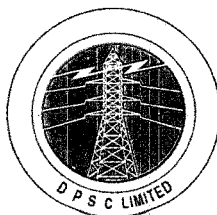
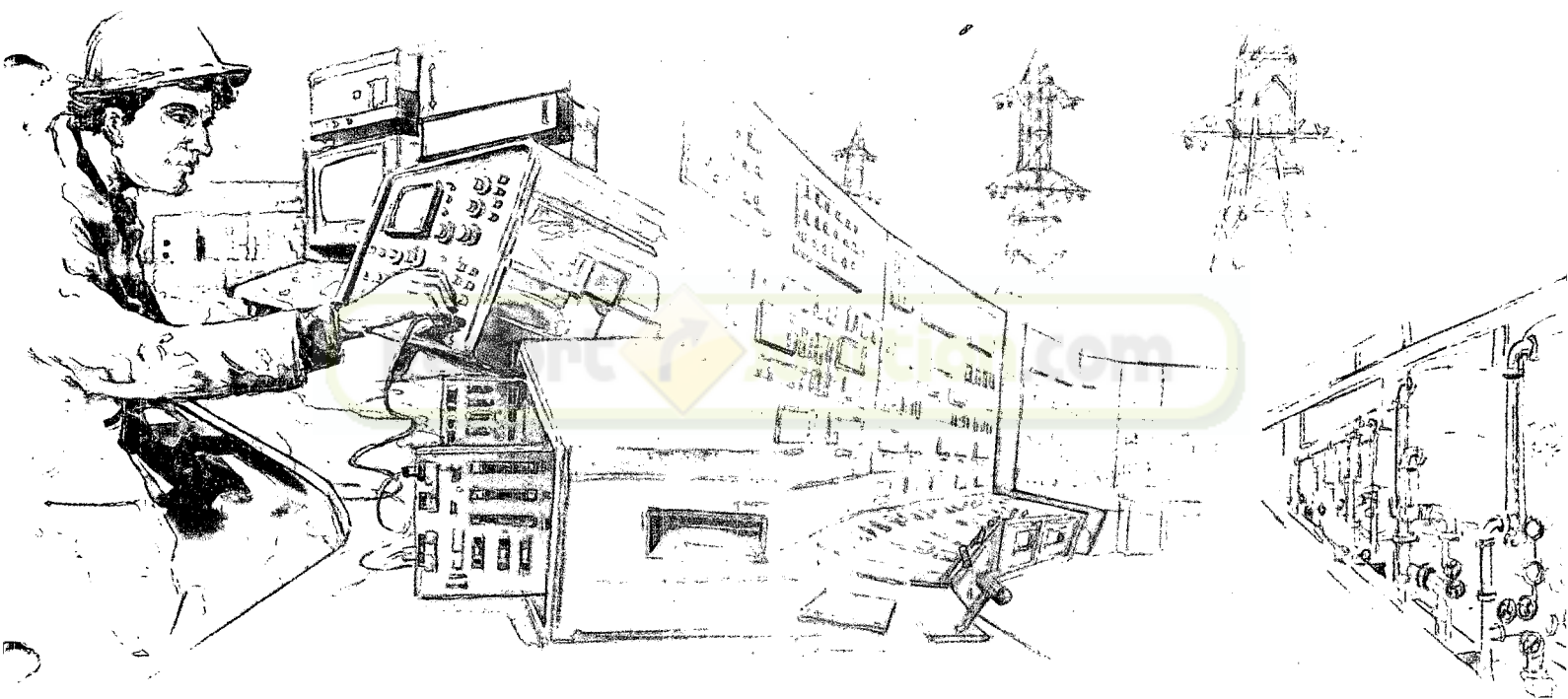
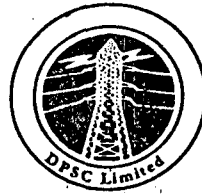


ANNUAL REPORT & ACCOUNTS 2003 - 2004



DPSC Limited



D P S C Limited
(Formerly Dishergarh Power Supply Company Ltd.)

