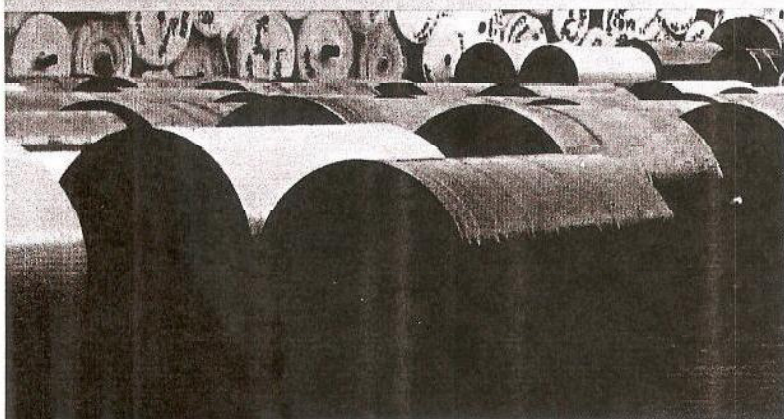




Shri Jagdamba Polymers Limited



28th
ANNUAL REPORT
2011 – 2012



Annual General Meeting

Friday, 14th September, 2012

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 31.07.2012)

Shri Ramakant Bhojnagarwalla

Chairman cum Managing Director

Shri Kiran B. Patel

Whole-time Director

Shri Bachittarsingh I. Saini

Director

Shri Kantilal I. Patel

Director

Shri Ashish Bhaiya

Director

Bankers

Indian Overseas Bank
Stadium Road Branch, Navrangpura
Ahmedabad-380 009

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
Opp., Navrangpura Post Office
Navrangpura
Ahmedabad-380 009

Works

Unit I

101, GIDC Estate
Dholka - 382225
Dist: Ahmedabad.

Unit II

703-10, GIDC Estate
Dholka - 382225
Dist. Ahmedabad

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NOTICE

NOTICE is hereby given that the TWENTY EIGHTH ANNUAL GENERAL MEETING of the members of SHRI JAGDAMBA POLYMERS LIMITED will be held on Friday, 14th September, 2012 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 31.03.2012 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 31st March, 2012.
3. To appoint a Director in place of Shri Kiran B. Patel, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri B.S. Saini, 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 reappointed 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 modifications if any, the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to provision of Section 257 and other applicable provision of the Companies Act, 1956 and of Articles of Association of the Company Shri Vikas Agrawal who has given his consent to act as a Director of the Company and in respect of whom a notice in writing from a member of the Company has been received alongwith requisite fees be and is hereby appointed as a Director liable to retire by rotation."

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

"RESOLVED THAT subject to the Securities and Exchange Board of India (SEBI) Regulations, Guidelines and other applicable provisions, if any, the Board of Directors of the Company be and is hereby authorized to seek voluntary delisting of the equity shares of the Company from the Ahmedabad Stock Exchange Limited (ASE) and for that matter to approach the said Stock Exchange and any other concerned authorities, seeking its/their approval for voluntary delisting of Equity Shares from the said Stock Exchange."

"RESOLVED FURTHER THAT the Board of Directors or any officer authorized by the Board is authorized to take all such steps, to do all such acts, deeds, things and to settle all questions difficulties or doubts as may arise in this regards to the aforesaid voluntary delisting of shares as it may in its absolute discretion deem fit without being required to seek any further approval from the Members."

Registered Office:
802, Narnarayan Complex
Opp. Navrangpura Post Office
Navrangpura
Ahmedabad-380 009
Date : 31/07/2012

By order of the board of directors

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 11th September, 2012 to 14th September, 2012 (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 14th September, 2012.
- 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 2011 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' 2011 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:
- a) Notify any change in address with Pin code numbers immediately to the Company's Registered Office or to "CAMEO CORPORATE SERVICES LIMITED", Share Transfer Agent of the Company to their address at "Subramanian Building", No. 1 Club House Road, Chennai – 600 022. Telephone No. 044 -2846 0390/0425" for both physical and demat segments of Equity Shares. Please Quote on all such correspondence – "Unit – Shri Jagdamba Polymers Limited".
 - 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.
- 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:
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Opp. Navrangpura Post Office
Navrangpura
Ahmedabad-380 009
Date : 31/07/2012

By order of the board of directors

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 No. 6**

Pursuant to the provisions of Section 383 A of the Companies Act, 1956 every company having paid up capital of ₹ 10 Lacs or more but less than ₹ 500 Lacs 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 this annual general meeting of the company.

