



# 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.Kuruvilla & 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.



## **V. Remuneration to Directors**

No Director, except the Managing Director, draws any remuneration from the Company. As per the terms and conditions approved by the Shareholders, remuneration of the Managing Director is Rs. 2,52,000 p.a (including perks). The tenure of appointment of the Managing Director is for a period of 5 years from 21/08/2012.

The sitting fee payable to the Directors during the year 2012-13 is as follows

<u>Name of director</u>	<u>Amount payable</u>
	Rs.
1.Mr.Iype Mathew	22000.00
2.Mr.K.C. Thomas	22000.00
3.Mr.V.S.Nath Ram	7000.00
4.Mr.V.Mohanlal	<u>4000.00</u>
	<u>55000.00</u>

Since there is no remuneration to the non-executive directors, no meeting of the Remuneration Committee was held during the year 2012-2013.

## **Non-executive Director's share holding:**

Mr. K C Thomas	: 2,37,500 shares
Mr. Iype Mathew	: 23,900 shares
Mr. V Mohanlal	: 2,00,100 shares
Mr. Varghese Thomas	: 1,25,100 shares
Mr. V T John	: 1,25,100 shares
Mr. P Shrinivas	: 1,25,000 shares
Mr. V.S.Nath Ram	: 1,00,000 shares

## **VI. Annual General Meetings:**

The details of A G M held during the last 3 years are as follows:

A G M/Year	Venue	Date	Time
2010	Uniroyal Marine Exports Ltd. at 11/19, Vengalam P.O, Kozhikode, Kerala, 673303.	18th Sept.2010	2.30 pm
2011	“ “	01 <sup>th</sup> Oct.2011	2.30 pm
2012	“ “	15 <sup>st</sup> Sept.2012	2.30pm

Company had passed special resolution at the AGM held on 25/09/2004 for transfer of records relating to Register of Members and Share Transfer Books and other shares related records and registers from the Registered Office of the company to the Office of the Registrar and Share Transfer Agent.



During the year 2012-2013, no resolution was passed by postal ballot. No special resolution is proposed to be conducted through postal ballot.

### **VII. Disclosures:**

(i) During the year under review, there were no significant transactions by the company with its Promoters, Directors, Relatives etc. that would have potential conflict with the interest of the company.

(ii) No penalty or restrictions were imposed on the company by any Stock Exchanges, SEBI or any statutory bodies on any matter related to Capital Market during the last three years.

### **VIII. Investors' Grievance Committee:**

The Investors' Grievance Committee consists of three Directors. They are Shri Iype Mathew, Shri.K C Thomas and Shri. V.S.Nath Ram. Shri. Iype Mathew is the Chairman. As per the requirements of SEBI, Shri.V. Balachandran, Company Secretary has been appointed as the Compliance Officer. For any clarification or complaint, the shareholders may contact our Compliance Officer. There were no complaints pending on 31.03.2013.

### **IX. Communication:**

The company has been sending the quarterly and half yearly reports to all the stock exchanges where the shares of the company are listed, immediately after approval by the Board. The results are also published in the 'The Financial Express' and in 'Deepika'. The Management Discussion and Analysis forms part of this annual report.

### **X. General Shareholders information:**

Date of meeting of the Board of Directors in which Accounts for the year 2012-2013 were approved - 28-09-2013.

(i) Date of AGM 26-10-2013

Venue Regd. Office  
11/19, Vengalam PO, Chemancherry Panchayath  
Kozhikode- 673 303

Time 2.30 p m

(ii) Financial calendar (2012-2013)

AGM October 2013

1<sup>st</sup> quarterly results August, 2012

2<sup>nd</sup> quarterly results October, 2012

3<sup>rd</sup> quarterly results January, 2013

Annual results for the year ending 31-03-2013 by the end of September 2013.

(iii) Particulars of Dividend paid : Nil

(iv) Book Closure : 24-10-2013 to 26-10-2013 ( Both days inclusive )

(v) Shares are listed at Stock code

1. Cochin Stock Exchange Limited
2. Bombay Stock Exchange Limited      526113

During the year under review, the Company has paid the Annual Listing fees payable to Bombay Stock Exchange Ltd. and to Cochin Stock Exchange Ltd.

## (vi) Market Price data:

Appreciable trading of our stocks did not take place in any of the stock exchanges during the previous year.

## (vii) Registrar &amp; Share Transfer/Demat Agents

Company's Share Transfer work and dematerialisation are done by SKDC Consultants Limited. Their office is functioning at Kanapathy Towers, 3<sup>rd</sup> Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore-641006. (Phone : 0422-6549995, Fax: 0422-22539837 and email: info@skdc-consultants.com). The Shareholders can contact them for all matters related to their shareholdings .

## (vii) Share transfer system: -

As on March 31, 2013 the shares of the company are in dematerialised mode. Application for transfer of shares is completed within 30 days from the date of receipt, if the application is in order. Presently there is no application pending for transfer as on March 31, 2013.

## (viii) Share holding pattern as on March 31, 2013

Physical holdings	- 4139500 (63.69%)
Dematerialised mode	- 2360500 (36.31%)

## Distribution of share holding as on March 31, 2013

No. of equity shares	No. of members	% to total members	Amount	% to total shares
Up to 5000	17339	95.57	22181590	34.13
5001-10000	420	2.32	3407500	5.24
10001-20000	128	0.71	1891000	2.91
20001-30000	32	0.18	811520	1.25
30001-40000	5	0.03	168610	0.26
40001-50000	133	0.73	6630000	10.20
50001-100000	40	0.22	3447030	5.30
100001 & above	45	0.25	26462750	40.71
Total	18142	100.00	65000000	100.00



## (ix) Categories of shareholders as on 31/03/2013

Category	No. of shares	% of holding
Promoters	2341100	36.02
NRI (Promoters)	371400	5.71
NRI	4900	0.07
FII	Nil	Nil
OCB	Nil	Nil
IFI	Nil	Nil
IMF	Nil	Nil
Bank	300	0.01
Employees	4000	0.06
Bodies Corporate	47500	0.73
Public	3730500	57.39
Trust	300	0.01
<b>Total</b>	<b>6500000</b>	<b>100.00</b>

(x) Outstanding GDR/ADR -The Company has not issued any GDR/ADR  
The company has not accepted any fixed deposits.

