



37TH ANNUAL REPORT 2010

STOVEC
INDUSTRIES LIMITED

COMPANY PROFILE

Core Activities

- Development and Production of Consumables for their use in Textile and Graphic Printing Industry.
- Printing Machines-Supply Installation and after Sales Support

Core Competencies

- System and Application know-how in Printing for the Textile and Graphic Industries.
- Manufacturing and application know-how in Textile Consumables and Rotary Printing Machines

Technologies

- Metal Coating / Plating
- Electroforming

Products

- Rotary Printing Machines for Textiles
- Rotary Screens and Chemicals for Textile Printing
- Anilox and Screens for Graphic Printing
- Digital Ink
- Sugar Screens

Market/Customers

- Textile Printing and Processor
- Packaging and Label Printers and Converters
- Industrial/Security Printers
- Sugar Mills

Market Position

- Technology and Market Leadership in Rotary Screen and Printing Machinery



▲ Rotary Printing Machine for Textiles



▲ Rotary Screens and Consumables for Textile Printing



▲ Anilox and Screens for Graphic Printing

BOARD OF DIRECTORS

Mr. K. M. Thanawalla	Chairman
Mr. Dirk W. Joustra	
Mr. Aschwin N.R.M. Hollander	
Mr. Joost Smits	
CA. Girish C. Sharedalal	
Mr. Marco Philippus A. Wadia	
Mr. Ashish Kaul	Managing Director

COMPANY SECRETARY

Ms. Varsha Adhikari

AUDITORS

Price Waterhouse
Chartered Accountants

REGISTRAR & SHARE TRANSFER AGENTS

Link Intime India Pvt. Ltd.
(Formerly Intime Spectrum Registry Ltd.)
211, Sudarshan Complex,
Nr. Mithakhali Under Bridge,
Navrangpura,
Ahmedabad - 380 009.

BANKERS

The Axis Bank Limited
The Karur Vysya Bank Limited

REGISTERED OFFICE AND FACTORY

N.I.D.C., Near Lambha Village,
Post Narol,
Ahmedabad - 382 405,
Gujarat, India.

CONTENTS	
Notice	4-6
Directors' Report	7-11
Corporate Governance Report	12-19
Management Discussion and Analysis Report	20-20
Certificates	21-22
Auditors' Report	23-25
Balance Sheet	26-26
Profit & Loss Account	27-27
Cash Flow Statement	28-28
Schedules and Notes to Accounts	29-49
Balance Sheet Abstract	50-50

LETTER FROM THE CHAIRMAN



Dear Shareholders,

It gives me immense pleasure to present the 37th Annual Report of your company for the year ended December 31, 2010.

Global markets have improved over the last few years and emerging markets have been growing faster than the developed markets. The recent announcements in the Indian Union Budget give a positive outlook of the domestic economy. On the other hand the rising prices of Cotton has been hurting the textiles business. Recent natural disaster in Japan has created some softness in to the global market sentiment.

The Company has had another successful year and achieved a Profit before Tax of Rs. 107.91 million as compared to Rs. 97.38 million of previous year. Improvement in profitability was driven through Volume growth and improved product mix. During the year your company has entered into the new business of Sugar Screens and this has a good business potential in coming years.

Your Company management team continues to focus on efficient execution of existing programs and also plans to build up on the recently introduced product lines from our Parent Companies portfolio of products. This in turn will help the company to maintain and improve its current market and financial position.

I thank all stakeholders, corporate partners and friends for their continued support. We look forward to your continued support and patronage.

With warm regards,

K.M.Thanawalla
Chairman

NOTICE

NOTICE is hereby given that the THIRTY SEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF STOVEC INDUSTRIES LIMITED will be held on Wednesday, the 11th day of May, 2011 at 3.15 p.m. at the Registered Office of the company at N.I.D.C., Nr. Lambha Village, Post: Narol, Ahmedabad, Gujarat, India, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Account for the financial year ended December 31, 2010 and the Balance Sheet as at that date together with the Report of the Board of Directors and the Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of CA. Girish Sharedalal, who retires by rotation and being eligible offer himself for re-appointment.
4. To appoint a Director in place of Mr. Marco Wadia, who retires by rotation and being eligible offer himself for re-appointment.
5. To appoint auditors to hold office from the conclusion of this meeting till the conclusion of next Annual General Meeting and to authorize Board of Directors to fix their remuneration.

