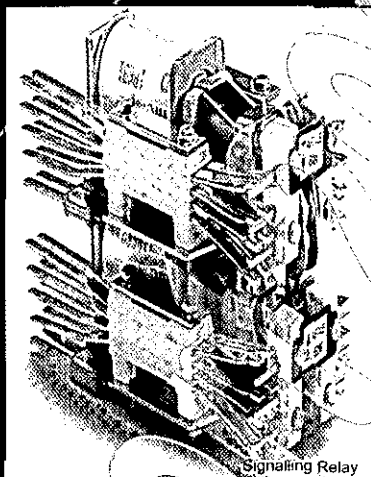
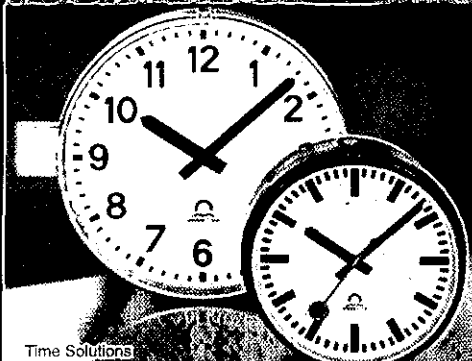
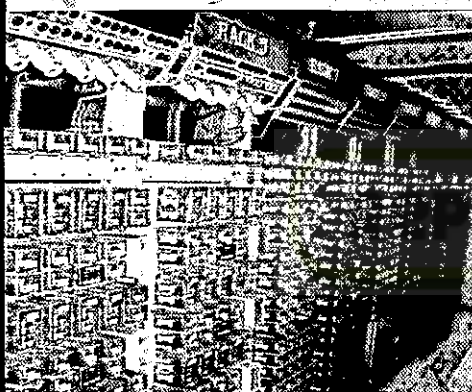
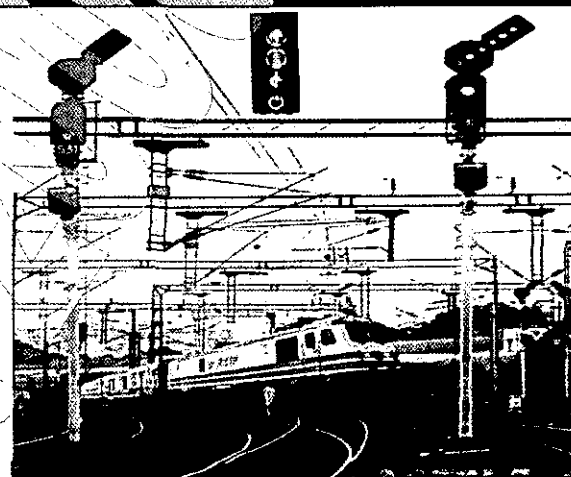


