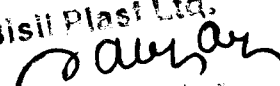


# BISIL PLAST LIMITED

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**SEVENTEENTH ANNUAL REPORT  
2002-2003**

For, Bisil Plast Ltd.  
  
Director

## ANNUAL REPORT 2002 - 2003

**BISIL PLAST LIMITED****BOARD OF DIRECTORS**

Shri Surendra T. Shah	<i>Chairman</i>
Shri Sanjay S. Shah	<i>Managing Director</i>
Smt. Shilaben S. Shah	<i>Director</i>
Smt. Ritaben S. Shah	<i>Director</i>
Shri Kashyap R. Mehta	<i>Director</i>
Shri Sanjay V. Karkare	<i>Director</i>

**BANKERS**

The Ahmedabad Mercantile Co-Op. Bank Ltd.  
Navrangpura,  
Ahmedabad-380 009.

**AUDITORS**

M/s. Shah & Dalal  
Chartered Accountants  
Ahmedabad.

**LEGAL ADVISORS**

Shri Mihir H. Joshi  
Advocate  
Ahmedabad.

**COMPANY LAW CONSULTANT**

Shri Kashyap R. Mehta  
Company Secretary  
Ahmedabad.

**REGISTERED OFFICE**

406, Silver Oaks Commercial Complex,  
Opp. Arun Society, Paldi,  
Ahmedabad - 380 007.

**FACTORY**

2410/11, GIDC Industrial Estate,  
Chhatral (N. Guj.).  
Tal. : Kalol,  
Dist. : Mehsana.

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**BISIL PLAST LIMITED**



**NOTICE**

NOTICE is hereby given that the **SEVENTEENTH ANNUAL GENERAL MEETING** of the Members of **BISIL PLAST LIMITED** will be held as scheduled below:

Date : 22nd September, 2003

Day : Monday

Time : 10.00 A. M.

Place : At the Registered Office of the Company at:

406, Silver Oaks Commercial Complex, Opp. Arun Society, Paldi, Ahmedabad - 380 007.

to transact the following business:

**ORDINARY BUSINESS:**

1. To receive and adopt Audited Profit and Loss Account for the year ended 31st March, 2003 and the Balance Sheet as on that date alongwith Directors' Report thereon.
2. To appoint a Director in place of Shri Surendra T. Shah, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

**SPECIAL BUSINESS:**

4. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:  
"RESOLVED THAT Shri Kashyap R. Mehta be and is hereby appointed as a Director of the Company, liable to retire by rotation."
5. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:  
"RESOLVED THAT Shri Sanjay V. Karkare be and is hereby appointed as a Director of the Company, liable to retire by rotation."

**Registered Office:**  
406, Silver Oaks Commercial Complex,  
Opp. Arun Society, Paldi,  
Ahmedabad-380 007.  
Date : 27th June, 2003

By Order of the Board

**Sanjay S. Shah**  
Managing Director

**NOTES**

1. The relevant Explanatory Statement, pursuant to Section 173(2) of the Companies Act, 1956, in respect of the Special Business at Items Nos. 4 and 5 set out in the Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF MEETING.
3. Pursuant to section 154 of the Companies Act, 1956, Register of Members and Shares Transfer Books of the Company will remain closed from Wednesday, the 3rd September, 2003 to Monday, the 22nd September, 2003 (both days inclusive).
4. Members intending to require information about accounts at the meeting are requested to write to the Company at least 10 days in advance of the Annual General Meeting.

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5. Members are requested to:
- Intimate, if Shares are held in the same name or in the same order and names, but in more than one account to enable the Company to club the said accounts into one account.
  - Notify immediately the change in their registered address, if any, to the Company.
6. The Equity Shares of the Company are now available for dematerialisation, as the Company has entered into agreement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Those shareholders who wish to hold shares in electronic form may approach their Depository Participant. The ISIN No. of the Equity Shares is INE214D01013.

**ANNEXURE TO THE NOTICE:****EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956.**

In conformity with the provisions of Section 173(2) of the Companies Act, 1956, following Explanatory Statement sets out all material facts relating to the Special Business mentioned at Items Nos. 4 and 5 of the accompanying notice dated 27th June, 2003 and should be taken as forming part of the notice.

**In respect of Item No. 4:**

The Board of Directors of the Company in their meeting held on 28th March, 2003 appointed Shri Kashyap R. Mehta as an Additional Director of the Company.

As per Article 134 of the Articles of Association of the Company and Section 260 of the Companies Act, 1956, he will hold the office upto the date of this General Meeting.

As required under the provisions of Section 257 of the Companies Act, 1956, notice has been received from some of the members signifying their intention to propose him as candidate for office of the Director.

Shri Kashyap R. Mehta is concerned or interested in the said business, since it relates to his appointment as Director of the Company. Except him, none of the Directors is in any way concerned or interested in the said business.

