



14th Annual Report

UNIROYAL MARINE EXPORTS LTD.

2005 - 2006





UNIROYAL MARINE EXPORTS LTD.

CHAIRMAN AND MANAGING DIRECTOR

K.C.BABU

DIRECTORS

K.C. THOMAS
IYPE MATHEW
V.MOHANLAL
VARGHESE THOMAS
V.T. JOHN
P. SHRINIVAS
NATH RAM
(Formerly RAMNATH. V.S)

GENERAL MANAGER

THOMAS P KOSHY

COMPANY SECRETARY

V. BALACHANDRAN

AUDITORS

SUDHIR & KURUVILLA
Chartered Accountants
Kochi - 682018

BANKERS

1. THE FEDERAL BANK LTD
Nadakkavu West
Kozhikode 673 011
2. UCO Bank
Kozhikode 673 001

REGISTERED OFFICE

11/19, Vengalam P.O
Chemancherry Panchayat
Kozhikode Dist.
Kerala - 673303
INDIA.
Ph - 0496-2633781, 2633782

REGISTRARS & SHARE TRANSFER AGENTS

S K D C Consultants Limited
No.7. (Old No.11), Street No.1
SNLayout, WestPower Houseroad
Coimbatore - 641 012

ISIN

NSDL & CDS L-INE602H01010

**NOTICE**

Notice is hereby given that the Fourteenth Annual General Meeting of the members of UNIROYAL MARINE EXPORTS LTD. will be held at the Registered Office of the Company at 11/19, Vengalam P.O., Kozhikode District, Kerala - 673303 on Friday the 29th September, 2006 at 2.30 p.m. to transact the following business.

1. To receive, consider and adopt the Profit and Loss Account for the year ended 31st March, 2006 and the Balance Sheet as at that date along with the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri. K.C Thomas who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri. Varghese Thomas who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint M/s Sudhir & Kuruvilla, Chartered Accountants, Kochi, as Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting and to authorise the Board of Directors to fix their remuneration.

By Order of the Board
For UNIROYAL MARINE EXPORTS Ltd.,

Kozhikode,
28th July, 2006

V. BALACHANDRAN
Company Secretary.

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. In order to be valid, the instrument appointing the proxy duly stamped and executed should be sent so as to reach the Registered Office of the Company at Uniroyal Marine Exports Ltd, 11/19, Vengalam P.O. Kozhikode - 673303, not less than 48 hours before the commencement of the meeting.
2. The Register of Members and Share Transfer Register of the Company will remain closed from 27th September, 2006 to 29th September, 2006 (both days inclusive)
3. Members are requested to notify their changes of address, if any, quoting their folio number to the Regd. Office of the company / our Registrars and Share Transfer Agents, M/s SKDC Consultants Ltd, No. 7 (old No.11), Street No. 1, S.N. Layout, West power House Road, Coimbatore 641 012. Similarly members holding Shares in Demat form shall intimate the change of address, if any, to their respective Depository Participants (DP)



4. Members/Proxies must bring the original attendance slip sent herewith duly filled in, signed and hand it over at the entrance of the meeting hall.
5. In terms of Clause 49 of the listing agreement with the Stock Exchange, a brief resume of Directors who are proposed to be re-appointed at this meeting is given below:

Shri. K.C Thomas

Date of birth	- 24/05/1946
Date of appointment	- 21/08/1992
List of other Directorship held	- Nil
Chairman / Member of the Committees of the Board	- Nil
Chairman / Member of the Committees of Directors of other Companies in which he is member.	- Nil

Shri. K.C. Thomas is a businessman. He has been associated with marine business for more than 30 years. His experience in marine field is of immense help to the company.

Shri. Varghese Thomas

Date of birth	- 10/02/1948
Date of appointment	- 21/08/1992
List of other Directorship held	- 1
Chairman / Member of the Committees of the Board	- Nil
Chairman / Member of the Committees of Directors of other Companies in which he is member.	- Nil

Shri. Varghese Thomas is a dynamic business entrepreneur. He is the founder partner of Thomsun Group Dubai. He is also a partner in Thomsun Supermarket, Dubai and a Director of East Fish (P) Ltd, Ajman, UAE.

By Order of the Board
For UNIROYAL MARINE EXPORTS Ltd.,

Kozhikode,
28th July, 2006

V. BALACHANDRAN
Company Secretary.



DIRECTORS' REPORT

Dear Member,

Your Directors are pleased to present the 14th Annual Report on the business and operations of the company together with the Audited Accounts for the year ended 31st March, 2006.

