convertibles : N.A.  
Instruments and conversion date and likely impact on Equity

Address for Correspondence : Madhur Complex,  
Stadium Cross Road,  
Navrangpura,  
Ahmedabad-380009

3337100 shares out of 4090000 Equity shares of the company have been dematerialized as at 31<sup>st</sup> March, 2013 representing 81.59% of total paid-up capital of the company.

Date : 30/05/2013  
Place: Ahmedabad

For and On behalf of the Board of Directors  
SD/-

(Mr. VINIT PARIKH)  
Managing Director