



MAYUR UNIQUOTERS LIMITED



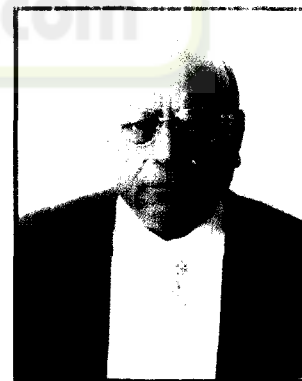
Annual Report 2003-2004



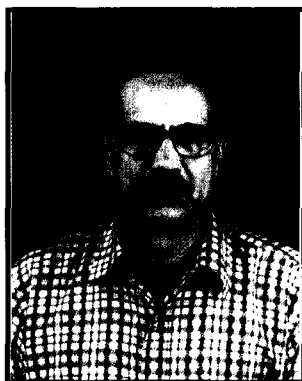
Mr. S. K. Poddar, Chairman & Managing Director (Sitting)
and Mr. Manav Poddar whole time Director (Standing)



Mr. Rajesh V. Gupta
Director



Mr. V. K. Aggarwal
Director



Mr. Rameshwar Pareek
Director



Mr. Manish Sharma
Company Secretary

MAYUR UNIQUOTERS LIMITED**Board of Directors**

Chairman & Managing Director	S. K. Poddar
Whole time Director	Manav Poddar
Director	Rajesh V. Gupta
Director	V. K. Aggarwal
Director	Rameshwar Pareek

Company Secretary	Manish Sharma
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Bankers	Canara Bank Andhra Bank
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Auditors	Madhukar Garg & Company Chartered Accountants
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Corporate Advisor	V. M. & Associates Company Secretaries
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Registered Office & Works	Jaipur-Sikar Road Village Jaitpura - 303704 Teh. Chomu, Distt. Jaipur (Raj.)
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MAYUR UNIQUOTERS LIMITED

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CONTENTS

Notice	03
Directors' Report	07
Report on Corporate Governance	13
Certificate of Company Secretary in Whole Time Practice on Corporate Governance	20
Auditors' Report	21
Balance Sheet	24
Profit & Loss Account	25
Schedules to Financial Statements	26
General Business Profile	41
Cash Flow Statement	43

MAYUR UNIQUOTERS LIMITED



NOTICE

NOTICE is hereby given that the Eleventh Annual General Meeting of Mayur Uniquoters Limited will be held on Monday, the 15th November, 2004 at 2 P.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:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2004 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. Rameshwar Pareek, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to Section 198, 269, 309, 310, Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956, Mr. Manav Poddar, be and is hereby re-appointed as Whole time Director for 3 years w. e. f. November 1, 2004 and subject to other Terms & Conditions as being furnished in Explanatory Statement for this resolution annexed herewith.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to 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 Members / Debenture-holders and Share Transfer Books of the company shall remain closed from Friday, the November 12, 2004 to Monday, the November 15, 2004 (both days inclusive) for the purpose of holding the A. G. M.

3. Members requiring information on Annual 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 Participant(s).
- 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.
- iv) to address their grievances to the Company Secretary, if they require at the Registered Office of the Company.
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 of the Notice is annexed hereto.
8. As required under Clause 49 of the Listing Agreement, the particulars of Director proposed to be appointed / re-appointed are being furnished in the Report on Corporate Governance published in this Annual Report.
9. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the company on all working days, except Saturday between 11 A.M. and 1 P.M. upto the date of the Annual General Meeting.

By order of the Board

Sd/-

(Manish Sharma)
Company Secretary

Dated: 9/9/2004

Registered Office

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

MAYUR UNIQUOTERS LIMITED



ANNEXURE TO THE NOTICE :

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

ITEM NO. 4:

The Board of Directors of the Company have resolved to appoint Mr. Manav Poddar as Whole time Director w. e. f. November 1, 2004 for 3 (three) years on the remuneration as per Schedule XIII annexed to the Companies Act, 1956, subject to such approval as may be required. The same has also been approved by the Remuneration Committee. The information required to be furnished to the shareholders in terms of revised Schedule XIII are being furnished here in below:

(A) General Information

Mayur Uniquoters Limited was incorporated as a public limited Company on September 14th, 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 31st, 1994. No Foreign Collaborator of any type is presently involved in the project.

