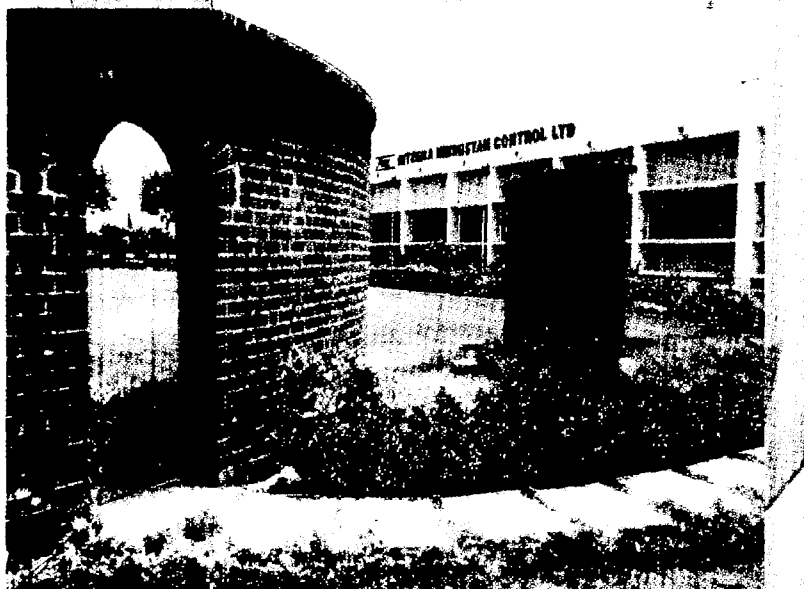
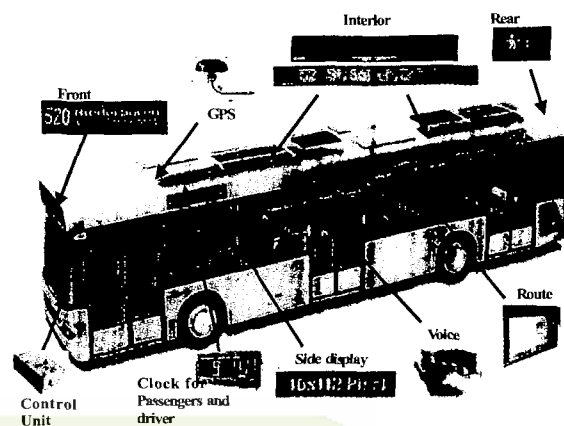
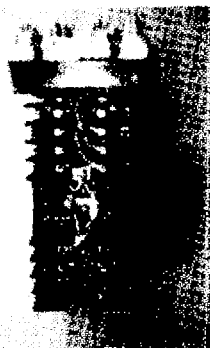
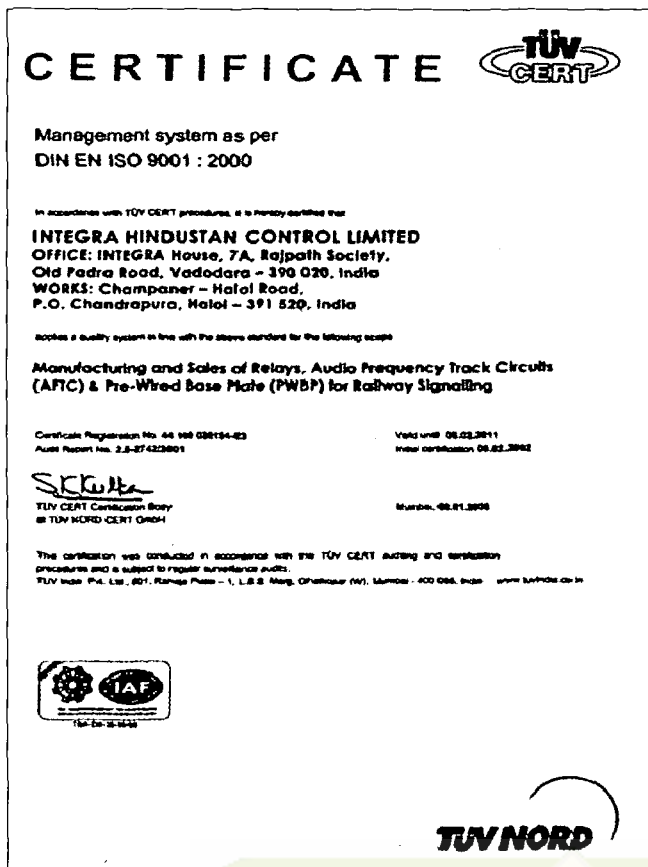




