

**ANNUAL REPORT**  
**2012-2013**



**IAG Company Limited**



## 56th Annual Report 2012–2013

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#### **Board of Directors :**

Mr. V. Joshi – *Wholetime Director*  
Mr. R. Dosi – *Wholetime Director*  
Mr. N. Champati – *Wholetime Director*  
Mr. S. K. Biswas – *Non Executive Director*  
Mr. V. Jalan – *Non Executive Director*  
Mr. H. Banerji – *Non Executive Director*

#### **Bankers :**

State Bank of India  
Punjab National Bank

#### **Auditors :**

D. Basu & Co.  
*Chartered Accountants*

#### **Solicitors & Advocates :**

Orr, Dignam & Co.

#### **Registered Office :**

3, Hungerford Street, Kolkata - 700 017  
Phone : 033-2290 1940  
Fax : 033-2212 3313  
E-mail : [info@iagcompany.in](mailto:info@iagcompany.in)  
[cs@iagcompany.in](mailto:cs@iagcompany.in)

#### **Factory :**

Bhurkunda, P.O. Bhadaninagar  
Dist. Ramgarh, Jharkhand



## **CHAIRMAN'S STATEMENT**

Dear Shareholders,

On behalf of the Board of Directors, I extend warm greetings to all of you at the 56th Annual General Meeting for 2013 of your company and have pleasure in placing the Annual Report and Audited Statement of Accounts for the year ended 31st March, 2013 in order to share with you the financial highlights and performance of your Company.

During the year under review both the furnaces of the Company has been lying closed and there has been complete suspension of Company's commercial and industrial activities. However the management is making all efforts to start its commercial and industrial activities. Your directors are hopeful for the bright future of the Company in the Years to come.

On behalf of the Board of Directors, I take this opportunity to thank all our shareholders for their confidence and faith in the company, our customers, vendors, banks and financial institutions for their continued co-operation and support. I am also thankful to all our employees for their co-operation and consistent performance.

Over the next decade IAG Company has committed itself to attaining global scale with optimum output and a strong regional presence. This strategic move is to become a significant glass producer in the industry which reflects the new mindset of the Company.

With warm Regards

**RAKESH DOSI**



**NOTICE TO THE SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN THAT** the 56th Annual General Meeting of the members of IAG Company Limited will be held on 30th September, 2013 (Monday) at 11:00 AM at 4th Floor, 30 C.R. Avenue, Kolkata-700 012 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Accounts together with the Reports of Directors and Auditors thereon for the year ended 31st March, 2013.
2. To appoint Director in place of those retiring by rotation and eligible for re-appointment.
3. To appoint M/S D. Basu & Co., Chartered Accountants as Auditors of the Company 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 modifications the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of the Companies Act, 1956 and subject to the approval of the Registrar of Companies, Members of the Company hereby accord their approval for changing the name of the Company from **IAG COMPANY LIMITED** to **IAG GLASS COMPANY LIMITED**".

**"FURTHER RESOLVED THAT** Shri Vijay Joshi, Director of the Company be and is hereby authorized to file necessary forms in the MCA-21 portal and to do all such things, deeds, acts and to take all necessary steps as may be required in this regard".

5. To consider and if thought fit, to pass with or without modifications the following resolution as a Special Resolution:

**"RESOLVED THAT** upon the change of name of the Company becoming effective, the name "IAG Company Limited" wherever it occurs in the Memorandum and Articles of Association be substituted by the name "IAG Glass Company Limited".

6. To consider and if thought fit, to pass with or without modifications the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of section 294 and other applicable provisions if any of the Companies Act, 1956 & subject to the approval of the Central government, the company hereby approves appointment of MSJ Chemicals World Wide Limited as the sole selling agent of the company for a period of 2 years with effect from 7th October 2013 on the terms and conditions contained in the draft agreement submitted to this meeting with such modification as may be approved by the Central Government and agreed between the Board of Directors and the Sole selling Agent."

**"FURTHER RESOLVED THAT** the Board of Directors be and is hereby authorized to take all necessary steps for the purpose of appointing the sole selling Agent."

