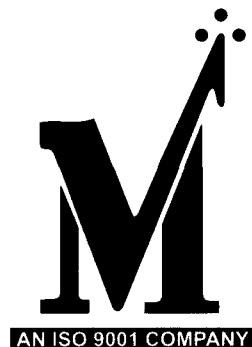


NINETEENTH ANNUAL REPORT 2003 - 2004



MAYUR LEATHER PRODUCTS LIMITED

BOARD OF DIRECTORS

Shri R. K. Poddar	Managing Director
Shri Rajesh V. Gupta	Director
Shri D.D. Agarwal	Director
Smt. Amita Poddar	Director

COMPANY SECRETARY

Shri Deepak Singhal

PRINCIPAL BANKER

Canara Bank
Overseas Branch, 8, Bhagat Bhawan
M. I. Road, Jaipur - 302 001

ADVISOR :

V.M. & Associates
Company Secretaries
309-310, Samod Tower
S.C. Road, Jaipur - 302 001

AUDITORS

Madhukar Garg & Co.
Chartered Accountants
2-A, Raj Apartment, Keshav Path
C-Scheme, Jaipur - 302 001

VENUE :

G-23, Sangam Tower
Church, Road, Jaipur
Dated : 10th July 2004 at 11.00 A.M.

REGISTERED OFFICE

G-23, Sangam Tower,
Church Road
Jaipur - 302 001 (Rajasthan)
Telefax : 91-141-5113130
E-mail : mlp@datainfosys.net

As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Share holders are requested to kindly bring their copies to the meeting. No gifts or coupons would be given to the share holders for attending Annual General Meeting.

WORKS

G-60 to 62 & 67 to 69
Udyog Vihar
Jaitpura Industrial Estate
Jaitpura, Dist. Jaipur (Rajasthan)
Ph. : 91-1423-224303 / 224353
Fax : 91-1423-224308

REGISTRAR & TRANSFER AGENT

Intime Spectrum Registry Ltd.
A-31, 3rd Floor, Naraina Industrial Area
Phase - 1, Near PVR Naraina
New Delhi - 110 028
Ph. : 91-11-51410592-94
Fax : 91-11-51410591
E-mail : delhi@intimespectrum.com

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MAYUR LEATHER PRODUCTS LIMITED

NOTICE

NOTICE is hereby given that the Nineteenth Annual General Meeting of the Members of **MAYUR LEATHER PRODUCTS LIMITED**, will be held on Saturday the 10th July 2004 at 11 A.M. at its Registered Office at G-23, Sangam Tower, Church Road, Jaipur 302 001 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2004 and the Profit & Loss Account for the year ended on that date together with the Annexed Auditors' Report thereon and the report of Directors.
2. To declare dividend on Equity Shares.
3. To elect a Director in place of Shri Dharam Deo Agarwal, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint the Auditors and fix their remuneration.

SPECIAL BUSINESS

5. Delisting of Equity Shares of the Company

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

“RESOLVED THAT in continuation of the Special Resolution passed in the 18th Annual General Meeting of the Company held on 29th September 2003, pursuant to provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactments thereof for the time being in force), Securities Contracts (Regulation) Act, 1956 and the rules framed thereunder, Listing Agreements with Stock Exchanges, Securities and Exchange Board of India (Delisting of Securities) Guidelines, 2003 and all other applicable laws, rules, regulations and guidelines and subject to such conditions and modifications, as may be prescribed or imposed by any authority while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution), the consent of the Company, be and is hereby, accorded to the Board for voluntary de-listing of the Equity Shares and/ or other securities of the Company from all or any of the Delhi Stock Exchange Association Ltd., at New Delhi, The Calcutta Stock Exchange Association Ltd., at Kolkata, The Stock Exchange Ahmedabad, at Ahmedabad and The Jaipur Stock Exchange Association Ltd., at Jaipur.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board” which terms shall be deemed to include any Committee thereof for the time being exercising the powers conferred by the Board) be and is hereby authorised to seek voluntary delisting, to take all the necessary steps in this regards and to do all such acts, deeds, matters and things and to execute all such papers, documents, deeds and writing as may be required and/ or desirable for getting voluntary delisting of Equity Shares of the Company from any or all Stock Exchanges of Ahmedabad, Delhi, Kolkata and Jaipur.

RESOLVED FURTHER THAT the Board be and is hereby further authorised to delegate the authority and duty vested in it to the Managing Director or any other Director/ Officer of the Company or any outside professional(s)/ agency(ies), to whom the Board considers suitable for doing various act, deeds and things required to be done in this regard.”



