



BOARD OF DIRECTORS

Mr. Ashok Jaipuria	Chairman
Mr. O P Khaitan	
Mr. R M Bhandari	
Mr. Rajeev Gupta	
Mr. V P Sawhney	(Nominee of ICICI)
Mr. S K Mittal	
Mr. Suresh Rajpal	
Mr. R Mukherjee	
Mr. Shreekant Somany	

PRESIDENT

Mr. Aseem DasGupta

COMPANY SECRETARY

Ms. Tulika Agarwal

REGISTERED OFFICE

P.O. Jabli Distt. Solan
H.P.-173 209
Ph.: 01792-77231-32/35/36
Fax:01792-77234
E-mail:plant@cosmoferrites.com

AUDITORS

B.K.Shroff & Co.

BANKERS

State Bank of India
Canara Bank

CORPORATE OFFICE

30, Community Centre
Saket, New Delhi-110 017
Ph.: 011-6863968,6863969
Fax:011-6862969
Email: sales@cosmoferrites.com

SALES OFFICES

Delhi:

30, Community Centre
Saket, New Delhi-110 017
Ph.: 011-6863968,6863969
Fax:011-6862969
Email: sales@cosmoferrites.com

MFG. PLANT

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Solan H.P.-173 209
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1316/E, 9th Cross
2nd Phase, J.P. Nagar
Bangalore-560 078
Pager No. 9628121910
Email: ndg@cosmoferrites.com



NOTICE

NOTICE is hereby given that the Fifteenth Annual General Meeting of Cosmo Ferrites Limited will be held at its registered office at Jabli, Distt., Solan (HP)-173209 on Tuesday the 24th July 2001 at 1.00 P.M. to transact the following business:

Ordinary Business

1. To receive, consider and adopt the audited Profit & Loss Account for the year ended 31st March, 2001 and the Balance Sheet as at that date and the report of the Board of Directors and the Auditors of the Company thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr S K Mittal who retires by rotation and is eligible for reappointment.
4. To appoint a Director in place of Mr Shreekant Somany who was appointed in the casual vacancy of Mr S A Shanbag and who was liable to retire by rotation in this meeting, and is eligible for reappointment.
5. To appoint auditors and to fix their remuneration.

Special Business

To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION with or without modification(s):

6. "RESOLVED THAT subject to the provisions of the Companies Act, 1956, (including any statutory modification(s) or re-enactments thereof for the time being in force), Securities Contracts (Regulation) Act, 1956, and the rules framed thereunder, Listing Agreements, and all other applicable laws, rules, regulations and guidelines and subject to such approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any authority while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof for the time being exercising the powers conferred on the Board by the Resolution), the consent of the Company be and is hereby accorded to the Board to delist the equity shares of the Company from all or any of the Stock Exchanges at Delhi and Calcutta.

Registered Office:
Jabli, Distt., Solan (HP)
173209

New Delhi
11th April, 2001

By order of the Board

Tulika Agarwal
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 and proxy need not be a member. Proxies in order to be effective must be received by the company not less than 48 hours before the meeting.
2. The Register of Members and share Transfer Books of the Company will be closed from Monday the 16th day of July 2001 to 23rd day of July 2001.
3. The dividend, as recommended by the Board, if approved at the Meeting will be payable to those members whose name appear on the Company's Register of members on 16th July 2001.

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

ITEM NO. 6

Equity shares of your company are presently listed with The Ludhiana Stock Exchange Association Limited (the Regional Stock Exchange), The Stock Exchange, Mumbai, The Calcutta Stock Exchange Association Limited and The Delhi Stock Exchange Association Limited. It has been observed that there is no trading of shares of your company on Stock Exchanges at Delhi and Calcutta for quite some time. A considerable amount of money and time is required to be spend to comply with the listing requirements.

With the extensive networking of The Stock Exchange, Mumbai (BSE), investors have access to online dealings in the Company's securities across the country. The shares of the Company are mainly traded on the BSE.

