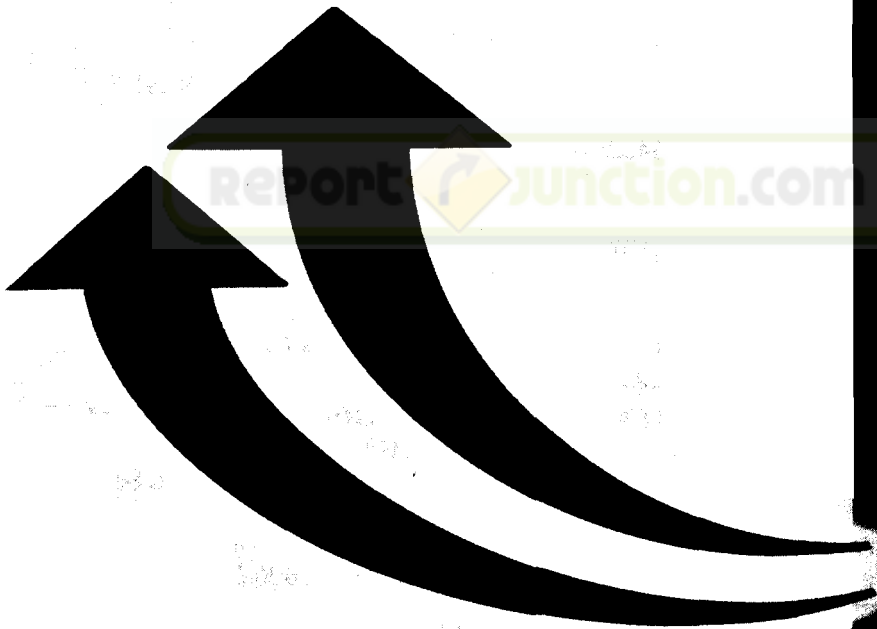




WE SHARE OUR JOY

14th ANNUAL REPORT 2004 - 2005





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 | Director |

AUDITORS

M/s.M. Srinivasan & Associates,
Chartered Accountants,
No.5, 9th Floor, 'B' Wing,
Parsn Manere, 602, Anna Salai,
Chennai - 600 006.

REGISTERED OFFICE

No.46, Halls Road, Kilpauk,
Chennai - 600 010.
Phone: 26451722, 26461415, 26452325
Fax: 91-44-26451720
E-Mail: info@blissgroup.com
Website: http://www.blissgroup.com

WORKS

- 1) Sholiyapalayam Village,
Sholavaram, Thiruvallur Dist.
Chennai - 600 067, Tamil Nadu.
- 2) 6-6, Assisted Pvt. Industrial Estate,
Nellore - 524 004. A.P.
- 3) No. 256/A, Bommasandra Industrial Area,
Hosur Main Road,
Bangalore - 560 099.

COMPANY SECRETARY AND COMPLIANCE OFFICER

Sri N. Gopalsamy

BANKERS

The Karnataka Bank Ltd.

SOLICITOR

Sri R. Sundarajan,
Advocate, Chennai.

SHARES LISTED WITH

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

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**

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NOTICE TO THE MEMBERS

NOTICE is hereby given that the 14TH ANNUAL GENERAL MEETING of the members of the Company will be held at 10.30 a.m. on Monday, the September 12th, 2005 at Sri P.Obul Reddy Hall, Vani Mahal, No.103, G.N.Chetty Road, T.Nagar, Chennai - 600 017 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2005 and the Profit and Loss Account for the year ended on that date and the reports of the Directors and Auditors thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Sri S.Ramakrishnan who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Sri G.Muralidhar who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors and fix their remuneration. The retiring Auditors Messrs. M.Srinivasan & Associates, Chartered Accountants are eligible for re-appointment. In this connection to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT Messrs.M.Srinivasan & Associates, Chartered Accountants, be and are hereby appointed as the auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on a remuneration to be determined by the Board of Directors."

SPECIAL BUSINESS:

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

"RESOLVED THAT in pursuance of the revised Clause 49 of the Listing Agreement issued by SEBI vide Circular SEBI/CFD/DIL/CG/1/2004/12/10, dated 29th October, 2004, the approval of the members of the Company be and is hereby accorded for payment of Rs.5,000/- (Rupees Five Thousand only) or such other amount as may be approved by the Board of Directors, subject to the ceiling as may be prescribed under the Companies Act, 1956, or any statutory modifications or enactment thereof and/or any rules or under regulations framed thereunder and/or by the Central Government, as sitting fees for each meeting of the Board of Directors or Committee thereof, attended by the Non-Executive Directors of the Company."