Power Relay



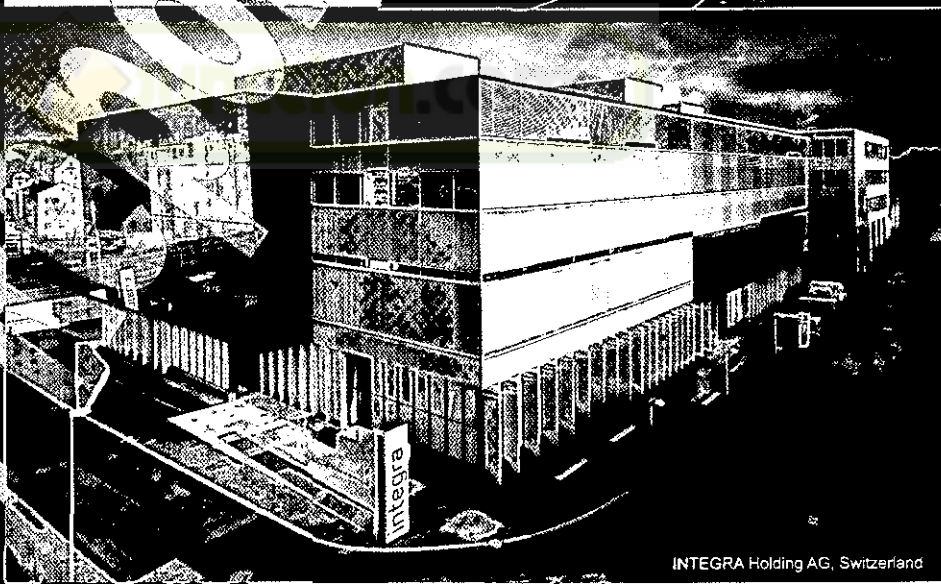
Signaling Relay



Time Solutions



Passenger Information Systems

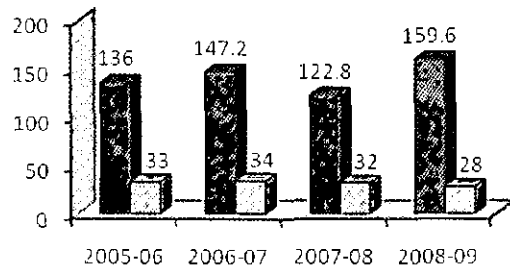


INTEGRA Holding AG, Switzerland

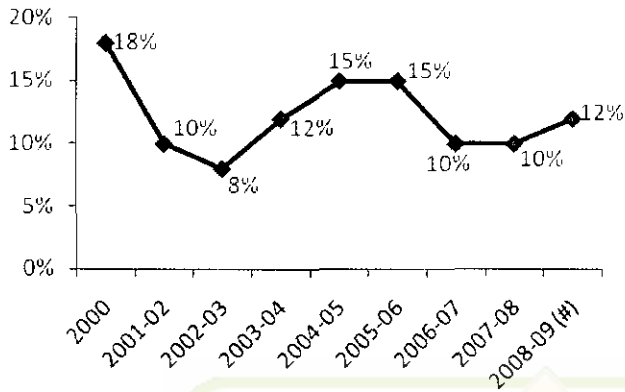


Year End

■ Turnover
■ Employees



Dividend Track



CERTIFICATE



Management system as per
DIN EN ISO 9001 : 2000

In accordance with TUV CERT procedures, it is hereby certified that

INTEGRA HINDUSTAN CONTROL LIMITED

OFFICE: INTEGRA House, T.A. Rajpath Society,

Old Padra Road, Vadodara - 390 020, India

WORKS: Champaner - Halol Road,

P.O. Chandrapura, Halol - 391 520, India

operates a quality system in line with the above standard for the following scope

Manufacturing and Sales of Relays, Audio Frequency Track Circuits (AFTC) & Pre-Wired Base Plate (PWBP) for Railway Signalling

Certificate Registration No. AA 100 039164/3

Audit Report No. 2.8-2742/2001

Valid until: 08.02.2011

Initial certification: 08.02.2002

SKG

TUV CERT Centre for Body
in TUV NORD GbR GmbH

Munich, 08.01.2008

This certification was conducted in accordance with the TUV CERT auditing and certification

procedures and is subject to regular surveillance audits

TUV India Pvt. Ltd. B-1, Naraina Plaza - 1, L.B.S. Marg, Chhatrapati Shivaji, Mumbai - 400 005, India www.tuvindia.co.in

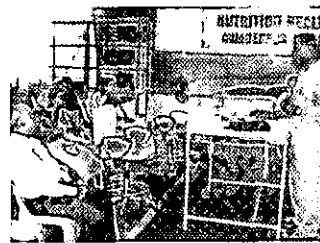
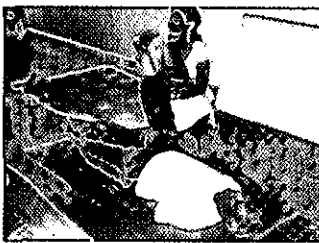


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TUV NORD

Human Resource

Health, Safety and Environment at the organisation



Training and Development at the organisation



Integra Hindustan Control Limited

Board of Directors K. N. Shenoy Chairman
 S. R. Divatia
 Adrian Oehler
 Rahul Divan
 N. Srinivasan

Adviser K. K. Kaura

Company Secretary Binal Trivedi

HR & Legal

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.

