



**Shri Jagdamba Polymers Ltd.**

**25<sup>TH</sup>**  
**ANNUAL REPORT**  
**2008-2009**

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**REGD. OFFICE :**

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

**Annual General Meeting**Thursday, 27<sup>th</sup> August, 2009

At

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

At

11:00 A.M.

**Board of Directors**

(As On 25.06.2009)

**Shri R.K. Bhojnagarwalla**

Chairman cum Managing Director

**Shri K. B. Patel**

Whole-time Director

**Smt. Shradha H. Agarwal**

Director

**Shri B. S. Saini**

Director

**Shri K. I. Patel**

Director

**Shri Ashish Bhaiya**

Director

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.

**Auditors**

M/s. G.C. Surana &amp; Co.

"Surana House"

B/h. Klassic Chamber, Near Swastik,

Char Rasta, Navrangpura,

Ahmedabad-380 009

**Registered Office**

802, Narnarayan Complex

Opp., Navrangpura Post Office

Navrangpura

Ahmedabad-380 009

**Plant 1**

101, GIDC Estate

Dholka-387810

Dist.: Ahmedabad.

**Plant 2**

703-710, GIDC Estate

Dholka-387810

Dist.: Ahmedabad.

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### NOTICE

NOTICE is hereby given that the TWENTY FIFTH ANNUAL GENERAL MEETING of the members of SHRI JAGDAMBA POLYMERS LIMITED will be held on Thursday, 27<sup>th</sup> August, 2009 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 31.03.2009 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 31.03.2009.
3. To appoint a Director in place of Shri Kantilal L. Patel, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri Ashish Bhaiya, 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 ordinary Resolution:

"Resolved that, Smt. Shradha H. Agarwal, who was appointed as an additional director by the Board of Directors of the company and who holds office upto the date of this annual general meeting and in respect of whom the company has received a notice from a member of the company proposing her



candidature as a director of the company liable to retire by rotation in accordance with the provisions of the Companies Act, 1956 and Articles of Association of the company."

"Resolved further that, the Board of Directors of the company be and is hereby authorised to do all such acts, deeds and things that may be necessary for giving effect to this resolution."

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 Companies Act, 1956 and of the listing agreement, consent be and is hereby accorded to the Board of Directors to offer the forfeited shares to the existing shareholders of the Company on pro rata basis on the basis of the number of shares request received at a price of Rs. 10/- per share or such higher or lower price as may be determined by the Board of Directors".

"Resolved further that, in case the number of shares request received from the existing shareholders is insufficient or is not received at requisite price the Company do hereby authorize the Board of Directors to reissue and allot forfeited shares to any person, HUF, company, body corporate, or any other person entitled for the allotment of equity shares".

"Resolved further that the re-issue and allotment of forfeited shares shall be subject to such lock in period as may be necessary under the Securities and Exchange Board of India guidelines or other authority or as may be imposed by the Board of Directors."

"Resolved further that, a person holding 1000 equity shares is entitled to apply for 25 equity shares and in proportion thereof".

"Resolved further that, no fractional shares shall be issued to any shareholder or prospective allottees".

"Resolved further that, reissue of forfeited shares shall be subject to the provisions of the law for the time being in force, listing agreement and other authorities as may be necessary."

"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 modifications if any, the following resolution as an Special Resolution:

“Resolved that, pursuant to provision of Section 269, 309, 311 and other applicable provisions of the Companies Act, 1956 including Schedule XIII of the Companies Act, 1956 the Company do hereby reappoint Shri Ramakant Bhojnagarwalla, Managing Director of the company, be and is hereby reappointed on a remuneration of Rs. 2,00,000/- ( Rupees Two Lacs Only ) per month with effect from 1<sup>st</sup> September, 2009 on the terms and conditions as may be mutually agreed between the Company and Shri Ramakant Bhojnagarwalla.”

“Resolved further that, the Managing Director of the company shall not be entitled for any sitting fee for attending the Board meeting or committee thereof”

“Resolved further that, the Managing Director of the company shall not be liable to retire by rotation”.

“Resolved further that, the Board of Directors of the company be and is hereby authorised to take all such steps as may be necessary for giving effect to this resolution.”

10. 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 provision of Section 269, 309, 311 and other applicable provisions of the Companies Act, 1956 including Schedule XIII of the Companies Act, 1956 the Company do hereby reappoint Shri Kiran B. Patel, Wholtime Director of the company, be and is hereby reappointed on a remuneration of Rs. 50,000/- ( Rupees Fifty Thousand Only ) per month with effect from 1<sup>st</sup> September, 2009 on the terms and conditions as may be mutually agreed between the Company and Shri Kiran B. Patel.”

“Resolved further that, the Whole time Director of the company shall not be entitled for any sitting fee for attending the Board meeting or committee thereof.”

“Resolved further that, the Board of Directors of the company be and is hereby authorised to take all such steps as may be necessary for giving effect to this resolution.”

11. 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 provision of Section 97 and other applicable provisions of the Companies Act, 1956 consent of the members of the company be and is hereby accorded to increase the Authorised Share Capital of the company from Rs. 3,00,00,000/- ( Rupees Three Crores Only ) divided into 30,00,000 ( Thirty Lacs ) equity shares of Rs. 10/- each to Rs. 10,00,00,000/- ( Rupees Ten Crores Only ) divided into 1,00,00,000 ( One Crore ) equity shares of Rs. 10/- [ Rupees Ten Only ] each."

"Resolved further that, existing Clause V of the Memorandum of the Association of the company be and is hereby altered as follow :

Clause V :- The Authorised Share Capital of the company is Rs. 10,00,00,000/- ( Rupees Ten Crores Only ) divided into 1,00,00,000 ( One Crore ) equity shares of Rs. 10/- [ Rupees Ten Only ] each.

