



17th

**Annual Report
2010-2011**

**PEARL ENGINEERING
POLYMERS LTD.**

BOARD OF DIRECTORS

Mr. Harish Seth – Chairman & Managing Director

Mr. B.B. Mathur – Director

Mr. H. K. Midha – Director

ASSISTANT COMPANY SECRETARY

Ms. Deepika Bhardwaj

AUDITORS

J.C. Bhalla & Co.

B-5, Sector 6, Noida-201301 (UP)

17th ANNUAL GENERAL MEETING

DATE : 30th September, 2011

DAY : Friday

TIME : 2:00 P.M.

PLACE : D-17, M.I.D.C. Indl. Area
Kurkumbh, Taluk Daund,
Distt. Pune - 413 802
Maharashtra

REGISTERED OFFICE & WORKS

D-17, M.I.D.C. Indl. Area,
Kurkumbh, Taluk Daund,
Distt. Pune - 413 802
Maharashtra.

HEAD OFFICE & INVESTORS' SERVICE CELL

703 Rohit House
3 Tolstoy Marg, Connaught Place
New Delhi - 110 001
Tel. : 43517917
Fax : 43517596
Email - pearl@pearlpnet.net
- investor_helpdesk@pearlpnet.net

REGISTRAR & SHARE TRANSFER AGENT

MAS Services Ltd.

T-34, IInd Floor,
Okhla Industrial Area, Phase-II
New Delhi – 110 020
Ph : 26387281/82/83
Fax : 011-26387384
Email : mas_serv@yahoo.com

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NOTICE

NOTICE is hereby given that the Seventeenth Annual General Meeting of the Members of Pearl Engineering Polymers Limited will be held on Friday, the 30th day of September, 2011 at 2.00 P.M. at D-17, MIDC Industrial Area, Kurkumbh, Taluk Daund Dist. Pune-413802, Maharashtra, to transact the following businesses:

ORDINARY BUSINESS

Item No.1 - Adoption of Accounts

To consider and adopt the Audited Balance Sheet of the Company as at March 31, 2011 and Profit and Loss Account for the year ended on that date together with the report of the Board of Directors and Auditors thereon.

Item No. 2 - Re- appointment of Mr. B.B. Mathur

To appoint a Director in place of Mr. B.B. Mathur, who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 3. - Appointment of Statutory Auditors

To consider appointment of the Statutory Auditors and fix their remuneration 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 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s. J.C. Bhalla & Co., Chartered Accountants (Firm Registration No. 001111N), be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, on a remuneration, including terms of payment, as shall be fixed by the Board of Directors of the Company, based on the recommendations of the Audit Committee.”

SPECIAL BUSINESS

Item No. 4 - Appointment of Mr. Harish Kumar Midha as a Director, liable to retire by rotation

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

“RESOLVED THAT Mr. Harish Kumar Midha, who was appointed as an Additional Director on the Board of the Company with effect from May 30, 2011, pursuant to section 260 of the Companies Act, 1956 (the “Act”) and Articles of Association of the Company and who holds office till the date of the ensuing Annual General

Meeting of the Company and in respect of whom the Company has received a notice in writing, under section 257 of the Act, from a member proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Non Executive and Independent Director of the Company, liable to retire by rotation.”

By order of the Board of Directors

For Pearl Engineering Polymers Limited

**Place: New Delhi
Date: August 11, 2011**

**Deepika Bhardwaj
Asst. Company Secretary**

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 a Proxy must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Annual General Meeting.

- 2.** Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- 3.** Members holding shares in the dematerialised form are requested to mention their Client ID/DP ID and those holding shares in physical form are requested to mention their Folio Nos. on the Attendance slip and hand over the same at the entrance of the Meeting Hall for attending the Meeting.
- 4.** Members are requested to bring their copy of Annual Report to the Annual General Meeting. As a measure of economy, copies of Annual Report will not be distributed at the Meeting.
- 5.** Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders and in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the Meeting.