## (xi) Location of plant: -

Uniroyal Marine Exports Limited  
11/19, Vengalam PO, Calicut 673 303. Kerala

## (xii) Address for correspondence: –

Uniroyal Marine Exports Limited  
11/19, Vengalam PO,  
Calicut 673 303. Kerala

## (xiii) Chairman's Certificate on Code of conduct

The Board had adopted a code of conduct for the Board members and Senior Management personnel of the Company. The requisite certificate affirming the compliance with the Code of conduct has also been obtained from the Board members and Senior Management personnel to whom this code of conduct is applicable.



## ANNEXURE TO THE REPORT OF THE DIRECTORS CERTIFICATE FROM AUDITORS REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To the Shareholders of Uniroyal Marine Exports Limited.

We have examined the compliance of conditions of Corporate Governance by **Uniroyal Marine Exports Limited**, for the year ended March 31, 2013 as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchanges

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions for the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreements.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For KURUVILLA & INDUKUMAR  
Chartered Accountants

Place: Kozhikode  
Date : 28-09-2013

Indukumar.M.G  
M.No.200004

**KURUVILLA & INDUKUMAR**

Chartered Accountants, FIRM REG.NO. 013882S

*41/3615 ,Cyber Square Building**Cochin-682 018***INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF  
UNIROYAL MARINE EXPORTS LTD.****Report on the Financial Statements**

We have audited the attached Balance Sheet of **Uniroyal Marine Exports Limited** as at 31<sup>st</sup> March, 2013 and Profit and Loss Account of the Company for the year ended on that date annexed thereto and Cash Flow Statement for the year ended on that date and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the





manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- b) in the case of the Profit and Loss Account, of the loss for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

2. As required by section 227(3) of the Act, we report that:

- a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
- c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
- e) on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For KURUVILLA & INDUKUMAR

*Chartered Accountants*

Reg. No. 013882S

Kozhikode

Date : 28.09.2013

INDUKUMAR. M.G

*Partner (Mem No 200004)*

**ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT**

Referred to in Paragraph 1 of our report of even date

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

- i. In respect of its fixed assets:
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) Physical verification of fixed assets is carried out in a phased manner as determined by management, whereby assets held at the Company's factory have been verified during the year. The programme of verification is reasonable considering the nature of assets and size of the Company and no material discrepancies were noticed on such verification.
  - (c) The Fixed Assets disposed off during the year, in our opinion, do not constitute a substantial part of the fixed assets of the company and such disposal has, in our opinion, not affected the going concern status of the company.
- ii. In respect of its inventories:
  - (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
  - (b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
  - (c) The Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- iii.
  - a) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms and other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, paragraphs 4(iii)(b), (c) and (d) and of the order are not applicable.
  - b) According to the information and explanations given to us, the Company has not taken any loans during the year secured or unsecured from companies, firms and other parties covered in the register maintained under section 301 of the Companies Act, 1956.
- iv. In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and the nature of its business for the purchases of inventory, fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weakness in such internal control systems.



- v. a. According to the information and explanations given to us, we are of the opinion that the particulars of contracts or arrangements referred to in section 301 of the Companies Act, 1956 have been entered in the register required to be maintained under that section; and  
b. In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- vi. The Company has not accepted any deposits from the public attracting sec.58A & 58AA of the Companies Acceptance of deposit Rules 1975 during the year.
- vii. In our opinion, the Company has an internal audit system commensurate with the size and the nature of its business.
- viii. Maintenance of cost records was not mandatory for the company.
- ix. a. The Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employee's State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Customs Duty, Cess and other material statutory dues applicable to it.  
b. According to the information and explanations given to us, no undisputed amounts in respect of Income-tax, Sales-tax, Wealth Tax, Service tax, Customs Duty, Excise Duty and Cess were in arrears as at 31<sup>st</sup> March, 2013 for a period more than six months from the date they became payable.  
c. We have been further informed that there are no dues in respect of service tax, sales tax, income tax, wealth tax, excise duty and cess which have been deposited on account of any dispute.
- x. In our opinion, the company has no accumulated losses carried from earlier year, but has incurred cash losses during the financial year covered by our audit.
- xi. In our opinion and according to the information and explanations given to us, Company has not defaulted in repayment of dues to financial institutions and banks during the year.
- xii. The Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.



- xiii. The provisions of any special statute applicable to chit fund / nidhi / mutual benefit fund / societies are not applicable to the Company.
- xiv. In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, the Company has not during the year, given any guarantee for loan taken by others from banks or financial institutions.
- xvi. To the best of our knowledge and belief and according to the information and explanations given to us, term loans availed by the Company was applied for the purpose for which these loans were raised.
- xvii. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that no funds raised on short-term basis have been used for long term investment.
- xviii. According to the information and explanations given to us, the company has not during the year made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956 .
- xix. The Company has not issued any debentures during the year.
- xx. The Company has not raised money by way of public issues during the year.
- xxi. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instances of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by management.

For KURUVILLA & INDUKUMAR  
*Chartered Accountants*  
Reg.No. 013882S

*Kozhikode*  
28.09.2013

INDUKUMAR. M.G  
***Partner***  
***(200004)***

**BALANCE SHEET AS AT 31st March, 2013**

	Particulars	Note	Current Year	Previous Year
<b>I.</b>	<b>Equity and Liabilities</b>			
<b>(1)</b>	<b>Shareholder's Funds</b>			
(a)	Share Capital	1	64888500	64888500
(b)	Reserves and Surplus	2	(4918285)	2549683
	Sub- Total		59970215	67438183
<b>(2)</b>	<b>Non-Current Liabilities</b>			
(a)	Long-term borrowings	3	6206827	7545703
(b)	Deferred tax liabilities (Net)		Nil	Nil
(c)	Other Long term liabilities		Nil	Nil
(d)	Long term provisions	4	3394558	3219994
	Sub- Total		9601385	10765697
<b>(3)</b>	<b>Current Liabilities</b>			
(a)	Short-term borrowings	5	49257634	Nil
(b)	Trade payables	6	33464428	28596994
(c)	Other current liabilities	7	1125076	441927
(d)	Short-term provisions	8	Nil	3425000
	Sub- Total		83847138	32463921
	<b>Total</b>		153418738	110667801
<b>II</b>	<b>Assets</b>			
<b>(1)</b>	<b>Non-current assets</b>			
(a)	Fixed assets	9		
(i)	Tangible assets		24843019	19351343
(ii)	Intangible assets		Nil	Nil
(iii)	Capital work-in-progress		Nil	Nil
(b)	Non-current investments		Nil	Nil
(c)	Deferred tax assets (net)		489518	489518
(d)	Long term loans and advances	10	1413579	2663999
(e)	Other non-current assets		Nil	Nil
	Sub- Total		26746116	22504860
	<b>Current assets</b>			
(a)	Current investments		Nil	Nil
(b)	Inventories	11	120875925	77994816
(c)	Trade receivables	12	2515042	6511283
(d)	Cash and cash equivalents	13	306914	1584131
(e)	Short-term loans and advances	14	1806031	1701027
(f)	Other current assets	15	1168710	371684
	Sub- Total		126672622	88162941
	<b>Total</b>		153418738	110667801

