

25TH ANNUAL REPORT (2008-2009)

OF

LALIT POLYMERS

&

ELECTRONICS LIMITED

Report Junction.com

Corporate Information

Registered Office- D-2, MIDC Area, Jejuri, Purandhar Taluka, Pune-412303

Board of Directors-

1. Mr. Shamsunder J Chabria
2. Mr Sanjay S Chabria
3. Mrs. Priyadarshini Kanoria
4. Mr. Sanjay Kumar Kanoria
5. Mr. Munna Lal Goyal
6. Mr. Pradeep Sahani
7. Mr. Vimal Kumar Sharma

Banker-

State Bank of India,
Jejuri, Pune

Dena Bank

Auditors-

M/s RSVA & Company
Chartered Accountants,
Mumbai

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that 25th Annual General Meeting of the Shareholders of Lalit Polymers & Electronics Limited will be held on Wednesday, 30th September, 2009 at 4.00 p.m. at its registered Office at D-2, MIDC Area, Jejuri, Purandhar Taluka, Pune-412303, Maharashtra to transact the following business-

ORDINARY BUSINESS-

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2009, the Profit & Loss account for the financial-year ended on that date together with report of the Board of Directors and Auditors there on.
2. To appoint director in place of Mr. Shyamsunder J. Chabria, who retires by rotation and being eligible for re-appointment.

SPECIAL BUSINESS-

3. 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 proviso to sub section (6) (a) of section 224 of the Companies Act, 1956, M/s. M S Goyal & Associates, Chartered Accountants, be and are hereby appointed as Auditors of the Company to fill the vacancy caused by the resignation of M/s RSVA & Company, Chartered Accountants(Auditors appointed by the shareholders in its 24th Annual General Meeting), to hold the office from the date of this meeting until the conclusion of the next Annual General Meeting of the Company and the board of directors of the company be and hereby authorized to fix their remuneration in connection with the audit of accounts of the company.”

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

“RESOLVED THAT in accordance with the provisions of the section 257 and all other applicable provisions if any, of the Companies Act, 1956, Mr. Sanjay Kumar Kanoria who was appointed as an Additional Director and who cease to hold office as per the provisions of section 260 of the Companies Act, 1956 at this Annual General meeting and in respect of whom the Company has received a notice from a member in writing proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

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



“RESOLVED THAT in accordance with the provisions of the section 257 and all other applicable provisions if any, of the Companies Act, 1956, Mrs. Priyadarshini Kanoria who was appointed as an Additional Director and who cease to hold office as per the provisions of section 260 of the Companies Act, 1956 at this Annual General meeting and in respect of whom the Company has received a notice from a member in writing proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

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

“RESOLVED THAT in accordance with the provisions of the section 257 and all other applicable provisions if any, of the Companies Act, 1956, Mr. Munna Lal Goyal who was appointed as an Additional Director and who cease to hold office as per the provisions of section 260 of the Companies Act, 1956 at this Annual General meeting and in respect of whom the Company has received a notice from a member in writing proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

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

“RESOLVED THAT in accordance with the provisions of the section 257 and all other applicable provisions if any, of the Companies Act, 1956, Mr. Pradeep Sahani who was appointed as an Additional Director and who cease to hold office as per the provisions of section 260 of the Companies Act, 1956 at this Annual General meeting and in respect of whom the Company has received a notice from a member in writing proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

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

“RESOLVED THAT in accordance with the provisions of the section 257 and all other applicable provisions if any, of the Companies Act, 1956, Mr. Vimal Kumar Sharma who was appointed as an Additional Director and who cease to hold office as per the provisions of section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice from a member in writing proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

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

“RESOLVED FURTHER THAT in accordance with the provisions of the section 198, 269, 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956(“Act”) (including any statutory modifications or re enactment thereof for the time being

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in force) , approval of the members be and is hereby accorded to the appointment of Mr. Vimal Kumar Sharma as Whole Time Director (Designated as “ General Manager”) liable to retire by rotation, for a period of 3 years with effect from 1st October, 2009 and remuneration subject to ceiling of Rs. 10 lacs per annum to be paid is hereby approved, with the liberty and power to the board of Directors (including its constituted for the purpose) to grant increment and to alter & vary from remuneration limits as specified in Schedule XIII of the Act or any amendment thereof.”

By the order of the Board of Directors

Date: 04.09.09
Place: New Delhi

(Sanjay Kumar Kanoria)
(Director)

Notes:

1. A member entitled to attend and vote at the Annual General Meeting (the meeting) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be member of the Company. The instrument appointing the proxy should, however be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the meeting.
2. Corporate members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf in the meeting.
3. Members are requested to kindly bring their copies of the Reports and Accounts to the meeting.
4. The register of Members and share transfer books of the Company will remain closed from 22nd September, 2009 to 30th September, 2009(both days inclusive).
5. Members are requested :
 - (i) To kindly notify the change of the address, if any to the Company.
 - (ii) To deposit the duly completed attendance slip at the meeting.

Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956



Item no. 3

Proviso to section 224 (6)(a) of the Companies Act, 1956 lays down that where vacancy in the office of the Auditor is caused by the resignation of the existing Auditor, the vacancy shall be filled by the Company in General Meeting. Hence this resolution is for the approval by the members.

The Letter of resignation of M/s RSVA & Co. may be inspected at the registered office of the Company during the business hours on any working day. M/s M S Goyal & Associates, Chartered Accountants have given consent to act as Statutory Auditors of the company.

None of the directors are interested or concerned in the proposed resolution.

Item no. 4

Mr. Sanjay Kumar Kanoria, appointed as an Additional Director of the Company and pursuant to the provisions of section 260 of the Companies Act, 1956 read together with the provisions of the Articles of Association of the Company, be hold office only up to the conclusion of the Annual General Meeting. A member has given notice pursuant to section 257 of the Companies Act, 1956 signifying his intention to propose Mr. Sanjay Kumar Kanoria as Director at the ensuing Annual General Meeting.

Mr. Sanjay Kumar Kanoria is B.A. from Boston University (USA). He has 25 years experience in Sugar and Pipe Industry.

The Board of Directors recommends that he may be appointed as Director of the Company. None of the Directors except Mr. Sanjay Kumar Kanoria and Mrs. Priyadarshini Kanoria is interested/ concerned in the resolution.

Item no. 5

Mrs. Priyadarshini Kanoria, appointed as an Additional Director of the Company and pursuant to the provisions of section 260 of the Companies Act, 1956 read together with the provisions of the Articles of Association of the Company, be hold office only up to the conclusion of the Annual General Meeting. A member has given notice pursuant to section 257 of the Companies Act, 1956 signifying his intention to propose Mrs. Priyadarshini Kanoria as Director at the ensuing Annual General Meeting.

Mrs. Priyadarshini Kanoria is a Graduate. She has 13 years experience in this Industry.

The Board of Directors recommends that she may be appointed as Director of the Company. None of the Directors except Mr. Sanjay Kumar Kanoria and Mrs. Priyadarshini Kanoria are interested/ concerned in the resolution.



Item no. 6

Mr. Munna Lal Goyal, appointed as an Additional Director of the Company and pursuant to the provisions of section 260 of the Companies Act, 1956 read together with the provisions of the Articles of Association of the Company, be hold office only up to the conclusion of the Annual General Meeting. A member has given notice pursuant to section 257 of the Companies Act, 1956 signifying his intention to propose Mr. Munna Lal Goyal as Director at the ensuing Annual General Meeting.

Mr. Munna Lal Goyal is B.A., L.L.B., Sahitya Ratna and retired from the Indian Administrative Services. During his service tenure, he has occupied various administrative posts like Collector and District Magistrate, Director, Rajasthan Tourism, M.D. Rajasthan State Hotel Corporation, Director of Industries, Rajasthan, Secretary to Govt. Power and Alternate sources of Energy and presently Mr. Goyal is council member of Governing body of Rajasthan State Productivity council and engage with various social organization.

The Board of Directors recommends that he may be appointed as Director of the Company. None of the Directors except Mr. Munna Lal Goyal is interested/ concerned in the resolution.

Item no. 7

Mr. Pradeep Sahani, appointed as an Additional Director of the Company and pursuant to the provisions of section 260 of the Companies Act, 1956 read together with the provisions of the Articles of Association of the Company, be hold office only up to the conclusion of the Annual General Meeting. A member has given notice pursuant to section 257 of the Companies Act, 1956 signifying his intention to propose Mr. Pradeep Sahani as a Director at the ensuing Annual General Meeting.

Mr. Pradeep Sahani is B.Com, MBA having more than 20 years experience in Business.

The Board of Directors recommends that he may be appointed as Director of the Company. None of the Directors except Mr. Pradeep Sahani is interested/ concerned in the resolution.

Item no. 8

Mr. Vimal Kumar Sharma, appointed as an Additional Director of the Company and pursuant to the provisions of section 260 of the Companies Act, 1956 read together with the provisions of the Articles of Association of the Company, be hold office only up to the conclusion of the Annual General Meeting. A member has given notice pursuant to section 257 of the Companies Act, 1956 signifying his intention to propose Mr. Vimal Kumar Sharma as a Director at the ensuing Annual General Meeting.

Mr. Vimal Kumar Sharma is B.Tech having more than 25 years experience.



The Board of Directors recommends that he may be appointed as Director of the Company. None of the Directors except Mr. Vimal Kumar Sharma is interested/ concerned in the resolution.

