



# UNIROYAL MARINE EXPORTS LIMITED

CHAIRMAN	: Mr.IYPE MATHEW
MANAGING DIRECTOR	: Mr.ANUSH K THOMAS
DIRECTORS	: Mr.K.C.THOMAS Mr.V.MOHANLAL Mr.VARGHESE THOMAS Mr.V.T.JOHN Mr.V.S.NATH RAM Mr.P.SHRINIVAS
CHIEF EXECUTIVE OFFICER	: Mr.THOMAS P KOSHY
COMPANY SECRETARY	: Mr.V. BALACHANDRAN
AUDITORS	: M/s. KURUVILLA & INDUKUMAR 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 Panchayath Kozhikode Dist. Kerala-673 303, India Ph :0496 – 2633781,2633782
REGISTRARS & SHARE TRANSFER AGENTS	: M/s. S K D C Consultants Limited Kanapathy Towers, 3 <sup>rd</sup> Floor,1391/A-1 Sathy Road, Ganapathy Coimbatore-641006. Phone : 0422-6549995 Fax: 0422-22539837
ISIN	: N S D L & C D S L – INE602H01010



## NOTICE

Notice is hereby given that the Twenty First 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 – 673 303 on Saturday the **26<sup>th</sup> October 2013** at 2.30 p.m. to transact the following business:

1. To receive, consider and adopt the Profit & Loss Account for the year ended 31<sup>st</sup> March, 2013 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.V.Mohanlal who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri.K.C.Thomas who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint 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. The retiring auditors are eligible for re-appointment.

## SPECIAL BUSINESS

5. To consider and if thought fit to pass with or without modifications the following as an **ORDINARY RESOLUTION**

“Resolved that in accordance with Section 198,269,309,310,349 and 350 read with Schedule XIII and other applicable provisions, if any, of the Companies Act 1956 or statutory modification or amendment or re-enactment thereof and subject to other approvals as may be necessary, Shri.Anush K Thomas be and is hereby appointed as Managing Director of the Company for a period of 5 years with effect from 21/08/2012 on the terms and conditions set therein.

Salary Rs.15000/- (Rupees Fifteen Thousand only) per month

Perquisites Rs.6000/- (Rupees Six Thousand only) per month

Resolved further that the minimum remuneration and perquisites to be paid in event of loss or inadequacy of profit in year during tenure of office shall be as per Schedule XIII to the Companies Act,1956.

Resolved further that Shri.Iype Mathew be and is hereby authorized to take such steps as may be necessary to give effect to the resolution.”

By order of the Board  
For UNIROYAL MARINE EXPORTS Ltd

Kozhikode  
28-09-2013

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 SCHEDULED COMMENCEMENT OF THE MEETING.**
2. The Register of Members and Share Transfer Register of the Company will remain closed from **24-10-2013 to 26-10-2013** (both days inclusive).
3. Members are requested to notify their change of address, if any, quoting their folio numbers to the Regd. Office of the company / our Registrars and Share Transfer Agents, M/s SKDC Consultants Ltd, Kanapathy Towers ,3<sup>rd</sup> Floor,1391/A-1, Sathy Road, Ganapathy, Coimbatore-641006. (Phone : 0422-6549995, Fax: 0422-22539837). 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. Pursuant to Circular No. 17/95/2011 CL-V, dated 21.04.2011, issued by the Ministry of Corporate Affairs, Government of India, as a part of green initiative in Corporate Governance, the Companies have been permitted to send notices /documents to the members through email. Accordingly, the Company proposes to send notices /documents like the annual report in electronic form to the members who would register their email address with the depositories, and Registrar and Transfer Agent of the Company. The Members are requested to register their email addresses by sending their details to the Registrar and Transfer Agent, M/s SKDC Consultants Ltd, Kanapathy Towers, 3<sup>rd</sup> Floor,1391/A-1, Sathy Road, Ganapathy, Coimbatore-641006. (Phone : 0422-6549995, Fax: 0422-22539837) whose email addresses will not be registered with the depository or the Company or the Registrar and Transfer Agent will be effected by mode of service as provided under section 53 of the Companies Act 1956.
6. In terms of Clause 49 of the listing agreement with stock exchange, a brief resume of directors who are proposed to be re-appointed at this meeting is given below:

**Shri.V.Mohanlal**

Date of birth	-	21-05-1960
Date of appointment	-	21-08-1992
List of other Directorship held	-	2
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**

Date of birth	-	27-05-1946
Date of appointment	-	21-08-1992
List of other Directorship held	-	2
Chairman/Member of the Committees of the Board	-	Nil
Chairman/Member of the Committee of Directors of other Companies in which he is member	-	Nil

By order of the Board  
For UNIROYAL MARINE EXPORTS Ltd

Kozhikode  
28-09-2013

V.BALACHANDRAN  
Company Secretary

<b>DIRECTORS' REPORT</b>
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Dear Member,

Your Directors are delighted to present the Twenty First Annual Report and Audited Accounts for the financial year ended March 31, 2013.

**Results of Operation**

	Rs. in Lakh	
	<b>2012-13</b>	<b>2011-12</b>
Operating Revenue	2909.38	3482.45
Profit/Loss before tax	(74.67)	144.42
Profit/Loss after tax	(74.67)	94.90

**Operation Analysis**

An environment of reducing GDP growth, high interest rates, scarcity of raw material and persistent inflation has put considerable pressure on your Company's performance with sales and profits. The Company achieved gross sales of Rs. 29.09 crores in 2012-13 as against Rs. 34.82 crores in the previous year inspite of the challenging industrial scenario in the country during the year under review.



