



Shri Jagdamba Polymers Limited



29th
ANNUAL REPORT
2012-2013

Annual General Meeting

Wednesday, 25th September, 2013

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

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 Bhैया
Director

Shri Vikas Agrawal
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 NINTH ANNUAL GENERAL MEETING of the members of SHRI JAGDAMBA POLYMERS LIMITED will be held on Wednesday, 25th September, 2013 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 31.03.2013 and audited Profit & Loss account for the year ended on that date, together with Director's and Auditor's Report thereon and other documents required to be attached or annexed thereto.
2. To declare dividend on equity shares for the year ended 31st March, 2013.
3. To appoint a Director in place of Shri Ashish Bhaiya, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri Kantilal I. Patel, 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 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, Whole Time Director of the Company on a remuneration of Rs. 1,00,000/- (Rupees One Lakh Only) per month with effect from 1st August, 2013 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 authorized to take all such steps as 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 provision of Section 314 and other applicable provisions, if any, of the Companies Act, 1956 including statutory modification or reenactment thereof for time being in force and as may be enacted from time to time and subject to such approvals, permissions and sanctions, if required and as may be necessary, consent of the members of the Company and is hereby by accorded to appointment and remuneration of Mr. Vikas Agarwal, Director of the Company to hold office or place of profit under the Company as a Business Development - Head or with such designation as the Board of Directors of the Company may, from time to time, decide upon a monthly basic salary and *other* allowances, benefits, amenities and facilities with effect from 1st September, 2013 on the remuneration not exceeding Rs. 80,000.00 (Rupee Eighty Thousand Only) per month or such other permissible total monthly remuneration that may be prescribed in this behalf from time to time *under* Section 314 of the Companies Act, 1956.

“Resolved further that, the Board of Directors of the Company be and are hereby authorized to alter, increase, vary, amend his remuneration and perquisites subject to the condition that total remuneration and perquisites payable to Mr. Vikas Agarwal, shall not exceed Rs 2.50 lacs per month.”

“Resolved further that, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts and deeds that may be necessary to give effect to the aforesaid resolution.”

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 314 and other applicable provisions, if any, of the Companies Act, 1956 including statutory modification or reenactment thereof for time being in force and as may be enacted from time to time and subject to such approvals, permissions and sanctions, if required and as may be necessary, consent of the members of the Company and is hereby by accorded to appointment and remuneration of Smt. Shradha Hanskumar Agarwal, to hold office or place of profit under the Company as a Administration Head or with such designation as the Board of Directors of the Company may, from time to time, decide upon a monthly basic salary and *other* allowances, benefits, amenities and facilities with effect from 1st September, 2013 on the remuneration not exceeding Rs. 40,000 (Rupees Forty Thousand Only) per month or such other permissible total monthly remuneration that may be prescribed in this behalf from time to time *under* Section 314 of the Companies Act, 1956.

“Resolved further that, the Board of Directors of the Company be and are hereby authorized to alter, increase, vary, amend his remuneration and perquisites subject to the condition that total remuneration and perquisites payable to Smt. Shradha Hanskumar Agarwal shall not exceed Rs 2.50 lacs per month.”

“Resolved further that, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts and deeds that may be necessary to give effect to the aforesaid resolution.”

Registered Office:
802, Narnarayan Complex
Opp. Navrangpura Post Office
Navrangpura
Ahmedabad-380 009
Date : 29/05/2013

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 23rd September, 2013 to 25th September, 2013 (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 25th September, 2013.
- 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 2012 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 up to the financial year ended 31st March' 2012 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 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".
 - 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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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 Kiran B. Patel, is currently the Whole Time Director of the Company. Shri Kiran B. Patel has wide experience in the management of the Company. The details required pursuant to Schedule XIII of the Companies Act, 1956 and of Clause 49 of the Corporate Governance 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 Lacs)			
	Particulars	2012-2013 (Audited)	2011-2012 (Audited)	2010-2011 (Audited)
	Sales and other receipts (Net of excise)	7395.86	5361.19	3862.97
	Depreciation	197.03	176.95	105.47
	Profit before Tax	358.35	250.31	176.80
	Profit after tax	316.11	165.49	121.05
Export performance	During the year 2012 – 2013 the Company has exported goods worth Rs.5706.05 while in the year 2011 – 2012 the Company the export sales was Rs. 3720.75 lacs.			
Foreign investment and collaborations, if any	There is no foreign investment or collaborations.			

Information about the appointee

Background details	Shri Kiran B. Patel joined as a Director of the Company since 14-7-2001 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 Kiran B. Patel has practical knowledge in the field of the manufacturing, finance, administration etc.
Father Name	Shri Bhailalbhai Patel
Date of Birth	11 th February, 1957
Educational Qualification	Bachelor of Science
Past remuneration	Presently Shri Kiran B. Patel is getting a remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) per month
Recognition/ Awards	He is Secretary of Dholka Industrial Association, Ahmedabad
Remuneration proposed	It is proposed to increase the remuneration of Shri Kiran B. Patel to Rs. 1,00,000/- (Rupees One Lakh Only) per month
Pecuniary relationship	Shri Kiran B. Patel is presently the Whole Time Director of the Company and he holds 100 shares 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 2012-2013 and during the preceding three years. Further the Board of Directors of the Company believe that in years to come it will have profits.
Steps taken for improvement	The Company is in process of production of value added products to enhance profitability.
Expected increase in productivity and profits in measurable terms	It is expected that total income for the year 2013 – 2014 will be Rs. 7662 lacs and net profit for the year 2013 – 2014 will be Rs 322 lacs and total income for the year 2014 – 2015 will be Rs. 7949 lacs for the year 2014 – 2015 will be 395 lacs.

