

# Bliss Chemicals & Pharmaceuticals India Ltd.

# BLISS

19th

Annual Report  
2003-2004

**BOARD OF DIRECTORS**

|                     |                    |
|---------------------|--------------------|
| G.G. DESAI          | Chairman           |
| SHIBROOR N. KAMATH  | Director           |
| GAUTAM R. ASHRA     | Director           |
| D.M. KULKARNI       | Director           |
| DEVIKA D. KULKARNI  | Director           |
| MALLIKA D. KULKARNI | Wholetime Director |
| M.G. WAGLE          | Managing Director  |

**BANKERS**

Canara Bank, Mumbai

**AUDITORS**

B.K. Khare & Co.

**LEGAL ADVISOR**

Little & Co., Mumbai

**REGISTRAR AND SHARE TRANSFER AGENT**

Mondkar Computers Private Limited  
21, Shakeel Niwas, Mahakali Caves Road,  
Andheri (East), Mumbai - 400 093.  
Phone : 2836 6620

**REGISTERED OFFICE**

Building No. 1, Unit No. 26,  
Ajay Mittal Industrial Premises Co-op. Society Ltd.,  
Andheri - Kurla Road,  
Andheri (E), Mumbai - 400 059.  
Phone : 2850 5387  
E-Mail : bliss@bom3.vsnl.net.in  
Website : www.blisspharma.com

**FACTORY**

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



## **NOTICE**

Notice is hereby given that the 19<sup>th</sup> Annual General Meeting of the Members of Bliss Chemicals & Pharmaceuticals India Ltd. will be held as under:

Day : Thursday

Venue : Kumaria Presidency, Marol, Andheri (East), Mumbai - 400 059.

Date : 16<sup>th</sup> September, 2004

Time : 11.30 a.m.

to transact the following business

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Profit and Loss Account for the year ended 31st March, 2004, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To declare Dividend.
3. To appoint a Director in place of Mr. Dilip M. Kulkarni, who retire by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting, to authorise the Board of Directors to fix their remuneration.
5. To appoint Mr. Shibroor N. Kamath as a Director of the Company.

Mr. Shibroor N. Kamath was appointed as Additional Director of the Company by the Board of Directors with effect from 14<sup>th</sup> June, 2004 and pursuant to section 262 of the Companies Act, 1956 read with Article 128 of the Articles of Association of the Company holds office upto the date of this Annual General Meeting. The Company has received a notice in writing under section 257 of the Companies Act, 1956 from a member signifying his intention to propose Mr. Shibroor N. Kamath as a candidate for the office of the Company.

6. To Appoint Mr. Gautam R. Ashra as a Director of the Company

Mr. Gautam R. Ashra was appointed as Additional Director of the Company by the Board of Directors with effect from 14<sup>th</sup> June, 2004 and pursuant to section 262 of the Companies Act, 1956 read with Article 128 of the Articles of Association of the Company holds office upto the date of this Annual General Meeting. The Company has received a notice in writing under section 257 of the Companies Act, 1956 from a member signifying his intention to propose Mr. Gautam R. Ashra as a candidate for the office of the Company.

By Order of the Board

**M.G. Wagle**  
Managing Director

### **Registered Office :**

Building No. 1, Unit No. 26,  
Ajay Mittal Industrial Premises Co-op. Society,  
Andheri - Kurla Road, Andheri (East),  
Mumbai - 400 059.  
Mumbai, Dated 21<sup>st</sup> July, 2004.

