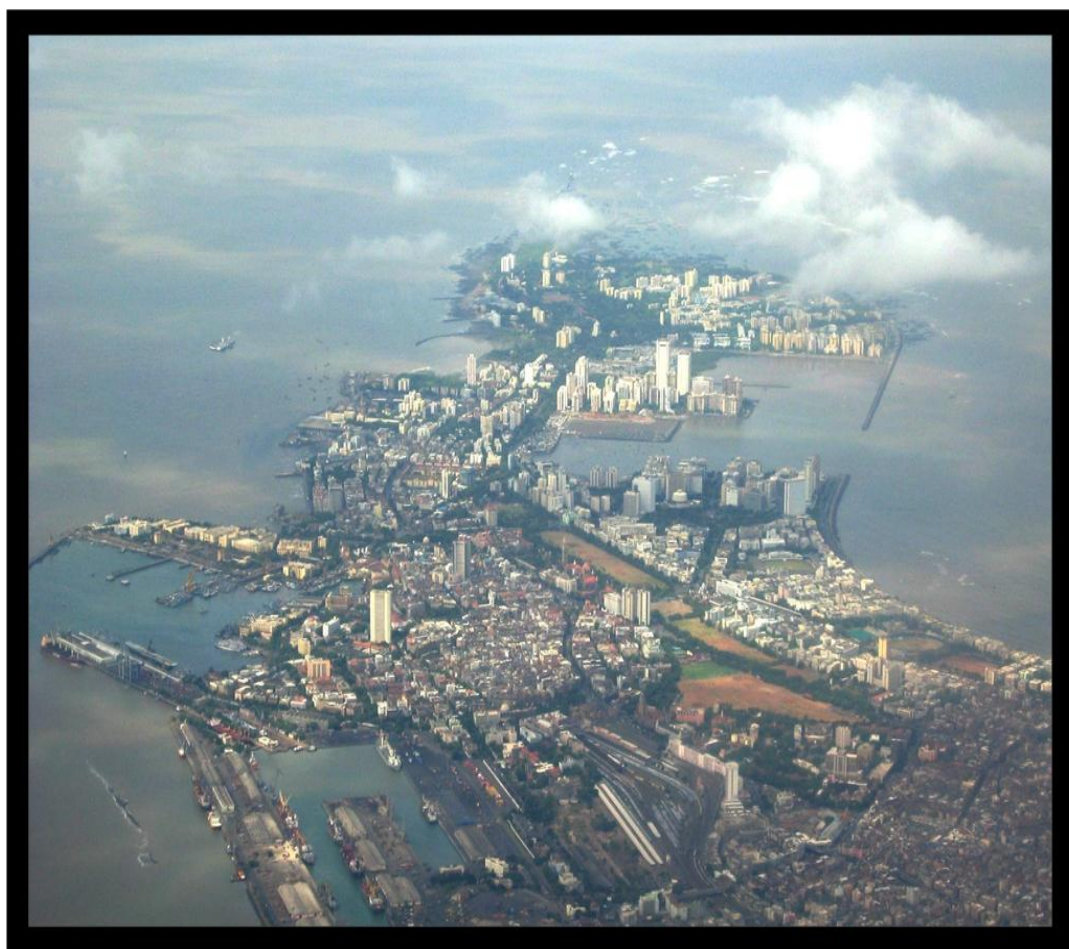


# JMDE PACKAGING & REALTIES LIMITED



## ANNUAL REPORT 2011 - 2012



**1. List of Directors:**

- (i) Mr Devendranath Dubey
- (ii) Mr Mahendra Pandey
- (iii) Mr Kaushik Shah
- (iv) Mrs Rachana Pandya
- (v) Mr Pandurang Chorge

**2. Registered Office:**

502, Sinchan Apartments, Off  
Veera Desai Road,  
Andheri (W)  
Mumbai – 400 053

**3. Banker:**

Bank of India

**4. Name of Registrar:**

M/s. Purva Sharegistry India Pvt. Ltd.

**5. Legal Advisor:**

Mr. Sean Wassoodew

**6. Corporate Office:**

Plot No.326, Shop No.1, Road No. 17,  
Jawahar Nagar, Goregaon (West),  
Mumbai, Maharashtra, India  
Pincode - 400062



## NOTICE

### TO THE SHAREHOLDERS

Notice is hereby given that the Seventeenth Annual General Meeting of the Members of the Company will be held at 502, Sinchan Apartments, Off Veera Desai Road, Andheri (W), Mumbai – 400 053 on Wednesday, 30<sup>th</sup> September, 2012 at 11.00 A.M. to transact the following business:

#### Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet and the Profit & Loss Account for the year ended 31<sup>st</sup> March 2012 and the Directors' Report and Auditors' Reports thereon.
2. To appoint a Director in place of Mr. Mahendra Pandey who retires by rotation and being eligible offers himself for re-election.
3. To appoint M/s Chirawewala & Associates, Chartered Accountants, Mumbai, as Auditors of the company to hold office from the conclusion of this meeting till the conclusion of next Annual General Meeting and to fix their remuneration.