The Board of Directors recommends 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 No. 7

Shri Vikas Agrawal is a young and dynamic person. He is the son of Shrikishan Agrawal. He was born on 16th February, 1975. He has knowledge in the field of administration and marketing of the polymer products. The Company has received a notice in writing from a member of the Company proposing his candidature as a Director of the Company alongwith the requisite fees. The fees will be refundable if Mr. Vikas Agrawal is elected as a Director of the Company.

He holds 500 Equity Shares in the Company.

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

Item No. 8

The Company's shares are listed on Bombay Stock Exchange Limited (BSE) and Ahmedabad Stock Exchange Limited. Bombay Stock Exchange Limited (BSE) provides a nationwide trading facility and unrestricted, unhindered access to the investors to trade in the shares of the Company. Also, the trading volume in Ahmedabad Stock Exchange Limited is very insignificant. Hence it is proposed that the Equity Shares of the Company be de-listed from Ahmedabad Stock Exchange Limited. The equity shares of the Company will continue to be listed and traded on Bombay Stock Exchange

The shareholders are requested to accord their approval to the special resolutions for de-listing of Equity Shares from Ahmedabad Stock Exchange Limited.

None of the Directors of the Company are interested or concerned in the above resolution

Registered Office:
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Opp. Navrangpura Post Office
Navrangpura
Ahmedabad-380 009
Date : 31/07/2012

By order of the board of directors

R.K. Bhojnagarwalla
(Chairman cum Managing Director)

DIRECTORS' REPORT

To,
The Members of
Shri Jagdamba Polymers Limited
Ahmedabad

The Directors hereby present the 28th Annual Report together with Audited Statement of Accounts for the year ended on 31st March' 2012 which they trust, will meet with your approval.

1. <u>FINANCIAL RESULTS:</u>	Year Ended	Year Ended
	31.03.2012	31.03.2011
	(₹ in Lacs)	(₹ in Lacs)
Profit before Interest , Depreciation & Taxes	697.19	453.70
<u>Less :</u>		
Finance Cost	269.93	171.43
Depreciation	176.95	105.47
Current Tax Provision	50.00	39.00
Deferred Tax Provision	34.82	16.75
Total	531.70	332.65
Net Profit after Tax	165.49	121.05
Add: Balance of profit brought forward from previous year	507.52	402.68
	-----	-----
Balance Profit available for appropriation	673.01	523.73
Less. (1.) Proposed Dividend	8.76	8.76
(2.) Prov. for Tax on Dividend	1.42	1.45
	-----	-----
	662.83	513.52
Less: Transferred to General Reserve	6.00	6.00
	=====	=====
Balance carried to Balance Sheet	656.83	507.52
	=====	=====

2. OPERATIONS:

The total sales and other income during the year have been ₹ 5361.19 Lacs compared to ₹ 3862.98 Lacs in the previous year. The Company's Profit for the year before depreciation, interest and taxation has been ₹ 697.19 Lacs (P.Y. ₹ 453.70 Lacs) and the Net Profit after interest, depreciation, prior period adjustments & taxes are ₹ 165.49 Lacs (P.Y. ₹ 121.05 Lacs).

3. DIVIDEND:

Your Directors are pleased to recommend a dividend of ₹ 1.00 per share equivalent to 10 % (ten percent) on the paid up share capital of the company for the year ended 31.03.2012 (previous year ₹1.00 per share) to the Equity Shareholders. The dividend will be paid when declared by the shareholders in accordance with the law. The dividend will be free of tax in the hands of the shareholders. However, the Company will have to pay dividend distribution tax as prescribed under the Income Tax Act, 1961.