MAYUR LEATHER PRODUCTS LIMITED

6. Reappointment of Managing Director

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

“RESOLVED THAT the Company hereby accords its approval and consent under sections 198, 269, 309, 310 and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification or re-enactment therefore, for the time being in force) to the re-appointment of and payment of remuneration, benefits and amenities as given in the explanatory statement to Shri Rajendra Kumar Poddar as Managing Director of the Company for a period of 5 years w.e.f 12th September 2004 with liberty to the Board (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of said appointment and/ or remuneration, subject to the condition that the same will be within the limit of Schedule XIII to the Act.

RESOLVED FURTHER THAT where in any financial year, the Company has no profits or its profits are inadequate, Shri Rajendra Kumar Poddar shall be entitled to be paid remuneration by way of salary, perquisites and any other allowance as referred to above, not exceeding the limits specified in section II of Part II of Schedule XIII to the Act as may be amended from time to time or any equivalent statutory enactment(s) thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to this resolution.”

7. Declaration of results of Postal Ballot

To declare the results of Postal Ballot conducted in respect of Special Resolution under section 17(1) of the Companies Act, 1956 regarding alteration of Objects clause of Memorandum of Association of the Company.

8. Commencement of New Business

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

“RESOLVED THAT the approval of the Members of the Company be and is hereby accorded pursuant to the provisions of section 149(2A) and other applicable provisions, if any, of the Companies Act, 1956, for commencing and carrying on the business as provided in sub-clause 1, sub-clause 21 and sub-clause 32 of clause 3(C) in Other Objects of the Memorandum of Association, as mentioned hereinbelow:

Clause 1 : “To manage and deal in land, building and other properties; to collect rents and income and to supply tenants and occupiers and other refreshments, attendance, messages, light, waiting-rooms, reading rooms, meeting rooms, lavatories or laundry, conveniences, electric conveniences, stables and other advantages.”

Clause 21 : “To carry on the business as promoters, underwriters, financiers, investors, hire-purchase dealers, contractors, concessionaires, merchants and other agents and to carry on all kinds of business of investment including shares, debentures or any other securities and to undertake, carry on and execute all kinds of financial, commercial and trading operations excluding the business of banking within the meaning of the Banking Regulations Act, 1949.”

**MAYUR LEATHER PRODUCTS LIMITED**

Clause 32 : "To carry on the business of general trading including activities of buying, selling, import, export, stockists, agents in such goods and commodities as manufactured, produced or otherwise available in the country and to import into the country such goods and commodities as the Company may from time to time determine, including the service as a channel for the outflow of goods to the export market and to take such steps as may be considered necessary by the company to promote exports and to serve as a channel for the inflow of goods imported by various agencies."

RESOLVED FURTHER THAT for the purpose of giving effect to above resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard."

By Order of the Board

Sd/-
(R.K. PODDAR)
Managing Director

PLACE : JAIPUR
DATE : 25.05.2004

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MAYUR LEATHER PRODUCTS LIMITED

NOTES (Forming part of the Notice)

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULE TIME OF THE MEETING. A BLANK PROXY FORM IS ANNEXED TO THE ANNUAL REPORT.
2. The register of members and Share Transfer books of the Company will remain closed from 3rd July 2004 to 10th July 2004 (Both days inclusive).
3. The dividend as recommended by the Board, if sanctioned at the meeting, will be paid to those members whose names appear on the Company's Register of Members on 10th day of July 2004. In respect of the shares in electronic form, the dividend will be payable on the basis of beneficial ownership as per details furnished by the Depositories for this purpose.
4. Pursuant to the provisions of Section 205A(5) of the Companies Act, 1956, dividend for the financial year ended 31st March 2003 which remains unclaimed for a period of 7 years from the date of transfer of the same will be transferred by the Company to the **Investor Education and Protection Fund (IEPF)** established by the Central Government pursuant to Section 205C of the Companies Act, 1956, in the year 2010-2011.