Registered Office :  
3, Hungerford Street  
Kolkata-700017

Dated : 7th September, 2013

By the order of the Board

**R. Dosi**  
Director



**Notes :**

- ✦ A member entitled to attend and vote at the meeting is entitled to appoint proxy to attend and to vote instead of himself and a proxy need not be a member of the Company.
- ✦ The Instrument appointing a proxy should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- ✦ Members are requested to notify to the Company change of their addresses, if any.
- ✦ Members desirous of making a nomination in respect of their shareholdings in the Company, as permitted under Section 109A of the Companies Act, 1956 are requested to submit prescribed Form 2B for this purpose to the Company.
- ✦ Members are requested to bring their copies of Annual Reports as no extra copies will be distributed at the meeting.
- ✦ CB Management Services(P) Ltd., P-22, Bondel Road, Kolkata 700019 has been functioning as common agent for transfer of Shares both physical and depository modes.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2)**

**Item no. 4 & 5**

The main object of the Company is manufacturer of different kind of glasses. The existing name does not reflect the main business activities of the Memorandum of Association, so it is proposed to change the name of the company.

The Board of Directors, therefore, recommends that the name of the Company be change to IAG Glass Company Limited. The Registrar of Companies, Kolkata has , by its letter dated 08/08/2013, confirmed availability of the name IAG Glass Company Limited.

The change in the name of the Company can be effected by a Special Resolution and will require the approval of the Registrar of Companies under Section 21 of the Companies Act, 1956.

After the Registrar of Companies approves change in name, it will be necessary to substitute the name of the Company wherever it occurs in the Memorandum and Articles of Association and other documents of the Company.

Upon the change of name being approved by the Registrar of Companies, the Company proposes to send stickers bearing the new name to the shareholders holding share certificates in physical form, so that the same can be affixed on the existing share certificates. The stickers will also be affixed on the share certificates as and when they come into possession of the Company in order to effect the required change of name. The existing share certificates will continue to be accepted for all purposes as indicating entitlement to shares of the Company.

*None of the Directors of the Company is interested in the passing of the Special Resolution set out in item Nos. 4 & 5 of the Notice convening the Meeting.*



Item no. 6

At the Board of Directors Meeting held on 7th September 2013, the directors proposed to appoint MSJ Chemicals World Wide Limited as the sole selling agent for a period of 2 years from 7th October, 2013 on the terms and conditions contained in the draft agreement submitted to this meeting with such modification as may be approved by the Central Government and agreed between the Board of Directors and the Sole selling Agent.

The Company is dealing in glass materials. However the production of the company had not been going on smoothly for the last few years due to some reasons. In order to increase its production and sales, the company has proposed to appoint MSJ Chemicals World Wide Limited as the sole selling agent. This would help the company to accustom the prospective customers with its product & thus help in increasing the mass sales.

Further, section 294 of the Companies Act, 1956 provides that no Company shall appoint any individual, firm or body corporate as sole selling agent unless such appointment has been previously approved by the Central Government. Accordingly, approval of the Company as well as the Central Government is being sought.

None of the Directors of the Company is concerned or interested in the above resolutions.

Registered Office :  
3, Hungerford Street  
Kolkata-700017  
Dated : 7th September, 2013

By the order of the Board

R. Dosi  
Director

**DIRECTORS' REPORT TO THE MEMBERS**

The Directors have pleasure in presenting their Annual Report together with the Audited Accounts for the year ended 31st March, 2013.

**FINANCIAL HIGHLIGHTS:**

|                                                              | <i>Round off to nearest Rs./Lakhs</i>                          |                                                                 |
|--------------------------------------------------------------|----------------------------------------------------------------|-----------------------------------------------------------------|
|                                                              | <b>Current Year<br/>(12 months period)<br/>ended 31.3.2013</b> | <b>Previous year<br/>(12 months period)<br/>ended 31.3.2012</b> |
| Income [Sales]                                               | 7                                                              | 2                                                               |
| Profit (Loss) before depreciation and                        |                                                                |                                                                 |
| Write back of liabilities & provisions                       | (1110)                                                         | (817)                                                           |
| Depreciation                                                 | —                                                              | —                                                               |
| Liabilities and Provisions no longer required written back   | —                                                              | —                                                               |
| Prior period adjustment                                      | —                                                              | (76)                                                            |
| Waiver of unsecured loan                                     | —                                                              | 200                                                             |
| Profit/(Loss) before taxation                                | (1110)                                                         | (693)                                                           |
| Deferred Tax Asset (Net)                                     | —                                                              | —                                                               |
| Balance brought forward from previous year                   | (2688)                                                         | (1995)                                                          |
| Profit/(Loss) : Carried to Reserve and Surplus/Balance Sheet | (3799)                                                         | (2688)                                                          |