(B) Information about the Appointee

Mr. Manav Poddar, 30 years has qualified B. Com. (Hons.) and served as Director in Mayur Industries Limited and Mayur Leather Products Limited and possesses over Eleven years vast experience of General Management, Production, HRD and Export Marketing.

Without any doubt, about the marvelous entrepreneurial skill of Mr. Manav Poddar and his rich experience in the field of PVC Synthetic Leather line, the Board found it appropriate to re-appoint him as Whole time Director of the Company for further three years w.e.f. November 1, 2004 to achieve greater heights and the Company's agenda.

Your Board is of firm opinion that the rich and marvelous 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 last two years :

2002-2003	Rs. 3.50 Lacs
2003-2004	Rs. 8.50 Lacs

Awards/Recognition **NIL**

Job Profile

Mr. Manav Poddar, Whole time Director is the Key Person of the Company. He is giving special emphasis on Total Quality Management and Export Marketing streams of the Company. He possesses eleven years vast experience of General Management, Production, HRD and Export Marketing at Director Level.

Considering the marvelous entrepreneurial skill of Mr. Manav Poddar and his rich experience in the field of PVC Synthetic Leather line, your Board is of firm opinion that Mr. Manav Poddar will definitely be suitable for re-appointment as Whole time Director of the Company for further three years w.e.f. November 1, 2004 for all round growth and development 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 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. Mr. Manav Poddar is son of Mr. S. K. Poddar, who is Chairman & Managing Director and drawing remuneration from the Company as per resolution passed in the Nineth A. G. M. held on September 30, 2002.

(C) Financial Performance

	As at 31/3/2002 (Rs./lacs)	As at 31/3/2003 (Rs./lacs)	As at 31/3/2004 (Rs./lacs)
Sales	4105.84	4509.01	4505.74
Net Profits after Tax	179.35	218.04	233.21
Exports	685.56	400.12	418.88
Foreign Exchange earned	685.56	400.12	418.88
Foreign Exchange used	996.68	1033.87	1026.87

Export Performance

The Company is presently exporting its finished products to the countries like UAE, Saudi Arabia, Sri Lanka, United Kingdom, Vietnam. The market environment continues to be very competitive but the outlook for the industry is positive given the size of the opportunity. Within the challenging competitive market environment, the

MAYUR UNIQUOTERS LIMITED



company has taped new customers in export marketing for e. g. Bata (Malaysia) SDN.BHD. and Omer Idrous Al Mohdar Trading Est., Jeddah (Saudi Arabia), R.M.A Trading, Sri Lanka. The Company is very hopeful to tap the export market in the countries during the next year e.g. Abdul Ghafoor Amin & Company, Jeddah (Saudi Arabia), Wisher Trading Inc. Togo (West Africa), Ritcher & Co., Denmark. The company is planning to export its' 100% PU material to be produced from the upcoming Coating Line in the countries like Sri Lanka and UK.

(D) Other Information

Reason for inadequacy of profits

The remuneration proposed by the Company for Mr. Manav Poddar is in accordance with Section II of Part II of Schedule XIII annexed to the Companies Act, 1956. But if the same is calculated under Section I of Part II of Schedule XIII then it doesn't confirm the proposed remuneration. Due to this reason the profits are inadequate, otherwise the Company is consistently a profit making one.

Steps taken / proposed to be taken for improvement

The Company has already decided to add a new Coating Line for producing PU material that will double the production capacity of the Company.

Expected profits

The Company expects Profit after Tax of Rs. 225 lacs in the next financial year 2004-2005.

(E) Proposed remuneration of Mr. Manav Poddar is as follows:

(I) **Basic Salary :** Rs. 1,40,000/- 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 @ 60% of the Basic Salary.

b) Medical Expenses Reimbursement

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

c) Club Fee

Reimbursement of Club Fee and Admission Fee, subject to a maximum of two clubs and a ceiling of Rs. 10000.00 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, traveling 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 law:

- (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,

MAYUR UNIQUOTERS LIMITED



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. Manav Poddar, being the appointee and Mr. S. K. Poddar, CMD, being relative is interested in the resolution.

