



**RISHI
PACKERS
LIMITED**

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**20th
Annual Report
2003-2004**



RISHI PACKERS LTD.

20th Annual Report 2003 - 04

BOARD OF DIRECTORS

Mr. H. B. Patel
Chairman & Managing Director

Mr. K. B. Patel
Mr. A. V. Paranjpe
Mr. P. J. Patel
Mr. A. N. Nopany

AUDITORS

Alladi Krishnan & Kumar
401, Jai Amba Co-op Hsg. Society,
13, New Juhu Versova Link Road,
Andheri (W), Mumbai - 400 058.

BANKERS

Canara Bank,
Tamarind Lane Branch,
Calcut House, Fort,
Mumbai - 400 023.

REGISTRARS AND TRANSFER AGENTS

Adroit Corporate Services Pvt. Ltd.,
19, Jaferbhoy Industrial Estate,
1st Floor, Makwana Road,
Marol Naka, Andheri (E),
Mumbai - 400 059.

REGISTERED OFFICE

612, Veena Killedar Industrial Estate,
10/14, Pais Street, Byculla (W),
Mumbai - 400 011.

WORKS

Survey No. 381, Causeway Road,
Village Kachigam, Taluka Daman,
Union Territory of Daman & Diu.

Plot No. 277/3/3,
Dadra-Demni Road,
U.T. of Dadra & Nagar Haveli.



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NOTICE

Notice is hereby given that the 20th Annual General Meeting of Rishi Packers Limited will be held on Thursday, the 23rd day of September, 2004 at 10 a.m. at Maheshwari Pragati Mandal, 603, Jagannath Shankar Sheth Road, Mumbai 400002 to transact the following business.

As Ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2004 and the Profit and Loss Account for the year ended on that date and the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Pranav Patel who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration.

As Special Business

4. To consider and if thought fit, to pass with or without modifications the following Resolutions as a Special Resolution.

Resolved that subject to the provisions of section 269, 198, 309, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the Company hereby approves the revised Salary payable to Mr. Harshad B. Patel, the Managing Director of the Company amounting to Rs. 30000/- per month in the grade of 30000-5000-35000 from 1st April 2004 for the balance period of his present tenure (i.e. upto 30.9.05) and that the Board of Directors be and are hereby authorized, to vary or increase or enhance the scope of the remuneration or perquisites in such manner as may be agreed to between the Board and the Managing Director.

Resolved Further that all the other terms of remuneration approved by the Members in the Annual General Meeting held on 30th September, 2002 remains unaltered.

Resolved Further that in the event of loss or inadequacy of profits Mr. Harshad B. Patel be paid remuneration stated above as Minimum Remuneration.

5. To consider and if thought fit, to pass with or without modifications the following Resolution as a Special Resolution.

Resolved that pursuant to the provisions of section 81(1A) and other applicable provisions, if any, of the Companies Act 1956, the relevant provisions of Memorandum and Articles of Association of the Company and subject to the Guidelines issued by the Securities and Exchange Board of India and subject to permissions, sanctions and consents that may be required of other Authorities and further subject to such terms and conditions, alterations and modifications as may be prescribed by them while granting such approvals and which is agreed to by the Board of Directors, the consent, authority and approval of the Company be and is hereby accorded to the Board of Directors to offer, issue and allot 3,42,000 Equity Shares of Rs. 10/- each at par to Industrial Development Bank of India on private placement basis and that the said shares shall rank pari-passu in all respects with the existing shares and that the Secretary of the Company be and is hereby authorized to do all deeds and things that may be required in giving effect to the Resolution including listing them on the Mumbai Stock Exchange.

Registered Office :-

612, Veena Killedar Industrial Estate,
10-14, Pais Street, Byculla (W), Mumbai - 400011.

Place : Mumbai.
Dated : 24th June, 2004.

By Order of the Board
V. D. Goray
Company Secretary



NOTES

- a) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member.
- b) Register of members and share transfer books of the Company will remain closed from 15.9.04 to 23.9.04 (both days inclusive).
- c) Relative explanatory statement pursuant to section 173 of the Companies Act, 1956 in respect of special business is annexed hereto.
- d) Re-appointment of Director
 Mr. Pranav Patel, aged 35 years was appointed as a Director in the Annual General Meeting held on 30th September 2002. He retires by rotation and is eligible for reappointment. Mr. Pranav Patel is a Commerce Graduate and has over 14 years of business experience. He is presently the Managing Director of M.P. Dye Chem Industries Pvt. Ltd.
- e) Pursuant to section 205 A of the Companies Act, 1956, Dividend for the financial year 1996-97, which remains unclaimed will be transferred to the Investor Education and Protection Account of the Central Govt. Members who have not claimed their Dividend in respect of the said financial year are requested to make their claim to share department at the Registered Office of the Company before 30.9.04.

