

Annual Report 2002-2003



MAYUR UNIQUOTERS LIMITED



**Mr. S. K. Poddar, Chairman & Managing Director (Sitting)
and Mr. Manav Poddar, Whole time Director (Standing)**



Staff Members of Mayur Uniquoters Limited

Board Of Directors

S. K. Poddar	Chairman & Managing Director
Manav Poddar	Whole time Director (from November 1, 2002)
R. K. Poddar	Director (till March 30, 2003)
Rajesh V. Gupta	Director
V. K. Aggarwal	Director
Rameshwar Pareek	Director

Company Secretary

Manish Sharma

Bankers

Canara Bank

Andhra Bank

Auditors

Madhukar Garg & Company
Chartered Accountants

Secretarial Advisors

V.M. & Associates
Company Secretaries

Registered Office & Works

Jaipur-Sikar Road,
Village-Jaitpura-303704,
Teh. Chomu, Distt. Jaipur (Raj.)

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Mayur Uniquoters Limited**NOTICE**

NOTICE is hereby given that 10th Annual General Meeting of Mayur Uniquoters Limited will be held on Tuesday, the 30th September, 2003 at 11 A.M. at Jaipur-Sikar Road, Village-Jaitpura-303 704, Teh. Chomu; Distt. Jaipur (Rajasthan), the Registered office of the company, to transact the following business:

annexed herewith.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board

Sd/-

Date: 30.08.2003

(Manish Sharma)
Company Secretary

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2003 and Profit & Loss Account of the Company for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rajesh V. Gupta, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration.

Registered Office
Jaipur - Sikar Road,
Village- Jaitpura - 303 704
Teh. Chomu
Distt. Jaipur (Raj)

SPECIAL BUSINESS

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

"RESOLVED THAT Mr. Manav Poddar, a director of the Company, who holds office up to the date of this Annual General Meeting pursuant to Section 260 of the Companies Act, 1956 and Article 134 of the Articles of Association of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation."

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 Section 198, 269, 309, 310, Schedule XIII and all other applicable provisions of the Companies Act, 1956, Mr. Manav Poddar, be and is hereby appointed as Whole time Director for 2 years w. e. f. November 1, 2002 and subject to other Terms & Conditions as being furnished in Explanatory Statement for this resolution

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE 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 THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The Register of Beneficial Owners, Register of Members / Debenture-holders and Share Transfer Books of the Company shall remain closed from Saturday, the 27th September, 2003 to Tuesday, the 30th September, 2003 (both days inclusive) for the purpose of holding the A. G. M.
3. 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.
4. Members are requested to:
 - i) Intimate change in their Registered Addresses, if any, in respect of Equity Shares held in electronic form (Demat form) to their Depository Participants.
 - ii) Intimate the Registrar & 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.
5. Members are requested to please bring their copies of Annual Report at the meeting.
6. Members and Proxies attending the meeting should bring the attendance slip duly filled in for attending the meeting.
7. The Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956, in respect of the business mentioned under Item No. 4 and 5 of the Notice is annexed hereto.
8. As required under Clause 49 of the Listing

Agreement, the particulars of Directors who are proposed to be appointed / re appointed are being furnished in the Corporate Governance Report published in this Annual Report.

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956.****ITEM NO. 4:**

Mr. Manav Poddar was appointed as Additional Director on the Board of the Company from November 1, 2002. In terms of Section 260 of the Companies Act, 1956 and Article 134 of the Articles of Association of the Company, Mr. Manav Poddar holds office till the date of the ensuing Annual General Meeting. The Company has received a notice under section 257 of the Companies Act, 1956 proposing his candidature for the office of Director of the Company and he is eligible for re-appointment.

The Board considers it desirable that the Company should avail services of Mr. Manav Poddar and recommends the resolution for your approval.

None of the Directors except Mr. S. K. Poddar is interested in the resolution.

