



UNIMERS INDIA LIMITED

25th Annual Report 2012 -2013



UNIMERS INDIA LIMITED

BOARD OF DIRECTORS

Mr. G. P. Goenka

Dr.P. P. Shastri

Mr.T.S.Sridhar

Mr. S.P. Gupta

Mr. K. Mukopadhyay

Mr.R.P.Ganti

Mr.M.Ghosh

Chairman (Resigned w.e.f. 13.11.2012)

Director(Resigned w.e.f. 29.03.2013)

Director (Resigned w.e.f. 29.03.2013)

Wholetime Director (Resigned w.e.f. 29.03.2013)
Appointed as non-executive Additional
Director w.e.f. 30.4.2013

Additional Director (Appointed w.e.f. 29.03.2013 &
Resigned w.e.f. 30.04.2013)

Additional Director (Appointed w.e.f. 14.02.2013)

Additional Director (Appointed w.e.f. 14.02.2013)

BANKERS

STATE BANK OF INDIA

AUDITORS

Lodha& Co.

REGISTERED OFFICE & FACTORY

2/2, TTC Industrial Area (D Block)
MIDC, Thane-Belapur Road
Turbhe, Navi Mumbai 400 705
email: investorsservices@unimers.in
Internet: www.unimers.in

REGISTRAR & TRANSFER AGENT

Adroit Corporate Services Pvt. Ltd.
19, Jaferbhoy Industrial Estate
1st Floor, Makhwana Road
Marol Naka, Mumbai 400 059
Tel. Nos.: 2859 0942/ 2850 3758

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NOTICE

Notice is hereby given that the Twenty Fifth Annual General Meeting of the members of **UNIMERS INDIA LIMITED** will be held on 24th September, 2013 at 10.30 A.M. at Rotary Club of Navi Mumbai, Rotary Centre, next to Sacred Heart Convent School, Sector-6, Vashi, Navi Mumbai - 400 703 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Profit & Loss Account for the financial year ended March 31, 2013 and the Balance Sheet as at that date, together with the Directors and Auditors' Report thereon.
2. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS

3. To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution :
"RESOLVED THAT Mr.R.P.Ganti who was appointed as an Additional Director by the Board of Directors of the Company under Section 260 of the Companies Act, 1956 read with Article 160 of the Articles of Association of the Company and who holds office only upto the date of the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member of the Company under Section 257 of the Companies Act, 1956 signifying his intention to propose him as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retirement by rotation."
4. To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution :
"RESOLVED THAT Mr.M.Ghosh who was appointed as an Additional Director by the Board of Directors of the Company under Section 260 of the Companies Act, 1956 read with Article 160 of the Articles of Association of the Company and who holds office only upto the date of the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member of the Company under Section 257 of the Companies Act, 1956 signifying his intention to propose him as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retirement by rotation."
5. To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution :
"RESOLVED THAT Mr.S.P.Gupta who was appointed as an Additional Director by the Board of Directors of the Company under Section 260 of the Companies Act, 1956 read with Article 160 of the Articles of Association of the Company and who holds office only upto the date of the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member of the Company under Section 257 of the Companies Act, 1956 signifying his intention to propose him as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retirement by rotation."

By Order of the Board
For **UNIMERS INDIA LIMITED**

S P Gupta
Director

Place : Mumbai
Dated : 28th May 2013

Registered Office:

2/2, TTC Industrial Area,
(D Block), MIDC, Thane - Belapur Road,
Turbhe, Navi Mumbai - 400 705



UNIMERS INDIA LIMITED

NOTES :

- a) A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- b) The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 20th September 2013 to Tuesday, 24th September 2013 (both days inclusive).
- c) Members / proxies are requested to bring the attendance slip duly filled in for attending the meeting.
- d) Members are requested to bring their copies of the Annual Report at the meeting.
- e) The Shareholders are requested to send all their correspondence in respect of shares, etc. to Adroit Corporate Services Private Limited, 19 Jaferbhoy Industrial Estate, 1st Floor, Makhwana Road, Marol Naka, Mumbai 400 059.
- f) As required under the Listing Agreement executed with the Stock Exchange, the particulars of the Directors who are proposed to be appointed, are given hereunder.
- g) Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 relating to the Special Business to be transacted at the meeting, is annexed hereto.
- h) Relevant 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 3.00 P.M. and 4.00 P.M. prior to the date of the meeting.
- i) Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.