**Significant Accounting Policies****A**

As per our Report of even date  
For Kuruvila & Indukumar  
Chartered Accountants, Reg.No.13882S

**Anush K Thomas**  
Managing Director  
Place : Kozhikode  
Date : 28.09.2013

**Iype Mathew**  
Chairman

**V.Balachandran**  
Company Secretary

**Thomas P Koshy**  
Chief Executive Officer

**Indukumar.M.G**  
M.No.200004



## STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31st March, 2013

	Particulars	Note	Current Year	Previous Year
I.	Revenue from operations	16	290938511	348244837
II.	Other Income	17	286359	321886
III.	Total Revenue (I +II)		291224870	348566723
IV.	Expenses:			
	Cost of materials consumed	18	258645126	243013576
	Purchase of Stock-in-Trade		Nil	Nil
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	19	(44943498)	424009
	Employee benefit expense	20	13473108	11849648
	Financial costs	21	9229746	8465987
	Depreciation and amortization expense	9	1971296	2486680
	Other expenses	22	60292953	67770886
	Total Expenses (IV)		298668731	334010786
V.	Profit before exceptional and extraordinary items and tax (III- IV)		(7443861)	14555937
VI.	Exceptional Items		Nil	Nil
VII.	Profit before extraordinary items and tax (V - VI)		(7443861)	14555937
VIII.	Extra ordinary items and Prior Period Income/(Expenses)	23	(24107)	(114695)
IX.	Profit before tax (VII - VIII)		(7467968)	14441242
X.	Tax expense:			
	(1) Current tax		Nil	(3425000)
	(2) Deferred tax		Nil	20391
	(3) MAT Credit		Nil	(1546708)
XI.	Profit (Loss) for the period, from continuing operations		(7467968)	9489925
XII.	Profit/(Loss) from discontinuing operations		Nil	Nil
XIII.	Tax expense of discontinuing operations		Nil	Nil
XIV.	Profit/(Loss) from Discontinuing operations (XII - XIII)		Nil	Nil
XV.	Profit/(Loss) for the period (XI+XIV)		(7467968)	9489925
XVI.	Earning per equity share:			
	(1) Basic		(1.15)	1.46
	(2) Diluted		Nil	Nil

Significant Accounting Policies

A

As per our Report of even date  
For Kuruvila & Indukumar  
Chartered Accountants, Reg.No.13882S

Anush K Thomas

Managing Director

Place : Kozhikode

Date : 28.09.2013

Iype Mathew

Chairman

V.Balachandran

Company Secretary

Thomas P Koshy

Chief Executive Officer

Indukumar.M.G

M.No.200004



## Notes Forming Part of Accounts for the year ended 31st March, 2013

**Note 1: Share Capital**

	Particular	As at 31 March 2013		As at 31 March 2012	
		Number	Amount	Number	Amount
a)	<b>Authorised</b> 8000000 Equity Shares of Rs.10/- Each	8000000	80000000	8000000	80000000
b)	<b>Issued, Subscribed &amp; Paid up</b> Subscribed and fully paid up Equityshares 64,77,700 Equity Shares of Rs.10/- Each	6477700	64777000	6477700	64777000
c)	<b>Subscribed but not fully Paid up</b> 22,300 partly paid up Equity shares	22300	111500	22300	111500
		6500000	64888500	6500000	64888500

**d) Reconciliation of Number of Shares Outstanding**

Particulars	Equity Shares		Equity Shares	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year including 22,300 partly paid shares	6500000	65000000	6500000	65000000
Shares Issued during the year	Nil	Nil	Nil	Nil
Shares bought back during the year	Nil	Nil	Nil	Nil
Shares outstanding at the end of the year	6500000	65000000	6500000	65000000

**e) Shareholding more than 5% of the total share holding**

	Name of Shareholder	As at 31 March 2013		As at 31 March 2012	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
	Mr.Jacob Kalluvila Babu	414975	6.38%	302700	4.66%

**f) Shares held by holding company/subsidiary/associates**

	<b>Name of Shareholder</b>	<b>As at 31 March 2013</b>	<b>As at 31 March 2012</b>
	Name of Company	Nil	Nil

**g) Calls Unpaid**

		<b>As at 31 March 2013</b>	<b>As at 31 March 2012</b>
	By Directors	Nil	Nil
	By Officers	Nil	Nil
	By others	22300	111500

The company has issued only one class of shares referred to as Equity shares having a par value of Rs. 10 per share. Each holder of equity share is entitled to one vote per share.

