

SHRI JAGDAMBA POLYMERS LTD.

24<sup>TH</sup>

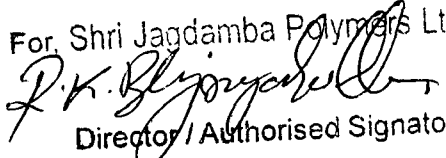
ANNUAL REPORT

2007-2008

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REGD. OFFICE :

802, NARNARAYAN COMPLEX,  
OPP. NAVRANGPURA POST OFFICE,  
NAVRANGPURA,  
AHMEDABAD 380 009.

For, Shri Jagdamba Polymers Ltd.  
  
Director / Authorised Signatory

Annual General Meeting

Tuesday, 23<sup>rd</sup> September' 2008

At

Ishwar Bhuvan,  
Near H.L. Commerce College  
Navrangpura  
Ahmedabad-380 009

At

11:00 A.M.

The Shareholders are requested to bring their copy of the Annual Report along with them at the Annual General Meeting, since copy of the Report will not be distributed at the meeting.

**Board of Directors**

(As On 28.08.2008)

**Shri R.K. Bhojnagarwalla**  
Chairman cum Managing Director

**Shri Y.K. Agrawal**  
Director

**Shri J.K. Agarwal**  
Whole-time Director

**Shri K. B. Patel**  
Whole-time Director

**Shri B. S. Saini**  
Director

**Shri K. I. Patel**  
Director

**Shri Ashish Bhaiya**  
Director

**Auditors**

M/s. G.C. Surana & Co.  
"Surana House"  
B/h. Klassic Chamber, Near Swastik,  
Char Rasta, 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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DIRECTORS REPORT  
AUDITORS REPORT  
BALANCE SHEET  
PROFIT & LOSS ACCOUNT  
SCHEDULE FORMING PART OF  
ACCOUNTS FROM A TO P.

**NOTICE**

NOTICE is hereby given that the TWENTY FOURTH ANNUAL GENERAL MEETING of the members of SHRI JAGDAMBA POLYMERS LIMITED will be held on Tuesday, 23rd day of September 2008 at 11.00 A.M. at Ishwar Bhuvan, Near H.L. Commerce College, 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 31.03.2008 and audited Profit & Loss account for the year ended on that date, together with Director's and Auditor's Report thereon.
2. To declare dividend on equity shares for the year ended 31.03.2008.
3. To appoint a Director in place of Shri Bachittar Saini, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri Jaikrishna Agarwal, who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint M/s. G.C. Surana & Co., Chartered Accountants, as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and to authorize the Board to fix their remuneration.

**Special Business**

6. To consider and if thought fit, to pass with or without modifications if any, the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s. Jalan Alkesh & Associates, Practicing Company Secretaries, Ahmedabad being eligible, offer themselves for reappointment, be and are hereby appointed as Secretarial Auditors for compliance Certification of the Company for holding the office from the conclusion of this meeting until the conclusion of next Annual General Meeting on such remuneration as may be decided by the Board of Directors.”

7. To consider and if thought fit, to pass with or without modification if any, the following resolution as an Special Resolution:

“Resolved that, the appointment of Shri Ramakant Bhojnagarwalla as the Managing Director by the Board of Directors with effect from 1<sup>st</sup> April, 2008 be and is hereby confirmed on the terms and conditions as agreed between the company and Shri Ramakant Bhojnagarwalla.”

Resolved that, pursuant to the provisions of the section 198,269,309 and 310 and other applicable provisions, if any of the Companies Act, 1956 ( herein after referred to as the Act ) and subject to the limit specified in Schedule XIII of the said Act, consent be and is hereby accorded to the appointment of Shri Ramakant Bhojnagarwalla, as a Managing Director of the company on a remuneration of Rs. 100000 per month (subject to deduction of applicable taxes) with effect from April 1, 2008 for a period of five years.

Further Resolved that, the Managing Director shall not be liable to retire by rotation and shall not be entitled to fees, if any, for attending Board meeting.

Further Resolved that, where in any financial year, the Company has no profit or its profit are inadequate, the Company may pay to Shri Ramakant Bhojnagarwalla, the remuneration as above by way of Salary, perquisites and other perquisites and allowances as minimum remuneration, the aggregate of which shall not exceed the limit specified under Section II (A) of part II of the Schedule XIII of the Companies Act, 1956.

“Resolved further that, any director of the company be and is hereby authorised to digitally sign and submit necessary forms with the Ministry of Corporate Affairs in the said connection.”

8. To consider and if thought fit, to pass with or without modifications if any, the following resolution as an Special Resolution:

“RESOLVED THAT, pursuant to provisions of Section 163 or other applicable provisions, if any, of the Companies Act, 1956, the Register of members may be kept at the office of “Registrar to an Issue and Share Transfer Agent” from time to time appointed in terms of Rule 4 (1) ( b) of SEBI (Registrar to an Issue and Share Transfer Agent ) Rules 1993 by the company at the office of the Registrar and Transfer Agent.”