4. FINANCE:

During the year the Company had taken ₹ 98.85 lacs as Term Loan and repaid ₹ 244.19 Lacs against Term loan.

5. FIXED DEPOSITS:

The Company has not invited any deposits from the public during the year under review.

6. INSURANCE:

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

7. DIRECTORS:

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

Shri Vikas Agrawal is proposed to be appointed as a Director of the Company. The Board recommends for his appointment.

8. SECRETARIAL COMPLIANCE REPORT:

As per the Companies (Amendment) Act 2000, every Company having paid up capital more than ₹ 10.00 Lacs but less than ₹ 500.00 Lacs will be required to get its Statutory Registers audited by the practicing Company Secretary and to obtain Secretarial Compliance Report. Since the paid up capital of the Company is more than ₹10.00 Lacs, the Statutory Registers are audited by M/s. Jalan Alkesh & Associates, practicing Company Secretary, whose Secretarial Compliance Report is attached herewith which is self explanatory.

9. DIRECTOR'S RESPONSIBILITY STATEMENT:

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

1. In the preparation of the Annual Accounts for the year ended on 31st March' 2012, the applicable accounting standards have been followed and there has been no material departure.
2. The Directors had selected such accounting policies and applied them consistently and made judgments 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 of the Company for the year under review.
3. 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.
4. The Directors have prepared the annual accounts for the year ended on 31st March' 2012 on a going concern basis.

10. 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.

11. LISTING:

The Equity Shares of the Company are listed on Ahmedabad and Bombay Stock exchange. The Company is regular in payment of listing fees.

12. AUDITORS:

The Auditors M/s. G.C. Surana & Co., Chartered Accountants, Ahmedabad hold office until the conclusion of the ensuing Annual General Meeting and are eligible for reappointment.

The Company has received a certificate from the Auditors to the effect that their reappointment if made, would be within the prescribed limits under section 224 (1B) of the Companies Act, 1956 and the auditors are not disqualified for reappointment within the meaning of Section 226 of the said act.

The Notes on Financial Statements referred to in the Auditor's Report are Self-explanatory and do not call for any further comments.

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

Power & Fuel Consumption :	Current Year	Previous Year
Electricity:	2011-12	2010-2011
i) Purchased:		
(a) Units	7910726	6932192
(b) Amount(₹ in Lacs)	478.84	385.91
(c) Units/per litre of Diesel Oil	N.A.	N.A.
(d) Cost per unit (₹)	6.05	5.57
ii) Own Generation:		
(a) Units	17488	11872
(b) Amount(₹ in Lacs)	2.73	1.53
(c) Units/per litre of Diesel Oil	2.83	3.31
(d) Cost per unit (₹)	15.64	12.85
iii) Gas Consumption	NIL	NIL

The Company uses various forms of energy such as electricity, diesel oil, etc. Our industry is not very heavy consumer of energy. However, various steps in the form of checking are carried out to control 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. The company has also got the certification of ISO 9001:2008 which applies quality system with in line and standards as prescribed.

C. Foreign Exchange Earnings and Expenditure:

The Company has earned foreign exchange of ₹ 3720.75 Lacs (previous year ₹ 2714.53 Lacs) during the year under review. There has been outgo of foreign exchange of ₹ 1506.42 Lacs (P.Y. ₹ 804.76 Lacs) as provided in the notes to accounts.

14. DEMATERIALISATION OF SHARES:

The ISIN for the equity shares is INE564J01018. As on 31st March, 2012 total 8,03,100 equity shares of the Company have been dematerialized. Members of the company are requested to dematerialize their shares.

15. CORPORATE GOVERNANCE:

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, Management Discussion & Analysis, Corporate Governance Report and Auditor's Certificate regarding compliance to conditions of corporate governance are made part of this Annual Report.

