

SHRI JAGDAMBA POLYMERS LIMITED

18TH

ANNUAL REPORT

2001-2002

REGD. OFFICE :

802, NARNARAYAN COMPLEX
NEAR NAVRANGPURA POST OFFICE
NAVRANGPURA, AHMEDABAD - 380 009

SHRI JAGDAMBA POLYMERS LIMITED

18TH ANNUAL REPORT 2001-2002

Annual General Meeting

Monday, 30th September 2002

At

802, Narnarayan Complex
Near Navrangpura Post Office
Navrangpura
Ahmedabad-380 009

AT

11:00 A.M.

Shareholders are requested to bring their copy of the Annual Report alongwith them at the Annual General Meeting, as copies of the Report will not be distributed at the meeting.

Board of Directors

(As On 29.08.2002)

Mr. R.K. Bhojnagarwalla
(Chairman)
Mr. Y.K. Agrawal
(Managing Director)
Mr. J.K. Agarwal
(Wholetime Director)
Mr. B. S. Saini
(Director)
Mr. K. I. Patel
(Additional Director)
Mr. K. B. Patel
(Wholetime Director)

Company Secretary

Mr. Dhanesh Shah

Auditors

M/s. Jindal & Jindal
B/810, Fairdeal House
Navrangpura
Ahmedabad-380 009.

Registered Office

802, Narnarayan Complex
Near Navrangpura Post Office
Navrangpura
Ahmedabad-380 009

Plant

101, GIDC Estate
Dholka-387 810
Dist: Ahmedabad.

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NOTICE

NOTICE is hereby given that the EIGHTEENTH ANNUAL GENERAL MEETING of the members of SHRI JAGDAMBA POLYMERS LIMITED will be held on Monday, 30th day of September, 2002 at 11.00 A.M. at 802, Narnarayan Complex, Near Navrangpura Post Office, Navrangpura, Ahmedabad-380 009 to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet of the Company as on 31.03.2002 and audited Profit & Loss account for the year ended on that date, together with Director's and Auditor's Report thereon.
2. To appoint a Director in place of Shri R. K. Bhojnagarwalla who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Shri B. S. Saini who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint Auditors M/s. Surana Shah & Company, Chartered Accountants Ahmedabad as Statutory Auditors of the Company in place of the retiring Auditors M/s. Jindal & Jindal, Chartered Accountants, Ahmedabad who have shown their unwillingness to continue as Statutory Auditors of the Company, fix their remuneration and to pass the following resolution as an Ordinary resolution:

"RESOLVED THAT M/s. Surana Shah & Company, Chartered Accountants Ahmedabad be and is hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on a remuneration as may be decided by the Board of Directors of the Company in place of M/s. Jindal & Jindal, Chartered Accountants, Ahmedabad, the retiring Auditors".

5. To declare dividend on equity shares for the year ended 31.03.2002.

Registered Office:
802, Narnarayan Complex
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Ahmedabad-380 009
Date : 29th August, 2002

By Order of the Board

Y. K. Agrawal
(Managing Director)

SHRI JAGDAMBA POLYMERS LIMITED

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NOTES :

- A. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED WITH THE COMPANY DULY SIGNED, STAMPED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- B. The register of members and the Share Transfer Book of the Company will remain closed from 26th to 30th September' 2002 (both days inclusive).
- C. Dividend as recommended by the Board, if declared at the meeting, will be payable to those share holders or their mandatee(s) whose names appear in the register of Members as on 30th September' 2002.
- D. Shareholders intending to require information about accounts, to be explained at the meeting are requested to inform in writing to the Company atleast a week in advance of their intention to do so, so that the papers relating thereto may be made available, if the Chairman permits such information to be furnished.
- E. The Company had issued dividend cheques upto the financial year ended 31st March' 2001 to the shareholders of the Company. Pursuant to the provisions of section 205A of the Companies Act, 1956 as amended, unpaid/unclaimed dividend for a period of 7 years will be transferred to the Investor Education and Protection Fund of the Central Government. Shareholders who have not encashed their dividend cheques so far upto the financial year ended 31st March' 2001 are requested to make their claim or approach to the Company for revalidation or obtaining duplicate cheques. It may also be noted that once the unclaimed dividend is transferred to the Central Government as above, no claims shall lie in respect thereof.
- F. Members are requested to:
- a) Notify any change in address with Pincode numbers immediately to the Company's Registered Office.
 - b) Bring their copy of the Annual Report and Attendance slip with them at the Annual General Meeting as the same will be not be distributed at the Annual General Meeting.
 - c) Quote Ledger Folio Number in all their correspondence.

Registered Office:
802, Narnarayan Complex
Near Navrangpura Post Office
Ahmedabad-380 009
Date : 29th August' 2002

By Order of the Board

Y. K. Agrawal
(Managing Director)

SHRI JAGDAMBA POLYMERS LIMITED

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DIRECTOR'S REPORT :

To,
The Members of
Shri Jagdamba Polymers Limited

The Directors hereby present the 18th Annual Report together with Audited Statement of Accounts for the year ended on 31st March' 2002 which the trust, will meet with your approval.

