



WE SHARE OUR JOY

**Ninth Annual Report  
1999 - 2000**





# STANPACKS (INDIA) LIMITED

## BOARD OF DIRECTORS

Sri G. Sudhakar	Chairman
Dr. G.V. Chalapathi	Managing Director
Sri G. Radhakrishna	Joint Managing Director
Sri G.P.N. Gupta	Director
Sri G. Muralidhar	Director
Sri M. Ravindra Reddy	Director
Sri M.V. Chandrasekar	Director
Sri S. Soundararajan	Director
Sri M. Rajasekara Sastry	Director

## BANKERS

The Karnataka Bank Ltd.

## SOLICITORS

Sri R. Sundarajan,  
Advocate, Chennai.

## WORKS

Sholiyapalayam Village,  
Sholavaram,  
Thiruvallur District,  
Chennai - 600 067, Tamil Nadu.

6-6, Assisted Pvt. Industrial Estate,  
Nellore - 524 004,  
Andhra Pradesh.

B.M. Sankarappa Estate,  
11th K.M., Magadi Road,  
Sunkadakatte, Viswaneedham Post  
Bangalore - 560 091.

## AUDITORS

M/s. Itta Parthasarathy & Co.  
Chartered Accountants  
94, Broadway, Chennai - 600 108.

## SHARES LISTED WITH

The Madras Stock Exchange Ltd.  
The Stock Exchange, Mumbai.  
Bangalore Stock Exchange Ltd.

## REGISTERED OFFICE &

## SHARE TRANSFER DEPARTMENT

46, (Old No.58), Halls Road, Kilpauk,  
Chennai - 600 010.  
Phone : 6451722, 6461415, 6471769  
Fax : 91-44-6451720  
E-Mail : info@blissgroup.com  
Website: http://www.blissgroup.com

## NINTH ANNUAL GENERAL MEETING

Venue : Narada Gana Subha Trust, Mini Hall,  
No. 254, T.T.K. Road, Chennai - 600 018  
Date : 20th September, 2000  
Time : 10.30 a.m.

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**NOTICE TO THE MEMBERS**

NOTICE is hereby given that the Ninth Annual General Meeting of the members of the Company will be held at Narada Gana Sabha Trust, Mini Hall, No.254, T.T.K.Road, Chennai-600 018 on Wednesday, the 20th day of September, 2000 at 10.30 a.m. to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2000 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Sri G.P.N.Gupta who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Sri M.Rajasekara Sastry who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to authorise the Board of Directors to fix their remuneration.

**SPECIAL BUSINESS**

5. To consider and if thought fit, to pass, with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Sections 198,269,309,310,311 and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modifications or re-enactment thereof for the time being in force) and subject to such other approvals as may be necessary, and subject to the limits specified in Schedule XIII of the said Act consent of the members be and is hereby accorded for re-appointment of Dr.G.V.Chalapathi as Managing Director of the Company for a further period of three years with effect from 19.11.1999 upon the terms and payment of remuneration as set out in the explanatory statement attached to this Notice."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to alter and vary the terms and conditions in accordance with the laws in force from time to time and to take all such steps, deeds, matters and things as may be considered necessary to give effect to the above resolution."

6. To consider and if thought fit, to pass, with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Sections 198,269,309,310,311 and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modifications or re-enactment thereof for the time being in force) and subject to such other approvals as may be necessary, and subject to the limits specified in Schedule XIII of the said Act consent of the members be and is hereby accorded for re-appointment of Sri G. Radhakrishna as Joint Managing Director of the Company for a further period of three years with effect from 19.11.1999 upon the terms and payment of remuneration as set out in the explanatory statement attached to this Notice."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to alter and vary the terms and conditions in accordance with the laws in force from time to time and to take all such steps, deeds, matters and things as may be considered necessary to give effect to the above resolution."



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**7. To consider and if thought fit, to pass, with or without modification, the following resolution as an ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to Section 293(1)(a) of the Companies Act, 1956, the Board of Directors be and is hereby authorised to deal, negotiate and dispose off the land measuring about 1 Acre and 55 Cents situated at Survey Nos.226/1, 228/1, 228/2 & 229/4 of 68 Panjetty Village, Ponneri Taluk, Thiruvallur District and for that purpose to sign, seal and deliver such instruments, assignments, contracts, deeds, conveyances or any other instrument that may be considered necessary, usual or proper for the sale of the land which according to the Directors may be considered beneficial and convenient for the Company."

**8. To consider and if thought fit, to pass, with or without modification, the following resolution as a SPECIAL RESOLUTION:**

"RESOLVED THAT subject to approvals, if any required, under Section 17 of the Companies Act, 1956 the Objects Clause of the Memorandum of Association of the Company be altered by insertion of the following Clause after the existing Clause number 8 of the Main Objects of the company:

9. To buy, sell, trade and manufacture on own or on labour contract the products of Acqua, Animal and medicated feeds of all sorts".

**Registered Office:**

No.46, (Old No.58), Halls Road, Kilpauk,  
Chennai - 600 010.

