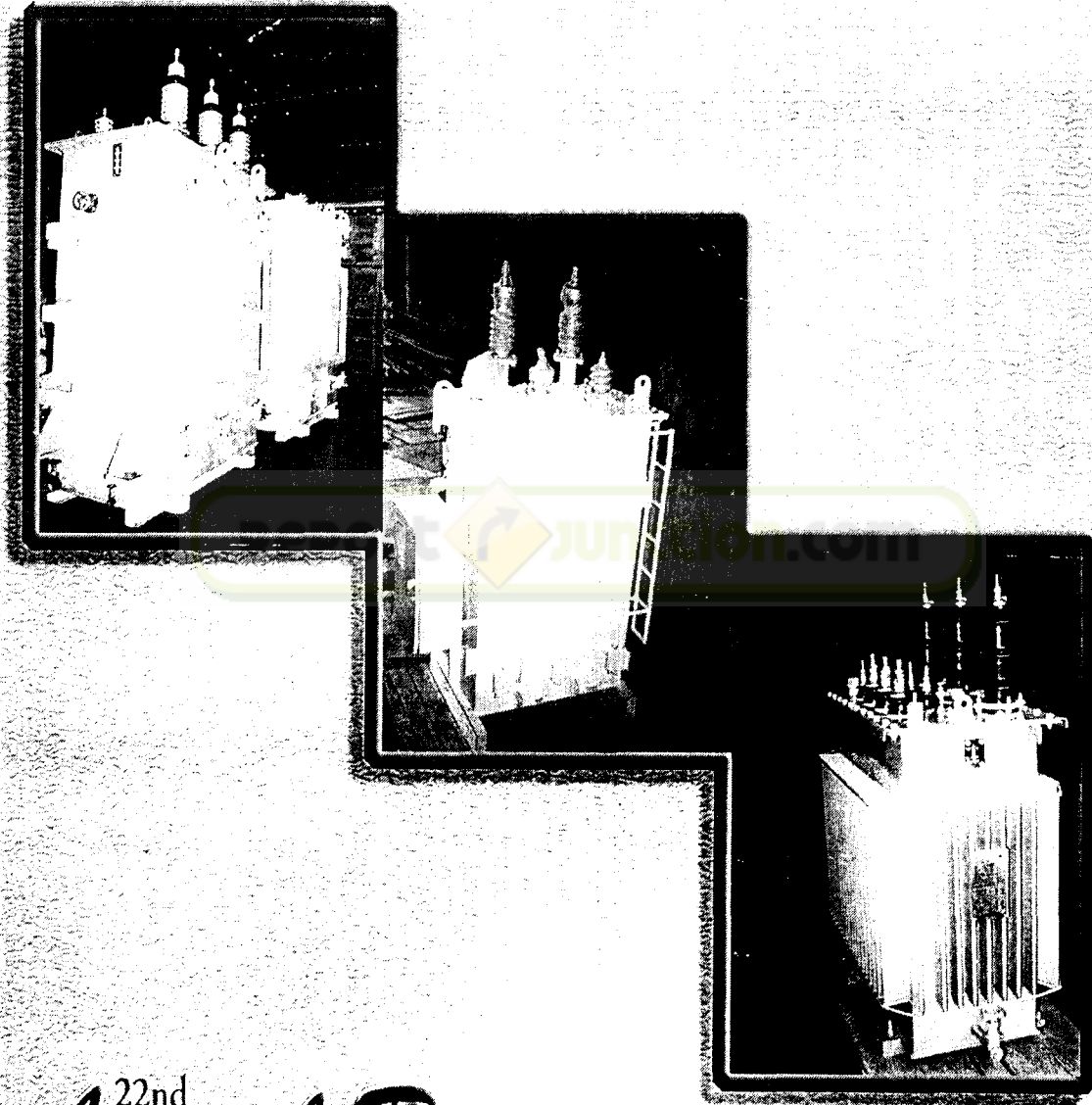




# ALFA TRANSFORMERS LIMITED



22nd  
*Annual Report*  
2003-2004



## BOARD OF DIRECTORS

<b>Mr. Dillip Kumar Das</b>	Chairman & Managing Director
<b>Mr. Deepak Kumar Das</b>	Director (Finance)
<b>Mr. S. K. Nanda</b>	Director
<b>Dr. N. C. Pal</b>	Director
<b>Mr. Sambit Mohanty</b>	Director
<b>Mr. Debasis Das</b>	Director (from 28.06.2004)
<b>Mr. Sushil Kumar Nayak</b>	Director (from 28.06.2004)
<b>Mr. Santosh Kumar Patnaik</b>	Director (from 28.06.2004)