As a part of its cost reduction measures, the Company has proposed this resolution, which will enable it to delist its equity shares from all or any of the following Stock Exchanges: The Calcutta Stock Exchange Association Limited and The Delhi Stock Exchange Association Limited, at an appropriate time in the future.

The Company will separately give Special notice of the proposed enabling resolution for the said delisting in one Regional Newspaper and one English Newspaper at Calcutta and Delhi. The proposed delisting of the Company's securities from The Calcutta Stock Exchange Association Limited and The Delhi Stock Exchange Association Limited, as and when the same takes place, will not adversely affect the investors. The Company's securities will continue to be listed on The Ludhiana Stock Exchange Association Limited as the Regional Stock Exchange and The Stock Exchange, Mumbai. The delisting will take effect after all approvals, permissions and sanctions are received. The exact date on which delisting will take effect will be suitably notified at that time.

Your Directors recommended the Special Resolution for the approval of the members.

None of the Directors of the Company are, in any way, concerned or interested in the resolution.

**DIRECTORS' REPORT**

To the Members,

The Directors are pleased to present the Annual Report and the audited accounts for the year ended 31st March 2001.

(Rs. In Lacs)

FINANCIAL RESULTS

	2000 - 2001		1999 - 2000	
Sales	3366		2458	
Other Income	45	3411	27	2485
Profit before Finance				
Charges and Depreciation	1291		767	
Finance Charges	272		483	
Profit/(Loss) before Depreciation	1019		284	
Depreciation	295		278	
Profit/(Loss) before Tax	724		6	
Provision for Tax	14		-	
Net Profit/(loss)	710		6	
Add: Balance brought forward	(189)		(201)	
Transfer from Investment Allowance Reserve	-		6	
Profits available for appropriation	521		(189)	
APPROPRIATIONS				
Dividend -Pref. Shares	9		-	
-Equity shares	241		-	
Dividend Tax	25		-	
General Reserve	200		-	
Balance carried to Balance Sheet	46		(189)	

DIVIDEND

Equity dividend of Rs.2.00 per share (@ 20%) has been recommended by the Board of Directors for the year ended 31st March, 2001 amounting to Rs 240.6 lacs on equity share capital.

DEPOSITORY SYSTEM

Your company shares have been notified for compulsory trading in demat form by SEBI w.e.f. September 25, 2000. Members have the option of holding their shares in Demat form through any of the depositories by opening account with the authorised depository participants.

OPERATIONS

The company achieved its best ever performance in the year 2000-2001. This was a landmark year in more ways than one :

- Product mix was radically altered to move out of typical commodity products in the entertainment electronics, towards contemporary products in the industrial, lighting and telecom segments. This had a very favourable impact on the sales realisations per unit of sales.
- Manufacturing systems were reconfigured to handle significantly larger volumes of smaller sized components

while sustaining and improving conversion efficiencies compared to previous years. Only minor investments were made in balancing capital equipment to enable conversion of the plant to cater to the new product range.

- Specific attention was focussed to address new product developments with time-to-market benchmarks. As a result, the company added the largest number of new products to its range during the year which yielded good results through acquisition of new business, both in domestic as well as overseas markets.
- R & D efforts successfully developed vastly improved materials which enabled the company to secure approval and then establish steady business relations with large sized OEM winding houses in several markets overseas.
- The share of exports in the total revenues which had increased from 43 % two years ago to 55 % last year, improved further to 66 %. This indicates that the company is now well entrenched as a significant exporter in the ferrites market, as also that it is substantially hedged against the ongoing depreciation in the rupee vis-a-vis foreign currencies.
- Improvements in the operating performance during the year led to much better cash flows. This enabled the company to significantly reduce its debt burden. The company retired Rs. 116 Lacs of rupee term loan to ICICI, Rs 433 Lacs of overdue unpaid lease rentals and Rs. 95 Lacs of unsecured loans to Cosmo Films Limited. The balance unsecured loans of Rs. 401 Lacs from Cosmo Films Limited were converted into equity under the Rights Issue which was completed in March 2001. This has resulted in a significantly better debt-equity ratio at year closing compared to last year.

