

14th
Annual Report
2002-2003

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EURO - GOLD
EURO-GOLD JEWELLERY LIMITED



EURO - GOLD

BOARD OF DIRECTORS

Shri Ashok Kumar Maheshwari
Shri Ashvarya Kumar Maheshwari
Shri Rakesh Kumar Agarwal
Shri Arvind Sharda
Shri R.S.Verma

Chairman
Managing Director
Director
Director
Director

AUDITORS

M/s.Krishan K.Gupta & Company
Chartered Accountants
1/3, 10196, Jhandewalan
New Delhi 110055

BANKERS

Central Bank of India
Bank of Baroda

REGISTERED OFFICE

UG-II, 237, Sant Nagar
East of Kailash,
New Delhi 110065

MARKETING OFFICE

444, Pancharatna,
Opera House,
Mumbai 400004

REGISTRAR & TRANSFER AGENT

Alankit Assignment Limited
205-208, Anarkali Market,
Jhandewallan Extension,
New Delhi - 110 055

EURO-GOLD JEWELLERY LIMITED

NOTICE

Notice is hereby given that the 14th Annual General Meeting of the Members of the Company will be held at Saket Cultural Club, Saket, New Delhi 110017 on Saturday, the 27th September, 2003 at 11.00 A.M. to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as on 31st March, 2003 and the Profit & Loss Account for the year ended on the date and the Report of Directors and Auditors thereon.
2. To appoint a Director in place of Shri R. S. Verma who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this meeting until conclusion of the next Annual General Meeting and to fix their remuneration.

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 OF THE COMPANY.
2. PROXIES, IN ORDER TO BE EFFECTIVE, SHOULD BE DULY STAMPED, COMPLETED AND SIGNED, AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 23rd September, 2003 to Saturday, 27th September, 2003 (both days inclusive).
4. Members desirous of obtaining any information concerning the accounts and operations of the Company, are requested to address their queries to the Director at least seven days before the date of the meeting, so that the information required may be made available at the meeting.
5. No gifts/cash payment will be made to Share holders/proxies for attending the meeting.

For and on behalf of the Board of Directors

Place : New Delhi
Date : 25th August, 2003

(A. K. Maheshwari)
Managing Director



DIRECTORS' REPORT

To The Members,

Your Directors have pleasure in placing before you the 14th Annual Report on the working results of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2003.

1. FINANCIAL RESULTS	(Rs. in lakhs)	(Rs. in lakhs)
	YEAR ENDED 31ST MARCH'03	YEAR ENDED 31ST MARCH'02
Turn Over	50.32	68.30
Profit/(Loss) for the year	(38.53)	(45.33)

2. OPERATIONS AND FUTURE PROSPECTS

On account of non-availability of export orders, the production at NSEZ, Noida has remained suspended during the year. Efforts have been made to recommence the manufacturing activities at NSEZ, Noida and/or elsewhere taking in account the commercial viability of the production. Meanwhile, in order to reduce the recurring expenditure of the staff and other related expenditures have been curtailed. Now, some local sale is being managed from the sale counter, which your Directors are hopeful to increase in near future.

3. DIVIDEND

Due to losses, the Company does not propose any dividend for the financial year ended on 31-3-2003

4. EXPORTS/LOCAL SALE

No Exports has been made (previous year 19.85 lacs) and local sale of Rs. 50.32 lacs (previous year 48.45 lacs) have been managed during the year.

5. DIRECTORS

Shri R. S. Verma, Director retires from the Board by rotation at the 14th Annual General Meeting and being eligible, offers himself for re-appointment.

6. PARTICULARS OF EMPLOYEES & DISCLOSURE OF INFORMATION

Information as per Sub-Section (2A) of Section 217 of the Companies Act, 1956 may be treated as nil, as the Company has no employee falling in this category.

7. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies (Amendment) Act, 2000, Directors' state that;

- i. in the preparation of the annual accounts, the applicable accounting standards have been followed;
- ii. appropriate accounting policies have been selected and applied consistently and have made judgement and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2003 and of the Profit of the Company for that period;
- iii. proper and sufficient care has 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;
- iv. the annual accounts have been prepared on a going concern basis.

EURO-GOLD JEWELLERY LIMITED**8. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, R & D CELL AND FOREIGN EXCHANGE EARNING & OUTGO.**

The details required under the Companies (Disclosure of particulars of the Report of Board of Directors) Rule, 1988 are annexed to this report as Annexure I.

9. AUDITORS AND NOTES ON ACCOUNTS

M/s. Krishan K.Gupta & Company, the Auditors of your Company retire at this Annual General Meeting and are eligible for re-appointment. You are requested to appoint Auditors until the conclusion of next Annual General Meeting and fix their remuneration.

The notes on accounts referred to the Auditors Report are self explanatory and therefore do not call for any further comments.

10. EMPLOYEES

The Company's relations with its employees remained cordial throughout the year

11. STOCK EXCHANGE LISTING

Equity Shares of your Company are listed with Delhi and Mumbai Stock Exchanges. On account of non-receipt of the bill, the Company could not pay advance Annual Listing Fee of Delhi Stock Exchange for the year 2003-2004, which will be paid on receipt of their bill.

12. APPRECIATION

Your Directors thank the Central Bank of India, Bank of Baroda, Metal & Minerals Trading Corporation of India Ltd., N.S.E.Z. Authority, U.P. Export Corporation Ltd., Government/Semi Government Authorities. Your Directors also wish to place on record the appreciation of the sustained efforts, cooperation and assistance of all employees and workers of the Company.

For and on behalf of the Board of Directors

Place : New Delhi
DATE : 25th August, 2003

(Ashok Kumar Maheshwari)
Chairman

ANNEXURE-I

**INFORMATION AS PER COMPANIES (DISCLOSURE OF PARTICULARS
IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988**

A. Conservation of Energy**a. energy conservation measures taken**

since the production for most of the part of the year remained suspended, the electricity connection was surrendered, nominal production was managed with own generator.

b. additional investments and proposals being implemented for reduction of consumption of energy.
If the production re-starts at NSEZ, then power connection will be restored.**c. impact of the measures at (a) and (b) above**
nil**d. Total energy consumption and energy consumption per unit of production as per prescribed Form 'A' of the Annexure.**

(not applicable to this industry.)

**ENRO - GOLD****B. Technology Absorption****FORM 'B'**

e. (Form for disclosure of particulars with respect to absorption)

Research & Development (R&D)

1. Specified areas in which R & D carried out by the Company.

None

2. Benefits derived as a result of the above R & D.

Nil

3. Future plan of action.

No-plan

	Current Yr.	Previous Yr.
4. Expenditure on R & D :		
a. Capital :	Nil	Nil
b. Recurring :	Nil	Nil
c. Total :	Nil	Nil
d. Total R & D expenditure as a percentage of total turnover. :	Nil	Nil

Technology Absorption, Adaptation and Innovation

1. Efforts, in brief, made towards technology absorption, adaptation and innovation.

Nil

2. Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution, etc.

Nil

3. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year), following information may be furnished:

a. Technology imported : Nil

b. Year of import : Nil

c. Has technology been : Nil
fully absorbed ?

d. If not fully absorbed, areas where this has not taken place, reasons therefore and future plans of action.

Not Applicable.

C. Foreign exchange earnings and outgo

f. activities relating to export, initiatives taken to increase export, development of new export markets for products and services, and export plans.

No Activities

g. total foreign exchange used and earned

	Current Yr.	(Rs. in lacs) Previous Yr.
a. Total Foreign Exchange Used	Nil	0.58
b. Total Foreign Exchange Earned	Nil	19.85

EURO-GOLD JEWELLERY LIMITED

REPORT ON CORPORATE GOVERNANCE

Pursuant to Clause 49 of Listing Agreement, a Report on Corporate Governance is given below :

A. MANDATORY REQUIREMENTS

1. Company's philosophy on Code of Governance

The company believes in and practices good corporate governance. The Company's philosophy is aimed at assisting the management of the Company in efficient conduct of the business and in meeting its obligations to all its Stakeholders.

