



23rd
Annual Report
2007-08

Bliss
GVS **BLISS GVS PHARMA LTD.**

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BOARD OF DIRECTORS

- Mr. Govind G. Desai Chairman
- Mr. Shibroor N. Kamath Managing Director
- Mr. Gautam R. Ashra Director
- Mr. Mahendra N. Thakkar Director
- Ms. Shruti N. Kamath Whole Time Director
- Ms. Dr. Vibha N. Kamath Director

BANKERS

- The Federal Bank Limited

AUDITORS

- B. K. Khare & Co., Mumbai

REGISTRAR AND SHARE TRANSFER AGENT

- Mondkar Computers Private Limited.,
21, Shakeel Niwas,
Mahakali Caves Road,
Andheri (East), Mumbai - 400 093.
Phone No : 91-22-2836 66 20

REGISTERED OFFICE

- 6/29A , Udit Mittal Industrial Society,
Andheri - Kurla Road,
Andheri (East), Mumbai - 400 059.
Phone No : 91-22-2850 53 87
E-mail : info@blissgvspharma.com
Website : www.blissgvspharma.com

PLANT

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

NOTICE

NOTICE is hereby given that the Twenty Third Annual General Meeting of the members of Bliss GVS Pharma Ltd. will be held as under:

DAY : Friday
DATE : 12th September 2008
TIME : 10.00 a.m.

VENUE: Hotel The Miradoor,
New Link Road
Andheri (East)
Mumbai 400 099

To transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Profit and Loss Account for the year ended 31st March, 2008, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Govind G. Desai, who retire by rotation and being eligible offers himself for re-appointment.
3. 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.
4. To confirm the declaration of Interim Dividend.

SPECIAL BUSINESS:

5. To Consider and, if thought fit to pass with or without modifications the following Resolution as a Special Resolution- Increase of Authorised Capital of the company.

"RESOLVED THAT pursuant to the provisions of Section 16 and all other applicable provisions, if any, of the Companies Act, 1956 the existing clause V of the Memorandum of Association of the company as to share capital be and is hereby deleted and in its place the following new Clause V be substituted :

V. The Authorised Share Capital of the Company is Rs. 150,000,000/- (Rupees Fifteen Crore Only) divided into 150,000,000 (Fifteen Crore) Equity Shares of Re.1/- each with rights, privileges and conditions attaching thereto as are provided by the regulation of the Company for the time being, with power to increase or reduce its capital from time to time and to divide the share capital for the time being into several classes (being those specified in the Companies Act, 1956 or in any amendment or modification or re-enactment thereof) and to attach thereto respectively such preferential, qualified or other special rights, privileges, condition, restrictions, as may be determined by or in accordance with the said Companies Act, or the Articles of Association of the Company and to vary, modify, enlarge or abrogate any such rights, privileges, conditions or restrictions in such manner as may be permitted by the said Companies Act or by the Articles of Association of the Company.

6. To Consider and if thought fit pass with or without modification the following Resolution as a Special Resolution- Bonus Issue.

"RESOLVED

- a. THAT pursuant to Article 200 of the Article of Association of the Company and such other approvals and consents, if any, as may be necessary, a sum of Rs.38,680,002/- (Rupees Three Crores Eighty Six Lacs Eighty Thousand Two Only) be capitalised out of the amount standing to the credit of the Share Premium Account, the Board of Directors herein after referred to as "the Board" of the Company be and is hereby authorised to appropriate the said sum of Rs.38,680,002/- (Rupees Three Crores Eighty Six Lacs Eighty Thousand Two Only) as Equity Share Capital to and amongst the holders of Equity Shares of the Company whose names shall appear in the Register of Members of the Company at the Close of Business on 30th September, 2008 (herein after referred to as "the Record Date") or such other dates as approved by the Stock Exchange, as the Board may determine and to apply the said sum in allotting fully paid-up 38,680,002 (Three Crores Eighty Six Lacs Eighty Thousand Two) as Bonus Equity Shares of Re.1/- each in the proportion of Three new Equity Shares for every Five existing Equity Shares held by them respectively on the Record Date (i.e.30th September, 2008), and that the said new Bonus Shares so issued shall be treated for all purposes as an increase of the amount of share capital of the Company held by each such Member and not as an income or in lieu of Dividend;
- b. THAT the new equity shares be allotted subject to the Memorandum and Articles of Association of the Company;
- c. THAT the new Equity Shares shall rank pari passu in all respects including dividend, with the existing Equity shares, save and except that the new Equity Shares shall be entitled only to such dividend as may be declared after allotment of the new Equity Shares aforesaid;
- d. THAT the Members to whom the new equity shares are allotted in accordance with paragraph (a) above shall accept the same in full and final satisfaction of their respective rights and interests in the capitalised sum of Rs.38,680,002/- (Rupees Three Crores Eighty Six Lacs Eighty Thousand Two Only);