**COMPANY SECRETARY** **Ms. Susmita Dash**

**AUDITORS** A. K. Sabat & Co,  
A/348, Sahid Nagar,  
Bhubaneswar - 751007

**BANKERS** State Bank of India,  
Commercial Branch,  
IDCOL House (Ground Floor)  
Unit - II, Ashok Nagar,  
Bhubaneswar - 751001  
Dist. : Khurda (Orissa)

**REGISTERED OFFICE  
AND FACTORY** Plot No. 3337  
Mancheswar Industrial Estate,  
Bhubaneswar - 751010

**REGISTRAR & SHARE  
TRANSFER AGENT** MSC Limited.  
77/2A, Hazra Road, 5<sup>th</sup> Floor,  
Calcutta - 700029

**Annual General Meeting  
on Wednesday, 22<sup>nd</sup> September 2004,  
at Hotel "The Presidency"  
1471/A, Nayapalli, Bhubaneswar-15**

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## NOTICE

NOTICE is hereby given that the 22<sup>nd</sup> Annual General Meeting of the company will be held at Hotel "The Presidency", 1471/A, Nayapalli, Bhubaneswar -751015, on Wednesday the 22<sup>nd</sup> Day of September 2004, at 11.30 A. M. to transact the following business:-

### ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2004, the profit and Loss account for the year ended on that date and the reports of the auditors and directors thereon.
2. To appoint a Director in the place of Dr.N.C.Pal, who retires by rotation and being eligible offers himself for reappointment.
3. To appoint a Director in the place of Mr. Sambit Mohanty, who retires by rotation and being eligible offers himself for reappointment.
4. To appoint Auditors who shall hold office from conclusion of the Annual General Meeting till the conclusion of the Next Annual General Meeting 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 Mr.Debasis Das, who was appointed as an Additional Director of the company by the Board of Directors and who holds the office upto the date of this Annual General Meeting pursuant to the provisions of Section 260 of the Companies Act, 1956 ("the Act") is eligible for appointment and company has received notices in writing pursuant to the provisions of section 257 of the Act from some members of the company proposing his candidature for the office of Director of the Company and who has consented, if appointed, to act as a Director, be and is hereby appointed a Director of the company, liable to retire by rotation".

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

"RESOLVED THAT Mr.Sushil Kumar Nayak, who was appointed as an Additional Director of the company by the Board of Directors and who holds the office

upto the date of this Annual General Meeting pursuant to the provisions of Section 260 of the Companies Act, 1956 ("the Act") is eligible for appointment and company has received notices in writing pursuant to the provisions of section 257 of the Act from some members of the company proposing his candidature for the office of Director of the Company and who has consented, if appointed, to act as a Director, be and is hereby appointed a Director of the company, liable to retire by rotation".

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr.Santosh Kumar Patnaik, who was appointed as an Additional Director of the company by the Board of Directors and who holds the office upto the date of this Annual General Meeting pursuant to the provisions of Section 260 of the Companies Act, 1956 ("the Act") is eligible for appointment and company has received notices in writing pursuant to the provisions of section 257 of the Act from some members of the company proposing his candidature for the office of Director of the Company and who has consented, if appointed, to act as a Director, be and is hereby appointed a Director of the company, liable to retire by rotation."

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

"RESOLVED that pursuant to the provisions of Section 198, 269, 309, Schedule XIII and other applicable provisions, if any of the Companies Act, 1956 and subject to other approvals as may be necessary, the company hereby approves the reappointment of Mr. Deepak Kumar Das as Whole-Time Director for a period of five years with effect from 2<sup>nd</sup> January, 2004 at the following terms and conditions:

#### a. SALARY :

Rs.15,000/- per month, which will be paid as a minimum remuneration in the absence of adequacy of profits.