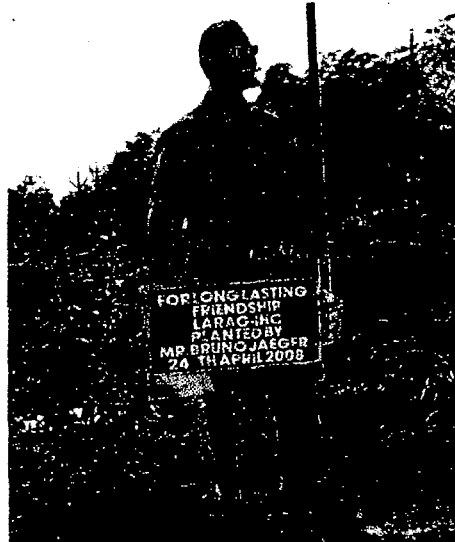
Pronouncing Growth





Swiss Delegation at Mini Exhibition at IHC, Halol Plant

## Caring for Environment (Tree Plantation)



## Integra Hindustan Control Limited

Board of Directors	K. N. Shenoy	Chairman
	M. N. Parikh	Managing Director
	S. R. Divatia	
	Adrian Oehler	
	Rahul Divan	
Company Secretary HR & Legal	Binal Trivedi	
Bankers	1. State Bank of India, Industrial Finance Branch, Marble Arch, Vadodara 2. ICICI Bank Limited, Landmark Building, Race Course, Vadodara 3. Bank of Baroda, Sayajigunj Branch, Yash Kamal Building, Sayajigunj, Vadodara	
Auditors	O. P. Rathi & Co.	
Registered Office	INTEGRA House, 7-A, Rajpath Society, Old Padra Road, Vadodara - 390 020.	
Works	Halol-Chapaner Road, P.O. Chandrapura, Tal. Halol, Dist. Panchmahals - 391 520.	
Registrar and Share Transfer Agent	Intime Spectrum Registry Limited. 308, Jaldhara Complex, Opp. Manisha Society, Off. Old Padra Road, Vadodara - 390 015.	

Contents	Page No.
Notice	2
Director's Report	8
Compliance Certificate	12
Auditors' Report	15
Balance Sheet	18
Profit and Loss Account	19
Schedules	20
Notes to the Accounts	27
Cash flow	37
Part - IV of Schedule VI	38

## Report and Accounts 2007-08

### Notice to Members :

Notice is hereby given that the Twenty First Annual General Meeting of the Members of Integra Hindustan Control Limited will be held at Sayaji Hotel, (at Hall - "SAMWAD " , 5<sup>th</sup> Floor) Kala Ghoda, Sayajigunj, Vadodara- 390 005, on Friday, 29th August, 2008, at 03.00 P.M. to transact the following business :

### Ordinary Business:

- 1) To receive, consider and adopt the Balance Sheet of the Company as at 31<sup>st</sup> March, 2008 and the Profit and Loss Account for the Year, ended on that date and the Reports of the Directors and the Auditors thereon.
- 2) To declare dividend on Equity Shares.
- 3) To appoint a Director in place of Mr. S. R. Divatia, who retires by rotation and being eligible offers himself for re-appointment.
- 4) To appoint M/s O.P.Rathi & Co., Chartered Accountants, Vadodara, as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration.