"FURTHER RESOLVED THAT, the Board of Directors of the company be and is hereby authorised to take the necessary action and complete all the legal formalities related thereto."

9. To consider and if thought fit, to pass with or without modification the following resolution as an Special Resolution :

"Resolved that, pursuant to provision of Section 293 ( 1 ) ( d ) of the Companies Act, 1956 ( herein after referred to as "Act" or "the Act" ) and other applicable provisions of the Act, and in supersession of resolutions passed earlier, if any, consent be and is hereby accorded to the Board of Directors of the company to borrow moneys in excess of the paid up capital and free reserves, whether secured or unsecured, from any person or firm or corporation or banks or financial institution or company or body corporate either individually or jointly, on such terms and conditions as the Board may think fit, provided that the moneys borrowed or to be borrowed from one or more person shall not exceed Rs. 50.00 Crores ( Rupees Fifty Crores Only )."

"Resolved further that the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary for giving effect to the above resolution".

Registered Office:

BY ORDER OF THE BOARD OF DIRECTORS

802, Narnarayan Complex  
Near Navrangpura Post Office  
Navrangpura  
Ahmedabad-380 009  
Date : 28<sup>th</sup> August' 2008

s/d.

R.K. Bhojnagarwalla  
(Chairman cum Managing Director)

#### 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 18th September' 2008 to 23<sup>rd</sup> September'2008 (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 18th September 2008.

- D. An Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956 in relation to the Special Business of the meeting, is annexed hereto.
- E. Shareholders intending to require information about accounts, to be explained at the meeting are requested to inform in writing to the Company at least 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.
- F. The Company had issued dividend warrants/cheques upto the financial year ended 31st March 2007 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. The shareholders who have not encashed their dividend warrants/cheques so far upto the financial year ended 31st March' 2007 are requested to make their claim or approach to the Company for revalidation or obtaining duplicate /warrants. It may also be noted that once the unclaimed dividend is transferred to the fund as above, no claims shall lie in respect thereof...
- G. Members are requested to:
- Notify any change in address with Pin code numbers immediately to the Company's Registered Office.
  - 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.
  - Quote Ledger Folio Number in all their correspondence.
- H. All documents referred to in the notice and explanatory statement shall be available for inspection at the registered office of the Company during the office hours on all days except Sundays and public holidays between 11:00 a.m. and 1:00 p.m. up to the date of the annual general meeting.

Registered Office:

BY ORDER OF THE BOARD OF DIRECTORS

802, Narnarayan Complex  
Near Navrangpura Post Office  
Navrangpura  
Ahmedabad-380 009  
Date : 28<sup>th</sup> August' 2008

s/d.  
Ramakant Bhojnagarwalla  
(Chairman cum Managing Director)

Explanatory Statement relating to the special Business Pursuant to section 173(2) of the Companies Act, 1956:

Item—6:

Pursuant to the provisions of Section 383 A of the Companies Act, 1956 every company having paid up capital of Rs. 10 Lakhs or more but less than Rs. 200 Lakhs is required to obtain compliance certificate from a practicing company secretary M/s. Jalan Alkesh & Associates, Practicing Company Secretaries Ahmedabad being

eligible for reappointment offers themselves for reappointment at the this annual general meeting of the company.

The Board of Directors recommend the passing of the resolution set out in the notice. None of the Directors of the Company in anyway are interested or concerned in this resolution.

Item—7:

Shri Ramakant Bhojnagarwalla was appointed as Managing Director of the company by the Board of Directors with effect from 1<sup>st</sup> April, 2008 for a period of five years.

Under the guidance, management and control of Shri Ramakant Bhojnagarwalla, the company has maintained its growth and profitability. Hence it is considered necessary to appoint him as a Managing Director of the company on a monthly remuneration of Rs. 100000.00 ( Rupees One Lac ) per month with effect from April 1, 2008

As on the date of this notice, Shri Ramakant Bhojnagarwalla holds 45700 equity shares of the company individually and he holds 30000 equity shares of the company in joint holder capacity.

Shri Ramakant Bhojnagarwalla, Shri Yogesh Agrawal and Shri Jaikrishna Agarwal are deemed to be interested in this resolution. The special resolution together with explanatory statement may be treated as an abstract of terms of appointment pursuant to section 302 of Companies Act, 1956.

Item—8:

The company in terms of Rule 4 (1) (b) of SEBI ( Registrar to an Issue and Share Transfer Agent ) Rules, 1993 read with applicable listing guidelines has entered into an agreement with the Pinnacle Shares Registry Private Limited, Near Asoka Mills, Naroda Road, Ahmedabad – 380025 to act as a “Registrar to an Issue and Share Transfer Agent (RTA) for Shri Jagdamba Polymers Limited.

