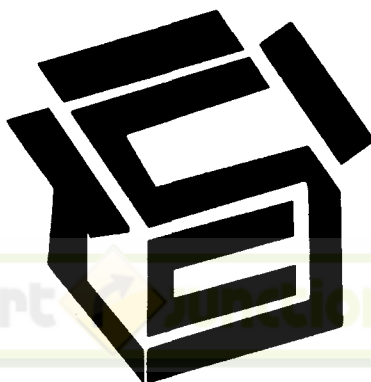


SOLID CONTAINERS LIMITED



**ANNUAL
REPORT
2003 - 2004**

SOLID CONTAINERS LIMITED

BOARD OF DIRECTORS :

Shri Ashok Kumar Goel

Shri Cyrus Bagwadia - Executive Director

Shri Motisingh Chauhan

Shri R. Chandrasekhar

REGISTERED OFFICE :

2006, Fossberry Road,
Near ICI Ltd., Reay Road (E),
Mumbai-400 033.

WORKS :

Vadavali, P.O. Mohone,
Dist. : Thane-421 102.

AUDITORS :

M/s. MGB & Co.
Chartered Accountants

BANKERS :

Canara Bank
Dr. A. B. Road, Worli,
Mumbai-400 018.

REGISTRAR & SHARE TRANSFER AGENTS :

M/s. Sharepro Services
Satam Estate, 3rd Floor,
Above Bank of Baroda,
Cardinal Gracius Road, Chakala,
Andheri (E), Mumbai-400 099.
Tel. : 022-2821 5168, 2820 2108

SOLID CONTAINERS LIMITED

NOTICE

NOTICE is hereby given that the **Thirty ninth** Annual General Meeting of **SOLID CONTAINERS LIMITED** will be held at 2006, Fossberry Road, near ICI Ltd., Reay Road, Mumbai-400 033 the Registered Office of the company on Monday, 27th September, 2004 at 4.00 P.M. to transact the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Profit & Loss Account for the year ended on 31st March 2004 and Balance Sheet as on that date, and the reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Shri Motisingh Chauhan who retires by rotation and being eligible, offers himself for re-appointment.
3. **To consider, and if thought fit, to pass, with or without modification, the following resolution as a special resolution:**

“**RESOLVED** that pursuant to the provisions of section 224A of the Companies Act, 1956, M/s MGB & CO., Chartered Accountants, Mumbai be and are hereby appointed as auditors of the company to hold office from the conclusion of this meeting until conclusion of the next Annual General Meeting and Board of Directors be and is hereby authorised to fix their remuneration.”

BY ORDER OF THE BOARD
FOR SOLID CONTAINERS LIMITED

Place : Mumbai.

Date : 16th August, 2004

ASHOK KUMAR GOEL
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 AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Shareholders seeking any information with regard to accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
3. Shareholders are requested to kindly bring their copies of Annual Report to the Meeting.

Annual Report 2003-2004**DIRECTORS' REPORT**

To,

THE MEMBERS,

Your Directors have pleasure in presenting the thirty-ninth Annual Report of the Company together with the Audited Accounts for the year ended 31st March, 2004.

FINANCIAL RESULTS:

(Rs. in Lacs)

	Year ended 31.03.2004	Year ended 31.03.2003
Sales	0	0
Loss before Depreciation & Extra-ordinary Items	203	236
Depreciation	88	88
Extra-ordinary Items	0	0
Loss for the year	291	324

DIVIDEND:

Your Directors regret their inability to recommend dividend in view of loss incurred during the year.

OPERATIONS REVIEW:

The operations continued to be suspended. The management does not see any encouraging development, which will warrant reopening of the unit.

SHIFTING OF REGISTERED OFFICE:

Consequent to the court judgment against the company in the case filed by the land lords M/S Tiecicon Private Ltd. under the Rent Control Act, the company had no choice but to surrender the premises, where Registered Office of the company was situated. The Registered Office has been shifted to 2006, Fossberry road, near ICI Ltd., Reay Road (E), Mumbai – 400 033. The necessary papers have been filed with Registrar of Companies.

NOTE ON BIFR

The Company had made a reference to the Board for Industrial and Financial Reconstruction (BIFR) since it had become a sick industrial company as per the provisions of the Sick Industrial Companies (Special Provisions) Act, 1985. However, the application was rejected on the ground that the Company cannot be considered to be an industrial undertaking under the SICA.