### Special Business:

- 5) To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution :

"RESOLVED THAT Mr K. N. Shenoy, who was appointed as an Additional Director of the Company by the Board of Directors, pursuant to Article 98 of the Articles of Association of the Company and who holds office upto the date of Twenty First Annual General Meeting, under section 260 of the Companies Act, 1956, and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing along with a deposit of Rs. 500/- (Rupees Five Hundred only) from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

- 6) To consider and, if thought fit, to pass with or without modifications, the following resolution as a Special Resolution :

"RESOLVED THAT pursuant to and in accordance with the provisions of Sections 198, 269, 309, 310, 316 & 317 and other applicable provisions, if any, of the Companies Act, 1956, including any statutory modification(s) or re-enactment thereof for the time being in force, ("Act"), read with Schedule XIII to the Companies Act, 1956 and subject to such approvals and sanctions as may be necessary or required under law, consent of the Company be and is hereby accorded to the re-appointment of and payment of remuneration to Mr M.N.Parikh, as the Managing Director of the Company, for a further period of 03 (three) years, with effect from 21<sup>st</sup> September, 2007 to 20<sup>th</sup> Sept., 2010 (both the days inclusive), on terms and conditions set out in the agreement, dated 30<sup>th</sup> October, 2007, submitted to this meeting and for identification, signed by the Chairman, which Agreement is hereby specifically approved, with liberty and powers to the Board of Directors to alter, vary and modify, from time to time, the terms and conditions of the said Agreement, including review of remuneration annually and / or otherwise, in such manner as may be agreed upon by the Board and Mr M. N. Parikh, and in accordance with the limits prescribed in the Schedule XIII to the Companies Act or any amendment, modifications or re-enactment made thereto from time to time and if necessary, as may be stipulated by the Central Government and as may be agreed to accordingly between the Board of Directors and Mr. M. N. Parikh.

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956, the remuneration payable to Mr. M. N. Parikh, by way of salary, perquisites, commission and other allowances, shall not in any event, exceed 5% of the net profits of the Company, computed under Section 198 of the Companies Act, 1956 and if there is more than one such Director, 10% for all of them together, in that financial year.

"RESOLVED FURTHER THAT notwithstanding anything stated hereinabove, where in any financial year of the company, during the currency of tenure of Mr M. N. Parikh as Managing Director of the Company, the Company has no profits or its profits are inadequate, the remuneration, perquisites, commission and allowances shall be governed by and paid in accordance with the limits and conditions prescribed in Section II of Part II of the Schedule XIII to the Companies Act, 1956 as amended from time to time. "

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things and they may take such steps necessary, expedient or desirable in the best interest of the Company. "

- 7) To consider and, if thought fit, to pass with or without modifications, the following resolution as a Special Resolution :

"RESOLVED THAT pursuant to the provisions of Section 149 (2A); and other applicable provisions, if any, of the Companies Act, 1956, approval of the Company be and is hereby accorded to commence and carry on the business specified in "Other Objects" clause, at Sl. No. 6, 24, 29 and 38 of III (C) of the Memorandum of Association of the Company as under:

## Integra Hindustan Control Limited

**Sl. No.(6):**

To establish, maintain, conduct, provide and make available services as consultant, advisers of every kind including commercial, statistical, financial, accountancy, computer expert, programmer, medical, legal, social services and to take such steps as may be necessary for the purpose and to undertake for consideration on behalf of any client, the work of examining, inspecting and carrying out tests on any products and to issue certificates in respect of such products.

**Sl. No. (24):**

To carry on in India or elsewhere, the business of processing, converting, producing, manufacturing, formulating, using, buying, acquiring, storing, packing, selling, dealing, marketing, transporting, distributing, importing, exporting and disposing of all or any types and descriptions of drugs, medicines, vitamins, antibiotics, basic drugs, pharmaceuticals or biological products, foodstuffs for human and animal use, gelatin capsules, sugar, agrochemical, pesticides, fungicides, germicides, insecticides, weedicides, dyes, dye-stuffs, intermediates, textile auxiliary, colours, acids, varnishes, paints, pigments, manures, paper, pulp resins, plastics, plastic goods, synthetic resins, plasticizers, man-made fabrics, textiles, cosmetics, powders, creams, preparation for the teeth, toilet requisites, detergents, surface active agents, cleaning agents, soaps, glasses, bricks, pottery, terracotta cement, artificial stone, cokes, explosives and photographic materials.