**EXPLANATORY STATEMENT UNDER SECTION 173 OF
THE COMPANIES ACT 1956**

Item No.4

Mr. Harshad B. Patel was re-appointed as Managing Director of the Company in the Annual General Meeting held on 30.9.2002 for a period of 3 years on a salary of Rs. 55000/- in the grade of Rs. 55000-5000-70000 with perquisites as detailed in the resolution passed in that meeting. It is now decided to revise his Salary to Rs. 30000/- per month in the grade Rs 30000-5000-35000 for the balance period of his tenure i.e. upto 30.9.05.

He will continue to enjoy all the perquisites stated in the Resolution passed on 30.9.2002. The perquisites will stand revised, wherever applicable, in relation to and to the extent of revision in salary.

Though the Board of Directors are empowered to revise the Salary of the Managing Director, the approval for the revision is sought as an abundant caution.

Item No.5

The Company has submitted a proposal to IDBI for One Time Settlement (OTS) of their dues. The IDBI has accepted the proposal. One of the conditions of the OTS is that the Company will issue 3,42,000 Equity Shares of Rs. 10/- each at par aggregating to Rs.34,20,000/- to IDBI in lieu of part of the interest payable to IDBI. The Resolution at item No. 5 seeks your approval for the issue of shares to IDBI.

Registered Office :-

612, Veena Killedar Industrial Estate,
10-14, Pais Street, Byculla (W), Mumbai 400011.

Place : Mumbai.
Dated : 24th June, 2004.

By Order of the Board
V. D. Goray
Company Secretary



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Directors' Report

We present herewith Annual Report and Accounts for the year ended 31st March, 2004.

Financial Results

	Rs. In Lacs.	
	2004	2003
Profit before Interest, Depreciation & Tax	158.35	132.04
Less : Interest	160.98	153.39
Depreciation	153.01	150.39
Loss for the Year	(155.64)	(171.74)
Less : Provision for Tax	Nil	Nil
Provision for Deferred Taxes (Net)	16.39	55.27
Loss after Tax	(139.25)	(116.47)

PERFORMANCE

During the year your Company achieved a Sales Turnover of Rs. 2561 lacs as compared to Rs.2646 lacs for the previous year. The Loss for the year is Rs. 155.64 lacs as against a loss of Rs. 171.74 lacs in the previous year. The Company's exports amounts to Rs. 265 lacs as against Rs. 298 lacs in the previous year. In spite of severe competition, your Company was able to reduce the losses during the year under report as compared to previous year.

CURRENT YEAR

The turnover in the first two months of the current year is Rs.398.48 lacs as against Rs 460.88 lacs in the same period of the previous year. However, the working of the Company in the current year is expected to be better than that in the previous year.

ONE TIME SETTLEMENT

The Company has submitted to IDBI a proposal for One Time Settlement of its dues. The said proposal has been accepted by IDBI. As per the settlement the Company will pay its dues to IDBI over a period of two years and will also issue 3,42,000 issue Equity Shares of Rs.10/-each at par aggregating to Rs. 34,20,000/-.

DIVIDEND

On account of Loss suffered by the Company, the Board has not recommended any Dividend for the year under Report.

INSURANCE

All the properties of the Company have been adequately insured against fire, riot, earthquake, and various other risks.

FIXED DEPOSITS

During the period under report, the Company has accepted deposits from public amounting to Rs. 20.90 lacs. The total deposits outstanding at the end of the year amounts to Rs.62.12 lacs.

DIRECTORS

Mr.Pranav Patel, retires by rotation and being eligible, offers himself for re-appointment.

DIRECTORS RESPONSIBILITY STATEMENT

Your Directors hereby Report :

- A That in the preparation of Annual Accounts, the applicable accounting standards have been followed alongwith proper explanation relating to material departure, if any.
- B That the Directors have selected such accounting policies and applied them consistently and made judgment 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 at March 31, 2004 and of Profit and Loss Account for the year ended March 31, 2004.



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- C 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.
- D That the Directors have prepared the Accounts on a going concern basis.

PARTICULARS OF EMPLOYEES

During the year under Report, no employee has drawn remuneration in excess of the limits laid down under Section 217 (2A) of the Companies Act, 1956.

THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988. The information required to be disclosed is set out in Annexure.