**OPERATIONS AND PROSPECTS**

During the year under review your Company has registered a total loss of Rs. 3799 Lakhs. Both the furnaces of the Company has been lying closed during the year and there has been complete suspension of Company's commercial and industrial activities. However the management is making all efforts to start the production within short period of time. Your directors are hopeful for the bright future of the Company in the years to come.

**DIVIDEND**

In view of the loss sustained in the year under review the Directors regret that they are unable to recommend any dividend.

**COMMENT ON AUDITORS' QUALIFIED OPINION**

As regards Auditors' comments in their Report on financial results for the year Company's submissions have been given as under :

**Regarding Comment No. (a)**

*Due to closure of the factory and no person in the secretarial department it was not possible to publish the unaudited financial results within the prescribed time limit.*



**Regarding Comment No. (b)**

Yes, both the furnaces of the Company are closed and the Company is striving hard to start its production.

**Regarding Comment No. (c)**

All the fixed assets and inventories are intact in the plant and the company is properly up keeping and maintaining it in a running condition.

**Regarding Comment No. (d)**

Balance of the unsecured loan will be converted into preference shares as soon as the plant starts.

**Regarding Comment No. (e)**

Employees Group Gratuity Policy with LIC of India will be renewed when the production starts and when the company is in financial stability. Loan taken from the Gratuity Fund will be repaid when funds will generate.

**Regarding Comment No. (m)**

The recommendations and suggestions are noted by the directors.

**Regarding Comment on Annexure to para (1)(vii)**

Internal audit could not be conducted because of the closure of the factory. It will be taken up shortly.

**Regarding Comment on Annexure to para(1)(ix)**

In view of revenue generation being Zero there has been acute shortage of funds to pay the dues on time. However the management is taking efforts to makeup the dues as early as possible.

**CORPORATE GOVERNANCE**

The details of Corporate Governance as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges are given in Annexure forming part of the report.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO**

Information pursuant to Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of the Directors) Rules 1988 is annexed hereto forming part of the report.

**RELATED PARTY TRANSACTIONS**

A statement of related party transactions pursuant to Accounting standard 18 is given in Note 31 of the Accounts.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 217(2AA) of the Companies Act, 1956, the Directors' hereby confirm that :

1. In preparation of Annual Accounts for the financial year ended 31st March, 2013, applicable accounting standards have been followed along with proper explanation relating to material departures.





## **IAG COMPANY LIMITED**

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2. Appropriate Accounting Policies have been selected consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2013 and of the profits and loss for the period from 1st April 2012 to 31st March 2013.
3. 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.
4. The Annual Accounts for the financial year ended 31st March, 2013 have been prepared on a going concern basis.

### **PARTICULARS OF EMPLOYEES**

No Employee of the Company was in receipt of remuneration exceeding the limits prescribed under section 217(2A) of the Act read with the Companies(Particulars of Employees) Rules, 1975.

### **DIRECTORS**

Mr. Vijay Joshi, Wholetime Director, retires by rotation and being eligible for re-appointment.

### **AUDITORS**

M/s. D. Basu & Co., Chartered Accountants retire and are eligible for reappointment.

### **PERSONNEL**

There has been complete suspension of Company's Industrial activities.

### **APPRECIATION**

The Board wishes to place on records its sincere appreciation for the continued assistance and support extended to the Company by its Customers , Bankers, Vendors, Government Authorities and Employees.

Your directors acknowledge with gratitude the encouragement and support extended by our valued Shareholders.