16. MATERIAL CHANGES AND COMMITMENTS:

There are no material changes and commitments, if any, affecting the financial position of the Company subsequent to the date of the Balance sheet and up to the date of the report.

17. APPRECIATION:

Your Directors acknowledge the continued support and cooperation received from the Central Government, Shareholders, Banks and other Lenders, suppliers and Dealers.

The Board also wishes to record its sincere appreciation of the total commitment, dedication and hard work, put in by every member of Jagdamba Group.

By order of the board of directors

Place : Ahmedabad
Date : 31/07/2012

R.K. Bhojnagarwalla
(Chairman cum Managing Director)

MANAGEMENT DISCUSSION AND ANALYSIS

Industry Structure:

India, currently the third largest consumer of polymers, is about to become a global polymers power house, market analysts believe. A recent study by Global Data expects the production output to rise by 9.4% annually. Hence it is expected that there will be a strong demand for the polymers.

Opportunities and Threats:

Opportunities:

Due to India's recent admission to the WTO, government regulations and trade restrictions have also been removed. Hence for the plastic producers India represent a range of promising new opportunities for growth. The per capita plastics consumption in North America and China is about 200 pound and 50 pound, respectively. Meanwhile, plastics consumption in India is less than 15 pound per capita, and is expected to increase to more than 40 pound by 2015.

Threats:

The Company is facing competition from domestic players as well as international players.

Segment Wise Performance:

The business of the company falls under a single segment i.e. polymers for the purpose of Accounting Standard AS -17.

Risks and Concerns:

While the demand for the polymers continues to be strong however the polymers are petrochemical products. The rise in crude prices has increased the cost of polymer production.

Human Resources and Industrial Relations:

The Company recognizes human resources as its biggest strength which has resulted in getting acknowledgement that the company is the right destination where with the growth of the organization, value addition of individual employees is assured. The total number of employees as on 31st March, 2012 is 1007.

Internal Control:

The company has an adequate internal control system for safeguarding the assets and financial transactions of the company. The strong internal control systems have been designed in such a way that, not only it prevent fraud and misuse of the company's resources but also protect shareholders interest.

Cautionary Statement:

Certain statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ from those expressed or implied therein.

CORPORATE GOVERNANCE REPORT

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.

2. BOARD OF DIRECTORS:

As on 31st March, 2012 strength of the Board of Directors is 5 (Five).

Attendance of each Director at the Board Meetings and last Annual General Meeting

Sr. No.	Name of Directors	Designation	Board Meeting Attended	Attendance at Last AGM	No. of Directorships in the other public Companies	No. of Chairmanship Membership in other board /committee.
1.	Ramakant Bhojnagarwalla	Chairman cum Managing Director	9	Yes	1 *	Nil
2.	Kiran B. Patel	Whole time Director	9	Yes	Nil	Nil
3.	Ashish Bhaiya	Independent and Non –Executive Director	6	Yes	Nil	Nil
4.	Bachittar Saini	Independent and Non – Executive Director	1	No	Nil	Nil
5.	Kantilal Patel	Independent and Non – Executive Director	6	Yes	1 *	Nil

* (including Textile Traders Co-operative Bank Limited)

Nine Board meetings were held during the year. The dates on which the Board meetings were held are 12.05.2011, 20.07.2011, 05.08.2011, 11.08.2011, 07.10.2011, 11.11.2011, 01.02.2012, 10.02.2012 and 09.03.2012

The information required to be given for the Directors seeking appointment/ reappointment at the Annual General Meeting as per clause 49 (VI) is as under:

Name of the Director	Shri Kiran Bhailalbhai Patel
Father Name	Shri Bhailalbhai Patel
Date of Birth	11 th February, 1957
Date of Appointment	31 st January, 2004
Name of the Public Companie(s) in which he is a director other than Shri Jagdamba Polymers Limited	Nil
Specific functional Areas	He has vide experience in the field of the production and marketing of polymer products. He also has the experience in field of administration and affairs of the Company. He is the Whole Time Director of the Company.
Number of Shares held in the Company	100