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE AT BUILDING NO. 1, UNIT NO. 26, AJAY MITTAL INDUSTRIAL PREMISES CO-OP. SOCIETY, ANDHERI - KURLA ROAD, ANDHERI (EAST), MUMBAI - 400 059 NOT LESS THAN FORTY EIGHT HOURS BEFORE THE MEETING.
  1. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of Special Business under item No. 5 & 6 to the notice are annexed.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 11.09.04 to 15.09.04 (both day's inclusive) for the purpose of payment of dividend.
3. The Dividend, as recommended by the Board, if sanctioned at the meeting, will be paid on or after the 16.09.04 to those members or their mandates whose names stand registered on the Company's Register of Members :-
  - a) As Beneficial Owners as at the end of Business on 10.09.04 as per the lists to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form, and
  - b) As Members in the Register of Members of the Company after giving effect to valid transfers in physical form lodged with the Company on or before 10.09.04.
4. In compliance with SEBI Circular No. D& CC/FITT/CIR-15/2002 dated December 27, 2002 read with circular No. D& CC/FITTC/ CIR-18/2003 dated February 12, 2003 mandating a Common Agency for Share Registry Work (Physical & Electronic), the Company has already appointed M/s. Mondkar Computers Pvt. Ltd. as the Registrar & Share Transfer Agents, having their office at 21, Shakeel Niwas, Mahakali Caves Road, Andheri (East), Mumbai - 400 072.
5. Members are requested to notify immediately any change in their address:
  - a) To their Depository Participants (Dps) in respect of their electronic share accounts, and
  - b) To the share transfer agent M/s. Mondkar Computers Pvt. Ltd. as the Registrar & Share Transfer Agents, having their office at 21, Shakeel Niwas, Mahakali Caves Road, Andheri (East), Mumbai - 400 072.
6. Members may please bring the Admission Slip duly filled in and may hand over the same at the entrance to the Meeting Hall.
7. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Board of Directors of the Company at least 7 days before the date of the Meeting so that the information required may be made available at the Meeting.
8. Members are requested to bring the copy of the Annual report sent to them.



**ANNEXURE TO NOTICE**

**EXPLANATORY STATEMENT PURSUANT TO SUB SECTION (2) OF SECTION 173 OF THE COMPANIES ACT, 1956 IN RESPECT OF THE SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE ANNUAL GENERAL MEETING.**

**ITEM NO. 5**

Mr. Shibroor N. Kamath was appointed as an Additional Director of the Company on 14<sup>th</sup> June, 2004. Pursuant to section 262 of the Companies Act, 1956 read with Article 128 of the Articles of Association of the Company holds office upto the date of this Annual General Meeting.

The Company has received a notice in writing under section 257 of the Companies Act, 1956 from a member signifying his intention to propose Mr. Shibroor N. Kamath as a candidate for the office of the Company.

Mr. Shibroor N. Kamath, has about 30 years experience in the pharmaceutical line and promoter of GVS Labs, a proprietorship concern engaged in Manufacture and Export of Pharmaceutical Products. Mr. Shibroor N. Kamath has extensive administrative, financial, regulatory and managerial experience and the company would benefit immensely from his extensive knowledge and experience. The Board considers it desirable that the Company should continue to avail of Mr. Shibroor N. Kamath's services as a Director and accordingly commends the Resolution for acceptance by the Members.

None of the Directors of the Company other than Mr. Shibroor N. Kamath is concerned or interested in this item of business as it relates to his re-appointment as a Director of the Company.

**ITEM NO. 6**

Mr. Gautam R. Ashra was appointed as an Additional Director of the Company on 14<sup>th</sup> June, 2004. Pursuant to section 262 of the Companies Act, 1956 read with Article 128 of the Articles of Association of the Company holds office upto the date of this Annual General Meeting.

The Company has received a notice in writing under section 257 of the Companies Act, 1956 from a member signifying his intention to propose Mr. Gautam R. Ashra as a candidate for the office of the Company.

Mr. Gautam R. Ashra. M. Com, aged 48 years, is a foreign exchange Broker for last 25 years and has extensive administrative financial, regulatory and managerial experience and the company would benefit immensely from his extensive knowledge and experience. The Board considers it desirable that the Company should continue to avail of Mr. Gautam R. Ashra's services as a Director and accordingly commends the Resolution for acceptance by the members.

None of the Directors of the Company other than Mr. Gautam R. Ashra is concerned or interested in this item of business as it relates to his re-appointment as a Director of the Company.