**Sl. No. (29):**

To carry on the business as manufacturer, and dealer in all types of electrical, electronic, mechanical, microprocessor based electro-mechanical, computerized equipments including X-ray machines, ultra sound machines, scanners, ECG machines, echo cardio graphic machines, electro surgical instruments and digital B. P. instruments required for medical, surgical operations, hospitals, dispensaries, medical centres, research laboratories, educational institutions, scientific and other institutions or organization or company.

**Sl. No. (38):**

To manufacture, produce, fabricate, process, buy, sell, market, exchange, alter, improve, import, export, give on hire or otherwise deal in electrical, electronic, electronics or electromechanical or mechanical equipments, appliances machineries, their components, accessories, spares parts, systems required for industrial, agricultural, domestic or other purposes including all types of meters, measuring instruments, testing instruments, calibrating instruments, protection, auxiliary and other relays, sonic or ultra sonic equipments, radars, computers, mini computers, data processing equipments, micro-wave equipments, remote control systems, broadcasting and cinematographic equipments, test room equipments, scientific instruments, medical and surgical equipments, oscilloscopes, electric motors of all types, electric furnaces, cremation furnaces, instrument transformer, current transformer, potential transformer, power line carrier, communication equipments, telemetric equipments, bus ducts, tap changers, tensile testing equipments, switch and control boards, control panels, time switches, radio control switches, circuit breakers of all types, switchgears and control gears, porcelain insulators, staters, boosters, rectifiers, low and high voltage games, receiver sets, amplifiers, audio systems, calculators, electronic components including capacitors, transistors, connectors, electric and electro-mechanical parts, printed circuit boards, diodes, resistors, indicators, transformers, ferrites tubes, television tubes, picture tubes, incandescent lamp, miniature lamps and tubes, integrated circuits, thyristors, lamination sheets, stampings, all types of insulating materials, fuses, floppy disc, magnetic tapes, magnetic disc, record player and changer.

RESOVLED FURTHER THAT the Board of Directors of the Company be and is hereby auhorised to take all such steps and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to implement the above Resolution.

By Order of the Board,  
For & on behalf of,  
Integra Hindustan Control Ltd.,

Binal Trivedi  
Company Secretary,  
HR & Legal

**Registered Office:**

INTEGRA House,  
7-A, Rajpath Society,  
Old Padra Road,  
Vadodara - 390 020.

Mumbai, 25th April, 2008.



