



SKYPAK

Service Specialists Ltd.

Report  junction.com

25th Annual Report

2006 - 07

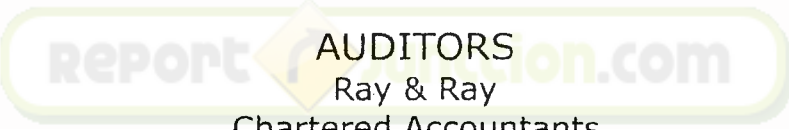
BOARD OF DIRECTORS

Mr. Dilip Kulkarni
Chairman

Mrs. Devika D. Kulkarni
Executive Director

Mr. Hemant Arya
Director

Mr. G. S. Nayak
Director

 AUDITORS
Ray & Ray
Chartered Accountants
Mumbai

REGISTERED OFFICE

3, Sona Udyog,
Parsi Panchayat Road,
Andheri (East),
Mumbai- 400 069

REGISTRARS & SHARE TRANSFER AGENT

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

NOTICE

NOTICE is hereby given that the 25th Annual General Meeting of the members of Skypak Service Specialists Ltd. will be held as under :

DAY : Wednesday

VENUE: Kumaria Presidency Hotel
Moral Naka
Andheri (E),
Mumbai - 400 059.

DATE: 26th December , 2007

TIME: 11.00 a.m

to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Profit and Loss Account for the year ended 31st March, 2007, 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. Girija shankar 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 authorise the Board of Directors to fix their remuneration.

Special Business

4. Appointment of Mr. Hemant Arya as Wholetime Director of the company for further period of 3- years from 1st April, 2007 by way of passing of Ordinary resolution.

"RESOLVED THAT pursuant to the provisions of Sections 269, 309, 198 read together with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 Mr. Hemant Arya be and is hereby appointed as Executive Director of the Company with effect from 1st April, 2007 for a period of 3 years on terms and conditions including remuneration and perquisites as under:

1. The Whole Time (hereinafter called Director) shall carry out such functions, exercise such powers and perform such duties as the Board of Directors of the Company (hereinafter called "The Board") shall from time to time determine and entrust to him. Subject to the superintendence, control and direction of the Board, the Director shall have the general control and be responsible for the marketing and-export business of the Company with powers to enter into contracts on behalf of the Company in the ordinary course of business and to do and perform all other acts and things which in the ordinary course of such business she may consider necessary or proper in the best interests of the Company.

The Director shall report to the Board and shall be responsible for all her actions to the Board. It is hereby expressly agreed and declared that nothing herein contained shall vest or shall be deemed to be intended to vest in the Director, the management of the whole or substantially the whole of the affairs of the Company.

1. Salary: Rs. 10,000 per month.
2. Perquisites: The Director shall be entitled to the following perquisites provided that the total value of the perquisites shall be restricted to an amount equal to the annual salary or Rs. 1,00,000/- per annum, whichever is lower.
 - 2.2 Leave Travel Concession & Medical Reimbursement:
 - (A) Leave Travel Expenses:
Expenses incurred for the appointee and his family subject to a ceiling of Rs. 25,000 in a year, in accordance with the rules specified by the company.
 - (B) Medical Reimbursement:
Expenses incurred for the appointee and his family subject to a ceiling of one months salary per month and in accordance with the rules specified by the company.
Explanation: For the purposes of a "family", family means the spouse, dependent children and dependent parents of the appointee.
 - 2.3 Membership of the Employees' Provident Fund of the company to which the company will contribute at such percentage of salary as may be applicable, from time to time, to the employees. The appointee will be governed by the provident fund rules of the company.
 - 2.4 Encashment of leave: As per company's rules. Encashment of leave, if any, in accordance with the rules of the Company shall be allowed only at the time of retirement or at the end of tenure as the case may be and it will not be included in the computation of ceiling for perquisites.
 - 2.5 Telephone at residence reimbursed for rental and business calls.
 - 2.6 Reimbursement of actual expenses for books and periodicals purchased for purposes of carrying-on her duties and reimbursement of entertainment expenses actually and properly incurred in the course of the Company's business.
 - 2.7 Other benefits to which senior officers of the company are normally entitled to, according to the rules of the company
 - 2.8 The Director shall not be paid any sitting fees for attending the meetings of the Board or any committee thereof.
 - 2.9 Gratuity: - Payable in accordance with an approved fund, which does not exceed half month's salary for each completed year of service, subject to a ceiling of Rs.350, 000/-

In case the Director dies during the course of his employment, the Company shall pay to his heirs/ legal representatives the remuneration and / or other perquisites due and payable upto the date of death of the Director.