#### b. COMMISSION :

1% OF THE NET PROFITS OF THE COMPANY COMPUTED IN THE MANNER REFERED TO IN Section198 of the Companies Act, 1956.

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### c. HOUSING :

Mr. Das shall be provided with free furnished residential accommodation, the cost of which to the Company shall not exceed 60% of the Salary, provided 10% of the salary shall be recovered from him.

In case he chooses to avail house rent allowance in lieu of free furnished accommodation, he shall be entitled to a house rent allowance of 50% of the salary.

### d. MEDICAL REIMBURSEMENT:

Mr. Das will be entitled to a reimbursement of the medical expenses for self and family, which shall be subject to a ceiling of one month's salary in a year or 3 months'salary in a block of 3 years.

### e. LEAVE TRAVEL CONCESSION:

He shall be entitled to leave travel concession for self and family once in a year in accordance with the Rules framed by the Company.

### f. CLUB FEES:

The Company shall pay the fees upto 2 clubs in which Mr. Das may be a member, subject to the condition that no admission fee on life membership fee shall be paid by the Company.

### g. PERSONAL ACCIDENT INSURANCE:

The Company shall pay the premium for personal accident insurance of Mr. Das subject to a ceiling of Rs. 4, 000/- per annum.

The monetary value of perquisites in para (c,d,e,f & g) above shall be restricted to the amount of the salary.

### OTHER BENEFITS:

#### Provident Fund:

Company's contribution to the provident fund subject to a maximum of 12% of the salary.

#### Gratuity:

Mr. Das shall be entitled to a gratuity of half month's salary for each completed year of service, subject to the ceilings as may be prescribed under the Income Tax Act from time to time.

#### Car :

Mr. Das will be entitled to use the Company's car for the business of the Company and the use of the car for private purpose shall be billed by the Company to Mr. Das.

### Telephone at Residence :

Mr. Das shall be provided with the telephone at his residence. Charges on personal long distance calls on telephone shall be recovered from Mr. Das."

By Order of the Board  
For Alfa Transformers Limited

Place : Bhubaneswar

Susmita Dash

Date : 27<sup>th</sup> July, 2004

Company Secretary

### NOTES FOR MEMBER'S ATTENTION :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. An Explanatory Statement pursuant to section 173 (2) of the Companies Act, 1956 in respect of the business under item No.5 to 8 of the Notice as set out above, is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 13.09.2004 to 21.09.2004 (both days inclusive) in terms of provisions of section 154 of the Companies Act, 1956.
4. A member desirous of getting any information on the accounts or operations of the company is required to forward his/her queries to the company atleast seven days prior to the meeting so that the required information can be made available at the meeting.
5. Members/Proxies are requested to bring their copies of Annual Report to the meeting and the attendance slip duly filled in for attending the meeting.
6. Trading in the equity shares of the company is compulsorily in dematerialized form for all investors. The ISIN (International Securities Identification Number) allotted to the company's equity share is INE 209C01015.
7. The members who hold shares in dematerialized form are requested to bring their client ID and DPID numbers for easy identification of attendance at the meeting.



8. Members are requested to send all communications relating to shares to the company's Share Transfer Agent. (Physical and Electronic) to MCS Limited, 77/2A, Harza Road, 5<sup>th</sup> Floor, Kolkata-700029.
9. The names and address of the stock exchanges where at the company's Share are listed, are given below :

The Stock Exchange Mumbai,	Bhubaneswar Stock Exchange Ltd.	The Calcutta Stock Exchange Association Ltd.
Phiroze Jee Jeebhoy Towers,	(Applied for Delisting)	(Applied for Delisting)
Dalal Street,	6 <sup>th</sup> Floor, IDCO Tower,	7, Lyons Range,
Mumbai-400001.	Janpath, Bhubaneswar-751022.	Calcutta- 700001.

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

### ITEM NO.5

Mr. Debasis Das was appointed as Additional Director by the Board of Directors of the Company ("the Board") at its meeting held on 28<sup>th</sup> June, 2004. Pursuant to the provisions of Section 260 of the Companies Act, 1956 ("the Act"), Mr. Debasis Das holds the office upto the date of 22<sup>nd</sup> Annual General Meeting of the Company. Notices have been received from members of the Company in pursuance of Section 257 of the Act, along with deposit of Rs.500/- proposing Mr. Debasis Das as a candidate for the office of Director of the company. Mr. Debaasis Das has given his consent, if appointed, to act as Director of the Company.