Pursuant to provision of Section 163 of the Companies Act, 1956 the Register of Members instead of keeping at the registered office of the Company, may be kept at any other place within the city, town or village in which the registered office of the company is situated, if such other place has been approved for this purpose by a special resolution passed by the company in general meeting. For the sake of convenience of members it is has been thought desirable to keep the register of members at the office of the Registrar and Transfer Agent at Ahmedabad.

The Board recommends the special resolution for acceptance by the shareholders of the company to comply with the provision of the above section.

None of the Directors is interested in any way in the resolution.

Item—9 :

Pursuant to provisions of Section 293 (1) (d) of the Companies Act, 1956 consent of the shareholders is necessary for borrowings of money in excess of paid up capital and free reserves of the company. In order to finance the growth plans of the company it is necessary to borrow moneys from banks, financial institution and other person. The Board of Directors hereby seeks consent of the shareholders for borrowings of money up to Rs. 50.00 Crores.

The Board of Directors recommend the passing of the resolution set out in the notice. None of the Directors of the Company in anyway are interested or concerned in this resolution.

Registered Office:

BY ORDER OF THE BOARD OF DIRECTORS

802, Narnarayan Complex  
Near Navrangpura Post Office  
Navrangpura  
Ahmedabad-380 009  
Date : 28<sup>th</sup> August' 2008

s/d.

Ramakant Bhojnagarwalla  
(Chairman cum Managing Director)



**DIRECTORS' REPORT**

To,  
The Members of  
Shri Jagdamba Polymers Limited  
Ahmedabad

The Directors hereby present the 24th Annual Report together with Audited Statement of Accounts for the year ended on 31st March' 2008 which they trust, will meet with your approval.

<b>1. FINANCIAL RESULTS:</b>	<b>Year Ended</b>	<b>Year Ended</b>
	<b>31.03.2008</b>	<b>31.03.2007</b>
	<b>Amount(Rs.)</b>	<b>Amount(Rs.)</b>
Profit before Interest & Depreciation & Taxes	<b>20178605</b>	18045991
<b>Less :</b>		
Interest (net)	<b>4910479</b>	2643915
Depreciation	<b>7179138</b>	5827018
<b>Provision for Taxation:</b>		
-Current Tax	<b>2850000</b>	2500000
-Deferred Tax	<b>30235</b>	1106695
-Fringe Benefit Tax	<b>98000</b>	130000
<b>Total</b>	<b>15067852</b>	12207628
Net Profit	<b>5110753</b>	5838363
Add. Prior Period adjustments	<b>614515</b>	(203719)
<b>Net Profit After Taxation</b>	<b>5725268</b>	5634644
Add: Balance of profit brought forward from previous year	<b>17184903</b>	13174901
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<b>Balance Profit for the available for appropriation</b>	<b>22910171</b>	18809545
Less. (1.) Proposed Dividend	<b>875800</b>	875800
(2.) Prov. For Tax on Div.	<b>148842</b>	148842
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	<b>21885529</b>	17748903
Less: Transferred to General Reserve	<b>600000</b>	600000
	=====	=====
Balance carried to Balance Sheet	<b>21285529</b>	17184903
	=====	=====

**2. OPERATIONS:**

The total sales and other income during the year have been Rs.1257.46 Lakhs compared to Rs. 882.38 lakhs in the previous year. The Company's Profit for the year before depreciation, interest and taxation has been Rs. 201.79 lakhs (P.Y. Rs.180.45 lakhs) and the Net Profit after interest, depreciation is Rs. 51.11 lakhs (P.Y. Rs. 58.38 lakhs).

**3. DIVIDEND:**

Your Directors are pleased to recommend a dividend of 10 % ( Re.1.00 per share) (previous year 10%) to the Equity Shareholders subject of deduction of tax at source.

**4. FINANCE:**

During the year review, the Company had incurred capital expenditure which was partly financed by way of Term Loan from Bank and balance being from internal accruals. The repayments are made regularly on due dates.

**5. FIXED DEPOSITS:**

The Company has not invited any deposits from the public during the year under review. There is no unsecured loan as on date of Balance Sheet.

**6. INSURANCE:**

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

**7. DIRECTORS:**

Shri B. S. Saini and Shri Jaikrishna Agrawal retire by rotation and being eligible, offers themselves for reappointment. The Board recommends for their reappointment.

**8. CORPORATE GOVERNANCE:**

The clause no. 49 of the Listing Agreement regarding the Corporate Governance is not applicable to the Company. Since the paid up capital of the Company is below Rs. 300.00 Lakhs However, the Company has initiated its efforts to implement the provisions of the clause.

**1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:**

The Company's philosophy is to conduct its affairs in a manner which is transparent, Clear and evident to those dealing with or having a stake in the company namely shareholders, lenders, creditors and employees. The Company's philosophy on corporate Governance is thus concerned with the ethics and values of the Company and its Directors, who are expected to act in the best interest of the Company and remain accountable to share holders and other beneficiaries for their action.

The Company is committed to provide high quality product and services to its customers and stakeholders, because the company believes that its long-term survival is entirely dependent on good corporate governance.