## Report and Accounts 2007-08

### NOTES:

- 1) The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, setting out the material facts in respect of business under Item No. 5, 6 and 7 is annexed hereto.
- 2) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND ON A POLL VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The proxy, in order to be effective, must be deposited at the registered office of the Company, not later than 48 hours before the commencement of the meeting.
- 3) **The Members should bring the duly filled in attendance slips sent herewith, for attending the meeting.**
- 4) The Register of Members and Share Transfer Books of the Company, will remain closed from Tuesday the 19<sup>th</sup> August, 2008 to Friday, the 29<sup>th</sup> August, 2008 (both days inclusive) for both, Physical & DEMAT.
- 5) Members are requested to advise, indicating their Folio Number, the change of their Addresses, if any, to the Company at its Registered Office or to its Registrar and Share Transfer Agent, viz Intime Spectrum Registry Limited (ISRL), 308, Jaldhara Complex, Opp. Manisha Society, Off. Old Padra Road, Vadodara – 390 015. (Tel.:0265-2250241, 3249857, Fax: 0265-2250246) and also to respective Depository Participant (DP), in case the Shares are held in Demat Form.
- 6) The Dividend, as recommended by the Board, if declared at the Annual General Meeting, will be paid on and after 1st Sept., 2008, to those members whose names stand registered on the Company's Register of Members, as on 29th August, 2008 or to their mandates subject to the provisions of Section 206(A) of the Companies Act, 1956, including the Beneficial Owners, as per the details to be furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd (CDSL) in respect of shares held in Demat form.
- 7) As mandated by SEBI, for Dividend, when declared, the Company will be providing ECS facility to the shareholders whereby they will be able to receive their dividend by direct electronic credit to their bank account. The ECS facility is available at centers as may be prescribed by the Company's Banker in the matter of Dividend. In absence of availing of this option by the shareholders, the Company shall send warrants for disbursing dividend. The Members are requested to fill in the form provided along with the annual report and send it, along with a photo copy of the cheque, (for verifying the accuracy of MICR Code No. and other particulars) to the Company's Registrar and Share Transfer agent in case of shares held in physical form and to respective Depository Participant (DP) in case the shares are held in demat form.
- 8) Members who have not yet encashed the dividend warrants for the financial year ended 31<sup>st</sup> December, 2000, for the subsequent period of 15 Months, ended 31<sup>st</sup> March, 2002, for the financial year ended 31<sup>st</sup> March, 2003, for the financial year ended 31<sup>st</sup> March, 2004, for the financial year ended 31<sup>st</sup> March, 2005, for the financial year ended 31<sup>st</sup> March, 2006 as well as for the financial year ended 31<sup>st</sup> March, 2007, **are requested to forward their claims to the Company or its Registrar and Share Transfer Agent, with duly filled and signed Indemnity Bond, on a non judicial stamp paper of Rs. 100, in format sent by the Company, (with un-claimed dividend details), vide its three reminder letters.** Pursuant to the provisions of Section 205A of the Companies Act, 1956, dividends which remain unclaimed for a period of 7 years, will be transferred to "Investor Education and Protection Fund" established by the Central Government pursuant to Section 205C of the Companies Act, 1956, thereafter, no claims shall lie with the Company in respect of such amount.
- 9) Members holding shares in physical form, can avail of the Nomination Facility, by filing Form 2B (in duplicate) with the Company or its Registrar and Share Transfer Agent (ISRL). In case of shares held in demat form, the Nomination has to be lodged with their Depository Participant.(DP)

### Annexure to Notice

#### **Explanatory Statement under Section 173 of the Companies Act, 1956.**

#### **Item No. 5.**

Mr. K N Shenoy was appointed as an Additional Director with effect from 24<sup>th</sup> August, 2007 by the Board of Directors of the Company.

In terms of Section 260 of the Companies Act, 1956, read with Articles of Association of the Company, Mr. Shenoy will hold office as a Director only upto the date of the Twenty First Annual General Meeting of the Company.

A Notice in writing along with a Deposit of Rs. 500/- under Section 257 of the Companies Act, 1956, has been received from a Member signifying his intention to propose Mr. Shenoy as a candidate for the office of Director.

## Integra Hindustan Control Limited

Having Graduated in Electrical Engineering from Banaras Hindu University, Mr. Shenoy had done his Business Management at IMD, Lausanne. He is also a Fellow of the Institution of Engineers (India) and a Fellow of the National Academy of Engineers.

Mr. Shenoy joined ABB (the then Hindustan Brown Boveri) in 1962 and worked in the Company for 40 years until 2002, of which 22 years as MD and CEO & 6 years as Chairman.

Mr. Shenoy was associated with various Companies as Chairman, Vice-Chairman, Director, etc. and also the Chairman of CII Institute of Quality, and also has been associated with various other Industry Bodies of national repute.

The Directors consider that the service of Mr. Shenoy will be very much useful to the Company and that having regard to his versatile experience and ability, it would be in the interest of the Company to appoint him as a Director of the Company.

The appointment of Mr. Shenoy, as a Director of the Company, is recommended for approval by the Members.

Mr. Shenoy is concerned or interested in the Resolution since it relates to his own appointment.

### **Item No. 6.**

The Board of Directors, at its meeting held on 24<sup>th</sup> August, 2007 has, subject to the Members' approval in General Meeting, re-appointed Mr M.N.Parikh, as the Managing Director of the Company, for a further period of 3 years, from 21<sup>st</sup> September, 2007 to 20<sup>th</sup> September, 2010 (both the days inclusive), upon the remuneration and on the terms and conditions set out in the Agreement. A notice pursuant to Section 257 of the Act along with a deposit of Rs. 500/- has been received from a member, in writing, proposing the candidature of Mr M.N.Parikh, as the Managing Director of the Company.

