

1999 - 2000

11th
Annual Report

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RAMA VISION LIMITED



Board of Directors

Chairman

Sh. Rajesh Kumar Singh, IAS (HILTRON Nominee)

Directors

Shri Sudarshan Lal Baluja

Shri Ashok Kumar Goel

Dr. S. Krishnamurthy

Shri S. S. L. Gupta

Shri Anoop Chandra Pandey, IAS (HILTRON 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, (U.P.)

Corporate Office

303-304, Rattan Jyoti,
18, Rajendra Place,
New Delhi - 110 008

Registrar & Transfer Agent

Shiva Services Ltd.
D-110, Kamla Nagar,
Delhi - 110 007.
Tel. : 391 5054

NOTICE

To the Members,

NOTICE is hereby given that the Eleventh Annual General Meeting of the Members of Rama Vision Ltd will be held on Monday, the 11th day of September 2000, at 12.30 p.m. at the Regd. Office of the Company at 2 K M, Kichha-Rudrapur Road, Kichha-263 148, Distt. Udham Singh Nagar (U.P.) to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Accounts of the Company for the year ended 31st March, 2000 and the Reports of Directors' and Auditors' thereon.
2. To appoint a Director in place of Sh. Satish Jain, who retires by rotation and being eligible, offers himself for re- appointment.
3. To appoint a Director in place of Sh. S.S.L.Gupta, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS :

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION :

"RESOLVED THAT Sh. Rajesh Kumar Singh, who was appointed as an Additional Director of the Company in terms of Article 117 of the Articles of Association of the Company and under Section 260 of the Companies Act, 1956, who holds such office upto the date of the Annual General Meeting be and is hereby appointed as Director of the Company, not liable to retire by rotation."

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 the provisions of Section 31 and other applicable provisions of the Companies Act 1956, the Articles of Association of the Company be and are hereby altered to the extent and in the manner set out hereunder:

- I. After Article 24 the following new Articles 24A and 24B be inserted under the heading "Dematerialisation of Securities":

DEFINITION 24A FOR THE PURPOSE OF ARTICLE 24B :

BENEFICIAL OWNER :

"Beneficial Owner" shall have the meaning assigned thereto in Section 2 of the Depositories Act, 1996.

DEPOSITORIES ACT :

"Depositories Act" shall mean the Depositories Act, 1996 and includes any statutory modification or re-enactment thereof for the time being in force.

DEPOSITORY :

"Depository" shall mean a Depository as defined in the Depositories Act, 1996.

SEBI :

"SEBI" means the Securities and Exchange Board of India.

MEMBER :

"Member" means a duly registered holder from time to time of the shares of the company and also one whose name is entered as beneficial owner in the records of a Depository in the case of shares held in a Depository.

SECURITIES :

"Securities" means shares, debentures or other securities as may be specified by the Central Government, SEBI or any other concerned authorities from time to time".

DEMATERIALISATION OF SECURITIES : 24B

- (1) Notwithstanding anything to the contrary contained in these Articles, the Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act, 1996.

OPTION TO HOLD SECURITIES IN PHYSICAL FORM OR IN THE FORM OF DEPOSITORY :

- (2) Every person holding securities of the Company through allotment or otherwise shall have the option to receive and hold the same in the form of security certificates or to receive and hold the same in the dematerialised form with a depository.

BENEFICIAL OWNER MAY OPT OUT OF A DEPOSITORY:

- (3) Every person holding securities of the Company with a depository being the beneficial owner thereof may at any time opt out of the depository in the manner provided under the provisions of the Depositories Act and the rules if any, prescribed thereunder and on fulfillment of the conditions prescribed by the Company from time to time, the Company shall issue the relevant security certificates to the beneficial owner thereof.



SECURITIES IN DEPOSITORIES TO BE IN PRESCRIBED FORM BY THE DEPOSITORY:

- (4) All securities held by a depository shall be dematerialised and shall be in form prescribed by it. Nothing contained in Section 153, 153A, 153B, 187B and 187C of the Companies Act, 1956 shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.

