

LAWRESHWAR POLYMERS LIMITED



16th Annual Report
2009-10

A-243(A) ROAD NO. 6, V. K. I. AREA, JAIPUR - 302 013

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CORPORATE INFORMATION**Board of Directors**

Ramesh Chand Agarwal
Chairman

Raj Kumar Agarwal
Managing Director

Rakesh Akar
K.K.Gupta
Sidharth Singh
Radhe Shyam Mangal
Independent Directors

Naresh Agarwal
Executive Director

Board Committees**Audit Committee**

Radhe Shyam Mangal
Rakesh Akar
Sidharth Singh

Remuneration Committee

Radhe Shyam Mangal
Rakesh Akar
Sidharth Singh

Shareholders' / Investors Grievance Committee

Radhe Shyam Mangal
Rakesh Akar
Sidharth Singh

Statutory Auditor

M/s A. Bafna & Co.
Chartered Accountants
K-2, Raj Apartment
Keshav Path, C-Scheme
Jaipur 302 001

Internal Auditor

M/s B. Vishal & Co.
Chartered Accountants
405, Surya Chamber
Nehru Bazar,
Jaipur - 302 003

Cost Auditor

M/s Rajesh & Company
Cost Accountants
8, Chitragupt Nagar
Jyoti Nagar Rly Crossing
Jaipur-302 005

Banker

AXIS Bank Limited
A-8, Rama Heritage,
Vidhyadhar Nagar
Jaipur-302 012 (Raj)

Regd. Office & Works

A-243 (A), Road No. 6
V. K. I. Area, Jaipur - 302 013
e-mail: info@leharfootwear.com
URL: www.leharfootwear.com

Registrar & Share Transfer Agent

Big Share Services Pvt. Ltd.
E-2, Ansa Industrial Estate, Sakivihar Road,
Saki Naka, Andheri (E), Mumbai-400 072.
Email: info@bigshareonline.com
URL: www.bigshareonline.com

Notice

Notice is hereby given that the Sixteenth Annual General Meeting of the Members of Lawreshwar Polymers Ltd. will be held at Registered Office at A-243 (A) Road No: 6 V.K.I.Area, Jaipur-302013 on Thursday the 30th September, 2010 at 11.30 A. M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2010 and Profit & Loss Account for the year ended on that date together with the reports of the Directors and Auditor thereon.
2. To appoint a director in place of Shri Radhe shyam Mangal, who retire by rotation and being eligible, offers himself for reappointment.
3. To appoint a director in place of Ramesh Chand Agarwal, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint Auditor and fix their remuneration.

SPECIAL BUSINESS

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

"RESOLVED THAT Sidharth Singh who was appointed as an Additional Director of the Company under section 260 of the Companies Act, 1956, and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice, under sec 257 of the Companies Act, 1956, from a member, be and is hereby appointed as a Director 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 pursuant to the provisions of sec 314(1)(b) & other applicable provisions of the Companies act, 1956 & subject to the approval of the Shareholders of the company in the ensuing General Meeting, Mrs. Megha Lodha (Relative of Managing Director) be & is hereby appointed on a Monthly Remuneration of Rs. 18000/- per month (Rupees Eighteen Thousand Only) w.e.f. 01st April, 2010 as per the terms & conditions decided by the Board of Directors & approved by the Shareholders in the next General Meeting.

RESOLVED FURTHER THAT the Board of directors be and is hereby authorized to increase the remuneration of Mrs. Megha Lodha as the Board may decide from time to time with in the permissible limits of sec 314 of the company act, 1956.

RESOLVED FURTHER THAT Shri Naresh Agarwal (Executive Director) of the Company is hereby authorized to do all such acts, deeds, Matter & things as may required giving complete effect to this transaction on behalf of the Company.

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

"RESOLVED THAT pursuant to respective provision(s) of Sec. 61 and other applicable provisions, if any, of the Companies Act, 1956, and other applicable rules, regulations, guidelines, and other statutory provisions for the time being in force, approval of the Members of the Company be & is hereby granted and the Board of Directors (hereinafter called the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), be & is hereby authorized to vary the terms referred to in the Company's Prospectus dated, January 19, 2007 (Prospectus) including to vary and/or revise the utilization of the proceeds of the Initial Public Offering ("IPO") of the equity shares made in pursuance of the said Prospectus, namely for the general corporate purpose & are hereby varied as per details furnished in the explanatory statement.

"RESOLVED FURTHER THAT the Board be & is hereby authorized to delegate all or any of the powers herein conferred to any committee of Directors or any other officer(s) / Authorized Representative(s) of the Company to give effect to the aforesaid resolution."