The Material provisions as contained in the said Agreement, referred to in the resolution as item No. 7 of the Notice are as under :

#### **1. Tenure of re-appointment**

The re-appointment of Mr M N Parikh is for a period of three years, from 21<sup>st</sup> September, 2007 to 20<sup>th</sup> September, 2010 (both the days inclusive).

Mr. Parikh shall not be subject to retirement by rotation during his tenure as Managing Director of the Company in accordance with Article 93 of the Articles of Association of your Company.

2. Subject to such orders and directions as may from time to time, be given to him by the Board of Directors of the Company (hereinafter called "the Board"), all which orders and directions Mr. Parikh shall promptly and faithfully obey, observe and comply with in all respects and subject also to such restrictions as the Board may in its sole and uncontrolled discretion from time to time impose on him, Mr. Parikh shall have the management of the whole of the affairs of the Company with power to appoint and dismiss employees of the Company, to enter in to contracts, agreements, understandings, on behalf of the Company in the ordinary course of business, and to do and perform all other acts and things which in ordinary course of business, he may consider necessary or proper or in the interest of the Company.

3. During his employment under this agreement Mr. Parikh shall devote his whole time and attention to the business of the Company and shall use his best endeavours to promote its interest and welfare.

4. During the period of his employment Mr. Parikh shall whenever required by the Company undertake such travelling in India and elsewhere as the Board may from time to time direct in connection with or in relation to the business of the Company.

#### **5. Remuneration and Perquisites**

The Company shall, in consideration of the performance of the duties, with effect from 21<sup>st</sup> September, 2007, pay to Mr. Parikh, during continuance of this Agreement, the following remuneration, for the period from 21<sup>st</sup> September, 2007 to 20<sup>th</sup> September, 2008 :

##### **a) Salary (per annum) :**

Basic Rs. 4,53,600 pa, HRA Rs. 3,15,000 pa, Leave Travel Expenses Reimbursement pa (Not Exceeding) Rs. 31,500 pa, Reimbursement of Medical Expenses (including Mediclaim Premium) Rs. 18,900 pa, Ex-gratia Rs.68,040 pa., Performance Incentive (PI) Rs. 86,184 pa and Company's contribution to Provident Fund (presently 12% pm) Rs. 54,432 pa.

## Report and Accounts 2007-08

**b) Commission :**

2 % on Net Profit of the Company, in accordance with provisions of Section 198,309,349 & 350 of the Companies Act, read with Schedule XIII to said Act.

**c) Perquisites :**

Reimbursement of Membership Fees of Two Professional Institutes or Clubs, subject to 75% of the Total Fees paid.

**d) Others :**

(1) Insurance Coverage against (a) accidental death and complications arising there from , (Present Coverage is up to maximum of 72 Months Total Salary & as per details of the Scheme) (b) Hospitalisation (Coverage of total actual expenses incurred ), and (2) Fringe benefits as may be decided from time to time or as per the applicable schemes/rules of the Company (3) Other Retiral Benefits (including P.F., Gratuity etc.) as per the applicable statutes."

The Company shall, in consideration of performance of his duties, with effect from 21<sup>st</sup> September,2008, during the continuance of this Agreement, pay to Mr Parikh, for the remaining period from 21<sup>st</sup> September, 2008 to 20<sup>th</sup> September,2010, such remuneration, in accordance with and subject to Section 269, read with schedule XIII, to the Companies Act, 1956 as may be reviewed annually by the Board of Directors , as agreed to by Mr Parikh.

### Overall Remuneration

This remuneration is within the ceiling laid down in Section 198,269,309 and other applicable provisions , if any, of the Companies Act, 1956, read with Schedule XIII to the said Act as modified, from time to time.

### Minimum Remuneration

Notwithstanding anything stated herein above, where in any financial year of the Company, during currency of the tenure of Mr Parikh, as Managing Director of the Company, the Company has no profit or its profit are inadequate, the remuneration, perquisites and other allowances shall be governed by and paid in accordance with the limits and conditions prescribed in Section II of Part II of the Schedule XIII to the Companies Act, 1956 as amended from time to time.