Consequently, the Auditors have in their report expressed their inability to qualify the company as a "going concern".

In view of the above rejection by BIFR, the company is exploring all legal options, so that it can pursue rehabilitation package. The members would be informed of the developments as and when it happens.

DIRECTORS:

In accordance with the requirements of the Companies Act, 1956 and the Articles of Association of the Company, Shri. Motisingh Chauhan, retires by rotation and being eligible, offers himself for reappointment.

SOLID CONTAINERS LIMITED

With respect to para 4(e) of the Auditors report, the company has since obtained the declaration under section 274(1)(g) of the companies Act 1956 from Mr. Motisingh Chauhan. Mr. Cyrus Bagwadia has resigned as Executive Director and also as a Director on the Board of Directors of the company.

AUDITORS:

M/s. MGB & Co., Chartered Accountants, retires and being eligible, offers themselves for reappointment as Auditors. The reappointment shall be in accordance of Section 224A of the Companies Act, 1956.

AUDITORS' REPORT:

The qualification and observations made by the Auditors in their report are self-explanatory.

PARTICULARS OF EMPLOYEES:

None of the Employees was in receipt of remuneration in excess of the limit specified under Section 217 (2A) of the Companies Act, 1956, and Companies (Particulars of Employees) Rules, 1975.

DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to Section 217 (2AA) of the Companies Act, 1956 as amended by the Companies (Amendment) Act, 2000, Director's confirm that:

- 1) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- 2) Appropriate Accounting Policies have been selected and applied consistently and have 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 31st March, 2004.
- 3) Proper and sufficient care has been taken 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.
- 4) The annual accounts have been prepared on a going concern basis.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS / OUTGO:

In accordance with the requirement of 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 were not applicable since there was no operation during the year.

ACKNOWLEDGEMENTS:

The Board of Directors expresses their gratitude to Shareholders of the Company for their continuous support.

BY ORDER OF THE BOARD
FOR SOLID CONTAINERS LIMITED

ASHOK KUMAR GOEL
DIRECTOR

Place : Mumbai
Date : 16th August, 2004

Annual Report 2003-2004**AUDITOR'S REPORT**

To,

The Members of **SOLID CONTAINERS LIMITED**

1. We have audited the attached balance sheet of **SOLID CONTAINERS LIMITED** as at 31st March 2004, and Profit and Loss Account of the company for the year ended on that date annexed thereto and the 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.
 2. 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 from material 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.
 3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of section 227(4A) of the Companies Act, 1956, we enclose in the annexure a statement on the matters specified in paragraph 4 and 5 of the said order.
 4. 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 purposes of our audit;
 - b) In our opinion, proper Books of Accounts as required by Law have been kept by the company, so far as appears from our examination of the books.
 - c) The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of account.
 - d) In our opinion, the balance sheet and profit and loss account and cash flow statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 to the extent applicable to the Company *except Non Compliance of AS-10 for "Accounting for Fixed Assets" as stated in this report.*
 - e) On the basis of written representations received from the Directors, and taken on record by the Board of Directors, we report that, none of the directors is disqualified as on 31st March 2004 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956 *except for two directors, Mr. Cyrus Bagwadia and Mr. Motisingh Chauhan for whose declaration u/s 274 (1) (g) is not received by the Company, we are unable to comment on their qualification to be appointed as director u/s 274 (1) (g) 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 the notes thereon, give in the prescribed manner the information required by the Act, but in view of:
 - (i) *Note No. 5 (a) regarding substantial operating losses and due to closure of commercial operation of the company and in absence of any rehabilitation measures the company is no longer a going concern.*
The Company has not made adjustment to accounts relating to recoverability of recorded assets amounts and in respect of liabilities as might be necessary for compilation as where the Company is no longer a going concern. The effect on the Loss and Net Worth of the company is unascertained.
 - (ii) *Note No. 5 (b) regarding non-compliance of AS-10 "Accounting for Fixed Assets" for its plant & machinery retired from active use and held for disposal but the assets continue to be carried forward at book value instead of realizable value. The effect on the Loss and Net Worth of the company is unascertained.*
- does not give a true and fair view in conformity with the accounting principles generally accepted in India.*
- (i) In so far as it relates to the Balance Sheet of the state of affairs of the company as at 31st March 2004;