



UNIROYAL MARINE EXPORTS LIMITED

Chairman	:	Iype Mathew
Managing Director	:	Anush K Thomas
Directors	:	K.C. Thomas V. Mohanlal Varghese Thomas V.T. John V.S. Nath Ram
Chief Executive	:	Thomas P. Koshy
Company Secretary	:	Joseph. P. G
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 Chemanchery Panchayath Kozhikode Dist. Kerala-673 303 India Ph :0496 – 2633781,2633782
Registrars & Share Transfer Agents	:	S K D C Consultants Limited Kanapathy Towers, 3 rd 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 22nd 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 20th September 2014 at 2.30 p.m. to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. V T John (DIN: 00483604), who retires by rotation and, being eligible, seeks re-appointment.
3. To appoint a Director in place of Mr. Varghese Thomas (DIN: 01312530), who retires by rotation and, being eligible, seeks re-appointment.
4. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, M/s. Kuruvilla and Indukumar, Chartered Accountants (Registration No. 013882S), be and is hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.”

Special Business

5. Appointment of Mr. Iype Mathew as an Independent Director of the Company

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

“RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, Mr. Iype Mathew (DIN 01546555), a non-executive Director and Chairman of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years from conclusion of this Annual General Meeting”.

6. Appointment of Mr. Nath Ram as an Independent Director of the Company

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

“RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, Mr. Nath Ram (DIN 01546672), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years from conclusion of this Annual General Meeting”.

**7. Increase in the Borrowing powers of the Company**

To consider and if thought fit, to pass with or without modification(s), as a Special Resolution:

“RESOLVED that in supersession of the Resolution passed under Section 293(1)(d) of the Companies Act, 1956, at the Annual General Meeting of the Company held on September 27, 1997 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company or any Committee of the Board (hereinafter referred to as the “Board”) for borrowing from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the sum of Rs.25,00,00,000/- (Rupees Twenty Five Crores only).”

“RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to do all such further acts and deeds and to take all such actions as may be necessary to give effect to the above resolution.”

8. To create Charges on the assets of the Company

To consider and if thought fit, to pass with or without modification(s), as a Special Resolution:

“RESOLVED that in supersession of the Resolution passed under Section 293(1)(a) of the Companies Act, 1956, at the Annual General Meeting of the Company held on March 15, 1993 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company for creation of such mortgages, charges and hypothecations as may be necessary on such of the assets of the Company, wherever situate, present and future, whether presently belonging to the Company or not, in favour of any person including, but not limited to, financial / investment institution(s), bank(s), insurance company(ies), mutual fund(s), corporate body(ies), trustee(s) to secure the loans, borrowings, debentures, hire purchase and / or working capital facilities and other credit facilities.”

“RESOLVED FURTHER that the Board be and is hereby authorised to finalise with the Lending Agencies / Trustees, the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution.”

By order of the Board
For UNIROYAL MARINE EXPORTS LIMITED

Kozhikode
09-08-2014

Joseph P G
Company Secretary

**Notes :**

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. 5 to 8 of the Notice, is annexed hereto.
2. **A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The Register of Members and Share Transfer Register of the Company will remain closed from **16-09-2014 to 20-9-2014** (both days inclusive).
4. Members are requested to notify their change of address, if any, quoting their folio numbers to the Regd. Office of the company/ our RTA. Similarly members holding shares in demat form shall intimate the change of address, if any, to their respective Depository Participants (DP).
5. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members will be entitled to vote.
6. The Notice of the AGM along with the Annual Report 2013-14 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
7. 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.
8. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Depositories/ RTA of the Company.

9. Voting through electronic means

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. e-voting is optional.



Procedure / Instructions for e-voting are as under:

I. In case of members receiving e-mail:

- a) Log on to the e-voting website www.evotingindia.com
- b) Click on “Shareholders” tab.
- c) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- d) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DPID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e) Next enter the Image Verification as displayed and Click on Login.
- f) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- g) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/ folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p># Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the dividend bank details field.</p>



- h) After entering these details appropriately, click on “SUBMIT” tab.
- i) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k) Click on the EVSN for the relevant <UNIROYAL MARINE EXPORTS LTD> on which you choose to vote.
- l) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- m) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- n) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- o) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- p) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- q) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.



- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

II. In case of members receiving the physical copy:

Please follow all steps from sl. no. (a) to sl. no. (q) above to cast vote.

III. The voting period begins from 9.00 a.m. on Sunday, September 14, 2014 and ends at 6.00 p.m. on Tuesday, September 16, 2014. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 08th August 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

IV. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

- r) Mr. Satheesh Kumar N, Practising Company Secretary, Cochin has been appointed as scrutinizer, who in the opinion of the Board can scrutinize the e-voting process in fair and transparent manner.
- s) The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- t) The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.uniroyalmarine.com within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and Cochin Stock Exchange Limited.

By order of the Board
For Uniroyal Marine Exports Limited

Kozhikode
09-08-2014

Joseph P G
Company Secretary



EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 05 to 08 of the accompanying Notice:

Item No. 05:

Mr. Iype Mathew is a Non-Executive Independent Director and Chairman of the Board of Directors of the Company. He joined the Board of Directors of the Company on 21.08.1992. Mr. Iype Mathew is the chairman of the Audit committee and Stakeholders Relationship Committee and a member of Nomination and Remuneration Committee of the Board of Directors of the Company.

Mr. Iype Mathew is a Chartered Accountant in practice for nearly 39 years. He is holding 24,000 equity shares in the Company and is not related to any Director of the Company.

Mr. Iype Mathew is not holding any Directorships, Memberships/Chairmanships of Committees of Other Companies .

Mr. Iype Mathew is a Director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile provisions of the Companies Act, 1956. In terms of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Nomination and Remuneration Committee has recommended the appointment of Mr. Iype Mathew as an Independent Director for a term of five years.

Mr. Iype Mathew has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director.

The Board recommends the Resolution set forth in item No. 5 for Members's approval.

None of the Directors, Key Managerial Persons(KMP's) or the relatives of Directors or KMP's, except Mr. Iype Mathew is concerned / interested in the said resolution. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

Item No. 06:

Mr. Nath Ram, is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 21.08.1992. Mr. Nath Ram is a member of the Audit committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee of the Board of Directors of the Company.