6. In case of joint holders attending the Meeting, only such holders who is higher in the order of names will be entitled to vote.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, the 22nd day of September, 2011 to Friday, the 30th day of September, 2011 (both days inclusive).
8. The Statutory Registers under the Companies Act, 1956 (Register under Section 307 and Section 301 of the Companies Act, 1956) will be available for inspection by the members at the Annual General Meeting.
9. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Company's Share Transfer Agent (RTA) at the address provided in this report, the detail of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon.
10. The Company's shares are admitted in both the Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for custody and dematerialization of securities. Members can avail of the depository facilities by approaching any of the Depository Participants (DPs) of NSDL or CDSL or by approaching the RTA of the Company.
11. Members desirous of seeking any information from the Company are requested to send their queries to the Company at its Head office at 703, Rohit House, 3, Tolstoy Marg, Connaught Place, New Delhi- 110 001 well in advance so that the same may reach at least ten days before the date of the Meeting to enable the Company to keep the information readily available at the Meeting.
12. Pursuant to BIFR Order, the Share Capital of the Company was reduced by 60% and consequently, the Company issued new share certificates in exchange of the old certificates held by the shareholders. The old certificates are no more tradeable in the market and are not accepted for dematerialization by the Depositories. Accordingly, the holders of such certificates who have not exchanged their share certificates may surrender the old certificates to the Company or the RTA to enable the Company to issue new certificate in exchange thereof as per the entitlement.
13. An explanatory statement pursuant to section 173(2) of the Companies Act, 1956, in respect to

special business under item no. 4 of the Notice and relevant detail as required under Clause 49 of the Listing Agreements entered with the stock exchanges, of persons seeking appointment/re-appointment as Director are annexed hereto.

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliance by the companies and has issued circulars stating that service of notice/documents including Annual report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail address, in respect of electronic holding with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to kindly provide necessary detail to the Company by furnishing **E-Communication Registration Form** given in this Annual report.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 4 - Appointment of Mr. Harish Kumar Midha as a Director, liable to retire by rotation

Mr. Harish Kumar Midha was appointed as an Additional Director by the Board of Director of the Company with effect from May 30, 2011. In accordance with the provisions of Section 260 of the Companies Act, 1956 read with Article 96 of the Article of Association of the Company, Mr. Harish Kumar Midha holds office as a Director upto the date of the ensuing Annual General Meeting of the Company scheduled to be held on September 30, 2011.

The Company has also received a notice under Section 257 of the Companies Act, 1956, from a member proposing his candidature for the office of Director as Non-Executive and Independent Director of the Company, liable to retire by rotation.

A brief profile of Mr. Harish Kumar Midha along with requisite particulars is given at the end of the explanatory statement to the notice for the information of the members.

None of the Directors of the Company except Mr. Harish Kumar Midha is concerned or interested in Item No. 4 of the Notice.

The Board accordingly recommends the resolution for approval of the members.

INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT

Details of Directors seeking appointment/re-appointment at the Annual General Meeting scheduled to be held on September 30, 2011, pursuant to the requirements of Clause 49 of the Listing Agreement are as given below:

Name of the Director	Mr. B. B. Mathur	Mr. Harish Kumar Midha
Date of Birth	October 24, 1928	August 17, 1950
Relationship with Directors	None	None
Qualification	Masters in Chemical Engineering from university of Wisconsin, USA	Masters in Science, CAIIB and LLB from University of Delhi
Expertise in Specific Functional Area	<p>Mr. B.B. Mathur has done Masters in Chemical Engineering and has to his credit, vast experience in the industry.</p> <p>He has been actively involved in providing consultancy services in the Corporate Sector and has been associated with Pearl Engineering Polymers Ltd. since its inception.</p> <p>Mr. B.B. Mathur is a Member of Audit Committee and Shareholders' / Investors' Grievance Committee and has been appointed as Chairman of the Audit and Shareholders' / Investors' Grievance Committee of the Board of the Company w.e.f. May 30, 2011</p>	<p>Mr. Harish Kumar Midha holds a Master's Degree in Science and is a Law Graduate from the Delhi University. He is a Certified Associate of the Indian Institute of Bankers.</p> <p>He has more than three decades of experience in Finance and has a vast exposure in the Industry.</p> <p>Mr. Harish Kumar Midha has been inducted as a member of the Audit Committee and Shareholders' / Investors' Grievance Committee of the Board of the Company w.e.f. May 30, 2011</p>
No. of Shares held in the Company	1000 Equity Shares	NIL
Directorship in other Companies	None	(a) Amit Apartments Ltd. (b) Pacific Pearl Finance & Leasing Ltd.
Membership/Chairmanship of committees across all Public Companies	Pearl Engineering Polymers Ltd.	Pearl Engineering Polymers Ltd.