The Director shall not either during the continuance of his employment hereunder or thereafter except in the proper course of his duties hereunder divulge to any person whomsoever and

shall use his best endeavours to prevent the publication or disclosure of any trade secret industrial process or any information concerning the business or finances of the Company or any other Company for whom he is directed to perform services hereunder or of any of their dealings transactions or affairs which may come to his knowledge during or in the course of his employment.

It is hereby agreed and declared that so long as the Director is in the employment of the Company he shall have no interest directly or indirectly in any manner whatsoever including but without limiting the generality thereof in any financing arrangements in or with any person, firm, company or corporation engaged in any business that is competitive with any business which the Company or any other Company which is subsidiary or is affiliated to or is associated with the Company carries or from time to time. In the event that the Director breaches this Clause, the Company may terminate the Director's employment hereunder without notice and such termination shall not affect any of the Director's other obligations hereunder and the same shall survive such termination.

RESOLVED FURTHER that in the event of loss or inadequacy of profits in any financial year during the period of Mr. Hemant Arya 's appointment, he will be paid or provided the salary, the allowances, and the perquisites as set out in the foregoing part of this resolution as the 'minimum remuneration' notwithstanding the fact that such remuneration is in excess of the limits set-out in Sections 198 and 309 of the Companies Act, 1956 or in Section II of Part II of Schedule XIII to the Companies Act, 1956 and necessary approvals will be sought from Central Government."

RESOLVED FURTHER that an agreement, covering the above terms, be executed with Mr Hemant Arya under the Common Seal of the Company to be affixed thereto in accordance with the Articles of Association of the Company.

AND RESOLVED FURTHER that Mr. Dilip M. Kulkarni, Director and Mr. G.S. Nayak - Director be and are hereby authorised severally to send to the shareholders an abstract of the terms and conditions of the appointment of Mr. Hemant Arya as required under section 302 of the Companies Act, file necessary returns with the Registrar of Companies, Stock Exchange and other authorities, if any, and take further steps as may be necessary and proper regarding the appointment of Mr. Hemant Arya as aforesaid."

Skypak Service Specialists Ltd.

Dilip M. Kulkarni
Chairman

Registered Office:
Skypak service Specialists Limited
3, Sona Udyog, Parsi Panchayat Road,
Andheri(E)
Mumbai 400 059

Dated: 30th November 2007

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 SKYPAK SERVICE SPECIALISTS LIMITED, 3, SONA UDYOG, PARS PANCHAYAT ROAD, ANDHERI (E), MUMBAI 400 069, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE MEETING.

2. The Register of Members of the Company shall remain closed for a period of five days during the period from Monday, the 24th December 2007 to 28th December 2007 (both days inclusive).

3. Members are requested to notify immediately any change in their address to the company through their share transfer agents - M/s. Adroit Corporate Services Private Limited, 19/20, Jaferbhoy Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai - 400 059.

4. Members are requested to communicate to M/s. Adroit Corporate Services Private Limited, 19/20, Jaferbhoy Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai - 400 059 on all matters concerning share transfer at the following address, quoting invariably their folio number in all correspondence.

5. Members may please bring the Admission Slip duly filled in and may hand over the same at the entrance to the Meeting Hall.

6. Members are requested to get their shares dematerialized, keeping in view the fact that the company has made the facility available to its members viz. CDSL. Those members who have yet not opted for the demat option are requested to do so at the earliest so as to facilitate ease in the transfer, the Company's ISIN Number is INE 539D01013.

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.

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. 4

The Board recommended the appointment of Mr. Hemant Arya as a wholetime Director for a further period of 3 years starting from 01/04/2007. He has more than 35 years experience in the courier Industries;

Name : Mr. Hemant Arya

Designation : Wholetime Director

Date of Re-Appointment : 01/04/2007

Qualification: BA

Other Director Ships: Nil

None of Directors are interested in this resolution other than Mr. Hamant Arya.