Mr. Nath Ram is a Commerce Graduate. He has wide experience in seafood business.



He does not hold any equity shares of the Company and is not related to any Director of the Company.

Mr. Nath Ram is not holding any Directorships, Memberships/Chairmanships of Committees of Other Companies .

Mr. Nath Ram is a Director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile provisions of the Companies Act, 1956. In terms of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Nomination and Remuneration Committee has recommended the appointment of Mr. Nath Ram as an Independent Director for a term of five years.

Mr. Nath Ram has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director.

The Board recommends the Resolution set forth in item No. 6 for Members's approval.

None of the Directors, Key Managerial Persons (KMP's) or the relatives of Directors or KMP's, except Mr. Nath Ram is concerned / interested in the said resolution. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

Item No. 07:

At the Annual General Meeting of the Company held on September 27, 1997, the Members had, by way of an Ordinary Resolution and in pursuance of the provisions of Section 293(1)(d) of the Companies Act, 1956, authorised the Board to borrow on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up capital of the Company and its free reserves, subject to the total outstanding amount so borrowed not exceeding a sum of Rs. 12,00,00,000/- (Twelve Crore) at any point of time;

Section 180 of the Companies Act, 2013 effective from September 12, 2013 requires that consent of the company accorded by way of a special resolution is required to borrow money in excess of the company's paid up share capital and free reserves. In order to forsee the future expansion of the business it is required to enhance the borrowing limits of the company from Rs. 12 crores to Rs.25 crores.

The approval of the Members for the said borrowings is, therefore, now being sought, by way of Special Resolutions, pursuant to Section 180(1)(c) of the Act, respectively.

The Board recommends the Resolution set forth in item No. 7 for Members's approval.

None of the Directors of the Company or their relatives or Key Managerial Persons of the Company or their relatives are concerned or interested in the said resolution.

**Item Nos.08:**

At the Annual General Meeting of the Company held on March 15, 1993, the Members had, by way of an Ordinary Resolution and in pursuance of the provisions of Section 293(1)(a) of the Companies Act, 1956, authorised the Board to create a mortgage or charge or hypothecation on the Company's assets in favour of lending agencies and trustees to secure the amounts borrowed including interest, charges, etc.

Section 180 of the Companies Act, 2013 was notified on September 12, 2013. Under the said section, the above powers of the Board are required to be exercised only with the consent of the company by way of a Special Resolution.

The approval of the Members for the said creation of a mortgage or charge or hypothecation is, therefore, now being sought, by way of Special Resolutions, pursuant to Section 180(1) (a) of the Act, respectively.

The Board recommends the Resolution set forth in item No. 8 for Members's approval.

None of the Directors of the Company or their relatives or Key Managerial Persons of the Company or their relatives are concerned or interested in the said resolution.

Details of directors seeking re-appointment as required under clause 49 of the listing agreement with the stock exchange:

Particulars	V T John	Varghese Thomas
DIN	00483604	01312530
Date of Birth	24.05.1952	10.02.1948
Date of Appointment	21.08.1992	21.08.1992
Directorships held in other Public Companies	Nil	Falcon Infrastructures Limited
Number of shares held in the Company	1,25,100/-	1,25,100/-
Membership /Chairmanship of Committees of other public companies	Nil	Nil

By order of the Board
For Uniroyal Marine Exports Limited

Kozhikode
09-08-2014

Joseph P G
Company Secretary



DIRECTORS' REPORT

Dear Member,

Your Directors are delighted to present the Twenty Second Annual Report and Audited Accounts for the financial year ended March 31, 2014.

Results of Operation

	Rs. in Lakh	
	2013-14	2012-13
Operating Revenue	3672.14	2909.38
Profit/Loss before tax	(88.90)	(74.67)
Profit/Loss after tax	(88.90)	(74.67)

OPERATION ANALYSIS

During the year under review the Company achieved gross sales of Rs. 36.72 crores in 2013-14 as against Rs. 29.09 crores in the previous year inspite of the challenging industrial scenario in the country showing an increase of 26%.

The Company's profitability was adversely affected due to steep increase in the prices of raw materials and increased competition in seafood industry. Sea caught raw material availability is so poor and our Company is not able to procure even 20% of the material required to run the factory. So the Company has to depend up on cultured (farmed) shrimps from Andhra Pradesh and Karnataka to meet the market demand which involve more transportation cost and material cost. Our machines are so obsolete to produce value added products and yield is 10% less than the yields produced by the present sophisticated machines available in the market, so we face difficulties in competing with other seafood Companies which are using advanced technology for production.

The immediate need of the Company is to go for new production line to cope up with the present market scenario. Our Company management has decided to buy new sophisticated machines and ordered the same and expected to be installed by the end of this December.

Your Company is confident that it will be able to establish its name in the market in the years to come with the growing demand for Indian seafood products across the world.

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.



Particulars		Energy Consumption during	
A	Power and Consumption	2013-14	2012-13
	1.Electricity		
	i) Purchased Units	KWH	1850960
	ii) Total Amount	Rs.	10092017
	iii) Rate per unit	Rs.	5.45
	2. Own Generation through Diesel Generator		
	i) Unit	KWH	30422
	ii) Unit/Ltr. of Diesel Oil	KWH	1.36
	iii) Cost per Unit	Rs.	11.41
B	Consumption per Unit of Production		
	a) Electricity	KWH	2.12
	b) Diesel	Ltrs.	0.47

FOREIGN EXCHANGE EARNINGS AND OUTGO

i) Foreign Exchange earned during the year (On FOB basis) - Rs.3185 lac

ii) Foreign Exchange outgo - Rs.12.72 lac

PARTICULARS OF EMPLOYEES

During the year under review, no employee of the Company was in receipt of remuneration requiring disclosure under section 217 (2 A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975.

DIRECTORS

During the year, Mr. P Shrinivas resigned as member of the Board. The Board of Directors wishes to place on record its appreciation for the valuable services rendered by Mr. P Shrinivas during his tenure as director of the Company.

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

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered into with Stock Exchanges, appointed Mr. Iype Mathew, Mr. Nath Ram as Independent Directors of the Company.