**NOTE 2: RESERVES & SURPLUS**

	<b>Particulars</b>	<b>As at 31 March 2013</b>	<b>As at 31 March 2012</b>
a)	Capital Reserves		
	Opening Balance	2427842	2427842
	(+) Current Year Transfer	Nil	Nil
	(-) Written Back in Current Year	Nil	Nil
	Closing Balance	2427842	2427842
b)	General Reserve Opening Balance	Nil	Nil
	(+) Current Year Transfer	Nil	Nil
	(-) Written Back in Current Year	Nil	Nil
	Closing Balance	Nil	Nil
c)	Surplus Opening balance	121841	-9368084
	(+) Net Profit/(Net Loss) for the current year	-7467968	9489925
	(+) Transfer from Reserves	Nil	Nil
	(-) Proposed Dividends	Nil	Nil
	(-) Tax on Dividend	Nil	Nil
	(-) Interim Dividends	Nil	Nil
	(-) Transfer to Reserves	Nil	Nil
	Closing Balance	-7346127	121841
	<b>Total</b>	<b>-4918285</b>	<b>2549683</b>



**NOTE 3 : Long Term Borrowings**

	Particulars	As at 31 March 2013		As at 31 March 2012
	<b><u>Secured</u></b>			
a)	<b>Term Loans</b>			
	Form Banks	Nil		Nil
	Form others	Nil		Nil
		Nil		Nil
	<b><u>Unsecured</u></b>			
a)	<b>Loans and advances from related parties</b>			
	Loan From Directors	Nil		Nil
b)	<b>Long term maturities of finance lease obligations</b>			
	Hire Purchase Loans	256432		512308
c)	<b>Other Long Term Liabilities</b>	5950395		7033395
		6206827		7545703

**NOTE 4: Long Term Provisions**

	Particulars	As at 31 March 2013	As at 31 March 2012
a)	Provision for employee benefits -Gratuity	3394558	3219994
	<b>Total</b>	<b>3394558</b>	<b>3219994</b>

**NOTE 5: Short Term Borrowings**

	Particulars	As at 31 March 2013	As at 31 March 2012
a)	Secured Loan Repayable on demand Federal Bank Ltd.**	49257634	Nil
	<b>Total</b>	<b>49257634</b>	<b>Nil</b>

**\*\*** *Export packing credit limit of Rs. 5 Crores secured by first charge on all the goods to be exported and the whole of the company's stock of marine products and charge by way of hypothecation on land, building, machineries and equipments, and also personal guarantee of Mr. K C Babu. Repayable on demand*

**\*\*** *Bill discounted as on 31.3.2013 has been secured against document of title to goods, evidencing export against LC and by way of hypothecation on land, building, machineries and equipments, and also personal guarantee of Mr. K C Babu. Repayable on demand.*

**NOTE 6: TRADE PAYABLES**

	Particulars	As at 31 March 2013	As at 31 March 2012
a)	Trade Payables		
	- Due to Micro and Small enterprises	1344999	678568
	- Others**	32119429	27448350
	<b>Total</b>	<b>33464428</b>	<b>28126918</b>

**\*\*** *Others includes an amount of Rs. 107000 (Previous year Rs. 85000) payable to Director for professional services provided by him*

**NOTE 7: Other Current Liabilities**

	<b>Particulars</b>	<b>As at 31 March 2013</b>		<b>As at 31 March 2012</b>
<b>a)</b>	Current Maturities of Long Term Debt			
	- Payable towards Hire Purchase	256588		257300
<b>b)</b>	Other Payables			
	For Employees Benefits			
	- Contribution to PF	79538		149239
	- ESI Payable	14095		35388
	- Salary/Wages Payable	774855		470076
	<b>Total</b>	<b>1125076</b>		<b>912003</b>

**NOTE 8: Short Term Povisions**

	<b>Particulars</b>	<b>As at 31 March 2013</b>		<b>As at 31 March 2012</b>
<b>a)</b>	Provision for employee benefits	Nil		Nil
<b>b)</b>	<b>Others</b>			
	- Proposed Dividend	Nil		Nil
	- Tax on Dividend	Nil		Nil
	- Provision for Taxation	Nil		3425000
	<b>Total</b>	<b>Nil</b>		<b>3425000</b>



# Note 9: Tangible and Intangible Assets

Fixed Assets	Gross Block			Accumulated Depreciation				Net Block	
	Balance as at 1 April 2012	Additions/ (Disposals)	Balance as at 31 March 2013	Balance as at 1 April 2012	Depreciation charge for the year	Adjustment due to deduction	Balance as at 31 March 2013	Balance as at 1 April 2013	Balance as at 31 March 2013
<b>a Tangible Assets</b>									
Land	2403526		2403526					2403526	2403526
Factory Buildings	21058184	1947349	23005533	11981217	795842		12777059	9076967	10228474
Plant and Machinery	81015059	5324527	86339586	78050803	483144		78533947	2964256	7805639
Processing Equipments	5027475	187235	5214710	2725622	247704		2973326	2301853	2241384
Laboratory Equipments	260664	14361	275025	201621	13397		215018	59042	60007
Office equipment	789034		789034	420189	37335		457524	368845	331510
Electrical Fittings	3199558		3199558	2631902	151979		2783881	567655	415677
Furniture and Fixtures	490124		490124	408212	29193		437405	81912	52719
Vehicles(Motor Vehicles)	10021753	(385915)	9635838	9761162	17681	(375415)	9403428	260591	232410
Motor Car	1930091		1930091	740594	183359		923953	1189497	1006138
Library	15751		15751	11494	748		12242	4257	3509
Computer	860476		860476	787534	10914		798448	72942	62028
Others (specify nature)									
<b>Total</b>	127071692	7087557	134159252	107720349	1971296	-	109316230	19351343	24843019
<b>b Intangible Assets</b>									
<b>Total</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>c Capital Work In Progress</b>									
<b>Total</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>d Intangible assets under Development</b>									
<b>Total</b>	-	-	-	-	-	-	-	-	-

**Note 10: Long Term Loans & Advances**

	Particulars	As at 31 March 2013	As at 31 March 2012
a.	<b>Capital Advances</b>	Nil	Nil
b.	<b>Security Deposits</b>		
	Unsecured , considered good	1173515	1332731
c.	<b>Loans and advances to related parties</b>	Nil	Nil
d.	<b>Other loans and advances</b>		
	Unsecured , considered good		
	Advance Tax	240064	1331268
	<b>Total</b>	1413579	2663999

**Note 11: Inventories**

	Particulars	As at 31 March 2013	As at 31 March 2012
a.	Raw Materials and components	1043519	3028833
b.	Finished goods	118436819	73493321
c.	Stores and spares **	300168	307477
d.	Consumables	162564	181863
e.	Packing Material	932855	983322
	<b>Total</b>	120875925	77994816

*Mode of Valuation: inventories have been valued at lower of cost or net realisable value.*

*As taken valued and certified by the Management*

*\*\* Stores and spares have been valued at cost*

**Note 12: Trade Receivables**

	Particulars	As at 31 March 2013	As at 31 March 2012
a.	Unsecured, considered good for a period exceeding six months from the date they are due for payment	Nil	Nil
b.	<b>Other Trade Receivables **</b> (Ref: Note 3)		
	Unsecured, considered good	2515042	6511283
	<b>Total</b>	2515042	6511283