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
The Instrument appointing Proxy as per the format included in the Annual Report should be returned to the Registered Office of the Company not less than **FORTY EIGHT HOURS** before the time for holding the Meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc., must be supported by appropriate resolution/authority letter, as applicable, issued by the member organization.
2. Pursuant to sections 205A (5) and 205C of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account of the Company is required to be transferred to Investor Education and Protection Fund established by the Central Government. The company during the year has transferred a sum of Rs. 186,728/- being unclaimed dividend amount for the financial year 2002-03 to the Investor Education and Protection Fund of the Central Government. Share holders who have not claimed their dividend for the financial year 2003-04 are requested to claim their unclaimed dividend before August 10, 2011. The Company shall thereafter as mentioned above transfer the unclaimed amount to the Investor Education and Protection Fund and no claim shall lie against the Company for the said amount of unclaimed dividend so transferred. It may be noted that unpaid dividend for the financial year 2003-04 is due for transfer to the Investor Education and Protection Fund on September 2, 2011.
3. Register of Members and Share Transfer Book shall remain closed from Thursday, May 5, 2011 to Wednesday, May 11, 2011 (both days inclusive). If the dividend on equity shares, as recommended by the Board of Directors is declared at the Annual General Meeting, payment of such dividend will be paid on or after May 12, 2011 as under:
 - i. To all Members in respect of shares held in physical form, after giving effect to valid transfer in respect of transfer request lodged with the Registrar and Transfer Agent on or before the close of business hours on May 4, 2011.
 - ii. To all Beneficial Owners in respect of shares held in electronic form, whose names appear in the statement of beneficial ownership furnished by National Securities Depository Limited and Central Depository Services (India) Limited, as at the close of business hours on May 4, 2011.
4. Members/Proxies should bring the attendance slip sent herewith duly filled in for attending the Meeting.
5. To avoid loss of dividend warrants in transit and undue delay in respect of receipt of dividend warrants, the Company has provided a facility to the Members for remittance of dividend through the National Electronic Clearing System (NECS). NECS essentially operates on the new and unique bank account number allotted by banks post implementation of Core Banking Solutions (CBS) for centralized processing of inward instructions and efficiency in handling bulk transactions. The NECS facility is available at locations identified by Reserve Bank of India from time to time and covers most of the cities and towns. Members holding shares in physical form and desirous of availing this facility are requested to contact the Company's Registrar and Transfer Agent.

6. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, NECS, mandates, nominations, power of attorney, change of address/name, PAN details, etc. to their Depository Participant. However, members holding shares in physical mode are required to notify any change pertaining to their bank details, NECS, mandates, nominations, power of attorney, change of address/name, PAN details, etc. to Registrar and Share Transfer Agent i.e. **M/s. Link Intime India Private Limited** (Formerly known as Intime Spectrum Registry Limited), 211, Sudarshan Complex, Nr. Mithakhali Underbridge, Navrangpura, Ahmedabad – 380 009.
7. Pursuant to clause 49 of the listing agreement, the particulars of Directors seeking re-appointment at the meeting are annexed.
8. As per Securities and Exchange Board of India (SEBI) Circular, submission of Permanent Account Number (PAN) is compulsorily required for participating in the securities market, deletion of name of deceased shareholder or transmission/transposition of shares. Members holding shares in dematerialized mode are requested to submit the PAN details to their Depository Participant, whereas Members holding shares in physical form are requested to submit the PAN details to the Company's Registrar and Transfer Agents.
9. **In case the mailing address on this Annual Report is without the PINCODE, Members are requested to kindly inform the Registrar & Share Transfer Agents about their PINCODE immediately.**
10. Non-resident Indian Shareholders are requested to inform the Share Transfer Agents immediately about:
 - (a) any change in their residential status upon return to India for permanent Settlement.
 - (b) particulars of NRI Account with a Bank in India, if not furnished earlier.
11. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days except Saturdays and Sundays between 11.00 a.m. to 1.00 p.m.
12. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company the details of such folios together with the share certificates for consolidating their holdings in one folio. The share certificates will be returned to the members after making requisite changes thereon.
13. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting so that the information required may be made available at the Meeting.
14. The Company has connectivity from the CDSL & NSDL and equity shares of the Company may also be held in the electronic form with any Depository Participant (DP) with whom the members/investors are having their depository account. The ISIN No. for the Equity Shares of the Company is INE755D01015. In case of any query/difficulty in any matter relating thereto the same may be addressed to the Share Transfer Agents.
15. As per the provisions of the Companies Act, 1956, facility for making nominations is now available to INDIVIDUALS holding shares in the Company. The Nomination Form-2B as prescribed is attached herewith.
16. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the meeting.

Regd. Office:

N.I.D.C. Nr. Lambha Village,
Post: Narol,
Ahmedabad – 382 405,
Gujarat, INDIA.

Date : February 24, 2011

Place : Mumbai

By Order of the Board of Directors

Varsha Adhikari
Company Secretary

**Details of Directors seeking re-appointment at the forthcoming Annual General Meeting of the company
(Pursuant to Clause 49 of the listing agreement with the Stock Exchanges)**

Name of Director	CA. Girish C. Shredalal	Mr. Marco Wadia
Date of Birth	05.10.1932	30.01.1956
Date of Appointment	26.09.1989	21.05.1999
Expertise in specific functional areas	Finance	Law
Qualifications	Chartered Accountant	B.A (Hons), L.L.B
Details of shares held in the company	24	2150
List of companies in which outside directorship held as on 31.12.2010 (excluding Private Co's & Foreign Co's)	The Ruby Mills Ltd. F D C Ltd. Kotak Mahindra Trustee Co. Ltd.	GMAC Financial Services Ltd. Chambal Fertilisers & Chemicals Ltd. Johnson & Johnson Ltd. Jost's Engineering Co. Ltd. Paradeep Phosphates Ltd. Simon India Limited Zuari Industries Ltd. Zuari Maroc Phosphates Ltd. Adventz Infracore India Ltd.
Chairman / Member of the * Committees of other companies as on 31.12.2010	F D C Ltd. Kotak Mahindra Trustee Co. Ltd.	Zuari Industries Ltd. Chambal Fertilisers and Chemicals Ltd. GMAC Financial Services Ltd. Johnson & Johnson Ltd. Simon India Limited

* The Committee includes the Audit Committee and the Investor Grievance Committee only.

DIRECTOR'S REPORT

Your Directors are pleased to present the Thirty Seventh Annual Report and the Audited Statement of Accounts of the Company for the year ended 31st December, 2010.

