

Annual Report 2000-2001



VASPARR CONTAINEURS LTD.


8th Annual Report 2000-2001

VASPARR CONTAINERS LTD.

BOARD OF DIRECTORS

Mr. Jayesh V. Valia	<i>Executive Chairman</i>
Mr. Sudhakar Babhulkar	<i>Managing Director</i>
Mr. Umashankar Niar	<i>Technical Director</i>

STATUTORY AUDITORS

J. R. SHAH & ASSOCIATES
Chartered Accountants

FACTORY

Madhav Udyog , S. No. 260/6-7
Bhimpore Char Rasta, Bhimpore
Daman - 396210.

BANKERS

Bank of India,
ICICI Bank Ltd.

REGISTERED OFFICE

401, Court Chambers,
S.V.Road, Borivli (West),
Mumbai - 400 092.

8th ANNUAL GENERAL MEETING

Date	:	29th December, 2001
Day	:	SATURDAY
Time	:	4:00 P.M.
Place	:	Debate Hall, Sheth M.K.High School, Factory Lane, Borivli (West), Mumbai - 400 092.

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VASPARR CONTAINEURS LTD.

NOTICE

NOTICE is hereby given that the Eighth Annual General Meeting of the Members of VASPARR CONTAINEURS LIMITED, will be held on Saturday the 29th December, 2001, at Debate Hall, Sheth M.K. High School, Factory Lane, S. V. Road, Borivli (West), Mumbai 400 092, at 4.00 p.m. to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at 30th June, 2001, and the Profit and Loss Account for the year ended on that date along with the Directors' Report and Auditors' Report thereon
2. To appoint Mr. Sudhakar S. Babhulkar as a Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint the Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

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

"RESOLVED THAT the consent of the members be and is hereby accorded pursuant to Section 198, 269, 309, and 310, and other applicable provisions, if any, of the Companies Act, 1956, to the appointment of Mr. Uma Shankar Sreedharan Nair, as a Technical Director, who was appointed as an Additional Director, with effect from May 31, 2001, of the Company at the Board of Directors Meeting held on May 31, 2000, and in respect of whom notice in writing pursuant to Section 257(1) of the Companies Act, 1956, proposing his candidature by a member is received by the Company for his appointment as Director, with retrospective effect from May 31, 2001, for a period of 5 years at a remuneration as a minimum remuneration to be paid in the event of loss or inadequacy of profit in any financial year the details of which are spelt out in the Explanatory Statement forming part of the Notice.

"RESOLVED Further that the Board of Directors be and is hereby authorised to grant periodical increments in the salary structure of Mr. Uma Shankar Sreedharan Nair as it deems fit, provided that the remuneration so granted to him and also earned by him shall be within the limits prescribed under the Schedule XIII to the Companies Act, 1956, and any statutory modification(s) thereof.

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

"RESOLVED THAT the report of the Board of Directors with respect to erosion of entire networth and the Company becoming a "Sick Industrial Company" within the meaning of clause (O) sub section (1) of Section (3) of Sick Industrial Companies (Special Provisions) Act, 1985 be and is hereby considered, noted, approved and the Company expresses its full confidence and faith in the management of the Company and that the Company do make a reference to the Board for Industrial and Financial Reconstruction in accordance with section 15 of The Sick Industrial Companies (Special Provisions) Act, 1985 for determining appropriate measures which may be taken with respect to the Company."

"FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby empowered and authorised to do such acts, deeds or things and to sign or execute such documents or papers as it may in its absolute discretion, think necessary and in the interest of the Company."

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

"RESOLVED THAT pursuant to the provisions of Section 61 of the Companies Act, 1956, the shares of the Company listed on the Stock Exchange, Ahmedabad which is a Non Regional Stock Exchange be delisted.

For the purpose of giving effect to the above Resolution the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be in its absolute discretion necessary expedient, usual or proper to give such directions as may be necessary to settle any question or difficulties that may arise with regard to the delisting with Ahmedabad Stock Exchange, as may be deemed fit.

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

"RESOLVED that the name of the Company be changed from that of VASPARR CONTAINEURS LIMITED, to a suitable name with the approval of the Central Government.

"RESOLVED FURTHER that the Directors of the Company be and they are hereby given authority to coin a new name, get it approved from the Central Government.