**Trade Receivable stated above include debts due by:**

	<b>Particulars</b>	<b>As at 31 March 2013</b>		<b>As at 31 March 2012</b>
	Directors	Nil		Nil
	Other officers of the Company	Nil		Nil
	Firm in which director is a partner	Nil		Nil
	Private Company in which director is a member	Nil		Nil
	<b>Total</b>	Nil		Nil

**Note 13: Cash & Cash equivalents**

	<b>Particulars</b>	<b>As at 31 March 2013</b>		<b>As at 31 March 2012</b>
a.	Balances with banks			
i)	more than 12 months maturity	908610		1046895
ii)	in current accounts	(606731)		102000
b.	Cash on hand	5035		435237
	<b>Total</b>	306914		1584132

**Note 14: Short term loans and advances**

	<b>Particulars</b>	<b>As at 31 March 2013</b>		<b>As at 31 March 2012</b>
a.	<b>Loans and advances to related parties</b>			
	Unsecured, considered good	Nil		Nil
b.	<b>Others</b>			
	Unsecured, considered good			
i)	VAT Receivable	426984		229689
ii)	MAT Credit Receivable	184526		184526
iii)	Advances recoverable in cash or in kind	1194521		1286812
	<b>Total</b>	1806031		1701027

**\*Loan and advances to related parties**

	<b>Particulars</b>	<b>As at 31 March 2013</b>		<b>As at 31 March 2012</b>
	Directors	Nil		Nil
	Other officers of the Company	Nil		Nil
	Firm in which director is a partner	Nil		Nil
	Private Company in which director is a member	Nil		Nil
	<b>Total</b>	Nil		Nil

**Note 15: Other Current Assets**

	<b>Particulars</b>	<b>As at 31 March 2013</b>	<b>As at 31 March 2012</b>
	Unsecured, considered good		
	i) HP Interest Suspense	Nil	63265
	ii) Duty Draw Back Receivable	781398	Nil
	iii) Interest Receivable	387312	308419
	<b>Total</b>	<b>1168710</b>	<b>371684</b>

**Note 16: Revenue from operations**

	<b>Particulars</b>	<b>As at 31 March 2013</b>	<b>As at 31 March 2012</b>
	Sale of products (Export Sales at C&F Rates)	275196847	314060275
	Less : Sales Return (Export)	(13573984)	(3857139)
	Domestic Sales	10978150	5745257
	Other Operating Revenues	18337498	32296444
	Less : Excise Duty	Nil	Nil
	<b>TOTAL</b>	<b>290938511</b>	<b>348244837</b>

**Note 17: Other Income**

	<b>Particulars</b>	<b>As at 31 March 2013</b>	<b>As at 31 March 2012</b>
	Surplus on Sale of Fixed Assets	114500	197120
	Other non-operating income	171859	124766
	<b>Total</b>	<b>286359</b>	<b>321886</b>

**Note 18: Cost of Material Consumed**

	<b>Particulars</b>	<b>As at 31 March 2013</b>	<b>As at 31 March 2012</b>
	Opening Stock		
	Raw Materials	3028833	804840
	Packing Materials	983322	1421881
	Consumables	181863	752366
		<b>4194018</b>	<b>2979087</b>
	Add: Purchases during the year		
	Raw Materials	245448296	232929750
	Packing Materials	6211833	7983408
	Consumables	4929917	3315349
		<b>256590046</b>	<b>244228507</b>
	Less: Closing Stock		
	Raw Materials	1043519	3028833
	Packing Materials	932855	983322
	Consumables	162564	181863
		<b>2138938</b>	<b>4194018</b>
	<b>Total</b>	<b>258645126</b>	<b>243013576</b>

**Note 19: Changes in inventories**

	<b>Particulars</b>	<b>As at 31 March 2013</b>		<b>As at 31 March 2012</b>
	Opening Stock			
	Finished Goods	73493321		73917330
	Closing Stock			
	Finished Goods	(118436819)		(73493321)
	<b>Total</b>	<b>(44943498)</b>		<b>424009</b>

**Note 20: Employee Benefits Expense**

	<b>Particulars</b>	<b>As at 31 March 2013</b>		<b>As at 31 March 2012</b>
	Salaries and Wages	9004990		8954008
	Contribution to provident and other fund	2737127		1277514
	Gratuity	382842		308630
	Staff welfare expenses	1348149		1309496
	<b>Total</b>	<b>13473108</b>		<b>11849648</b>

**Note 21: Finance Cost**

	<b>Particulars</b>	<b>As at 31 March 2013</b>		<b>As at 31 March 2012</b>
	Interest expense	7244349		5850375
	Other borrowing costs	1985397		2615612
	<b>Total</b>	<b>9229746</b>		<b>8465987</b>



**Note 22: Other Expenses**

Particulars		As at 31 March 2013		As at 31 March 2012
Shipping Freight & Expenses		20460635		21684079
Stores & Spares Consumed		30747		124700
Processing Charges		6898549		6954024
Power & Fuel		13089092		13691513
Repairs & Maintenance				
Building	252624		145854	
Plant & Machinery	759560		1688100	
Others	790100	1802284	789742	2623696
Packing Expenses		80265		144889
Purchase Expenses		11819479		15284290
Audit Fee (22a)		103593		88352
Commission & Brokerage		711551		1721118
Insurance		404032		448921
ECGC Premium		231591		182278
Printing & Stationery		229827		326775
Rates & Taxes		697930		662169
Rent		170000		148500
Travelling & Conveyance		1147219		1210977
Other Administrative Expenses		2416159		2474604
<b>Total</b>		<b>60292953</b>		<b>67770886</b>

**Note 22a: Payment to Auditor**

Particulars	As at 31 March 2013		As at 31 March 2012
Audit Fee	60000		60000
Tax Audit	10000		10000
Certifications	27000		12620
Reimbursement of Expenses	6593		5732
<b>Total</b>	<b>103593</b>		<b>88352</b>

**Note 23: Extra ordinary and Prior Period Items**

Particulars	As at 31 March 2013		As at 31 March 2012
Extra ordinary items	Nil		Nil
Prior Period Expenses	24107		114695
Loss on goods returned after balance sheet date	Nil		Nil
<b>Total</b>	<b>24107</b>		<b>114695</b>