THAT no Letter of Allotment shall be issued and the certificates in respect of the new equity shares shall be delivered within one month from the date of allotment;

AND FURTHER RESOLVED THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised Mr. S. N. Kamath - Managing Director, Mr. Vipul B. Thakkar - Compliance Officer, Mr. Ramesh Mishra to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, to settle any question, difficulty or doubt that may arise in regard to issue and distribution of the new Equity shares as it may thing fit and proper.

7. To Consider and if thought fit pass with or without modification the following Resolutions as a Ordinary Resolution:

"RESOLVED THAT Dr. Vibha N. Kamath, who was appointed as an Additional Director with effect from 29th April, 2008 and who holds office as such up to the date of this meeting and is eligible for appointment as Director, and in respect of whom notice under section 257 of the Companies Act, 1956, has been received, be and is hereby appointed as a Director of the Company.

8. To Consider and if thought fit pass with or without modifications the following Resolutions as a Special Resolution.

PAYMENT OF PERFORMANCE BONUS / COMMISSION TO EXECUTIVE DIRECTORS / NON-EXECUTIVE DIRECTORS

"RESOLVED THAT subject to the provisions of Sections 198, 269, 309, 310 & 311 and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the members of the Company, upto 1% of the net profit, per year, be paid to the Executive Directors / Non-Executive Directors Performance Bonus / Commission as commission starting from the year ended 31st March, 2008 upto 31st March, 2013 .

AND RESOLVED FURTHER THAT the Board be and hereby authorise to decide the ratio of payment of performance bonus / commission to Executive Directors and Non-Executive Directors.

9. To Consider and if thought fit pass with or without modification the following Resolutions as a Special Resolution.

NATIONAL STOCK EXCHANGE (NSE) LISTING

RESOLVED THAT the Board be and is hereby authorized to make an application for National Stock Exchange (NSE) listing of the issued capital of the company and do such acts and deeds to complete the necessary formalities of listing.

AND RESOLVED FURTHER THAT Mr. S.N. Kamath Managing Director, Mr. Vipul Thakkar Compliance Officer and Mr. Ramesh Mishra be and are hereby authorized to do such acts and deeds as deem fit and proper for the purpose of listing.

By order of the Board

S. N. KAMATH
Managing Director

Registered Office:
Andheri (East),
Mumbai - 400 059.

Mumbai,
Dated : 29th July, 2008



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 6/29 A, UDIT MITTAL INDUSTRIAL SOCIETY, ANDHERI - KURLA ROAD, ANDHERI EAST, MUMBAI- 400 059 NOT LESS THAN FORTYEIGHT HOURS BEFORE THE MEETING.**

An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of Special Business under Item Nos. 5 to 9 the notice are annexed hereto.

2. In compliance with SEBI Circular No. D&CC/FIT/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 - 400 093.
3. 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 Computer having office at 21, Shakeel Niwas, Mahakali Caves Road, Andheri - East, Mumbai - 400 093.
4. Members may please bring the Admission Slip duly filled in and may hand over the same at the entrance to the Meeting Hall.
5. 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.
6. Members are requested to bring the copy of the Annual Report sent to them.
7. Information required to be furnished under the Listing Agreement.

As required under the listing Agreement with the Stock Exchanges, the particulars of Directors who are proposed to be appointed/reappointed are given below:

Name : Dr. Vibha Kamath

Date of Birth: 8th July, 1983

Qualification: B D S

Expertise: Dentist by Profession

She is related to Mr. S. N. Kamath - Promoter of the Company

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 & 6

Increase of Authorised capital : The Company wish to declare the Bonus shares and to facilitate the same need to increase the capital of the Company.

