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15th ANNUAL REPORT

2003-2004

RAMA VISION LIMITED

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Board of Directors

Chairman
Sh. Alok Kumar, IAS (HILTRON Nominee)

Directors
Shri Sudarshan Lal Baluja
Dr. S. Krishnamurthy
Shri S.S.L. Gupta
Shri Vishal Singh (HILTRON Nominee)

Managing Director
Shri Satish Jain

Company Secretary
Shri Raj Kumar Sehgal

Auditors
M/s B.K. Shroff & Co.,
Chartered Accountants,
3/7-B, Asaf Ali Road,
New Delhi-110 002

Bankers
Canara Bank
Bank of Baroda

Registered Office & Works
2 Km., Kichha-Rudrapur Road,
Kichha, Distt. Udham Singh Nagar,
(Uttaranchal)-263148
Tel. No.: 05944-264299, 264263
Fax No.: 05944-264668

Corporate Office
309, Rattan Jyoti,
18, Rajendra Place,
New Delhi-110008
Tel. No.: 25762371, 72, 73
Fax No.: 91-11-25738278
E-mail: rvlpt@vsnl.com

Registrar & Share Transfer Agent
Intime Spectrum Registry Limited
A-31, 3rd Floor, Naraina Industrial Area,
Phase-I, Near PVR Cinema, New Delhi-110028
Tel.: 51410592, 93, 94
Fax : 51410591

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NOTICE

To the Members,

NOTICE is hereby given that the Fifteenth Annual General Meeting of the members of Rama Vision Limited will be held on Friday, the 24th day of September, 2004 at 1.00 p.m. at the Regd. Office of the Company at 2 K.M., Kichha-Rudrapur Road, Kichha, Distt. Udham Singh Nagar, Uttaranchal - 263148 to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2004 and the Profit & Loss Account for the year ended on that date and the Reports of Directors' and Auditors' thereon.
2. To appoint a Director in place of Sh. S.L. Baluja, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to authorize the Board to fix their remuneration.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass, with or without modification (s), the following resolution as an Ordinary Resolution:

   "RESOLVED that Sh. Vishal Singh who was appointed as an additional director of the company w.e.f. 30th January, 2004 by the Board of Directors be and is hereby appointed as a Director of the Company not liable to retire by rotation."

5. To consider and if thought fit, to pass, with or without modification (s), the following resolution as a Special Resolution:

   "RESOLVED that subject to the provisions of Securities Contracts (Regulation) Act, 1956, Listing Agreement with the Stock Exchanges, Guidelines / rules of the Securities Exchange Board of India (Delisting of Securities) Guidelines, 2003 or any amendments or modifications thereof and all other applicable laws, rules, regulations and guidelines and subject further to such approvals and sanctions as may be required, the Board of Directors (hereinafter referred to as "The Board" which term shall include a Committee of Directors) be and is hereby authorized to de-list the Equity shares of the company from the U.P. Stock Exchange Association Limited.

   RESOLVED FURTHER that the authority be and is hereby accorded to the Board or any Committee/ person(s) authorized by the Board, to settle all questions, difficulties or doubts that may arise in this regard and to do all such acts, deeds and things as may be necessary, expedient and desirable, for the purpose of giving effect to this resolution."

6. To consider and if thought fit, to pass, with or without modification (s), the following resolution as a Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 198, 269, 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act 1956, including any statutory modification or re-enactment thereof, for the time being in force and subject to approval of the Central Government, Financial Institutions, if any and any other Statutory authority, consent of the Company be and is hereby accorded to the re-appointment of Sh. Satish Jain as Managing Director of the Company for a period of five years, with effect from 17th August, 2004 to 16th August, 2009, on the terms and conditions including remuneration, as set out in the explanatory statement herein, with liberty to the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may constitute to exercise its power conferred by this resolution to alter and/or vary the terms and conditions including the terms of his remuneration) which shall not exceed the limits specified in Schedule XIII of the Companies Act, 1956 or any Statutory modifications or re-enactment thereof, as may be agreed to between the Board and Sh. Satish Jain.

   RESOLVED FURTHER THAT where in any financial year the Company has no profits or its profits are inadequate, the Company may pay Sh. Satish Jain remuneration by way of salary, perquisites and other allowances subject to the approval of the Central Government and not exceeding the limits specified under Section II of part II of Schedule XIII of the Companies Act, 1956.