**Note 24: Earning per share**

	Particulars	As at 31 March 2013	As at 31 March 2012
a)	Number of shares	6500000	6500000
	( Basic and Diluted) profit including extraordinary and prior period items)	-7467968	14441242
	Basic EPS (Rs.)	-1.15	2.22
b)	(Basic and Diluted ) profit excluding extraordinary and prior period items	-7443861	14555937
	Basic EPS (Rs.)	-1.15	2.24
c)	Number of shares used in computing earning per share including 22300 partly paid up	6488850	6488850
	Profit After Tax	-7467968	9489925
	Basic EPS (Rs.)	-1.15	1.46

**Note 25: Imported/Indigenous value of Materials and Stores consumed**

Particulars	% tage	As at 31 March 2013	% tage	As at 31 March 2012
Imported:				
<i>Raw Materials</i>	Nil	Nil		Nil
<i>Spares</i>	Nil	Nil		Nil
Indigenous:				
<i>Raw Materials</i>	96%	247,433,610	95%	230,705,757
<i>Spares &amp; Consumables</i>	4 %	11,211,516	5%	12,307,819
	Nil	258,645,126	Nil	243,013,576

**Note 26: Value of Imports on CIF Basis**

Particulars	As at 31 March 2013	As at 31 March 2012
Raw Materials	Nil	Nil
Components and Spare Parts	Nil	Nil
Capital Goods	Nil	Nil
	-	-

**Note 27: Expenditure in Foreign Currency**

Particulars		As at 31 March 2013		As at 31 March 2012
Royalty, Know How Fee		Nil		Nil
Professional and Consultancy		Nil		Nil
Interest		Nil		Nil
Other Matters				
1.Sales Commission		711551		1721118
2. Foreign Tour		103165		76350
		814716		1797468

**Note 28: Earnings in Foreign Exchange**

Particulars	For the year ended 31 March 2013		For the year ended 31 March 2012
	(Rs.in Crores)		
Exports of Goods on FOB Basis	26.44		30.09
Royalty, Know- How, Professional Charges	Nil		Nil
Interest and Dividend	Nil		Nil
Other Income	Nil		Nil

**Note 29: Segment reporting**

The company has only one segment. The company's operation predominantly related to processing and exporting of marine products and has disclosed exports as its primary segment. Since the income on account of other activities are only incidental to the main business of seafood export and does not individually contribute to 10% or more of the total revenue receipts as per AS - 17 as prescribed under companies (Accounting Standards) Rules, 2006 separate segment reporting is not applicable. Local turnover is not significant in total turnover. Segment has been identified in time with AS 17 on Segment Reporting. Operation of the company is at present only in India within a single geographical segment.

**Note 30: Previous year figures**

The financial statements for the current year ended March 31, 2013 & Previous year ended 31 March 2012 have been prepared as per Revised Schedule VI.

**Note 31: Contingent Liabilities and commitments**

Contingent liabilities and commitments (to the extent not provided for)	For the year ended 31 March 2013	For the year ended 31 March 2012
(i) Contingent Liabilities		
(a) Claims against the company not acknowledged as debt		
(b) Guarantees	Nil	Nil
1. Infavour of Spl.Tahsildar	127765	127765
2. In favour of KSEB	885280	888300
(c) Other money for which the company is contingently liable	366884346	49205636
	367897391	50221701
(ii) Commitments		
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for	Nil	Nil
(b) Uncalled liability on shares and other investments partly paid	Nil	Nil
(c) Other commitments	Nil	Nil
	367897391	50221701

**Note: 32 Related Parties Disclosure****Relationship**

- |   |  |
|---|--|
| 1) M/s.Baby Marine Eastern Exports                  | 2) M/s.Ramanath & Co.                  |
| 3) M/s.Tharian & Iype                               | 4) M/s.Pranavam Arts                   |
| 5) M/s.Thomsun Eletronics                           | 6) M/s.Thomsun Supermarket             |
| 7) M/s.Thomsun Musics                               | 8) M/s.East Fish Private Limited       |
| 9) M/s.Laxmi Agencies                               | 10) M/s.Modus Logistic Pvt. Ltd.       |
| 11) M/s.Alston Builders & Developers Pvt. Ltd.      | 12) M/s.Casper Securities Pvt. Ltd.    |
| 13) M/s.Kensha Builders & Developers Pvt. Ltd.      | 14) M/s.Sure Fire Securities Pvt. Ltd. |
| 15) M/s.Gilgal Property Developers Pvt. Ltd.        | 16) M/s.Clenergen India Pvt. Ltd.      |
| 17) M/s.Max Lab Cinemas and Entertainment Pvt. Ltd. |  |

Note: Related party relationship is as identified by the company and relied upon by the auditors.

Transaction with related parties :-NIL

33.In the opinion of the Board of Directors, all items of Current Assets, Loans and Advances continue to have a realisable value of at least the amounts at which they are stated in the Balancesheet unless otherwise stated.

34.Balances of Trade Receivables, Loans & Advances and Trade Payables are subject to confirmation and are as per books of account only. However, in the opinion of management, the reconciliation will not have any material impact on profitability of the company for the year.

**NOTES ON ACCOUNTS****35. Significant Accounting Policies****a) Basis of preparation:-**

Financial statements are prepared to comply in all material respects with the notified Accounting Standards under the Companies (Accounting Standards) Rules, 2006 and the relevant provisions of the Companies Act, 1956 ('the Act'). The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

**b) Current and Non Current Classification**

Any asset / liability is classified as current if it satisfies any of the following conditions:

- a) it is expected to be realized / settled in the company's normal operating cycle; or
- b) it is expected to be realized / settled within twelve months after the reporting date;
- c) in the case of an asset,
  - i) it is held primarily for the purpose of being traded; or
  - ii) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date
- d) in the case of a liability, the company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

**c) Fixed Assets & Depreciation:-**

Fixed Assets are stated at cost of acquisition less accumulated depreciation and impairment losses. Cost comprises the purchase price and any directly attributable costs of bringing the assets to their working condition for its intended use.