ITEM NO. 5:

The Board of Directors of the Company have resolved to appoint Mr. Manav Poddar as Whole time Director w. e. f. November 1, 2002 for 2 (two) years on the remuneration as per Schedule XIII annexed to the Companies Act, 1956, subject to such approval(s) as may be required. The information required to be furnished to the Shareholders in terms of Schedule XIII are being furnished here in below:

The Company

Mayur Uniquoters Limited was incorporated as a Public Limited Company on September 14, 1992 under the Companies Act, 1956 with the Registrar of Companies, Rajasthan at Jaipur with the main object to manufacture Synthetic Leather of various types. The Company started its' commercial production w.e.f. August 31, 1994. No Foreign Collaborator is presently involved in the project.

Mayur Uniquoters Limited**The Appointee**

Mr. Manav Poddar, 29 years is B. Com. (Hons.) and served as Director in Mayur Industries Limited and Mayur Leather Products Limited and possess over Ten years vast experience of General Management, Production, HRD and Export Marketing.

Without any doubt, about the marvelous entrepreneurial skills of Mr. Manav Poddar and his rich experience in the field of PVC Synthetic Leather line, the Board found it appropriate to appoint him as Whole time Director of the Company for 2 years w.e.f. November 1, 2002 to achieve greater heights and his agenda.

Your Board is of firm opinion that the rich and valuable experience of Mr. Manav Poddar will definitely result into all round growth and development of the Company.

Remuneration paid to Mr. Manav Poddar during the year 2002-2003 was Rs. 3.50 Lac.

Awards/Recognition**NIL****Job Profile**

Mr. Manav Poddar, Whole time Director is the Key Person of the Company having special emphasis on Production and Export Marketing streams of the Company.

Comparative Remuneration in the Industry

No such data is available with the Company but the Board is of the view that the remuneration paid and / or proposed by the Company to Mr. Manav Poddar is totally in the line with the excellent performance made by the Company under his leadership.

Pecuniary Relationship with the Company and other Managerial Person in the Company

Mr. Manav Poddar doesn't have any pecuniary relationship with the Company and / or other Managerial Person in the Company except the Managerial Remuneration drawn by him from the Company as Whole time Director.

Expected profits

The Company expects Profit after Tax of Rs. 200 Lac in the next year.

Financial Performance

	As at 31/3/2001 (Rs./Lac)	As at 31/3/2002 (Rs./Lac)	As at 31/3/2003 (Rs./Lac)
Sales	3480.89	4105.84	4509.01
Net Profits	136.90	179.35	218.04
Exports	622.20	685.56	400.12
Foreign Exchange earned	622.20	685.56	400.12
Foreign Exchange used	865.66	996.68	1033.87

Proposed remuneration of Mr. Manav Poddar is as follows:

- (I) **Basic Salary :** Rs. 50,000/- p.m.
- (II) **Perquisites :** In addition to salary, the following Perquisites not exceeding the overall ceiling prescribed under schedule XIII, annexed to the Companies Act, 1956 will be provided to the Whole time Director:

CATEGORY (A)**a) Housing**

The Company may provide own / leased free furnished residential accommodation to the Whole time Director. Where the Company does not provide residential accommodation to the Whole time Director, House Rent Allowance may be paid by the Company @ 40% of the Basic Salary.

The expenditure incurred by the Company on gas, electricity, water and furnishing will be valued as per the Income Tax Rules, 1962 and shall be subject to a ceiling of 10% of the Basic Salary.

b) Medical Reimbursement

Expenses incurred for self and his family subject to a ceiling of one month Basic Salary in a year or two months Basic Salary over a period of two years.

c) Leave Travel Concession

For self and his family once in a year in accordance with the Rules specified by the Company subject to a ceiling of Rs. 10000.00.

d) Personal Accident Insurance

For an amount the Annual Premium of which does not exceed Rs. 25000.00

e) Club Fee

Reimbursement of Club Fee and Admission Fee, subject to a maximum of two clubs and a ceiling of Rs.5000.00 p.a.