### **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.

		<u>Energy Consumption during</u>	
		<u>2012-13</u>	<u>2011-12</u>
(A)	Power and Consumption		
	1.Electricity		
i)	Purchased Units KWH	1873428	2123680
ii)	Total Amount Rs.	10273754	10990454
iii)	Rate per unit Rs.	5.48	5.18
	2. Own Generation through Diesel Generator		
i)	Unit KWH	70720	49850
ii)	Unit/Ltr. of Diesel Oil KWH	2.60	2.57
iii)	Cost per Unit Rs.	18.88	18.81
(B)	Consumption per Unit of Production		
a)	Electricity KWH	1.70	1.66
b)	Diesel Ltrs.	0.43	0.39

### **FOREIGN EXCHANGE EARNINGS AND OUTGO**

i) Foreign Exchange earned during the year (On FOB basis) - Rs. **2644 lac**

ii) Foreign Exchange outgo - Rs. **8.15 lac**

### **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**

Your directors place on record their sincere appreciation of the constructive contribution made by Shri. Thomas P Koshy , Chief Executive Officer of the company.

In terms of Article 95 of the Articles of Association, Shri.V.Mohanlal and Shri.K.C.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.Kuruville & Indukumar 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 March 31, 2013 and of the profit for the period ended March 31, 2013.
- (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 the following reports are attached as Annexure to Directors' Report:

- (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

**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 shareholders. The Directors also acknowledge the contribution made by employees at all levels.

For and on behalf of the Board of Directors

Kozhikode  
28-09-2013

Iype Mathew  
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 years .

Countries to which a major portion of seafood 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/Risks**

#### **Opportunities**

1. Our Company has adopted IQF (Individually Quick Frozen) technology, ensuring higher value addition in its production.
2. Proximity to main fish landing centres namely Beypore and Puthiyappa 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 and their adequacy**

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**

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 89.

**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 shareholder's 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. Iype Mathew is a Non-executive Chairman and Shri. Anush K Thomas is the Managing Director of the company. All the other directors are non-executive directors.

### **Composition of the Board**

<b><u>Name of Directors</u></b>	<b><u>Category</u></b>
1. Iype Mathew	Non-executive- Chairman
2. Anush K Thomas	Executive-Managing Director
3. K.C. Thomas	Non-executive
4. V. Mohanlal	Non-executive
5. V.S.Nath Ram	Independent non-executive
6. V.T. John	Independent non-executive
7. Varghese Thomas	Independent non-executive
8. P. Shrinivas	Independent non-executive

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

During the period 2012-13 your Board met 8times. They were on

1. 12-06-2012
2. 14-06-2012
3. 13-08-2012
4. 22-08-2012
5. 17-09-2012
6. 30-10-2012
7. 30-01-2013
8. 31-03-2013



Details of the attendance of the Directors in their meeting and in the last AGM are given below:

Name of Directors	Category	Attendance		Other Directorship / Committee ship	
		Board Meeting	AGM	Directorship	Committee ship
1. Mr.Iype Mathew	Non-executive Chairman	8	Yes	Nil	Nil
2. Mr.Anush. K.Thomas	Executive	8	Yes	4	Nil
3. Mr.K.C Thomas	Non-executive	8	No	2	Nil
4. Mr. V. Mohanlal	Non-executive	4	No	2	Nil
5. Mr.V.S.Nath Ram	Independent Non-executive	7	No	Nil	Nil
6. Mr.V.T. John	“	0	No	2	Nil
7. Mr.Varghese Thomas	“	0	No	2	Nil
8. Mr.P. Shrinivas	“	0	No	2	Nil

### **Re- appointment of Directors retiring by rotation**

#### **1. Shri.V.Mohanlal**

Shri. V.Mohanlal is a famous film actor who has won various awards. He is the proprietor of “Pranavam Arts”. Directorship and Committeeship held : 3

Shareholding 2,00,100 shares of Rs.10/- each constituting 3.08% of the paid up capital.

#### **2. Shri.K.C.Thomas**

Shi.K.C.Thomas is a businessman. He has been associated with marine business for more than 35 years. Directorship and Committeeship held: 3

Shareholding 2,37,500 shares of Rs.10/- each constituting 3.65% of the paid up capital.

### **1V. Audit Committee:**

Our Audit Committee consists of three Directors as its members. They are Shri. Iype Mathew, Shri. K C Thomas, and Shri. V.S.Nath Ram. All the members of the Committee are non-executive Directors. Shri. Iype Mathew, Chairman, is a Chartered Accountant. The auditors of co. were also available for discussion. The meetings of the Committee and attendance of the members during 2012-2013 are as follows:

Sl. No.	<u>Name of Directors</u>		<u>Date of Meetings</u>			
	12.08.2012	21.08.2012	29.10.2012	29.01.2013	30.03.2013	
1.Iype Mathew	p	p	p	p	p	
2.K.C. Thomas	p	p	p	p	p	
3.V.S.Nath Ram	a	a	a	a	a	

*p – Present, a - Absent*

The role and powers of the Audit Committee are as laid down under the Clause 49 II D of the Listing Agreement and under Section 292 A of the Companies Act, 1956.