



WE SHARE OUR JOY



ANNUAL REPORT 2008 - 2009



STANPACKS (INDIA) LTD.

Annual Report 2008-2009



BOARD OF DIRECTORS

SRI B.SURENDER
DR. G.V.CHALAPATHI
SRI G.RADHAKRISHNA
SRI G.MURALIDHAR
SRI M.RAVINDRA REDDY
SRI S. RAMAKRISHNAN
SRI M.V.CHANDRASEKAR
SRI G.S.SRIDHAR
SRI G.V.GOPINATH

Chairman
Managing Director
Joint Managing Director
Director
Director
Director
Director
Additional Director (w.e.f.25.09.2008)
Additional Director (w.e.f.25.09.2008)

STATUTORY AUDITORS
M/S. M.SRINIVASAN & ASSOCIATES
 Chartered Accountants,
 No.5, 9th Floor, B Wing Parsn Manere,
 602, Anna Salai, Chennai - 600 006

COMPANY SECRETARY AND
COMPLIANCE OFFICER
SRI V.RAMESH

BANKERS
 The Karnataka Bank Ltd.
SOLICITOR
 Sri R.Sundarrajan, Advocate, Chennai.

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

REGISTERED OFFICE
 No. 46, Halls Road, Kilpauk,
 Chennai 600010
 Phone: 26451722, 26461415, 26452325
 Fax: 91-44-26454216
 E-Mail info@blissgroup.com
 Website: <http://www.blissgroup.com>

No.157/1, GNT Road,Chinnambedu PO.
 Kavarapet, Thiruvallur Dist.
 PIN 601 206, Tamil Nadu

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

No.330/B,331,331/B,331/1 & 334,
 Shubharam Estate, Marasur Gate,
 Anekal Road, Marasur,
 Bangalore – 562 106

SHARES LISTED WITH
Madras Stock Exchange Ltd.
 Exchange Buildings,New No.30,
 Second Line Beach,
 Chennai-600 001.

Bombay Stock Exchange Ltd.
 Phiroze Jeejeebhoy Towers, Dalal Street,
 Mumbai-400 051.

REGISTRARS AND SHARE
TRANSFER AGENT
M/S.Cameo Corporate Services Ltd.,
 Subramaniam Building, No.1,
 Club House Road, Chennai-600 002

MANAGING DIRECTOR'S MESSAGE

Dear shareholder,

We thank you for your confidence imposed on us for last 14 years of our existence. Kindly note that your company has made a sale of Rs.2887.84 lacs in the year 2008-09 compared to Rs.3684.26 lacs in 2007-08.

The year 2008, one of the worst years in the world's economic history, experienced a major global meltdown. This global meltdown led to job lay-offs across the world. The global meltdown has not only affected the services sector, even the industrial sector has been affected adversely. Major projects and expansion plans are being reviewed by the corporate sector and they have started focusing on reducing costs and borrowings. Industrial production and manufacturing output declined to five per cent in the last quarter of 2008-09. Consequently, a vicious cycle of weak demand and falling output developed in the Indian economy.

Stanpacks had to face tough situations in managing restrictive power supply, abnormal changes in price of raw materials and global meltdown in economy. While the world economy is still struggling to get back on wheels, your company is going all out in ensuring that the capacity utilization is optimized.

The years ahead is going to be very challenging. Your company is going in the right direction in optimizing its operations & working on new products to carve niche into the market. All efforts are being made to ensure costs are reduced to handle current market scenario. Your company is also looking at various options in re-arranging production facilities to reduce costs and increase productivity.

We assure you that all efforts will be made to drive your company to GROWTH.

With Best Wishes

G.V.Chalapathi
Managing Director

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NOTICE OF THE EIGHTEENTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 18TH ANNUAL GENERAL MEETING of the members of the Company will be held at 10.30 a.m. on Tuesday, the September 29, 2009 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, 2009 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. M.V.Chandrasekar who retires by rotation and being eligible, offers himself for re-appointment.
4. 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 :

5. To consider, and if though fit, to pass, with or without modification, the following resolution as an Ordinary resolution:

"RESOLVED THAT pursuant to the provisions of the section 257 and all other applicable provisions, if any, of the companies act, 1956, Sri.G.S.Sridhar, who was appointed as Additional director at the meeting of the Board of Directors held on 25th September 2008 and who, under section 260 of the Companies Act, 1956, holds office only upto the date of this Annual General Meeting and being eligible, offers himself for appointment and in respect of whom Company has received notice in writing from a member, pursuant to the provisions of section 257 of the companies Act, 1956, signifying his intention to propose the candidature of Sri.G.S.Sridhar for the office of Director, be and is hereby appointed as a director of the Company not liable to retire by rotation."