Registered Office :

3, Hungerford Street

Kolkata-700017

Dated : 7th September, 2013

On behalf of the Board of Directors

**R. Dosi**

*Director*



# IAG COMPANY LIMITED

INFORMATION UNDER SECTION 217(1)(e) OF THE COMPANIES ACT, 1956 READ WITH THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES, 1988 AND FORMING PART OF THE DIRECTORS, REPORT FOR THE PERIOD ENDED 31st MARCH, 2013.

|                                                                                     | As at<br>31st March, 2013 | As at<br>31st March, 2012 |
|-------------------------------------------------------------------------------------|---------------------------|---------------------------|
| <b>Conservation of Energy:</b>                                                      |                           |                           |
| <b>Power &amp; Fuel Consumption</b>                                                 |                           |                           |
| 1. <b>Electricity:</b>                                                              |                           |                           |
| Purchased (33 KV for Industrial)                                                    |                           |                           |
| Unit                                                                                | -                         | -                         |
| Total Amount (Rs. In Lakhs)                                                         | -                         | -                         |
| Rate/Unit (Rs.)                                                                     | -                         | -                         |
| Purchased (11 KV for Domestic)                                                      |                           |                           |
| Unit                                                                                | -                         | -                         |
| Total Amount (Rs. In Lakhs)                                                         | -                         | -                         |
| Rate/Unit (Rs.)                                                                     | -                         | -                         |
| Arrear Payment in installment with DPS                                              |                           |                           |
| Installment (Rs. In Lakhs)                                                          | -                         | -                         |
| DPS (Rs. In Lakhs)                                                                  | -                         | -                         |
| Own Generation through                                                              |                           |                           |
| Diesel Generator (For production)                                                   |                           |                           |
| Unit (KWH)                                                                          | -                         | -                         |
| KWH/LTR of Diesel Oil (KL)                                                          | -                         | -                         |
| Cost/Unit (Rs.)                                                                     | -                         | -                         |
| Diesel Generator (For project)                                                      |                           |                           |
| Unit (KWH)                                                                          | -                         | -                         |
| KWH/LTR of Diesel Oil                                                               | -                         | -                         |
| Cost/Unit (Rs.)                                                                     | -                         | -                         |
| 2. <b>Coal:</b>                                                                     | <u>FURNANCE - I</u>       | <u>FURNANCE - II</u>      |
| Quantity (MT)                                                                       | -                         | -                         |
| Total Cost (Rs. In Lakhs)                                                           | -                         | -                         |
| Average Rate / MT (Rs.)                                                             | -                         | -                         |
| 3. <b>Furnace Oil:</b>                                                              | <u>FURNANCE - I</u>       | <u>FURNANCE - II</u>      |
| Quantity (MT)                                                                       | -                         | -                         |
| Total Cost (Rs. In Lakhs)                                                           | -                         | -                         |
| Average Rate / MT (Gross) (Rs.)                                                     | -                         | -                         |
| Average Rate / KL (Net of Modvat) (Rs.)                                             | -                         | -                         |
| 4. <b>LPG:</b>                                                                      | <u>FURNANCE - I</u>       | <u>FURNANCE - II</u>      |
| Quantity (MT)                                                                       | -                         | -                         |
| Total Cost (Rs. In Lakhs)                                                           | -                         | -                         |
| Average Rate / MT (Gross) (Rs.)                                                     | -                         | -                         |
| Average Rate / MT (Net of Modvat) (Rs.)                                             | -                         | -                         |
| 5. <b>Consumption persq. mtr. of production of Company's products on 2m/m basis</b> | <u>FURNANCE - I</u>       | <u>FURNANCE - II</u>      |
| Production                                                                          | -                         | -                         |
| Coal (MT)                                                                           | -                         | -                         |
| LPG (MT)                                                                            | -                         | -                         |
| Furnace Oil (KL)                                                                    | -                         | -                         |
| Electricity                                                                         | -                         | -                         |

## RESEARCH AND DEVELOPMENT AND TECHNOLOGY ABSORPTION:

There was no expense regarding Research and Development and Technology Absorption during the year ended 31st March, 2013.

On Behalf of the Board of Directors

Kolkata  
Date: 7th September, 2013

R. Dosi  
Director