



LA OPALA RG LIMITED



LA OPALA RG LIMITED

- BOARD OF DIRECTORS
- CHAIRMAN
A. C. Chakrabortti
- MANAGING DIRECTOR
Sushil Jhunjhunwala
- DEPUTY MANAING DIRECTOR
Ajit Jhunjhunwala
- DIRECTORS
P. N. Roy
G. Narayana
Shakir Ali
- GENERAL MANAGER FINANCE & SECRETARY
Alok Pandey
- AUDITORS
Rajneesh Agarwal & Co.
- BANKERS
State Bank of India
HDFC Bank Limited
- REGISTRAR & SHARE TRANSFER AGENT
Computech International Ltd.
77/2A Hazra Road
Kolkata-700 029
- REGISTERED OFFICE
"Chitrakoot" (10th Floor)
230A, A. J. C. Bose Road
Kolkata-700 020
- WORKS
Madhupur
Deoghar
Jharkhand

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NOTICE

NOTICE is hereby given that 16th Annual General Meeting of the Company will be held at Kala Kunj, 48, Shakespeare Sarani, Kolkata 700 017 on Friday the 5th September, 2003 at 11.30 A.M. to transact the following business:

AS ORDINARY BUSINESS

1. To receive, consider and adopt Directors' Report and Auditors' Report and audited statement of accounts for the year ended 31st March 2003.
2. To declare dividend for the year ended 31st March, 2003.
3. To appoint a Director in place of Shri Shakir Ali who retires by rotation and being eligible offers himself for reappointment.
4. To appoint a Director in place of Shri A. C. Chakrabortti who retires by rotation and being eligible offers himself for reappointment.
5. To appoint Auditors and fix their remuneration.

AS SPECIAL BUSINESS

6. As Ordinary Resolution:

To consider and if thought fit, to pass with or without modifications, the following resolution:

"RESOLVED THAT pursuant to sections 198, 269 and 309 read with Schedule XIII and all other applicable provisions of the Companies Act 1956 the commission clause as mentioned in the remuneration payable to Sri Sushil Jhunjhunwala, Managing Director be and is hereby modified by deleting the word "but not exceeding 24 months of his salary" to read as may be decided by the Board of Directors within the overall ceiling stipulated as per the provisions of the Companies Act 1956."

7. As Ordinary Resolution:

To consider and if thought fit, to pass with or without modifications, the following resolution:

"RESOLVED THAT pursuant to sections 198, 269 and 309 read with Schedule XIII and all other applicable provisions of the Companies Act 1956 the commission clause as mentioned in the remuneration payable to Sri Ajit Jhunjhunwala, Dy. Managing Director be and is hereby modified by deleting the word "but not exceeding 24 months of his salary" to read as may be decided by the Board of Directors within the overall ceiling stipulated as per the provisions of the Companies Act 1956."

By Order of the Board

ALOK PANDEY

G.M. Finance & Secretary

Place: Kolkata

Date: 21st June, 2003

- Notes:
1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
 2. Proxies in order to be effective, must be lodged at the Company's Registered Office not less than 48 hours before the commencement of the Meeting.
 3. The Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 regarding the Special Business contained in the notice is annexed.
 4. The Register of Members and Share Transfer Books of the Company will remain closed from 28th August, 2003 to 5th September, 2003 (both days inclusive).
 5. Dividend that may be declared by the company will be paid to those members whose names will appear on Register of Members of the Company or to their mandatees on 28th August, 2003.
 6. Members are requested to bring their copy of Annual Report to the Meeting.
 7. Shareholders requiring any information regarding accounts are requested to write to the company in advance so that the relevant information can be furnished by the Company.
 8. Members of the company are requested to intimate immediately to the Registered Office of the company about the change of address, if any.
 9. Members/proxies are requested to bring the Attendance slip duly filled in and hand it over at the entrance of the Meeting hall.
 10. Reappointment of Directors

Sri Shakir Ali was appointed as a Director on 11th June 1987. He is an Advocate and reputed Labour Advisor. Currently he is also a Director of M/s Eri-tech Limited.