6. To Consider, and if though fit, to pass, with or without modification, the following resolution as an Ordinary resolution:

"RESOLVED THAT pursuant to the provisions of the section 257 and all other applicable provisions, if any, of the companies act, 1956, Sri.G.V.Gopinath, who was appointed as Additional director at the meeting of the Board of Directors held on 25th September 2008 and who, under

section 260 of the Companies Act, 1956, holds office only upto the date of this annual General Meeting and being eligible, offers himself for appointment and in respect of whom Company has received notice in writing from a member, pursuant to the provisions of section 257 of the companies Act, 1956, signifying his intention to propose the candidature of Sri.G.V.Gopinath for the office of Director, be and is hereby appointed as a director of the Company not liable to retire by rotation."

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

"RESOLVED THAT pursuant to sections 198, 269, 309, 310 and 311 read with Schedule XIII and other applicable provisions of the Companies Act, 1956 (including any Statutory modification(s) or re-enactment thereof, for the time being in force or any amendments and / or modifications that may hereafter be made thereto by the Central Government in that behalf from time to time, or any amendments thereto) in that approval of the Company be and is hereby accorded to the appointment of Sri.G.S.Sridhar, as Whole time Director of the Company for a period of three years from 25th September 2008 on payment of such remuneration as specified in the Abstract which was approved by the Board and circulated to the members earlier as set out in the Explanatory statement attached to this notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are 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."

8. To consider and if thought fit, to pass, with or without modification, the following resolution as an **Special Resolution**:

"RESOLVED THAT pursuant to sections 198, 269, 309, 310 and 311 read with Schedule XIII and other applicable provisions of the Companies Act, 1956 (including any Statutory modification(s) or re-enactment thereof, for the time being in force or any amendments and / or modifications that may hereafter be made thereto by the Central Government in that behalf from time to time, or any amendments thereto) in that approval of the Company be and is hereby accorded to the appointment of Sri.G.V.Gopinath, as Whole time Director of the Company for a period of three years from 25th September 2008 on payment of such remuneration as specified in the Abstract which was approved by the Board and circulated to the members earlier as set out in the Explanatory statement attached to this notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are 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."

By Order of the Board

Place : Chennai
Date : July 29, 2009

V.RAMESH
COMPANY SECRETARY

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 not less than 48 hours before meeting.

2. Members / Proxies should bring the Attendance slip duly filled in for attending the meeting.
3. Members are requested to bring their copy of the Annual Report. No additional copies will be provided at the venue.
4. Members are requested to intimate to the Company, queries, if any, regarding the accounts/notice, not less than seven days before the meeting to enable the management to keep the required information readily available at the meeting.
5. The Register of Members of the Company will remain closed from 23rd September 2009 to 29th September, 2009 (both days inclusive).
6. 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.
7. As required under Clause 49 of the Listing Agreement, a brief background of the Directors proposed for reappointment and appointment are furnished below:

Sri M.Ravindra Reddy is a Science and Law Graduate. He is an advocate and has vast experience in legal matters. He has been serving as a director of the Company since 1994.

Sri M.V.Chandrasekar has been serving as Director of the Company since 1994. He is an Industrialist at Bangalore and has an experience of over 45 years. He is a member of the Audit Committee and Remuneration Committee of the Company.

Sri.G.S.Sridhar is a Graduate in B.E. Electronics, taking care of the Production of the company and has 18 years of successful career behind him.

Sri.G.V.Gopinath who happens to be a relative (Son) of one of Directors Dr.G.V.Chalapathi is a Post Graduate in Commerce with Advanced Diploma in Computer Applications taking care of the Marketing and Finance of the company and has 14 years of successful career behind him.

8. Shareholders are requested to check whether they have encashed Dividend Warrants for earlier years. If the Dividend Warrants are lost or have become time-barred, please apply for Demand Draft in lieu of those Dividend Warrants before the last date indicated below.

| Dividend for the year ended | Rate of Dividend | Dividend warrant dated | Date on which Unpaid amounts required to be paid to the Central Government | Shareholders should apply latest by |
|-----------------------------|------------------|------------------------|--|-------------------------------------|
| 31.3. 2005 | 5% | 27.09.2005 | 11.10.2012 | 17.09.2012 |
| 31.3.2006 | 5% | 14.10.2006 | 27.10.2013 | 03.10.2013 |

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

Item No.5-6

The qualification and experience as tabled above adequately satisfies their eligibility norms for holding the posts and membership in the Company and its Board. There is no doubt that the Company will grow well by utilizing their rich knowledge and experience. Hence, the Board recommends that their appointment be approved by the shareholders.