By the order of the Board
For Lawreshwar Polymers Limited

(Ramesh Chand Agarwal)
Chairman

PLACE: Jaipur
DATED: 04.09.2010

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING 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. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 25th September 2010 to Thursday, 30th September 2010 (both days inclusive).
3. Non-Resident Indian Shareholders are requested to inform M/s Big Share Services Private Limited, the Registrar and Transfer Agent of the Company immediately about:
 - a) the change in the Residential status on return to India for permanent settlement.
 - b) the particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank, if not furnished earlier.
4. Members requiring information on the accounts are requested to write to the company at least 10 (Ten) days before the date of the meeting to enable the company to furnish the information.
5. Members are requested to:
 - i) Intimate change in their Registered Addresses, if any, in respect of Equity Shares held in electronic form (Dematerialized form) to their Depository Participant(s).
 - ii) Intimate the Registrar & Share Transfer Agent about any change in their Registered Addresses in respect of equity shares held in physical form.
 - iii) Quote the registered folio number / DP-ID and CL-ID in all future correspondence.
 - iv) To address their grievances to the Company Secretary, if they require at the Registered Office of the Company.
6. Members are requested to please bring their copies of Annual Report at the meeting.
7. Members and Proxies attending the meeting should bring the attendance slip duly filled in for attending the meeting.
8. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of the Special business mentioned under Item No. 5 of the Notice is annexed hereto.
9. Members are informed that in case of Joint holders attending the meeting, only the joint holder higher in the order of the names will be entitled to vote.
10. Corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
11. As required under Clause 49 of the Listing Agreement, the Particulars of Director proposed to be appointed / re appointed are being published in this Annual Report as Annexure "A".

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF COMPANIES ACT, 1956.
Item No: 5

The Board of Directors of the Company (The Board), under Section 260 of the Companies Act, 1956 (The Act) and Article 95 of the Articles of Association of the Company, appointed Shri Sidharth Singh as an Additional Director as Non Executive Independent Director of the Company with effect from July 03, 2010.

In terms of Section 260 of the Act, Shri Sidharth Singh holds office up to the date of this Annual General Meeting.

The Company has received a notice in writing from a member along with a deposit of Rs.500/- proposing the candidature of Shri Sidharth Singh for the office of Director of the Company under section 257 of the Act.

Shri Sidharth Singh is not Disqualified from being appointed as Director under Section 274(1) (g) of the Act and has complied with the requirement of obtaining the Director Identification Number in terms of Section 266A of the Act. The Company has received the requisite form "DD-A" from Shri Sidharth Singh, in terms of Companies (Disqualification of Directors under section 274(1)(g) of the Companies Act 1956) Rules 2003, confirming his eligibility for such appointment.

A brief resume of Shri Sidharth Singh, nature of his expertise in specific functional areas and names of companies in which he holds directorship and memberships/chairmanships of Board Committees, as stipulated under clause 49 of the Listing Agreement with the Stock Exchange in India, are provided in "Annexure A" forming part of the Annual Report.

None of the Directors except Shri Sidharth Singh, being the appointee interested in the resolution.

Item No: 6

The Board of Directors, in their meeting held on 01/04/2010 has resolved to propose to the shareholders for their approval in the ensuing Annual General Meeting for Appointment of Mrs. Megha Lodha (relative of Managing Director) as a CEO (operation) for a monthly Remuneration for Rs 18000.00 (Rs Eighteen Thousand per Month)

Mrs. Megha Lodha is Commerce Graduate along with MBA. Her expertise in the field of finance, Accounts & Marketing has always been of immense value and help to the Company and is well aware of each and every aspect of business and handling them at well. Your Board of Directors recommends that Appointment of Mrs. Megha Lodha will greatly enhance the value of the Company.

Your Directors recommend the annexed resolution for your approval.

None of the Directors except Mr. Naresh Agarwal, being the Executive Director and Mr. Raj Kumar Agarwal, Managing Director and Mr. Ramesh Chand Agarwal, Director- Chairman of the Company, being relative is interested in the resolution.

Item No: 7

The IPO of the Company was planned with certain objects, as more particularly stated and described under section titled "Objects of the Issue" in the prospectus, as were considered appropriate and necessary by the management at that point of time. As discussed in the Prospectus, the fund requirements and deployment schedules set out therein were dependent on factors such as geological assessments, exchange or interest rate fluctuations, changes in design or configuration of the project, and other external factors. This necessitates a revision in the planned expenditure and deployment schedule for the projects identified for using the proceeds of the IPO ("Identified Projects") for instances the board have incorporate a new Company making the Subsidiary of the Company in the Name of JMR Mobilink Private Limited in the state of Rajasthan for the purpose of revise / reschedule the balance capital expenditure programme of the Company. The Board of Directors considers it prudent to utilize the unspent IPO Proceeds for purposes other than those mentioned in the Prospectus so as to maximize the return on investment for the shareholders of the Company.