		Year Ended 31.03.2002 Amount(Rs.)	Year Ended 31.03.2001 Amount(Rs.)
1. FINANCIAL RESULTS :			
Profit before Interest & Depreciation		14439324	13008553
1. Interest (net)	6458832		7016585
2. Depreciation	3889490		3567434
3. Provision for Taxation:			
-Current Tax	495000		400000
-Deferred Tax	1243819	12087141	NIL
Net Profit		2352183	2024534
Add : Balance of profit brought forward from previous year		4708542	3154247
Balance of Profit/(loss) available for appropriation		7060725	5178781
Add:: Prov. for tax for earlier years		(29982)	12327
		7030743	5191108
Less : (1)Proposed Dividend	525480		437900
(2)Prov.for Tax on Div.	NIL	525480	44666
		6505263	4708542
Less : Transferred to General Reserve		NIL	NIL
Balance carried to Balance Sheet		6505263	4708542

2. OPERATIONS :

The total sales and other income during the year have been Rs.1339.1 lakhs compared to Rs.1470.15 lakhs during the previous year. The Company's Gross Profit for the year has been Rs.144.39 lakhs (P. Rs.130.09 lakhs) and the Net Profit after interest, depreciation Rs.40.91 lakhs (P.Y. Rs.24.25 lakhs). Though there is slight decrease in turnover, the net profit of the Company has increased substantially due to effective measures adopted by the management for cost control and cost reduction.

3. DIVIDEND :

Your Directors are pleased to recommend a dividend of 6% to the Equity Shareholders. The Dividend has been restricted to 6% only due to requirement of the funds for the business of the Company.

4. FINANCE :

As envisaged, the Company has completed the implementation of its lamination plant project successfully. The total project cost was Rs.262.04 lakhs which was partly financed by way of term loan Rs.200.00 lakhs from IDBI and the balance being promoter contribution.

5. FIXED DEPOSITS :

The Company has not invited any deposits from the public during the year under review and there is no outstanding payment of principal or interest on fixed deposit as on date of Balance Sheet.

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6. INSURANCE :

The properties of the Company stand adequately insured against risks of fire, strike, riot, earthquake, explosion and malicious damage.

7. DIRECTORS :

Shri R. K. Bhojnagarwalla and Shri B. S. Saini retire by rotation and being eligible, offers themselves for reappointment, which is recommended.

8. CORPORATE GOVERNANCE :

The clause no. 49 of the Listing Agreement regarding the Corporate Governance is not applicable to the Company.

9. SECRETARIAL COMPLIANCE REPORT :

As per the Companies (Amendment) Act 2000, every Company having paid up capital more than Rs.10.00 lakhs but less than Rs.200.00 lakhs will be required to get its Statutory Registers audited by the practising Company Secretary and to obtain Secretarial Compliance Report. Since the paid up capital of the Company is more than Rs.10.00 lakhs, the Statutory Registers are audited by M/s. Pramod S. Shah & Associates, practising Company Secretary, whose Secretarial Compliance Report is attached herewith which is self explanatory.

10. DIRECTOR'S RESPONSIBILITY STATEMENT :

Pursuant to section 217 (2AA) of the Companies (Amendment) Act, 2000, the Directors confirm that,

- (i) In the preparation of the Annual Accounts for the year ended on 31st March 2002, the applicable accounting standards have been followed and there has been no material departure.
- (ii) The Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- (iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the Company and preventing and detecting fraud and other irregularities.
- (iv) The Directors have prepared the annual accounts for the year ended on 31st March 2002 on a going concern basis.

11. PARTICULARS OF EMPLOYEES :

The Company has no employee in the category specified under section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, as amended.

12. LISTING :

The Equity Shares of the Company are listed on Ahmedabad and Mumbai Stock exchanges. The Company is regular in payment of Listing fees.

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13. AUDITORS :

The retiring Auditors has shown their unwillingness to continue auditors of the Company. It is proposed to appoint M/s. Surana Shah Company, Chartered Accountants, Ahmedabad as Statutory Auditors of the Company for the year 2002-2003 in place of the retiring Auditors M/s. Jindal & Jindal, Chartered Accountants, Ahmedabad. The Company has received a certificate from M/s. Surana Shah & Company to the effect that their appointment if made would be within the prescribed limit under section 224 (1B) of the Companies Act, 1956. The shareholders are requested to appoint M/s. Surana Shah & Company, Chartered Accountants Ahmedabad as statutory auditors.

14. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO :A. Conservation of Energy :

Power & Fuel Consumption :

	Current Year (2001-2002)	Previous Year (2000-2001)
Electricity:		
i) Purchased:		
(a) Units	2611786	2256735
(b) Amount(Rs.)	13234944	10624168
(c) Units/per litre of Diesel Oil	N.A.	N.A.
(d) Cost per unit (Rs.)	5.07	4.71
ii) Own Generation:		
(a) Units	273875	397186
(b) Amount(Rs.)	1748962	2049772
(c) Units/per litre of Diesel Oil	3.44	3.50
(d) Cost per unit (Rs.)	6.39	5.16

The Company uses various forms of energy such as electricity furnace oil, etc. Our industry is not very heavy consumer of energy. However, still various steps have been taken to reduce energy consumption.

B. Research & Development :

The Company has no specific Research & Development Department. However, the Company has quality control department to check the quality of products manufactured.

C. Foreign Exchange Earnings and Expenditure :

There was no foreign exchange earning and outgo during the year under review. (Previous Year Rs.NIL).

15. APPRECIATION :

Your Directors acknowledge with gratitude the Co-operation and assistance given by the Bank and Staff of the Company for the year under report.

Registered Office:
802, Narnarayan Complex
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Ahmedabad-380 009
Date : 29th August' 2002

For and on behalf of the Board

R. K. Bhojnagarwalla
(Chairman)

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COMPLIANCE CERTIFICATE

To,
The Members,
SHRI JAGDAMBA POLYMERS LIMITED
AHMEDABAD.

I have examined the registers, records, books and papers of M/s. SHRI JAGDAMBA POLYMERS LIMITED (the Company) as required to be maintained under the Companies Act, 1956 (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2002. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year:

1. the Company has kept and maintained all registers as stated in Schedule 'A' to this certificate, as per the provisions and the rules made thereunder and all entries have been duly recorded;
2. the Company has duly filed the forms and returns as stated in Schedule 'B' to this certificate, with the Registrar of Companies, within the time prescribed under the Act and the rules made thereunder;
3. The Board of Directors duly met 10 (Ten) times on 30.04.01, 14.07.01, 27.07.01, 31.07.01, 14.08.01, 20.09.01, 31.10.01, 21.12.01, 31.01.02 and 18.03.02 and in respect of meetings proper notices were given and proceedings were properly recorded and signed. No circular resolution was passed during the year under review;
4. The Register of Members and Share Transfer Register were closed from 26th September, 2001 to 28th September, 2001 (both days inclusive) during the year under report and necessary compliance of section 154 of the Act has been made.
5. the Annual General Meeting for the financial year ended on 31.03.2001 was held on 28.09.01 after giving due notice to the members of the Company and the resolutions passed there at were duly recorded in Minutes Book maintained for the purpose;
6. No Extra Ordinary General Meeting was held during the year under review.
7. no loan falling within the purview of section 295 of the Act was advanced during the year by the Company;
8. the Company has duly complied with the provisions of section 297 of the Act in respect of the contracts specified in that section;
9. the Company has made necessary entries in the register maintained under section 301 of the Act;
10. the Company has obtained necessary approval from the Board and Members pursuant to section 314 of the Act, wherever applicable.
11. no duplicate share certificates were issued during the year;

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12. the Company has:

(A) delivered all the share certificates on lodgement for transfer during the year within the prescribed time limit.

(B) deposited the amount of final dividend declared in a separate bank account on 01.10.01 which is within five days from the date of declaration of such dividend.

(C) declared dividend for the year 2000-2001 on 28th September, 2001 which was paid to the members of the Company on or before 22nd October 2001 by way of Cheques payable at par which is within 30 days from the date of declaration and the unpaid/unclaimed dividend has been transferred to Unpaid dividend Account of the Company by converting the said account to Unpaid dividend Account, with the Nutan Nagari Sahakari Bank Limited, Maskati Market, Ahmedabad on 29th October, 2002. Nothing has been transferred to the Investor Education and Protection Fund as established U/s.205-C, since there is no unpaid/unclaimed dividend outstanding with the Company for the period of seven years.

(D) the requirements of section 217 of the Act have been duly complied with.

13. the Board of Directors of the Company is duly constituted and appointment of directors, additional directors, have been duly made and there was no casual vacancy during the year under review;

14. the appointment of Whole Time Director has been made in compliance with the provisions of section 269 read with Schedule XIII of the Companies Act, 1956;

15. no sole selling agent appointed during the year;

16. there were no such transactions or events, during the year requiring particular approvals of the Central Government, Company Law Board, Regional Director, Registrar or other authorities etc.;

17. the directors have disclosed their interest in other firms/ companies to the Board of Directors pursuant to the Act and the rules made thereunder;

18. the Company has not issued any shares, debentures or other securities during the year;

19. the Company has not bought back any shares during the year;

20. the Company has not redeemed any preference shares/debentures during the year;

21. the Company has not kept any rights to dividend or right shares/bonus shares in abeyance during the year;

22. the Company has not taken or renewed any deposits or unsecured loans under section 58A and 58AA, during the year;

23. the amount borrowed by the Company from Directors, members, financial institutions, banks and others during the financial year ending 31 March, 2002 is within the borrowing limits and necessary resolutions per section 293 (1) (d) of the Act have been passed in duly convened annual general meeting.