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

"RESOLVED that in modification of the resolution passed by the Company pursuant to the provisions of Section 293(1)(d) of the Companies Act, 1956, the consent of the Company in



Stanpacks (India) Limited

terms of the aforesaid section of the Act be and the same is hereby accorded to the Board of Directors of the Company borrowing from time to time for the purpose of the Company's business any sum or sums of money as it may deem proper notwithstanding that the moneys so borrowed together with moneys already borrowed by the Company, if any, (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate for the time being of the paid up capital of the Company and its free reserves, if any, that is to say, reserves not set apart for any specific purpose provided that the total amount of the moneys to be so borrowed by the Board together with moneys already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed Rs.50 Crores (Rupees Fifty Crores) outstanding at any one time and that for the implementation of this Resolution the Board may act through any member thereof or any other person duly authorised by the Board in that behalf."

8. 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 section 293(1)(a) of the Companies Act, 1956, and other applicable provisions, if any, of the Companies Act, 1956, consent of the shareholders be and is hereby accorded to the Board of Directors of the company for mortgaging and/or charging of all movable and immovable properties of the company, wheresoever situate, both present and future, by way of first charge on pari-passu basis, and/or second charge on pari-passu basis in favour of banks and/or financial institutions to secure financial assistance in the form of term loan(s) and/or working capital facilities which may be lent and advanced together with interest, compound interest, additional interest, further interest, liquidated damages, commitment charges, premia on prepayment or on redemption, guarantee commission, costs, charges, expenses and other monies payable by the company to the Banks and/or financial institutions under the respective loan agreements/letter of sanction/Memorandum of Entry/Memorandum of terms and conditions as amended from time to time."

"RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to finalise with Bank(s) and / or financial institution(s) the documents for creating aforesaid mortgage and/or the charge and to do all such acts and things as may be necessary for giving effect to the above resolution."

9. 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 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 such other approvals, as may be necessary, and subject to the limits specified in Schedule XIII of the said Act, Dr.G.V.Chalapathi be and is hereby re-appointed as the Managing Director of the Company for a period of three years with effect from 19.11.2005 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."



10. 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 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 such other approvals, as may be necessary, and subject to the limits specified in Schedule XIII of the said Act, Sri G.Radhakrishna be and is hereby re-appointed as the Joint Managing Director of the Company for a period of three years with effect from 19.11.2005 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."

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

"RESOLVED that pursuance to the provisions of Section 314 and other applicable provisions, if any, of the Companies Act, 1956 and subject to approval of the Central Government, if any required, consent of the Company be and is hereby accorded to Sri G.S.Sridhar, a relative(son) of Sri G. Sudhakar, Director of the Company to hold an office or place of profit as Vice-President of the Company at a revised remuneration as detailed hereunder for a period of five years with effect from the 1st day of October, 2005:

- a) Basic salary Rs.30,000/- per mensem in the time-scale of pay of Rs.30,000-3,500-47,500 with annual increment(s) within the above pay scale.
- b) House Rent Allowance @ 60% of the basic salary.
- c) Contribution to Provident and Superannuation Funds as per the rules of the Company.
- d) Medical benefits for self and family provided that the total expenses on this account should not exceed one month's basic salary per year or three months salary in a period of three years.
- e) Leave Travel Concession as per the rules of the Company.
- f) Personal Accident Insurance premium not exceeding Rs.4,000 p.a.
- g) Fees of one club excluding admission and life membership fees.
- h) Use of company's vehicle and telephone at residence for company's business.

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

"RESOLVED that pursuance to the provisions of Section 314 and other applicable provisions, if any, of the Companies Act, 1956 and subject to approval of the Central Government, if any required, consent of the Company be and is hereby accorded to Sri G.V.Gopinath, a relative(son) of Dr.G.V.Chalapathi, Managing Director of the Company to hold an office or place of profit as Vice-President of the Company at a revised remuneration as detailed hereunder for a period of five years with effect from the 1st day of October, 2005:



Stanpacks (India) Limited

- a) Basic salary Rs.30,000/-per mensem in the time-scale of pay of Rs.30,000-3,500-47,500 with annual increment(s) within the above pay scale.
 - b) House Rent Allowance @ 60% of the basic salary.
 - c) Contribution to Provident and Superannuation Funds as per the rules of the Company.
 - d) Medical benefits for self and family provided that the total expenses on this account should not exceed one month's basic salary per year or three months salary in a period of three years.
 - e) Leave Travel Concession as per the rules of the Company.
 - f) Personal Accident Insurance premium not exceeding Rs.4,000 p.a.
 - g) Fees of one club excluding admission and life membership fees.
 - h) Use of company's vehicle and telephone at residence for company's business.
13. To consider and if thought fit, to pass, with or without modification, the following resolution as a SPECIAL RESOLUTION:

"RESOLVED that pursuance to the provisions of Section 314 and other applicable provisions, if any, of the Companies Act, 1956 and subject to approval of the Central Government, if any required, consent of the Company be and is hereby accorded to Sri G.M.Ramswaroop, a relative(son) of Sri G.Muralidhar, Director of the Company to hold an office or place of profit as Management Executive of the Company at a revised remuneration as detailed hereunder for a period of five years with effect from the 1st day of October, 2005:

- a) Basic salary Rs.20,000/-per mensem in the time-scale of pay of Rs.20,000-2,500-32,500 with annual increment(s) within the above pay scale.
- b) House Rent Allowance @ 60% of the basic salary.
- c) Contribution to Provident and Superannuation Funds as per the rules of the Company.
- d) Medical benefits for self and family provided that the total expenses on this account should not exceed one month's basic salary per year or three months salary in a period of three years.
- e) Leave Travel Concession as per the rules of the Company.
- f) Personal Accident Insurance premium not exceeding Rs.4,000 p.a.
- g) Fees of one club excluding admission and life membership fees.
- h) Use of company's vehicle and telephone at residence for company's business.

Registered Office:

No.46, Halls Road,
Kilpauk, Chennai-600 010.
Date : June 23, 2005

By Order of the Board
for **STANPACKS (INDIA) LIMITED**
N. GOPALSAMY
COMPANY SECRETARY


Stanpacks (India) Limited
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 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.**
2. Explanatory Statement as per the provisions of Section 173(2) of the Companies Act, 1956 in respect of the items of the Special Business as set out above is annexed.
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 6th September, 2005 to 12th September, 2005 (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 are open for inspection at the Registered Office of the Company during working hours between 11.00 A.M. to 1.00 P.M. except on holidays.
9. As required under Clause 49 of the Listing Agreement a brief background of the Directors proposed for reappointment are furnished below:

Sri S.Ramakrishnan, a Science Graduate has been serving as a Director of the Company since 2002. He is a member of Selection/Remuneration Committee and Shareholders/ Investors Grievances Committee of the Company. He was a Director in M/s.Abbott Laboratories and a member of OPPI Marketing Committee, Professional Marketing Consultants, Alumni of Staff College, Hyderabad, past member of Indian Society of Training & Development. He is well-versed in handling production and workforce problems and HRD needs. He is a Senior Marketing Consultant with an experience of over 40 years and extensively travelled in India and abroad. He is not holding any share in the Company. He is not a director in any other Company.

Sri G.Muralidhar has been serving as a Director of the Company since 1992. He is the Managing Director of M/s.Balaji Trading Enterprises (Pvt) Ltd. He has an experience of over 30 years in the area of manufacturing Laminated Packaging Materials. He is holding 161900(2.65%)Equity Shares in the company.

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

N. GOPALSAMY
COMPANY SECRETARY

Chennai
Date : June 23, 2005



Stanpacks (India) Limited

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No.6

Presently a sum of Rs.5,000/- is paid to each director (except Whole-Time Directors) as sitting fees for each meeting of the Board/Committee thereof as per Article No.92 of the Articles of Association of the company.

As per the revised Clause 49 of the Listing Agreement all fees/compensation, if any, paid to non-executive directors including independent directors, shall be fixed by the Board of Directors and shall require previous approval of shareholders in general meeting. The Board of Directors at its meeting held on 23.6.2005 have decided to obtain approval of the members to fix and pay sitting fees of not exceeding the maximum amount that may be allowed by Central Government from time to time for attending the meetings of the Board and Committee thereof, by the Board of Directors.

The Directors commend the resolution set out in item No.6 of the Notice, for approval of the members.

Messrs. M. Rajasekara Sastry, M.V.Chandrasekar, B. Surender, S. Ramakrishnan and M. Ravindra Reddy being Non-Executive Independent Directors and Sri G.Muralidhar, Non-Executive Director of the Company may be considered as interested in the resolution.

Item No.7

As per the existing powers, the amount outstanding consequent to loans borrowed by the Board of Directors on behalf of the Company cannot exceed Rs.10 Crores at any point of time. In view of growth in business of the Company it may be necessary for the Company to borrow monies from various sources consequent to which the amount outstanding could exceed the present limit of Rs.10 Crores.

Your Directors accordingly commends the new limit to the extent as set out in the resolution, for approval of the members.

None of the Directors of the Company is in any way concerned or interested in the proposed resolution.

Item No.8

As per the loan agreements entered into with the Company's Bankers/lenders, the Company has to agree to create mortgage and/or charge in favour of the concerned Bankers/lenders on the properties of the Company. This attracts the provision of Section 293(1)(a) of the Companies Act, 1956.

None of the Directors of the company is in any way concerned or interested in the proposed resolution. The resolution is accordingly recommended for members' approval.