EXPLANATORY STATEMENT

Pursuant to Section 173(2) of the Companies Act, 1956

Item no 3

Mr. R. P. Ganti was appointed as an Additional Director of the Company, under Section 260 of the Companies Act, 1956 read with Article 160 of the Articles of Association of the Company, with effect from 14th February, 2013 by the Board of Directors of the Company. Mr. Ganti will hold office until the conclusion of this Annual General Meeting and being eligible, offers himself for appointment at this Meeting. Notice along with requisite deposit as required under Section 257 of the Companies Act, 1956, has been received from a Member proposing his appointment as a Director of the Company. The Company has also received the letter of consent of Mr. Ganti to act as a Director of the Company, if appointed.

Considering the vast experience and knowledge of Mr. Ganti, the Directors recommend this Resolution for approval.

Except Mr. Ganti, none of the Directors of the Company are concerned or interested in this Resolution.

Item no 4

Mr. M. Ghosh was appointed as an Additional Director of the Company, under Section 260 of the Companies Act, 1956 read with Article 160 of the Articles of Association of the Company, with effect from 14th February, 2013 by the Board of Directors of the Company. Mr. Ghosh will hold office until the conclusion of this Annual General Meeting and being eligible, offers himself for appointment at this Meeting. Notice along with requisite deposit as required under Section 257 of the Companies Act, 1956, has been received from a Member proposing his appointment as a Director of the Company. The Company has also received the letter of consent of Mr. Ghosh to act as a Director of the Company, if appointed.

Considering the vast experience and knowledge of Mr. Ghosh, the Directors recommend this Resolution for approval.

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Except Mr. Ghosh, none of the Directors of the Company are concerned or interested in this Resolution.

Item no 5

Mr. S. P. Gupta was appointed as an Additional Director of the Company, under Section 260 of the Companies Act, 1956 read with Article 160 of the Articles of Association of the Company, with effect from 30th April, 2013 by the Board of Directors of the Company. Mr Gupta will hold office until the conclusion of this Annual General Meeting and being eligible, offers himself for appointment at this Meeting. Notice along with requisite deposit as required under Section 257 of the Companies Act, 1956, has been received from a Member proposing his appointment as a Director of the Company. The Company has also received the letter of consent of Mr. Gupta to act as a Director of the Company, if appointed.

Considering the vast experience and knowledge of Mr Gupta, the Directors recommend this Resolution for approval.

Except Mr. Gupta, none of the Directors of the Company are concerned or interested in this Resolution.

By Order of the Board
For **UNIMERS INDIA LIMITED**

S P Gupta
Director

Place : Mumbai

Dated : 28th May 2013

Registered Office:

2/2, TTC Industrial Area,
(D Block), MIDC, Thane - Belapur Road,
Turbhe, Navi Mumbai – 400 705



UNIMERS INDIA LIMITED

Particulars of Directors seeking appointment at the Annual General Meeting (pursuant to Clause 49 of the Listing Agreement)

Particulars	Mr.R.P. Ganti	Mr.M. Ghosh	Mr. S.P. Gupta
Date of Birth	14.02.1957	01.12.1951	01.07.1954
Date of Appointment	14.02.2013	14.02.2013	30.4.2013
Qualifications	B. Tech., PGDBM	B.E. (Mech)	B.Tech. (Chemical Engg.), MBA
Experience	Marketing, Finance and General Management	Merchant Navy; Electrical and Instrumentation	Process engineering, business management, productivity enhancement and cost savings
Directorships held in other public companies	One	None	None
Chairmanship/Membership of Board Committees of other public companies as on 31.03.2013	None	None	None
Relationship between Directors' inter-se	None	None	None
Number of shares held	Nil	Nil	Nil

By Order of the Board
For **UNIMERS INDIA LIMITED**

S P Gupta
Director

Place : Mumbai
Dated : 28th May 2013

Registered Office:
2/2, TTC Industrial Area,
(D Block), MIDC, Thane - Belapur Road,
Turbhe, Navi Mumbai - 400 705

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DIRECTORS' REPORT

To the Members of the Company for the year ended 31st March 2013

The Board of Directors present the Twenty Fifth Annual Report together with the Audited Accounts of the Company for the financial year ended March 31, 2013.