"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."

12. 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 provision of Section 31 and other applicable provisions of the Companies Act, 1956 and the rules framed thereunder, consent of the members of the company be and is hereby accorded for the alteration of existing Article 5 as follow:

The Authorised Share Capital of the company is Rs. 10,00,00,000/- ( Rupees Ten Crores Only ) divided into 1,00,00,000 ( One Crore ) equity shares of Rs. 10/- [ Rupees Ten Only ] each.

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

Registered Office:  
802, Narnarayan Complex  
Near Navrangpura Post Office  
Navrangpura  
Ahmedabad -380 009  
Date : 25<sup>th</sup> June 2009

BY ORDER OF THE BOARD OF DIRECTORS

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 24<sup>th</sup> August, 2009 to 27<sup>th</sup> August, 2009 (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 24<sup>th</sup> August, 2009.
- 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 2008 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 2008 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.

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Ahmedabad -380 009  
Date : 25<sup>th</sup> June 2009

BY ORDER OF THE BOARD OF DIRECTORS

s/d.  
**R.K. 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:

Smt. Shradha H. Agarwal was appointed as the additional director of the company on the Board of Directors of the Company on 20<sup>th</sup> April, 2009. Smt. Shradha H. Agarwal holds office upto the date of this annual general meeting. The company has received a notice from a member of the company proposing her candidature as a director of the company alongwith requisite fees.

Smt. Shradha H. Agarwal holds 36000 equity shares of the company as on date. She also holds 40000 equity shares of the company in joint name, wherein she is a second holder.

Shri Ramakant Bhojnagarwalla, and Smt. Shradha H. Agarwal are deemed to be interested in this resolution.

Item-8:

As on date the company has forfeited 22100 equity shares of the company. The proposed resolution hereby authorizes the Board of Directors to take necessary steps for the reissue of the forfeited shares to the existing shareholders on pro rata basis.

Further the reissue and allotment of forfeited shares shall be subject to such lock in period as may be prescribed under the Securities and Exchange Board of India guidelines or other authority or as may be imposed by the Board of Directors.

None of the Directors are interested in the resolution except as members of the company.



Item—9:

Shri Ramakant Bhojnagarwalla, is currently the Managing Director of the company. Shri Ramakant Bhojnagarwalla has vide experience in the management of the company. The details required pursuant to Schedule XIII of the Companies Act, 1956 is as under :

Nature of industry	The company is presently engaged in the business of polymer processing.			
Date of commencement of commercial production	The company is already making the production:			
Financial performance based on given indicators	The financial performance of the company is as under : (Amount in Rupees)			
	Particulars	2008 - 2009 (Audited)	2007 - 2008 (Audited)	2006 - 2007 (Audited)
	Sales and other receipts (Net of excise)	205342752	125714134	88033635
	Depreciation	8108617	7179138	5827018
	Profit before Tax	16286169	8088988	9575058
	Profit after tax and prior period adjustments	10840306	5725268	5634644
Export performance	During the year 2008 - 2009 the company has earned foreign exchange of Rs.13,72,98,064/- in comparison to Rs.4,70,67,618/- for the year 2007 - 2008			
Foreign investment and collaborations, if any	There is no foreign investment or collaboration.			
Information about the appointee				
Background details	Shri Ramakant Bhojnagarwalla is the promoter of the company and has wide experience in the management of the affairs of the company. The growth of the Company has been manifold under his management. Further Shri Ramakant Bhojnagarwalla has practical knowledge in the field of the manufacturing, finance, administration etc.			
Past remuneration	Presently Shri Ramakant Bhojnagarwalla is getting a remuneration of Rs. 1,00,000/- (Rupees One Lac) per month.			



Recognition / Awards	Shri Ramakant Bhojnagarwalla is presently the director of Textile Traders co-operative Bank Ltd. He is also the chairman of Ahmedabad Textiles Processors Association (Advisory Committee). He is also member of expert consultative committee of Textile Ministry Of Government of India.
Remuneration proposed	It is proposed to increase the remuneration of Shri Ramakant Bhojnagarwalla to Rs. 2,00,000/- ( Rupees Two Laacs ) per month
Pecuniary relationship	Shri Ramakant Bhojnagarwalla is presently the managing director of the company and he holds 53.58% approximately in the company directly or through his relatives
Other Information	
Reasons for loss or inadequate profits	The company has not suffered any loss during the year 2008 - 2009 and during the preceeding three years. However its profits are inadequate due to higher interest costs, increase in raw material costs, depreciation etc
Steps taken for improvement	The company has started a new unit during the year 2008 - 2009 and it is expected that the new unit will generate more revenues and increase the profits of the company in the years to come.
Expected increase in productivity and profits in measurable terms	In the past years the company was having more job work and therefore the turnover and profit of the company was less which can be verified from the annual reports of the company for the last three years. In the year 2007 turnover was Rs. 8.81 Crores which was increased to Rs. 12.57 Crores in the year 2008 and further increased to Rs. 20.53 Crores in the year 2009. It is expected that the turnover will increase to Rs. 30.00 Crores in the year 2010 which will contribute to higher profits to the company and the expected profits will be Rs. 1.7 Crores.

The appointment and remuneration of Shri Ramakant Bhojnagarwalla has been approved by the remuneration committee.

The Board of Directors of your company recommend the approval of the appointment of Shri Ramakant Bhojnagarwalla on new terms with effect from 1<sup>st</sup> August, 2009 for a period of three years. Shri Ramakant Bhojnagarwalla and Smt. Shradha H. Agarwal are deemed to be interested in this resolution. The above resolution together with explanatory statement may be treated as an abstract of terms of appointment pursuant to Section 302 of the Companies Act, 1956.