By order of the Board of Directors
For Pearl Engineering Polymers Limited

Place: New Delhi
Date: August 11, 2011

Deepika Bhardwaj
Asst. Company Secretary

Registered office :
D-17, MIDC Industrial Area,
Kurkumbh, Taluk Daund
Dist. Pune-413802
(Maharashtra)

GREEN INITIATIVE IN CORPORATE GOVERNANCE

Dear Shareholders,

In case you have not registered your e-mail address for receiving communication from the Company in electronic mode, you may send us the following registration form :

E-Communication Registration Form

(In terms of circular No. 17/2011 dated 21.04.2011 and circular No. 18/2011 dated 29.04.2011 issued by the Ministry of Corporate Affairs)

Folio No./ DP ID & Client ID : _____

Name of 1st Registered Holder : _____

Name of Joint Holder : _____

Registered Address : _____

Email ID to be registered : _____

I/We shareholder(s) of M/s Pearl Engineering Polymers Ltd. agree to receive communication from the Company in electronic mode. Please register my/our above email id in your records for sending communication through email

Date:

Signature:

Note:

1. Shareholders are requested to keep the Company/ Depository Participant informed as and when there is any change in the email address.
2. Members holding shares in dematerialised form may kindly update their email addresses with their respective Depository Participant (DP) only.

DIRECTORS' REPORT & MANAGEMENT ANALYSIS

Dear Members,

Your Directors are pleased to present the Seventeenth Annual Report of the Company alongwith the Audited Statement of Accounts for the year ended March 31, 2011.

FINANCIAL HIGHLIGHTS

Key aspects of the financial performance of the Company for the year ended March 31, 2011 are tabulated below:

(Amount in ₹ '000)

Particulars	For the Year Ended March 31, 2011	For the Year Ended March 31, 2010
Net Sales	1,050,971	1,395,418
Other Income	37,341	20,792
Total Income	1,088,312	1,416,210
Total Expenditure	1,144,426	1,445,311
Profit/(Loss) before Depreciation & Tax	(56,114)	(29,101)
- Exceptional/ Extra-ordinary Items	-	18,492
- Depreciation	48,983	48,582
- Tax Expense	10	26
Net Profit/(Loss) after Depreciation & Tax	(105,107)	(59,217)

MANAGEMENT DISCUSSION AND ANALYSIS

Highlights of Financial and Business Performance

During the year under review, the Company faced operational difficulty at its plant at Kurkumbh due to the abnormal market conditions and price volatility in addition to financial liquidity constraints that stained the continuous raw material supply. In order to counter the said problem, the operations at the plant were kept rigid and controlled and the LIQUID POLY operations in the plant had to be temporarily suspended which resulted in the shut down of a part of the Company's Plant at Kurkumbh for a few months.

In consequence of the reduced production of 15492.936 MT during the year, your Company has reported a turnover of Rs. 10509.71 lacs against turnover of Rs. 13954.18 lacs in the previous year. The net loss of the Company for the current year is higher at Rs. 1051.07 lacs against previous period loss of Rs. 592.17 lacs owing to lower throughput.

Amidst various constraints, your Company has attempted to revive the plant operations and recover from the situation during the current year. Based on the actions that will follow as per the planned action mechanism instituted, the Company continues to strive for stability and improvement in spite of the deterring factors and is expected to reap benefits out of the decisions and initiatives planned by the management for the year ahead.

Dividend

In view of losses, your Directors regret their inability to recommend dividend on Equity Shares of the Company for the year ended March 31, 2011.

Industry Structure and Business

PEPL is a manufacturer and supplier of **Polyethylene Terephthalate (PET) Resin** (Bottle and Super Bright Textile Grade) and has its production facility located at Kurkumbh, Pune in Maharashtra. Company's PET resin finds application in the packaging of mineral water, carbonated soft drinks, edible oil, personal care products, dairy & alcoholic beverages, pharmaceuticals, toiletries etc. and is widely consumed by the manufacturer of PET container.

PET is very inert material that is resistant to attack by micro-organisms and does not react with food products. On account of attributes like hygiene, strength, light weight, unbreakable and economical, "PET resin" has become the world's packaging choice. Health-safety agencies around the world approve PET as safe for packaging foods and beverages.