CATEGORY (B)

- (i) Free use of Company's Car with driver for use on Company's business and telephone at residence will not be considered as perquisite.
- (ii) Personal long distance calls and use of Car for private purpose shall be billed by the Company to the Whole time 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 Whole time Director for attending the Meetings of the Board of Directors or Committee thereof.

CATEGORY (C)

The following perquisites shall also be allowed and they will not be included in the computation of ceiling on perquisites mentioned above as permissible by laws:

- (i) Contribution to Provident Fund / Superannuation Fund or Annuity Fund will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.
- (ii) Gratuity payable shall not exceed half a month's Basic Salary for each completed year of service.
- (iii) Encashment of leave at the end of the tenure.

The terms & 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 Mr. Manav Poddar, Whole time Director by way of salary, perquisites and allowance, 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) Mr. Manav Poddar 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 the other party one-month's prior notice in writing to that effect.
- (iii) If at any time Mr. Manav Poddar ceases to be Director of the Company for any reason whatsoever, he shall cease to be the Whole time Director.

- (iv) The said appointment of Mr. Manav Poddar on the terms & conditions as set out above including his remuneration, as referred above, is subject to approval of the General Body."

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

Your Directors recommend the resolution for your approval.

None of the Directors except Mr. S. K. Poddar is interested in the resolution.

By order of the Board

Sd/-

(Manish Sharma)
Company Secretary

Date: 30.08.2003

Registered Office
Jaipur - Sikar Road,
Village- Jaitpura - 303 704
Teh. Chomu
Distt. Jaipur (Raj)

REPORT OF THE DIRECTORS

To,
The Members,
Mayur Uniquoters Limited

Yours Directors have pleasure in presenting the 10th Annual Report together with Audited Annual Accounts of the Company for the financial year ended March 31, 2003.

Financial Results

	(Rs. in Lacs)	
PARTICULARS	2002-03	2001-02
Sales (Net of Excise Duty)	3847.25	3540.20
Other Income	8.70	3.31
Total Expenditure	3318.35	3013.00
Interest and Finance Charges	93.35	111.20
Profit after Interest and Finance Charges		
but before Depreciation and Tax	444.25	419.31
Depreciation	96.95	71.95
Provision for Current Tax	126.00	27.00
Provision for Deferred Tax	3.26	141.02
Net Profit for the year	218.04	179.34
Add:		
Taxation of Earlier years	3.12	--
Net cumulative effect on recognition of Deferred Asset	--	52.95
Profit brought forward from previous year	284.35	122.06
Profit available for Appropriation	505.51	354.35
Less Appropriations:		
Debenture Redemption Reserve	--	70.00
Balance carried forward	505.51	284.35
Production (in Lac L. Mtrs.)	37.31	34.76

Operational Performance

During the year Net Sales / Income from Operations has been increased by 10% (approx.) from the last year. Net Profit of the Company has been increased by 22% (approx.) and EPS has also been increased to Rs. 4.42 as compared to Rs. 3.59 for the last year under report.

The Company is engaged in Manufacturing of PU/PVC Synthetic leather. The market share of the Company grew both in volume and value over the previous year. The market environment continues to be very competitive, where it faced intense competition from low priced brands, the outlook for the industry is positive given the size of the opportunity.

Within the challenging competitive market environment, Mayur did gain market share during the year and made its sincere efforts to add new renowned buyers.

Joint Venture

Keeping in mind the paucity of quality manufacturer of PU in Indian market, immense scope of demand of PU products in the Indian market, strong position of the products of the Company in the Indian market and nature of this industry as highly capital intensive, Technical and sophisticated Project, your Company is working out possibilities of entering into a Joint Venture Agreement with a Joint Venture Partner located in Europe / South East Asia. The Company is hopeful to enter into a Joint Venture Deal as above and If matures, it will be of it's own kind in India and with that your Company can expect 1000 million turnover within a period of three years from the commencement of Production under the Joint Venture.

