



**STANPACKS (INDIA) LTD**

**ANNUAL REPORT  
2013-2014**



**WE SHARE OUR JOY**



# ANNUAL REPORT

## 2013-14

### TABLE OF CONTENT

1. Corporate Information	2
2. Notice to the Shareholders	3
3. Report of the Board of Directors and Management Discussion and Analysis	20
4. Report on Corporate Governance	26
5. Independent Auditor's Report	36
6. Balance Sheet	40
7. Statement of Profit and Loss	41
8. Cash Flow Statement	42
9. Notes to the Financial Statements	43
10. Proxy Form & Attendance Slip	61

### **CORPORATE INFORMATION**

**BOARD OF DIRECTORS**

SRI G.P.N.GUPTA	Chairman
SRI G.RADHAKRISHNA	Managing Director
SRI S.RAMAKRISHNAN	Director
SRI M.V.CHANDRASHEKAR	Director
SRI M.RAVINDRA REDDY	Director
SRI SANJAY RAMASWAMI	Director
SRI G.S.SRIDHAR	Director – Operations
SRI G.V.GOPINATH	Director – Finance

**REGISTERED OFFICE**

‘S.K. ENCLAVE’ New No. 4, (Old No. 47),  
Nowroji Road, Chetpet,  
Chennai – 600 031  
Phone: 044-26451722, 26461415, 26452325  
Fax: 91-44-26451720,  
E-Mail: info@blissgroup.com  
Website: www.blissgroup.com  
CIN: L36991TN1991PLC021888

**STATUTORY AUDITORS**

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

**COST AUDITOR**

SRI. RAJESH SAI IYER,  
NO.25/13,MADHUBAN, RITHERDON ROAD,  
CHENNAI-600 007

**COMPANY SECRETARY AND COMPLIANCE OFFICER**

Sri. S. Chandrasekar

**REGISTRARS AND SHARE TRANSFER AGENT**

Cameo Corporate Services Limited,  
‘Subramaniam Building’, No. 1,  
Club House Road, Mount Road,  
Chennai – 600 002.  
Phone: 044–28460390, Fax: 044-28460129

**BANKERS**

Karnataka Bank Limited

**LISTING**

Bombay Stock Exchange Limited

**WORKS**

Sholiyapalayam Village,  
Sholavaram, Ponneri Taluk, Thiruvallur District  
Chennai – 600 067, Tamil Nadu.

### **IMPORTANT COMMUNICATION**

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars, stating that service of notice/ documents including Annual Report can be sent by e – mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e – mail addresses, so far, are requested to register their e – mail addresses in respect of electronic holdings with the depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their mail address with the Registrar and Share Transfer Agent viz. Cameo Corporate Services Ltd, Chennai.

## NOTICE TO THE SHAREHOLDERS

**NOTICE** is hereby given that the 23<sup>rd</sup> ANNUAL GENERAL MEETING of the Members of the Stanpacks (India) Limited is scheduled to be held at 11.00 A.M. on Monday, the 29<sup>th</sup> September 2014 at Narada Gana sabha trust Mini hall, No. 314, T.T.K. Road, Chennai- 600018 to transact the following business:

### ORDINARY BUSINESS:

#### Item No. 01: Adoption of Annual Accounts:

To receive, consider and adopt the audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2014 and the Statement of Profit and Loss for the Financial Year ended on that date and the report of the Board of Directors' and Auditor's thereon.

#### Item No. 02: Re-appointment of Director:

To appoint a Director in place of Sri G.P.N. Gupta who retires by rotation and being eligible, offers himself for re-appointment

#### Item No. 03: Appointment of Auditors:

To re-appoint the Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:

**"RESOLVED THAT** pursuant to the provision of section 139 of the Companies Act, 2013 and the Rules made thereunder, M/s. M. Srinivasan & Associates, Chartered Accountants, (Firm Registration No. 004050S) be and are hereby re-appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) to the conclusion of the twenty sixth AGM of the Company (subject to ratification of the appointment by Members at every AGM held after this AGM) on such remuneration as shall be determined by the Board of Directors."