TRADE RELATIONS

The Board desires to place on record its appreciation of the support and co-operation that your Company received from bankers/suppliers/processors/distributors/dealers and all others associated with your Company. Your Company regards them as partners in its progress.

PERSONNEL

The Board wishes to place on record its appreciation of the contribution made by all employees in ensuring the high levels of performance and growth that your Company has achieved during the year.

OUTLOOK

- The company is now well positioned to benefit from growths in the global market through well established customer base in all geographies.
- The company's product and material range are well established and in current use in the high volume application areas of transformer products and hence adequately insulated from the risk of technological obsolescence in the near future.



- R & D has made significant progress towards development of higher capability materials for which Sales has already identified significant market opportunities for growth in the forthcoming years.
- The company has gained approved supplier status with a number of large OEM winding houses in all major markets across the world. With growth in their business, the company is faced with demand for increasing supplies to meet their growing requirements.
- At current production levels, the factory is already approaching installed capacity levels in most stages of component manufacturing process. The company has initiated a project to increase component capacity from the current 1350 MT per annum to 2050 MT. Funding arrangements, which will consist of both internal accruals as well as borrowings, are in process of finalisation. In view of long delivery lead times for some of the equipment, the enhanced capacity will be available towards the end of the current financial year.

DIRECTORS

Mr S A Shanbhag, Director of the Company resigned from the Board of directors on 8/6/2000. Directors place on record their appreciation of the help and guidance given by Mr S A Shanbhag.

Mr Shreekant Somany has been inducted on the Board on July 28, 2000 in the casual vacancy caused due to the resignation of Mr S A Shanbhag.

Mr Fritz Petzi had been inducted on the Board on July 28, 2000 as an additional Director. He resigned on 30/01/2001. The Directors place on record their appreciation of the guidance given by Mr Petzi.

Mr S K Mittal & Mr Shreekant Somany Directors retire by rotation and are eligible for reappointment.

DELISTING

The board has recommended delisting of the shares of the company from all or any of the Stock Exchanges at Delhi and Calcutta. It has been observed that there is no trading at the said Stock Exchanges for quite some time now. The delisting is proposed in terms of provisions of the Companies Act, 1956, (including any statutory modification(s) or re-enactments thereof for the time being in force), Securities Contracts (Regulation) Act, 1956, and the rules framed thereunder, Listing Agreements, and all other applicable laws, rules, regulations and guidelines.

STATUTORY STATEMENTS

Following information as per the requirements of the Companies Act, 1956 is given in separate statements annexed hereto, which form part of this report.

- a) Energy conservation, technology absorption and foreign

exchange inflow/outgo pursuant to section 217(1)(e) of the Companies Act, 1956.

- b) Particulars of employees pursuant to section 217(2A) of the Companies Act, 1956.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors confirm:

- (i) that in the preparation of the annual accounts, applicable accounting standards have been followed;
- (ii) that the Directors have 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 ended 31st March, 2001 and of the profit of the Company for that year;
- (iii) that the Directors had 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 annual accounts on a going concern basis.

CORPORATE GOVERNANCE

As per the amended Listing Agreement with the Stock Exchanges, your Company is required to comply with the requirements of Corporate Governance by 31st March 2002. Several steps taken by the Company in this direction are attached to this report.

AUDITORS

M/s. B.K. Shroff and Company, Auditors of the Company retire and are eligible for reappointment.

APPRECIATION

Your directors wish to place on record their appreciation of the whole-hearted and continued support extended by the investors, bankers and financial institutions.

On behalf of the Board

New Delhi
11th April, 2001

Ashok Jaipuria
Chairman

INFORMATION AS PER SECTION 217 (1) (e) READ WITH COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988 AND FORMING PART OF THE DIRECTORS REPORT FOR THE YEAR ENDED 31ST MARCH, 2001.