Your Directors recommend that the resolution be passed.

Except Mr. Debasis Das and Mr. Dillip Kumar Das none of the directors is interested or concerned in the proposed resolution.

### ITEM NO. 6

Mr. Sushil Kumar Nayak was appointed as Additional Director by the Board of Directors of the Company ("the Board") at its meeting held on 28<sup>th</sup> June, 2004. Pursuant to the provisions of Section 260 of the Companies Act, 1956 ("the Act"), Mr. Sushil Kumar Nayak holds the office upto the date of 22<sup>nd</sup> Annual General Meeting of the Company. Notices have been received from members of the Company in pursuance of Section 257 of the Act, along with deposit of Rs.500/- proposing Mr. Sushil Kumar Nayak as a candidate for the office of Director of the company. Mr. Sushil Kumar Nayak has given his consent, if appointed, to act as Director of the Company.

Your Directors recommend that the resolution be passed.

Except Mr. Sushil Kumar Nayak none of the directors is interested or concerned in the proposed resolution.

### ITEM NO.7

Mr. Santosh Kumar Patnaik was appointed as Additional Director by the Board of Directors of the Company ("the

Board") at its meeting held on 28<sup>th</sup> June, 2004. Pursuant to the provisions of Section 260 of the Companies Act, 1956 ("the Act"), Mr. Santosh Kumar Patnaik holds the office upto the date of 22<sup>nd</sup> Annual General Meeting of the Company. Notices have been received from members of the Company in pursuance of Section 257 of the Act, along with deposit of Rs.500/- proposing Mr. Santosh Kumar Patnaik as a candidate for the office of Director of the company. Mr. Santosh Kumar Patnaik has given his consent, if appointed, to act as Director of the Company.

Your Directors recommend that the resolution be passed.

Except Mr. Santosh Kumar Patnaik none of the directors is interested or concerned in the proposed resolution.

### ITEM NO.8

Members may recall that Mr. Deepak Kumar Das has been appointed as Whole-Time Director of the Company for a period of five years from 1<sup>st</sup> January 1999. Accordingly, the tenure of office of Mr. Deepak Kumar Das ended on 1<sup>st</sup> January 2004.

At its meeting held on 9<sup>th</sup> January 2004, the Board of Directors reappointed Mr. Deepak Kumar Das Whole-Time Director for a further period of five years from 2<sup>nd</sup> January 2004. The remuneration and terms of appointment of Mr. Deepak Kumar Das remain the same as was existing during the earlier tenure, which is given herein before as a part of the notice of Annual General Meeting.

According to Section 269, 309 and Schedule XIII of the Companies Act, 1956, the reappointment of Whole-Time Director is subject to the approval of the shareholders at the General Meeting. This resolution is proposed for this purpose.

Your Directors recommend that the resolution be passed.

Except Mr. Deepak Kumar Das and Mr. Dillip Kumar Das, none of the directors is interested or concerned in the proposed resolution.



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### ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT/RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

*(Pursuant to Clause 49 of the Listing Agreement)*

#### Item No.2 of Notice of AGM

##### Brief Profile of Dr.N.C.Pal

Dr. N.C.Pal, aged 45 years, is a Fellow Member of the Institute of Cost and works Accounts of India and Doctorate in Commerce of B.H.U , having total experience of twenty years in key positions of Finance & Accounts of various organizations including M.N.C, Government of India Undertakings and Joint Sector Undertakings. He is also recipient of 20<sup>th</sup> Century Excellence Award in 1999 for his achievement in Corporate Finance Management. He has published several technical bulletins on power reforms in orissa and it's implication. He also served as a visiting faculty in the Xavier Institute of Management. Presently he is Director and Professor in GRIMS, GIDC, Vapi one of the reputed management institute in Gujarat.

He is a not a Director in any other Company. Previously he was the Chairman of Share Transfer and Investor Grievance Committee, member of Audit Committee and Remuneration Committee and resigned there from on 28.06.2004, now he is not a member of any Committee of your company.