Item No.9

Since the term of 3 years for the appointment of Dr.G.V.Chalapathi as Managing Director was to expire on 18.11.2005, the Board of Directors of the Company at its meeting held on 23.6.2005 have reappointed Dr.G.V.Chalapathi as Managing Director for a further period of 3 years with effect from 19.11.2005 subject to the approval of the members at the General Meeting.

Dr.G.V.Chalapathi aged about 57 years is a promoter-director of the Company. Based on the contribution made by him for the growth of the Company it is considered necessary for his reappointment as Managing Director for a further period of three years with effect from 19.11.2005. The terms and conditions, including remuneration payable to Dr.G.V.Chalapathi are set out below. He is not a director in any other company. He is holding 90000 (1.48%) Equity Shares in the company.



Stanpacks (India) Limited

1. SALARY:

Rs.50,000/-per month.

2. PERQUISITES:

- i. Housing: Furnished/unfurnished residential accommodation or house rent allowance of 60% of salary in lieu thereof;
The expenditure incurred by the company on gas, electricity, water and furnishings shall be valued as per Income Tax Rules, 1962.
- ii. Medical Reimbursement: Expenses incurred for Director and his family as per Company's rules.
- iii. Leave Travel Concession: For Director and his family, once in a year, incurred in accordance with the Company's rules;
- iv. Club Fees: Fees of Clubs, subject to a maximum of two clubs. This will not include admission and life membership fees;
- v. Personal Accident Insurance: Premium as per the Company's rules;
- vi. Contribution to Provident Fund, Superannuation Fund, Annuity Fund and Gratuity/Contribution to Gratuity Fund under the Company's rules;
- vii. Encashment of leave not availed of by Director as per the Company rules ;
- viii. Provision of Car with Chauffeur and Telephone at his residence for his use; and
- ix. Such other benefits, amenities and facilities as per the Company's rules;
- x. The Director will not be entitled to sitting fee for meeting of the Board/Committee of the Board attended by him;

The above salary and perquisites shall be 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.

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

The Board recommends the said resolution for approval of the shareholders as a SPECIAL RESOLUTION.

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

None of the directors except Dr.G.V.Chalapathi, Managing Director, Messrs. G.Sudhakar, G. Radhakrishna and G. Muralidhar, Directors is in any way concerned or interested in the proposed resolution.

Item No.10

Since the term of 3 years for the appointment of Sri G. Radhakrishna as Joint Managing Director was to expire on 18.11.2005, the Board of Directors of the Company at its meeting held on



Stanpacks (India) Limited

23.6.2005 have reappointed Sri G. Radhakrishna as Joint Managing Director for a further period of 3 years with effect from 19.11.2005 subject to the approval of the members at the General Meeting.

Sri G. Radhakrishna, aged about 53 years is a promoter-director of the Company. Based on his rich experience and contribution made by him for the growth of the Company it is considered necessary for his reappointment as Joint Managing Director for a further period of three years with effect from 19.11.2005. The terms and conditions, including remuneration payable to Sri G. Radhakrishna are set out below. He is a director in Jumbo Bag Ltd. and Bhavana Info Private Ltd.

He is holding 242900 (3.98%) Equity Shares in the Company.

1. SALARY:

Rs.50,000/-per month.

2. PERQUISITES:

- i. **Housing:** Furnished/unfurnished residential accommodation or house rent allowance of 60% of salary in lieu thereof; The expenditure incurred by the company on gas, electricity, water and furnishings shall be valued as per Income Tax Rules, 1962.
- ii. **Medical Reimbursement:** Expenses incurred for Director and his family as per Company's rules.
- iii. **Leave Travel Concession:** For Director and his family, once in a year, incurred in accordance with the Company's rules;
- iv. **Club Fees:** Fees of Clubs, subject to a maximum of two clubs. This will not include admission and life membership fees;
- v. **Personal Accident Insurance:** Premium as per the Company's rules;
- vi. **Contribution to Provident Fund, Superannuation Fund, Annuity Fund and Gratuity/Contribution to Gratuity Fund under the Company's rules;**
- vii. **Encashment of leave not availed of by Director as per the Company's rules;**
- viii. **Provision of Car with Chauffeur and Telephone at his residence for his use; and**
- ix. **Such other benefits, amenities and facilities as per the Company's rules;**
- x. **The Director will not be entitled to sitting fee for meeting of the Board/Committee of the Board attended by him;**

The above salary and perquisites shall be 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 Joint Managing Director since the same is within the limits prescribed under Part II of Schedule XIII of the Companies Act, 1956.

Sri G. Radhakrishna shall not be liable to retire by rotation as a Director.

The Board recommends the said resolution for approval of the shareholders as a SPECIAL RESOLUTION.