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Report and Accounts 2008-09

Notice to Members :

Notice is hereby given that the Twenty Second Annual General Meeting of the Members of Integra Hindustan Control Limited will be held at Sayaji Hotel, (at Hall - "SAMWAD", 5th Floor) Kala Ghoda, Sayajigunj, Baroda – 390 005, on Thursday, the 30th July, 2009 , at 11.30 A.M. to transact the following business :

Ordinary Business:

- 1) To receive, consider and adopt the Balance Sheet of the Company as at 31st March, 2009 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. Adrian Oehler, who retires by rotation and being eligible offers himself for re-appointment.
- 4) To appoint M/s O. P. Rath & Co., Chartered Accountants, Baroda, 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. N. Srinivasan, 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 Second 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, 311 and other applicable provisions, if any, of the Companies Act, 1956 ("the said Act") read with the Schedule XIII to the said Act as amended and subject to such permissions, consents and approvals as may be necessary or required under Law the remuneration including salary, perquisites, allowances and commission as set out herein below in accordance with the limits and conditions prescribed under Section II of Part II of Schedule XIII to the said Act as amended notwithstanding that the company has inadequate profits, paid for the period from 1st April 2008 to 31st January 2009 to Mr. M. N. Parikh who was reappointed as Managing Director of the Company for a period of three years with effect from 21st September 2007 and who resigned as Managing Director and Director with effect from 31st January, 2009, be and is hereby approved.

Integra Hindustan Control Limited

Remuneration paid to Mr. M. N. Parikh:

Salary, Perquisites, Allowances and Commission as approved by Resolution passed at the Annual General Meeting of the Company held on 29 th August, 2008 i.e. From 1st April 2008 to 20th September 2008:	Increased remuneration being salary, perquisites, allowances and commission paid subject to approval of the Company in the General Body Meeting and subject to such approvals and consents as required under Law From 21st September, 2008 to 31st January, 2009.
<p>1) 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.</p> <p>2) 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.</p> <p>3) Perquisites : Reimbursement of Membership Fees of two Professional Institutes or Clubs, subject to 75% of the total fees paid.</p> <p>4) 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.</p>	<p>1) Salary (per annum) : Basic Rs. 4,76,280 pa, HRA Rs 3,30,750 pa, Leave Travel Expenses Reimbursement pa (Not Exceeding) Rs. 33,075 pa, Reimbursement of Medical Expenses (including Mediclaim Premium) Rs. 19,845 pa, Ex-gratia Rs.71,442 pa., Performance Incentive (PI) Rs. 90,493 pa and Company's contribution to Provident Fund (presently 12% pm) Rs. 57,154 pa.</p> <p>2) 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.</p> <p>3) Perquisites : Reimbursement of Membership Fees of two Professional Institutes or Clubs, subject to 75% of the total fees paid.</p> <p>4) 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 (3) Fringe benefits as may be decided from time to time or as per the applicable schemes/rules of the Company (4) Other retiral benefits (including P.F., Gratuity etc.) as per the applicable statutes.</p>

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized 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."

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.

Bangalore, 24th April, 2009.

Report and Accounts 2008-09

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 is annexed as Annexure-1, hereto.
- 2) The statement, pursuant to Schedule (Amended) XIII to the Companies Act, 1956, relating to Item No. 6, to the Notice of Annual General Meeting, is annexed as Annexure-2, hereto.
- 3) **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.
- 4) The Members should bring the duly filled in attendance slips sent herewith, for attending the meeting.
- 5) The Register of Members and Share Transfer Books of the Company, will remain closed from Tuesday the 21st July, 2009 to Thursday, the 30th July, 2009 (both days inclusive) for both, Physical & DEMAT.
- 6) 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.
- 7) **The Dividend, as recommended by the Board, if declared at the Annual General Meeting, will be paid on and after 01st August, 2009, to those members whose names stand registered on the Company's Register of Members, as on 30th July, 2009 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.**
- 8) 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 dividend drafts 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.
- 9) Members who have not yet encashed the dividend warrants for the period of 15 Months, ended on 31st March, 2002, for the financial year ended 31st March, 2003, for the financial year ended 31st March, 2004, for the financial year ended 31st March, 2005, for the financial year ended 31st March, 2006, for the financial year ended 31st March, 2007, as well as for the financial year ended 31st March, 2008, **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 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.**
- 10) 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 1 to Notice

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

Item No. 5.