AUDITORS

M/s. Alladi Krishnan & Kumar, Chartered Accountants, Statutory Auditors of the Company retire and offer themselves for re-appointment.

The Company has obtained the requisite certificate required under section 224 of the Companies Act, 1956 to the effect that their re-appointment, if made, will be in conformity with limits specified in the said section.

APPRECIATIONS

The Directors place on record their appreciation of the efficient and loyal services rendered by the Staff and Workmen as also help and guidance received from Financial Institutions and Banks.

Place : Mumbai.
Dated : 24th June, 2004.

By Order of the Board
Harshad B. Patel
Chairman

ANNEXURE

THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS RULES, 1988.)

(A) CONSERVATION OF ENERGY.

In the previous year the Company has made various changes in the plastic heating system and the air conveying systems which has brought down the energy consumption. The Form 'A' prescribed under the rules is not applicable to the Company since the Company does not fall in the industries specified in the schedule to the rules.

(B) TECHNOLOGY ABSORPTION.

The Company has introduced new varieties of nets for plant and produce protection.

TECHNOLOGY ABSORPTION, ADAPTION AND INNOVATION.

The Company has adopted the technology for Micro Perforation of Bags to make Laminated Bags air permeable.

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO.

The earning in foreign exchange on Export of bags and fabrics amounts to Rs 264.70 lacs. Expenditure in foreign currency on account of Travelling Rs. 2.38 lacs, on account of Spares and Components Rs.3.72 lacs and on account of Raw Materials Rs.11.99 lacs.



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CORPORATE GOVERNANCE REPORT

STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's Philosophy on Corporate Governance aims at attaining the highest level of transparency and accountability towards its stakeholders including shareholders, employees, the government and lenders.

BOARD OF DIRECTORS

The Company has five Directors

Name	Category	Other Directorships	Committee Memberships	Attendance At Board Meetings
Mr. H. B. Patel	Promoter/Executive	3	Nil	4
Mr. A. V. Paranjpe	Non-Promoter / Independent	1	3	5
Mr. A. N. Nopany	Non-Promoter / Independent	1	3	4
Mr. P. J. Patel	Non-Promoter / Independent	1	3	5
Mr. K. B. Patel	Promoter/Non-Executive	Nil	Nil	1

COMMITTEES

1) Remuneration Committee

The Remuneration Committee met on 25.5.04 and finalized the revised Salary of the Managing Director payable from 1.4.04. The same has been included in the Notice of AGM for the approval of Members. Only the Managing Director is paid remuneration. Other Directors are paid sitting fees of Rs. 500/- per Board Meeting.

Managing Director's Remuneration

Salary 1.4.03 to 31.3.04 Rs. 60000/- per month

From 1.4.04 Rs. 30000/- per month

HRA 50% of salary per month

Service Contract 3 Years from 1.10.02.

Total Remuneration received by the Managing Director during the year 2003-04 Rs.13.60 lacs.

2) Audit Committee

The Audit Committee consists of three Directors, Mr. A. V. Paranjpe, Mr.P.J.Patel and Mr. Arvind N. Nopany. The terms of reference to the Committee are to review half yearly results, to review the Company's financial reporting system and recommending appointment of auditors. The Committee met on 18.9.03 to review the Annual Accounts for the year ended 31.3.03, on 30.10.03 to review the half yearly results for the half year ended 30.9.03 and on 24.6.04 to consider the Annual Accounts for the year ended 31.3.04. The Meetings were attended by all the Members of the Committee.

3) Shareholders / Investors Grievance Committee

The Committee consists of three independent Directors Abhay Paranjpe, Arvind Nopany and Pranav Patel. The Committee has been constituted to look into redressal of shareholders complaints and correspondence with SEBI and the Stock Exchange.

There are no complaints pending with the Company.

General Meetings

The Day, Time and Venue of Last Three Annual General Meetings

17th AGM- Friday at 11 a.m. on 14.9.2001 at Kilachand Conference Room, IMC, Churchgate, Mumbai 400020.

18th AGM- Monday at 11 a.m. on 30.9.2002 at Bombay Commodity Exchange, Y.M.Road, Mumbai 400003.

19th AGM- Thursday at 11 a.m. on 18.9.03 at Maheshwari Pragati Mandal, 603, Jagannath Shankar Sheth Road, Mumbai 400002.

No Special Resolution was put through postal ballot last year.

Disclosures

There are no transactions of material nature with the Promoters, the Directors or the Management, their subsidiaries or relatives etc. that had any potential conflict with the interest of the Company at large.

There were no cases of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or by any statutory authority, on any matter relating to capital market.