

14TH ANNUAL REPORT 1998-99



 **BLISS CHEMICALS & PHARMACEUTICALS INDIA LTD.**



BOARD OF DIRECTORS

D.M. Kulkarni	Chairman
G.G. Desai		
P.S. Joshi		
R.P. Mistry		
J.C. Jani		
Devika D. Kulkarni		
Virginia Jani		
M.G. Wagle	Managing Director

BANKERS

Canara Bank, Mumbai

AUDITORS

B.K. Khare & Co., Mumbai

LEGAL ADVISORS

Little & Co., Mumbai

REGISTRAR AND SHARE TRANSFER AGENTS

Consolidated Share Services Pvt. Ltd.
Shanti Nagar Cross Road, A, Near MIDC Bus Depot
MIDC, Andheri - East,
Mumbai - 400 093.

REGISTERED OFFICE

Skypak House Annexe,
Off M. Vasanji Road, Marol,
Andheri (E), Mumbai 400 059.

FACTORY

Plot No. 10, Village : Aliyali,
Palghar Taluka, Dist. Thane,
Maharashtra.

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NOTICE

Notice is hereby given that the 14th Annual General Meeting of the members of Bliss Chemicals & Pharmaceuticals India Ltd. will be held on 10th September, 1999 at Hotel Kumaria Presidency, Marol, Andheri(East), Mumbai 400 059 at 11.30 A.M. to transact the following business :

1. To receive, consider and adopt the Balance Sheet as at 31st March, 1999 and Profit & Loss Account for the year ended on that date and reports of Directors & Auditors thereon.
2. To appoint a Director in place of Mr. D.M.Kulkarni who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. G.G. Desai who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. P.S.Joshi who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of next Annual Meeting and to authorise the Board to fix their remuneration.

Special Business

6. To consider & if thought fit pass with or without modification the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to Section 198,269,309,310 read with Schedule XIII & other applicable provisions, if any, of the Companies Act,1956. The Company hereby approves the re-appointment and payment of Remuneration perquisites, and benefits to Mr.M.G.Wagle, Managing Director for the period of 5 years with effect from 1st July'98 up to 30th June 2003, as set out in the explanatory Statement and the draft agreement to be entered in to between the Company of the one part and Mr.M.G.Wagle, Managing Director of the other part, with authority to the Board of Directors to alter or vary the said remuneration and/or perquisites and/or benefits as acceptable to Mr.M.G.Wagle, Managing Director within the limits specified in Schedule XIII of the Companies Act,1956. or any amendment made thereafter in that regard.

RESOLVED FURTHER THAT, wherein any financial year during his term of office the company makes no profit or inadequate profit. The company may pay the Remuneration by way of salary & perquisites not exceeding the limits laid down in section II part II of the schedule of XIII of the companies acts 1956 or any Statutory modification, or reenactment thereof as, may be agreed to, by the Board of Directors & acceptable to Mr.M.G.Wagle, Managing Director

"RESOLVED FURTHER THAT, The Board of Directors be and is hereby Authorised to do all such acts and things as may be considered necessary or expedient to give effect to their said Resolutions.

NOTES:

1. The relative Explanatory statement pursuant to section 173 (2) of the Companies Act, 1956 in respect of the business under item No. 6 of the above is annexed hereto.
2. 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.
The proxy duly completed and stamped must reach the registered office of the company not less than 48 hours before the time for holding aforesaid meeting.
3. The register of member and transfer book of the company will be closed from 3rd September, 1999 to 10th September, 1999 both days inclusive.

For & on behalf of Board

Date : 20th July, 1999

Place : Mumbai

D.M.Kulkarni

Chairman

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ANNEXURE TO NOTICE.

EXPLANATORY STATEMENT As Required under Section 173 of the Companies Act, 1956

The appointment of Shri.M.G.Wagle and the remuneration payable to him was approved by the ShareHolders at the Eighth Annual General Meeting held on 29th September 1993 for a period of 5yrs.with effect from 30th June 1993 in terms of schedule XIII of the Companies Act,1956.

It is now proposed to reappoint Shri.M.G.Wagle,Managing Director on such Remuneration in terms of the provision of schedule XIII which stipulates obtaining the approval of the Shareholder in a General Meeting .

The terms of the Remuneration to be paid to Mr.M.G.Wagle, Managing Director are as following:-