### SPECIAL BUSINESS:

#### Item No. 04:

To re-appoint Sri. G.Radhakrishna (DIN 00279233) as Managing Director and in this regard, considers and if thought fit, to pass with or without modification(s), the following resolution as a Special resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force of any amendments and / or modifications that may hereafter be made thereto by the Central Government in that behalf from time to time, of any amendments thereto) in that the approval of the Company be and is hereby accorded for the appointment of Sri. G.Radhakrishna, as a Managing Director of the Company with effect from 19<sup>th</sup> November, 2014 for a period of three years, on such terms and conditions as specified in the Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to this Notice"

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to alter and vary the terms and conditions, in accordance with the law in force from time to time and to take such steps and to perform all such actions, matters and things as may be considered necessary to give effect to this resolution."

#### Item No. 05:

To re-appoint Sri. G.S.Sridhar (DIN: 01966264) as Director (Operations) and in this regard, consider and if thought fit, to pass with or without modification(s), the following resolution as a Special resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force of any amendments and / or modifications that may hereafter be made thereto by the Central Government in that behalf from time to time, of any amendments thereto) in that, the approval of the Company be and is hereby accorded for the appointment of Sri. G.S.Sridhar, as a Whole Time Director (Operations) of the Company with effect from 25<sup>th</sup> September, 2014 for a period of three years, on such terms and conditions as specified in the Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to this Notice”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to alter and vary the terms and conditions, in accordance with the law in force from time to time and to take such steps and to perform all such actions, matters and things as may be considered necessary to give effect to this resolution.”

**Item No. 06:**

To re-appoint Sri. G.V. Gopinath (DIN:02352806) as Director (Finance) in this regard, consider and if thought fit, to pass with or without modification(s), the following resolution as a Special resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force of any amendments and / or modifications that may hereafter be made thereto by the Central Government in that behalf from time to time, of any amendments thereto) in that the approval of the Company be and is hereby accorded for the appointment of Sri. G.V. Gopinath, as a Whole Time Director (Finance) of the Company with effect from 25<sup>th</sup> September, 2014 for a period of three years, on such terms and conditions as specified in the Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to this Notice”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to alter and vary the terms and conditions, in accordance with the law in force from time to time and to take such steps and to perform all such actions, matters and things as may be considered necessary to give effect to this resolution.”

**Item No. 07:**

To appoint Sri. M.V. Chandrashekar as an Independent Director and in this regard, considers and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act 2013, Sri. M.V. Chandrashekar (DIN: 00085744), Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years up to March 31, 2019, not liable to retire by rotation.”

**Item No. 08:**

To appoint Sri. S.Ramakrishnan as an Independent Director and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act 2013, Sri. S.Ramakrishnan (DIN: 00075368), Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent

Director of the Company to hold office for a term of five consecutive years up to March 31, 2019, not liable to retire by rotation.”

**Item No. 09:**

To appoint Sri. Ravindra Madupu Reddy as an Independent Director and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act 2013, Sri. Ravindra Madupu Reddy (DIN: 00220508), Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years up to March 31, 2019, not liable to retire by rotation.”

**Item No. 10:**

To appoint Sri. Sanjay Ramaswami as an Independent Director and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act 2013, Sri. Sanjay Ramaswami (DIN: 01868786), Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years up to March 31, 2019, not liable to retire by rotation.”

**Item No. 11:**

To consider and if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary Resolution:-

**“RESOLVED THAT** pursuant to the provisions of Sections 73 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Acceptance of Deposits) Rules, 2014, the consent of the Members be and is hereby accorded to the Board of Directors of the Company to invite and accept fixed deposits from the Members, within limits prescribed in the Act and the overall borrowing limits of the Company, as approved by the Members, from time to time.

**“RESOLVED FURTHER THAT** the Board of Directors or a Committee thereof be and is hereby authorized to finalize the scheme for invitation and acceptance of fixed deposits from the Members and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

**Item No.12:**

To consider and if thought to fit to pass with or without modification(s), the following Resolution as a Special Resolution:

