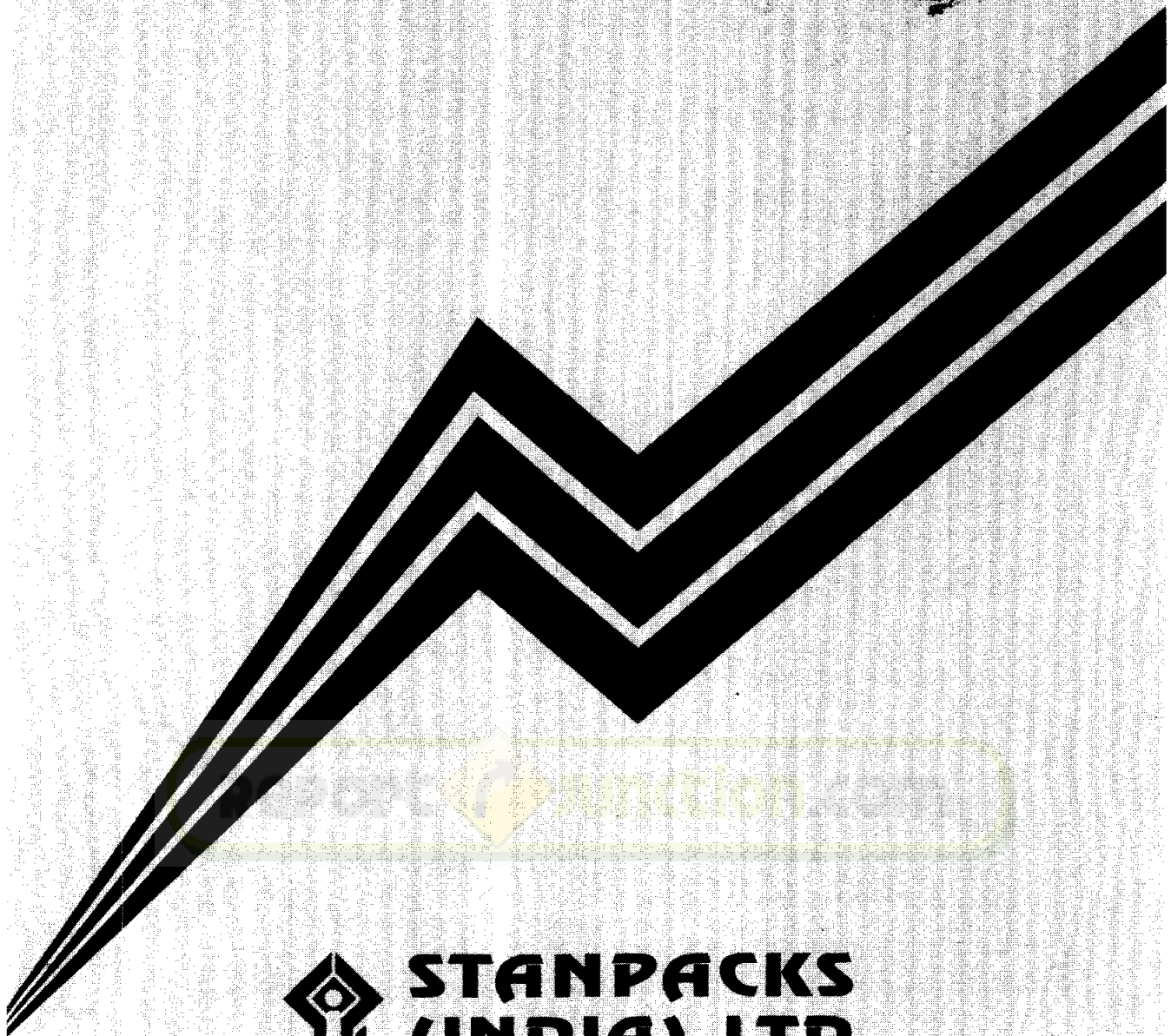



11th ANNUAL REPORT 2001-2002



 **STANPACKS
(INDIA) LTD.**



STANPACKS (INDIA) LIMITED

BOARD OF DIRECTORS

Sri G.SUDHAKAR	Chairman
Dr. G.V.CHALAPATHI	Managing Director
Sri G.RADHAKRISHNA	Joint Managing Director
Sri G.MURALIDHAR	Director
Sri M.RAVINDRA REDDY	Director
Sri M.V.CHANDRASEKAR	Director
Sri M.RAJASEKARA SASTRY	Director
Sri B.SURENDER	Director
Sri S.RAMAKRISHNAN	Addl. Director

AUDITORS

M/s.M.Srinivasan & Associates,
Chartered Accountants, Chennai.