**For and on Behalf of the Board of Directors**

Place: Mumbai

Dated: 30<sup>th</sup> August 2012

**Kaushik Shah**  
**Chairperson**

#### Registered Office:

502, Sinchan Apartments  
Off Veera Desai Road  
Andheri (W)  
Mumbai – 400 053

#### NOTES: -

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY – EIGHT HOURS BEFORE THE TIME FIXED FOR HOLDING THE MEETING IN DEFAULT, THE INSTRUMENT OF PROXY SHALL NOT BE TREATED AS VALID.
2. The Company had already notified closure of Register of Members and Share Transfer Books of the Company September 27, 2012 to September 30, 2012 (both days inclusive).
3. M/s. Purva Shareregistry India Pvt. Ltd., 9 – Shivshakti Industrial Estate, J. R. Borisa Marg, Sitaram Mill Compound, Lower Parel (E), Mumbai – 400 011 has been appointed as Registrar and Share Transfer Agents (STA) of the company. All communications in respect of share transfer and change in the address of the members may be communicated to them.
4. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificate to the STA/Company.
5. Consequent upon the introduction of Section 109A of the Companies Act, 1956, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form 2B (which shall be made available on request) to the STA, M/s. Purva Shareregistry India Pvt. Ltd.



## MANAGEMENT'S DISCUSSION & ANALYSIS

### OVERVIEW:

The Company has closed its packaging division and sold the plant and machinery, including the factory premises and has settled the loan of South Indian Bank. The Company has also started its venture in to the real estate sector. Due to drastic change in the capital requirements and looking at the big ticket players in the sector, the Company finds it has a very small capital base, which is not comfortable in the current business scenario in the real estate market. The growth in the Real Estate Sector and the Information Technology, the new business avenues, which were earlier unavailable, has risen in the real estate sector. The Company has decided to focus on low investment based activities, such as a service provider in the real estate market. On the same lines, the Company is planning to start provision of maintenance services to large commercial and residential buildings, with the latest technology and is also planning to start a real estate based web-portal, called 'homenxt.com' to reduce the hassles in the services to the consumer in the real estate market. The Company hopes that this segment will provide a new dimension for growth in the Company.

### BUSINESS ENVIRONMENT:

The investment required in the real estate segment has become unaffordable and very large for our Company to undertake all at once, but due to the vast expansions of big residential complexes and the growth of commercial hubs across the country, there is a new niche market, available in the form of service providers for these complexes. Looking at the Company's strength and financials, our Company has decided to explore the new avenues thus opened and venture in to other low capital based services. This sector will always, in the view of the management will be a need of the future of the real estate sector, because the existing properties which have been developed in the recent times requires proper and regular maintenance and we see that these services will be greatly accepted and future growth seems very likely.

### PERFORMANCE:

The company's performance during the year ended 31<sup>st</sup> March, 2012 was as under:

	2011 - 2012	2010 - 2011
Sales & Other Income (Rs. In Lacs)	147.16	244.41
PBDIT (Rs. In Lacs)	(31.83)	229.40
PBIT (Rs in lacs)	(32.55)	229.40

### INTERNAL CONTROL & ADEQUACY:

The company has adequate internal control system to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition.

### RISK MANAGEMENT SYSTEM:

We manage our business risk through strict compliance and internal control system.

### OPPORTUNITIES:

The new growth and development in the real estate segments has created a lot of scope for a service provided in the industry to maintain the large commercial and residential premises and to provide an online platform to the consumer, the company is looking at an excellent opportunity for growth in this sector. Moreover a better operational margin, improving the Company's financial in the future is expected.

### RISK AND CONCERNS:

Any adverse change in Real estate business or negative policy of Government will affect our new sector adversely.

**OUTLOOK:**

Company is focusing on service based activities for commercial and residential complexes, with a completely professional setup. The Company is also keen on having an online portal for providing of ancillary services for the properties. These are ongoing facilities for any real estate property, and hence is a lucrative business for the present and the future years. Looking at the investments in the new segments and the income from the segments, the Company is of the view that there will be better returns on the investments because the service segment still has a demand-supply gap and hence there are better opportunities, and this new sector will significantly add to the revenue and the profitability of the Company.

**HUMAN RESOURCE:**

Company has adequate and trained, well experienced personnel. Our employees are highly motivated and work in line of the organizational goal.

**CAUTIONARY STATEMENT:**

The statements made in this report describe the Company's objectives and projections that may be forward looking statements within the meaning of applicable laws and regulations. The actual results might differ materially from those expressed or implied depending on the economic conditions, government policies and other incidental factors, which are beyond the control of the Company.



## DIRECTORS' REPORT

To  
THE SHAREHOLDERS

Your Directors submit their Report and the Audited Accounts of the Company for the year ended 31<sup>st</sup> March 2012.