Mr. N. Srinivisan, was appointed as an Additional Director with effect from 30th January, 2009 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. Srinivisan will hold office as a Director only upto the date of the Twenty Second Annual General Meeting

Integra Hindustan Control Limited

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. Srinivasan, as a candidate for the office of Director.

Having Graduated in Metallurgical Engineering, from prestigious BHU Institute of Technology, in Varanasi, India, (in 1967) Mr. Srinivasan began his career in Technical Consulting with the Indian Zinc Information Centre- the Indian Wing of Zinc Development Association of UK and there after , he joined the Federation of Indian Export Organisation (FIEO) , where he worked to promote Indian Service Capabilities, in different parts of the world.

He then joined the Confederation of Indian Industry (CII) , in 1974, i.e. the then Association of Indian Engineering Industry, acting for several portfolios, including Manufacturing, export, Quality and Technology and in 1979-80, was deputed to UK, to engage with British Businesses , connecting them , with the country.

He also was associated with Automotive Component Manufacturers Association (ACMA) , during span of 1989 to 1994, where he repositioned ACMA. He then rejoined CII in 1994 and appointed to act as at the Director General from June 2004 onwards and also as Adviser to President CII and retired in May, 2007.

He is also a Member of several bodies of National repute, including Technology Development Board and Board of Governors, Thapar University, Patiala.

The Directors consider that the service of Mr. Srinivasan 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. Srinivasan, as a Director of the Company , is recommended for approval by the Members.

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

Item No. 6:

Mr. M. N. Parikh was reappointed as Managing Director of the Company for a further period of three years, with effect from 21st September 2007 by a Special Resolution passed at the Annual General Meeting, held on 29th August, 2008, on the terms and conditions as set out in the said resolution.

The Board of Directors at its meeting, held on 29th August, 2008, as approved by the Remuneration Committee, decided to increase the remuneration of Mr. Madhukar N. Parikh as Managing Director of the Company, to be paid for a further period of one year i.e. from 21st September 2008 to 20th September 2009, as per the Supplementary Agreement dated 6th September 2008, entered into between Company and said Mr. M. N. Parikh.

However, Mr. Madhukar N. Parikh resigned as Managing Director of the Company with effect from 31st January 2009. He was, therefore, paid increased remuneration as stated in the resolution at Item 6 of the accompanying Notice, for a period from 21st September 2008 to 31st January 2009 besides remuneration paid for the period from 1st April 2008 to 20th September 2008, as stated in the above mentioned resolution.

The terms and conditions of this revised remuneration are as under:

- 1) Salary (per annum) : Basic Rs. 4,76,280 pa, HRA Rs 3,30,750 pa, Leave Travel Expenses Reimbursement pa (Not Exceeding) Rs. 33,075 pa, Reimbursement of Medical Expenses (including Mediciam Premium) Rs. 19,845 pa ,Ex-gratia Rs.71,442 pa, Performance Incentive (PI) Rs. 90,493 pa and Company's contribution to Provident Fund (presently 12% pm) Rs. 57,154 pa.
- 2) 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.
- 3) Perquisites : Reimbursement of membership fees of two Professional Institutes or Clubs, subject to 75% of the total fees paid.
- 4) 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 (3) Fringe benefits as may be decided from time to time or as per the applicable schemes/rules of the Company (4) Other retiral benefits (including P.F., Gratuity etc.) as per the applicable statutes.

The terms and conditions and payment of remuneration may be altered , varied and modified by the Board of Directors of the Company in manner as may be agreed between the Board of Directors and Mr. Parikh, within and in accordance with, and subject to the limits and conditions prescribed in the Schedule XIII to the Companies Act, 1956, as amended from time to time.