1. Mr.Wagle shall subject to the supervision and control of the Board perform the duties of Managing Director of the Company.
2. Period of Agreement: Five years with effect from 30th June,1998 terminable on 3 months notice from either side.
3. Remuneration:
 - (a) Salary : Rs.25,000/-per month. (In the grade of 25000-5000-50000)
 - (b) Children Education Allowance: As per the Rules of the Company,subject to a ceiling of Rs.100 per month.
 - (c) Perquisites: Perquisites shall be restricted to an amount equal to the annual salary or Rs.3,00,000 per annum,whichever is less. The perquisites are classified into three categories "A", "B", "C".
- A(i) Residential Accommodation : The Company shall provide rent-free furnished residential accommodation with gas,electricity and water,provided that the rent for unfurnished accommodation shall not exceed 60% of the salary over and above 10% of the salary payable by Mr.Wagle towards rent.
If accommodation is a Company owned house is provided,Mr.Wagle shall pay to the Company by way of rent 10% of the salary. The provision of gas,electricity ,water and furnishings shall be valued as per Income Tax Rules,1962 limited to 10% of the salary of Mr.Wagle.
If the Company does not provide accommodation to Mr.Wagle,then he shall be entitled for House rent allowance of Rs.4000/- per month.
- (ii) Medical: Reimbursement of expenses incurred for self and family,subject to a ceiling of one month Salary per annum.
- B(i) Contribution to Provident Fund : As per the Rules of the Company,subject to a ceiling of one month Salary per annum.
- (ii) Gratuity:- Payable in accordance with an approved Fund, which does not exceed half month's Salary for each completed year of service, subject to a ceiling of Rs.1,00,000/-.
- C(i) Provision of Car for use in Company's business and Telephone at residence will not be considered as Perquisites. Personal long distance calls on Telephone and use of Car for private purpose shall be billed by the Company to Mr.Wagle.
4. Other material terms:-
 - (i) The Company shall reimburse actual entertainment and travelling expenses incurred in the course of the company's business.
 - (ii) Earned or Privilege Leave shall be as per the Rules of the Company.However, the leave accumulated and not availed of will not be allowed to be encashed.
 - (iii) Mr.Wagle will not receive sitting fees for attending meetings of the Board of Directors of the Company.
 - (iv) Mr.Wagle shall not, so long as he functions as Managing Director of the Company, become interested or otherwise concerned directly or through his wife or minor children in any selling agency of the Company without the prior approval of the Central Government.

The Agreement referred to in the relevant resolution of the Notice will be open for inspection by shareholders at the Registered Office of the Company between 11.00 a.m to 1.00 p.m on any working day except Saturday.

The above may be treated as an abstract as required under Section 302 of the Companies Act,1956.

For & on behalf of Board

Place : Mumbai
Date : 20th July 1999

D.M.Kulkarni
Chairman

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DIRECTORS' REPORT

To,

Members,

Your Directors submit their Fourteenth Annual Report alongwith the Audited Accounts for the year ended 31st March 1999.

FINANCIAL RESULTS :

The company has ended the year with a turnover of Rs.231.37 lacs as compared to previous years turnover of Rs.253.54 lacs. The profit before tax for the year is Rs.32.74 lacs as compared to profit before tax of Rs.27.79 lacs for the previous year.

The overall prospects for the company are encouraging and your Directors are confident of achieving better results in the current year.

AUDITORS:

Messers B.K.Khare & Co. Chartered Accountants retire and are eligible for re-appointment. The Directors recommend Messers.B.K.Khare & Co. for appointment as statutory auditors and fix their remuneration.

TECHNICAL & ENVIRONMENTAL MEASURES :

As required under Section 217 (1) (e) of the companies Act, 1956 read with the Companies (Disclosure of particulars in the report of Board of Directors, Rules 1988).

A) CONSERVATION OF ENERGY : The Company's energy consumption is quite low, still we continue to make efforts to conserve the same wherever we can through planned utilisation, rotation and maintenance.

B) ABSORPTION OF TECHNOLOGY AND RESEARCH & DEVELOPMENT: We have not incurred any separate expenditure on R & D during the year. However, efforts continue on the production line itself to evolve better methods for improved yield.

C) FOREIGN EARNINGS/OUTGO : During the year foreign exchange outgo was in the form of imports of PVC/PE packing film amounting to Rs.13.43. There has been no foreign exchange earnings during the year.

PERSONNEL :

The Board wishes to place on record its appreciation to all employees in the Company of their sustained efforts and immense contribution to the high level of performance & growth of the business during the year. During the year the relationship with the employees continue to be satisfactory. Since there are no employees drawing a salary of Rs.50,000 or more per month the statement required under section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of employees) Rules 1975 as amended from time to time is not attached.

ACKNOWLEDGEMENTS :

Your Directors wish to place on record their appreciation for co-operation & support received from its Bankers, Canara Bank, Distributors, Customers, Employees and various Government agencies.

For & on behalf of Board of Directors

Place : Mumbai

Date : 20th July 1999

D.M.Kulkarni

Chairman

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AUDITORS REPORT

To The Shareholders of Bliss Chemicals and Pharmaceuticals India Limited

We have audited the attached Balance Sheet of BLISS CHEMICALS AND PHARMACEUTICALS INDIA LIMITED as on March 31, 1999 and also the Profit and Loss Account of the Company annexed thereto for the year ended on that date and report that

- A. As required by the Manufacturing and Other Companies (Auditors' Report) Order, 1988 issued by the Company Law Board, in terms of Section 227(4A) of the Companies Act, 1956 we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order on the basis of such checks of the books and records as were considered appropriate, and according to the information and explanations given to us in the course of the audit.
- B. Further to our comments in the Annexure referred to in paragraph 1 above, we report that :
 1. We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit.
 2. In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of the books.
 3. In our opinion, the Profit and Loss Account and the Balance Sheet comply with the Accounting Standards referred to in the Section 211(3C) of the Companies Act, 1956.
 4. The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of account of the Company.
 5. In our opinion and to the best of our information and according to the explanations given to us the said accounts read with the notes thereon give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view :
 - (i) in the case of Balance Sheet, of the state of affairs of the Company as on March 31, 1999 and
 - (ii) in the case of the Profit and Loss Account, of the profit for the year ended on that date.

for B. K. KHARE & COMPANY
Chartered Accountants

SANTOSH PARAB
Partner

Place : Mumbai

Date : 20th July, 1999

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