RIGHTS OF DEPOSITORIES AND BENEFICIAL OWNERS:

- (5) (i) A depository shall be deemed to be the registered owner for the purposes of effecting the transfer of ownership of securities on behalf of beneficial owners and shall not have any voting rights or any other rights in respect of the securities held by it.

BENEFICIAL OWNER DEEMED TO BE THE MEMBER OF THE COMPANY:

- (ii) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities, which are held by a depository.

SERVICE OF DOCUMENTS:

- (6) The Depository shall furnish to the Company the information of transfer of securities and the records of beneficial ownership at such intervals and in such manner as may be stipulated under the provisions of the Depositories Act.

TRANSFER OF SECURITIES:

- (7) Transfer of Securities held in a depository will be governed by the provisions of the Depositories Act. Nothing contained in Section 108 of the Companies Act or these Articles, shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

ALLOTMENT OF SECURITIES DEALT WITH IN A DEPOSITORY:

- (8) Notwithstanding anything contained in the Act or these Articles, where securities are dealt with in a dematerialised form with a depository, the company shall intimate the details thereof to the depository immediately on allotment of such securities.

DISTINCTIVE NUMBERS OF SECURITIES HELD IN A DEPOSITORY:

- (9) Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held with a depository.

REGISTER AND INDEX OF BENEFICIAL OWNERS:

- (10) The Register and Index of beneficial owners maintained by a depository under the Depositories Act, shall be deemed to be the Register and Index of Members and Securities Holders for the purposes of these Articles.

OTHER MATTERS

- (11) Notwithstanding anything contained in these Articles the provisions of the Depositories Act, relating to dematerialisation of securities (including any modification or re-enactment thereof and Rules/Regulations made thereunder) shall prevail and apply accordingly.

II. After the existing Article 69 the following new Articles 69A and 69B be inserted:

NOMINATION 69A:

Notwithstanding anything contained in Articles 67, 68 and 69 of these Articles, the following provisions shall be applicable in case nomination facility as provided under Section 109 A and 109 B of the Act is availed of:-

- (1) Every holder of shares in, or debentures of, the Company may, at any time, nominate in the manner prescribed under the Act, a person to whom his shares in, or debentures of, the Company shall vest in the event of death of such holder.
- (2) Where the shares in, or debentures of, the Company are held by more than one person jointly, the joint holder may together nominate, in the prescribed manner, a person to whom all the rights in the shares or debentures of the Company shall vest in the event of death of all the joint holders.
- (3) Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of such shares in, or debentures of, the Company, where a nomination made in the prescribed manner purports to confer on any person the right to vest the shares in, or debentures of, the Company, the nominee shall, on the death of the shareholder or holder of debentures of, the Company or, as the case may be, on the death of the joint holders, become entitled to all the rights in the shares in or debentures of the Company or, as the case may be, all the joint holders, in relation to such shares in, or debentures of, the Company to the exclusion of all other persons, unless the nomination is varied or canceled in the prescribed manner.
- (4) Where the nominee is minor, it shall be lawful for the holder of the shares or debentures to make the nomination to appoint, in the manner prescribed under the provisions of the Act, any person(s) to become entitled to shares in, or debentures of, the Company, in the event of his death, during the minority.
- (5) The provisions of the Article shall apply mutatis mutandis to a depositor of money with the Company as per the provisions of Section 58A of the Act.