25th ANNUAL REPORT 2006-07**SKYPAK SERVICE SPECIALISTS LTD****DIRECTORS' REPORT**

The Directors are pleased to present the 25th Annual Report of the Company together with the Audited Financial Statements for the year ended 31st March, 2007.

SUMMARISED FINANCIAL RESULTS:

| | (Rs. in Lacs) | |
|--|---------------------------------|---------------------------------|
| | Year ended 31.3.2007 | Year ended 31.3.2006 |
| Profit before interest and depreciation | 476.71 | (341.10) |
| Less: | | |
| Interest | 20.98 | 21.32 |
| Depreciation | 12.57 | 27.92 |
| Profit before tax | 443.15 | (390.34) |
| Tax Provision | 160.04 | 3.61 |
| Profit after tax | 283.12 | (386.73) |
| Balance brought forward from previous year | (1366.96) | (980.23) |
| Profit available for appropriation | | |
| Transfer to General Reserves | | |
| Balance in Profit & Loss Account | (1083.83) | (1366.96) |

THE YEAR UNDER REVIEW

The Courier Industry in general witnessed a downtrend in its operations as a result of stiff competition from other service sectors and other mode of communication. The overall performance of the company has been satisfactory. The total income of the company was Rs. 2891.16 Lacs as compared to previous year Rs.1952.74 Lacs. The net profit after depreciation and provision for tax for the year ended 31st March, 2007 was Rs.283.12 Lacs as compared to net loss of Rs.386.74 Lacs in the previous year.

INDUSTRIAL RELATIONS:

Industry relations continue to be cordial.

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 given herein below .

FIXED DEPOSITS

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

DIRECTORS

In accordance with the provisions of The Companies Act, 1956 and the Articles of Association of the Company, Mr. Girija Shankar Nayak – Independent Director, retires by rotation and being eligible offers himself for re-appointment. The term of the Whole Time Director Mr. Hemant arya is due for renewal.

AUDITORS' REPORT

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

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.

AUDITORS

M/s Ray & Ray, Chartered Accountants, retire as Auditors and have expressed their willingness to hold office if re-appointed.

ACKNOWLEDGEMENTS

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

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, 2007, 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 2007 on a 'going concern' basis.

On behalf of the Board of Directors.

Mr. Dilip M. Kulkarni
Directors

Mrs. Devika D. Kulkarni

Place : Mumbai

Dated : 30th November 2007

ANNEXURE "A" TO THE DIRECTORS' REPORT

Particulars under Companies (Disclosure of Particulars on the Report of Board of Directors) Rules, 1988 for the year ended 31st March, 2007.

A. CONSERVATION OF ENERGY:

- Energy Conservation measures taken : Adequate Steps has been taken for energy conservation.
- Additional Investments and Proposals, if any, being implemented for implemented for reduction of consumption of energy : On a periodic basis necessary corrective steps have been taken for replacement of old equipments.
- Impact of the measures as above for reduction of energy consumption and consequential impact on the cost of production of goods : Marginally there is a saving in the cost of production of goods
- Total energy consumption per unit of production : Not Identifiable

B. TECHNOLOGY ABSORTION: Upgradation and modernization of the plant and machinery carried out with latest technology available in the market

C. FOREIGN EXCHANGE EARNING AND OUTGO

Total foreign exchange used and earned:-

| | | (Rs. in Lacs) | |
|--------|--------------------------------------|-------------------------|-------------------------|
| | | Year ended 31.3.2007 | Year ended 31.3.2006 |
| USED: | | | |
| 1. | On Foreign Travel | 0.64 | 0.44 |
| 2. | Delivery & Linehaul charges | 265.75 | 223.52 |
| EARNED | | | |
| 1. | Delivery & Linehaul charges received | 98.48 | 128.68 |

On behalf of the Board of Directors.

Mr. Dilip M. Kulkarni
Directors

Mrs. Devika D. Kulkarni

Place : Mumbai

Dated : 30th November 2007