Sri A C Chakraborti was appointed as Director on 29th October, 1994. He is a reputed Chartered Accountant with wide experience in the field of Audit and Management Consultancy. Currently he is also a Director in M/s Peerless Hospitex Hospital & Research Centre Ltd., M/s GIS Ltd., M/s Binani Industries Ltd, M/s Tamilnadu Petroproducts Ltd, M/s Ashok Leyland Finance Ltd, M/s Jagsonpal Pharmaceuticals Ltd, M/s Grindwell Norton Ltd, M/s Rasoi Industries Ltd, M/s Texmaco Ltd, M/s Peerless General Finance & Investment Company Ltd, M/s Calcutta Metropolitan Group Ltd, M/s Chandras' Chemical Enterprise Ltd, M/s First India Asset Management Ltd, M/s Denso India Ltd, M/s Madhya Pradesh Madhya Kshetra Vidyut Vitaran Company Ltd. He is also the Chairman of the Audit Committee of M/s Tamilnadu Petroproducts Ltd, M/s Ashok Leyland Finance Ltd, M/s Peerless General Finance & Investment Company Ltd, M/s Denso India Ltd and M/s Grindwell Norton Ltd and the member of Audit Committee of M/s Texmaco Ltd, M/s Binani Industries Ltd, M/s Jagsonpal Pharmaceuticals Ltd and M/s GIS Ltd.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. (6)

In the 12th Annual General Meeting held on 14th August 1999 the shareholders approved the appointment and the terms of remuneration of Mr Sushil Jhunjunwala as Managing Director for a period of 5(five) years with effect from 1st October 1999 which was further modified in the 13th Annual General Meeting.

The Board of Directors in their meeting held on 21st June 2003, subject to the approval of the members, unanimously approved the modification of the commission clause as contained in the remuneration payable to Mr Sushil Jhunjunwala, Managing Director, so that the commission can be paid as decided by the Board within the overall ceiling stipulated as per the provisions of the Companies Act 1956 without having any restriction regarding 24 months of basic salary.

Excepting Mr Sushil Jhunjunwala and Mr Ajit Jhunjunwala no other Director is interested in the resolution.

**Item No. (7)**

In the 15th Annual General Meeting held on 21st August 2002 the shareholders approved the appointment and the terms of remuneration of Mr Ajit Jhunhunwala as Dy. Managing Director for a period of 5(five) years with effect from 1st October 2002.

The Board of Directors in their meeting held on 21st June 2003, subject to the approval of the members, unanimously approved the modification of the commission clause as contained in the remuneration payable to Mr Ajit Jhunhunwala, Dy. Managing Director, so that the commission can be paid as decided by the Board within the overall ceiling stipulated as per the provisions of the Companies Act 1956 without having any restriction regarding 24 months of basic salary.

Excepting Mr Sushil Jhunhunwala and Mr Ajit Jhunhunwala no other Director is interested in the resolution.

Place : Kolkata
Date : 21st June, 2003

By Order of the Board
ALOK PANDEY
G.M. Finance & Secretary



DIRECTORS' REPORT to the Members

Your Directors have pleasure in presenting the 16th Annual Report together with the Audited Accounts of the Company for the financial year ended 31st March 2003.

PERFORMANCE OF COMPANY

The turnover of the company has increased despite difficult market scenario and stagnant consumer demand. The profit before tax also increased from Rs. 142.72 lakhs to Rs. 287.24 lakhs during the period under review. This has been possible due to cost control, change of product mix, improved productivity and intensive marketing efforts both in domestic and export fronts.

The summarised results of the current year's performance are given hereunder :

Sl. No.	Particulars	Rs. in lacs	Rs. in lacs
		Year ended 31st March 2003	Year ended 31st March 2002
1.	Net Sales/Income from operations	3470.96	2880.35
2.	Other Income	85.17	151.70
3.	Total expenses before interest and depreciation	3154.84	2765.67
4.	Interest	17.87	11.08
5.	Gross profit after interest but before depreciation	383.42	255.30
6.	Depreciation	96.18	112.58
7.	Profit before taxation	287.24	142.72
8.	Tax Expenses	82.00	27.77
9.	Net profit	205.24	114.95
10.	Tax Provision for earlier year	5.31	(11.40)
11.	Prior period adjustment	1.24	6.03
12.	Surplus available	211.79	109.58
13.	Dividend	79.48	66.23
14.	Tax on Dividend	10.18	-
15.	Transferred to General Reserve	20.00	5.00
16.	Balance as per last year	418.29	379.94
17.	Balance carried to Balance Sheet	520.42	418.29

DIVIDEND

Your Directors are pleased to propose the payment of Dividend @ 15% for your approval for the year ended 31st March 2003.

CORPORATE GOVERNANCE

Your company has implemented in full the code of Corporate Governance as per Listing Agreement with Stock Exchanges. Pursuant to Clause 49 of the Listing Agreement Management Discussion and Analysis, Corporate Governance Report and the Auditors' Certificate regarding compliance of the same are part of this Annual Report.

RESPONSIBILITY STATEMENT

- (i) Your Directors confirm that in preparation of the accounts the applicable accounting standards have been followed.
- (ii) Your Directors have selected such accounting policies and applied them consistently and made judgements and estimates that were 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 the year under review.
- (iii) That the Directors have taken proper and sufficient care 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) That the Directors have prepared the accounts for the financial year ended 31st March, 2003 on a 'going concern' basis.