RIGHTS OF NOMINEE UPON DEATH OF HOLDER: 69B

- (1) Any person who becomes a nominee by virtue of Article 69A upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-
 - i) to be registered himself as holder of the shares or debentures, as the case may be; or
 - ii) to make such transfer of the shares or debentures, as the case may be, as the deceased shareholder or debentureholder, as the case may be, could have made.
- (2) If the nominee elects himself to be registered as holder of the shares or debentures, as the case may be, he shall deliver or send to the company a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased shareholder or holder of debenture, as the case may be.
- (3) Subject to provisions of Act and these Articles, the relevant shares or debentures may be registered in the name of the nominee or the transferee and all the limitations, restrictions and provisions of the Act and these Articles relating to transfer of shares shall be applicable to any such notice or transfer as aforesaid as if the death of the holder of the shares or debentures had not occurred and the notice or transfer were a transfer signed by that shareholder or the holder of debenture, as the case may be.
- (4) A nominee on becoming entitled to any shares or debentures by reason of the death of the holder shall be entitled to the same dividends and other advantages to which he would have been entitled if he were the registered holder of the shares or debentures except that he shall not, before being registered as a member in respect of such shares or debentures, be entitled in respect of them to exercise any right conferred on a member or debenture holder in relation to meetings of the company.
- (5) The Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the shares or debentures, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses, interest or other moneys payable in respect of the relevant shares or debentures, until the requirements of the notice have been complied with.
- (6) The provisions of this Article shall apply mutatis mutandis to a depositor of money with the Company as per the provisions of Section 58A of the Act."

Place : New Delhi
Dated : 30.06.2000

By order of the Board,
For RAMA VISION LIMITED

Registered Office:

2 km., Kichha-Rudrapur Road,
Kichha, Distt. Udham Singh Nagar,
Uttar Pradesh.

(RAJ KUMAR SEHGAL)
COMPANY SECRETARY

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 such proxy need not be a member of the Company.
2. The proxy form must reach Company's Registered Office at least 48 hours before the time of holding the meeting.
3. The Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 in respect of business set out above is annexed herewith.
4. Register of Members and Share Transfer Books will remain closed from 1st September, 2000 to 11th September, 2000 (both days inclusive).
5. Members are requested to :
 - i) Quote their folio number(s) in all correspondence with the Company.
 - ii) Please notify change, if any, in your Registered Address alongwith Pin Code Number, to the Corporate Office of the Company.
6. Members desiring any information as regards to Accounts are requested to write to the Company Secretary at Corporate Office 303-304, Rattan Jyoti, 18, Rajendra Place, New Delhi-110008 at an early date so as to enable the management to keep the information ready.
7. Members are requested to bring their copy of the Annual Report to the meeting as spare copies will not be available.
8. Members/Proxies should bring the attendance sheet duly filled in for attending the meeting.



"ANNEXURE TO NOTICE"

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

ITEM NO. 5

In terms of equity participation agreement, HILTRON, UP has nominated Sh. Rajesh Kumar Singh as their nominee Director and as such he was nominated as an Additional Director pursuant to Article 117 of the articles of Association of the Company. Section 260 of the Companies Act, 1956 provides that an Additional Director shall hold office only upto the date of next Annual General meeting of the Company. The terms of the above named Director will, therefore, expire at the forthcoming Annual General Meeting.

The Company has however, received notice Under Section 257 of the Companies Act, 1956 from one member notifying his intention to propose at the forthcoming Annual General Meeting, the name of Sh. Rajesh Kumar Singh for appointment as Director of the Company not liable to retire by rotation.

None of the Directors except Sh. Rajesh Kumar Singh is concerned or interested in the resolution.

ITEM NO. 6

The SEBI (Securities and Exchange Board of India) vide their Circular No. SMDRP/POLICY/CIR-23/2000 dtd. May 29, 2000 has decided that the trading in the scrips of Rama Vision Limited will compulsorily take place in dematerialised form w.e.f. 25th September, 2000.

The trading in dematerialised scrips is effected through a Depository System, which is regulated by the Depositories Act, 1996. Further, after the introduction of said Act some of the provisions of the Companies Act, 1956 in relation to the issue, holding, transfer and transmission of shares, debentures and other securities, have been amended to facilitate the implementation of the Depository System. The Depository System is safe and convenient mode of holding and trading in the securities of a Company. The system will eliminate various problems experienced in the scrip based system such as bad deliveries, fraudulent transfers and transmissions, theft in postal transit, time taken in registration of transfer, maintenance of Share Certificate, etc. The system also offers several cost advantages such as no postage expenses, exemption from stamp duty on transfers, etc. Your Company has taken initiative to introduce depository system, pursuant to the decision of SEBI.