As per section 149(4) of the Companies Act, 2013 (Act), which came into effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as Independent Directors. In accordance with the provisions of section 149 of the Act, these Directors are being appointed as Independent Directors not liable to retire by rotation to hold office as per their tenure of appointment mentioned in the Notice of the forthcoming Annual General Meeting (AGM) of the Company.

Mr. V T John & Mr. Varghese Thomas, Directors, retire by rotation and being eligible has offered themselves for re-appointment.

**AUDITORS**

M/s. Kuruville, & Indukumar Chartered Accountants, Kochi, Independent Auditors of the Company will retire at the forthcoming Annual General Meeting and are eligible for reappointment. In accordance with the Companies Act 2013, it is proposed to reappoint them from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, subject to the approval of shareholders.

The Auditors report for the year 2013-14 does not contain any qualification. However there is a matter of emphasis regarding non funding of gratuity plans. Due to financial constraints, the Company was not able to set apart and invest Gratuity Liability. Necessary action will be taken in this regard.

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, 2014 and of the profit for the period ended March 31, 2014.
- (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. Your Directors also wish to thank all the employees for their co-operation.

For and on behalf of the
Board of Directors



MANAGEMENT DISCUSSION AND ANALYSIS

Industry structure and development

Indian seafood exports have grown exponentially over the past 5 years. It was a record year for the marine products export industry. During the financial year 2013-14, exports of marine products reached an all-time high of US \$ 5007.70 million. Marine product exports, crossed all previous records in quantity, rupee value and US \$ terms. Exports aggregated to 9,83,756 MT valued at Rs. 30,213.26 crores and US \$ 5,007.70 million. Compared to the previous year, seafood exports recorded a growth of 5.98 % in quantity, 60.23% in rupee and 42.6 % growth in US \$ earnings respectively. The unit value realization also reached to record high from USD/Kg 3.78 during 2012-13 to USD/Kg 5.09 during 2013-14 and recorded growth of 34.55%.

The major contributing factor to this record breaking rise was the increased production of L. Vannamei shrimp. Frozen shrimp made up over 64% of dollar earnings. Shrimp export was up by over 31%; over 3,00,000 MT of shrimp, valued at over \$3 billion, was exported. Of this, cultured shrimp formed a major chunk, at 73%. The largest market for shrimp is the US, followed by the EU, south-east Asia and Japan.

Vannamei shrimp export went up to 1,75,000 MT. from just over 91,000 MT year-on-year. The export was valued at nearly \$2 billion, a huge jump from \$700 million-plus in 2012-13. This showed an increase of over 90% in terms of quantity. Fish remained the principal export item in quantity terms and the second largest export in value terms.

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 centers 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.
5. The increasing demand for sea food all over the world .

**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.
3. Export realisation is affected by changes in Rupee Dollar exchange rate.

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 an independent 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 88.

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

The Company's report on Corporate Governance for the year ended 31.03.2014 as required under Clause 49 of the Listing Agreement entered into with the Stock Exchanges is presented as under:

I. Philosophy:

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The importance of Corporate Governance has always been recognised by your Directors. The Company's philosophy on Corporate Governance strives for attaining the optimum level of transparency and accountability in all facets of its operations and all dealings with its shareholders, employees, lenders, creditors, customers and the government.

The Company is in compliance with the requirements stipulated under Clause 49 of the Listing Agreements entered into with the Stock Exchanges with regard to corporate governance.

II. Board of Directors:

The Board consists of 7 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

As on 31st March, 2014, the Board of the Company consists of Seven Directors of which four are Non-Executive Independent Directors. The composition of the Board is in compliance with the requirements of Clause 49(I)(A) of the Listing Agreement executed with the Stock Exchanges. During the year under review, Mr. P Shrinivas, Independent non-executive Director resigned from the Board w.e.f. 19th February, 2014

Name of Directors

1. Mr. Iype Mathew
2. Mr. Anush K Thomas
3. Mr. K.C. Thomas
4. Mr. V. Mohanlal
5. Mr. V.S.Nath Ram
6. Mr. V.T. John
7. Mr. Varghese Thomas

Category

- Independent non-executive- Chairman
 Executive-Managing Director
 Non-executive
 Non-executive
 Independent non-executive
 Independent non-executive
 Independent non-executive



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

During the period 2013-14 your Board met 9 times. They were on –

1. 29-06-2013
2. 09-09-2013
3. 28-09-2013
4. 05-10-2013
5. 25-10-2013
6. 16-11-2013
7. 16-01-2014
8. 12-02-2014\
9. 28-02-2014

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. Iype Mathew	Non-executive Chairman	9	Yes	Nil	Nil
2. Anush. K.Thomas	Executive	9	Yes	1	Nil
3. K.C Thomas	Non-executive	9	No	Nil	Nil
4. V. Mohanlal	Non-executive	6	No	2	Nil
5. V.S.Nath Ram	Independent Non-executive	6	No	Nil	Nil
6. V.T. John	“	0	No	Nil	Nil
7. Varghese Thomas	“	0	No	1	Nil

Note: Other directorships and committee memberships are exclusive of that held in private limited companies.

III. Committees of the Board

The Board has constituted three sub-committees, which are Audit Committee, Stakeholders Relationship Committee (formerly known as Investors Grievance Committee) and Nomination and Remuneration Committee (formerly known as Remuneration Committee). Each Committee of the Board functions according to the terms of reference as approved by the Board. Meeting of each sub-committee is convened by the respective committee Chairman. The composition and terms of reference of these sub-committees including the number of meetings held during the financial year and the related attendance are given below:



A. Audit Committee:

Our Audit Committee consists of three Directors as its members. They are Mr. Iype Mathew, Mr. K C Thomas and Mr. V.S.Nath Ram. All the members of the Committee are non-executive Directors. Shri. Iype Mathew, Chairman, is a Chartered Accountant. The Committee assists the Board in ensuring correctness of the Company's financial reporting and disclosure processes, internal controls, risk management policies and processes, appointment and / or reappointment of Statutory and Internal Auditors and associated matters. The meetings of the Committee and attendance of the members during 2013-14 are as follows:

Sl No.	Name of Directors	Date of Meetings				
		28.06.2013	27.09.2013	04.10.2013	24.10.2013	12.02.2014
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

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 177 of the Companies Act, 2013.