By order of the Board

Sd/-
(Manish Sharma)
Company Secretary

Dated: 9/9/2004

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

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MAYUR UNIQUOTERS LIMITED



Report of the Directors

To
The Members,
Mayur Uniquoters Limited

Yours Directors have pleasure in presenting the 11th Annual Report together with Audited Annual Accounts of the Company for the financial year ended 31st March 2004.

Financial Results

(Rs. in Lacs)

PARTICULARS	2003 - 2004	2002 - 2003
Sales (Net of Excise Duty)	3941.79	3847.25
Other Income	17.08	8.70
Total Expenditure	3446.52	3318.35
Interest and Finance Charges	53.97	93.35
Profit after Interest and finance charges but before Depreciation and tax	458.38	444.25
Depreciation	100.48	96.95
Profit for the year	357.90	347.30
Less: Provision for current Tax	128.50	126.00
Deferred Tax :		
Less: Tax effect of timing differences originated during the year	0.00	3.26
Add: Tax effect of timing differences reversed during the year	3.81	0.00
Net Profit after Tax	233.21	218.04
Add: Excess provision of taxation written back	14.15	3.12
Profit & Loss credit balance brought forward	505.52	284.36
Profit available for appropriation and carried forward to Balance Sheet	752.88	505.52
Production (in Lac Linear Mtrs.)	39.77	37.31

Operational Performance

During the year Net Sales / Income from Operations has been increased by 2.67% from the last year. Net Profit after tax of the Company has been increased by 6.96% and EPS has also been increased to Rs. 4.59 as compared to Rs. 4.42 for the last year.

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 capture new renowned buyers.

DIRECTORS

Shri Rameshwar Pareek, 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 have appointed Mr. Manav Poddar as Whole time Director for two years w.e.f. November 1, 2002 in their Meeting held on October 31, 2002 in terms of Schedule XIII annexed to the Companies Act, 1956 and subsequently the same was approved by the members of the Company in their 10th Annual General Meeting. The Board of Directors have again resolved to re-appoint Mr. Manav Poddar as Whole time Director for further three years w.e.f. November 1, 2004 subject to the approvals as may be required.

MAYUR UNIQUOTERS LIMITED



DIRECTORS' RESPONSIBILITY STATEMENT

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

- i) in the preparation of annual accounts of the company, the applicable Accounting Standards have been followed alongwith proper explanation to material departure, if 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 at the end of the financial year and of the Profit of the Company for that period ;
- 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 on a "going concern" basis.

NEW COATING LINE

The Company has decided to install a new Coating Line in the back side of the existing works to fulfil/serve the increased demand of its products in the market. Capital work for the same is in progress and the erection work will be completed most probably by the end of November, 2004.

DIVIDEND

The Board of Directors of your Company are of the view that financial resources of the Company be conserved and judiciously utilized for further growth/expansion of your Company. The Board therefore decided not to recommend any dividend for the year 2003-2004.

FIXED DEPOSITS

During the year 2003-2004, the Company has not accepted any deposits in terms of Section 58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, 1975 hence the Company has not filed Return of Deposit under the said Act read with the said Rules.

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

The Company has accounted for Leave Encashment and Export benefits on cash basis, as per Company's

accounting policy as given in Point No.1 (A) of Schedule "T" annexed to the Balance Sheet, which is self explanatory hence doesn't call further explanation.

PARTICULARS OF EMPLOYEE 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 Auditors' Certificate on its compliance is attached as Annexure "C" to this Report.

DELISTING

In the Extra Ordinary General Meeting held on April 29, 2004 a **Special Resolution** was passed to get delisted the Equity Shares of your Company from all or any of The Calcutta Stock Exchange Association Limited, The Stock Exchange, Ahmedabad, Jaipur Stock Exchange Limited and The Delhi Stock Exchange Association Limited. The delisting from the above Stock Exchanges is under process.

CONCLUSION

Your Company will continue to consolidate its leadership position in its core business areas through offerings of quality products and services. 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, 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

Place : Jaipur
Dated : 9/9/2004

Sd/-
(S. K. PODDAR)

Chairman & Managing Director