Besides this, a few amendments have been introduced in the Companies (Amendment) Act, 1999 which have provided to every holder(s) of shares or debentures, an option to nominate a person to whom his shares or debentures of the Company shall vest in the event of his/their death.

It is proposed to amend the Articles of Association of the Company suitably incorporating therein necessary provisions relating to the implementation of the Depository System and for providing nomination facilities in conformity with the Depositories Act, 1996 and the Companies Act, 1956 respectively as amended from time to time.

The resolution at item no. 6 of the notice is accordingly recommended for the approval of the Members by means of Special Resolution as required under Section 31 of the Companies Act, 1956.

None of the Directors of the Company, is in any way, concerned or interested in the said Resolutions. 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 during the business hours.

Place : New Delhi

Dated : 30.06.2000

Registered Office:

2 km., Kichha-Rudrapur Road,
Kichha, Distt. Udham Singh Nagar,
Uttar Pradesh.

By order of the Board,
For RAMA VISION LIMITED

(RAJ KUMAR SEHGAL)
COMPANY SECRETARY

DIRECTORS' REPORT

To,

The Members,
Rama Vision Ltd.

Your Directors have pleasure in presenting the Eleventh Annual Report together with the Audited Statement of Accounts of the Company for the year ended 31st March, 2000.

OPERATIONS :

During the year 1999-2000 your Company has produced 921137 nos. of Picture Tubes as compared to 748397 nos. of Picture Tubes in the previous year, showing increase in production by 23%. Therefore, your Company has been able to register a turnover of Rs. 4168 lakhs for the year 1999-2000 against the turnover of Rs. 3652 lakhs for the year 1998-99 registering a growth of 19%. Accordingly, the company has restricted its net loss to Rs. 427.00 Lakhs as against the net loss of Rs. 507.06 Lakhs in the previous year. Sales margins has gone down mainly due to cut throat competition and increase in sales tax liability. Increase in market share of unorganised sector, who are not paying excise duty, has also affected the profit margin of the organised sector. In spite of these adverse factors your company could reduce the losses during the current year as compared to previous year mainly by increasing the company's share in the market. To meet the challenges of reduced margin in profit, the company has made a cost reduction programme and the same has shown some positive results. Efforts in this direction are still continuing.

Your Directors are also exploring the new markets, domestic as well as international for increasing its market share in the overall industry demand of picture tubes. The Management has taken an over all view of present position of industry and particularly of the cut-throat competition amongst the manufacturer and has chalked out a plan to increase its capacity utilisation, which is the only solution in the present situation.

Your directors are hopeful that with the steps taken the operations of your company may improve in the coming years.

REPAYMENT OBLIGATION OF TERM LOAN TO FINANCIAL INSTITUTIONS :

Due to continuous losses since 1997-98, the company could not meet its obligation of payments of interest and installments to term lending institutions. Consequently, the term lending institutions have recalled their respective loans. The Company has submitted one time settlement proposal to settle the dues and reduce the interest burden, thereby, making the unit viable in future, which is under the consideration of the institutions.

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

The provisions of Section 15 (1) of the Sick Industrial Companies (Special Provisions) Act, 1985 provides that if the Board of Directors of a Company has sufficient reason to form the opinion that the Company has become a sick industrial company, even before the finalisation of duly audited annual accounts of the Company, the Board of Directors shall within sixty days from the date of forming such opinion, make a reference to the BIFR for the determination of measures which shall be adopted with respect to the Company. As per the Annual Accounts for the year ended March 31, 2000 the net worth of the company has been fully eroded and the company has become a sick industrial company, within the meaning of Section 3 (1) (C) of the said Act. Accordingly, a reference to the above effect is to be made by the Company to the BIFR for determining the measures which are to be adopted with respect to your Company.

QUALITY :

The Board is pleased to inform you that your company is maintaining the system of "IECQ" which conforms to the requirement to manufacture under ISO 9002 Certificate. Your Company is also maintaining the "S" Mark of safety received from Department of Electronics. As such your company is committed to total Quality Control concept.