BANKERS

The Karnataka Bank Ltd.

SOLICITORS

Sri R. Sundarajan,
Advocate, Chennai.

WORKS

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

6-6, Assisted Pvt.Industrial,
Estate, Nellore - 524 004. A.P.

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

SHARES LISTED WITH

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

REGISTERED OFFICE

No.46, Halls Road,
Kilpauk, Chennai-600 010.

Phone:6451722, 6461415, 6471769
Fax: 91-44-6451720

E-Mail: info@blissgroup.com
Website: http://www.blissgroup.com

REGISTRARS AND SHARE - TRANSFER AGENT

M/s. Cameo Corporate Services Ltd.,
Subramanian Building,
No.1, Club House Road,
Chennai - 600 002.

DEPOSITORY SYSTEM

The trading of the Company's shares in dematerialised form has been made compulsory for all investors w.e.f. June, 2001. The Company has already established connectivity with NSDL and CDSL through M/s.Cameo Corporate Services Limited, Chennai. The shareholders may dematerialise their shares under **ISIN INE 457D01018**

CONTENTS

	Page
Notice to Members	1
Directors' Report	3
Auditors' Report	6
Balance Sheet	8
Profit and Loss Account	9
Schedules to Accounts	10
Notes on Accounts	13


Stanpacks (India) Limited

NOTICE TO THE MEMBERS

NOTICE is hereby given that the Eleventh Annual General Meeting of the members of the Company will be held at Narada Gana Sabha Trust, Mini Hall, No.314, T.T.K.Road, Chennai - 600 018 on Friday, the 20th day of September, 2002 at 10.25 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, 2002 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 M.Ravindra Reddy who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Sri G.Muralidhar 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 Sri S.Ramakrishnan who was appointed as an Additional Director of the Company with effect from 29.5.2002 under Section 260 of the Companies Act, 1956, and whose term of office expires at the conclusion of the Annual General Meeting be and is hereby appointed as Director of the Company liable to retirement by rotation."

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

"RESOLVED THAT pursuant to Section 163 of the Companies Act, 1956, the Company hereby approves that the Register of members, Index of Members & all copies of all the Returns together with the copies of the certificates and documents required to be annexed thereto be kept at the office of the Registrar & Share Transfer Agents, viz.M/s.Cameo Corporate Services Limited situated at Subramanian Building, 1, Club House Road, Chennai - 600 002 instead of being kept at the Registered Office of the Company.

Registered Office:

No.46, Halls Road,
Kilpauk,
Chennai-600 010.

Date : 27th July, 2002.

By Order of the Board

for **STANPACKS (INDIA) LIMITED**

Dr. G.V. CHALAPATHI
MANAGING DIRECTOR



Stanpacks (India) Limited

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 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 17th September, 2002 to 20th September, 2002 (both days inclusive).
7. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
8. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company during normal business hours on any working day.

ANNEXURE TO NOTICE EXPLANATORY STATEMENT

(Pursuant to Section 173(2) of the Companies Act, 1956.)

Item No.5:

Sri S.Ramakrishnan, an expert in marketing was appointed as Additional Director of the Company with effect from 29.5.2002 as per Section 260 of the Companies Act, 1956. He vacates his office at this Annual General Meeting. The Company has received notice in writing from a member along with the prescribed deposit under Section 257 of the Companies Act, 1956 signifying his intention to propose the appointment of Sri S.Ramakrishnan as a candidate for the office of Director of the Company.

Sri S.Ramakrishnan may be deemed to be interested in the resolution relating to his appointment.

Item No.6:

As per the provisions of Section 163 of the Companies Act, 1956, certain documents such as Register and Index of Members and connected documents have to be kept at the Registered Office of the Company. However, these documents may be kept at any other place within the city, in which the Registered Office is situated, if, such other place has been approved for this purpose by a Special Resolution passed by the Company in General Meeting. Since the above said documents are to be kept at the new Registrar & Share Transfer Agent's Office, viz. M/s.Cameo Corporate Services Limited, Subramanian Building, 1, Club House Road, Chennai - 600 002, approval of the members is sought by Special Resolution as set out under item No.6 of the accompanying Notice.

Registered Office:

No.46, Halls Road,
Kilpauk,
Chennai-600 010.