**In respect of Item No. 5:**

The Board of Directors of the Company in their meeting held on 28th March, 2003 appointed Shri Sanjay V. Karkare as an Additional Director of the Company.

As per Article 134 of the Articles of Association of the Company and Section 260 of the Companies Act, 1956, he will hold the office upto the date of this General Meeting.

As required under the provisions of Section 257 of the Companies Act, 1956, notice has been received from some of the members signifying their intention to propose him as candidate for office of the Director.

Shri Sanjay V. Karkare is concerned or interested in the said business, since it relates to his appointment as Director of the Company. Except him, none of the Directors is in any way concerned or interested in the said business.

**Registered Office:**

406, Silver Oaks Commercial Complex,  
Opp. Arun Society, Paldi,  
Ahmedabad-380 007.  
Date : 27th June, 2003

By Order of the Board

**Sanjay S. Shah**  
Managing Director

**BISIL PLAST LIMITED****DIRECTORS' REPORT**

Dear Shareholders,

The Directors present the SEVENTEENTH ANNUAL REPORT together with the Audited Statement of Account for the Financial Year 2002-03 ended 31st March, 2003.

**1. FINANCIAL RESULTS:**

	2002-03	2001-02
	(Rs.in lacs)	
Operating Profit (Before Interest & Depreciation)	<b>42.69</b>	40.03
Less : Interest	<b>21.89</b>	26.62
Profit before Depreciation	<b>20.80</b>	13.41
Less : Depreciation	<b>46.63</b>	46.86
Net Profit/(Loss)	<b>(25.83)</b>	(33.45)
Balance brought forward from Previous year	<b>(205.45)</b>	(172.00)
Net (Loss) carried to Balance Sheet	<b>(231.28)</b>	(205.45)

In view of unabsorbed depreciation and carried forward losses and also in view of absence of virtual certainty of future income, deferred tax assets/liabilities have not been recognised.

**2. DIVIDEND:**

Your Directors are unable to recommend Dividend for the year ended 31st March, 2003 in view of the losses suffered by the Company during the year under review and accumulated losses.

**3. PRODUCTION, SALES AND WORKING RESULTS:**

The performance of the Company was not upto the satisfaction of the management due to the general recessionary trend prevailing in the economy. The Mineral Water industry is also not an exception of slackness in demand and slowdown in the industry.

The Sales and other income decreased to Rs. 155 lacs during the year under review compared to Rs. 171 lacs during 2001-02. The Operating Profit (before Interest and Depreciation) increased to Rs. 42.69 lacs compared to Rs. 40.03 lacs during 2001-02. After providing for Interest of Rs. 21.89 lacs and Depreciation of Rs. 46.63 lacs, the Net Loss during the year under review stood at Rs. 25.83 lacs compared to Rs. 33.45 lacs during 2001-02.

**4. FINANCE:**

4.1 During the year, the Company has partly paid interest and principal amount to Banks/Financial Institutions.

4.2 The Company's Income-tax Assessment has been completed upto the Assessment Year 2001-02 and Sales-tax Assessment has been completed upto the Year 2001-02.

**5. DIRECTORS:**

5.1 Shri Sanjay S. Shah relinquished the Office of Chairman with effect from 28th March, 2003 and in his place Shri Surendra T. Shah was appointed as Chairman of the Company. Shri Sanjay S. Shah continues to be the Managing Director of the Company.

5.2 One of your Directors viz. Shri Surendra T. Shah retires by rotation in terms of Articles 153 and 154 of the Articles of Association of the Company. He, however, being eligible offers himself for reappointment.

5.3 The Board of Directors in their meeting held on 28th March, 2003, has appointed Shri Kashyap R. Mehta and Shri Sanjay V. Karkare as Additional Directors of the Company. The Board is of the firm opinion that looking to their qualification, experience and expertise, the Company will benefit a lot by such appointments. The Board recommend the resolutions for regularisation of their appointments.

**6. DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to the requirement of 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 annual accounts, the applicable accounting standards had been followed alongwith proper explanation relating to material departures;
- (ii) that the Directors had selected such accounting policies and applied them consistently and made judgements 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 31st March, 2003 being end of the financial year 2002-03 and of the loss of the Company for the year;

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(iii) that the Directors had taken proper and sufficient care for 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 had prepared the annual accounts on a going concern basis.

#### 7. AUDIT COMMITTEE:

The Board of Directors have constituted 'Audit Committee' which consists the following Directors:

- |      |                        |                           |
|------|------------------------|---------------------------|
| i)   | Shri Kashyap R. Mehta  | Chairman of the Committee |
| ii)  | Shri Sanjay V. Karkare | Member of the Committee   |
| iii) | Ms. Ritaben S. Shah    | Member of the Committee   |

#### 8. DEMATERIALISATION OF EQUITY SHARES:

To facilitate holding of securities in dematerialised/electronic form, the Company has entered into agreements with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Thus, shareholders have an option to dematerialise their shares with either of the depositories. The ISIN No. allotted is INE214D01013.

