13TH
ANNUAL REPORT

2001-2002

RAMA VISION LIMITED

Board of Directors

Chairman
Sh. Alok Kumar, IAS (HILTRON Nominee)

Directors
Shri Sudarshan Lal Baluja
Dr. S. Krishnamurthy
Shri S.S.L. Gupta
Shri Anoop Chandra Pandey, IAS (HILTRON Nominee)
Shri J.B. Sarkar (IFCI Nominee)

Managing Director
Shri Satish Jain

Company Secretary
Shri Raj Kumar Sehgal

Auditors
M/s. B.K. Shroff & Co.
Chartered Accountants,
3/7-B, Asaf Ali Road,
New Delhi 110 002

Bankers
Canara Bank
Bank of Baroda

Registered Office & Works
2 Km., Kichha Rudrapur Road,
Kichha-263148
Distt. Udham Singh Nagar (Uttaranchal)
Tel. No.: 05944-64298, 64263

Corporate Office
303-304, Rattan Jyoti,
18, Rajendra Place,
New Delhi-110 008
Tel. No.: 5702571, 72, 73, 74
Fax No.: 91-11-5738278
E-mail : rvlp@vsnl.com

Registrar & Transfer Agent
Shiva Services Ltd.
D-110, Kamla Nagar,
Delhi 110 007
Tel.: 3915034, 3909158

NOTICE

To the Members

NOTICE is hereby given that the [illegible] Annual General Meeting of the Members of [illegible] Limited will be held on [illegible] the [illegible] September 2002 at 12.00 noon at the Regd. Office of the Company at [illegible] to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2002 and the Profit & Loss Account for the year ended on that date and the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. [illegible] who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors 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 an Ordinary Resolution:

   "RESOLVED THAT Mr. [illegible] Kumar, who was appointed as an Additional Director of the Company w.e.f. [illegible] April 2002 and holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

   "RESOLVED THAT subject to such approvals, permissions and sanctions as may be required from any authority and subject to all other provisions of the Companies Act, 1956, guidelines, rules etc. framed by SEBI and prevailing, the Equity Shares of the Company be delisted from Calcutta and Ahmedabad Stock Exchanges.

   FURTHER RESOLVED THAT the Board of Directors or a Committee of Directors be and are hereby authorised to apply to said Stock Exchanges/SEBI and to take all the required steps in terms of guidelines [illegible] by SEBI for voluntary delisting of the Equity Shares of the Company from the above said Stock Exchanges and to do all such acts, deeds and things as may be required by the relevant competent authority for and on behalf of the Board."

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

   "RESOLVED THAT pursuant to provisions of Section 31 and other applicable provisions of the Companies Act, the Articles of Association of the Company be and are hereby altered in the manner set out hereunder:

   i. Existing Article 4 shall be replaced by the following under the heading "BUY BACK OF SECURITIES":

      The Company is permitted to buy back its securities, including shares, in accordance with the provisions of Sections 77A, 77AA and 77B and other applicable provisions, if any, of the Act (including any future amendments or re-enactment) and as per the rules and procedures prescribed therein and in compliance with the prevailing regulatory provisions and guidelines.

   ii. After Article 58, the following new Article 58A be and is inserted under the heading "PASSING OF RESOLUTION BY POSTAL BALLOT":

      58A. Notwithstanding anything contained in the Articles, the Company may pass resolution by means of postal ballot and/or other ways as may be prescribed under Section 192A and/or applicable provisions, if any, of the Act [illegible] in respect of any business that can be transacted by the Company in general meeting, [illegible]. Further, in the case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by postal ballot and/or other ways as may be prescribed, the Company shall get

[illegible]

Place : New Delhi
Dated : [illegible] 2002

Registered Office :
[illegible] Road,
[illegible] Uttar Pradesh
[illegible]

By order of the Board
For [illegible] LIMITED

RAJ KUMAR [illegible]
GEN. MGR. (LEGAL)
& COMPANY SECRETARY

NOTES

1. [illegible]

- The [illegible] Register of Members [illegible]

The [illegible] Companies Act, 1956 [illegible]

- Register of Members and Share Transfer Books will remain closed from [illegible] September 2002 (both days inclusive).

