

Annual Report 2004 - 2005

Bluplast Industries Ltd.

[Formerly Known as Thermoplast Industries Pvt. Ltd.]

Report  Junction.com

Singrodia Goyal & Co.

Chartered Accountants

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BLUPLAST INDUSTRIES LIMITED
(Formerly known as Thermoplast Industries Pvt. Ltd.)

NOTICE

Notice is hereby given that the 6th Annual General Meeting of Bluplast Industries Limited will be held at the Registered office of the company, 113/114, Vivek Industrial Estate, Near Litolier, Cama Estate, Goregaon (E), Mumbai – 400 063 on Friday, the 30th September, 2005 at 10.00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2005, Profit and Loss Account for the year ended as on that date and the reports of Directors and Auditors thereon.
2. To declare dividend on equity shares for the year ended 31st March, 2005.
3. To appoint a Director in place of Mrs. Rekha K. Jain, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to section 257 and all other applicable provisions of the Companies Act, 1956 Mr. Prince H. Jain who was appointed as an additional director of the company w.e.f 10th August, 2005 and who can hold the office only up to the date of this Annual General Meeting be and is hereby appointed as Director of the Company, who will be liable to retire by rotation.”

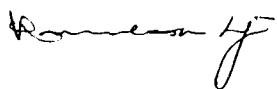
6. To consider and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to section 257 and all other applicable provisions of the Companies Act, 1956 Mr. Jankaraj R. Vakil who was appointed as an additional director of the company w.e.f 10th August, 2005 and who can hold the office only up to the date of this Annual General Meeting be and is hereby appointed as Director of the Company, who will be liable to retire by rotation.”

7. To consider and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to section 257 and all other applicable provisions of the Companies Act, 1956 Mr. Rajendra D. Jain who was appointed as an additional director of the company w.e.f 10th August, 2005 and who can hold the office only up to the date of this Annual General Meeting be and is hereby appointed as Director of the Company, who will be liable to retire by rotation.”

for and on behalf of board



Director

Place: MUMBAI

Date: 30th August, 2005

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 a proxy need not be a member
- 2) The proxies in order to be valid must reach the company not less than 48 hours before the meeting.
- 3) Members are requested to notify the change of address if any to the company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT 1956.

Explanatory statement as required under section 173(2) of the Companies Act, 1956 for the item no. 5 to 7 is produced here under:

Item no. 5:

Mr. Prince H. Jain was appointed as an additional director w.e.f 10th August, 2005 and will hold office only up to the date of this Annual General Meeting. Your company has received an application from one of the member as per section 257 of the Companies Act, 1956 nominating Mr. Prince H. Jain for the appointment as Director in the Company. Appointment of director will require the ordinary resolution of the shareholders and hence this resolution is moved.

No other director other than Mr. Prince H. Jain and Mr. Kamlesh L. Jain directly or indirectly interested in this resolution.

Item no. 6:

Mr. Janakraj R. Vakil was appointed as an additional director w.e.f 10th August, 2005 and will hold office only up to the date of this Annual General Meeting. Your company has received an application from one of the member as per section 257 of the Companies Act, 1956 nominating Mr. Janakraj R. Vakil for the appointment as Director in the Company. Appointment of director will require the ordinary resolution of the shareholders and hence this resolution is moved.

No other director other than Mr. Janakraj R. Vakil and Mr. Kamlesh L. Jain directly or indirectly interested in this resolution.

Item no. 7:

Mr. Rajendra D. Jain was appointed as an additional director w.e.f 10th August, 2005 and will hold office only up to the date of this Annual General Meeting. Your company has received an application from one of the member as per section 257 of the Companies Act, 1956 nominating Mr. Rajendra D. Jain for the appointment as Director in the Company. Appointment of director will require the ordinary resolution of the shareholders and hence this resolution is moved.

No other director other than Mr. Rajendra D. Jain and Mr. Kamlesh L. Jain directly or indirectly interested in this resolution.

BLUPLAST INDUSTRIES LIMITED
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Director's Report

To the Members,

Your Board of Directors has pleasure in presenting the Sixth Annual Report and the Audited Statement of accounts of the Company for the financial year ended 31st March 2005. The Company has fared well both on sales and profit fronts and has out performed the sales projections.