The appointment and remuneration of Shri Kiran B. Patel has approved by the Board of Directors. The Board of Directors of your Company recommends the approval of the appointment of Shri Kiran B. Patel on new terms with effect from 1st August, 2013 for a period of three years. None of Directors other than Shri Kiran B Patel are interested in the proposed 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.

Item No. 8

Mr. Vikas Agarwal is Director of your Company. He is a young and dynamic person. He is a commerce graduate. Mr. Vikas Agarwal is making valuable efforts in the management of the Company. He devotes his substantial time in the administration of the Company and the Company has benefited from his services. In order to avail his continued services it is necessary to recruit him as a Business Development Head and also to remunerate him on a monthly remuneration of Rupees 80,000/- (Rupees Eighty Thousand Only) Per month with effect from 1st September, , 2013. Pursuant to provision of Section 314 of the Companies Act, 1956 approval of members of the Company is required if the Director of the Company holds office or place of profit in the Company.

Mr. Vikas Agarwal holds 500 shares in the Company

None of the Directors of the Company other than Mr. Vikas Agarwal are interested or concerned in the above resolution. The Board of Directors recommends passing of the proposed special resolution

Item No. 9

Smt. Shradha Agarwal is a Commerce graduate. She is daughter in law of the Managing Director of the Company i.e. Shri Ramakant Bhojnagarwalla. She is appointed with effect from 1st September, 2013 on a monthly remuneration of Rs. 40,000/- per month. Pursuant to provision of Section 314 of the Companies Act, 1956 the appointment and remuneration of Smt. Shradha H. Agarwal requires consent of the members in general meeting. None of the Directors of the Company other than Shri Ramakant Bhojnagarwalla is interested or concerned in the above resolution. The Board of Directors recommends passing of the proposed special resolution

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Date : 29/05/2013

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 29th Annual Report together with Audited Statement of Accounts for the year ended on 31st March' 2013 which they trust, will meet with your approval.

	Year Ended	Year Ended
	31.03.2013	31.03.2012
	(₹ in Lacs)	(₹ in Lacs)
1. FINANCIAL RESULTS:		
Profit before Interest , Depreciation & Taxes	780.59	697.19
Less :		
Finance Cost	225.21	269.93
Depreciation	197.03	176.95
Current Tax Provision	71.70	50.00
Deferred Tax Provision	(29.46)	34.82
Total	464.48	531.70
Net Profit after Tax	316.11	165.49
Add: Balance of profit brought forward from previous year	656.83	507.52
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Balance Profit available for appropriation	972.94	673.01
Less. (1.) Proposed Dividend	8.76	8.76
(2.) Prov. for Tax on Dividend	1.42	1.45
	-----	-----
	962.76	662.83
Less: Transferred to General Reserve	6.00	6.00
	=====	=====
Balance carried to Balance Sheet	956.76	656.83
	=====	=====

2. OPERATIONS:

The total sales and other income during the year have been ₹ 7395.86 Lacs compared to ₹ 5361.19 Lacs in the previous year. The Company's Profit for the year before depreciation, interest and taxation has been ₹ 780.59 Lacs (P.Y. ₹ 697.19 Lacs) and the Net Profit after interest, depreciation, prior period adjustments & taxes are ₹ 316.11 Lacs (P.Y. ₹ 165.49 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 31.03.2013 (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, subject to the provision of Income Tax Act, 1961, as amended from time to time. 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 ₹ 100.00 lacs as Term Loan and repaid ₹ 143.51 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 Ashish Bhैया and Shri Kantilal I. Patel, retire by rotation and being eligible, offers themselves for reappointment. The Board recommends for their reappointment.

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' 2013, 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 2013 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 Bombay Stock exchange. The Equity Shares of the Company have been delisted from Ahmedabad Stock Exchange Ltd. 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:	2012-13	2011-2012
i) Purchased:		
(a) Units	8086805	7910726
(b) Amount(₹ in Lacs)	550.93	478.84
(c) Units/per litre of Diesel Oil	N.A.	N.A.
(d) Cost per unit (₹)	6.81	6.05
ii) Own Generation:		
(a) Units	20176	17488
(b) Amount(₹ in Lacs)	3.02	2.73
(c) Units/per litre of Diesel Oil	3.07	2.83
(d) Cost per unit (₹)	14.95	15.64
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 ₹ 5706.05 Lacs (previous year ₹ 3720.75 Lacs) during the year under review. There has been outgo of foreign exchange of ₹ 1507.35 Lacs (P.Y. ₹ 1506.42 Lacs) as provided in the notes to accounts.

14. DEMATERIALISATION OF SHARES:

The ISIN for the equity shares is INE564J01018. As on 31st March, 2013 total 8,04,400 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 : 29/05/2013

R.K. Bhojnagarwalla
(Chairman cum Managing Director)