Economic Scenario and Outlook

Despite the relative sluggishness of the past years, PET remains the packaging choice for new products or for conversion from other packaging materials, due to its excellent mechanical and barrier properties and its good recycling capability. Emergence of new applications, changing lifestyles have also added to the rising demand of plastics & particularly that of the plastic packaging.

During the year under review, demand for Pet Resin in India is estimated at around 550k TPA against total World Pet Resin demand of 16,529k TPA. With increasing population, urbanization and health awareness among the people around the world, global PET resin demand is expected to clock a growth rate of around 7% by 2015, from a growth rate of 2% in 2008. However, relentless increase in feedstock purified terephthalic acid (PTA) and monoethylene glycol (MEG) values has resulted in a hike in PET spot prices around the world.

Opportunity and Threats

Pet packaging industry has grown and the consumption of PET is projected to increase owing to its cost, convenience, energy saving benefits and changing demand dynamics. The Indian PET packaging industry is presently at about USD 1 bn, growing at 22%-25% per year & is expected to sustain the growth rate due to wider scope of increased penetration in carbonated soft drinks, mineral water, fruit juices, health care and agro chemical segments.

Some of the key threats to PET industry include sharp fluctuation in crude prices and PTA/MEG prices, which are the primary raw materials for the PET resin industry.

Risk and Concerns

Risks and prospects are indivisible components of the Company's business. The Directors and the Management of your Company keep this in mind in taking all decisions such that the stakeholders' interests are not adversely affected. The Company has also put in place a risk management framework to identify, assess, prioritize and alleviate risk. The risks are periodically assessed and reviewed and corrective actions are taken to mitigate effects.

Internal Control System

PEARL's internal control system is commensurate with the nature of its business and the size & complexity of its operations. The system is designed to ensure that the assets of the Company are safeguarded and protected against loss and that all the transactions are properly authorized, recorded and reported. The internal audit function team comprises of well-qualified experienced professionals who control regular audits across the Company's operations.

The management duly considers and takes appropriate action on the recommendations made by the Statutory Auditors, Internal Auditors and the Independent Audit Committee of the Board of Directors. Further the CEO/ CFO certification also confirms the adequacy of internal control system and procedures in the Company.

Human Resource/ Industrial Relation

During the year, the Company continued with its initiatives to foster people development, harness their creativity and ensure a motivated and contented work team. The requirement of professionally qualified and trained personnel is regularly reviewed to obtain optimum results in all spheres of its activity. The Company also accentuate on training and development of its human resources and makes sincere efforts to ensure numerous opportunities for their growth in the organization.

As on March 31, 2011, the Company had employee strength of 138 employees. The Industrial relations at all levels of the Company have remained cordial during the year.

CAUTIONARY STATEMENT

Certain statements in this section may be forward looking and be based on expectations/ projections about the future. Company's actual results, performance could thus differ materially from those projected in any such forward looking statements. The Company assumes no responsibility to publicly amend, modify or revise any of such statements on the basis of subsequent developments, information or events.

PUBLIC DEPOSITS

During the year under review, the Company has not accepted any public deposit under Section 58A and 58AA of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, 1975. Hence, there is no outstanding amount as on the Balance Sheet date.

BOARD OF DIRECTORS

The composition of the Board of Directors of the Company is governed by the provisions of Companies Act, 1956 (the 'Act'), the Articles of Associations of the Company and satisfies the requirement as envisaged in the Listing Agreement entered into with the Stock Exchanges. However, during the year, there has been a change in the composition of the Board of Directors of the Company and details with respect to such change are as follows:

(a) Appointment

Mr. Harish Kumar Midha was appointed as an Additional Director of the Company with effect from May 30, 2011, in accordance with the provisions of Section 260 of the Act, read with Article 96 of the Articles of Association of the Company and holds office till the date of the Annual General Meeting of the Company scheduled to be held on September 30, 2011.

The requisite notice has been received from a member pursuant to Section 257 of the Act, proposing the candidature of Mr. Harish Kumar Midha as a Director of the Company. Necessary resolution for his appointment as a Non-Executive and Independent Director forms part of the notice of the Annual General Meeting of the Company.

(b) Re-appointment

In terms of section 256 of the Act, read with Article 110 of the Articles of Association of the Company, Mr. B.B. Mathur, Director, retires by rotation and being eligible offers himself for re-appointment at the ensuing Annual General Meeting of the Company.