2. Board of Directors (As on 31.03.2003)

The Board of Directors comprises of two Promoter Non-Executive Directors and three Independent Non-Executive Directors.

During the financial year under review seven Board Meetings were held on 24/04/02, 26/07/02, 28/8/02, 28/10/02, 07/01/03, 27/01/03 and on 7/3/2003.

Attendance of each Director at the Board Meetings and last Annual General Meeting and number of Companies :

Name of Director	Category of Directorship	No. of Board Meetings	Attendance at last AGM held on 28.09.02	No. of other Companies in which Director	No. of Committees (other than Euro Gold Jewellery Ltd. in Which Member
Mr. Ashok Kumar Maheshwari	N.E.D. Promoter	7	Yes	Nil	Nil
Mr. Ashvarya Kumar Maheshwari	N.E.D. Promoter	7	Yes	Nil	Nil
Mr. Rakesh Kumar	Independent N.E.D.	6	Yes	Nil	Nil
Mr. Arvind Sharda	Independent N.E.D.	3	Yes	Nil	Nil
Mr. R. S. Verma	Independent N.E.D.	5	Yes	Nil	Nil

3. Audit Committee

Terms of Reference and Composition, Names of Members and Chairman.

The Audit Committee comprises of Mr. R. S. Verma, Chairman, Mr. Ashok Kumar Maheshwari, Member, Mr. Rakesh Kumar Agarwal, Member. The terms of reference of this committees under are wide enough covering the matters specified for Audit Committees under the Listing Agreement.

The Audit Committee was constituted on 7.03.2003. No Meetings was held during the year ended 31st March, 2003.

4. Remuneration Committee

The Company has not formed a Remuneration Committee.

Remuneration of Directors- No Director is drawing any remuneration.

Non-Executive Directors- No N.E.D. is paid any sitting fee for attending Board / Committee Meetings.



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5. Investor's/Shareholders' Committee

The Company's Shareholders' Committee was constituted on 5-07-1995. The members of the Committee are Sh. Ashok Kumar Maheshwari, Chairman; Shri R. S. Verma, Member; and Sh. Arvind Sharda, Member.

Eight meetings of the committee were held during the year, which was attended by all the members.

No complaints were received by the Company during the year.

No transfer were pending at the close of the financial year.

6. General Body Meetings

The last three Annual General Meetings were held as under:

Financial Year	Date	Time	Location
1999-2000	30.09.2000	09.30AM	The Country Club, 181/2, Sainik Farms, Delhi -62
2000-2001	29.09.2001	09.30AM	Saket Culture Club, Saket, New Delhi -110 017
2001-2002	28.09.2002	11.00AM.	Saket Culture Club, Saket, New Delhi -110 017

All the resolutions set out in the respective Notices were passed by the Shareholders.

No special resolutions were required to be put through postal ballot last year.

At these meetings there are no Special Resolutions for which Clause 49 of the Listing Agreement or Section 192A of the Companies Act has recommended/mandated postal ballot.

7. Disclosures

- There were no transactions of material nature with its promoters. The Directors of the Management their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large.
- There were no instances of non-compliance nor have any penalties, strictures been imposed by Stock Exchange or SEBI or any other statutory authority during the last three years.

8. Means of Communication

Half yearly report sent to each Household of shareholders. : No, as the Results of the Company are Published in the Newspaper

Quarterly Result : No, as the Results of the Company are Published in the Newspaper.

Any Website where displayed : No

News paper in which Results are normally published in : The Pioneer

Whether Management Discussion and Analysis is a part of the Annual Report : Yes

9. General Shareholder Information

AGM date, Time and Venue : Saturday, 27th September, 2003
At Saket Cultural Club, Saket,
New Delhi - 110017