Pursuant to the provisions of Section 61 of the Companies Act, 1956, a company cannot vary the terms referred to in the Prospectus except subject to approval of or except of authority given by the Company in a General Meeting. Accordingly it is considered appropriate to seek approval of members to confer authority in favour of the Board for utilization of the unutilized portion of the IPO proceeds for purposes other than those stated in the prospectus. Accordingly approval of the members is sought to the special resolution as more particularly stated in the resolution as set out at Item No. 7 of the accompanying notice.

None of the Directors is interested or concerned in the said resolution.

By the order of the Board
For Lawreshwar Polymers Limited

PLACE: Jaipur
DATED: 04.09.2010

(Ramesh Chand Agarwal)
Chairman

ANNEXURE "A" TO THE NOTICE CALLING 16th ANNUAL GENERAL MEETING:

Information pursuant to Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors who are proposed to be appointed / re-appointed at the ensuing Annual General Meeting to be held on September 30, 2010:

Name of Director	Radhe Shyam Mangal	Ramesh Chand Agarwal	SIDDARTH SINGH
Age	59 Years	58 Years	26 Years
Date of Appointment	23.07.2005	11.05.2009	
Designation	Non Executive Independent Director	Non Independent Executive Director	Non Executive Independent Director
Expertise in specific functional area	He is a Practicing Chartered Accountants and senior partner of R.S. Mangal & Co., he has a vast knowledge & expertise in audit of Banks, Public & Private Limited Companies	Shri Ramesh Chand Agarwal is a Commerce Graduate. His expertise in the filed of finance, Accounts & Marketing has always been of immense value and help to the Company and has more than 20 years of experience in footwear business and is well aware of each and every aspect of business and handling them at well	Shri Sidharth Singh is a Commerce Graduate. His expertise in the filed of finance, Accounts & Marketing has always been of immense value and help to the Company and has more than 05 years of experience in footwear business and is well aware of each and every aspect of business and handling them at well, is a Commerce Graduate.
Qualification	C.A	B.COM	B.COM
Directorship in other Public Limited Companies as on 31/03/2010	NIL	NIL	NIL
Member/Chairman of the Committees of the Board of other Companies as on 31/03/2010	NIL	NIL	NIL

DIRECTORS REPORT

To,

All the Shareholders,

Your Directors have pleasure in presenting the Sixteenth Annual Report of the company together with the Audited financial accounts for the financial year ended on 31st March 2010.

FINANCIAL RESULTS:

Particulars	(Rs. In lacs)	
	2009-2010 (Audited)	2008-2009 (Audited)
Sales	3021.51	2836.13
Profit before Depreciation & Tax	170.45	85.76
Profit before Tax	94.42	9.40
Provision for Tax (Current & Deferred Tax)	19.59	8.23
Net Profit	74.83	15.27
Appropriation		
Dividend	NIL	NIL
Balance b/f from the previous year	216.60	201.33
Transferred to General Reserve	NIL	NIL
Transferred to Reserve & Surplus	281.43	216.60

Operational Review

Your Company has achieved turnover of Rs. 3021.52 Lacs as against Rs. 2836.13 Lacs in the previous year. The Net Profit of the Company is Rs 74.83 Lacs as against Rs 15.27 Lacs in the previous year.

Tribute to Shri K.P.SINGH

The Board of Directors noted with deep regret the sad demise of the Company's independent Director, Shri K.P.SINGH on July 03, 2010. Mr. K.P.SINGH was a visionary, philanthropist, apart from being a leading industrialist. Spiritual strength and moral values were part of his personal credo. Mr. K.P.SINGH was known for his dignified unassuming personality, intellect, meticulous planning, deep regard for punctuality, business acumen and dynamic leadership.

Mr. Sidharth Singh has been appointed as Additional Director of the Company w.e.f. July 03, 2010 in place of Shri K.P.Singh as Non Executive Independent Director.

Directors

As per Article 107 and 108 of Article of Association of the Company Shri Ramesh Chand Agarwal and Shri Radhe Shyam Mangal, Directors of the Company are liable to retire by rotation in the forthcoming Annual General Meeting and being eligible, offer themselves for reappointment.

Directors Responsibility Statement.