A) CONSERVATION OF ENERGY

a) ENERGY CONSERVATION MEASURES TAKEN

- Continuous monitoring of power consumption in



- major consumption equipment through energy meters.
- During peak load hours, generator is run with full capacity load so that the per unit cost of Diesel is reduced and HPSEB bill is reduced.
 - Kilns are being kept in partial sleep mode during idle hours to save power. Oxygen kiln has been shut down since company has come out of the oxygen product markets.
 - Work in progress to meet ISO 14000 requirements.
 - b) Additional investments and proposals, if any, being implemented for reduction of consumption of energy.
 - All Operators trained to ensure Machines are switched off during Lunch/Tea break, leading thereby to power saving.
 - Task force teams working on projects to study and implement improvements / modifications related to energy conservation.
 - c) The measures taken in previous years resulted in savings of approx. 6.45% in specific energy consumption.
 - d) Total energy consumption and energy consumption per unit of production as per prescribed Form 'A' - Not applicable.

B) TECHNOLOGY ABSORPTION

- i) Research & Development
 - New material for low power loss and high frequency (> 200 Khz) applications stabilized. Large OEMs in US & Europe developed with this new material.
 - During the current year, focus is on developing suitable material for telecom ferrites & high

permeability materials, which are planned to be launched during the first half. This is expected to help the company enter higher end product segments.

** R&D Expenditure

- Capital	Rs. 14.67 Lacs
- Recurring	Rs. 64.01 Lacs
- Percentage of turnover	2.34 %

ii) Technology absorption, adaptation & innovation

- Process changes made to reduce cycle time of pre-calcined Ferrite powder preparation.
- Maximisation of Nitrogen Kiln output by way of increased load per tray.
- Focus on product mix.

iii) Technology imported

- The Company has not imported any technology during the last 8 years.

C) FOREIGN EXCHANGE EARNINGS AND OUTGO

a) Activities

- Exports during the year increased by 60%.
- The company is making efforts to access new Markets with new products.

b) Foreign Exchange Earned - Rs. 1917.30 lacs

c) Foreign Exchange outgo - Rs. 327.75 lacs

On behalf of the Board

11th April, 2001
New Delhi

Ashok Jaipuria
Chairman

PARTICULARS OF EMPLOYEES IN TERMS OF SECTION 217 (2A) OF THE COMPANIES ACT, 1956

PERSONS EMPLOYED THROUGHOUT THE FINANCIAL YEAR UNDER REVIEW AND WERE IN RECEIPT OF REMUNERATION FOR THAT YEAR IN AGGREGATE NOT LESS THAN RS. 12,00,000/-

NAME	DESIGNATION/ NATURE OF DUTIES	GROSS ANNUAL REMUNE- RATION	QUALIFICATION	YEARS OF EXPERIENCE	DATE OF COMMENCE- MENT OF EMPLOYMENT	AGE	LAST EMPLOYMENT NAME OF COMPANY	DESIGNATION
Mr. Aseem DasGupta	President	18,94,109	B.Tech, PGDM	30	30.09.1998	53	HCL Infosys Ltd	Executive Director

Notes:

- 1) Remuneration includes Salary, Company's contribution to Provident Fund and Superannuation Scheme, Personal Accident Policy premium, expenses incurred on medical reimbursement, Leave Travel Assistance, Leave Encashment and perquisites evaluated as per Income Tax Rules.
- 2) None of the employees mentioned above is related to any director of the Company.
- 3) The conditions of employment to all employees are non-contractual and terminable by one / three months notice on either side.



MANAGEMENT ANALYSIS OF OPERATIONS DURING THE FINANCIAL YEAR

• SALES

- ❖ Going forward from the experience of the previous year, the company continued the thrust to penetrate export markets by extensive sampling and follow-up with potential customers, supported by concerted material improvement and product development efforts at the plant. This resulted in the acquisition of a large number of new customers in markets where Cosmo Ferrites was not present before. A very significant growth was realised from successful entry into 3 major customers in the U.S.
- ❖ Encouraged by initial successes, sales efforts were concentrated on specific application segments of the market, viz., lighting and industrial power supplies, to identify target customers in all the sales territories. Word of mouth and referrals were used extensively within each geography to expand reach. We also participated in the Cincinnati Coil Winding Show in May 2000 and Electronica at Munich in November 2000. Our presence at these trade shows evoked very good customer response.
- ❖ In the domestic market, emphasis was made on moving to and establishing major presence in segments like lighting, energy meters and large exporters of miniature transformer products, which led to significant improvements in average realisation levels.
- ❖ Thus, export sales revenues increased by 80 % from Rs. 10.6 crores last year to Rs. 19.1 crores on increase in tonnage from 462 MT to 579 MT. Domestic sales revenues increased 17 % from Rs 9.0 crores to Rs 10.5 crores despite a decline in tonnage sold from 347 MT to 334 MT. These figures indicate also that there was a decrease in the size (average weight) of components sold and that realisations per unit weight improved substantially.