#### 9. PERSONNEL AND H.R.D.:

Your Directors are glad to report that the industrial relations continued to remain cordial and peaceful and your Company continued to give ever increasing importance to training at all levels and other aspects of H.R.D.

#### 10. CORPORATE GOVERNANCE:

The report on Corporate Governance as per Clause 49 of the Listing Agreement is annexed.

#### 11. LISTING:

The Equity Shares of the Company are listed on Ahmedabad, Mumbai and Delhi Stock Exchanges and the Company has paid Annual Listing Fees in time to all these Stock Exchanges upto the year 2003-04.

#### 12. GENERAL:

##### 12.1 INSURANCE:

The Company's properties including building, plant and machinery, stocks, stores etc, continue to be adequately insured against risks such as fire, riot, strike, civil commotion, malicious damages, machinery breakdown etc.

##### 12.2 AUDITORS:

The present Auditors of the Company M/s. Shah & Dalal, Chartered Accountants, Ahmedabad will retire at the ensuing Annual General Meeting. They have submitted certificate for their eligibility for re-appointment under Section 224(1-B) of the Companies Act, 1956. The notes of the Auditors for non-provision of doubtful debts amounting to Rs. 5,62,952/- and non-recognition of deferred tax assets/liabilities are self-explanatory.

##### 12.3 PARTICULARS OF EMPLOYEES:

None of the employees of the Company is drawing remuneration requiring disclosure under Section 217(2-A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975.

##### 12.4 DEPOSITS:

The Company has not accepted any deposit as defined under the Companies (Acceptance of Deposits) Rules, 1975.

#### 13. PARTICULARS AS REQUIRED UNDER COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES, 1988:

##### A. Conservation of Energy :

Measures taken for Conservation of Energy, additional proposals and its impacts:

The Company has installed individual capacitors to various machineries in the process. This has resulted in the saving of power to large extent.

Total energy consumption and energy consumption per unit of production as per Form-A prescribed in the Rules is at Annexure - I to this report.

**BISIL PLAST LIMITED****B. Technology absorption :**

Efforts made in technology absorption as per Form B prescribed in the Rules is at Annexure - II to this report.

**C. Foreign Exchange Earnings and Outgo**

The Company has not earned or spent any Foreign Exchange during the year under review.

**14. FUTURE OUTLOOK AND PLANS:**

As reported in the last Annual Report, the Company is on the outlook to increase the production and sale of Mineral Water and its packing range during the year under review. The management is also of the opinion that to take advantage of increasing demand of Mineral Water and your company having experience of manufacture should concentrate more on tapping the market potential of Mineral Water.

**15. ACKNOWLEDGMENT:**

Your Directors express their sincere gratitude for the assistance and co-operation extended by Banks, Government authorities, Shareholders, Suppliers and Customers.

Your Directors also wish to place on record their appreciation of the contribution made by the employees at their levels towards achievements of the Company's goals.

For and on behalf of the Board,

Place : Ahmedabad  
Date : 27th June, 2003

**Surendra T. Shah**  
Chairman

**ANNEXURE - I****FORM - A****Disclosure of particulars with respect to Conservation of Energy :**

	2002-2003	2001-2002
<b>A. POWER AND FUEL CONSUMPTION</b>		
1. Electricity		
a) Purchased Unit	218280	238260
Total amount (Rs. in Lacs)	10.15	11.77
Rate/Unit (Rs.)	4.65	4.94
b) Own generation Through Diesel Generator		
Unit	6754	8995
Unit per Ltr. of Diesel oil	2.99	2.95
Cost/Unit (Rs.)	6.96	6.45
2. Coal	NIL	NIL
3. Furnace oil	NIL	NIL
4. LSHS	NIL	NIL
<b>B. CONSUMPTION PER LAC OF BOTTLES OF PRODUCTION</b>		
Products : PET Bottles SBM Bottles		
Electricity Unit	6346	5559

**ANNEXURE - II****FORM - B****Disclosure of Particulars with respect to Technology Absorption:****1) Research and Development (R & D), its benefits and future plan of actions:**

The R & D Wing have designed process to manufacture PET Bottles in various volumes and shapes. As a result of continuous efforts, the Company has been able to pack mineral water in various volumes and shapes of Pet Bottles. The company has developed new moulds of different shapes and volumes of Pet bottles to suit requirement of the market with a view to tap the increasing market potential for mineral water.

The Company is in the process to put up ultramodern laboratories for complete testing of water for chemical and microbiological aspects so as to ensure utmost quality of mineral water and in par with Bureau of Indian Standards IS:14543.

**2) Technology absorption, adaptation and innovation**

The Company has not imported technology so far. The suggestions of plant & machinery suppliers and R & D Department are being incorporated continuously to improve the quality and process of manufacturing PET Bottles.

For and on behalf of the Board,

Place : Ahmedabad  
Date : 27th June, 2003

**Surendra T. Shah**  
Chairman