1. FINANCIAL HIGHLIGHTS:

Particulars	Year ended 31.03.2013 (Rs. in lacs)	Year ended 31.03.2012 (Rs. in lacs)
Sales (Net of Excise Duty)	-	-
Gross Profit/(Loss) before Interest and Depreciation	(92.60)	(131.70)
Profit/(Loss) before Tax and Exceptional items	(394.55)	(628.61)
Deferred Tax Assets Reversed	(-)	(2661.20)
Profit/(Loss)	(394.55)	(3289.80)
Loss brought forward from Previous Year	(8575.20)	(5285.40)
Balance carried to Balance Sheet	(8969.70)	(8575.20)

2. OPERATIONS:

During the year under review, the Company did not carry out any production activity, the factory being closed with effect from June 26, 2008.

3. RESTRUCTURING:

The management continues to explore various options for restructuring the business and finances of the Company, including the recommencement / relocation of its manufacturing operations. As a part of the restructuring efforts, the Company had earlier entered into an arrangement for the assignment of the leasehold rights of its land. However, certain issues have affected its implementation and the management is pursuing the matter.

4. NET WORTH STATUS AND IMPLICATIONS:

The Net Worth of the Company has been fully eroded and is negative as on March 31, 2013. The management had been advised that since certain conditions as per the Sick Industrial Companies (Special Provisions) Act, 1985 were not being met, the Company was not eligible to make reference to BIFR. In the event of any change in the status, inter alia, arising out of developments in the pending legal case [refer Para 5 below], appropriate steps will be taken in this regard.

5. EMPLOYEE RELATIONS:

The validity of the closure declared by the Company with effect from June 26, 2008, under the relevant provisions of The Industrial Disputes Act, 1947, has been challenged before the Industrial Court by the employees' union and the matter is pending before the Hon'ble Court.

6. PARTICULARS OF EMPLOYEES:

None of the employees of the Company was in receipt of Rs. 60 lacs per annum or Rs. 5 lacs per month and hence the information pursuant to Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, as amended, is not being annexed to this Report.

7. SAFETY, HEALTH & ENVIRONMENT POLICY:

After the closure of manufacturing operations, the Company continues to follow applicable practices relating to safety and health of personnel, plant, machinery and the environment, to the extent relevant and feasible.

8. DEMATERIALISATION OF THE COMPANY'S EQUITY SHARES:

93.91% of the Company's equity shares are in dematerialised form.

9. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars relating to conservation of energy, technology absorption and foreign exchange earnings and outgo under Section 217(1) (e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, have been provided in the Annexures forming part of this Report.



UNIMERS INDIA LIMITED

10. DIRECTORS:

During the period under review, Mr.G.P.Goenka, Chairman, Dr.P.P.Shastri, Director, Mr.T.S.Sridhar, Director and Mr.S.P.Gupta, Wholetime Director resigned from the Board of Directors of the Company. The Board places on record its appreciation of the valuable services rendered by them during their tenure as directors of the Company. The Board has, subject to the approval of the members in the forthcoming Annual General Meeting, appointed Mr.R.P.Ganti, Mr.M.Ghosh and Mr.S.P.Gupta as Additional Directors. In this connection, the Board has received notices under Section 257 of the Companies Act, 1956, from the shareholders of the Company seeking the appointment of Mr.R.P.Ganti, Mr.M.Ghosh and Mr.S.P.Gupta as directors of the Company. The Board recommends their appointment.

11. CORPORATE GOVERNANCE:

A Report on Corporate Governance, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange, is annexed hereto and forms apart of this Report. The Certificate from the Statutory Auditors M/s Lodha & Co. confirming compliance of the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement, is annexed here to and forms a part of this Report.