#### Item No.3 of Notice of AGM

##### Brief Profile of Mr.Sambit Mohanty

Mr.Sambit Mohanty, aged 44 years is a graduate in Law from Utkal University. He is a young emerging Industrialist in Orissa Business industry. He is having 20 years of work experience in Mechanical Product manufacturing. Presently he is the partner of M/s MM Company, Cuttack engaged in the manufacturing of Hand Pumps and Mechanical Engineering products. He is also a Member of prominent Industry and Business Associations.

He is not a director in any other Company. He is a member of Audit committee and Remuneration Committee of your Company.

#### Item No.5 of Notice of AGM

##### Brief Profile Mr.Debasis Das

Mr.Debasis Das, aged 31 is a graduate in History from Utkal University. He is a young, dynamic energetic and positive esteemed person. He was associated with the company since 1997 and serving as Assistant Manager Marketing. Due to his sincere efforts the company is able to increase it's sale in domestic market.

He is a Director of Galaxy Medicare Limited, Oricon Industries Private Limited, Oriental Insulated Conductors

Private Limited and Industrial Designs & Services Private Limited. He is inducted as member of Audit Committee, Remuneration Committee and of Share Transfer and Investor Grievance Committee on 28.06.2004 of your company.

#### Item No.6 of Notice of AGM

##### Brief Profile Mr.Sushil Kumar Nayak

Mr.Sushil Kumar Nayak, aged 43 years has done P.G.D.M from Xavier Institute of Management, Bhubaneswar and I.C.W.A (I) from I.C.W.I, Calcutta. He is having 17 years of working experience in different organization in managerial capacities. He also worked as Principal in Rajdhani College of Engineering & Management, Bhubaneswar for 3 years. Presently he is working as General Manger for Galaxy Medicare Limited, Bhubaneswar.

He is not a Director in any other company. He is inducted as member of Audit Committee, Remuneration Committee and Chairman of Share Transfer and Investor Grievance Committee on 28.06.2004 of your company.

#### Item No.7 of Notice of AGM

##### Brief Profile Mr. Santosh Kumar Patnaik:

Mr. Santosh Kumar Patnaik, aged 57 years, holds a Graduate Degree in Mechanical Engineering from Sambalpur University. He served with Lasen & Tubro Limited, Orient Paper Mills Limited and Fertilizer Corporation of India for 10 years. He resigned therefrom to start jointly a small-scale unit named as Oriental Insulated Conductors Private Limited. He has rich experience in the fields of Engineering, Technology, Project Consultancy, Administration and Management etc.

He is a Director of Oricon Industries Private Limited, Suman Conductors Private Limited and Managing Director of Oriental Insulated Conductors Private Limited. He is not member of any committee of your company.

#### Item No.8 of Notice of AGM

##### Brief Profile Mr.Deepak Kumar Das:

Mr.Deepak Kumar Das, aged 54 years, holds a Post Graduate Degree in Chemistry from Utkal University. He started his carrier as Lecturer in Chemistry in Government College and resigned there from to join his brother in promoting M/s Alfa Transformers Limited. He has over 20 years of experience in business including Finance and Management functions. Presently he is Director (Finance) of the company.

He is a Managing Director Industrial Designs & Services Private Limited and member of Share Transfer and Investor Grievance Committee of your company.



## DIRECTORS' REPORT

To

The Members,

Your Directors take pleasure in presenting the 22<sup>nd</sup> Annual Report on the operations of your Company and the Audited Accounts for the financial year ended 31<sup>st</sup> March 2004, together with the Auditors' Report thereon.

### FINANCIAL RESULTS

Your Company's results for the year in comparison with previous year is given below in a summarized format:

(Rs. in lakhs)			
Particulars	2003-04	2002-03	Increase/ (Decrease) in %
Sales & Other Income	1088.96	1067.87	2
Less: Expenditure	1012.33	994.36	1.8
Profit before interest and depreciation	76.63	73.51	4.2
Less: Interest	32.39	36.66	(11.65)
Depreciation	14.30	13.73	4.15
Profit / Loss before tax	29.93	23.12	29.5
Less: Provision for taxation	2.83	(0.04)	-
Profit/(loss) after tax	27.10	23.08	17.4

Note: Previous year's figures are regrouped wherever necessary.

