



# 26<sup>th</sup> Annual Report

( 2010 - 2011 )

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## **BOARD OF DIRECTORS**

Govind G. Desai	Chairman
Shibroor N. Kamath	Managing Director
Gautam R. Ashra	Director
Mayank Mehta	Director
Dr. Vibha N. Kamath	Whole Time Director
Shruti N. Kamath	Whole Time Director

## **BANKERS**

The Federal Bank Limited

## **AUDITORS**

B. K. Khare & Co., Mumbai

## **REGISTRAR AND SHARE TRANSFER AGENT**

Universal Capital Securities Pvt. Ltd.  
Formerly Known as Mondkar Computers Pvt. Ltd.  
21, Shakeel Niwas, Mahakali Caves Road,  
Andheri - (East), Mumbai - 400 093  
Phone No : +91-22-28366620

## **REGISTERED OFFICE**

102, Hyde Park, Saki Vihar Road,  
Andheri - (East), Mumbai - 400 072.  
Phone No : +91-22-42160000  
E - Mail : [info@blissgvs.com](mailto:info@blissgvs.com)  
Website : [www.blissgvs.com](http://www.blissgvs.com)

## **FACTORY**

Plot No. 10, & 11 Village : Aliyali,  
Palghar Taluka, Dist.Thane,  
Maharashtra - 401404.

### **NOTICE**

NOTICE is hereby given that the 26<sup>th</sup> Annual General Meeting of the members of M/s. Bliss GVS Pharma Limited will be held as under:

DAY : Friday  
DATE : 29<sup>th</sup> July, 2011  
TIME : 10.00 a.m.

VENUE: Hotel The Mirador,  
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 31<sup>st</sup> March, 2011, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of G.G. Desai, who retires 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 authorize the Board of Directors to fix their remuneration.
4. To Confirm the declaration of dividend.

#### **SPECIAL BUSINESS:**

5. To consider and if thought fit, to pass with or without modification (s) if any, the following ORDINARY RESOLUTION:  
“**RESOLVED THAT** Mr. Mayank Mehta who was appointed as an Additional Director of the Company and in respect of whom a notice under section 257 of the Companies Act, 1956 have been received from a member signifying his intention to propose, Mr. Mayank Mehta, as a candidate for the office of the Director be and is hereby elected and appointed as a Director of the Company and shall be liable to retire by rotation.



#### **Registered Office:**

102, Hyde Park, Saki Vihar Road,  
Andheri – East, Mumbai - 400 072.  
Dated: 30<sup>th</sup> May, 2011

#### **By order of the Board**

Sd/-  
S.N. KAMATH  
Managing Director

**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 102, Hyde Park, Saki Vihar Road, Andheri – East, Mumbai - 400 072, not less than forty eight hours before the meeting.**
2. The Register of Members and Share Transfer Books of the Company will remain closed from 18<sup>th</sup> July, 2011- to 22<sup>nd</sup> July, 2011 (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 29<sup>th</sup> day of July, 2011 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 18<sup>th</sup> July 2011 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 17.07.2011.
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. Universal Capital Securities Private Limited (Formerly Known as 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.
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. Universal Capital Securities Private Limited, having office at 21, Shakeel Niwas, Mahakali Caves Road, Andheri (East), Mumbai – 400 093. Email Id- info@unisec.in
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.
9. 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:

A) <b>Name</b>	G. G. Desai
<b>Date of Birth</b>	14/06/1933
<b>Qualification</b>	B.A. L.L.M.
<b>Expertise</b>	Banking and Finance, Property Law and Conveyancing, Corporate and Commercial Disputes, Telecommunications, Partnership, Testamentary, Constitutional and Administrative Law, Direct Taxation, Mergers, Acquisitions and Restructuring, Intellectual Property
<b>Other Directorships:</b>	1. Bliss GVS Pharma Ltd 2. Lona Industries Ltd 3. Alta Leasing & Finance Limited 4. DIL Limited 5. Aegean Properties Limited 6. IRB Infrastructure Developers Limited
B) <b>Name</b>	Mayank Mehta
<b>Date of Birth</b>	08/04/1960
<b>Qualification</b>	Bachelor of Commerce
<b>Expertise</b>	Trading
<b>Directorship</b>	1. Wala Overseas Pvt Ltd. 2. Varun Leather Cloth and Manufacturing Pvt Ltd. 3. Shreeji Builders Ltd.

## **ANNEXURE TO NOTICE**

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) 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. Mayank Mehta was appointed as an Additional Director of the Company by the Board of Directors at their Meeting held on 30<sup>th</sup> May, 2011. Pursuant to Section 260 of the Companies Act, 1956 read with Articles of Association of the Company Mr. Mayank Mehta holds office upto this Annual General Meeting. The Company has received a notice from a Member signifying his intention to propose Mr. Mayank Mehta as Director of the Company in the ensuing Annual General Meeting. The Company will be benefited from his continuing association. It is recommended by the Directors that the resolution as proposed be passed by the shareholders in the ensuing Annual General Meeting as an Ordinary Resolution. He will act as Independent Director of the Company.