Proxy

I/We,
Of Being a Member /
Members of DPSC Limited, hereby appoint
..... of
..... (or failing him
of (or failing him
of) as my / our proxy in my / our absence to attend and vote for me / us and on my / our
behalf, at the Annual General Meeting of the Company to be held on the 30th day of December, 2004 and any adjourn-
ment thereof.

As WITNESS my / our hand / hands this day of 2004.

Signed by the said

One Rupee
Revenue
Stamp

* Applicable for members holding shares in dematerialised form.

Folio No...../ DP ID No.....and Client ID No.....

Note : The proxy must be deposited at the Registered office of the Company at Centre for Excellence, Plot X-1, 2 & 3,
Sector-V, Block EP, Salt Lake City, Kolkata 700 091, not less than 48 hours before the time of holding the Meeting.



DPSC Limited

(Formerly Dishergarh Power Supply Co. Ltd.)

BOARD OF DIRECTORS

Naresh Chaturvedi

Lalit Kumar Dash

Hemant Kanoria

A. R. Manna

Dr. R. K. D. Shah

Sushobhan Sarker

E.I.Thomas

S. Radhakrishnan – **Managing Director**

SECRETARY & MANAGER (LEGAL & ADMN)

Chiranjib Das

AUDITORS

Price Waterhouse & Co.
Plot No. Y-14, Block-EP, Sector-V,
Salt Lake City, Electronic Complex
Bidhan Nagar,
Kolkata-700 091

REGISTERED OFFICE

Centre for Excellence
Plot No. X -1, 2&3 Block EP,
Sector-V, Salt Lake City,
Kolkata-700 091.

Visit us at www.dpscl.com

Email.info@dpscl.com

AUDIT COMMITTEE

Dr. R.K.D. Shah – Chairman
A. R. Manna
E.I.Thomas
Sushobhan Sarker

SHAREHOLDERS/INVESTORS' GRIEVANCE COMMITTEE

Naresh Chaturvedi – Chairman
A. R. Manna
S. Radhakrishnan

REMUNERATION COMMITTEE

L.K.Dash – Chairman
Dr. R K D Shah
A. R. Manna

COMMITTEE OF DIRECTORS

Naresh Chaturvedi – Chairman
Dr. R K D Shah
L. K. Dash
S. Radhakrishnan

BANKERS

UCO Bank
State Bank of Patiala
State Bank of India
HSBC Bank

ANNUAL GENERAL MEETING

Thursday, 30th December, 2004 at 11.30 a.m. at
Registered Office, Centre for Excellence, Plot X-1,2&3,
Block-EP, Sector-V, Salt Lake City, Kolkata - 700 091.

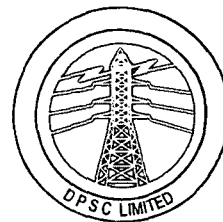
REGISTRAR & TRANSFER AGENT

CB Management Services (P) Ltd.
P-22, Bondel Road,
Kolkata-700 019.

Telephone : (033) 2280 6692/93/94
Facsimile : (033) 2247 0263
Email : cbmsl1@cal2.vsnl.net.in

CONTENTS

Notice	3
Report of the Directors	10
Management Discussion and Analysis	16
Report on Corporate Governance	21
Auditor's Report	31
Balance Sheet	36
Profit & Loss Account	37
Schedules and Notes	38
Notes on Accounts	46
Balance Sheet Extract	53
Cash Flow Statement	55
Attendance Slip and Proxy Form	



NOTICE TO MEMBERS

NOTICE is hereby given that the Eightyfourth Annual General Meeting of the members of DPSC Limited will be held at its Registered Office, Centre for Excellence, Plot X-1, 2 & 3 Block EP, Sector – V, Salt Lake City, Kolkata - 700 091 on Thursday, the 30th December, 2004 at 11.30 a.m. to transact the following business :-

1. To consider and adopt the Profit & Loss account for the year ended 31st March, 2004, the Balance Sheet as at that date and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Dr. R. K. D. Shah, who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution :

"RESOLVED that Messrs. Price Waterhouse & Co., the retiring Auditors, being eligible and not being disqualified under Section 224(1-B) of the Companies Act, 1956, be re-appointed as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as agreed upon by the Board of Directors and the Auditors, in addition to reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company."