**“RESOLVED THAT** in supersession of the Ordinary Resolution passed at the Annual General Meeting held on September 12, 2005 and pursuant to the provisions of Section 180 (1) (c) of the Companies Act, 2013, (including any statutory modifications, amendments or re-enactments thereto for the time being in force) and in terms of Articles of Association of the Company, the Board of Directors of the Company be and hereby authorized and empowered

to borrow, from time to time, any sum or sums of money from one or more banks, Financial Institutions, Investment Institutions, Non- Banking Financial Companies ('NBFC') , Corporations, Central or State Government, Body Corporate, Firms or any other person (s), in one or more tranches, at such intervals, and on such terms and conditions, whether by way of term loan, working capital facility, cash credit facility, inter corporate loan, bill discounting, issue of debenture or bonds or any other fund based or non-fund based facility, in Indian Rupee or in Foreign Currency, whether secured or unsecured, notwithstanding, that the money to be borrowed together with the money already borrowed by the Company (apart from interest and charges accrued on the monies borrowed and the temporary loans obtained from the Company's Bankers in the ordinary course of the business) may exceed the aggregate of the paid up share capital and free reserves ( the reserves not set apart for any specific purpose) of the Company, subject to the condition that the aggregate amount of such borrowings made and outstanding, at any point of time shall not exceed Rs.50 Crores (Rupees Fifty Crores), exclusive of interest and other charges.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to execute all such agreements, papers, deeds and other instruments or writings containing such conditions and covenants as it may think fit to give effect to the above mentioned resolution and to do all such acts, deeds, things, take all such steps, negotiate, discuss, finalize, accept, modify, execute, sign and deliver all such deeds, documents, writings, and papers as may be desired / required to facilitate borrowing, of moneys, upto the limits as mentioned above, under the name and seal of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to exercise and / or delegate all or any of the aforesaid powers to a Committee of Directors / Officers, one or more Director / Managing Director or any other principal officer of the Company on such conditions as the Board may deem fit and to take all such steps that may be required to give effect to this resolution."

**Item No: 13:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 and applicable Rules made there under, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board") to lease, mortgage or otherwise dispose the whole or substantially the whole of the Company's any one or more undertakings / assets or all undertakings / assets, including the present or future properties, whether movable or immovable, as the case may be, in such form and manner and on such terms and conditions as the Board may think fit"

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to negotiate and to finalize the above mentioned lease, mortgage or disposal of undertakings / assets of the Company, as the case may be, which the Board of Directors, in its absolute discretion deem fit and to do all such acts, deeds and things, in the manner as may be necessary or proper for giving effect to such lease / mortgage of undertakings / assets as aforesaid"

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

Place : Chennai  
Date : 12.08.2014

**S.CHANDRASEKAR**  
**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. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The proxy form duly stamped and executed should be deposited / lodged at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of Limited Companies, Societies etc., must be supported by an appropriate resolution / authority, as applicable.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting is annexed hereto.
3. Members / Proxies should bring the Attendance slip duly filled in for attending the meeting. Members are requested to bring their copy of the Annual Report. No additional copies will be provided at the venue.
4. As per the provision of the Companies Act, 2013, Independent Directors are required to be appointed for a term of upto five consecutive years and are not liable to retire by rotation. Accordingly, resolutions proposing appointment of Independent Directors are given at item nos. 7 to 10. The relevant details of Directors seeking re-appointment are provided in this Annual Report
5. Members are requested to intimate 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.
6. The Register of Members and Share Transfer Books of the Company will remain closed from 23<sup>rd</sup> September 2014 to 29<sup>th</sup> September 2014 (both days inclusive) in connection with the AGM.
7. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the Annual General Meeting.
8. All documents referred to in the accompanying Notice are available for inspection at the registered office of the Company between working hours 11.00 A.M to 1.00 P.M. except on holidays.
9. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Cameo Corporate Services Limited, the Registrar & Share Transfer Agent of the Company.
10. The Shareholders may note that a sum of Rs.210,649/- which was lying as balance under unpaid dividend account for the year ended 31<sup>st</sup> March 2006 was credited to the Investor Education and protection fund on 28<sup>th</sup> October 2013 as required under Section 205A of the Companies Act, 1956.
11. E Voting & its procedures:

**Voting through Electronic Means:**

In compliance with provisions of Section 108 of the Companies Act 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer E-Voting facility as an alternate, for its

shareholders to enable them to cast their votes electronically at the 23<sup>rd</sup> Annual General Meeting (AGM) through e-voting service provided by Central Depository Services (India) Limited. E-Voting is optional. The Company has appointed Smt. Lakshmmi Subramanian, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter:

**In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on “Shareholders” tab.
- (iii) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

\* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of your name and the sequence number in the PAN field. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

# Please enter any one of the details in order to login. In case either of the details is not recorded with the depository please enter the <Default Value> in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.