Members are requested to :

a) Quote [illegible] in all correspondence with the Company.

b) Please notify change [illegible] in your Registered Address alongwith Pin Code Number, to the Registrar and Share Transfer Agents of the Company.

Members [illegible] are requested to write to the Company Secretary at Corporate Office [illegible] Rajendra Place, New Delhi 110008 [illegible]

- Members are requested to bring their copy of the Annual Report to the meeting as spare copies will not be available [illegible]

2. APPOINTMENT/RE-APPOINTMENT OF DIRECTORS.

At the ensuing Annual General Meeting, Sh. Satish Jain [illegible] retire by rotation and being eligible offers himself for re-appointment and Sh. [illegible] Kumar, IAS is proposed to be appointed as a Director [illegible] by rotation. The information [illegible] required to be furnished about the aforesaid Directors as per the Listing Agreement are as follows :

(a) SH. SATISH JAIN:-

Sh. Satish Jain, Managing Director of the Company, is a Technocrat, done his graduation in Production Engineering and having rich experience of [illegible] Holding a Managing Director of M/S [illegible] Limited, a Company manufacturing [illegible] Paper and Paper Board [illegible] He is also having a directorship in [illegible] Ltd., [illegible] Ltd. and [illegible] Pvt. Ltd.

(b) SH. ALOK KUMAR:-

Sh. Alok Kumar, IAS, [illegible] Managing Director of [illegible] Limited (A [illegible] Undertaking).

"ANNEXURE TO NOTICE"

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

[illegible] Sh. Alok Kumar, IAS [illegible] Director [illegible] the Company [illegible] Additional Director [illegible] upto the [illegible] of the [illegible] Annual General Meeting of the Company. The [illegible] then [illegible] at the forthcoming Annual General Meeting. The Company has however, received notice under Section 257 of the Companies Act, 1956 from one member signifying his intention to propose at the forthcoming Annual General Meeting the name of Sh. Alok Kumar for appointment as Director of the Company, liable to retire by rotation.

None of the Directors except Sh. [illegible] is concerned or interested in the said resolution.

ITEM NO. 5: The Company's Equity Shares are listed on [illegible] Stock Exchanges i.e. [illegible] Stock Exchange (Regional Stock Exchange), The Stock Exchange, Mumbai, Delhi Stock Exchange, The Stock Exchange, Ahmedabad and Calcutta Stock Exchange.

The reasons for delisting the Company's equity shares from Ahmedabad & Calcutta Stock Exchange(s) are as follows:

1) Due to accumulated losses, the net worth of the Company was fully eroded and as such the Company has become a Sick Industrial Company in terms of Sick Industrial Companies (Special Provisions) Act, 1985 and therefore, a reference has been made to the Board for Industrial & Financial Reconstruction (BIFR). BIFR vide its order dated [illegible] 2001 has declared the company a Sick Industrial Company.

2) The frequency of trading of the Company's shares on these Stock Exchanges is very low / no trading at all for the last so many years and there are not many share holders in the Region of Ahmedabad & Calcutta Stock Exchanges. [illegible] trading has been [illegible] in the Equity Shares [illegible] of concerned region, as the company will continue to be listed at regional as well as the Mumbai Stock Exchange(s).

The Managing Director and his associates (Promoters) are willing to buy the equity shares from the holders of the region of the aforesaid stock exchanges, if offered at a price to be decided as per SEBI Voluntary delisting norms.

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

ITEM NO. 6: Some Amendments were made in the Companies (Amendment) Act, 1999 and section 77A, 77AA & 77B were inserted w.e.f. 31.10.1998, with regard to power of the Company to purchase its own securities. However, as per Article 9 of the Articles of Association of the Company, the Company has no right to buy back its shares. Hence, Your Directors propose to replace the existing Article 9 with the new clause 9 as mentioned in the Resolution as contained herein, all of the matter, so as to authorise the Company to buy back its securities as and when deemed fit.