By Order of the Board

**M.G. Wagle**  
Managing Director

**Registered Office :**

Building No. 1, Unit No. 26,  
Ajay Mittal Industrial Premises Co-op. Society,  
Andheri - Kurla Road, Andheri (East),  
Mumbai - 400 059.  
Mumbai, Dated 21st July, 2004

**DIRECTORS' REPORT**

We have pleasure in presenting 19th Annual Report together with the Audited Accounts for the year ended 31st March, 2004

**SUMMARISED FINANCIAL RESULTS:**

(Amount in Rs.)

|  | Year ended<br>31-03-2004 | Year ended<br>31-03-2003 |
|--|--------------------------|--------------------------|
| Gross Turnover                             | 34095662                 | 28286758                 |
| Operating Income                           | 1498062                  | 1213050                  |
| Profit before Interest, Depreciation & Tax | 4973771                  | 511127                   |
| Less:                                      |                          |                          |
| Interest                                   | 23109                    | 7079                     |
| Depreciation                               | 605881                   | 717180                   |
| Dividends                                  | 2933125                  | 2933125                  |
| Balance brought forward from previous year | 3989832                  | 4301458                  |
| Profit available for appropriation         | 2938435                  | 2921499                  |
| Transfer to General Reserves               | 300000                   | 300000                   |
| Balance in Profit & Loss Account           | 3695142                  | 3989832                  |

**TAKEOVER OF MANAGEMENT**

Mr. M.G. Wagle present Managing Director of the Company along with Mr. Gautam R. Ashra and Mr. Shibroor N. Kamath, in compliance to the provisions of the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations 1997 entered an agreement with Mr. Dilip M. Kulkarni Chairman of "SKYPAK GROUP" to acquire the Management Stake and control of the Company by purchase of 13,45,088 Equity Shares, each fully paid up, representing 51.73% of the Subscribed Capital, 52.23% of the voting capital and 51.98% of the paid up Capital of the Company. Also the new promoters have given an open offer for further purchase of 5,20,000 Equity Shares of Bliss Chemicals and Pharmaceuticals India Limited representing 20.00% of the Subscribed Equity Capital of the Company.

Your New promoters have very wide real experience in respect of their business and well known in Industry in their respective fields. Shri M.G. Wagle - Managing Director is having total experience of 35 years of which 31 years in Senior Management cadre in various Companies. Shri Gautam R. Ashra, aged 48 years is a foreign exchange Broker for last 25 years. Shri Shibroor N. Kamanth, has about 30 years experience in the pharmaceutical line and promoter of GVS Labs, a proprietorship concern engaged in Manufacture and Export of Pharmaceutical Products. GVS Labs is manufacturing 33 different formulations.

The Board wish best of luck to all the new promoters and assured that under the leadership of these rare personality and industry stalwarts the Company will grow everyday and do better in the days to come.

**THE YEAR UNDER REVIEW**

During the year under review, we have taken several initiatives in promoting the Brand of Company and expanding the business horizon beyond the boundaries of the country.

We continued to perform well in the Healthcare segment. Your Company's key businesses have reported an encouraging performance for the year ended 31st March, 2004. In the year gone by the company has demonstrated its execution skills booking sales order of Rs. 3,40,95,662.00 (Previous year Rs. 2,82,86,758.00)

As a policy your company has been upgrading its plant and machinery periodically to meet with any change and demand.

**FUTURE OUTLOOK**

Our vision under the new Management reflects the changing order. We will strike to make Our health products "TODAY" as a necessity brand for all household. Over the longer-term, our aspirations are to leverage our R&D capabilities to develop our own line of product and patents.

**ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE:**

As required by the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 the relevant information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

- CONSERVATION OF ENERGY:** The Company continues its policy of encouraging energy conservation measures. The regular review of energy consumption and the systems installed to control utilization of energy is undertaken.
- RESEARCH DEVELOPMENT ACTIVITIES:** Continuous efforts are being made to improve reliability and quality through in-house R&D efforts.
- TECHNOLOGY ABSORPTION:** The Company is equipped with technologies from world's leaders like.