1. FINANCIAL RESULTS:

Particulars	Current Year 31.12.2010 Amt. in Rs.	Previous Year 31.12.2009 Amt. in Rs.
Sales & Services (Net)	591,527,796	464,222,314
Other Income	<u>20,307,916</u>	<u>58,159,856</u>
(a) Total Income:	611,835,712	522,382,170
(b) Total Expenditure:	<u>492,358,535</u>	<u>407,419,185</u>
(c) Gross Profit:		
Before Interest, Depreciation & Amortisation Charges: (c) = (a) – (b)	119,477,177	114,962,985
Less: Interest	<u>716,343</u>	<u>814,717</u>
Gross Profit after Interest but before Depreciation and Amortisation Charges	118,760,834	114,148,268
Less: Depreciation & Amortisation Charges.	<u>10,846,854</u>	<u>16,762,497</u>
Operational Profit/Profit Before Tax	107,913,980	97,385,771
Less: Current Tax	22,774,447	43,983,822
Deferred tax	13,186,815	(12,710,363)
Fringe Benefit Tax	—	193,006
(Excess)/Short provision for taxes for earlier years (Net of Deferred Tax).	<u>(197,433)</u>	<u>412,607</u>
Profit After Tax	72,150,151	65,506,699
Add: Profit brought forward from previous year	89,251,031	55,994,513
Profit available for appropriation	161,401,182	121,501,212
Dividend on equity shares	21,506,565	21,924,168
Tax on Dividend	3,655,041	3,726,013
Amount transferred to General Reserves.	<u>7,300,000</u>	<u>6,600,000</u>
Profit carried forward to Balance Sheet	<u>128,939,576</u>	<u>89,251,031</u>

2. DIVIDEND:

Considering the company's financial performance, the Directors have recommended payment of dividend of Rs. 10.30/- per share for the year ended on December 31, 2010.

3. PERFORMANCE OVERVIEW:

During the year under review, your company has shown remarkable performance in all the segments in which it operates. In particular there is a significant increase of 21.62 % in sales of Textile Consumables & Textile Machinery over the sales of previous year.

Your Company has had a successful year and achieved a net turnover of Rs. 591.53 million, a growth of 27.42 % in comparison to prior year. The company has achieved Profit before Tax of Rs. 107.91 million, which marks an increase of 10.81 % over last year.

4. NEW PRODUCT:

During the year under review, the company has commenced manufacturing of 'Sugar Screens' which is used by sugar industry and hopeful to generate good business in years to come.

5. AUDITORS REPORT:

The observation made in the Auditors report are self explanatory and therefore need not require any comments under section 217(3) of the companies act, 1956.

6. FIXED DEPOSITS :

For the year ending December 31, 2010, the Company has not accepted any deposits from the public falling within the purview of section 58A & 58AA of the Companies Act, 1956 and rules made there under.

7. CORPORATE GOVERNANCE:

A separate Report on Corporate Governance compliance and a Management Discussion and Analysis Report as stipulated by Clause 49 of the listing agreement forms part of the Annual Report along with the required Certificate from the Practicing Company Secretary regarding compliance of the conditions of Corporate Governance as stipulated by Clause 49 of the Listing Agreement.

8. DIRECTORS:

During the year there has been no change in the Board of Directors of the Company. However pursuant to Section 255 and 256 of the companies act, 1956, CA. Girish C. Sharedalal and Mr. Marco Wadia, retires by rotation in the forthcoming Annual General Meeting of the company and being eligible offer themselves for re-appointment.

9. DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Sub-section 2AA of Section 217 of the Companies Act, 1956, your directors confirm that:

- a) in the preparation of annual accounts, the applicable accounting standards have been followed and there are no material departures;
- b) the accounting policies selected had been applied consistently and that the judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and the Profit or Loss of the company for that period;
- c) proper and sufficient care had been taken for the maintenance of adequate accounting records in accordance with the provisions of the companies act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities; and
- d) the annual accounts had been prepared on a going concern basis.

10. AUDITORS:

The Company's Statutory Auditors M/s. Price Waterhouse, Chartered Accountants, (Firm Registration No. 301112E) retires at the forthcoming Annual General Meeting and have shown their willingness to continue as statutory auditors of the company. The Board recommends appointment of M/s. Price Waterhouse as the Statutory Auditors of the Company from the conclusion of the 37th Annual General Meeting until the conclusion of the next Annual General Meeting of the company.

Members are requested to please re-appoint M/s. Price Waterhouse, Chartered Accountants and authorize the Board to fix their remuneration.

11. PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY ETC.:

The particulars prescribed under section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is annexed hereto as Annexure I and forms part of this Report.

12. PARTICULARS OF EMPLOYEES:

The particulars prescribed under section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, forms part of this Annual Report as Annexure II.