12. MANAGEMENT DISCUSSION & ANALYSIS REPORT:

The Management Discussion & Analysis Report for the financial year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange, is annexed hereto and forms a part of this Report.

13. DIRECTORS' RESPONSIBILITY STATEMENT:

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

- in the preparation of the Annual Accounts for the financial year 2012-13, the applicable accounting standards have been followed along with proper explanations relating to material departures;
- such accounting policies as were reasonable and prudent were selected in preparation of the Accounts and applied consistently. Further, judgements and estimates that were reasonable and prudent were also made in the course of the preparation of the Accounts so as to give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the loss of the Company for the year ended 31st March, 2013;
- proper and sufficient care was taken 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;
- the Accounts have been prepared on a going concern basis.

13. LISTING OF EQUITY SHARES:

The Company's equity shares are listed with BSE Limited. The Company has paid the requisite listing fee to the said Stock Exchange for the financial year 2013-14.

15. AUDITORS:

M/s. Lodha & Co., Chartered Accountants, the Auditors of the Company, will retire at the ensuing Annual General Meeting. They have expressed their willingness to continue in office if appointed and furnish the requisite certificate of their eligibility pursuant to Section 224(1B) of the Companies Act, 1956.

16. AUDITORS' REPORT:

The observations of the Auditors in their Report are largely self-explanatory. However, for the sake of additional clarity, the relevant observations of the Auditors in paragraph '4' of their Report are further addressed in paragraphs '3' and '4' above and in Note '19' to the Accounts.

17. ACKNOWLEDGEMENT:

The Board of Directors take this opportunity to thank the shareholders, lenders and other stakeholders for their continued support and co-operation.

For and on behalf of the Board

R. P. Ganti
Director

S. P. Gupta
Director

Place : Mumbai
Dated : 28th May 2013

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ANNEXURES TO THE DIRECTORS' REPORT

Information required under the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988

(I) **CONSERVATION OF ENERGY**

Manufacturing operations continued to remain closed during the year.

(II) **TECHNOLOGY ABSORPTION**

Technology obtained from foreign collaborators had been fully absorbed. The Company had also been able to develop in-house such process technologies as were required to produce products in line with changing and localised customer needs.

(III) **RESEARCH AND DEVELOPMENT (R&D)**

(a) **Specific areas in which Research and Development is carried out by the Company:**

As the manufacturing operations continue to remain closed, no new development activities could be carried out.

(b) **Benefits derived as a result of R&D efforts:**

No new development activities having been carried out, no additional benefits were derived during the year.

(c) **Expenditure on R&D Technical Sales Service Centre - NIL.**

(d) **Future plan of action:**

The future course of action relating to R&D would be drawn out after finalisation and implementation of the business restructuring plans.

(IV) **FOREIGN EXCHANGE EARNINGS AND OUTGO**

There have been no foreign exchange earnings and outgo during the year.

'FORM A'

FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY

Power and fuel consumption

There being no manufacturing operations, power and fuel consumption was NIL for the Current Year and the Previous Year.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

a. **Industry Structure and Developments**

The Company's manufacturing operations have been closed since June 26, 2008.

b. **Opportunities and Threats**

The Company continues to pursue various business re-engineering proposals, including the recommencement / relocation of its manufacturing operations.

c. **Risks and Concerns**

The high debt portfolio, in the absence of any revenue stream, is currently a major cause for concern

d. **Internal Control Systems and their Adequacy**

Necessary internal control systems are being maintained in all departments. These internal control procedures are adequate and commensurate with the size of the Company and the nature of its business. The statutory auditor has not highlighted any major discrepancies, omissions and the like.

e. **Financial and Operational Performance**

Subsequent to the closure of the manufacturing operations from June 26, 2008, there is nothing significant to report.

f. **Outlook**

While the immediate financial outlook is a cause for concern, the management continues to explore various options in the larger interests of all the stakeholders.

g. **Material Developments in Human Resources / Industrial Relations fronts**

Consequent upon the closure of the manufacturing operations, there is no activity on this front.