None of the Directors except, Dr.G.V.Chalapathi, Managing Director Sri G.Radhakrishna, Joint Managing Director, Sri G.S.Sridhar, and Sri G.V.Gopinath, Whole time Directors are deemed to be concerned or interested in the resolution.

The Board recommends the resolutions for the approval of the shareholders.

Item No.7 & 8

- 1. SALARY:** - Rs. 40,000/- per month in the time scale of pay of RS.40,000- 4000- 52,000- with annual increment(s) within the above pay scale.
- 2. PERQUISITES:**
 - i. Housing: Furnished/unfurnished residential accommodation or house rent allowance of 60% of salary in lieu thereof;
 - ii. The expenditure incurred by the company on gas, electricity, water and furnishings shall be valued as per Income Tax rules, 1962.
 - iii. Medical Reimbursement : Expenses incurred for Director and his family as per Company's rules;
 - iv. Leave Travel Concession: For Director and his family, once in a year, incurred in accordance with the Company's rules;
 - v. Club Fees : Fees of Clubs, subject to a maximum of two clubs. This will not include admission and life membership fees;



- vi. Personal Accident Insurance : Premium as per the Company's rules;
- vii. Contribution to Provident Fund, Superannuation Fund, Annuity Funds and Gratuity/ Contribution to Gratuity Fund under the Company's rules;
- viii. Encashment of leave not availed of by Director as per the Company's rules;
- ix. Provision of Car and Telephone at his residence for his use; and
- x. Such other benefits, amenities and facilities as per the Company's rules;
- xi. The Director will not be entitled to sitting fee for meeting of the Board/Committee of the Board attended by them.

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 Directors since the same is within the limits prescribed under Part II of Schedule XIII of the Companies Act, 1956.

Sri G.S. Sridhar and Sri G.V.Gopinath shall not be liable to retire by rotation as Director.

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

As required under Section 302 of the Companies Act, 1956, the abstract of the terms of remuneration and perquisites payable to Sri G.S.Sridhar and Sri G.V.Gopinath and the memorandum signifying the concern or interest of the directors therein, has already been circulated to the members vide letter dated 25th October, 2008 and the revised pay is stated above.

None of the Directors except, Dr.G.V.Chalapathi, Managing Director Sri G.Radhakrishna, Joint Managing Director, Sri G.S.Sridhar, and Sri G.V.Gopinath, Whole time Directors are deemed to be concerned or interested in the resolution.

By Order of the Board

Place : Chennai
Date : July 29, 2009

V.RAMESH
COMPANY SECRETARY

REPORT OF THE BOARD OF DIRECTORS AND MANAGEMENT DISCUSSION AND ANALYSIS

To,

The Members,

Your Directors have pleasure in presenting their Report and the Audited Accounts of the Company for the year ended 31st March 2009.

FINANCIAL RESULTS:

The salient features of the Company's financial results for the period under review are as follows:-

| | (Rs. In lakhs) | |
|--|------------------|---------------|
| | 2008-2009 | 2007-2008 |
| Income | | |
| Sales and other Income | 2959.82 | 3787.94 |
| Profit before Interest, Depreciation & Taxes | 85.33 | 423.98 |
| Interest | 203.67 | 202.09 |
| Depreciation | 97.43 | 98.56 |
| Profit Before Tax | (213.86) | 123.32 |
| Current Tax | - | 6.28 |
| Deferred Tax | (106.24) | 25.18 |
| Fringe Benefit Tax | 2.10 | 2.16 |
| Profit After Tax | (109.72) | 89.45 |
| Add/(Less) Prior period adjustments | - | 0.26 |
| Provision for previous years taxes | - | 17.52 |
| Profit of earlier years | 98.07 | 26.15 |
| Profit available for Appropriation | (11.65) | 98.07 |

DIVIDEND:

The Directors could not recommend any dividend during the year under review, as the company had no profits to distribute.

OPERATIONS:

The market forces and steep fall in raw material prices have resulted in the turnover of Rs.2887.84 Lakhs in 2008-09 as against the turnover of Rs.3684.26 Lakhs in 2007-08 and has resulted in the loss of Rs.109.72 Lakhs. Your company is developing its value added products and expanding its clientele to ensure the bottom line of the company is improved.