AUDITORS

M/s Rajneesh Agarwal & Co., retire and are eligible for re-appointment. As per proviso to Section 224(1) of the Companies Act, 1956, a written certificate has been obtained by the Company from the Auditors stating that if they are re-appointed Auditors of the Company, such re-appointment would be within the limits specified in Section 224(1B) of the Companies Act, 1956.

COMMENTS ON AUDITORS' REPORT

The Report of the Auditors read with the Notes on Accounts is self-explanatory and needs no further clarification.

DIRECTORS

Mr Shakir Ali and Mr A C Chakraborti are retiring from the office of the Directors by rotation and being eligible offer themselves for re-appointment.

Mr G Radhakrishna resigned from the Board of Directors on 4th April 2003. The Directors record their sincere appreciation for the services rendered by him during his tenure.

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

In accordance with the requirement of 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, the particulars with respect to conservation of energy and technology absorption and foreign exchange earnings and outgo are given in Annexure 'A' forming part of this report.

PARTICULARS OF EMPLOYEES

The company has no employee employed during the year or part of the year in receipt of remuneration in excess of the sum prescribed under Section 217(2A) of the Companies Act, 1956.

ACKNOWLEDGEMENT

The Directors express their grateful appreciation for the assistance and cooperation extended by Banks, various Government and other agencies, Shareholders and the suppliers and solicit their continued support. Your Directors also wish to place on record their deep sense of appreciation for the devoted services of the Executives, Staff and Workers of the Company for its success.

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ANNEXURE 'A' TO DIRECTORS' REPORT FOR THE YEAR ENDED MARCH 31, 2003

LA OPALA

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

Section 217(1)(e) of the Companies Act, 1956.

The Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988.

		2002 -2003		2001-2002	
		OPAL	CRYSTAL	OPAL	CRYSTAL
A.	Conservation of Energy				
1	ELECTRICITY				
	(a) Purchased				
	Unit: KWH	2431260	531418	2467549	419648
	Total amount (Rs. Lakhs)	120.53	27.49	136.64	24.06
	Rate/Unit (Rs.)	4.96	5.17	5.53	5.73
	(b) Own Generation				
	Through Diesel Generator				
	Unit: KWH	1329470	420475	912085	134625
	Unit/Litre of diesel oil	3.14	3.45	3.10	3.34
	Cost/Unit (Rs.)	5.44	4.95	5.41	4.62
2	FURNACE OIL				
	Quantity				
	Unit : Litre	2422065	291585	2022520	149415
	Total Cost (Rs. Lakhs)	292.85	37.26	202.46	15.61
	Cost/Unit (Rs.)	12.09	12.78	10.01	10.45
3	LDO				
	Quantity				
	Unit : Litre	822603	297626	679887	154538
	Total Cost (Rs. Lakhs)	130.67	46.72	99.05	22.39
	Cost/Unit (Rs.)	15.89	15.70	14.57	14.49
4	OTHERS				
	HSD Etc.				
	Quantity				
	Unit : Ltrs.	172411	1400	270000	4305
	Total Cost (Rs. Lakhs)	29.48	0.23	42.51	0.66
	Cost/Unit (Rs.)	17.10	16.73	15.74	15.44
5	CONSUMPTION PER UNIT OF PRODUCTION				
	Unit				
	Electricity: KWH	0.33	0.97	0.34	1.82
	Furnace Oil: Litre	0.21	0.30	0.20	0.49
	LDO: Litre	0.07	0.30	0.07	0.51

B. Technology Absorption

1 Research & Development

Continuous research is being made to improve the quality of the product.

2 Technology Absorption, Adaptation and Innovation

OPALWARE

Technology of manufacturing OPALWARE was imported from South Korea and the details as required are given below :

- | | | |
|---------------------------------------|---|---|
| a. Technology imported | : | HOSAN GLASS CO. LTD.
C.P.O. BOX 4399, SEOUL, KOREA |
| b. Year of Import | : | 1987 |
| c. Has technology been fully absorbed | : | Yes |

CRYSTALWARE

For CRYSTALWARE the Technology Licence Agreement has been entered with Doosan Glass Co. Ltd. The details of imported technology is given as under:

- | | | |
|---------------------------------------|---|---|
| a. Technology imported | : | DOOSAN GLASS CO. LTD
105-7 NONHYUN-DONG
KANGNON-KU
SEOUL - 135 - 714 KOREA |
| b. Year of Import | : | 1994 - 95 |
| c. Has technology been fully absorbed | : | Yes. |

C. Foreign Exchange Earnings & Outgo

Particulars with regard to Foreign Exchange Earnings and Outgo appear in Schedule 15 to the accounts.