Pursuant to section 217 (2AA) of the Companies Act, 1956, your Directors hereby confirm that:

- in the preparation of Annual Accounts of the Company the applicable Accounting Standards have been followed along with proper explanation to material departure from the same, if there any.
- the Directors have selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true & fair view of the state of affairs of the Company at the end of the financial year ended March 31st, 2010 and of the Profit of the Company for the year ended on that date.
- the Directors have 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 irregularity.
- the Directors have prepared the Annual Accounts of the Company on a going concern basis.

PARTICULARS OF EMPLOYEES REQUIRED UNDER SECTION 217 (2A) OF THE COMPANIES ACT, 1956

None of the Employee of the Company has been paid such remuneration which attracts provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, hence requirement of disclosure under section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 doesn't arise.

Auditor and Auditor's Report

M/s A. Bafna & Company, Chartered Accountants, Jaipur holds office until the conclusion of the ensuing Annual General Meeting and being eligible and offer themselves for re-appointment. The Company has received a letter from the Auditors to the effect that their appointment, if made would be within the prescribed limit u/s 224 (1B) of the Companies Act, 1956 and also that they are not otherwise disqualified within the meaning of section 226 (3) of the Companies Act, 1956. Notes on Accounts and significant Accounting Policies are self explanatory hence not require any further clarification.

Subsidiary

The Company has incorporated a subsidiary Company in the name of Swastik Polyblend Private Limited in the State of New Delhi AS on 05/02/2010.

Further the Company has also incorporated a Subsidiary Company in the name of JMR Mobilink Private Limited as on 16/07/2010, The Company will enter in the Mobile & Communication Sector.

Dividend

To conserve the resources of the Company for its future growth, the Board of Directors of the Company are not recommending any dividend for the financial year 2009-2010

Public Deposits

During the year ended March 31st, 2010, your Company has not accepted any deposits from the public.

Future Plans

The Company will enter in the Mobile & Communication Sector, therefore, the Company has incorporated a Subsidiary Company in the name of JMR Mobilink Private Limited as on 16/07/2010.

Further, the company will install 3 new machines for manufacturing of PU footwear during the financial year 2010-11. new machines for manufacturing of PU footwear during the financial year 2010-11.

Management Discussion and Analysis

A detailed review of operational performance and future outlook of the Company is given under the "Management Discussion and Analysis Report" which forms part of this Report.

CONSERVATION OF ENERGY, TECHNOLOGY, FOREIGN EXCHANGE EARNINGS AND OUTGO

Information in accordance with the provisions of section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 are given in Annexure "B" to this report.

Acknowledgement

The Directors of your Company acknowledge a deep sense of gratitude for the continued support extended by Investors, Customers, Business Associates, Bankers and Vendors. Yours Directors place on record their appreciation for the significant contribution made by the employees at all levels through their hard work and dedication.

The Directors also thanks the various Government and Regulatory Authorities and last but not the least the Shareholders for their patronage, support and faith in the company. The Board looks forward to their continued support in the years to come.

For and on behalf of the Board

PLACE: Jaipur
 DATED: 04.09.2010

(Ramesh Chand Agarwal)
 Chairman

Annexure "B" to the Directors' Report
A. CONSERVATION OF ENERGY

As per Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988, the Company is not required to disclose the particulars in relation to Conservation of Energy and Technology Absorption under the Companies Act, 1956 read with Companies (Disclosure of particulars in the report of Board of Directors) Rules 1988, in respect of Conservation of energy and technology absorption are not applicable to your company.

Your Directors would like to assure you that every measure is taken to save and conserve energy at all the stages of operation.

The manufacturing unit of the company is well planned and adequately equipped for ensuring optimum energy utilization.

FORM 'B'

Form for Disclosure of particulars with respect to Technology Absorption:	
A	RESEARCH & DEVELOPMENT (R & D):
1.	Specific areas in which R & D carried out by the Company: The company is making all efforts on continuous basis for development of products as per customer's requirement for expanding its market share and to optimize its cost of production to face successfully the stiff competition.
2.	Benefits derived as a result of the above R & D: New consumer preferred products to drive growth and continuous product optimization for funding growth with an absolute focus on quality and cost effectiveness.
3.	Future plan of action: The Company will continue to focus on developing high quality products to drive growth and a relentless focus on reducing cost to fund growth.
4.	Expenditure on R & D:
	Capital Nil
	Recurring Nil
	Total Nil
	Total R&D expenditure as a percentage of total turnover N. A.