**d) Depreciation:-**

- (i) Depreciation on asset is provided on straight line method at the rate prescribed in Schedule XIV to the Companies Act, 1956.
- (ii) Intangible Assets are recognized only when future economic benefits arising out of the assets flow to the enterprise and are amortized over their useful life ranging from 3 to 5 years.
- (iii) Cash generating units / Assets are assessed for possible impairment at balance sheet dates based on external and internal sources of information. Impairment losses, if any, are recognized as an expense in the statement of Profit & Loss. No provision is made for impairment loss during the year.

**e) Inventory:-**

- a. Finished goods are valued at cost or net realizable value whichever is lower and raw material is at cost as certified by the management based on FIFO method. Cost includes all charges incurred for bringing the goods to the point of sales.
- b. Consumables, Stores and Packing Materials are valued at cost less amount written off. The cost formula used is First In First Out.



f) Revenue Recognition:-

Sale of goods is recognized at the point of dispatch of finished goods whereby all significant risks and rewards of ownership have been transferred to the buyers and no significant uncertainty exists regarding the amount of consideration that will be derived from the sale of goods.

g) Export sales are shown at cost plus freight.

h) Employees benefits:-

Retirement benefits: Defined benefit plans –

Contributions to defined contribution schemes such as Provident Fund and ESI are charged to the Profit and Loss Account as incurred. The company also provides for retirement and post-retirement benefits in the form of gratuity and leave encashment. Such defined benefits are charged to the Profit and Loss Account based on valuations, as at the balance sheet date. Provision for gratuity liability has been made on the basis of valuation, submitted by the management. Actuarial valuation as per AS-15 of ICAI has not been complied with, the effect of which is not ascertainable. As the company was hitherto carrying business loss of earlier years, and shortage in working capital, the company has not funded defined benefit plans as mandated in AS 15 'Employees Benefit' issued by ICAI. Encashment of leave is charged off at the undiscounted amount in the year in which the related services are rendered.

i) Borrowing costs:-

Borrowing costs that are directly attributable to the acquisition or construction of a qualifying asset were capitalized as part of the cost of that asset till such time the asset is ready for its intended use.

j) Impairment of Assets:-

At each balance sheet date, the Company assesses whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. No such adjustments have been made during the year under consideration. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital. If the carrying amount of the assets exceeds its recoverable amount, an impairment loss is recognized in the Profit and Loss Account to the extent the carrying amount exceeds the recoverable amount.

k) Depending on the facts of each case and after studying the legal implications, the Company makes a provision when there is a present obligation as a result of a past event where the outflow of economic resources is probable and a reliable estimate of the amount of obligation can be made. The disclosure is made for all possible or present obligations that may but probably will not require outflow of resources as contingent liability in the financial statement.



l) Trade Receivables :- 2515042

Previous year :- 6511283

m) Use of Estimates:-

The preparation of financial statements in conformity with generally accepted accounting principles, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting year end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

n) Taxation

Current Income Tax: – Tax on Income for current period and MAT provision applicable u/s. 115 is Nil for the year.

o) Deferred Tax Working: - Deferred Tax Asset remaining in books has not been written off during the year as the management considers that it will be made good in the coming years. Based on prudence no provision has been made for the current year.

p) Foreign currency transactions are accounted at the prevailing rates on the date of transaction and exchange rate differences on monetary assets and liability as on closing date are dealt in the Profit & Loss Account whenever material.

q) Grants.

Government grant in the nature of investment subsidy received in earlier years is credited to Capital Reserve; Subsidy relating to specific fixed asset received during the year is adjusted for Rs. 42,000 against the gross value of assets.

**36. Payment made to Directors**

	As at 31.3.2013	As at 31.3.2012
Salary to Managing Director	1,80,000	1,80,000
House Rent Perquisites	72,000	72,000
	<u>2,52,000</u>	<u>2,52,000</u>
Travelling Expenses incurred by Directors	33,873	35,799
Travelling Expenses – Foreign Tour	Nil	1,47,447
Sitting Fee to Directors	55,000	55,000
Professional charges for IT expenses	Nil	25,000

Directors are not claiming any commission and hence calculation of net profit under section 349 of the Companies Act, 1956 for computation of eligible commission to Directors are not given.

**37. Additional Information:**Marine Division

	<u>Current Year</u>	<u>Previous Year</u>
i) Licensed Capacity	N.A	N.A
ii) Installed Capacity	17700MT	17700 MT
iii) Actual Production	1059MT	1277MT

**38. Name of Small Scale Industries to whom the Company owes amounts outstanding for more than 30 days.**

Escort Packagings	Rs. 10,86,337	Rs. 7,88,930
Pragati Print Pack Ltd	Rs. Nil	Rs. 3,59,714
	-----	-----
	<u>Rs.10,86,337</u>	<u>Rs. 11,48,644</u>

**39. Unsecured Loan:**

From Directors	NIL	NIL
From Firms in which Directors are interested	<u>59,50,395</u>	<u>70,33,395</u>
	<u>59,50,395</u>	<u>70,33,395</u>

**40. Key Management Personnel:**

Mr. Anush K. Thomas, Managing Director and Mr. Thomas Koshy, Chief Executive Officer.



**Nature of transactions with related parties:**

	Directors	Key Management Personnel	Firms/ Companies in which Directors are interested
Remuneration - MD	2,52,000	3,00,000	
Sitting fee (Directors)	55,000	Nil	
Travelling Expenses	33,873	66,384	
Commission on Exports Sale to Ramnath & Co.	Nil	Nil	
Loan Transfer\ Repayment			10,38,000

**41.** No amount is due for transfer to Investor Education and Protection Fund in accordance with Sec.205C of the Companies Act, 1956, as at the end of the year.

**42.** Cash Flow Statement is prepared under indirect method.

**43.** Borrowing Cost: Interest and other cost in connection with the borrowing of funds by the company are recognized as an expense in the period in which they are incurred unless the qualifying assets for its intended use are in progress.

**44.** Allotment money of Rs. 1, 11,500 recoverable from 22,300 partly paid share holders remains outstanding for long period.