Further an amendment was made in the Companies Act, 1956 w.e.f. 13.09.2001 and a new section was inserted with regard to Passing of Resolution by Postal Ballot in General Meeting and as per which prescribed items instead of passing the same in the General Meeting by listed Company. Further, such Company is also bound to pass the resolution in the manner specified by the Central Government by means of postal ballot and for other items as may be prescribed by the Central Government from time to time. However, the present Articles of Association of the Company do not have any provision authorising passing of resolutions by postal ballot.

In view of the above it is proposed to insert new Article 9A in the Articles of Association by altering them in the manner as stipulated in the Resolution as set out at item no. 6(b) of the notice.

Your Directors recommend the resolutions as set out at item no. 6 of the notice for your approval.

None of the Directors of the Company is in any way, concerned or interested in the said resolution. A copy of the Memorandum and Articles of Association of the Company is open for inspection of the Members at the Registered Office of the Company on any working day except Sundays and holidays, between 11.00 a.m. to 1.00 p.m. upto the date of Annual General Meeting.

Place : New Delhi.
Dated : 10th July 2002
Registered Office:
[illegible] Kichha-Rudrapur Road,
Kichha, Distt. Udham Singh Nagar,
UTTARANCHAL - 263 148.

By order of the Board,
For RANA VISION LIMITED

(RAJ KUMAR SEHGAL)
GEN. MGR. (LEGAL)
& COMPANY SECRETARY

DIRECTORS' REPORT

To,
The Members,
[illegible] Vision Ltd.

Your Directors have pleasure in presenting the [illegible] ANNUAL REPORT together with the Audited Statement of Accounts of the Company for the year ended on 31st March 2002.

FINANCIAL RESULTS :

		(Rs. in Lacs)
	2001-2002	2000-2001
Net Sales/Income from Operations (including Excise)	4198.24	4026.71
Other Income	333.95	138.70
Total Expenditure	3642.58	3850.71
PBDIT	592.87	260.17
Gross Profit/(Loss) After interest but before Depreciation and Taxation	66.45	(100.72)
Provision for Depreciation	117.70	118.26
Interest Written Back [illegible]	208.14	232.18
Provision for Taxation	0.07	0.08
Net Profit	97.90	6.68

OPERATIONS :

During the year 2001-02 your Company has produced 6.36 lac nos. of picture tubes as compared to 7.24 lac nos. of picture tubes in the previous year showing decrease in production by 12%. The reduction in production is mainly due to continuing negative growth in Black & White Television Industry. Your Company has been able to register a turnover of Rs. 35.90 Crores for the year 2001-02 as against the turnover of Rs. 40.21 Crores in the previous year, registering a fall of 11%. Although the production and turnover of the Company have gone down but the Company has earned a net profit of Rs. 97.90 Lacs during the year under review as against the net profit of Rs. 6.68 Lacs in the previous year. The improved profitability has been possible due to One Time Settlement (OTS) affected with IDBI [illegible] outstanding dues [illegible] and proper liquidity management. During the year under review your Company has paid all the dues [illegible] also regularly paying to ICICI [illegible] of OTS. Your Company has paid to IDBI a sum of Rs. 83.16 Lacs being the 25% upfront payment. The Company has further requested [illegible] the rescheduling of OTS instalments.

The demand for B/W TV is constantly going down [illegible] the lower demand [illegible] duty and sales tax on B/W TV [illegible] lack of rural electrification etc.

Your Directors are exploring the new markets [illegible] the overall demand of the industry. Recently Govt. of India has announced a package [illegible] electrification of 80000 villages in this plan. [illegible] will generate the demand [illegible] because poor income [illegible] will be able to buy B/W TV [illegible]. Recently your Company [illegible] Japanese Brand.