B. Nomination and Remuneration Committee **(formerly known as Remuneration Committee):**

Our Nomination and Remuneration Committee consists of three Directors as its members. They are Mr. Iype Mathew, Mr. K C Thomas and Mr. V.S.Nath Ram. All the members of the Committee are non-executive Directors. Mr. K C Thomas is the Chairman. The Nomination and Remuneration Committee reviews the remuneration payable to the Managing Director and Senior Management officials of the Company and advising the Board over the general remuneration policies of the Company.

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 sitting fee payable to the Directors during the year 2013-14 is as follows

<u>Name of director</u>	<u>Amount payable</u>
	Rs.
1.Iype Mathew	27,000.00
2.K.C. Thomas	27,000.00
3.V.S.Nath Ram	6,000.00
4.V.Mohanlal	6,000.00
	<u>66,000.00</u>



No meeting of the Nomination and Remuneration Committee was held during the year 2013-14.

Non-executive Director's share holding:

Mr. K C Thomas	: 2,37,500 shares
Mr. Iype Mathew	: 24,000 shares
Mr. V Mohanlal	: 2,00,100 shares
Mr. Varghese Thomas	: 1,25,100 shares
Mr. V T John	: 1,25,100 shares
Mr. V.S.Nath Ram	: Nil

C. Stakeholders Relationship Committee

(formerly known as Investors Grievance Committee):

The Company has constituted Stakeholders Relationship Committee to look into the redressal of complaints of investors such as transfer or credit of shares, non-receipt of dividend / notices / annual reports etc., and to approve the share transfer, issue of duplicate share certificates, transmission and dematerialization of equity shares. The Stakeholders Relationship Committee consists of three Directors. They are Mr. Iype Mathew, Mr.K C Thomas and Mr. V.S.Nath Ram. Mr. Iype Mathew is the Chairman.

Number of complaints pending as on 31.03.2014 NIL

Name and Designation of the Compliance Officer(s):

Mr.V Balachandran, Company Secretary was the Compliance officer till 20.01.2014. Mr.Joseph P G, Company Secretary has taken over as Compliance Officer w.e.f 20.01.2014.

IV. 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
2011	Uniroyal Marine Exports Ltd 11/19, Vengalam P.O, Kozhikode, Kerala- 673303	01 st October 2011	2.30 pm
2012	"	15 th September 2012	2.30 pm
2013	"	26 th October 2013	2.30 pm

A Special resolution has been passed at the AGM held on 26th October 2013 for the Reappointment of Mr. Anush K Thomas as the Managing Director of the Company.

During the year 2013-14, no resolution was passed by postal ballot.

No special resolution is proposed to be conducted through postal ballot.



V. 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.

VI. Communication:

The Company regularly intimates information like the quarterly / half yearly / annual financial results and media releases on significant developments in the Company from time to time and have also been submitted to the Stock Exchanges in which the shares of the Company are listed, to enable them to post it into their websites. The results are also published in the 'The Financial Express' and in 'Deepika'.

The Management Discussion and Analysis forms part of this annual report.

VII. General Shareholders information:

Date of meeting of the Board of Directors in which Accounts for the year 2013-14 were approved – 30-05-2014.

(i)	Date of AGM	20-09-2014
	Venue	Regd. Office 11/19, Vengalam PO Chemancherry Panchayath Kozhikode 673 303
	Time	2.30 p m

(ii) The financial year of the Company starts from 01st April of a year and ends on 31st March of the following year.

(iii) Particulars of Dividend paid : Nil

(iv) Book Closure : 16-09-2014 to 20-09-2014
(Both days inclusive)



(v) Shares are listed at

Stock code

1. Cochin Stock Exchange

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:

Monthly high and low prices of each month during the last financial year 2013-14 as well as the volume of shares traded at the BSE Limited are as follows:

Month	Bombay Stock Exchange		
	High (Rs.)	Low (Rs.)	Volume
Apr-13	10	8	16661
May-13	10	8.63	23600
Jun-13	10	9.05	4800
Jul-13	10	9.99	13595
Aug-13	10	10	499
Sep-13	10.5	10.5	100
Oct-13	11.55	10.44	12552
Nov-13	10.5	9.98	15955
Dec-13	9.98	8.6	1600
Jan-14	12.03	7.69	22276
Feb-14	10.95	8	242876
Mar-14	10.5	9	41400

(vii) Registrar & Share Transfer/Demat Agents

Company's Share Transfer work and dematerialisation are done by SKDC Consultants Limited. Their office is functioning at Kanapathy Towers, 3rd 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.

(viii) Share transfer system: -

As on March 31, 2014 the shares of the company are in dematerialised mode. Application for transfer of shares is completed within 15 days from the date of receipt, if the application is in order. Presently there is no application pending for transfer as on March 31, 2014.



(ix) Share holding pattern as on March 31, 2014

Physical holdings	- 4061200 (62.48%)
Dematerialised mode	- 2438800 (37.52%)

Distribution of share holding as on March 31, 2014

No. of equity shares	No. of members	% to total members	Amount	% to total shares
Up to 5000	17208	95.87	21950100	33.77
5001-10000	401	2.23	3239400	4.98
10001-20000	122	0.68	1798000	2.77
20001-30000	28	0.16	713000	1.10
30001-40000	3	0.02	100000	0.15
40001-50000	109	0.61	5435000	8.36
50001-100000	39	0.21	3231980	4.97
100001 & above	40	0.22	28532520	43.90
Total	17950	100	65000000	100

(x) Categories of shareholders as on 31/03/2014

Category	No. of shares	% of holding
Promoters	2052650	31.58
NRI (Promoters)	250200	3.85
NRI	3425	0.05
FII	Nil	Nil
OCB	Nil	Nil
IFI	Nil	Nil
IMF	Nil	Nil
Bank	300	0.01
Bodies Corporate	54000	0.83
Public	4139425	63.68
Trust	Nil	Nil
Total	6500000	100.00



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

(xii) Location of plant: -

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

(xiii) Address for correspondence: –

Uniroyal Marine Exports Limited
11/19, Vengalam PO,
Calicut 673 303. Kerala
E-mail - ume@uniroyalmarine.com
Website- www.uniroyalmarine.com

VIII. CEO/CFO Certification

Mr. Anush K Thomas, Managing Director and Mr. Thomas P Koshy, Chief Executive Officer has given CEO/CFO Certificate to the Board. The Board has taken on record the CEO/CFO Certificate as per the format given under Clause 49 (v) at its meeting held on 09th August, 2014.

