



MAYUR UNIQUOTERS LIMITED



**12th Annual Report
2004-2005**



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

MAYUR UNIQUOTERS LIMITED**M**

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MAYUR UNIQUOTERS LIMITED



BOARD OF DIRECTORS

Chairman & Managing Director
Suresh Kumar Poddar



Whole Time Director
Manav Poddar



Independent Directors
Rajesh V. Gupta
Rameshwar Pareek
Ashok Kumar Kejriwal



Company Secretary
Hans Kumar Shyara

Statutory Auditors:
Madhukar Garg & Company
Chartered Accountants
2A, Raj Apartment, Keshav Path
Ahinsa Circle, C-Scheme,
Jaipur-01

Internal Auditors :
Bhatra Pramod & Associates
Chartered Accountants
7, Laxmi Vinod Bhawan,
Sansar Chand Road
Jaipur-01

Secretarial Consultants :
V.M. & Associates
Company Secretaries
309-310, Samod Tower, Dudu Bagh
S.C. Road, Jaipur-01

Registrar & Share Transfer Agent :
M/s Beetal Fin. & Com. Services (P) Ltd.
"BEETAL HOUSE" 3rd Floor, 99, Madangir,
Behind Local Shopping Centre,
Near Dada Harsukh Dass Mandir,
New Delhi-62

Bankers :
1. Canara Bank
2. Andhra Bank

Registered Office & Works
Jaipur- Sikar Road,
Village Jaitpura-303704
The. Chomu , Distt. Jaipur (Raj.)

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MAYUR UNIQUOTERS LIMITED



NOTICE

NOTICE is hereby given that the 12th Annual General Meeting of the Members of **Mayur Uniquoters Limited** will be held on Friday, the 30th September, 2005 at 11.00 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:

ORDINARY BUSINESS

1. To consider and adopt the Audited Balance Sheet as at March 31, 2005 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 M/s Madhukar Garg & Company, Chartered Accountants, the retiring Auditors of the Company, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

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

4. **"RESOLVED THAT** Mr. Ashok Kumar Kejriwal an Additional Director of the Company who hold office up to the date of ensuing Annual General Meeting under 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. **"RESOLVED THAT** pursuant to section 309 (2) &

310 of the Companies Act, 1956 read with Rule 10B of the Companies (Central Government's) General Rules & Forms, 1956, Listing Agreement with Stock Exchanges and other applicable provisions, if any, of the companies Act, 156, the approval of the Shareholders be and is hereby accorded to the board of Directors of the company for payment of sitting fees to Non-executive Directors of the Company for attending each meeting of the Board of Directors or committee thereof, within the maximum amount as may be prescribed by the Central government from time to time".

6. 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. Suresh Kumar Poddar, be and is hereby re-appointed as Chairman & Managing Director for 3 years w. e. f. 28th July, 2005 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."

By order of the Board

Sd/-
(Hans Kumar Shyara)
Company Secretary

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

Date : 15.06.2005



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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 Monday, the September 26, 2005 to Friday, the 30th September, 2005 (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 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 to 6 of the Notice is annexed hereto.
8. Members are informed that in case of joint holders attending the meeting . only such joint holder who is higher in the order of the names will entitled to vote.
9. 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.
10. As required under Clause 49 of the Listing Agreement, the particulars of Director proposed to be appointed / re appointed are being furnished in the Corporate Governance Report published in this Annual Report.

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

ITEM NO. 4:

Mr. Ashok Kumar Kejriwal was appointed as an Additional Director on the Board of The Company with effect from 29-01-2005. In terms of Section 260 of the Companies Act, 1956 and Article 134 of the Article of Association of the Company, Mr. Ashok Kumar Kejriwal hold office till the date of the forthcoming Annual General Meeting .The Company has received notice under section 257 of the Companies Act, 1956 proposing his candidature for the office of the Director and he is eligible for appointment.

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

None of the Director other than Mr. Ashok Kumar Kejriwal are concerned or interested in the resolution.

ITEM NO. 5:

The Non-Executive Directors of your company are presently entitled to a sitting fee of Rs. 500 for attending each meeting of the Board of Director. Keeping in view the fact of the project of the Company being operational for more than 10 years & other cost associated for attending the meeting at registered office of the Company, sitting fee structure currently prevalent in the industry and the vast experience and expertise of the Directors, the Board has decided to seek approval of shareholders of the Company to authorized the Board for payment of sitting fee and increase from time to time within the limit mentioned in Rule 10B of the companies (Central



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government's) General Rules & forms, 1956 read with Section 310 of the companies Act, 1956. As per the above Rule 10B, as amended, the Company may pay a sitting fees up to Rs. 20000 per meeting to its Directors. Further, as per the revised Clause 49 of the Listing Agreement with the stock Exchanges, all fees/compensation to Non-Executive Directors of the Company shall be fixed by the Board & shall require previous approval of shareholders in General meeting.

None of the directors of the Company, except the Non-Executive Directors to the extent of sitting fee payable to them, is concerned or interested in the resolution.

The directors recommend the resolution for approval of the members.

