STANPACKS (INDIA) LTD

26th ANNUAL REPORT
2016-17

BLISS GROUP

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ANNUAL REPORT 2016 - 17

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CORPORATE INFORMATION

BOARD OF DIRECTORS (As on 31th May 2017)	SRI G.P.N.GUPTA	Chairman
	SRI G.V.GOPINATH	Managing Director
	SRI G.S.SRIDHAR	Joint Managing Director & CFO
	SRI S.RAMAKRISHNAN	Director
	SRI M.V.CHANDRASHEKAR	Director
	SRI M.RAVINDRA REDDY	Director
	SRI SANJAY RAMASWAMI	Director
	MS. SHOBHA GUPTA	Director
	SRI R SUKUMAR	Director
	SRI G.S.RAJASEKAR	Additional Director

REGISTERED OFFICE

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

WORKS

Sholiyapalayam Village, Sholavaram,
Ponneri Taluk, Chennai 600 067, Tamil Nadu

REGISTRARS AND SHARE TRANSFER AGENT

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

LISTING

Bombay Stock Exchange Limited

BANKERS

Karnataka Bank Limited

COMPANY SECRETARY AND COMPLIANCE OFFICER

Ms. M. Uma Maheswari

STATUTORY AUDITORS

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

SECRETARIAL AUDITORS

M/S. Lakshmmi Subramanian & Associates,
Practising Company Secretaries, Chennai

ANNUAL GENERAL MEETING

Date & Time	14th September 2017, Thursday @ 03.00 p.m.
Venue	Andhra Mahila Sabha, No. 109, Luz Church Road, Mylapore, Chennai - 600004

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 OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the Members of the Stanpacks (India) Limited is scheduled to be held at 03.00 P.M on Thursday, the 14th September 2017 at Andhra Mahila Sabha, No. 109, Luz Church Road, Mylapore, Chennai - 600004 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 31st March, 2017 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: Reappointment of Director:

To appoint a director in place of Sri G.S. Sridhar (DIN: 01966264) who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 03: Appointment of Statutory Auditors

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. J.V. Ramanujam & Co, Chartered Accountants (Firm Registration Number. 002947S), be and is hereby appointed as the Statutory Auditors of the Company, in place of M/s. M. Srinivasan & Associates, Chartered Accountants, (Firm Registration No. 004050S), the retiring Statutory Auditors, to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of Thirty First Annual General Meeting of the Company, subject to ratification of their appointment by the Members at every Annual General Meeting, at such remuneration as may be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS:

Item No. 04:

To consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution for appointing Sri G.S. Rajasekar (DIN: 00086002) as Non-Executive Director of the company.

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), Sri G.S. Rajasekar (DIN: 00086002), who was appointed as an Additional Director of the Company with effect from 30th May, 2017 by the Board of Directors pursuant to Section 161 of the Companies Act, 2013, who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Non Executive Director of the Company,".

Item No 05:

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special resolution for alteration of Articles of Association of the company:

RESOLVED THAT pursuant to provisions of section 14 and other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the shareholders of the Company be and is hereby accorded for altering the Articles of Association of the company by way of deletion of the below given clause:

146 - Common Seal

The Board shall provide a common seal of the company and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof. The common seal shall be kept at the registered office of the Company and committed to the custody of the Directors of Principal Officers.

147 - Affixture of Common Seal

The seal shall not be affixed to any instrument except by authority of a resolution of the Board or Committee and unless the Board otherwise determines every deed or other instrument to which the seal is required to be affixed shall, unless the same is executed by a duly constituted attorney for the Company, be signed by two Directors, and the Secretary in whose presence the seal shall have been fixed or such other person as may from time to time be authorised by the board and provided nevertheless that only instrument bearing the seal of the company issue for valuable consideration shall be binding on the Company issued notwithstanding any irregularity touching the authority to issue the same provided also counter signature of the Chairman or the joint Chairman or other authorised person shall not be necessary in the case of instrument executed in favour of the Chairman or the joint Chairman, which shall be sealed in the presence of any one Director and signed by him on behalf of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolution.