Financial Results

During the year under review, the Company has achieved following results:

(Rs. in lacs)

	2004-05	2003-04
Total Turnover	4628.91	4381.00
Profit before Interest, Depreciation and Tax	330.78	265.87
Less : Interest & Financial Charges	94.00	68.44
Operating Profit	236.78	197.43
Less : Depreciation	62.88	60.43
Profit / (Loss) before Taxation	173.90	137.00
Less :- Provision for taxation		
Current Tax	14.60	11.10
Deferred tax	0.71	0.31
Tax on earlier year	-0.95	
Profit available for appropriation	159.55	125.59
Less : Dividend	18.68	13.02
Tax on Dividend	2.62	1.70
Deferred tax Liabilities		
Balance carried forward to next year	255.87	265.60

Operations

During the year under review turnover & other income of the company is Rs.4628.91 (Previous Year Rs. 4381.00) lacs. The company has earned operating profit of Rs.236.78 (Previous Year Rs. 197.43) lacs and a profit after tax of Rs. 159.55 (Previous Year Rs. 125.59) lacs on

Dividend

We recommend a dividend at the rate of Re 1.00 per equity share of Rs.10/- each for the year ended 31st March, 2005 on 48,73,000 equity shares on pro rata basis. (Previous year 0.75 paise per equity share of Rs.10/- each on 17,35,310 equity shares)

Necessary provision of Rs. 18.66 for dividend and Rs. 2.62 lacs for Tax on dividend has been made.

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PROJECT EXPANSION AND FUTURE PLAN

During the year your company has changed its name from Thermoplast Industries Pvt. Ltd. to Bluplast Industries Ltd. in order to reflect the name of its brand used for its various products. During the year your company has taken **exclusive right** to use the Brand name "Bluplast" for its products.

In view of the wide acceptance of the company's product and full capacity utilization of its manufacturing facility the company has decided to increase its existing manufacturing capacity for Thermoware products from 4500 MTPA to 9000 MTPA. Your company has also identified a new high value added product i.e. PVC – Wood composite profile and sheets and decided to put up a new unit for manufacturing of the same with an installed capacity of 4,900 MTPA at Daman near to our existing manufacturing unit and in this regard in order to reduce the project implementation period the company has taken over the Land, and readily constructed factory building with, of its associate M/s Alaska Industries situated at Plot No. 1/C, Maharani Estate, Somnath Road, Dabhel. Daman – 396 210 (U.T.), Daman.

The total cost of project for implementing the expansion of existing products and implementing new value added product project is estimated at Rs. 37.90 Crores which is proposed to be funded by fresh equity including premium of Rs. 34.55 Crores and the balance amount of Rs. 3.55 Crores to be funded through bank finance and internal accruals. To part finance by equity portion of the proposed capital expenditure scheme, your company is planning to come with Initial public offer (IPO) for Rs. 27 Crores approx. on share premium to be decided in consultation with merchant bankers. Your company has got the proposed scheme of capital expenditure appraised from BOB Capital Market Ltd. with respect to commercial and financial viability and has appointed M/s Allianz Securities Ltd. as Lead Manager for the proposed IPO.

With the implementation of the above expansion cum addition to the value added products your company will be in a position to have a substantial share in its line of operation.

Broad basing of the Board of Directors

In order to broad base the Board of the company and induct independent professionally qualified director your company has appointed following persons:

Sr. No.	Name of Director	Age	Qualification	Experience
1.	Mr. Prince H. Jain	30 years	B.Com, Diploma in Sales & Marketing Management	15 years in marketing
2.	Mr. Janakraj R. Vakil	45 years	B.A., L.L.B	20 years in Law
3.	Mr. Rajendra D. Jain	43 years	B.Com, F.C.A	Practising C.A for last 17 years.

The Board welcomes them on the Board of the company. Further, your company is also identifying two more experienced independent person particularly having vast experience in plastic industry for inducting them as directors in the Board.

Bluplast Industries Ltd.

Continuation Sheet

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Particulars of Employees Under Section 217(2A)

The provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules 1988, as amended are not applicable to the Company, as there are no employees whose remuneration is in excess of the limits prescribed.