The supplementary Agreement entered into between the company and Mr. M. N. Parikh, incorporating the above

Report and Accounts 2008-09

particulars of remuneration, dated 06th September, 2008, is 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.

Annexure 2 to Notice

Statement pursuant to Schedule (Amended) XIII to the Companies Act, 1956, relating to Item No. 6, to the Notice of Annual General Meeting

I. GENERAL INFORMATION :

- (1) Nature of industry: The Company is currently engaged in the Manufacturing of Railway Signalling equipments, Power Segment Relays and Passenger Information Systems
- (2) Date or expected date of commencement of commercial production : 20.03.1987, as Date of Commencement of Business
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable
- (4) Financial performance based on given indicators

Particulars	Financial Year 2008-2009 (MINR)	Financial Year 2007-2008 (MINR)
-------------	------------------------------------	------------------------------------

Effective Capital	73	61
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Net Profit	13	7
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- (5) Export performance and net foreign exchange collaborations :

Particulars	Financial Year 2008-2009 (MINR)	Financial Year (MINR) 2007-2008
-------------	------------------------------------	------------------------------------

Exports	1.31	0.05
---------	------	------

Net foreign exchange earned	1.31	0.05
-----------------------------	------	------

- (6) Foreign investments or collaborators, if any.

Company has not made any Foreign Investment.

Company has so far the following collaborators, with whom the Company has earlier entered into the License Agreement, i.e. for :

- o Product Relay with INTEGRA Group, Switzerland.
- o Product AFTC, with Bombardier Transportation UK Limited, and
- o Product Passenger Information Systems, with Gorba AG, Switzerland.

II. INFORMATION ABOUT THE APPOINTEE :

- (1) Background details : Mr. M. N. Parikh, academically DEE, PGDBM, PGDCM, BBA & MBA and having versatile exposure, mainly including his association with since the inception of the Company, at various responsibilities and finally made responsible and appointed as a Managing Director of the Company.

- (2) Past Remuneration :

During a period from 21.09.2007 to 20.09.2008

- 1) 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 Medclaim 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.
- 2) 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.
- 3) Perquisites : Reimbursement of membership fees of two Professional Institutes or Clubs, subject to 75% of the total fees paid.
- 4) 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 (3) Fringe benefits as may be decided from time to time or as per the applicable schemes/rules of the Company (4) Other retiral benefits (including P.F., Gratuity etc.) as per the applicable statutes.
- (3) Recognition or awards : The Company has no information to offer, except the Academic & Training certifications
- (4) Job profile and his suitability : Having regard to the versatile experience, especially including association with the Company, that too since its inception, at various responsibilities, your Board of Directors are of the opinion that Mr. Parikh is suitable to hold the position and proposed remuneration is reasonable.

Integra Hindustan Control Limited

- (5) Remuneration proposed (Increased Remuneration) :
During a period from 21.09.2008 to 31.01.2009, paid (As per the Resolution passed by the Remuneration Committee Meeting and then by the Board of Directors of the Company, at its meeting held on 29th August, 2008)
- 1) Salary (per annum) : Basic Rs. 4,76,280 pa, HRA Rs 3,30,750 pa, Leave Travel Expenses Reimbursement pa (Not Exceeding) Rs. 33,075 pa, Reimbursement of Medical Expenses (including Mediclaim Premium) Rs. 19,845 pa, Ex-gratia Rs.71,442 pa, Performance Incentive (PI) Rs. 90,493 pa and Company's contribution to Provident Fund (presently 12% pm) Rs. 57,154 pa.
 - 2) 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.
 - 3) Perquisites : Reimbursement of membership fees of two Professional Institutes or Clubs, subject to 75% of the total fees paid.
 - 4) 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 (3) Fringe benefits as may be decided from time to time or as per the applicable schemes/rules of the Company (4) Other retiral benefits (including P.F., Gratuity etc.) as per the applicable statutes.
 - (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin) : The Company has no information to offer, but having regard to the versatile experience, association with the Company since its inception, at various responsibilities and the responsibility for the position, your Board of Directors are of the opinion that proposed remuneration is reasonable.
 - (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.: Mr. Parikh is not related to any Managerial Personnel of the Company.