### FINANCIAL PERFORMANCE:

The Performance of the Company has not been to the expected level during the year under review. The profit of this year would have been much higher than the actual result achieved by the company, this is mainly due to foreign exchange fluctuation, change of policies of government, drastic increase in LME price of Copper and Aluminum and increase in steel price, which are the main ingredient of Transformer. Out of the total turnover achieved by the company 72% has been achieved by export of it's product to oversea. The profit before interest and depreciation has increased by 4.2% as compared to the last year performance but net profit has been increased by 17.4% mainly due to increase in sales turnover by 4% and reduction in interest burden by 11.65%.

During year under review, the company has started a new line of business operation i.e. Project Exports & Consultancy and expected to grow much more in the coming years in this line. The company has started to strengthen it's Export Marketing Potential to tap new overseas opportunities and Challenges in the new competitive globalized environments. In other hand it is continuously focusing on it's domestic market to have a better performance inside the country in tune with changing governmental policies and rule's and regulations. Another focused area of the company is to reduce the cost and to develop a system where error, duplication of work can be minimized and value of error can be quantified and overall to create a cost consciousness among all associates of the company.

### FUTURE PROSPECTS:

The transformer business is posed for strong growth in the coming year. To succeed, your company will focus on attaining global cost competitiveness, superior operating efficiencies and enhancing its competitiveness further by way of expansion. Your company has taken proactive efforts in recent years to penetrate into new markets for it's product, since it's product has been well accepted by various countries where the company has exported so far. Your company also able to established it's own name and brand in international market. Your company has developed a strategy focus on strengthening it's presence in export while retaining leadership in the domestic market.

The cost reduction drive is also initiated and suitable system has been formulated to create cost consciousness and which will give remunerative results in ensuing time. Now your company has also started to grow in the project consultancy line apart from its usual business of manufacturing and exporting of Transformers. Your company has started a new line of product namely manufacturing/repairing 36 KV Class furnace transformers during the year. There is a continuous effort by the company for enhancement of its product quality and customer services. The continuous development of new products, concepts and processes resulting in increased of efficiency to improve the present performance and achieve a better future.



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### FIXED DEPOSITS:

The Company has not accepted any deposits so far.

### DIRECTORS:

Pursuant to provisions of Section 256 of the Companies Act, 1956, Dr. N.C.Pal and Mr.Sambit Mohanty will retire by rotation at the ensuing Annual General meeting and, being eligible, offer themselves for reappointment.

Your Directors recommend their reappointment.

During the year Mr.Debasis Das, Mr.Sushil Kumar Nayak and Mr.Santosh Kumar Patnaik were appointed as Additional Director whose term will come to an end at the ensuing Annual General Meeting unless appointed as Director by the shareholders. In this regard, the company has received a notice under section 257 of the Companies Act, 1956 from the shareholders along with the requisite deposit signifying their intention to propose Mr.Debasis Das, Mr.Sushil Kumar Nayak and Mr.Santosh Kumar Patnaik for the office of Directors.

Your Directors recommend their appointment.

Mr. Deepak Kumar Das has been appointed as Whole Time Director of the company for a period of five year with effective from 1<sup>st</sup> January, 1999. Accordingly the tenure of office of Mr. Deepak Kumar Das ended on 1<sup>st</sup> January, 2004. At the Meeting held on 9<sup>th</sup> January, 2004 the Board of Directors of the company re-appointed Mr. Deepak Kumar Das as Whole Time Director for a further period of five years with effective from 2<sup>nd</sup> January, 2004 for his eminent contribution made to the company during his tenure of Whole Time Director subject to approval of the members of your company in general meeting.

### AUDITORS OBSERVATION

Replies to the comments of the Statutory Auditors of the Company as required under Section 217 of the Companies Act, 1956 are contained in the Addendum to the Director's Report.

### AUDITORS

M/s A.K. Sabat & Co, Chartered Accountants, Bhubaneswar retire at the ensuing Annual General Meeting and have given their consent for re-appointment. The Company has received a certificate from them to the effect that appointment if made, would be within the, prescribed limits under Section 224(1B) of the Companies Act, 1956.

### DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956, with respect to Directors Responsibility Statement, it is hereby confirmed that:

- i) in the preparation of the annual accounts, the applicable accounting standards had been followed;

- ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company as at 31<sup>st</sup> March, 2004 and of the profit of your Company for the year ended on that date;
- iii) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with provisions of this Act, 1956 for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;
- iv) the Directors had prepared the annual accounts on a going concern basis;

### DIVIDEND

In view of absence of adequate profits, your Board regrets its inability to recommend any dividend.

### TECHNOLOGY ABSORPTION, ENERGY CONSERVATION, FOREIGN EXCHANGE EARNING AND OUTGO

Details regarding Technology absorption, Energy Conservations, foreign exchange earnings and outgo are given separately in Annexure-A to the report.

### PERSONNEL

None of the employees of the Company has been in receipt of remuneration exceeding the amounts envisaged by section 217(2A) of the Companies, Act, 1956.

### DISCLOSURES AS PER LISTING AGREEMENT:

#### Cash Flow :

The cash flow statement in accordance with accounting standard and cash flow statement (AS-3) issued by ICAI is appended to this Annual Report.

#### Related Party Transactions :

As a matter of policy, your company carries out transactions with related parties on an arm-length basis. Statement of these transactions is given in the Notes to Account (Note-K) attached in compliance of Account Standard No.AS-18.

#### Listing :

The Company's shares are listed on The Stock Exchange Mumbai. The Annual listing fees to the Mumbai Stock Exchange for the year 2004-05 have been paid.

#### Voluntary Delisting from Bhubaneswar and Calcutta Stock Exchanges :

Pursuant to the provisions of Clause 5.2 of Securities and Exchange Board of India (De-listing of Securities) Guidelines 2003, the company got the approval of the delisting of its equity shares in the last Annual General Meeting held on 10<sup>th</sup> September, 2003 and same was intimated to the respective stock exchanges but the company is yet to receive



their approval for the same. The delisting from the Bhubaneswar Stock Exchange Limited is in advanced stage and approval is expected to be received soon.

The equity shares shall continue to be listed on the Stock exchange Mumbai (BSE), which has nation wide trading terminals.

#### CORPORATE GOVERNANCE :

The Company has complied with all mandatory provisions of Corporate Governance as prescribed under clause 49 of the Listing Agreement. A report on Corporate Governance, along with the certificate on its compliance from the Auditors forms part of this report.

#### QUALITY SYSTEM :

The company has been ISO 9001 accredited by NQAQSR, New Delhi from September, 1997. The company successfully established the quality systems. The quality management systems is applicable to Design, Manufacture and sale of Distribution & Power Transformers ranging from Small Pole Mounted Distribution Transformers of 10KVA, 12KV Class to Power Transformers of 10MVA, 36KV class .

#### INDUSTRIAL RELATIONS :

Your Company has had harmonious industrial relations throughout the year under review at all levels of the organization, and would endeavor to maintain this cordial relationship.

#### ACKNOWLEDGEMENTS :

Your Directors wish to express their grateful appreciation for the assistance and co-operation received from State Bank of India and Industrial Promotion and Investment Corporation of Orissa Limited.

Cordial relations prevailed during the year with all the employees. Your Directors wish to place on record their deep sense of appreciation for the valuable work done and co-operation extended by them at all levels.

Your Directors also wish to express their gratitude to investors for the continued faith reposed by them in the Company.

FOR AND ON BEHALF OF THE BOARD

Sd/-

Place: Bhubaneswar

DILLIP KUMAR DAS

Date: 27<sup>th</sup> July, 2004

CHAIRMAN

### ANNEXURE 'A' TO THE DIRECTORS' REPORT

Disclosure of particulars with respect to Conservation of Energy, Technology Absorption, Foreign exchange Earnings and Outgo as required under Companies (Disclosure of particulars in the Report of directors) Rules, 1988 and Forming part of the Report of the Board of Directors for the period ended 31<sup>st</sup> March, 2004.

A. Conservation of Energy : Nothing to Report

B. Technology Absorption : Nothing to Report

C. Foreign Exchange Earnings and Outgo :

(Rs in Lakhs)

Year	2003-04	2002-03
Expenditure	143.31	146.03
Earning	724.89	636.81

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-

Place: Bhubaneswar

DILLIP KUMAR DAS

Date: 27<sup>th</sup> July, 2004

CHAIRMAN