### Mr. Parikh shall be entitled to:

- a. the reimbursement of entertainment expenses actually and properly incurred by him in the course of the legitimate business of the Company, in accordance with the rules and regulations of the Company in force, from time to time or as may be approved by the Board of Directors; and
  - b. the reimbursement of travelling, hotel and other expenses incurred by him in India and abroad exclusively on the business of the Company in accordance with the rules and regulation of the Company in force from time to time or as may be approved by the Board of Directors.
  - c. Earned / Privilege Leave: On full pay and allowances as per rules of the Company but not more than one month leave for every eleven months of service , shall be allowed.
6. As long as Mr. Parikh functions as Managing Director, he shall not be paid any sitting fee for attending the Meetings of the Board of Directors or Committee thereof.
  7. As long as Mr. Parikh functions as Managing Director, he shall not become interested or otherwise concerned directly or through his wife and/or minor children, in any selling agency of the Company in future without the prior approval of the Central Government.
  8. Mr Parikh shall not during the term of this Agreement with the Company, engage himself either directly or indirectly or be interested in any capacity, whatsoever or render assistance to firm, company or person, whatsoever, whether a manufacturer, dealer or trader, in goods or products which are of same or similar kind and nature, as those of the Company.
  9. Notwithstanding anything to the contrary contained in the Agreement, either party shall be entitled to terminate the Agreement, at any time by giving to the other party 180 days notice in writing in that behalf without the necessity of showing any cause and on the expiry of the period of such notice, this Agreement shall stand determined and in view thereof and as a consequence of such termination by notice, Mr. Parikh shall cease to be a Director of the Company.
  10. The terms and conditions of the said re - appointment and/or Agreement may be altered and varied from time to time by the Board as it may, in its discretion, deem fit so as not to exceed the limits specified in schedule XIII to the Companies Act, 1956, or any amendment or relaxation made hereunder in that regards.



## Integra Hindustan Control Limited

The abstract of terms of re-appointment and the memorandum of concern or interest as required under the provisions of Section 302 of the Act, have been circulated amongst the entitled members.

The Agreement entered into between the company and Mr M N Parikh, incorporating the above particulars and as also referred to in the Resolution at Item No. 06 of the accompanying Notice, are available for inspection by the members, at the Registered Office of the Company between 10.30 am and 12.30 pm on all working days.

Your Directors propose this resolution for your approval.

Except Mr M. N. Parikh, none of the Directors is in any way, concerned or interested in the Resolution of this item of the accompanying notice.

### **Item No. 7.**

The company presently carries on the business of the Railway Signalling Equipments. The Board of Directors of the Company wish to diversify the Company's activities by undertaking the business of bio science technology, Service Provider as Consultant and Advisors of every kind, including computer based, software solutions, knowledge process outsourcing, legal process outsourcing, business as manufacturer and dealer in all types of electrical, electronic, mechanical, micro-processor based electro-mechanical, computerized and any other types of equipments, devices, appliances, systems, components, parts, instruments, for industrial, domestic and any other purposes, specified in "Other Objects" clause, at Sl. No. 6, 24, 29 and 38 of III (C) of the Memorandum of Association of the Company.

As per the provisions of Section 149 (2A) of the Companies Act, 1956, approval of the Members of the Company in General Meeting by way of Special Resolution is required for commencement of any business as set out in the Other Objects Clause "III C" of the Memorandum of Association of the Company. It is proposed to obtain approval of the Members to commence and carry out the activities mentioned in the Resolution.

As a matter of expediency, approval of the Members of the Company is sought to enable the Directors to commence and undertake, at such time or times, as they may consider proper, appropriate and in the best interest of the Company, the business as specified in "Other Objects" items, at Sl. No. 6, 24, 29 and 38 of III (C) of the Memorandum of Association of the Company.

None of the Directors is, in any way, concerned with or interested in the Resolution.

A copy of the Memorandum and Articles of Association is available for the inspection of the Members at the Registered Office of the Company between 10.00 a.m. and 1.00 p.m. on all working days.

The Directors recommend the Resolution for approval of the Members.