III. OTHER INFORMATION :

- (1) Reasons of loss or inadequate profits : (1) Diminished AFTC Business, which has been the major business contributor, for many earlier years.
- (2) Steps taken or proposed to be taken for improvement : Additional Business/Products
- (3) Expected increase in productivity and profit in measurable terms

Particulars	Increase (as compared to FY 07-08) projected by the Board, at the time of passing Resolution, proposing the increase in Remuneration, as mentioned at (5) above
Expected Increase in Turnover	20%
Expected Increase in Net Profit	10%

IV. DISCLOSURES :

- (1) The shareholders of the company shall be informed of the remuneration package of the managerial person : Extract of referred increase in the Remuneration is circulated amongst the entitled members, as Disclosure under Section 302 of the Companies Act, 1956.
- (2) The following disclosures shall be mentioned in the Board of Director's reports under the heading "Corporate Governance", if any, attached to the annual report :- (i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors; (ii) Details of fixed component and performance linked incentives along with the performance criteria; (iii) Service contracts, notice period, severance fees; (iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable : Clause 49 of Corporate Governance, is currently not applicable. However the disclosures are : For (i):-The Non Executive Directors are not paid any remuneration, except the commission of an amount, not exceeding 1% of the Net Profit, in accordance with the Resolution, passed at the Annual General Meeting, dt. 22nd September, 2006. For (ii)/(iii):-It is as mentioned at Part II above and rest are as per supplementary Agreement entered into between the company and Mr. M. N. Parikh, as referred above, and also 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, including term of notice period, which is 180 days and no severance fees. For (iv):- No such stock options are issued.

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

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

Binal Trivedi
 Company Secretary,
 HR & Legal

Bangalore,
 24th April, 2009.

Report and Accounts 2008-09

Directors' Report

The Directors submit their Twenty Second Annual Report and the Audited Accounts of the Company for the year ended 31st March, 2009.

Financial Results

	(Rs. in Thousands)	
	For the year ended on 31st March, 2009	For the year ended on 31st March, 2008
Profit before taxation	19,133	10,727
Less: Provisions for taxation	6,686	3,871
Less: Short / (Excess) provision in respect of earlier years (net)	(635)	35
Profit after taxation	13,082	6,821
Add: Balance brought forward from previous year	34,499	29,655
Profit available for appropriation	47,581	36,476
Appropriation:		
Transfer to General Reserve	1,440	690
Proposed Dividend	1,320	1,100
Tax on distributed profit	224	187
Surplus carried to Balance Sheet	44,597	34,499

Dividend

The Directors recommend payment of a Dividend for the year ended on 31st March, 2009, at the rate of Rs.1.20 (previous year - Rs.1.00) per Equity Share of Rs.10 each, amounting to 1.32 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 1st 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 176.33 MINR as compared to 139.40 MINR of previous year, ending on 31st March 2008.

The company has also reported a pre-tax profit of 19.13 MINR, as compared to 10.73 MINR of the previous year.

1. Railway Signalling

A) Relays

During the year your company booked orders for more than 33,000 relays, comprising some of the major orders like:

- Route Relay interlocking for Itarsi station of West Central Railway.
- Route Relay interlocking Kanalus Station of Western Railway.
- Interlocking at Itarsi-Budni & Bina-Baghora section of West Central Railway.
- Interlocking at extension of Ambarnath and Gaigaon station of Central Railway.
- Panel Interlocking at Palghar & Sachin station of Western Railway
- Supply of 365 Point Contactor Unit from Northern Railway.

During the year around 45,000 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 4.20 MINR from the Railway.

As on date, the Company could not avail itself of 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 further enhanced the existing business, by booking around 31,000 Power Segment Relays, receiving orders from ABB Ltd., (India), and during the year 34,920 relays were also dispatched.

Future Outlook

Indian Railways:

Indian economy has been creating huge demands on the infrastructure and logistics, including rail network, as the Indian Railways has been providing the most critical contribution to the economy, facilitating the transportation, with huge investment plan, for the 11th 5-year plan, enhancing the traffic capacity, ensuring safety, which will