Date : 27th July, 2002.

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

Dr. G.V. CHALAPATHI
MANAGING DIRECTOR



DIRECTORS' REPORT TO THE MEMBERS

Your Directors have pleasure in presenting the Eleventh Annual Report and the Audited Statement of Accounts for the year ended 31st March, 2002.

FINANCIAL RESULTS:

The Financial Performance of the Company is summarised as under:

(Rupees in Lakhs)

	Current Year	Previous Year
Profit before interest, Depreciation and Taxation	148.51	136.05
Less: Interest	70.76	90.48
Depreciation	41.98	39.81
Provision for Taxation	11.67	0.50
Net Profit for the year	24.10	5.26
Add/Less: Profit/(Loss) brought forward from the previous year	(47.24)	(52.50)
Balance carried to Balance Sheet	(23.14)	(47.24)

PERFORMANCE

The total production during the year was 1340 Tonnes as against 1304 Tonnes in the previous year. The gross turnover was Rs.1022.18 Lakhs during the year as against the turnover of Rs.1071.43 Lakhs in the previous year.

The amount of interest has come down from Rs.90.48 Lakhs in the previous year to Rs.70.76 Lakhs in the current year. Profit before interest, depreciation and taxation was higher by 9.16% than the previous year. Provision for taxation was Rs.11.67 Lakhs (which includes provision for Deferred Tax Liability of Rs.8.96 Lakhs) as against a sum of Rs.0.50 Lakhs in the previous year. The Net Profit has gone up to Rs.24.10 Lakhs in the current year from Rs.5.26 Lakhs in the previous year. As a result the accumulated loss has come down from Rs.47.24 Lakhs in the previous year to Rs.23.14 Lakhs in the current year.

OUTLOOK

There has been a steady progress in the packaging sector especially in plastics based packaging. Your company is in the process of innovation of different varieties of bags aiming at Agricultural products. The future trends of your Company is focussing to improve sales of value added products and new variety of products such as AGRONIT Bags for handling Agricultural products. Your Company is also striving to improve sales by catering to new markets.

The Company's newly developed products viz. "AGRONIT" Bags gaining good market share and for the purpose a new unit at Bangalore is being set up at a cost of Rs.3.5 Crores by availing Term Loan facilities from M/s.The Karnataka Bank Ltd. This will certainly improve the growth of the company.

FIXED DEPOSITS

Your Company has not accepted any Deposits from the public.

DIVIDEND

We regret the inability to declare any Dividend for the year 2001-02 due to resultant carry over loss.

DIRECTORS

During the year Sri G.P.N.Gupta resigned from the directorship of the Company and the Company acknowledged his valued contribution to the Company.



Stanpacks (India) Limited

Sri S.Ramakrishnan, Chennai was appointed as an Additional Director of the Company with effect from 29.5.2002. Sri M.Ravindra Reddy and Sri G.Muralidhar, Directors of the Company retire by rotation and being eligible offer themselves for re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors confirm:

- i) that in the preparation of the annual accounts, the applicable accounting standards have been followed and no material departures have been made from the same;
- ii) that the Directors have 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 at the end of the financial year ended 31st March, 2002 and of the profit of the Company for that year;
- iii) that the Directors had 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 annual accounts on a going concern basis.

AUDITORS

M/s.M.Srinivasan & Associates, Chartered Accountants, Chennai, the Auditors retire at the conclusion of this Annual General Meeting and are eligible for re-appointment.

AUDIT COMMITTEE

As required under the provisions of Section 292A of the Companies Act, 1956, the Company has constituted an Audit Committee

CORPORATE GOVERNANCE

The provisions of Clause 49 of the listing agreement on Corporate Governance are applicable to your Company from this financial year 2002-03. Your Company will be implementing these requirements so as to ensure full compliance by 31st March, 2003.

DEMATERIALISATION OF SHARES OF THE COMPANY

Your Company has already joined the Depositories with National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for dematerialisation of the Company's Shares with effect from June, 2001.

LISTING

The securities of your Company are listed at Bangalore, Mumbai and Madras Stock Exchanges. The Company has paid the listing fee due to them.

PARTICULARS OF EMPLOYEES

There is no case for report under Section 217(2A) of the Companies Act, 1956.

INDUSTRIAL RELATIONS

Industrial relations continue to be cordial during the year.

ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE

The information required to be given under these heads in accordance with the provisions 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 has been set out in the Annexure to this report.