Your Directors are confident that with these steps, the operations of your Company will improve in the coming years.

REFERENCE TO THE BOARD FOR INDUSTRIAL AND FINANCIAL RECONSTRUCTION (BIFR):

BIFR has declared the Company sick under the provisions of Sick Industrial Companies (Special Provisions) Act, 1985 in the case of [illegible] 2001 and appointed [illegible] Bank as Operating Agency to formulate the Rehabilitation Package to revive the Company. The Rehabilitation Package is still under finalisation by Operating Agency.

QUALITY :

The Board is pleased to inform you that your [illegible] ISO [illegible] 9001 Certificate. Your Company [illegible] Quality [illegible] Control [illegible].

AUDITORS' REPORT

The observations of the Auditors [illegible] do not require any further clarification. [illegible]

FIXED DEPOSITS :

The Company has not accepted [illegible]

STOCK EXCHANGES & LISTING FEES

The Company's shares are listed [illegible] Stock Exchanges. The [illegible] Exchanges [illegible] Calcutta [illegible] for the year 2002-03 [illegible] Stock Exchange.

DELISTING :

The Board has proposed to [illegible] the Equity Shares from Calcutta & Ahmedabad Stock Exchange. The following reasons [illegible]

- [illegible] Sick Industrial Companies (Special Provisions) Act, 1985, [illegible] Board for Industrial & Financial Reconstruction [illegible] 18.02.2003 [illegible] Sick Industrial Company.
- The frequency of [illegible] Stock Exchanges [illegible] shareholders in the region of Ahmedabad & Calcutta [illegible] the Mumbai Stock Exchange.

BOARD OF DIRECTORS:

DIRECTORS OF THE [illegible] nominated Sh. Alok Kumar, IAS as their Director [illegible] in place of Sh. Shamsher Singh, IAS and accordingly he was appointed as an Additional Director pursuant to Section 260 of the Companies Act, 1956 read with Articles 112 and 118 of the Articles of Association of the Company. Sh. Alok Kumar shall hold office as an Additional Director till the conclusion of the forthcoming Annual General Meeting of the Company. It is therefore proposed to appoint him as a regular Director [illegible] by rotation. Board of Directors place on record their sincere appreciation for valuable guidance provided by Sh. Shamsher Singh during his tenure of Directorship.

Sh. [illegible] Director [illegible] retire by rotation at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment.

AUDITORS:

M/s. RK Sharma & Co., Chartered Accountants, the Statutory Auditors of the Company retire at the ensuing Annual General Meeting and are eligible for re-appointment.

PARTICULARS OF EMPLOYEES:

There was no employee [illegible] particulars are required to be given pursuant to Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

MANAGEMENT DISCUSSION AND ANALYSIS

Overview and Industry Structure and Developments:

[illegible] was incorporated in 1985 [illegible] the project of manufacturing Black & White TV Picture Tubes [illegible] capacity of 1.2 million [illegible] supplied [illegible] TOSHIBA, JAPAN. [illegible] the Govt. changed the import policy [illegible] Company [illegible] Rs. 6.75 [illegible] upto 31.03.1993.

[illegible] Black & White T.V. [illegible] demand of Black & White T.V. [illegible] 1996-97 [illegible] equipment [illegible]

Also with effect from April 1997 the demand of Black & White T.V. Picture Tubes has been on a steady decline due to substitution of the demand with Colour TV. [illegible] Black & White T.V. [illegible] Black & White T.V. industry [illegible] of the Company.

OPPORTUNITIES AND THREATS

Opportunities:

[illegible] Black & White T.V. [illegible] Colour T.V. [illegible] Black & White T.V. [illegible] T.V. [illegible]

Threats:

1. **Continuing increase in excise duty/taxes:**

   [illegible] Black & White Picture Tubes and [illegible] Black & White Television [illegible] Black & White T.V. industry.

2. **Falling prices of colour picture tubes and television sets:**

   Continuous fall in the prices of Colour T.V. sets along with the [illegible] shifted the demand from Black & White T.V. to Colour T.V.