By Order of the Board
For Stanpacks (India) Limited

Place : Chennai
Date : 30th May 2017

M. Uma Maheswari
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.

2. 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.

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. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of notice in writing is given to the Company.

5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.

6. Additional information pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking appointment/re-appointment as mentioned under item no. 2 & 4 of this notice is appended. Further, the Company has received relevant disclosure/ consent from the Director seeking appointment.

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 by the Members at the Annual General Meeting.

8. 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.

9. The Register of Members and Share Transfer Books of the Company will remain closed from 7th September 2017 to 14th September 2017 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 and the applicable clauses of the SEBI (Listing Obligations and Disclosures Requirements Regulations) 2015 entered into with the Stock Exchanges.

10. A route map along with prominent landmark for easy reach to the venue of annual general meeting is annexed with this notice.

11. Annual Report 2017 with Attendance Slip and Proxy form are being sent by electronic mode only to all the members whose email addresses are registered with the Company/Depository Participant (s) for communication purpose unless a member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2017 are being sent by the permitted mode.

12. Members may note that the Notice of the 26th Annual General Meeting and the Annual Report 2017 will also be available on the Company's website www.blissgroup.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection between working hours 11.00 A.M to 1.00 P.M. except on holidays. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at cs-sl@blissgroup.com.

13. 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.

14. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.

15. **The Company is concerned about the environment and utilizing natural resources in a suitable way. We request you to update your email address with your Depository participant to enable us to send all the communications via email.**

16. 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, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered, 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 26th Annual General Meeting (AGM) through e-voting service provided by Central Depository Services (India) Limited. E-Voting is optional.
- The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. The remote e-voting period commences at 9.00 a.m. on Monday, 11th September 2017 and will end at 5.00 p.m. on Wednesday, 13th September, 2017. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 7th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- The Company has appointed Smt. Lakshmmi Subramanian, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast and she has communicated her willingness to be appointed. The Scrutinizer, after scrutinising the votes cast at the meeting (Insta Poll) and through remote e-voting, will, not later than 48 hours

of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.blissgroup.com and CDSL website. The results shall simultaneously be communicated to the Bombay Stock Exchange Limited.

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

(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 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.

(x) Click on <Company Name> on which you choose to vote.

(xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

(xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.

(xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc. are required to log on to https://www.evotingindia.co.in and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile

In case of members receiving the physical copy:

(A) Please follow all steps from s. no. (i) to s. no. (xvii) above to cast vote.

(B) The voting period begins on 11.09.2017 and ends on 13.09.2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 07.09.2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com:

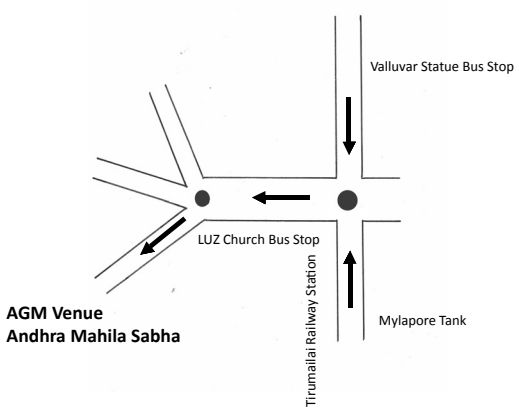
Please note that by virtue of providing the e-voting facility by the company as per Rule 20 of Companies (Management and Administration) Rules, 2014 the following will be applicable

(i) The manner of voting for the members being present in the General Meeting will be on "proportion principle' i.e. one share – one vote unlike one person one vote principle, further provision of the Companies Act, 2013 relating to demand for poll will not be relevant.

(ii) The option of voting by show of hands will not be available for members present in the General Meeting in view of clear provision of section 107 of the Companies Act, 2013, i.e. voting by show of hands would not be allowable in cases where Rule 20 of Companies (Management and Administration) Rules, 2014 is applicable.

(iii) Any member who has voted through e-voting facility provided by the company may also participate in the General Meeting in person, but such a member will not be able to exercise his vote again in the meeting, and the earlier vote casted through electronic means will be treated as final.