IX. 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.

For and on behalf of the Board of Directors

Kozhikode
09.08.2014

Anush K Thomas
Managing Director



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, 2014 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 Agreement .

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
Reg. No.013882S

Place: Kozhikode
Date : 30-05-2014

Indukumar.M.G
M.No.200004



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 31st March, 2014 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.

Managements' 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.

Auditors' 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, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. 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, 2014;
- 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 where 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, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, 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 :30.05.2014

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) 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. We have broadly reviewed the books of account maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records and are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of such records.
- 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 31st March, 2014 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. The company has incurred cash losses during the financial year covered by our audit and also the previous year. However the accumulated loss has not exceeded 50% of its net worth as on the date of the financial statements.
- 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
30.05.2014

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

**BALANCE SHEET AS AT 31st March, 2014**

	Particulars	Note	Current Year (Rs)	Previous Year (Rs)
I.	Equity and Liabilities			
(1)	Shareholder's Funds			
(a)	Share Capital	1	64888500	64888500
(b)	Reserves and Surplus	2	(13808871)	(4918284)
	Sub- Total		51079629	59970216
(2)	Non-Current Liabilities			
(a)	Long-term borrowings	3	5950395	6206827
(b)	Deferred tax liabilities (Net)		Nil	Nil
(c)	Other Long term liabilities		Nil	Nil
(d)	Long term provisions	4	3472056	3394558
	Sub- Total		9422451	9601385
(3)	Current Liabilities			
(a)	Short-term borrowings	5	69980586	49257634
(b)	Trade payables	6	36283449	33464428
(c)	Other current liabilities	7	1418559	1125076
(d)	Short-term provisions	8	Nil	Nil
	Sub- Total		107682594	83847138
	Total		168184674	153418739
II	Assets			
(1)	Non-current assets			
(a)	Fixed assets	9		
(i)	Tangible assets		27747534	24843019
(ii)	Intangible assets		Nil	Nil
(iii)	Capital work-in-progress		Nil	Nil
(b)	Non-current investments		Nil	Nil
(c)	Deferred tax assets (net)		489519	489519
(d)	Long term loans and advances	10	1275055	1413579
(e)	Other non-current assets		Nil	Nil
	Sub- Total		29512108	26746117
	Current assets			
(a)	Current investments		Nil	Nil
(b)	Inventories	11	122973205	120875925
(c)	Trade receivables	12	8927689	2515042
(d)	Cash and cash equivalents	13	68442	306914
(e)	Short-term loans and advances	14	2660372	1806031
(f)	Other current assets	15	4042858	1168710
	Sub- Total		138672566	126672622
	Total		168184674	153418739

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 : 30.05.2014

Iype Mathew
Chairman

Joseph.P.G
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, 2014

	Particulars	Note	Current Year (Rs)	Previous Year (Rs)
I.	Revenue from operations	16	367213881	290938511
II.	Other Income	17	121252	286359
III.	Total Revenue (I +II)		367335133	291224870
IV.	Expenses:			
	Cost of materials consumed	18	290172781	258645126
	Purchase of Stock-in-Trade		Nil	Nil
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	19	(2855569)	(44943498)
	Employee benefit expense	20	19526681	13473108
	Financial costs	21	11297935	9229746
	Depreciation and amortization expense	9	1977011	1971296
	Other expenses	22	56079769	60292953
	Total Expenses (IV)		376198608	298668730
V.	Profit/(loss) before exceptional and extraordinary items and tax (III- IV)		(8863475)	(7443860)
VI.	Exceptional Items		Nil	Nil
VII.	Profit/(loss) before extraordinary items and tax (V - VI)		(8863475)	(7443860)
VIII.	Extra ordinary items and Prior Period Income/(Expenses)	23	(27112)	(24107)
IX.	Profit before tax (VII - VIII)		(8890587)	(7467967)
X.	Tax expense:			
	(1) Current tax		Nil	Nil
	(2) Deferred tax		Nil	Nil
	(3) MAT Credit		Nil	Nil
XI.	Profit (Loss) for the period, from continuing operations		(8890587)	(7467967)
XII.	Profit/(Loss) from discontinuing operations		Nil	Nil
XIII.	Tax expense of discontinuing operations		Nil	Nil
XIV.	Profit/(Loss) from Discontinuing operations (XII - XIII) after tax		Nil	Nil
XV.	Profit/(Loss) for the period (XI+XIV)		(8890587)	(7467967)
XVI.	Earning per equity share:			
	(1) Basic		(1.37)	(1.15)
	(2) Diluted		(1.37)	(1.15)

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 : 30.05.2014

Iype Mathew

Chairman

Joseph.P.G

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, 2014

Note 1: Share Capital

	Particulars	As at 31 March 2014		As at 31 March 2013	
		Number	Amount	Number	Amount
a)	Authorised 8000000 Equity Shares of Rs.10/- Each	8000000	80000000	8000000	80000000
b)	Issued, Subscribed & Paid up Subscribed and fully paid up Equityshares 64,77,700 Equity Shares of Rs.10/- Each	6477700	64777000	6477700	64777000
c)	Subscribed but not fully Paid up 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	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mr.Jacob Kalluvila Babu	622777.00	9.58%	414975.00	6.38%

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

	Name of Shareholder	As at 31 March 2014	As at 31 March 2013
	Name of Company	Nil	Nil

g) Calls Unpaid

		As at 31 March 2014	As at 31 March 2013
	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

	Particulars	As at 31 March 2014	As at 31 March 2013
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	-7346126	121841
	(+) Net Profit/(Net Loss) for the current year	-8890587	-7467967
	(+) 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	-16236713	-7346126
	Total	-13808871	-4918284