DIRECTORS

Shri Rajesh V. Gupta, Director of the Company retires by rotation in terms of Article 139 of the Articles of Association of the Company at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Your Board of Directors has appointed Mr. Manav Poddar as Whole time Director for 2 years w.e.f. November 1, 2002 in their Meeting held on October 31, 2002 on the remuneration and terms and conditions as per recently revised Schedule XIII annexed to the Companies Act, 1956 and the Company has got approved the same from the Industrial Development Bank of India. The said appointment is subject to approval of members in the ensuing Annual General Meeting

DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 217 (2AA) of the Companies Act, 1956, your Directors hereby Confirm that:

- in the preparation of annual accounts of the company, the applicable Accounting Standards have been followed alongwith proper explanation to material departure, if there any;

- ii) they have selected such Accounting Policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2003 and of the Profit & Loss of the Company for the year ended on that date;
- iii) to the best of their knowledge and information, they 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 irregularities; and
- iv) they have prepared the Annual Accounts of the company on a "going concern" basis.

DIVIDEND

The Board of Directors of your Company is of the view that financial resources of the Company be conserved and judiciously utilized for further growth of your Company. The Board therefore decided not to recommend any dividend for the year 2002-2003.

FIXED DEPOSITS

Total Deposits accepted during the year amounted to Rs. 22,00,000.00 (three depositors) and total deposits repaid during the year amounted to Rs. 22,00,000.00 (three depositors). As on 31st March, 2003 there is no unpaid deposit with the Company. The Company has filed Return of Deposit in compliance of Section 58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, 1975.

AUDITORS

The Statutory Auditors of the Company M/s. Madhukar Garg & Company, Chartered Accountants, Jaipur holds office until the conclusion of the ensuing Annual General Meeting, being eligible, offer themselves for re-appointment.

AUDITORS REPORT

As per Point No.1 (A) under Schedule "U" of Audited Annual Accounts, the Company has accounted for Leave Encashment and Export benefits on cash basis, which is self-explanatory and therefore, do not call for any further comments or explanations.

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

The particulars of employees, as required under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 are given under Annexure 'A' to this Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO.

Information in accordance with the provisions of section 217 (1) (e) of the Companies Act, 1956, read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are given in Annexure 'B' to this report.

CORPORATE GOVERNANCE

A separate report on Corporate Governance along with Certificate of a Company Secretary in whole time practice on its Compliance is attached as Annexure "C" to this Report.

DELISTING

In the 9th Annual General Meeting, a Special Resolution was passed to get delisted the Equity Shares of your Company from The Delhi Stock Exchange Association Limited and The Stock Exchange, Ahmedabad. However, no step has been taken by the Company in this direction. Hence this resolution have become void. Your Company will put a suitable resolution for Delisting as and when required in future.

CONCLUSION

Your Company will continue to consolidate its leadership position in its core business areas through its quality products. The Company's business is focused on leveraging its core competencies to build shareholders' value and your Directors are confident that your Company's performance track record will be sustained.

Your Directors place on record their gratitude for the valuable assistance and co-operation extended by the Government & Government Agencies, Industrial Development Bank of India, Canara Bank, Andhra Bank, Valued Customers, Shareholders and Employees of the Company and look forward their continuous support in future.

For and on behalf of the Board
Sd/-

Place : Jaitpura

(S. K. PODDAR)

Date : 30.08.2003 **Chairman & Managing Director**

ANNEXURE - 'A' TO DIRECTORS' REPORT

Information as per section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 and forming part of the Directors' Report for the year ended March 31, 2003.

Name	Age (Years)	Qualifi- cation	Date of Commencement of employment	Designation/ Nature of employment	Remuneration (Rs. In lacs)	Experience (Years)	Last employment held		
							Name of the last employer	Last Post held	Period for which last post held Year(s)/ Month(s)
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
Mr. S. K. Poddar	57	B. Sc.	27/07/2000	Chairman & Managing Director Contractual	21.71	32	Own Business	N.A.	N.A.

Note: 1. Remuneration includes Salary, Allowance, Medical expenses reimbursement & other perquisites.
2. Mr. S. K. Poddar, Mr. R. K. Poddar and Mr. Manav Poddar are related to each other.

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