By Order of the Board,  
For & on behalf of,  
Integra Hindustan Control Ltd.,

Binal Trivedi  
Company Secretary,

**Registered Office:**  
INTEGRA House,  
7-A, Rajpath Society,  
Old Padra Road,  
Vadodara - 390 020.

Mumbai,  
25th April, 2008.

## Report and Accounts 2007-08

### Directors' Report

The Directors submit their Twenty First Annual Report and the Audited Accounts of the Company for the year ended 31<sup>st</sup> March, 2008.

### Financial Results

	(Rs. in Thousands)	
	For the year ended on 31 <sup>st</sup> March, 2008	For the year ended on 31 <sup>st</sup> March, 2007
Profit before taxation	10,727	12,581
Less: Provisions for taxation	3,871	4,446
Less: Short / (Excess) provision in respect of earlier years (net)	35	(158)
Profit after taxation	6,821	8,293
Add: Balance brought forward from previous year	29,655	23,479
Profit available for appropriation	36,476	31,771
<b>Appropriation:</b>		
Transfer to General Reserve	690	829
Proposed Dividend	1100	1100
Tax on distributed profit	187	187
Surplus carried to Balance Sheet	34,499	29,655

### Dividend

The Directors recommend payment of a Dividend for the year ended on 31<sup>st</sup> March, 2008, at the rate of Rs.1.00 (previous year - Rs.1.00) per Equity Share of Rs.10 each, amounting to 1.1 MINR.

### Dematerialisation of Equity Shares of the Company

The Equity Shares of the Company are currently listed at Vadodara and Mumbai Stock Exchanges. As the Company has been categorised under compulsory dematerialisation segment, and in order to facilitate dealing in the Shares in electronic mode, (which is made compulsory, by the SEBI and Stock Exchanges), the Company has joined the National Securities Depository Ltd. (NSDL) and Central Depository Services (I) Ltd. (CDSL), by entering into separate Tripartite Agreements (on 1<sup>st</sup> December, 2001), one between the Company, MCS Ltd., Company's then Registrar and Transfer Agent and National Securities Depository Ltd. (NSDL) and other one with Central Depository Services (I) Ltd. (CDSL). **ISIN Number allotted to your Company is - INE288D01017.**

### Review of Performance:

During the year under review, the Gross turnover of the Company has reached to 139.40 MINR as compared to 171.52 MINR of previous year, ending on 31<sup>st</sup> March 2007.

The company has also reported a pre-tax profit of 10.73 MINR as compared to 12.58 MINR of the previous year.

### 1. Railway Signalling

#### A) Relays

During the year your company booked orders for more than 50,000 relays, comprising some of the major orders like Relays for Route Relay interlocking for Miraj station of Central Railway. Interlocking at Akodia, Sujalpur stations on Ujjain-Bhopal section of Western Railway (WR). Interlocking at Bhilad station & Sabarmati F cabin on WR. Panel Interlocking at Dhinoj, Ranuj & Patan of Patan-Mahesana Section, Paneli Moti, Jamjodhpur, Wansjaliya station of Bhavnagar division of WR. Stores order from North Western Railway. Interlocking at Jaitwar, Khutaha-Chaitahra, Majhgawan on Katni - Manikpur section of West Central Railway (WCR). Interlocking work between Salhana-Khanna, Banjari, Dubrikalan-Joba & Saraigram-Deoragram station of Katni-Singranli station of WCR.

During the year around 41,834 Relays were also dispatched, due to which Railways could commission various important Projects.

#### B) Audio Frequency Track Circuits (AFTC)

Towards AFTC, your company has mainly received orders of stores / spares, from the Railway.

As on date, the Company could not avail the enhanced Technology to meet the market demand.

### 2. Power Segment Relays:

Addressing the Product Diversification as reported last year, during the year, your company has enhanced the existing business, by booking of around 30,000 Power Segment Relays, receiving orders from ABB Ltd., (India), and during the year 17,085 relays were also dispatched.

### Future Outlook

#### Indian Railways:

The rapidly growing Indian economy has been creating huge demands on the infrastructure and logistics and the sprawling rail network of the Indian Railways has a definite