For your immediate reference, we also give below the location / route map to reach the venue of the Annual General Meeting of the Company



EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item no. 4:

The Board of Directors, on the recommendation of Nomination and Remuneration Committee appointed Sri G.S. Rajasekar (DIN: 00086002) as an Additional Director of the Company under Section 161 of the Companies Act, 2013 effective from 30th May 2017 who holds office up to the date of this Annual General Meeting.

The Company has received a notice in writing from a member under the provisions of Section 160 of the Act together with the requisite deposit amount proposing the candidature of Sri G.S. Rajasekar for the office of Director. The Company has received from Sri G.S. Rajasekar the requisite disclosures/declarations pursuant to the provisions of the Act.

Except Sri G.S. Rajasekar, being an appointee and Sri G.S.Sridhar, Joint Managing Director & CFO, relative of the appointee, none of the Directors and Key Managerial Personnel and their relatives is interested or concerned financial or otherwise in the proposed resolution. The Board of Directors recommend passing of the resolution set out in Item No - 4 of the Notice.

Item no. 5:

Pursuant to the Companies (Amendment) Act, 2015, use of Common seal has become optional for the Companies. The company has to execute various agreements, documents etc. towards its business and other administrative necessities. In view of the same and to facilitate administrative convenience for execution of such documents on behalf of the Company it is proposed to alter the existing Articles of Association of the Company by removing the clauses related to common seal.

Pursuant to Section 14 of the Companies Act, 2013 and relevant rules, the said alteration can be effected only with the approval of Shareholders by passing a special resolution. Thus the Board recommends the resolution set forth in Item no. 5 for the approval of the members.

Articles of Association of the Company would be available for inspection for the members at the registered office of the company during the bussiness hours on any working day.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution at Item No - 5 of the Notice.

As required under Regulation 36(3) of SEBI Listing (Obligations and Disclosures Requirements) Regulations 2015, a brief profile of the Director getting appointed / reappointed along with the nature of their expertise, is provided in this Annual Report:

Item No.	2	4
Name of Director	Sri. G.S. Sridhar	Sri G.S. Rajasekar
Age	50 years	46 years
Qualification	Graduate in B.E. Electronics	B.Com, ASM, AICWA, MBA (University of Mississippi, Oxford, USA.), CISA (Information Systems Audit and Control Association, USA)
Brief profile including expertise	Sri G.S. Sridhar has more than 26 years of successful career behind him and has served as Director for a period of more than 9 years in the Company. His array of exposure has extended to areas like Finance & Production Planning, Operational techniques, Legal Matters, Management Quality Systems etc. He is taking care of Finance, Production and Operations of the Company.	Sri G.S. Rajasekar has over 22 years of rich and exhaustive experience in the areas of Accounting, BPO, Finance, Taxation, Audit, Consulting, Information Technology, Operations, Banking, Corporate Planning Investment Advisory and has held senior management positions during his career. He started his career in year 1994 with Hello World Inc., in New York, USA as Accounting and System Analyst. During the year 1995, he joined Council on International Educational Exchange, New York., USA as Manager & Senior Cost Accountant, Flown Revenue.

		He joined BLISS Group of Companies, Chennai, India in 1997 as Vice President - Corporate Planning, Projects & IT and later on appointed as Group CFO & Head IT. He was then appointed as a Chief Executive Officer ACTIVEPOINT Business Consultants (P) Ltd., Chennai in March 2005.
Date of Appointment	25.09.2008	30.05.2017
Directorships in other companies	Balaji Trading Enterprises Private Limited	Activepoint Business Consultants Private Limited
List of Directorship/ Membership / Chairmanship of Committees of other Board.	None	None
Relationship with other Directors	Relative of Sri. G.S. Rajasekar, Additional Director.	Relative of Sri. G.S. Sridhar, Joint Managing Director & CFO.
Terms and Conditions of appointment or re-appointment	As per Nomination and Remuneration Policy of the Company	As per Nomination and Remuneration Policy of the Company
Shareholding in Stanpacks India Limited	26,568 (0.44%)	49,000 (0.80%)
No. of Board meetings attended during the year	7	None

By Order of the Board
For Stanpacks (India) Limited

Place : Chennai
Date : 30th May 2017

M. Uma Maheswari
Company Secretary