The brief resume and other particulars of the appointing/re-appointing Directors, as required by Clause 49 of the Listing Agreement are furnished in the explanatory statement to the Notice calling Annual General Meeting of the Company.

(c) Cessation

During the year under review, Mr. Chand Seth, Chairman & Managing Director resigned from the Board with effect from February 24, 2011. The Board of Directors considered and accepted the resignation of Mr. Chand Seth, vide resolution passed by way of circulation on February 24, 2011. Mr. Ashok Khanna has resigned from the position of Non-executive and Independent Director of the Company w.e.f. May 30, 2011. The Board places on record its deep sense of appreciation for the valuable contributions of Mr. Chand Seth and Mr. Ashok Khanna to the Company during their tenure of office.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- (a) In the preparation of the Annual Accounts for the year ended on March 31, 2011, the applicable Accounting Standards have been followed and that no material departures are made from the same;
- (b) The Accounting policies selected, have been applied consistently and judgements and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at March 31, 2011 and of the losses of the Company for the year ended on that date;

- (c) Proper and sufficient care have been taken 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; and
- (d) The Annual Accounts have been prepared on a going concern basis.

AUDITORS & AUDITORS' REPORT

The Statutory Auditors, J. C. Bhalla & Co., Chartered Accountants, retire at the ensuing Annual General Meeting and are eligible for reappointment. They have expressed their willingness to continue as the Statutory Auditors, if re-appointed at the Annual General Meeting to hold office until the conclusion of the next Annual General Meeting of the Company.

The Company has also received a certificate from the Auditors stating that their appointment, if made, would be within the prescribed limit under section 224(1B) of the Companies Act, 1956 and that they are not disqualified for such appointment within the meaning of section 226 of the Act.

The notes to Accounts referred to in the Auditors' Report are self-explanatory and therefore do not call for any further comments.

CLARIFICATION TO REMARKS CONTAINED IN POINT 3(x), 4(d) & 4(f) OF THE AUDITORS REPORT

Clause 3 (x) of the Auditors' Report: During the year ended March 31, 2011, the accumulated losses of the Company have exceeded 50% of the peak net worth of the Company during the immediately preceding four financial years, making it a potentially Sick Industrial Company, pursuant to the provisions of Sick Industrial Companies (Special Provisions) Act, 1985. The Company has also incurred cash losses during the financial year ended on that date and also in the immediately preceding financial year. Accordingly, as per section 23 of the Sick Industrial Companies (Special Provisions) Act, 1985, the Board of Directors will report the fact of such erosion of net worth to the Board for Industrial and Financial Reconstruction (BIFR) as potentially sick company within the prescribed time i.e. within 60 days from the date of adoption of Accounts of the Company at the ensuing Annual General Meeting to be held on September 30, 2011.

Clause 4(d) & 4(f) of the Auditors' Report: As per the legal opinion given by the legal advisors of the Company, the Foreign Financial Institution (AFIC) or its Assignee, cannot enforce any outstanding against the Company in any court of law despite existence of debt, as the same has become a time barred debt under the provisions of the Limitations Act, 1963. Based on the said opinion of the advisors:

Clause 4(d): The outstanding by way of secured and unsecured loan and interest aggregating to Rs.1619.24 lacs thereon (shown as an "Erstwhile loan barred by limitation" in the Balance Sheet of the Company for the financial Year ended March 31, 2011) have not been reinstated, as required under Accounting Standard (AS11) on the effects of changes in foreign exchange rates notified in the Companies (Accounting Standards) Rule 2006; and

Clause 4(f): The provision for interest amounting to Rs.50.54 lacs (including interest of Rs.35.19 Lacs for the year ended March 31, 2011), in respect of the foreign currency loan of Rs.1619.24 Lacs has not been made.

CORPORATE SOCIAL RESPONSIBILITY

We at Pearl conduct our business in a way that reflects best practices as well as the highest standards of legal and ethical conduct. As a socially responsive organization, your Company is committed to ensure well being of the communities around it while recognizing interest of all its shareholders, consumers, employees and suppliers at all times. During the year, your Company continued with the following initiatives:

Safety: 40th National Safety week was observed from March 04, 2011 to March 11, 2011 to sensitize employees towards safer work practices and habits. Safety pledge was taken by all employees.

Environment: The Company organized the World Environment day on June 05, 2011, thereby promoting awareness for a clean, green and healthy environment amongst the employees.