"RESOLVED FURTHER that the Directors of the Company be and they are hereby authorised to do all the things, deeds and matters with a view to give effect to the suitable change of name of the Company from that of present name of VASPARR CONTAINEURS LIMITED

REGISTERED OFFICE

BY ORDER OF THE BOARD

401, Court Chambers,
4th Floor, S.V. Road,
Borivli (W), MUMBAI - 92

(JAYESH V. VALIA)
EXECUTIVE CHAIRMAN

PLACE : MUMBAI.

DATED : 26-11-2001

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/HERSELF AND A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT OF PROXY SHOULD HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. An Explanatory Statement under Section 173 of the Companies Act, 1956, dated 26-11-2001 and forming part of this Notice is enclosed herewith.
3. The members are requested to :
 - a) Intimate changes, if any, in their registered addresses at an early date.
 - b) Quote ledger folio nos. in all their correspondence
 - c) Bring copies of the Annual Report and the Attendance Slips at the Annual General Meeting.



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EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956, AND FORMING PART OF THE NOTICE CONVENING THE 8TH ANNUAL GENERAL MEETING AND DATED 26-11-2001.

ITEM NO. 4

APPOINTMENT OF ADDITIONAL DIRECTOR.

Mr. Uma Shankar Sreedharan Nair was appointed as Additional Director, on May 31, 2001, by the Board of Directors.

His salary will be Rs.30,000/-p.m. divided into Rs.12000/- as Basic Salary, plus Rs.7000/- as House Rent Allowance plus Rs.7000/- as Conveyance Allowance plus Rs.4000/- as other allowances plus other perquisites inclusive of both taxable and non-taxable and shall be entitled to Superannuation benefits such as Provident Fund and Gratuity etc.

The Directors recommend this resolution for approval of the members.

This should be construed as an Abstract under Section 302 of the Companies Act. 1956.

The Directors recommend the resolution for members' approval. None of the Directors other than Mr. Uma Shankar Sreedharan Nair is concerned or interested in the resolution. Mr. Uma Shankar Sreedharan Nair is deemed to be interested in the resolution to the extent of his remuneration that he may be entitled to.

ITEM NO. 5

Reference to BIFR

The Company has become a "Sick Industrial Company" under section 3(1)(0) of the Sick Industrial Companies (Special Provisions) Act, 1985. Accordingly, a reference under section 15 of the said Act, is required to be made by the Company to the Board for Industrial and Financial Reconstruction within a period of 60 days from the date of finalisation of duly audited accounts for the year ended 30th June, 2001 for determination of the measures to be adopted with respect to the Company. Due to the loss in the year ended 30th June, 2001 together with carried forward loss, the entire net worth of the Company has been wiped out during the year.

Accordingly, section 23 of Sick Industrial Companies (Special Provisions) Act, 1985 is also attracted which provides that such fact should be reported to the Board for Industrial and Financial Reconstruction and the Board of Directors should hold general meeting of shareholders to consider such erosion. In a situation when both sections 15 and 23 of Sick Industrial Companies (Special Provisions) Act, 1985 become applicable simultaneously, the provisions of Section 15 takes overriding effect and procedure laid down in section 23 with regard to holding of general meeting and consideration of erosion is not required to be followed. However, in order to appraise the shareholders about the erosion of networth and as a matter of abundant

precaution resolution at Item No.5 is proposed for your consideration.

A report of the Board of Directors of the Company with regard to erosion of networth of the Company is forwarded to the member.

Directors commend this resolution for members' approval. None of the Directors is concerned or interested in the resolution.

ITEM NO. 6

Delisting of Shares

The Shares of the Company are not regularly traded on the Stock Exchange of Ahmedabad.

In view of this and in order to save on the listing fee and others expenses involved in continuing with the listing on that Non-Regional Stock Exchange, it has been decided to get the shares delisted from that Stock Exchange.

Directors commend this resolution for members' approval.

None of the Directors is concerned or interested in the resolution.

ITEM NO. 7

CHANGE OF NAME

Since your Company plans to change its present name, under the provisions of the Companies Act, 1956, consent of the members, is required, and hence Directors commend this resolution for approval of the members.

None of the Directors is interested or concerned in the Resolution.