Financial Results.

	Rs. in Lakh	
	2005-2006	2004-2005
Sales	2445.34	2389.71
Profit before tax	46.34	59.46
Profit after tax	17.60	38.47

On account of accumulated loss, your Directors have not recommended any dividend.

Operation Analysis

During the year under review, the company continued its cost control measures and made constant efforts to improve the operational efficiency. The company constructed a cold store of its own with 600 tones capacity and obtained approval from The Marine Products Export Development Authority (MPEDA) for storing its products. This helped the company to reduce storage and transportation expenses incurred by the company so far. Other manufacturing expenses decreased from Rs. 323.81 lakh as at the end of March 2005 to Rs. 280.25 lakh as at the end of March 2006, showing a decline of 13.45%. Similarly Administration and Selling expenses decreased from Rs. 174.69 lakh as at the end of March 2005 to Rs. 156.70 lakh as at the end of March 2006, showing a decline of 10.30%.

The total turnover of the company showed a marginal increase from Rs. 2389.71 lakh as at the end of March 2005 to Rs. 2445.34 lakh as at the end of March 2006. The profit after tax declined from Rs. 38.47 lakh during 2004-05 to Rs. 17.60 lakh during 2005-06. The shortfall in profit is attributable to higher procurement cost, which is due to poor landings, increase in the cost of diesel and other related expenses. Further the prices of marine products in the international market have not increased proportionately with increase in cost of raw materials and also due to competition from other countries. No seafood company in our southern region is able to function or make profit as yesteryears. In spite of the industry being in bad shape, we are happy that we have been able to achieve profit. Ours is the only widely held company in Seafood industry in the limelight now.

We wish to inform you that the equity shares of our company have been dematerialized, the ISIN being INE602H01010. This will enable the shareholders to have the option of holding and dealing in the shares of the Company in electronic form through NSDL or CDSL.



ENERGY CONSERVATION MEASURES

Information on the conservation of energy which are required to be disclosed under 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 below.

	Unit	Energy Consumption during	
		2005-2006	2004-2005
(A) Power and Consumption			
1. Electricity			
i) Purchased Units	KWH	2427640.00	2427646.00
ii) Total Amount	Rs.	10674256.00	10684188.00
iii) Rate per unit	Rs.	4.40	4.40
2. Own Generation through Diesel Generator			
i) Unit	KWH	121424.00	121432.00
ii) Unit per Ltr. of Diesel Oil	KWH	3.91	4.20
iii) Cost per Unit	Rs.	8.43	7.62
(B) Consumption per Unit of Production			
a) Electricity	KWH	1.50	1.34
b) Diesel	Ltrs.	0.36	0.32

FOREIGN EXCHANGE EARNINGS AND OUTGO

- i) Foreign Exchange earned during the year (On FOB basis) - Rs. 22,57,83,263
- ii) Foreign Exchange outgo - Rs. 52,41,941

PARTICULARS OF EMPLOYEES

There were no employees drawing salary exceeding Rs. 2.00 lakh per month or Rs. 24.00 lakh per annum and therefore, no information is required to be furnished as per Sec. 217(2A), Companies Act, 1956.

DIRECTORS

In terms of Article 95 of the Articles of Association, Shri. K C Thomas and Shri. Varghese Thomas will be retiring at the end of the ensuing Annual General Meeting. They are eligible and offer themselves for re-appointment.

AUDITORS

M/s Sudhir & Kuruvilla, Chartered Accountants, Kochi, were appointed as Auditors of the Company till the conclusion of this Annual General Meeting. They are eligible for re-appointment



DIRECTORS' RESPONSIBILITY STATEMENT UNDER SECTION 217 (2AA) OF THE COMPANIES ACT, 1956.

Your Directors confirm:

- (1) that in the preparation of the Annual Accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departures.
- (2) that the directors had selected such accounting policies and applied them consistently and made judgments 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 31st March, 2006 and of the profit for the period ended 31st March, 2006.
- (3) that the directors had 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.
- (4) that the directors had prepared the Annual Accounts on a going concern basis.

Report on Corporate Governance

Pursuant to Clause 49 of the Listing Agreement (a) Management Discussion and Analysis (b) The Report on Corporate Governance of your Directors in the Company (c) Auditors' certificate on compliance of the Corporate Governance are given as Annexure to the Directors' Report.