### FINANCIAL RESULTS

Description	2011 – 2012 (Amt. in Rs.)	2010 – 2011 (Amt. in Rs.)
Profit before Depreciation and Interest	(31,82,758)	23,589,242
Less:- Provision for Depreciation	72,000	-
Interest	-	649,089
Profit / (Loss) before Tax	(32,54,758)	22,940,153
Profit / (Loss) after Tax	(32,69,590)	22,940,153
Balance brought forward from previous year	(3,75,51,295)	(60,491,447)
Profit / (Loss) carried to Balance Sheet	(4,08,20,885)	(37,551,295)

### DIVIDEND

The Board of Directors does not recommend any dividend on Equity shares for the year under consideration.

### OPERATIONS

Various steps to improve the Company's performance have started showing result as is evident from the fact that Company was able to maintain a growth in revenue and profitability significantly than previous year. New line of business of real estate has significantly added to the income of the company.

### FINANCIAL

Finance is the major hurdle for your company. To overcome this, company has allotted during the year share warrants to select group of entities including the Directors. This fund infusion will certainly improve the performance of the company. The current losses of your company are due to the provisions for notional loss in the investment account of Rs. 15,377,800.

### REAL ESTATE BUSINESS

Your Directors have charted out plan to restructure the Company in last year and accordingly company's name had been changed to "JMDE Packaging and Realities Limited" and Objects clause has been altered to incorporate "Real Estate and Construction" business in addition to the packaging business. The said step has started to show result in these years as is evident from the improved performance of your company is regard to revenue as well as profitability. In future too, your directors shall take all out steps to turn around the company.

### OUTLOOK FOR THE COMPANY

During the year under review Company's revenue and profitability has improved significantly. Its new line of real estate business has significantly added to the revenue and in turn to the profitability of the Company. In future company plans to take various steps/options to improve the performance of the company. Taking new projects in joint venture or exiting from the packaging business are some of the steps which are being looked into.

### LISTING

The Equity Shares of the Company are listed on the Bombay Stock Exchange (BSE). The Company has paid the Annual Listing Fees to the Bombay Stock Exchange for the year 2011 - 2012.

### DIRECTORS

Mr. Mahendra Pandey would retire by rotation at the ensuing Annual General Meeting and is eligible for re-appointment.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

As specifically required under the Companies Act, 1956, your Directors state:

- i. that in the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii. that such accounting policies have been selected which have been applied consistently and judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company in the Balance Sheet as at the end of the financial year ended 31<sup>st</sup> March, 2012 and of the Profit and Loss Account for the said financial year, i.e. April 1, 2011 to March 31, 2012.
- iii. that 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 have been taken from the day Factory came to the possession of the management.
- iv. that the Annual Accounts have been prepared on a going concern basis.

## **CORPORATE GOVERNANCE**

A Report on Corporate Governance in compliance with the Bombay Stock Exchange Listing Agreement is attached and forms part of this Report.

## **PARTICULARS OF EMPLOYEES**

The Company does not have any employee whose particulars are required to be given pursuant to the provisions of section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

## **PARTICULARS UNDER SECTION 217 (1) (e) OF THE COMPANIES ACT, 1956**

In accordance with the requirements of section 217 (1) (e) of the Companies Act 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Director) Rules, 1988, statement showing particulars with respect to conservation of energy is given in the Annexure.

## **AUDITORS**

The Auditors M/s. Chirawewala & Associates, Chartered Accountants, Mumbai the Auditors of the Company would retire at the conclusion of the ensuing Annual General Meeting and have expressed their desire to continue as Auditors of the Company, if appointed. Your Directors recommend their appointment as Auditors of the Company.

## **ACKNOWLEDGEMENTS**

The Directors wish to place on record their deep appreciation for the services rendered by the officers, staff and workers at all level, and their dedication and loyalty.

**FOR AND ON BEHALF OF THE BOARD**

Place: Mumbai  
Date: 30<sup>th</sup> August, 2012

**KAUSHIK SHAH**  
**CHAIRPERSON**

## **ANNEXURE TO DIRECTORS' REPORT**

Disclosure of particulars with respect to conservation of Energy, technical absorption, Foreign Exchange earning and outgo as required under Companies (Disclosure of Particulars in the report of Board of Directors) Rule, 1988 and forming part of the Report of Board of Directors for the year ended 31<sup>st</sup> March, 2009.

### **A. CONSERVATION OF ENERGY :**

(a) Energy Conservation Measures Taken: All possible efforts were made during the period, to ensure reduction in consumption of Electricity & fuel.

(b) Additional Investment in Proposal if any, being implemented for reduction of consumption of energy: No additional investment is envisaged.

(c) Impact of above measures:

As a result of measures taken by the Company, consumption of electricity and fuel has been kept at reasonable level.

### **B. TECHNOLOGY ABSORPTION :**

The company has not adopted any foreign technology for its products.

### **C. FOREIGN EXCHANGE EARNING AND OUTGO :**

There were no foreign exchange inflows or outflows during the year.