Shareholders who have not so far en-cashed the dividend warrant(s) are requested to seek issue of duplicate warrant(s) by writing to the Company immediately. **Shareholders are requested to note that no claims shall lie against the Company or the said Fund in respect of any amounts which were unclaimed and unpaid for a period of seven years from the dates that they first became due for payment and no payment shall be made in respect of any such claims.**

5. Members who are holding shares in identical order of names in more than one folio are requested to write to the Company enclosing their share certificate so to enable the Company to consolidate their holdings in one folio.
6. 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.
7. Members are requested:
 - a) to bring their copy of the Annual Report alongwith at the meeting.
 - b) to bring the attendance slip sent herewith duly filled in for attending the meeting and the same should be deposited at the entrance of the Meeting Hall.
 - c) to bring their depository account number (Client ID), if any for easier identification and recording of attendance at the meeting.
8. The explanatory statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of the business mentioned under item nos. 5, 6, 7 & 8 of the notice is annexed hereto.
9. All documents referred to in accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company between 11 A.M. and 1 P.M. on any working day excluding Sundays and holidays upto the date of Annual General Meeting.



MAYUR LEATHER PRODUCTS LIMITED

10. The Members holding shares in physical form are requested to notify change in their address, if any, quoting folio number to intimate to the **Registrar and Transfer Agents M/s. Intime Spectrum Registry Ltd.**, A-31, 3rd Floor, Naraina Industrial Area, Phase-I, Near PVR Naraina, New Delhi 110 028. If the shares are held in electronic form, the same has to be notified to your concerned Depository Participant.
11. Members are also requested to furnish their bank account number, name & address of the bank to enable printing these particulars on dividend warrants as a measure of abundant caution to minimise the loss due to dividend warrant falling into improper hands through forgery or fraud. As an alternative members residing at specified cities may give their mandates for payment of dividend through Electronic Clearing Services (ECS). A format requiring the relevant information is being enclosed.
12. The details pertaining to director seeking re-appointment, as required to be provided pursuant to clause 49 of the Listing Agreement are furnished in the Corporate Governance Report published elsewhere in this report.
13. Equity Shares of the Company are listed for trading in the following Stock Exchange(s):-

S.No.	Name of the Exchanges	Address
1.	Jaipur Stock Exchange Limited	Stock Exchange Building, J.L.N. Marg, Malviya Nagar, Jaipur - 302 017
2.	The Stock Exchange, Ahmedabad	Kamdheni Complex, Opp. Sahajanand College Panjarapole, Ahmedabad - 380 015
3.	The Stock Exchange, Mumbai	Phiroze Jeejeebhoy Towers, Dalal Street Mumbai - 400 001
4.	The Delhi Stock Exchange Association Ltd.	DSE House, 3/1 Asaf Ali Road, New Delhi - 110 002
5.	The Calcutta Stock Exchange Association Ltd.	7, Lyong Range, Kolkata - 700 001

The Company has duly paid the listing fee for the year 2004-2005 to all the above Exchange(s).

ANNEXURE TO NOTICE

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

Item No. 5 :

SEBI (Delisting of Securities) Guidelines, 2003 permits voluntary delisting of securities from one or more stock exchanges without giving any exit opportunity to the investors in case the Company's securities are listed on one or more stock exchange having nationwide terminals. Since the equity shares of your Company is also listed on the Stock Exchange, Mumbai, among others, the Company proposes to get the equity shares delisted from the stock exchanges at Delhi, Kolkata, Jaipur and Ahmedabad. The proposed delisting is sought as a measure of cost cutting, administrative convenience etc. Moreover, the trading of equity shares of the Company on these stock exchanges is negligible and hence no investor shall be adversely affected by the proposed delisting. The Company will remain listed on the Stock Exchange, Mumbai.

The members have already granted approval for voluntary delisting of equity shares of the company from the aforesaid stock exchanges in the Annual General Meeting held on 29.09.2003. However, the delisting from the



MAYUR LEATHER PRODUCTS LIMITED

aforesaid stock exchanges could not be taken up for want of the continual listing certificate from the Stock Exchange, Mumbai. The company has taken necessary steps to obtain the said certificate. Hence, the approval of the members is again sought for voluntary delisting proceedings from the aforesaid stock exchanges. The Company will make application to all the stock exchanges, as mentioned aforesaid for delisting, as soon as the aforesaid requirement gets fulfilled.

Your Directors, therefore, recommend the resolution for your approval.

None of the Directors of the Company is concerned or interested in the resolution.

Item No. 6 :

The members at the Annual General Meeting held on 28th September 1999 had appointed Shri Rajendra Kumar Poddar as Managing Director for a period of 5 years w.e.f. 12.09.1999. Therefor the present term of Shri R.K. Poddar as Managing Director is due to expire on 11th September 2004. The Board of Directors, at their meeting held on 25.05.2004, have recommended to the shareholders for the re-appointment of Shri Rajendra Kumar Poddar for a further period of 5 years w.e.f 12th September 2004.