**NOTE 3 : Long Term Borrowings**

	Particulars	As at 31 March 2014		As at 31 March 2013
	<u>Secured</u>			
a)	Term Loans			
	Form Banks	Nil		Nil
	Form others	Nil		Nil
		Nil		Nil
	<u>Unsecured</u>			
a)	Loans and advances from related parties			
	Loan From Directors	5950395		5950395
b)	Long term maturities of finance lease obligations			
	Hire Purchase Loans	0		256432
c)	Other Long Term Liabilities			
	Loan from others	0		0
		5950395		6206827

**NOTE 4: Long Term Provisions**

	Particulars	As at 31 March 2014		As at 31 March 2013
a)	Provision for employee benefits -Gratuity Note : Leave encashment and bonus are accounted on cash basis as and when paid	3472056		3394558
	Total	3472056		3394558

NOTE 5: Short Term Borrowings

a)	Secured Loan Repayable on demand Federal Bank Ltd.**	69980586		49257634
	Total	69980586		49257634

** *Export packing credit limit of Rs. 7 Crores secured by first charge on all the goods to be exported and the whole of the company's stock of marine products and also charge by way of hypothecation on land, building, machineries and equipments, and also personal guarantee of Mr. K C Babu, repayable on demand.*

** *FDBP discounted as on 31.3.2014 has been secured against document of title to goods, evidencing export against LC and also 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

a)	Trade Payables - Due to Micro and Small enterprises - Others**	1000841 35282608		1344999 32119429
	Total	36283449		33464428

** *Others includes an amount of Rs. 1,34,000/- (Previous year Rs.1,07,000) payable to a Director for sitting fees/professional services provided by him.*

**NOTE 7: Other Current Liabilities**

	Particulars	As at 31 March 2014 (Rs)		As at 31 March 2013 (Rs)
a)	Current Maturities of Long Term Debt			
	- Payable towards Hire Purchase	219621		256588
b)	Other Payables			
	For Employees Benefits			
	- Contribution to PF	169723		79538
	- ESI Payable	61027		14095
	- Salary/Wages/Stipend payable	968188		774855
	Total	1418559		1125076

NOTE 8: Short Term Povisions

a)	Provision for employee benefits	Nil		Nil
b)	Others			
	- Proposed Dividend	Nil		Nil
	- Tax on Dividend	Nil		Nil
	- Provision for Taxation	Nil		Nil
	Total	Nil		Nil



Note 9: Tangible and Intangible Assets

Fixed Assets	Gross Block			Accumulated Depreciation				Net Block	
	Balance as at 1 April 2013	Additions	Adjustment for Deduction	Balance as at 31 March 2014	Depreciation charge for the year	Adjustment for deduction	Balance as at 31 March 2014	Balance as at 1 April 2014	Balance as at 31 March 2014
a									
Tangible Assets									
Land	2403526			2403526			0	2403526	2403526
Factory Buildings	23005533			23005533	768385		13545444	10228474	9460089
Plant and Machinery	86339586	3392461		89732047	563715		79097662	7805639	10634385
Processing Equipments	5214710	738792		5953502	256477		3229803	2241384	2723699
Laboratory Equipments	275025			275025	13064		228082	60007	46943
Office equipment	789034	6765		795799	37613		495137	331510	300662
Electrical Fittings	3199558	63100		3262658	153478		2937359	415677	325299
Furniture and Fixtures	490124	22930		513054	29919		467324	52719	45730
Vehicles(Motor Vehicles)	9635838			9635838	28285		9431713	232410	204125
Motor Car	1930091	1282633	(1052302)	2160422	113852	(379945)	657860	1006138	1502562
Library	15751			15751	748		12990	3508	2761
Computer	860476	47200		907676	11475		809923	62027	97753
Others (specify nature)									
Total	134159252	5553881	(1052302)	138660831	1977011	(379945)	110913297	24843019	27747534
b									
Intangible Assets									
Total	Nil	Nil		Nil	Nil	Nil	Nil	Nil	Nil
c									
Capital Work In Progress	-	-		-	-	-	-	-	-
Total	Nil	Nil		Nil	Nil	Nil	Nil	Nil	Nil
d									
Intangible assets under Development	-	-		-	-	-	-	-	-
Total	134159252	5553881	(1052302)	138660831	1977011	(379945)	110913297	24843019	27747534

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

	Particulars	As at 31 March 2014	As at 31 March 2013
a.	Capital Advances	Nil	Nil
b.	Security Deposits		
	Unsecured , considered good	1261715	1173515
c.	Loans and advances to related parties	Nil	Nil
d.	Other loans and advances		
	Unsecured , considered good		
	Advance Tax	13340	240064
	Total	1275055	1413579

Note 11: Inventories

a.	Raw Materials and components	226292	1043519
b.	Finished goods	121292388	118436819
c.	Stores and spares **	311615	300168
d.	Consumables	188930	162564
e.	Packing Material	953980	932855
	Total	122973205	120875925

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

a.	Unsecured, considered good for a period exceeding six months from the date they are due for payment	Nil	Nil
b.	Other Trade Receivables		
	Unsecured, considered good	8927689	2515042
	Total	8927689	2515042

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

	Particulars	As at 31 March 2014		As at 31 March 2013
	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
	Total	Nil		Nil

Note 13: Cash & Cash equivalents

	Particulars	As at 31 March 2014		As at 31 March 2013
a.	Balances with banks			
	i) more than 12 months maturity	908610		908610
	ii) in current accounts	(978193)		(606731)
b.	Cash on hand	138024		5035
	Total	68442		306914

Note 14: Short term loans and advances

	Particulars	As at 31 March 2014		As at 31 March 2013
a.	Loans and advances to related parties			
	Unsecured, considered good	Nil		Nil
b.	Others			
	Unsecured, considered good			
	i) VAT Receivable	783787		426984
	ii) MAT Credit Receivable	184526		184526
	iii) Advances recoverable in cash or in kind	1692059		1194521
	Total	2660372		1806031

Loan and advances to related parties

	Particulars	As at 31 March 2014		As at 31 March 2013
	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
	Total	Nil		Nil

