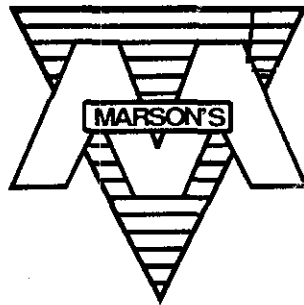


ANNUAL REPORT 1998-99



MARSON'S LIMITED



Chairman & Managing Director

G. C. KOTIA

Directors

M. C. JAIN

J. C. GUPTA

K. K. JAIN

N. KOTIA

R. N. AGARWAL

PRAVIN JAIN

A. KOTIA

Auditors

K. K. JAIN & CO.

Bankers

ALLAHABAD BANK

Report  Junction.com

Registered Office

4, CHANDNI CHOWK STREET

CALCUTTA - 700 072

Corporate Office

18, PALACE COURT

1, KYD STREET,

CALCUTTA - 700 016



NOTICE

Noice is hereby given that the Twenty Second Annual General Meeting of the Members of Marson's Limited, will be held at Asutosh Birth Centenary Auditorium (Indian Museum), 27, Jawaharlal Nehru Road, Calcutta - 700 016 on Friday, the 24th September, 1999 at 10.00 A.M. to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Accounts of the Company for the year ended 31st March 1999 and the Auditors and the Directors Report thereon.
2. To appoint a Director in place of Mr. Nikhilesh Kotia, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Pravin Jain, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration.

Registered Office :
4, Chandni Chowk Street
Calcutta - 700 072
Date : 10th August 1999

By order of the Board

G. C. KOTIA
Managing Director

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/herself such proxy need not be a member of the Company. Proxy in order to be effective must be received by the Company not less than Forty Eight Hours before the commencement of the meeting.
2. Register of Members and Share Transfer Books of the Company will remain closed from 21st September, 1999 to 24th September 1999 (both days inclusive).
3. Members are requested to notify, immediately any change in their address to the Company's Registered Office at 4, Chandni Chowk Street, Calcutta - 700 072.
4. Members are requested to intimate to the Company queries, if any, regarding Accounts, atleast seven days before the meeting to enable the Management to keep the information required readily available at the meeting.



DIRECTORS' REPORT

Your Directors have pleasure in presenting the Twenty Second Annual Report and Annual Accounts for the financial year ended 31st March, 1999.

	1998-99 Rs. (In Lacs)	1997-98 Rs. (In Lacs)
FINANCIAL RESULTS		
Gross Profit before depreciation & Provision for Taxation	84.79	83.92
Less : Provision for Depreciation	55.02	48.63
Provision for Taxation (MAT)	3.10	8.00
Taxation for earlier years	—	0.02
Net Profit	26.67	27.27
Add : Balance B/F from last year	6.16	8.89
	32.83	36.16
Proposed dividend & Tax for Earlier year written back	—	55.00
	32.83	91.16
Appropriation		
Proposed Dividend	—	—
Dividend Tax	—	—
General Reserve	25.00	85.00
	7.83	6.16

DIVIDEND

Your Directors do not recommend payment of any dividend for the financial year ended 31st March, 1999 due to slippage in profit available for appropriation for the year ended 31st March, 1999.

OPERATION

Against turnover of Rs. 25.13 Crores in previous year your company achieved a lower turnover of Rs. 20.45 Crores consequently profit available for also come down to Rs. 29.77 lacs against 35.29 lacs in the previous year, the lower turnover during the year under re-view has been mainly due to financial crunch being faced by various State Electricity Boards who incidentally are the back bone of your Company's procurement point of view and recessionary trend in the Indian Economy and partially in Engineering Industries also crippled the order booking position.

FUTURE PROSPECT

Since Indian economy has started showing signs of limping back it is expected that the Engineering Industries and your Company will get adequate boost. As a result your Directors are confident of improving the bottom line in the current year. The order booking position so far in the current year is satisfactory.