B	TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION:	
1.	Efforts in brief, made towards Technology absorption, adaptation and Innovation:	
	The Technology used for manufacturing of products of the Company is fully absorbed and new innovations in process control, product development, cost reduction and quality improvements are being made on continuous basis.	
2.	Benefits derived as a result of the above Efforts:	
	Improvement in overall productivity, quality of the products and reduced process scrap and cost.	
3.	In case of Imported technology (Imported during the last 5 years reckoned from the beginning of the financial year), following information may be furnished:	
	Technology Imported	No technology has been imported by the Company.
	Year of Import	N. A.
	Has technology been fully absorbed	N. A.
	If not fully absorbed, areas where this has not taken place, reasons therefore and future plans of action.	N. A.

For and on behalf of the Board

PLACE: Jaipur
DATED: 04.09.2010

(Ramesh Chand Agarwal)
Chairman

Annexure "C" to the Directors' Report

DECLARATION OF MANAGING DIRECTOR REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

I hereby confirm that:

The company has in respect of the financial year ended March 31, 2010 received a declaration of compliance with the Code of Conduct from the Senior Management Team of the Company and the Members of the Board as applicable to them.

Place: Jaipur
Date: 04/09/2010

(Raj Kumar Agarwal)
Managing Director

Annexure "D" to the Directors' Report

CEO/CFO CERTIFICATION

We, Raj Kumar Agarwal, Managing Director and Pankaj Agarwal, Chief Financial Officer of the Company hereby declare, confirm and certify as under:

- we have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
- these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
- these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting Standards, applicable laws and regulations.
- there are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- we accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control system of the Company and shall disclose to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have to be taken to rectify these deficiencies.
- we have indicated to the auditors and the audit committee;
- significant Changes in internal control, if any, over financial reporting, during the year.
- significant changes in accounting policies, if any, during the year and that the same have been disclosed in the notes to the financial statements; and
- instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

This certificate has been issued in compliance with the provisions of Clause 49 of the Listing Agreement.

For Lawreshwar Polymers Ltd.

For Lawreshwar Polymers Ltd.

(Raj Kumar Agarwal)
Managing Director

(Pankaj Agarwal)
Chief Financial Officer

Annexure "E" to the Directors' Report**CERTIFICATE OF STATUTORY AUDITORS OF THE COMPANY ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT.**

To
The Members of

Lawreshwar Polymers Ltd.

1. We have examined the compliance of conditions of Corporate Governance by Lawreshwar Polymers Ltd. for the year ended on 31st March, 2010 as stipulated in clause 49 of the Listing Agreement of the said company with The Bombay Stock Exchange Limited.
2. 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 of Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the Company.
3. 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.
4. We state that no investor grievance is pending for a period exceeding one month against the company as per the records maintained by the shareholders / Investors grievance committee.
5. We further 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 A.Bafna & Company
Chartered Accountants

Place: Jaipur
Date: 04.09.2010

CA M. K. Gupta
(Partner)
Memb. No: 073515

Annexure "F" to the Directors' Report**REPORT ON CORPORATE GOVERNANCE****(A) Company's Corporate Governance Philosophy**

LAWRESHWAR POLYMERS LIMITED is committed to adhere to the Code of Corporate Governance as it means adoption of best business practices aimed at growth of the Company coupled with bringing benefits to Investors, Customers, Creditors and Society at large.

Your Company consistently endeavours to attain the highest standards of Corporate Governance by ensuring transparency in all its operations, disclosures and to maximize shareholder's value and places emphasis on business ethics.

Above all, corporate governance must balance individual interest with corporate goals and operate within accepted norms of propriety, equity, fair play and a sense of justice. Accountability and transparency are key drivers to improve decision-making and the rationale behind such decisions, which in turn creates stakeholders confidence.

(B) Board of Directors

The Board of Directors of the Company has a mix of Independent, executive and non executive Directors. The Board comprises of three executive and four non executive Directors. Mohan Lal Agarwal former Chairman of the Company expired on August 24, 2008. The New Chairman of the Company is an executive director. Mr. K.P.Singh has expired on July 03, 2010 & Sidharth Singh has appointed in place of K.P.Singh. There are four independent directors in the Company out of its total strength of seven. Accordingly, composition of the Board is in conformity with the listing agreement. Except the Managing Director, all other Director are liable to retire by rotation.

Board Meeting:

During the year under review, fourteen Board Meetings were held on 01.04.2009, 11.05.2009, 26.06.2009, 31.08.2009, 30.09.2009, 27.10.2009, 30.11.2009, 05.12.2009, 31.12.2009, 26.02.2010, 02.03.2010, 11.03.2010, 31.03.2010, and the time gap between two meetings did not exceeded four months. All statutory and other important items / information were placed before the Board for approval / review.