The Company wants to capitalise the share premium account , the Board has recommended issue of 3 shares for 5 shares held on the record date.

These resolutions will be passed as Special resolution.

None of the Directors interested in the resolution save and except to the extent of their shareholding.

Item No. 7

The Board has appointed Dr. Vibha Kamath as an Additional Director on the 29th July, 2008. Her appointment comes to an end on the conclusion of this meeting. Under section 257 of the companies act, 1956 the company has received a notice from a shareholder proposing her name as a director of the company.

Mr. S. N. Kamath and Miss Shruti N. Kamath along with Dr. Vibha N. Kamath interested in this resolution.

These resolutions will be passed as Ordinary resolution.

Item no. 8**PAYMENT OF PERFORMANCE BONUS / COMMISSION TO EXECUTIVE DIRECTORS AND NON-EXECUTIVE DIRECTORS**

Taking into account the performance of the Company and meeting the target by the Board and taking into account of contribution of the Executive Directors and Non-Executive Directors for the growth of the company and the profitability of the company, the Board feel that it is the right time to remunerate the hence recorded said resolution for the approval of members.

These resolutions will be passed as Special resolution

All Directors are interested with the said resolution to the extent of their shareholding.

Item No. 9**NATIONAL STOCK EXCHANGE (NSE) LISTING**

The Board taking into account the market capitalisation, feel it the right time to get the company listed with National Stock Exchange (NSE) for better access to the capital market.

These resolutions will be passed as Special resolution.

None of the Director interested in the resolution save and except to the extent of their shareholding.

By order of the Board

S. N. KAMATH
Managing Director

Registered Office:
Andheri (East),
Mumbai - 400 059.

Mumbai,
Dated : 29th July, 2008

DIRECTORS' REPORT

The Directors are pleased to present this the Twenty Third Annual Report of the company together with the audited Accounts for the year ended 31st March, 2008 vis-à-vis those of the previous year are summarized below:

(Rupees in '000)

	Year ended 31.3.2008	Year ended 31.3.2007
Total Income	1,037,122.46	624,359.30
Profit before interest and depreciation	395,419.22	94,470.22
Less: Interest	13,834.41	6,662.70
Depreciation	29,266.04	29,170.18
Profit Before Tax	352,318.77	58,637.33
Less: Provision for Tax	14,965.65	20,228.55
Profit After Tax and available for appropriation	337,353.13	38,408.78
Dividends	7,541.96	7,378.49
Balance brought forward from previous year	29,116.92	86.63
Transfer to General Reserves	3,000.00	2,000.00
Balance in Profit & Loss A/c	355,928.09	29,116.92

THE YEAR UNDER REVIEW

Your Company's key businesses have reported an encouraging performance for the year ended 31st March 2008.

OPERATIONS:

During the year under review the company achieved Sales Turnover of Rs.1,026,648,880/- which was Rs.629,017,430/- higher than that recorded in the previous year and marks an increase of about 63% over the previous. The pre and post tax profits also registered increase and stood at Rs. 352,318,770/- and Rs.337,353,130/- during the year against the corresponding figures of Rs.58,637,330/- and Rs.38,408,780/- respectively in the previous year.

OVERVIEW:

This year yet another successful period for Bliss GVS Pharma Limited and resulted in several key achievements

EXTRA-ORDINARY GENERAL MEETING:

An Extra Ordinary General Meeting of the shareholders of the company was held on 18th February, 2008 and the members approved the following:-

A) SPLIT OF SHARES:

There were sub division of shares to create better liquidity and transparency in the market. The share were split from face value of Rs.10/- to Re.1/- each.

Presently the Face value of each shares is Re.1/-

B) EMPLOYEE STOCK PURCHASE SCHEME (ESPS):

Employees Stock Purchase Scheme(ESPS) was approved and implemented by the Company in accordance with the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ('the SEBI Guidelines').