None of the directors except Mr. Mayank Mehta is interested in the above resolution.

#### **RegisteredOffice:**

**102, Hyde Park, Saki Vihar Road,  
Andheri – East, Mumbai - 400 072.**

**Dated: 30<sup>th</sup> May, 2011**

#### **By order of the Board**

**Sd/-**

**S.N. KAMATH**

**Managing Director**



## **DIRECTORS' REPORT**

Your Directors are pleased to present the 26<sup>th</sup> Annual Report of the Company together with the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2011.

### **SUMMARISED FINANCIAL RESULTS:**

(Rs. in Lacs)

	<b>Year Ended 31.03.2011</b>	<b>Year Ended 31.03.2010</b>
Total Income	<b>22071.07</b>	17,112.39
Total Expenditure	<b>16011.25</b>	11,792.35
Profit Before Interest and depreciation	<b>6059.82</b>	5,320.04
Less : Depreciation	<b>546.95</b>	540.11
Interest	<b>214.73</b>	204.41
Tax	<b>1235.11</b>	403.37
Net Profit/(Loss) After Tax	<b>4063.03</b>	4172.15
Paid-up Equity Shares Capital	<b>1,031.47</b>	1,031.47
Balance brought forward from previous year	<b>13103.55</b>	10,162.18

### **THE YEAR UNDER REVIEW :**

Your Company has successfully completed 26 years of operation. Your Company's key businesses have reported an encouraging performance for the year ended 31<sup>st</sup> March 2011. The Company opened its New Registered Office at 102, Hyde Park, Saki Vihar Road, Andheri – East, Mumbai - 400 072 during the year under review. The Company has also set up Lozenges (Herbal) Plant at Nairobi, Kenya

### **OPERATIONS:**

Net Sales of the company were Rs. 21883.81 lacs as compared to Rs. 16,887.53 lacs in the previous year. Profit before tax was Rs. 5298.14 as compared to Rs. 4575.52 lacs in the previous year. Profit after tax was Rs. 4063.03 as compared to Rs. 4172.15.16 lacs in the previous year

### **DIVIDEND:**

Your Directors are pleased to recommend payment of Dividend at the rate of Rs. 0.30 per Equity Share (i.e. 30.00%) Equity share of Re. 1/- each for the year ended 31<sup>st</sup> March 2011 The Company declared Interim Dividend at the rate of Rs. 0.30 per Equity Share during the year under review.

### **FUTURE OUTLOOK**

As part of future expansion and Business Convenience, the Company has incorporated a 100% subsidiary Bliss GVS International PTE Ltd, at Singapore to oversee the Business of exports.

The Company has also entered into a JV at Kuwait to establish a Suppository Manufacturing facility for manufacturing, selling and distribution of Suppositories and other Pharma products. This JV provides the Company local presence in the Middle East.

### **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 leading technology providers.

#### **D) FOREIGN EXCHANGE EARNINGS & OUTGO:**

(Rs. in Lacs)

	<b>2010-2011</b>	<b>2009-2010</b>
a. Foreign Exchange Earned	<b>20,182.62</b>	<b>13,305.96</b>
b. Foreign Exchange Used	<b>875.66</b>	<b>1,164.53</b>

## AUDITORS

M/s B. K. Khare & Co., Chartered Account, Mumbai retire as Auditors of the company at the conclusion of the ensuing Annual General Meeting. They have signified their willingness to get re-appointed and have given declaration to the effect 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 M/s B. K. Khare & Co. as Auditor of the company for the financial year 2011-2012.

## AUDITORS REPORT

The Auditors have not made any qualification to the financial statement, in their reports or relevant notes on accounts, which are self explanatory and do not call for any comments under section 217 (3) of the companies Act, 1956.

## CORPORATE GOVERNANCE

In pursuance of the system of Corporate Governance instituted by SEBI, forming 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.

## BANK AND FINANCIAL INSTITUTIONS

Your Directors are thankful to their bankers for their continued 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

## FIXED DEPOSITS

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

## 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.

## 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.

## DIRECTOR

Mr. G.G. Desai retires by rotation & being eligible offers himself for re-appointment. During the year ended 31<sup>st</sup> March, 2011 following changes have taken place in the directorship of the company:

- (1) Mr. Mahendra Thakkar has resigned from the board of the company on 2<sup>nd</sup> February, 2011 due to pre-occupation;
- (2) Mr. Satej Katekar has resigned from directorship of the company on 21<sup>st</sup> March, 2011 due to pre-occupation;
- (3) Mr. Yogendra Thakkar was appointed on 2<sup>nd</sup> February, 2011 and has resigned from Directorship on 21<sup>st</sup> April, 2011;
- (4) Mr. Mayank Mehta was appointed as Independent Director of the Company from 30<sup>th</sup> May, 2011;

## 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 31<sup>st</sup> March, 2011, 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 31<sup>st</sup> March 2011 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.