Item no. 9

Mr. Vimal Kumar Sharma is an Engineer with more than 25 years Industry experience. He joined the group as General Manager.

A member has given notice pursuant to section 257 of the Companies Act, 1956 signifying his intention to propose Mr. Vimal Kumar Sharma as a Director at the ensuing Annual General Meeting.

The terms and conditions stated in this notice may be deemed to be an abstract of the terms of the contract of appointment, as required to be disclosed under Section 302 of the Companies Act, 1956 appointment of Whole Time Director and payment of remuneration requires the approval of Shareholders by an ordinary Resolution. The Board recommends the resolution for adoption.

None of the Directors except Mr. Vimal Kumar Sharma is interested/ concerned in the resolution.

By the order of the Board

Place: New Delhi


(Sanjay Kanoria)

Date: 4th September, 2009

(Director)



Director's Report

To,

The Members,

Your Directors take their pleasure in presenting the Audited Statement of Accounts for the financial year ended 31st March, 2009.

FINANCIAL HIGHLIGHTS

Particulars	YEAR ENDED AS ON (Audited)	
	31.03.09	31.03.08
Income from Operations	0.40	2.65
Other Income	0.00	4.88
Total Income	0.40	7.53
Total Expenditure	23.91	8.31
Profit Before Depreciation Interest and Tax	(9.82)	(0.78)
Depreciation	13.69	13.69
Interest	0.00	0.00
Profit Before Tax	(23.51)	(14.47)
Provision for Tax	0.00	0.00
Profit After Tax	(23.51)	(14.47)

DIVIDEND

Due to continuing Losses, the Directors are not in a position to recommend any payment of dividend to its Shareholders.

FUTURE OUTLOOK

The thrust on the infrastructure by the government have spurred the demand of the products of the company. Your Company is making efforts to tie up with contracting companies for meeting their requirements of GRP pipes for these projects.

MATERIAL CHANGES

M/s B.S. Traders Pvt. Ltd (BSTPL) along with M/s Alok Fintrade Pvt. Ltd. (AFPL) and M/s Landmark Dealers Pvt. Ltd. (LDPL) known as Acquirer and PAC (collectively called as Acquirer) have entered into a Share Purchase Agreements ("SPA") on 15th May, 2009 to acquire an aggregate of 30, 29,696 (50.50%) fully paid up equity shares of Rs. 10/- each representing of the total issued, subscribed, paid up capital and voting rights of our company, from the promoters, promoters Group of our company and Sanman Coatings Pvt. Limited at a negotiated price of Rs. 7.00 (Rs. Seven only) per fully paid up share in cash. Acquirer and PAC have also made an open offer to the equity shareholders of your company pursuant to Regulation 10 and Regulation 12 of SEBI (SAST) Regulations, 1997 in relation to the substantial acquisition of shares or voting rights with change in control and management of your company to acquire 12,00,000 equity shares of Rs.10.00 (Rs. Ten only) each representing 20% of the total equity share capital and resultant voting rights of our company at an offer price of Rs. 7.00 (Rs. seven only) per fully paid up equity share payable in cash.

PREFERENTIAL ALLOTMENT

During the financial year 2008-09, the Company has made preferential allotment of 3,13,302 shares of Rs. 10 each to the promoter group.

DIRECTORS

In terms of Articles of Association and the provisions of Companies Act, 1956, Mr. Shyamsunder Chabria, Director of the company will retire by rotation at ensuing AGM, and being eligible, offer himself for re-appointment.

Mr. Sanjay S Chabria and Mr. Shyamsunder Chabria, Directors of the company, resigned from the Board with effect from 30th July, 2009 as Managing Director and Executive Director respectively. However, they will continue to be on Board of Director as Non Executive Directors of the company.

Mr. Harish N. Motiwalla has resigned from Board of Directors of the company with effect from 1st July, 2009. The Board placed on record its appreciation for the valuable services rendered by him during his tenure as Director of the company.

Mr. Sanjay Kanoria, Mrs. Priyadarshini Kanoria, Mr. Vimal Sharma, Mr. Munna Lal Goyal, Mr. Pradeep Sahani were appointed as Additional Directors by the Board of Directors to hold the office till the forthcoming Annual General Meeting. Notices have been received from the shareholders for appointment of Mr. Sanjay Kanoria, Mrs. Priyadarshini Kanoria, Mr. Vimal Sharma, Mr. Munna Lal Goyal, and Mr. Pradeep Sahani as Directors of the company. Necessary resolutions seeking the approval of the shareholders for the aforesaid appointment and re-appointment of directors, form part of the notice, convening the Annual General Meeting.

Brief resume of the Directors proposed to be re-appointed and appointed, are provided in the Notice of Annual General Meeting.