The Company on 13th February, 2008 under the Employee Stock Purchase Scheme (ESPS) issued 140,000 equity shares under ESPS. The Shares were allotted on the basis of the following parameters namely:

- Number of years of Service
- Position and the growth in the organization of the employee
- Sincerity
- Hardworking
- Dedication to the Company
- Value addition to the growth of the company
- Regularity
- Corporate Behavior
- Present Salary

Total Eighty Five employees were allotted One Lacs Forty Thousand Shares under this ESPS scheme. The Employees purchased the shares at Rs. 170/- per share. The shares were allotted on 13th February, 2008 and the shares are under lock-in period of one year.

The company has received a certificate from the Auditor of the Company that the Scheme was in accordance with the SEBI Guidelines

BONUS ISSUE

The Director has recommended Declaration of Bonus issue of Three shares for every Five shares held to those shareholders whose names appear in the registrar of Members on 30th September, 2008 (subject to approval in the annual general meeting) by capitalization of share premium account.

DIVIDEND

The Board of Directors of the Company have recommended an 10% interim dividend on the face value per share Re. 1/-. For the financial year the dividend was paid to the members whose name appeared in the registered of Members on 15th May, 2008.

The dividend pay out for the year under review was formulated in accordance with the Company's policy to pay sustainable dividend linked to long term performance, keeping in the review the Company's need for capital for its growth plans and the intent to finance such plans through internal accrual to the maximum

No final Dividend was declared.

DIRECTOR

During the accounting year under review Dr. Vibha N. Kamath was appointed as an additional Director by the board of directors of the company. As per Section 260 of the companies Act, 1956 and Clause 128 of the article of association Dr. Vibha N. Kamath holds office only up to the date of the ensuing Annual General Meeting. The company has received notes from shareholders of the company her candidature to the office of the director. The Director recommend the appointment of Dr. Vibha N. Kamath on the Board.

Mr. G. G. Desai, Director, is due to retire by rotation at the ensuing Annual General Meeting of the company but eligible to offers himself for re-appointment.

AUDITORS

M/s B. K. Khare & Co., Chartered Account, Mumbai retire as Auditor of the company at the conclusion of the ensuing Annual General Meeting. They have signified their willingness to get re-appointed and have declaration that if re-appointed their appointment will be within the limits fixed under section 224(1) (B) of the companies Act, 1956. The Audit committee recommends the re-appointment of B. K. Khare & Co. as Auditor of the company for the financial year 2008-2009.

AUDITORS' REPORT

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

CORPORATE GOVERNANCE

In pursuance of the system of Corporate Governance instituted by SEBI, formind part of the listing Agreement with the Stock Exchange, a report thereon is separately attached to this report.

INSURANCE OF ASSETS

All the fixed assets, finished goods, semi-finished goods, raw material, packing material and goods of the company lying at different locations have been insured against fire and allied risks.

BANKS AND FINANCIAL INSTITUTIONS

The Federal Bank Ltd., has during the year under review, sanctioned to the company additional need based Fund/ Non-fund based working capital facilities.

Your Director are thankful for their support to the company.

EMPLOYER/EMPLOYEE RELATIONS

The relationship with the workers of the Company's manufacturing units and other staff has continued to be cordial.

The Directors wish to put on record their sincere appreciation and gratitude for the services rendered by the workers and staff at all levels.

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:

- A) **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.
- B) **RESEARCH DEVELOPMENT ACTIVITIES:**
Continuous efforts are being made to improve reliability and quality through in-house R&D efforts.
- C) **TECHNOLOGY ABSORPTION:**
The Company is equipped with technologies from world's leaders.

FOREIGN EXCHANGE EARNINGS & OUTGO :

(Rupees in '000)

	2007-2008	2006-2007
a. Foreign Exchange Earned	810,184.00	581,607.00
b. Foreign Exchange Used	73,957.78	69,220.42

FIXED DEPOSITS

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

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.

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, 2008, 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 judgments 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, 2008 on a 'going concern' basis.

ACKNOWLEDGMENTS

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

The Directors further express their deep appreciation to all employees for commendable teamwork, high degree of professionalism and enthusiastic effort displayed by them during the year

On behalf of the Board of Directors.

GOVIND G. DESAI
Chairman

S. N. KAMATH
Managing Director

Place : Mumbai
Dated : 29th July, 2008