SPECIAL BUSINESS:

To Consider and, if thought fit, to pass with or without modifications, the following resolutions

As Ordinary Resolutions :

4. **"RESOLVED** that Shri Naresh Chaturvedi be and is hereby appointed as a Director of the Company".
5. **"RESOLVED** that Shri E.I.Thomas be and is hereby appointed as a Director of the Company".
6. **"RESOLVED** that subject to any of the applicable provisions of the Companies Act, 1956 (Act) and Schedule XIII thereto and such other approvals, if any, as may be required, approval of the Company be and is hereby accorded towards designating Shri S. Radhakrishnan as the Managing Director of the Company in terms of provisions of Section 2 (26) of the Act on and with effect from 6th September, 2004 on the same terms, tenure and conditions and remuneration including the remuneration to be paid in the event of loss or inadequacy of profit in any financial year as have been set out in his letter of appointment dated 25th January, 2003 as Director & Chief Executive of the Company and approved at the Annual General Meeting of the Company held on 24th September, 2003 so far the same are applicable to him as the Managing Director of the Company as has been approved by the Board of Directors at its meeting held on 4th September, 2004 and as has been set out in his letter of appointment dated 4th September, 2004 as the Managing Director of the Company."

As a Special Resolution :

7. **"RESOLVED** that pursuant to the provisions of Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, (the act) the Articles of Association of the Company be amended as follows

- a) By deleting Article Nos. 155, 157 and 158 together with marginal notes thereto, and
- b) The existing Article be substituted with the following along with marginal note in its place and stead:

**Appointment, Remuneration,
Rights, Duties of Auditors**

The appointment, Powers, rights, remuneration and duties of the Auditors shall be regulated by Sections 224 to 231 of the Act."

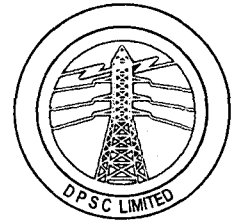
Registered Office

Centre for Excellence,
Plot X-1, 2&3, Block – EP, Sector – V,
Salt Lake City, Kolkata - 700 091
Dated : 2nd December, 2004.

By Order of the Board
DPSC Limited
Chiranjib Das
Secretary

NOTES : 1. A Member entitled to attend and vote at this Annual General Meeting is entitled to appoint a proxy to attend the Meeting and vote on a poll on his behalf. A proxy need not to be a member of the Company. Proxies, in order to be effective, must be received at the Company's Registered Office not less than forty-eight hours before the commencement of the meeting.

2. An explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 relating to the item of Special Business is annexed.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 27th December, 2004 to 30th December, 2004 (both days inclusive).
4. The provisions of Section 224A of the Companies Act, 1956 is applicable to the Company and therefore it is necessary to pass a special resolution for appointment of the Auditors as set out in Item No. 3 of the Notice.
5. Members are requested to notify change of address, if any, to the Company on or before 27th December, 2004 and Members holding shares in dematerialised form are also requested to notify change of address, bank details, etc., to their respective Depository Participants (DP). Any intimation made to the Company without effecting the necessary correction with the DP cannot be updated.
6. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for ease of identification for attendance at the Meeting.
7. Members of the Company are informed that the amount of dividend for the financial year ended March 1996 & 97, which remain unpaid/unclaimed for a period of seven years from the date of transfer had been transferred to the Investor Education and Protection Fund established by the Central Government, pursuant to Section 205C of the Companies Act, 1956.