• MANUFACTURING

- ❖ No major investments were made in capacity. However, to overcome the mismatch between available equipment and capacities required to cater to the shift in product mix towards smaller components, a few small presses were added.
- ❖ The shift towards smaller components in much larger volumes also necessitated changes in in-plant logistics systems which have been established over the year.
- ❖ With stabilisation in raw material sourcing and establishment of in-process controls, conversion losses in granulate production improved to 6 % from 10 % in the previous year. Input costs were also controlled and stabilised through diversification of sourcing of ferric oxide, a major raw material.
- ❖ Introduction of multiple in-process quality gates further helped in controlling the component process losses. Thus, conversion costs were considerably lower than in the previous year.
- ❖ Identification of product-wise costs and thus contributions was a major initiative which helped weed out unprofitable products and selection of appropriate new products. This measure of the product mix was the largest single factor contributing to the turn-around of the company's manufacturing operations.

• FINANCE COSTS

- ❖ With the expiry of tenure of lease rentals at the end of the previous year, there was a significant reduction (Rs 154 Lacs) in the finance costs.
- ❖ Improvement in cash flows arising out of better profitability on sales during the first quarter enabled retirement of the high cost rupee term loan of Rs. 115.8 Lacs. Consequently, there was significant reduction in the interest costs during the year.

OUTLOOK FOR THE FUTURE

• MARKETS

- ❖ There has been the widely publicised slow down in the US and European economies, coupled with the "melt-down" in the

telecom markets. This was caused by highly ebullient projections of growth accompanied by build-up in inventories by most intermediate manufacturers. Our company is relatively insulated from the full impact of this slowdown because of two factors - firstly, since by global standards, our scale of operations are still small, the sensitivity of volumes to exposure to fluctuations in demand is lesser, and secondly, because our presence in the telecom ferrites sector is still quite low. Since telecom ferrites form the technically advanced segment of the market, and thus the most attractive in terms of realisations, the slowdown impact gives the company the opportunity to develop the requisite manufacturing capability in time for the next inflection of growth expected by the end of this year.

- ❖ The US lighting market, in which the company made a significant entry last year, is poised for steady and continuous growth due to the fact that conversion to energy efficient lighting systems has been mandated by statutory regulation over the next 5 years. This ensures a fairly large volume of steady and profitable business for the company. The relationship with some of the largest coil winding companies in the sector will also facilitate entry into other non-lighting application segments in which the same companies have interests.
- ❖ In the domestic market, the company has built up a significant presence with winders of current transformers used in electronic energy meters. With an increasing number of state electricity boards opting for conversion to electronic meters for energy conservation and prevention of losses, the prospects for growth in this sector and consequently for the company are promising.

• MANUFACTURING

- ❖ The company went in for the last increase in capacity in 1996/97. This, unfortunately coincided with a slump in the global market as a result of which utilisations remained quite low till last year. With much better export market penetrations now and major high volume customers buying regularly from us, the company is now facing capacity constraints to meet increasing demands both from regular customers as well from potential markets where approval processes have been completed. The company has placed order for a sintering kiln for delivery around October 2001. Orders for balancing equipment required for the increased capacity will be placed in phases to meet requirements according to the growth in sales.
- ❖ Over the last year, the company has developed improved materials which facilitated in great measure the acceptance of its products in the export markets. However, due to erstwhile financial constraints, a number of initiatives had to be curtailed for want of necessary lab and test equipment. With the improved financial performance and consequent earnings accretions, we have decided to invest further in equipment and technology to accelerate product development for emerging leading edge applications.