REGISTERED OFFICE

401 Court Chambers,
S.V. Road, Borivli (West)
MUMBAI 400 092

BY ORDER OF THE BOARD

(JAYESH V. VALIA)
EXECUTIVE CHAIRMAN

PLACE : MUMBAI.

DATED : NOVEMBER 26, 2001


VASPARR CONTAINEURS LTD.
DIRECTORS' REPORT

To The Members,

Your Directors are pleased to present the Eight Annual Report and the Audited Statement of Accounts of your Company for the year ended on 30th June, 2001.

FINANCIAL RESULTS

	(Amount in Rupees)	
	Year ended 30/6/2001	Year ended 30/6/2000
Turnover	35,19,45,807	41,93,21,700
Profit/(Loss) Before Depreciation, Finance Charges & Taxation	(86,615)	2,33,04,394
Profit/(Loss) before Depreciation & Taxation	(7,95,85,801)	(44,41,652)
Profit/(Loss) after Depreciation & Taxation	(8,91,23,724)	(1,40,00,431)
Surplus (Deficit) of Profit and Loss Account of earlier year	(1,68,49,630)	58,98,302
Balance carried over to Balance sheet	(14,73,97,111)	(1,68,49,630)

AUDITORS' REMARKS
INTEREST FREE LOANS AND OTHER MATTERS

- THE COMPANY HAS GIVEN INTEREST FREE LOANS TO A COMPANY UNDER THE SAME MANAGEMENT PURELY ON NEED BASED EXIGENCIES WITH CLEAR UNDERSTANDING THAT THE RECIPIENT COMPANY WILL RECIPROCATATE INTEREST FREE LOANS GENERALLY TO THE SAME EXTENT WHENEVER SUCH NEED ARISES FOR YOUR COMPANY.**
- APPROPRIATE STEPS ARE BEING TAKEN TO INSTALL THE INTERNAL AUDIT SYSTEM.**
- APPROPRIATE STEPS ARE BEING TAKEN TO REGULARISE THE PAYMENT OF PROVIDENT FUND.**

DIVIDEND

During the year under review, owing to the loss, the Directors do not recommend any dividend.

FIXED DEPOSITS

The Company has not invited or accepted any Fixed Deposits from the public, during the year under review.

DIRECTORS

During the year under review Mr. Sudhakar S. Babhulkar, retires by rotation at the conclusion of this meeting and being eligible offers himself for re-election. Mr. Kairoos M. Bhaya resigned from the Directorship during the year under review.

REFERENCE TO BIFR

The accumulated losses of the Company as at the end of

the financial year 30th June, 2001, have resulted in net accumulated losses exceeding the entire net-worth and therefore, the Company has become a Sick Industrial Company within the meaning of Section 3(1)(0) of the Sick Industrial Companies (Special Provisions) Act, 1985. The Board of Directors shall, within sixty days from the date of finalisation of duly audited accounts of the Company, make a reference to the Board in accordance with Section 15 of the Sick Industrial Companies (Special Provisions) Act, 1985.

DIRECTORS' RESPONSIBILITY STATEMENT

Statement under sub-section (2AA) of Section 217 of the Companies Act, 1956 :

In the preparation of the Annual Accounts:

- The applicable accounting standards have been followed and wherever required, proper explanations relating to material departures have been given.
- The Directors have selected such accounting policies and applied them consistently and made judgements and estimates that 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 of the profit or loss of the Company for that period.
- Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- The Accounts have been prepared on a going concern basis.

PERSONNEL

The Personnel relations with the employees at all levels continued to remain cordial and peaceful during the year under review.

PARTICULARS OF EMPLOYEES

There were no employees, who were in receipt of remuneration of Rs.12,00,000/- or more per annum, if employed for the full year or Rs.1,00,000/- or more per month, if employed for part of the year.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO.

Information in accordance with Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is given in the Annexure 'B' forming part of this Report. Form 'A' requiring disclosure of particulars with respect to Conservation of Energy is not applicable in the case of your Company.

STOCK EXCHANGES

The Company is listed on the following Stock Exchanges.

- The Stock Exchange - Mumbai.
- The Stock Exchange - Ahmedabad.

Place : Mumbai
Date : 26/11/2001

Place : MUMBAI
Dated :26-11-2001