ACKNOWLEDGEMENT

Your Directors wish to place on record their sincere gratitude especially to The Federal Bank Ltd, UCO Bank, Government Authorities, Central Excise Dept., MPEDA, EIA and other statutory authorities, customers, suppliers and share holders. The Directors also acknowledge the contribution made by employees at all levels.

For and on behalf of the Board of Directors

Kozhikode
28th July, 2006

K.C.BABU
Chairman



MANAGEMENT DISCUSSION AND ANALYSIS

Industry structure and development

Our company was incorporated in August 1992 for setting up a modern seafood factory for the processing and export of value added marine products to USA, the European Union and the Far East.

Over the last decade the organized corporate sector has become increasingly involved in preservation, processing and export of coastal fish. With the liberalized policy, fish processing sector has been attracting more foreign investment. Various imponderables existed in the industry in succession over the last 9-10 years, the latest being the anti-dumping action by the U S.

Countries to which a major portion of seafoods is destined are becoming increasingly discerning and quality conscious. There is an all round realization at every level that quality production of international standards is the watchdog for survival now. Uniroyal Marine Exports Ltd was conscious about maintenance of quality from the very inception of the company and has fully geared to maintain quality right from the selection of the raw material to that of the ingredients. We had also already taken steps to upgrade the hygienic and sanitary conditions of the workers, plant and machinery so as to ensure quality of the finished product.

Opportunities

1. Our Company has adopted IQF (Individually Quick Frozen) technology, ensuring higher value addition in its production.
2. Proximity to main fish landing centers namely Beypore and Puthiyapa in North Kerala.
3. Our Company enjoys the Green Channel Status for export of cooked product to USA and also approval for export of IQF and Block fishery products to the European Union.
4. The cost control measures introduced by the management are being continued.

Risks/Threats

1. The Company is largely dependent on natural sea caught material. Availability of raw material would depend upon the seasons.
2. Selling prices are governed by international market.

**Internal Control System**

Company has been maintaining adequate internal control systems commensurate with the size and volume of the business with respect to the purchase of stocks, raw materials, (including components), plant and machinery, other assets and sale of goods. It also ensures that all the assets of the company are adequately protected against loss and all the transactions are properly authorized, recorded and reported. The Internal Control System is supplemented by Internal Audit conducted by a Chartered Accountant.

Financial Performance

Despite the sales for the current period showed a marginal increase in comparison with previous year, the profit after tax and prior period adjustments declined from Rs. 38.47 lakh to Rs 17.60 lakh during 2005-2006. The shortfall in profits is attributable to higher procurement cost, which is due to poor landings, increase in the cost of diesel and other related expenses. Further the prices of marine products in the international market have not increased proportionately with increase in cost of raw materials and also due to competition from other countries.

As the company is engaged in manufacture of marine products only, segment wise analysis is not significant.

Industrial relation and human resource management

Your Management firmly believes that success of any organization comes from good Human resources. Employees are considered as important and valuable assets of the organization and key to its success. Total number of employees directly employed by the company was 159.

Cautionary Statement

Statement given in this section describing the company's objectives, projection, estimates, and expectations may be "forward looking statements" based on the present environment, rules and regulations. The actual result could differ materially from those expressed or implied. The important factors that could make a difference among others are economic situation affecting demand and supply, price fluctuation both in domestic and international markets in which the company operates, changes in Govt. regulations, consumer taste, tax laws and other statutes and other incidental factors. The company assumes no responsibility to publicly amend, modify or revise any of the forward-looking statements on the basis of any subsequent developments or events.



REPORT ON CORPORATE GOVERNANCE

I. Philosophy:

The importance of Corporate Governance has always been recognised by your Directors. your Directors believe in accountability and had set up the Audit, Remuneration and shareholders' Grievances Committees and every effort has been made to ensure transparency and professionalism in Governance.

II. Board of Directors:

The Board consists of 8 Directors. Shri.K.C. Babu is the Chairman and Managing Director of the Company. All the Directors except Managing Director are non-executive independent Directors.

Composition of the Board

Name of Directors

Category

1. K.C. Babu	Executive
2. K.C. Thomas	Non-executive
3. Iype Mathew	"
4. V. Mohanlal	"
5. Nath Ram	"
6. V.T. John	"
7. Varghese Thomas	"
8. P. Shrinivas	"

III. Meeting and Attendance of each Director at the Board and the last Annual General Meeting:

During the period 2005-2006, your Board met 7 times. They were on-

1. 30th June, 2005
2. 07th July, 2005
3. 20th July, 2005
4. 29th July, 2005
5. 26th October, 2005
6. 27th January, 2006
7. 31st March, 2006