**Note 15: Other Current Assets**

	Particulars	As at 31 March 2014	As at 31 March 2013
	Unsecured, considered good		
	i) Duty draw back receivable	3546419	781398
	ii) Interest Receivable	496439	387312
	Total	4042858	1168710

Note 16: Revenue from operations

	Sale of products (Export Sales at C&F Rates)	329655437	275196847
	Less : Sales Return (Export)	Nil	(13573984)
	Domestic Sales	15727301	10978150
	Other Operating Revenues	21831143	18337498
	Less : Excise Duty	Nil	Nil
	TOTAL	367213881	290938511

Note 17: Other Income

	Surplus on Sale of Fixed Assets	Nil	114500
	Other non-operating income	121252	171859
	Total	121252	286359

Note 18: Cost of Material Consumed

	Opening Stock		
	Raw Materials	1043519	3028833
	Packing Materials	932855	983322
	Consumables	162564	181863
		2138938	4194018
	Add: Purchases during the year		
	Raw Materials	280378362	245448296
	Packing Materials	6741072	6211833
	Consumables	2283611	4929917
		289403045	256590046
	Less: Closing Stock		
	Raw Materials	226292	1043519
	Packing Materials	953980	932855
	Consumables	188930	162564
		1369202	2138938
	Total	290172781	258645126

**Note 19: Changes in inventories**

	Particulars	As at 31 March 2014		As at 31 March 2013
	Opening Stock			
	Finished Goods	118436819		73493321
	Closing Stock			
	Finished Goods	(121292388)		(118436819)
	Total	(2855569)		(44943498)

Note 20: Employee Benefits Expense

	Particulars	As at 31 March 2014		As at 31 March 2013
	Salaries and Wages	15898314		9004990
	Contribution to provident and other fund	1726898		2737127
	Gratuity	442371		382842
	Staff welfare expenses	1459098		1348149
	Total	19526681		13473108

Note 21: Finance Cost

	Particulars	As at 31 March 2014		As at 31 March 2013
	Interest expense	9125303		7244349
	Other borrowing costs	2172632		1248901
	Net loss on foreign currency transactions	0		736496
	Total	11297935		9229746

**Note 22: Other Expenses**

Particulars		As at 31 March 2014		As at 31 March 2013
Shipping Freight & Expenses		17339456		20460635
Stores & Spares Consumed		145735		30747
Factory Expenses		6981172		6898549
Power & Fuel		12209499		13089092
Repairs & Maintenance				
Building	73747		252624	
Plant & Machinery	761939		759560	
Others	732957	1568643	790100	1802284
Packing Expenses		45200		80265
Purchase Expenses		10861455		11819479
Audit Fee (22a)		164200		103593
Commission & Brokerage		1210061		711551
Insurance		343854		404032
ECGC Premium		458943		231591
Printing & Stationery		404012		229827
Rates & Taxes		998580		697930
Rent		271000		170000
Travelling & Conveyance		1087045		1147219
Loss on sale of fixed assets		432357		0
Other Administrative Expenses		1558557		2416159
Total		56079769		60292953

Note 22a: Payment to Auditor

	Audit Fee	100000		60000
	Tax Audit	20000		10000
	Cost Audit	27500		0
	Certifications	10000		27000
	Reimbursement of Expenses	6700		6593
	Total	164200		103593

Note 23: Extra ordinary and Prior Period Items

	Extra ordinary items	Nil		Nil
	Prior Period Expenses	27112		24107
	Total	27112		24107

**Note 24: Earning per share**

	Particulars	As at 31 March 2014	As at 31 March 2013
a)	Number of shares	6500000	6500000
	(Basic and Diluted) profit including extra ordinary and prior period items)	-8890587	-5496670
	Basic EPS (Rs.)	-1.37	-0.85
b)	(Basic and Diluted) profit excluding extraordinary and prior period items	-8863475	-5472563
	Basic EPS (Rs.)	-1.36	-0.84
c)	Number of shares used in computing earning per share including 22300 partly paid up	6488850	6488850
	Profit After Tax	-8890587	-5496670
	Basic EPS (Rs.)	-1.37	-0.85

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

Particulars	Percentage	As at 31 March 2014	Percentage	As at 31 March 2013
Imported:				
<i>Raw Materials</i>	Nil	Nil		Nil
<i>Spares</i>	Nil	Nil		Nil
Indigenous:				
<i>Raw Materials</i>	97	281,195,589	96	247,433,610
<i>Spares & Consumables</i>	3	8,977,192	4	11,211,516
	Nil	290,172,781	Nil	258,645,126

Note 26: Value of Imports on CIF Basis

Particulars	As at 31 March 2014	As at 31 March 2013
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	Nil	Nil
1.Sales Commission	1210061	711551
2. Foreign Tour	61700	103165
	1271761	814716

Note 28: Earnings in Foreign Exchange

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
	(Rs.in Crores)	
Exports of Goods on FOB Basis	31.85	26.44
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 tune 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, 2014 & Previous year ended 31st March 2013 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 2014	For the year ended 31 March 2013
(i) Contingent Liabilities		
(a) Claims against the company not acknowledged as debt	2,701,190	0.00
(b) Guarantees		
1. Infavour of Spl.Tahsildar	127765	127765
2. In favour of KSEB	885280	885280
(c) Other money for which the company is contingently liable (Bills purchased by banks)	34416267	36884346
	35429312	367897391
(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
	38130502	367897391

Note: 32 Related Parties Disclosure**Relationship**

- | | |
|---|---------------------------------------|
| 1. M/s.Baby Marine Eastern Exports | 11. M/s.Ramanath & Co. |
| 2. M/s.Tharian & Iype | 12. M/s.Pranavam Arts |
| 3. M/s.Thomsun Electronics | 13. M/s.Thomsun Supermarket |
| 4. M/s.Thomsun Musics | 14. M/s.East Fish Private Limited |
| 5. M/s.Laxmi Agencies | 15. M/s.Modus Logistic Pvt. Ltd. |
| 6. M/s.Alston Builders & Developers Pvt. Ltd. | 16. M/s.Casper Securities Pvt. Ltd. |
| 7. M/s.Kensha Builders & Developers Pvt. Ltd. | 17. M/s.Sure Fire Securities Pvt.Ltd. |
| 8.M/s.Gilgal Property Developers Pvt. Ltd. | 18. M/s.Clenergen India Pvt. Ltd. |
| 9.M/s.Max Lab Cinemas and Entertainment Pvt. Ltd. | |
| 10.M/s.Falcon Infrastructures Limited | |

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 :- 8927689

Previous year :- 2515042

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 managements' 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 wherever material.