8. Pursuant to the provisions of Section 205A (5) of the Companies Act, 1956, the amount of dividend for the financial year ended March, 1998 and thereafter, which remain unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company will have to be transferred to the Investor Education and Protection Fund. Members who have not yet encashed their dividend warrants so far for the financial year ended 31st March, 1998 or any subsequent financial years are requested to make their claim to the Company.
9. Members are informed that pursuant to the Circular issued by Depositories & Custodian Division, of Securities & Exchange Board of India (SEB) for appointment of common agency for share registry work, the Company has appointed **M/s. C B Management Services (P) Ltd., as Registrar & Share Transfers Agents for both physical and demat modes of securities of the Company.**
10. Members desiring any information as regards the Accounts are requested to write to the Company at least seven days prior to the date of the Meeting so as to enable the management to keep the information ready at the Meeting.
11. **Kindly bring your copy of the Annual Report at the Meeting.**

Registered Office

Centre for Excellence,
Plot X-1, 2&3, Block – EP, Sector – V,
Salt Lake City, Kolkata - 700 091
Dated :2nd December, 2004.

By Order of the Board
DPSC Limited.
Chiranjib Das
Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**Item No. 4**

Shri Naresh Chaturvedi, I.A.S., Additional Secretary & Financial Advisor, Deptt. of Industrial Policy & Promotion, Government of India was appointed as Additional Director of the Company with effect from 31st July, 2004. Accordingly, in terms of Section 260 of the Companies Act, 1956 (the Act) he will hold office upto the date of this Annual General Meeting. The Company has received a notice in writing under Section 257 of the Act, from a member proposing the appointment of Shri Naresh Chaturvedi as a Director of the Company at this Annual General Meeting and he has consented to act as such, if so appointed.

The Board recommends appointment of Shri Naresh Chaturvedi as a Director.

None of the Directors of the Company other than Shri Naresh Chaturvedi has any concern or interest in the proposed resolution.

Item No. 5

Shri E.I. Thomas was appointed as Additional Director of the Company with effect from 30th January, 2004. Accordingly, in terms of Section 260 of the Companies Act, 1956 (the Act) he will hold office upto the date of this Annual General Meeting. The Company has received a notice in writing under Section 257 of the Act, from a member proposing the appointment of Shri E.I. Thomas as a Director of the Company at this Annual General Meeting and he has consented to act as such, if so appointed.

The Board recommends appointment of Shri E.I. Thomas as a Director of the Company.

None of the Directors of the Company other than Shri E.I. Thomas has any concern or interest in the proposed resolution.

Item No. 6

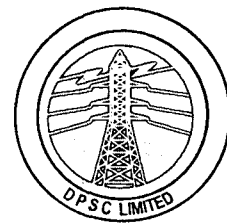
The Annual General Meeting of the Company held on 24th September, 2003 approved the appointment including the terms, conditions and remuneration of Shri S. Radhakrishnan as Director & Chief Executive of the Company for a period of five years with effect from 25th January, 2003 i.e. upto 24th January, 2008.

The members had approved at the said Meeting inter alia the remuneration payable to Shri S. Radhakrishnan as contained in his letter of appointment dated 25th January, 2003.

Taking into consideration the requirement of the Company the Board of Directors at its meeting held on 4th September 2004 designated Shri S. Radhakrishnan as the Managing Director of the Company in terms of Section 2 (26) of the Companies Act, 1956 with effect from 6th September, 2004 for the remainder period of his tenure as Director & Chief Executive of the Company i.e. upto 24th January 2008, without any variation in the said remuneration and other terms and conditions as contained therein so far the same are applicable to the Managing Director subject to the approval of the members in a General Meeting and on that basis necessary letter of appointment dated 4th September, 2004 has been issued to Shri Radhakrishnan.

Since such appoint is subject to the approval of the members in a General Meeting the Board recommends that the resolution as set forth in the item No. 6 of the Notice convening the Annual General Meeting be approved and adopted.