Place: Mumbai

Dated: 30<sup>th</sup> May, 2011

**GOVIND G. DESAI**

Chairman

**S. N. KAMATH**

Managing Director



## CORPORATE GOVERNANCE

### COMPANY'S PHILOSOPHY OF CORPORATE GOVERNANCE

Corporate Governance is the leitmotiv and fundamental article of faith of all our action in BLISS GVS PHARMA LIMITED. It has been guiding force in our quest for instituting within our edifice, systems and process that promote the values of transparency, professionalism, accountability and compliance.

The Company remains firmly committed to this central theme and endeavors to improve these values on an ongoing basis.

#### COMPOSITION OF BOARD AS ON 31<sup>ST</sup> MARCH, 2011

SR.NO.	CATEGORY	NAME OF DIRECTOR	DESIGNATION
1	Independent Director	Mr. Govind G.Desai	Chairman
2	Independent Director	Mr. Yogendra N. Thakkar	Director
3	Promoter and Non Executive Director	Mr. Gautam R. Ashra	Director
4	Promoter and Executive Director	Dr. Vibha N. Kamath	Whole Time Director
5	Promoter and Executive Director	Ms. Shruti N. Kamath	Whole Time Director
6	Promoter and Executive Director	Mr. Shibroor N. Kamath	Managing Director of the Company

#### CHANGE IN DIRECTORSHIP (During the year under review and upto the date of the Annual Report)

- 1.) Mr. Mahendra Thakkar has resigned from the board of the company on 2<sup>nd</sup> February, 2011 due to pre-occupation;
- 2.) Mr. Satej Katekar has resigned from directorship of the company on 21<sup>st</sup> March, 2011 due to pre-occupation;
- 3.) Mr. Yogendra Thakkar was appointed on 2<sup>nd</sup> February, 2011 and has resigned from Directorship on 21<sup>st</sup> April, 2011;
- 4.) Mr. Mayank Mehta has been appointed as an Independent Director of the company on 30<sup>th</sup> May, 2011

#### Attendance of Directors at the Meeting of Board of Directors for the Financial Year 2010-2011 and Annual General Meeting Held on 3<sup>rd</sup> August 2010.

Company has conducted 4 (Four) Board Meetings during the year.

29.05.2010	28.07.2010	11.11.2010	02.02.2011
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#### The record of Attendance of Directors and membership of Board of Directors

Sr. No.	Name of Director	No of Board Meeting Held During the Year	Attendance at the AGM	No. of Membership of Board Committee	No. of Chairmanship of Board Committee
1	Govind G.Desai	4	P	6	3
2	Shibroor N. Kamath	4	P	2	-
3	Gautam R. Ashra	4	P	2	-
4	Mahendra N. Thakkar	3	P	4	4
5	Satej M. Katekar	4	P	Nil	Nil
6	Yogendra N. Thakkar	1	A	Nil	Nil
7	Vibha N. Kamath	4	P	Nil	Nil
8	Shruti N Kamath	4	P	2	Nil

#### Details of Board of Directors Meeting Held during the Financial Year 2010 -2011

Sr. No.	Date	Board Strength	No. of Directors Present
1	29.05.2010	7	7
2	28.07.2010	7	7
3	11.11.2010	7	7
4	02.02.2011	7	7

## AUDIT COMMITTEE

### Brief description and term of reference

To oversee the Company's Financial Report process, internal control systems, reviewing the accounting policies and practices, and financial statements audited by the statutory auditors. The audit committee is constituted pursuant to Clause 49 of the Listing Agreement.

### Constitution as on 31<sup>st</sup> March, 2011

Sr. No.	Composition, Name of Members
1	Yogendra N. Thakkar (Chairman)
2	Shibroor N. Kamath
3	Govind G. Desai
4	Vipul B. Thakkar (Finance Manager)
5	Ramesh Mishra (Company Secretary in Practice)

Mr. Mahendra Thakkar was the chairman of the Audit Committee during his tenure as a Director of the company and after his resignation Mr. Yogendra Thakkar chaired the Audit Committee.

### Company has conducted 4 (Four) Audit Committee Meeting during the year.

April - June	July - September	October - December	January - March
29.05.2010	28.07.2010	11.11.2010	02.02.2011

### Meetings and Attendance of the Audit Committee During the Year

Sr. No	Name of Director	No. of Meeting Held During the Year	No. of Meeting Attended
1	Shibroor N. Kamath	4	4
2	Govind G. Desai	4	4
3	Mahendra N. Thakkar	3	3
4	Yogendra N. Thakkar	1	1
5	Vipul B. Thakkar	4	4
6	Ramesh Mishra	4	4

## REMUNERATION COMMITTEE

Remuneration Committee has been constituted by the Board of Directors of the Company.

### Constitution as on 31<sup>st</sup> March, 2011

Sr. No.	Composition, Name of Members
1	Yogendra N. Thakkar- Chairman
2	Gautam R. Ashra
3	Vipul B. Thakkar (Finance Manager)
4	Ramesh Mishra (Company Secretary in Practice)

Mr. Mahendra Thakkar was the chairman of the Audit Remuneration Committee during his tenure as a Director of the company and after his resignation Mr. Yogendra Thakkar chaired the Audit Committee.