**45.** Quarterly financial results are published in accordance with the listing agreements.

Anush K. Thomas  
Managing Director

Iype Mathew  
Chairman

As per our report of even date  
For Kuruvilla&Indukumar  
Chartered Accountants

V. Balachandran  
Company Secretary

Thomas P Koshy  
Chief Executive Officer

Indukumar.M.G (FCA)  
Partner  
(200004)

Place : Kozhikode  
Date: 28.09.2013

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013**

(Rs in lakhs)

	<b><u>2012-13</u></b>	<b><u>2011-12</u></b>
<b>A. Cash Flow From Operating Activities</b>		
Net Profit / (Loss) before tax and exceptional items	(7,443,861)	14,555,937
Adjustments for:		
Depreciation	1,971,296	2,486,680
Interest Expense	9,229,746	8,465,987
Exceptional Items	(24,107)	(114,695)
Provision for Gratuity	382,842	308,630
Operating Profit before Working Capital Changes	4,001,416	25,702,539
Adjustments for:		
Trade Receivables	3,996,241	11,748,712
Inventories	(42,881,109)	(853,276)
Other Advances	348,390	1,861,433
Trade Payable	5,337,510	1,580,019
Other current liabilities	213,073	(92,146)
Cash generated from operations	(28,984,479)	39,947,281
Gratuity Settlement	(208,278)	(244,853)
Direct Taxes (Net of Advances)	(3,425,000)	(2,596,708)
Cash flow before exceptional items	(32,617,757)	37,105,720
Subsidy received	42,000	-
Net Cash from Operating Activities	(32,575,757)	37,105,720
<b>B Cash Flow from Investing Activities</b>		
Purchase of Fixed Assets	(7,515,472)	(927,652)
Sale of Fixed Assets	125,000	219,880
	(7,390,472)	(707,772)
Net Cash from Investing Activities	(7,390,472)	(707,772)
<b>C Cash Flow from Financing Activities</b>		
Unsecured Loan	Nil	Nil
Secured Loan repayment	Nil	Nil
Deposits	138,285	-
Hire purchase Loan	(1,338,876)	(468,680)
Working Capital Borrowings\ (Repayment)	49,257,633	(27,266,649)
Interest expense	(9,299,746)	38,827,296
NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS	<b><u>(1,138,933)</u></b>	<b><u>196,632</u></b>
Cash & cash equivalents as at 31st March 2012	537,237	340,605
Cash & cash equivalents as at 31st March 2013	(601,696)	537,237
	<b><u>(1,138,933)</u></b>	<b><u>196,632</u></b>



NOTES: The above cash flow statement has been prepared under the indirect method set out in AS - 3 issued by the Institute of Chartered Accountants of India.

Figures in brackets are outflows.

Previous year figures have been regrouped wherever necessary.

For KURUVILLA & INDUKUMAR  
Chartered Accountants  
Reg No:013882S

Place :Kozhikode  
Date: 28.09.2013

INDUKUMAR.M.G  
Partner (M.No.200004)



# UNIROYAL MARINE EXPORTS LTD.

Regd. Office: 11/19, Vengalam P.O., Kozhikode – 673 303

## PROXY FORM

I/ We.....  
 of.....in the district of.....  
 being a member(s) of the above named Company, hereby appoint Shri.....  
 of.....in the district of.....  
 .....or failing him Shri.....of  
 .....in the district of.....  
 as my/our proxy to vote for me/us on my/our behalf at the Twenty First Annual General Meeting of  
 the Members of the company to be held at the Registered Office of the Company on Saturday, the  
 26<sup>th</sup> October, 2013 at 2.30 p.m. and at any adjournment thereof.  
 Signed at .....this.....day of.....2012.

Regd. Folio No:

Revenue  
stamp

No. of Shares held:

Signature of the Member

The Companies Act, 1956 lays down that an instrument appointing a proxy shall be deposited at the Registered Office of the Company not less than 48 hours before the time of holding the Meeting.

.....Cut here.....

# UNIROYAL MARINE EXPORTS LTD.

Regd. Office: 11/19, Vengalam P.O., Kozhikode – 673 303

## ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

Full Name of the Member attending (IN BLOCK LETTERS).....

Full Name of the First Holder.....  
 (To be filled in if the first name holder does not attend the Meeting)

Name of the Proxy.....  
 (To be filled in if the Proxy form has been duly deposited with the company)

I hereby record my presence at the Twenty First Annual General Meeting of the Members of the Company to be held on Saturday, the 26<sup>th</sup> October, 2013 at 2.30 p.m. at the Registered Office of the Company.

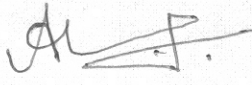
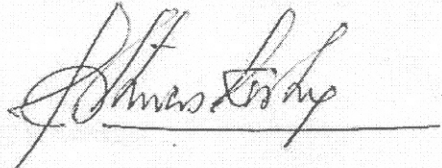
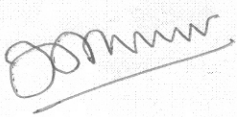
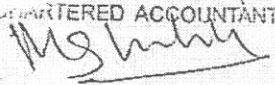
Regd. Folio No:

No. of Shares held:

Member's/Proxy's Signature

(To be signed at the time of handing over this slip)

**FORM A**  
**Format of covering letter of the annual audit report to be filed with the**  
**Stock Exchange**

1	Name of the company	Uniroyal Marine Exports Limited
2	Annual financial statements for the year ended	31 <sup>st</sup> March 2013
3	Type of Audit observation	Matter of Emphasis
4	Frequency of observation	Repetitive since 31 <sup>st</sup> March 2011
5	To be signed by-	
	<ul style="list-style-type: none"> <li>Managing Director</li> </ul>	
	<ul style="list-style-type: none"> <li>Chief Executive Officer</li> </ul>	
	<ul style="list-style-type: none"> <li>Audit Committee Chairman</li> </ul>	
	<ul style="list-style-type: none"> <li>Auditor of the company</li> </ul>	<p style="text-align: right;">For KURUVILLA &amp; INDUKUMAR (FRN 13882S)            CHARTERED ACCOUNTANTS</p> <p style="text-align: right;"></p> <p style="text-align: right;">INDUKUMAR M.G., B.Sc.FCA, DISA(ICA)            (MEM No. 200004)            PARTNER</p> <p style="text-align: center;"><b>KURUVILLA &amp; INDUKUMAR</b>            Chartered Accountants            Old Railway Station Road, Kacheripady            Near South Indian Bank, Cochin- 682018            Regn No 013882S</p>

Date : 23.05.2014  
 Place : Calicut