ITEM NO.6:

The Board of Directors of the Company have resolved to re-appoint Mr. Suresh Kumar Poddar as Chairman & Managing Director w. e. f. July 28, 2005 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 in its meeting held on 14th June, 2005. 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 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. Suresh Kumar Poddar, 60 years (approx.) is a Science Graduate possessing marvelous entrepreneur skill and vast experience of 33 years in the field of PVC Synthetic leather line. Before joining the Company he was engaged in his own trading business.

He is Promoter of the Company and holding Chairman position since incorporation. He has

appointed managing director of the Company w.e.f. 27th July 2000. During his tenure the Company achieved a tremendous growth both in volume and value as reflected in the data given below.

Due to marvelous entrepreneurial skill of Mr. Suresh Kumar Poddar and his rich experience in the field of PVC Synthetic Leather line, the Board found that he is fit and proper person to re-appoint as Chairman & Managing Director of the Company for further three years w.e.f. July 28, 2005 and that his appointment will be in the interest of the Company and its shareholders.

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

Remuneration paid to Mr. Suresh Kumar Poddar during the year 2004-2005 was Rs.25.26 lacs.

Awards/Recognition

NIL

Job Profile

Mr. Suresh Kumar Poddar, Chairman & Managing 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 33 years vast experience of General Management, Production, HRD and Export Marketing, at Director Level in PVC Synthetic Leather product.

Considering the marvelous entrepreneurial skill of Mr. Suresh Kumar Poddar and his rich experience in the field of PVC Synthetic Leather line, your Board is of firm opinion that Mr. Suresh Kumar Poddar will definitely be suitable for re-appointment as Chairman & Managing Director of the Company for further three years w.e.f. 28th July, 2005 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. Suresh Kumar 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. Suresh Kumar Poddar, doesn't have any pecuniary



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relationship with the Company and / or other Managerial Person in the Company except the Managerial Remuneration drawn by him from the Company as Chairman & Managing Director. Mr. Manav Poddar is son of Mr. Suresh Kumar Poddar who is Whole time Director and drawing remuneration from the Company as per resolution passed in the Eleventh A. G. M. held on November 15, 2004.

C) Financial Performance

PARTICULARS	As at 31/3/2003 (Rs./lacs)	As at 31/3/2004 (Rs./lacs)	As at 31/3/2005 (Rs./lacs)
Sales	4509.01	4505.74	5072.89
Net Profits	218.04	233.21	189.80
Exports	400.12	418.88	334.28
Foreign Exchange earned	400.12	418.88	334.28
Foreign Exchange used	1033.87	1026.87	1401.18

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 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 new 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. Suresh Kumar. 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 had already installed new Coating Line for producing PU material that will increased production capacity by 60% from the existing capacity i.e. 96 Lacs L.Mtrs. from 60 Lacs L. Mtrs. In the new coating line the company produce imported quality products to explore the imported PU/PVC Market in India.

Expected profits

The Company expects Profit after Tax of Rs. 275 lacs in the next year.

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

(I) **Basic Salary :** Rs. 1,25,000/- 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 Chairman & Managing Director:

CATEGORY (A) :

a) Housing

The Company may provide own / leased free furnished residential accommodation to the Chairman & Managing Director. Where the Company does not provide residential accommodation to the Chairman & Managing 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. 20000.00 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 Chairman & Managing Director.



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- (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 Chairman & Managing 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. Suresh Kumar Poddar, Chairman & Managing 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. Suresh Kumar 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. Suresh Kumar Poddar ceases to be Director of the Company for any reason whatsoever, he shall cease to be the Chairman & Managing Director.
- (iv) The said appointment of Mr. Suresh Kumar Poddar on the terms & conditions as set out above including his remuneration as referred above is subject to approval of the General Body."

This explanation 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. Suresh Kumar Poddar, being the appointee and Mr. Manav Poddar, WTD, being relative is interested in the resolution.

By Order of the Board

Date: 15.06.2005

sd/-

(Hans Kumar Shyara)
Company Secretary

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



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ANNEXURE TO THE NOTICE OF 12th AGM

Information pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors who are proposed to be appointed / re-appointed at the ensuing Annual General Meeting to be held on September, 30, 2005 :

Name of Director	Mr. Rajesh V. Gupta	Mr. S.K. Poddar	Mr. Ashok Kumar Kejriwal
Age	52 years	60 years	55 Years
Date of appointment	September 12, 2000	July 28, 2002	29/01/2005
Designation	Non Executive Director	Chairman & Managing Director	Independent Director
Expertise in specific functional area	He is expert in the field of Marketing and project work of industrial goods and plastic components He is served in Larson & Tubro Ltd for 6 years	He has 33 years experience in the field of PVC synthetic leather line. He is directly control the selection of plant, recruitment selection of plant, recruitment of staff, finance and Marketing of the Company.	He has 25 Years vast experience in the field of planning and control of finance and marketing.
Qualification	B. (tech) from IIT MUMBAI	B. Sc.	B.Sc.
Directorship in other Public Limited Companies as on 31/03/2005	Mayur Leather Products Limited Mayur Industries Limited	N.A.	N.A.
Member/Chairman of the Committees of the Board of other Companies as on 31/03/2005	3	Nil	Nil