• RISK FACTORS

- ❖ Market slowdown : There is a perceptible slowdown in the markets, particularly in the telecom and related sectors. However, as explained above, with the limited current exposure of the company in these segments, the slowdown is not expected to materially affect the fortunes of the company at this stage.
- ❖ Project Implementation delays : Sufficient safety provisions have been kept in the schedules to counter delivery or implementation hold-ups. Further, compared to the last expansion, the technical staff of the company are already well versed in the equipments being ordered and therefore the factor of gaps in technical expertise will not be a source of delays.
- ❖ With the improved financials, the company's ratings have improved considerably. It is therefore not expected that finance will become a constraint towards project implementation. Furthermore, the capacity increase is being financed in a large proportion from internal accruals which thus insulates the company better from financial vagaries of the market.



REPORT ON CORPORATE GOVERNENCE

Pursuant to clause 49 of the listing Agreement, a report on Corporate Governance is given below:

The company has already implemented most of the recommendations of SEBI:

1. Board of Directors of the Company should have an optimum combination of executive and non-executive directors and at least 50% of the Board should comprise of non-executive directors. Further, in case of a non-executive chairman, at least one-third of Board should comprise of independent directors and in case of an executive chairman, at least half of Board should comprise of independent directors.

All the nine Directors (including the Nominee Director) are non-executive.

2. All pecuniary relationship or transactions of the non-executive directors vis-a vis the company should be disclosed in the Annual Report.

Company has no pecuniary relationship or transaction with any of its non-executive director.

3. A qualified and an independent "Audit Committee" should be set up by the Board of the Company.

Company has an Audit Committee with Mr R M Bhandari, Mr Rajeev Gupta and Mr S K Mittal as members.

4. The Corporate Governance Section of the Annual Report should make disclosures on remuneration paid to Directors in all forms including Salary, Benefits, Bonus, Stock Options, Pension and other fixed as well as performance linked incentives.

Remuneration paid to directors during the financial year 2000-01:

Name of Director	(Amount in Rs.)			
	Salary	Allowance and Perks	Total	Sitting Fees
Mr Ashok Jaipuria	-	-	-	-
Mr R M Bhandari	-	-	-	12000
Mr V P Sawhney	-	-	-	14000
Mr O P Khaitan	-	-	-	-
Mr Rajeev Gupta	-	-	-	8000
Mr Shreekant Somany	-	-	-	8000
Mr Suresh Rajpal	-	-	-	4000
Mr S K Mittal	-	-	-	-
Mr Ranbir Mukherjee	-	-	-	-
TOTAL				46000

5. The Board meeting should be held at least four times in a year, with a maximum time gap of four months between any two meetings and all information recommended by the SEBI Committee should be placed at the Board.

During the year 2000-01, the Board met five times on 2nd May, 28th July, 30th October, 17th January and 29th March. Agenda papers for each meeting were circulated to the Directors well in advance. Steps are being taken in the current year to include in the Board Agenda, all the items recommended by the SEBI Committee.

6. No Director should be a member in more than 10 committees or act as Chairman of more than 5 committees across all companies in which he is a Director. Furthermore, it should be mandatory annual requirement for every Director to inform the Company about committee positions he occupies in other companies and changes.

This guideline is fully being adhered to. The annual disclosures are being asked from the directors for the current year.

7. As a part of disclosures, in addition to the Director's Report, Management's discussion and Analysis Report should form part of the Annual report to the shareholders.

Management's discussion and Analysis Report has been included in the current Annual Report to the shareholders.

8. Disclosures to be made by the management to the Board relating to all material financial and commercial transactions, where they have personal interest, that may have a potential conflict with the interest of the company at large.

Full disclosures are being made to Board for all transactions where directors have personal interest.

9. While appointing a new Director or re-appointing an existing Director, the Company should provide a brief resume, expertise in specific functional areas and names of Companies in which the person also holds the directorship and the membership of Committees of the board. These should form part of notice to shareholders.