The letter of appointment dated 25th January, 2003 and 4th September 2004, are available for inspection by the Members of the Company during the office hours on any working day except Saturday and will also be available at the Meeting.



None of the Directors of the Company other than Shri S. Radhakrishnan has any concern or interest in the said resolution.

This may also be treated as an abstract of terms and conditions of appointment due to change in designation of Shri S. Radhakrishnan, as Managing Director of the Company pursuant to Section 302 of the Companies Act, 1956.

Item No. 7

As the Members are aware that the provisions of Section 6198 of the Companies Act, 1956 (the Act) are no longer applicable to the Company and hence the provisions of Section 619 of the Act are no longer applicable and hence in its place the provisions of Section 224 of the Act and the attending other provisions thereto have become applicable thereto. The proposed special resolution as contained in Item No. 7 of the Notice convening the Annual General Meeting is to give such effect in the Articles of Association of the Company.

The Board, therefore, recommends passing special resolution as set out in item no. 7 of the Notice.

None of the Directors of the Company has any concern or interest in the proposed special resolution no. 7.

The Memorandum and Articles of Association of the Company is available for inspection by the Members of the Company during the Company's office hours on any working day except Saturday and will also be available at the Meeting.

Report  junction.com

Registered Office

Centre for Excellence,
Plot X-1, 2&3, Block – EP, Sector – V,
Salt Lake City, Kolkata - 700 091
Dated : 2nd December, 2004.

By Order of the Board
DPSC Limited.
Chiranjib Das
Secretary

A BRIEF RESUME OF THE DIRECTOR SEEKING RE-APPOINTMENT IN THE ENSUING ANNUAL GENERAL MEETING.

(In pursuance of clause 49 of the listing agreement)

NAME OF DIRECTORS	DATE OF BIRTH	DATE OF APPOINTMENT	QUALIFICATIONS	EXPERTISE IN SPECIFIC FUNCTIONAL AREAS & EXPERIENCE
Dr. R. K. D. Shah	14th November, 1939	24th December, 2001	B.Sc. Engg. (Electrical) (Mechanical). Ph.D. (Power Engineering) – Power Institute Moscow Fellow of Institute of Engineers (India). Fellow of India National Academy of Engineering	He held the positions of Chairman/ Director (Personnel) in BHEL and Director (Technical), Department of Heavy Industry, Ministry of Industry and 1st Secretary, Embassy of India, Moscow. He has also been awarded with Eminent Engineering Personality of the year 1996, Diamond Jubilee Award for the year 1996 of Central Board of Irrigation & Power in recognition of outstanding services to the growth of power sector in India. He has had more than 50 publications in national, international journals and seminars. He is the Chairman of the Audit Committee and member of the Remuneration Committee and Committee of Directors of the Board of the Company. He holds directorship on the Board of Bharat Yantra Nigam Ltd. He is also a member of Advisory Board of Comptroller & Auditor General of the India. (C&AG)
Shri Naresh Chaturvedi	16th March, 1948	31st July, 2004	M.Sc. (Physics) LLB, IAS	Shri Naresh Chaturvedi inducted on the Board of Company as part time Director as well as Chairman of the Company since 31st July, 2004. He is an Officer of Indian Administrative Service, West Bengal Cadre and presently holds the post of Additional Secretary & Financial Adviser in the Department of Industrial Policy & Promotion in the Ministry of Commerce & Industry. Govt. of India, New Delhi. He is also a part time Director of Bharat Bhari Udyog Nigam Ltd. (BBUNL), HMT Limited, Bangalore, Heavy Engineering Corporation Ltd. Ranchi, Andrew Yule & Co. Ltd. Bharat Heavy Electricals Ltd and Cement Corporation of India Ltd. He is the Chairman of shareholders/ Investors' Grievance Committee and Committee of Directors of the Board of the Company.