

ARM POLYMERS LIMITED**17TH ANNUAL REPORT****YEAR 1996-97****BOARD OF DIRECTORS:**

SHRI RAJAT PODDAR Managing Director
 SHRI SANJAY SETH Director
 SHRI ANIL GOENKA Additional Director

GENERAL MANAGER : SHRI JAGDISH S.TIBREWAL

AUDITORS : M/S. O.P.BHANDARI & CO.
 30,OMKAR HOUSE, C.G.ROAD,
 AHMEDABAD - 380 009.

SOLICITORS : M/S. TRIVEDI & GUPTA
 2ND FLOOR,
 KASHMIRA CHAMBERS.,
 AHMEDABAD - 380 009.

BANKERS : VIJAYA BANK
 NAVRANGPURA BRANCH,
 AHMEDABAD - 380.009.

REGISTERED OFFICE : 31 KM STONE
 SANAND-VIRAMGAM HIGHWAY
 VILLAGE IYAVA - 382 170
 TALUKA SANAND
 DISTRICT AHMEDABAD.

WORKS: 1 477, PHASE II,
 G I D C, VATVA,
 AHMEDABAD - 382 445

2 31 KM STONE
 SANAND-VIRAMGAM HIGHWAY
 VILLAGE IYAVA - 382 170
 TALUKA SANAND
 DISTRICT AHMEDABAD.

NOTICE

NOTICE IS HEREBY GIVEN THAT THE SEVENTEENTH ANNUAL GENERAL MEETING OF **ARM POLYMERS LIMITED** WILL BE HELD AT THE REGISTERED OFFICE OF THE COMPANY AT 31 KM STONE, SANAND-VIRAMGAM HIGHWAY, VILLAGE IYAVA - 382 170, TALUKA SANAND, DISTRICT AHMEDABAD ON TUESDAY 30TH SEPTEMBER, 1997 AT 11.00 a.m. TO TRANSACT THE FOLLOWING BUSINESS :-

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet of the Company as at 31st March, 1997 and Profit & Loss Account for the year ended on that date and the Reports of the Directors and the Auditors thereon;
2. To appoint the Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of next Annual General Meeting of the Company and to authorise the Board of Directors to fix their remuneration;

SPECIAL BUSINESS

3. To consider and if thought fit, to pass the following resolution, with or without modifications, as an **Ordinary Resolution**.

"RESOLVED THAT Shri Anil Goenka who vacates office as Additional Director under Section 260 of the Companies Act, 1956 read with Article 137 of the Articles of the Association of the Company, at this meeting be and is hereby appointed as a Director of the Company."

By Order of the Board of Directors
for Arm Polymers Limited

Ahmedabad.
30th August, 1997

Rajat Poddar
Managing Director

Note:

- (a) A Member entitled to attend and vote at the meeting may appoint a proxy or proxies to attend, and on a poll, to vote instead of him. A proxy need not be a member;
- (b) The register of members and Share Transfer Books of the Company will be closed from Saturday 27th September, 1997

MD	✓	BKC	✓
CS	ND	DPY	ND
RO	✓	DIV	ND
TRA	ND	AC	✓
AGM	✓	MS	✓
YE	✓		

ARM POLYMERS LIMITED

to Wednesday 1st October, 1997 (both days inclusive);

- (c) Members are requested to notify immediately any change in their address to Company;
- (d) The proxy form must be lodged at the Registered Office of the Company not later than 48 hours before the meeting;
- (e) Members are requested to consolidate their Shareholdings if having different folios, into one if it is, in the same order of names;
- (f) Shareholder seeking any further information on the accounts and operation of the Company at the Annual General Meeting are requested to send their queries to the Company at the Registered Office at least seven days before the date of the meeting.
- (g) Members who have not encashed their dividend warrants for the financial year 1993-94 are requested to approach the Company for obtaining duplicate dividend warrants.
- (h) The relevant Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 in respect to item 3 set out above is annexed hereto

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 173 of the Companies Act, 1956

Item No. 3

Shri Anil Goenka was appointed by the Board of Director as Additional Director of the Company on dt 14/08/97 under Section 260 of the Companies Act, 1956 read with Article 137 of the Articles of Association of the Company and as such he would hold office upto the date of the ensuing Annual General Meeting of the Company. As required under Section 257, notice have been received by the Company from some members signifying their intention to propose Shri Anil Goenka as a candidate for the office of Director of the Company and requisite deposit has also been received by the Company. Your Directors, therefore recommend you to pass the resolution. Except Shri Anil Goenka, none of the other Directors of the Company is in any way concerned or interested in passing this resolution.

By Order of the Board of Directors
for Arm Polymers Limited

Ahmedabad.
30th August, 1997

Rajat Poddar
Managing Director

DIRECTOR'S REPORT

Dear Members,

Your Directors is presenting the 17th Annual Report and Audited Accounts of the Company for the year ended 31st March, 1997.

WORKING RESULTS:	1996-97	1995-96
Loss before Interest & Depreciation	53,15,657	52,56,164
Interest and Financial Expenses	111,97,752	118,64,490
	165,13,409	171,20,654
Depreciation	26,95,650	28,08,213
Loss For The Year Before Tax	192,09,059	199,28,867

The Company has achieved a sales turnover of Rs.262.47 lakhs against Rs.833 lakhs for 1995-96.

Considering the Audit Report, net worth of the Company is fully eroded during the year. Board of Director of the Company in their meeting dated 30/08/97 passed the necessary resolution in this respect and decided to apply to Board for Industrial & Financial Reconstruction as required by Sick Industrial Companies (Special Provision) Act, 1985.

PERSONNEL:

None of the employee of the Company was in receipt of gross remuneration of Rs.3,00,000 or more per annum and Rs.25,000/- or more per month during the year, hence detail under provision of section 217(2A) of the Companies Act 1956 read with the Companies (Particulars of Employees) Rule 1975 are NIL.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREX EARNING & OUTGO:

The Company's operations involve low energy consumption. Wherever possible energy conservation measures have already been implemented and there are no major areas where further energy conservation measures could be taken. Power factor is consistently maintained at 94% and above. Information in Form No."A" as prescribed under rule (2) is not applicable. As regards technology absorption, no foreign technology is involved. There were no foreign exchange earnings and expenditures during the year.

DIRECTORATE:

Shri Arsal D Dhru resigned as a Director of the Company with effect from 14/08/97. The Directors place on record their appreciation of the valuable advice and guidance given by him while he was a Director of the Company. Shri Anil Goenka was appointed as an Additional Director of the Company with effect from 14/08/97. He will hold office upto the date of ensuing Annual General Meeting. Appropriate resolution is placed for your approval.

FIXED DEPOSITS:

Your Company has not accepted any deposits during the year under review under Section 58A of the Companies Act, 1956.

AUDITORS :

Your auditors M/s O.P.Bhandari & Co. retire at the forth coming Annual General Meeting and offer themselves as eligible, for re-appointment.

APPRECIATION:

The Directors acknowledge their appreciation for the services rendered by the officers, staff and workers of the Company.

For & on behalf of the Board of Directors

Ahmedabad.
30th August, 1997

Rajat Poddar
(Managing Director)