36. Export premium and incentives are accounted on receipt basis.

**36. Payment made to Directors**

	As at 31.3.2014	As at 31.3.2013
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	1000	33,873
Travelling Expenses – Foreign Tour	Nil	Nil
Sitting Fee to Directors	66,000	55,000
Professional charges for IT expenses	53500	Nil

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	888MT	1059MT

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

Escort Packagings	Rs. 10,00,841	Rs. 10,86,337
Pragati Print Pack Ltd	Rs. Nil	Rs. 258662
	-----	-----
	Rs.10,00,841	Rs. 13,44,999
	=====	=====

39. Unsecured Loan:

From Directors	5950395	5950395
From Firms in which Directors are interested	Nil	Nil
	<u>59,50,395</u>	<u>5950395</u>
	=====	=====

40. Key Management Personnel:

Mr. Anush K. Thomas, Managing Director and Mr. Thomas P 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	Nil
Sitting fee (Directors)	66,000	Nil	Nil
Travelling Expenses	1000	44,303	Nil

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

Joseph.P.G
Company Secretary

Thomas P Koshy
Chief Executive Officer

Indukumar.M.G (FCA)
Partner
(M. No. 200004)

Place : Kozhikode
Date: 30.05.2014



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

(Rs.)

	<u>2013-14</u>	<u>2012-13</u>
A. Cash Flow From Operating Activities		
Net Profit / (Loss) before tax and exceptional items	(8,863,475)	(7,443,861)
Adjustments for:		
Depreciation	1,977,011	1,971,296
Interest Expense	11,297,935	9,229,746
Exceptional Items	-	(24,107)
Profit on sale of fixed assets	432,357	(114,500)
Provision for Gratuity	442,371	382,842
	<u>14,149,674</u>	<u>11,445,277</u>
Operating Profit before Working Capital Changes	5,286,199	4,001,416
Adjustments for:		
Trade Receivables	(6,412,647)	3,996,241
Inventories	(2,097,280)	(42,881,109)
Other Current Assets	(3,728,489)	348,390
Trade Payable	2,819,021	5,337,510
Other current liabilities	293,483	213,073
	<u>(9,125,912)</u>	<u>(32,985,895)</u>
Cash generated from operations	(3,839,713)	(28,984,479)
Gratuity Settlement	(364,873)	(208,278)
Prior period expenses	(27,112)	
Direct Taxes (Net of Advances)	226,724	(138,149)
	<u>(3,425,000)</u>	<u>(3,633,278)</u>
Cash flow before exceptional items	(4,004,974)	(32,617,757)
Subsidy received	-	42,000
Net Cash from Operating Activities	(4,004,974)	(32,575,757)
B. Cash Flow from Investing Activities		
Purchase of Fixed Assets	(5,553,881)	(7,515,472)
Sale of Fixed Assets	240,000	125,000
	<u>(5,313,881)</u>	<u>(7,390,472)</u>
Net Cash from Investing Activities	(5,313,881)	(7,390,472)
C. Cash Flow from Financing Activities		
Unsecured Loan	Nil	Nil
Secured Loan repayment	Nil	Nil
Deposits	(88,200)	138,285
Hire purchase Loan	(256,432)	(1,338,876)
Working Capital Borrowings\ (Repayment)	20,722,952	49,257,633
Interest expense	(11,297,935)	9,080,384
	<u>9,080,384</u>	<u>(9,229,746)</u>
NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS	<u>(238,471)</u>	<u>(1,138,933)</u>
	<u>(1,138,933)</u>	<u>196,632</u>
Cash & cash equivalents as at 31st March 2013	(306,914)	537,237
Cash & cash equivalents as at 31st March 2014	68,442	306,914
	<u><u>(238,472)</u></u>	<u><u>(1,138,933)</u></u>



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: 30.05.2014

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



UNIROYAL MARINE EXPORTS LTD.

CIN. L15124KL1992PLC006674

Regd. Off:11/19, Vengalam P O, Calicut, Kerala-673 303

Ph: 0496 – 2633781, 2633782, E-mail: ume@uniroyalmarine.com

Website: www.uniroyalmarine.com

ATTENDANCE SLIP

(To be presented at the entrance)

Reg. Folio/DP & Client No: _____ No .of Shares Held: _____

I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the 22nd Annual General Meeting of the Company to be held on Saturday, September 20, 2014 at 2.30 p.m. at the Registered Office of the Company

Member's Name.....

Proxy's Name.....

.....
Member's/ Proxy's Signature



PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3)
of the Companies (Management and Administration) Rules, 2014)

CIN : L15124KL1992PLC006674
 Name of the Company : Uniroyal Marine Exports Limited
 Registered Office : 11/19, Vengalam P O, Calicut, Kerala-673 303
 Name of the Member(s) :
 Registered address :
 E-mail Id :
 Folio No. /Client ID No. : DP ID No.:

I/We, being the member(s) of.....Shares of the above named Company, hereby appoint

1. Name.....E-mail Id.....

Address.....

.....Signature.....

or failing him/her

2. Name.....E-mail Id.....

Address.....

.....Signature.....

or failing him/her

3. Name.....E-mail Id.....

Address.....

.....Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company to be held on Saturday, September 20, 2014 at 2.30 p.m. at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Resolution No.	Resolution
1	Adoption of accounts	5	Appointment of Mr. Iype Mathew as Independent Director
2	Re-appointment of Mr. V T John	6	Appointment of Mr. Nath Ram as Independent Director
3	Reappointment of Mr. Varghese Thomas	7	Increase in the Borrowing powers of the Company
4	Re-appointment of Auditors	8	To create Charges on the assets of the Company

Signed this day of 2014



Signature of shareholder.....Signature of Proxyholder(s).....

NOTES: 1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