Directors' Responsibility Statement

As required under Section 217 (2AA), which was introduced by the Companies (Amendment) Act, 2000 your Directors' confirm that:

- i. In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii. 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 as on 31st March, 2005 and of the profit of the Company for the year ended 31st March, 2005.
- iii. 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. The Directors have prepared the annual accounts on a going concern basis.

Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo.

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, the particulars in respect of conservation of energy, technology absorption and foreign exchange earnings and out-go are set out as below:

A. Conservation of Energy

From the disclosure of particular with respect to conservation of energy.

Power Consumption	2004-05	2003-04
Electricity (Purchase)		
Total Consumption (units)	732600	757800
Total Amount (Rs.)	1917697	1948144
Rate per unit	2.62	2.57

B. Technology Absorption:

The Company has not incurred any expenditure of either capital or of revenue nature on Research & Development.

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C. Foreign Exchange Earnings and Out-Go.

During the year foreign exchange outgo was Rs. 100440/- (Previous Year Rs. 263,684/-) for import of Goods, Rs. 9,32,490/- (Previous Year Rs. 2,63,700/-) for foreign Travelling expense and Rs. 14,553/- (Previous Year Rs. 1,43,100/-) for Commission on Sales. The foreign exchange earned during the year from direct export calculated on FOB basis Rs. 84,75,653/- (Previous Year Rs. 2,54,58,472/-).

Deposits

The Company has not accepted any deposits from the Public.

Insurance

The Company has adequately insured the Company's properties.

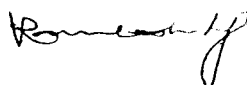
Auditors

Your Company's auditors M/s Singrodia Goyal & Co., Chartered Accountants, retire at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

Acknowledgement

Your Directors take this opportunity to convey their deep sense of gratitude for valuable assistance and Co-operation extended to the Company by all **Valued Customers, Suppliers, State Bank of India and UTI Bank Ltd.**

Your Directors also wish to place on record their sincere appreciation for the valued contribution, unstinted efforts and spirit of dedication shown by the Company employees, officers, and the executives at all levels which contributed, in no small measure, to the progress and the high performance of the Company during the year under review.

For and on behalf of the Board


Director



Director

Date : 30th August 2005

Place : Mumbai

Singrodia Goyal & Co.

Chartered Accountants

Auditors' Report

To,

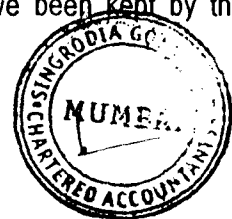
The Members,

We have audited the attached Balance Sheet of **Bluplast Industries Limited** (Formerly known as Thermoplast Industries Pvt. Ltd.) as at 31st March 2005 and also the annexed Profit and Loss Account and Cash Flow statement for the year ended on that date. 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.

- 1 We conducted our audit in accordance with 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 materials 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.
- 2 As required by the Companies (Auditors Report) Order, 2003 issued by the Central Government of India in terms of Section 227(4A) of the Companies Act, 1956, we annex hereto a statement on the matters specified in the paragraphs 4 and 5 of the said Order, to the extent applicable to the Company.
- 3 Further to our comments in the Annexure referred to 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 accounts as required by law have been kept by the Company as it appears from our examination of such books.

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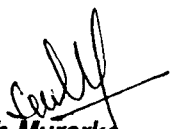
Singrodia Goyal & Co.
Chartered Accountants

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- c) The Company's Balance Sheet and Profit & Loss Account dealt with this report are in agreement with the books of accounts.
- d) In our opinion and to the best of our information and according to the explanations given to us, the said Balance Sheet and Profit and Loss Account comply with the Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956.
- e) On the basis of written representation received from the directors, we report that none of the directors is disqualified as on 31st March, 2005 from being appointed as a directors in terms of clause (g) of subsection (1) of section 274 of the Companies Act, 1956.
- f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with other notes thereon give the information required by the Companies Act in the manner so required and give a true and fair view:
- i) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2005 and
- ii) In the case of the Profit and Loss Account, of the profit of the Company for the year ended on that date.
- iii) In the case of the cash flow statement, of the cash flows for the year ended on that date.

Place : Mumbai
Date : 30th August, 2005

For Singrodia Goyal & Co.
Chartered Accountants


Suresh Murarka
Partner
M. No. : 44739