FIXED DEPOSIT

Your Company did not received any Fixed Deposit during the year under review.

DIRECTORS

As per the provision of Section 256 of the Companies Act, 1956, read with Article 78(III) of the Articles of Association of the Company, Sri Nihilesh Kotia and Sri Pravin Jain retire by rotation at the forthcoming Annual General Meeting, but being eligible both have offered themselves for re-appointment.

PERSONNEL

The provisions of Section 217(2A) of the Companies Act, 1956, read with Companies (Particulars of employees) Rule 1975 as ammended is not applicable to the Company as none of the Employees of the Company was in receipt of aggregate remuneration as prescribed in the said section.

ENERGY, TECHNOLOGY & FOREIGN EXCHANGE

Information in according with provision of Section 217(i)(e) of the Companies Act, 1956, read with Companies (Disclosure of Particulars in the Report of Board of Director) Rules, 1988 regarding conservation of energy, technology adsorption and foreign exchange earnings and outgo is given in the Annexure forming part of this report.

Y2K COMPLIANCE

The Company has in place a comprehensive action plan for compliance with the year 2000 norms. A detailed inventory has been taken of all critical system software, application software and hardware with effective central co-ordination. The Company has already registered substantial progress in this programme and will be ready for Y2K in respect of all its system by end 1999.

AUDITORS

M/s. K. K. Jain & Co. Chartered Accountants of P-21-22, Radha Bazar Street, Calcutta - 700 001. Auditors of the Company hold office until the conclusion of the ensuring Annual General Meeting and being eligible offer themselves for re-appointment.

ACKNOWLEDGEMENT

Your Directors would like to place on record their deep appreciation for the co-operation received from banks and financial institutions during the year under review. Your Directors also record their grateful appreciation for the services rendered by members of the staff of your Company.

Lastly, your Director are grateful to the trust and confidence placed in them by the members.

Place : Calcutta
Date : 10th Day of August, 1999

On behalf of the Board
For **MARSON'S LIMITED**
G. C. KOTIA
Managing Director



INFORMATION AS PER SECTION 217(1)(E) READ COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES 1998 AND FORMING PART OF THE DIRECTORS REPORT FOR THE YEAR ENDED 31st MARCH, 1999

- A. CONSERVATION OF ENERGY** : Not Applicable
1. Research and Development (R & D)
- a) Specific areas in which R & D carried out by the Company : Improvement in Transformer Design
- b) Benefits derived as result of the above R & D : Development of these Transformers will enable the Company to capture the major portion of the market in future as these are cheaper, easy to handle and results in lower losses.
- c) Future plan of action : It is proposed to convert more areas in new product development, quality improvement and cost reduction.
- d) Expenditure of R & D
- i) Capital : Nil
- ii) Recurring : Nil
- iii) Total : Nil
- iv) Total R & D Expenditure as a percentage of total turnover : Nil
2. Technology adsorption, adoption and innovation
- a) *Efforts in brief, made towards technology absorption, adaptation and innovation.* : *All technology adopted by the Company has been developed in house.*
- b) Benefits derived as result of the above efforts e.g. product improvement, construction, product development, import substitution etc. : Since technology has been developed, in house absorption and adoption is efficient. Further significant cost reduction has been achieved.



- c) In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year) following information may be furnished.
- : There has been no import of technology hence not applicable.

B. FOREIGN EXCHANGE EARNING AND OUTGO

1. Activities relating to exports initiative taken to increase export, development of new export markets for production and services and export plans.
- : The Company is trying to develop export market for the products and other items.
2. a) Total Foreign Exchange used : Rs. 4,38,17,420
- b) Total Foreign Exchange Earned : Rs. 3,86,90,246

C. COMPANY'S SHARES LISTED AT

- : Calcutta, Mumbai, Ahmedabad, New Delhi and Jaipur Stock Exchanges.