By order of the Board  
for **STANPACKS (INDIA) LIMITED**

**DR. G.V. CHALAPATHI**  
Managing Director

Date : 27th July, 2000

**NOTES:**

1. The relative Explanatory Statement, pursuant to Section 173(2) of the Companies Act, 1956 in respect of Special Business set out under items 5, 6, 7 & 8 is annexed hereto.
2. 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. THE PROXY FORM DULY STAMPED AND EXECUTED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY ATLEAST 48 HOURS BEFORE THE TIME FOR THE COMMENCEMENT OF THE MEETING.
3. Members/Proxies should bring the Attendance slip duly filled in for attending the meeting.
4. Members are requested to bring their copy of the Annual Report. No additional copies will be provided at the venue.
5. Members are requested to intimate to the Company, queries, if any, regarding the accounts/notice, atleast seven days before the meeting to enable the management to keep the required information readily available at the meeting.
6. The Register of Members of the Company will remain closed from 15th September 2000 to 20th September 2000 (both days inclusive).
7. Members are requested to send their future correspondence, if any, quoting their respective folios only to the Registered Office of the Company at No.46 (Old No.58), Halls Road, Kilpauk, Chennai-600 010 and not to the Share Transfer Registrars as the Company has decided to discontinue the services of the Share Transfer Registrars and to switch over to In-House Share Transfers with effect from 1.9.2000.
8. The listing fees payable to the Stock Exchanges have been paid in time.



### ANNEXURE TO NOTICE

Explanatory Statement under Section 173(2) of the Companies Act, 1956.

#### **Item No.5**

The Board of Directors at their meeting held on 29.1.2000 have re-appointed Dr.G.V.Chalapathi as Managing Director from 19.11.99 for a period of three years on the following terms and conditions:

**A. BASIC SALARY:** Rs.15,000/- per month.

#### **B. PERQUISITES:**

##### **CATEGORY - A.**

##### **I. HOUSING:**

- i) The expenditure by the Company on hiring unfurnished accommodation will be subject to 60% of the salary over and above 10% payable by him or a monthly house rent allowance @60% of the salary in lieu thereof.
- ii) The expenditure incurred by the Company on gas, electricity, water and furnishing will be evaluated as per the Income-Tax Rules, 1962. This will, however, be subject to a ceiling of 10% of the salary.

##### **II. MEDICAL REIMBURSEMENT:**

Medical and Insurance Expenses incurred for self and family subject to a ceiling of one month's salary per year or three months salary in a period of three years.

##### **III. LEAVE TRAVEL CONCESSION:**

For self and family as per Company's Rules once in a year.

##### **IV. CLUB FEES:**

Fees of Clubs subject to a maximum of two clubs excluding admission and life membership fees.

##### **V. PERSONAL ACCIDENT INSURANCE:**

Of an amount the annual premium of which shall not exceed Rs.5,000/-.

##### **CATEGORY - B**

Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income-Tax Act. Gratuity payable should not exceed half a month's salary for each completed year of service.

Earned privilege leave at the rate of one month's leave for every eleven months of service. He shall be entitled to encash leave at the end of his tenure.

##### **CATEGORY - C**

Provision of Car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of Car for Private purpose shall be billed by the Company.

The Managing Director will not be entitled to sitting fee for meetings of the Board/Committee of the Board attended by him.

All the above perquisites shall be allowed subject to the limits specified in part II of the Schedule XIII of the Companies Act, 1956.

**Provided that** in case of loss or inadequacy of profit in any financial year, the above remuneration will be treated as the minimum remuneration payable to the Managing Director since the same is within the limits prescribed under Part II of Schedule XIII of the Companies Act, 1956.



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Dr.G.V.Chalapathi shall not be liable to retire by rotation as a Director.

It would be in the interest of the Company to continue to avail the services of Dr.G.V.Chalapathi.

The Shareholders are requested to treat this as an abstract required under Section 302 of the Companies Act, 1956.

The Board of Directors of your Company recommends this resolution for your approval.

None of the Directors except Dr.G.V.Chalapathi, Sri G. Sudhakar, Sri G.P.N.Gupta, Sri G. Muralidhar and Sri G. Radhakrishna is directly or indirectly interested or concerned in the above resolution.

### Item No.6

The Board of Directors at their meeting held on 29.1.2000 have re-appointed Sri G. Radhakrishna as Joint Managing Director from 19.11.99 for a period of three years on the following terms and conditions:

**A. BASIC SALARY:** Rs.15,000/- per month.

### **B. PERQUISITES:**

#### **CATEGORY - A.**

##### **I. HOUSING:**

- i) The expenditure by the Company on hiring unfurnished accommodation will be subject to 60% of the salary over and above 10% payable by him or a monthly house rent allowance @60% of the salary in lieu thereof.
- ii) The expenditure incurred by the Company on gas, electricity, water and furnishing will be evaluated as per the Income-Tax Rules, 1962. This will, however, be subject to a ceiling of 10% of the salary.

##### **II. MEDICAL REIMBURSEMENT:**

Medical and Insurance Expenses incurred for self and family subject to a ceiling of one month's salary per year or three months salary in a period of three years.

##### **III. LEAVE TRAVEL CONCESSION:**

For self and family as per Company's Rules once in a year.

##### **IV. CLUB FEES:**

Fees of Clubs subject to a maximum of two clubs excluding admission and life membership fees.

##### **V. PERSONAL ACCIDENT INSURANCE:**

Of an amount the annual premium of which shall not exceed Rs.5,000/-.

#### **CATEGORY - B**

Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income-Tax Act. Gratuity payable should not exceed half a month's salary for each completed year of service.

Earned privilege leave at the rate of one month's leave for every eleven months of service. He shall be entitled to encash leave at the end of his tenure.

#### **CATEGORY - C**

Provision of Car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of Car for Private purpose shall be billed by the Company.

The Joint Managing Director will not be entitled to sitting fee for meetings of the Board/Committee of the Board attended by him.