Shri R.K. Poddar, aged 49 years, is a commerce graduate from University of Calcutta. He is a very senior and experienced personnel of the Company. The Company has achieved an outstanding growth during the tenure of his leadership. He has a vast experience in the multifarious aspects of corporate working viz. management, finance, marketing, personnel among others. His unmatched leadership and management skills have steered the Company on the progress path that is measuring new scales everytime. He is responsible for formulating overall policies and management of the Company. The main terms of his re-appointment are as follows:

1. Remuneration

- a) Salary Rs. 50,000/- per month
- b) Bonus as per rules of the Company
- c) Perquisites
 - Medical reimbursement: Reimbursement of medical expenses incurred for self and family subject to a ceiling of Rs. 15,000/- p.a.
 - Leave travel concession: Leave travel concession for self and family, once in a year incurred in accordance with the rules of the Company, not exceeding Rs. 25,000/- p.a.
 - Club fees: Fees of clubs subject to a maximum of two clubs. No admission and life membership fee will be paid.

2. Provident Fund

Company's contribution towards Provident Fund as per rules of the Company but not exceeding 12% of the salary.

3. Gratuity

Gratuity as per rules of the Company, but shall not exceed one half month's salary for each completed year of service.



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4. Earned Leave

Earned leave on full pay and allowances as per the rules of the Company, but not exceeding one month's leave for every twelve months of service and leave accumulated shall be encashable at the end of the tenure.

5. Car and Telephone facility

Provision of car for use for Company's business and telephone at residence will not be considered perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company to the Managing Director.

6. Reimbursement of entertainment, travelling and all other expenses incurred for business of the Company.

The aggregate of the salary and all perquisites as enumerated above shall at no time exceed the limits as may be prescribed from time to time under the provisions of the Companies Act, 1956, Schedules thereto and rules thereunder, as well as any other statutory provisions as may be applicable.

The Managing Director shall not be eligible for any sitting fees for the Company's Board or Committee meetings.

None of the Directors other than Shri R.K. Poddar and Smt. Amita Poddar, are concerned or interested in the said resolution.

This should be treated as an abstract of the terms of appointment and payment of remuneration to Shri R.K. Poddar and a memorandum as to the nature of the concern or interest of the Directors as required under section 302 of the Companies Act, 1956.

Item No. 7 :

In compliance with the provisions of section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001, the declaration of result of postal ballot for special resolution under section 17(1) of the Companies Act, 1956 is proposed. The Notice of Postal Ballot alongwith relevant explanatory statement is being circulated in compliance with the aforesaid provisions.

Item No. 8 :

The Company is primarily engaged in the business of manufacturing and sale of leather safety shoes and uppers. At present, the sale of the Company mainly comprises of exports. The Company enjoys commendable reputation among its buyers and other intermediaries both in domestic as well as overseas markets. Moreover the Company has exhibited its excellence in the treasury management skills by generating commendable revenue by investment of surplus funds from time to time. To cash in on these advantages the Company proposes to diversify in other areas alongwith the present business. Your directors keep considering various proposals as an ongoing endeavor to enter into new business ventures, as in the fast changing business and economic environment. Your directors feel that it is imperative for the Company to enter into new ventures to ensure growth momentum and overall enhancement of shareholder value. The activities proposed comprises broadly of dealing in the property, investment in the securities and trading activities. These activities can be economically and advantageously combined with the main business of the Company.

**MAYUR LEATHER PRODUCTS LIMITED**

These objects are already included in the other objects of the Memorandum of Association of the Company except sub-clause no. 32, for which alteration of objects clause of Memorandum of Association under section 17(1) of the Companies Act, 1956 is also sought by way of Postal Ballot under section 192A of the Companies Act, 1956 read with rules made thereunder. Section 149(2A) of the Companies Act, 1956, requires the company to take approval of the members by way of Special Resolution in the general meeting to commence such businesses. Hence the approval of the members is sought. The activities proposed to be commenced are contained in sub-clauses 1, 21 and 32 of the Other Objects of the Memorandum of Association.

The Board recommends the resolution to the members for their approval. None of the Directors of the Company is concerned or interested in this resolution except to the extent of their shareholding in the Company.

By Order of the Board

Sd/-
(R.K. PODDAR)
Managing Director

PLACE: JAIPUR
DATE : 25.05.2004

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