## D) FOREIGN EXCHANGE EARNINGS &amp; OUT GO:

|                            | (Rs. in Lacs) |           |
|----------------------------|---------------|-----------|
|                            | 2003-2004     | 2002-2003 |
| a) Foreign Exchange used   | 1.40          | 1.26      |
| b) Foreign Exchange Earned | 2.64          | Nil       |

**FIXED DEPOSITS**

The Company neither has accepted nor renewed any fixed deposit during the year under review.

**DIRECTORS**

Mr. Gautam R. Ashra and Mr. Shibroor N. Kamath appointed as an Additional Director of the Company on 14th June, 2004. The Company under section 257 of the Companies Act, 1956 has received proposals from the members for appointment of Mr. Gautam R. Ashra and Mr. Shibroor N. Kamath as a Director's of the Company at this forthcoming Annual General Meeting.

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company Mr. Dilip M. Kulkarni retires by rotation and being eligible offer himself for re-appointment.

**DIVIDEND**

Your Board pleased to recommend a dividend of Rs. 1.00 per share. The dividend after approval by the shareholders at the forthcoming Annual General Meeting will be paid to the eligible shareholders on 16-09-2004.

**AUDITORS' REPORT**

Relevant notes on accounts are self-explanatory and are as per Annexure to the Auditors' Report.

**PERSONNEL**

The Company has not paid any remuneration attracting the provisions (Particulars of Employees) Rules, 1975 read along with section 217(2A) of the Companies Act, 1956. Hence no information is required to be appended to this report in this regard.

**AUDITORS**

The retiring Auditors M/s. B.K. Khare & Co., Chartered Accountants, Mumbai, hold office till the conclusion of this Annual General Meeting and being eligible offers themselves for re-appointment. They have furnished a certificate to the effect that the proposed reappointment, if made, will be in accordance with the limits specified U/s. 224(1B) of the Companies Act, 1956.

**HUMAN RESOURCES**

We take this opportunity to thank employees at all levels for their dedicated service and contribution made towards the growth of the company.

**ACKNOWLEDGEMENTS**

Your Directors convey their sincere thanks to the Government, Banks, Shareholders and customers for their continued support extended to the Company at all times.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement under section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (i) That in the preparation of the accounts for the financial year ended 31st March, 2004, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that were 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 and loss of the Company for the year under review;
- (iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) That the Directors have prepared the accounts for the financial year ended 31st March, 2004 on a 'going concern' basis.

On behalf of the Board of Directors

Dilip M. Kulkarni  
Chairman

M.G. Wagle  
Managing Director

Place : Mumbai

Dated : 21st July, 2004



**AUDITORS' REPORT**

To The Members of Bliss Chemicals and Pharmaceuticals India Limited

1. We have audited the attached Balance Sheet of **Bliss Chemicals & Pharmaceuticals India Limited** as at 31<sup>st</sup> March 2004 and also the Profit and Loss Account and the Cash Flow Statement of the Company for the year ended on that date, annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the Auditing Standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003, issued by the Central Government of India 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.
4. Further to our comments in the Annexure referred to in paragraph (3) above, we report that:
  - a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of the books.
  - c) The Balance Sheet and the Profit and Loss Account dealt with by this report are in agreement with the books of account.
  - d) In our opinion, the Balance Sheet, the Profit and Loss Account dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.
5. On the basis of the written representations received from the Directors as on 31<sup>st</sup> March, 2004, and taken on record by the Board of Directors, we report that, none of the Directors is disqualified as on 31<sup>st</sup> March, 2004 from being appointed as a Director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
6. 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 in conformity with the accounting principles generally accepted in India:
  - i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2004,
  - ii) in the case of the Profit and Loss Account, of the profit for the year ended on that date,  
and
  - iii) in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

For B. K. Khare and Co.  
Chartered Accountants

Place : Mumbai  
Date : 21st July, 2004

Santosh Parab  
Partner  
M. No. 47942