3. **Poor infrastructure:**

   Delay in rural electrification, installation of T.V. transmission [illegible] will adversely affect the [illegible]

4. **Unorganised sector:**

   [illegible]

Segment-wise or product-wise performance:

At present Company is having only one segment i.e. manufacturing of Black & White picture tubes [illegible] your Company has [illegible] in February, 2002. The performance of this activity will be [illegible] year only.

Outlook:

Your Company [illegible] 14", 17" and 20" and 14" [illegible] Monitor Tubes. Although [illegible] Black & White T.V. [illegible]

Risks and concerns:

1. [illegible] Black & White [illegible]
2. [illegible] T.V. [illegible]

Internal control systems and their adequacy:

The Company has an adequate system of Internal Control [illegible]. The Internal Control system is supplemented by an extensive programme of internal audits and [illegible] by the Audit Committee [illegible].

Development in HRD:

Looking at the [illegible] of the industry [illegible] employees of the Company. [illegible] the plant [illegible].

Financial performance with respect to operational performance:

Although the product related turnover of your Company [illegible], the Company has earned a net profit of Rs. 91.001 [illegible] in the previous year. The improved profitability [illegible] One Time Settlement [illegible] Financial Institutions.

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 Annexure "A" forming part of this Report. Form 'A' requiring disclosure of Conservation of Energy is not applicable in the case of your Company.

REPORT ON CORPORATE GOVERNANCE:

Pursuant to Clause 49 of the Listing Agreement, a report on the Corporate Governance is given in the Annexure. It shall form part of this Report.

DIRECTORS RESPONSIBILITY STATEMENT:

In terms of section 217(2AA) of the Companies Act, 1956 as amended by Companies (Amendment) Act, 2000 the Company confirms:

i) that in the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.

ii) that the directors had 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.

iii) that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

iv) that the directors had prepared the annual accounts on a going concern basis.

ACKNOWLEDGEMENT:

Your Directors wish to place on record their gratitude for financial assistance and support extended by IFCI, IDBI and ICICI. Your Directors also wish to place on record their sincere thanks to the Canara Bank and Bank of Baroda for granting the working capital limits to the Company. Your Directors also wish to place on record their appreciation to the Shareholders for their continued support.

Your Directors also wish to place on record the support extended and thanks to [illegible] and various Central and State Government Departments for their co-operation extended from time to time. Your Directors also [illegible] for reposing their confidence in the products of the Company.

Last but not the least, your Directors are pleased to place on record their deep appreciation for the loyal, sincere and dedicated efforts made by Executives, Staff and Workers at all levels of the Company.

For and on behalf of the Board of Directors

PLACE : NEW DELHI
DATE : 30th July, 2002

CHAIRMAN OF THE COMPANY

ANNEXURE TO THE DIRECTORS' REPORT

Particulars with respect to Conservation of Energy as required under the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 and forming part of the Directors' Report for the year ended 31st March, 2002.

I. Research & Development (R & D)

a)	Specific areas in which R & D was carried out by the Company	None
b)	Benefits derived as a result of the above R & D	None
c)	Further plan of action The Company will take R & D efforts in the organisation to improve quality, reduce cost and to increase the new range of films beyond technological advantage	
d)	Expenditure on R & D	NIL

II. Technology Absorption, Adaptation & Innovation

a)	Efforts in brief towards technology Absorption, Adaptation and Innovation	NIL
b)	Benefits derived as a result of above efforts	None
c)	Particulars of technology imported during last 5 years	None

III. Foreign Exchange Earnings & Out Go

a) Activities relating to exports and export plans
The Company is making continuous efforts to explore foreign markets for export of Black & White Picture Tubes

		Rs. In Lacs Current Year	Previous Year
b)	Total Foreign Exchange Used & Earned:		
i)	Foreign Exchange Used	45.21	46.84
ii)	Foreign Exchange Earned	19.55	NIL