DEMATERIALIZATION OF SHARES :

Securities and Exchange Board of India (SEBI) has vide Circular No. SMDRP/POLICY/CIR-23/2000 dtd. 29th May 2000 has decided that holding and trading in the scrips of M/s Rama Vision Limited will compulsorily take place in dematerialised form w.e.f. 25th September, 2000. The holding and trading of shares in dematerialised form are facilitated by the Depository Participants who are registered with the SEBI and their work is regulated by Depositories Act, 1996. As we have to dematerialise the scrips before 25.09.2000, your company will shortly appoint Registrar and Share Transfer Agent, who has electronic connectivity with the depository to give effect to the decision of SEBI.

AUDITORS' REPORT :

The observation of the Auditors' in their report and notes attached to the accounts are self-explanatory and do not require any further clarification.

FIXED DEPOSITS :

The Company has not accepted any deposit from the public during the year under review.

STOCK EXCHANGES & LISTING FEES :

The company's shares at present are listed at Delhi, Mumbai, Uttarpradesh and Ahmedabad Stock Exchanges and the company has paid the Annual listing fees for the year 2000-2001 to all the Stock exchanges, except Ahmedabad Stock Exchange, which will be paid in July, 2000.

Y2K COMPLIANCE :

The company is fully Y2K compliant and has not faced any disruption of work after the turn of century.

**BOARD OF DIRECTORS :**

HILTRON (U.P.Hill Electronics Corporation Ltd.) has nominated Sh. Rajesh Kumar Singh, IAS, as their Nominee Director on the Board of Directors of the Company vice Smt. Jayati Chandra, IAS and as such he was appointed as an Additional Director pursuant to Article 117 of the Articles of Association of the Company. Further, as per the provisions of Section 260 of the Companies Act, 1956, Sh. Rajesh Kumar Singh shall hold the office till the conclusion of forthcoming Annual General Meeting of the Company. It is therefore, proposed to appoint him as a regular Director not liable to retire by rotation.

Board of Directors placed on records their sincere appreciation for valuable guidance provided by Smt. Jayati Chandra during her tenure of Directorship.

Sh. Satish Jain and Sh.S.S.L Gupta, are retiring by rotation at the forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment.

AUDITORS :

M/S B.K. Shroff & Co., Chartered Accountants, the Company's Auditors, who retire at the conclusion of this Annual General Meeting, being eligible for re-appointment, have expressed their willingness to be re-appointed as statutory auditors of the Company and have furnished the certificate to the effect that their appointment, if made, will be in accordance with sub-section (1-B) of Section 224 of the Companies Act, 1956.

PARTICULARS OF EMPLOYEES :

There was no employee during the year under review whose particulars are required to be given pursuant to Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employee) Rules, 1975.

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.

ACKNOWLEDGMENT:

Your Directors wish to place on record their gratitude for financial assistance and support extended by IFCI, IDBI and ICICI from time to time. 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 continuous support.

Your Directors also wish to place on record their appreciation and thanks to HILTRON and various Central and State Government Departments for their co-operation extended from time to time. Your Directors also wish to appreciate the OEMS and dealers as well, for instilling 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 hard, sincere and devoted 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 June, 2000

Rajesh Kumar Singh
CHAIRMAN

ANNEXURE "A" TO DIRECTORS' REPORT

Particulars as required under Companies (Disclosure of Particulars in the Report of Directors) Rules, 1988 and forming part of Directors' Report for the year ended 31st March, 2000.

I. Research & Development (R & D) :

- | | | | |
|----|--|---|-------|
| a) | Specific areas in which R & D 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 activities in the organisation to improve quality and reduce cost by increasing the raw material efficiency and reducing chemical wastage. | | |
| d) | Expenditure on R & D | - | NIL. |

II. Technology Absorption, Adoption & Innovation :

- | | | | |
|----|--|---|-------|
| a) | Efforts in brief made towards technology Absorption Adoption and Innovation. | - | NIL |
| b) | Benefit 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	97.08	85.26
ii)	Foreign Exchange Earned	NIL	NIL