   RESOLVED FURTHER THAT in the event of any statutory amendment or modification or relaxation by the Central Government to Schedule XIII of the Companies Act, 1956 the Board of Directors be and is hereby authorized to vary or increase the remuneration, including salary, perquisites, allowances etc. to Sh. Satish Jain within such prescribed limit or ceiling as revised and the terms and conditions of appointment entered between the Company and Sh.Satish Jain be suitably amended to give effect

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to such modification , relaxation or variation without any further reference to the Company in the general meeting.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary or desirable to give effect to the aforesaid resolutions."

By order of the Board
For RAMA VISION LIMITED

Place : New Delhi
Dated : 30th July, 2004

(SATISH JAIN)
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 AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The proxy form must reach Company's Registered Office at least 48 hours before the time of holding the meeting.
3. The Explanatory Statement pursuant to the provisions of Section 173(2) of the Companies Act, 1956, setting out material facts in respect of business under item no. 4 to 6 is annexed hereto.
4. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company on all working days between 11.00 am and 1.00 p.m. up to the date of Annual General Meeting.
5. Register of Members and Share Transfer Books will remain closed from 17th September, 2004 to 24th September, 2004 (both days inclusive).
6. Members are requested to :
   i. Quote their folio number (s) / client ID/ DP ID in all correspondence with the company.
   ii. Please notify change (s), if any, in your Registered Address along with Pin Code Number, to the Registrar and Share Transfer Agent of the Company.
7. Members desiring any information as regards to Accounts are requested to write to the Company Secretary at Corporate Office at 309, Rattan Jyoti, 18, Rajendra Place, New Delhi - 110 008 at an early date so as to enable the management to keep the information ready.
8. Members are requested to bring their copy of the Annual Report to the meeting as spare copies will not be available. Members/Proxies should bring the attendance sheet duly filled in for attending the meeting.
9. Pursuant to the requirements of the listing agreement with Stock Exchange(s), on Corporate Governance, the information about the Directors proposed to be appointed / re-appointed is given in Annexure to the notice.

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

ITEM NO. 4

In terms of equity participation, HILTRON, UTTARANCHAL has nominated Sh. Vishal singh, as their Nominee Director and as such he was nominated as an Additional Director in terms of section 260 of the Companies Act, 1956 and also pursuant to Articles 117 and 119 of the Articles of Association of the Company. Section 260 of the Companies Act, 1956 provides that an Additional Director shall hold office only up to the next Annual General Meeting of the Company. The term of the above named Director will, therefore, expire at the forthcoming Annual General Meeting. The Company has, however, received notice under section 257 of the Companies Act, 1956 from one member notifying his intention to propose at the forthcoming Annual General Meeting, the name of Sh. Vishal Singh for appointment as Director of the Company not liable to retire by rotation.

None of the Director(s) except Sh. Vishal Singh is concerned or interested in this resolution.

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ITEM NO. 5

The Securities and Exchange Board of India (SEBI) had notified 'Delisting of Securities Guidelines, 2003' (the Guidelines) on 17th February, 2003. As per the Guidelines, a Company may seek voluntary delisting of its securities from all or some of the Stock Exchanges and further that an exit opportunity is not required to be given in cases where such securities continue to be listed at a Stock Exchange having nationwide trading terminals i.e. The Stock Exchange, Mumbai, National Stock Exchange or any other Exchange (s) as may be specified by SEBI in this regard.

At present, Equity Shares of the Company are listed at the Stock Exchanges at Mumbai, U.P. and Calautta. It is, therefore, proposed to delist the Equity shares of the Company from U.P. Stock Exchange Association Limited in view of negligible / no trading at the said Stock Exchange, very less number of shareholders in U.P. region. With the proposed delisting the liquidity available to the existing shareholders will remain unchanged. Consent of the members is sought to delist the equity shares of the company from U.P. Stock Exchange Association Limited as mentioned in the Special Resolution.

Therefore, the Board recommends the special resolution for approval of members.

None of the Director(s) of the Company is/are interested or concerned in the proposed resolution.

ITEM NO. 6

The Board has re-appointed Sh. Satish Jain as the "Managing Director" of the Company, in accordance with Article 150 to 153 of the Articles of Association of the Company and Sections 198, 269 & 309 and Schedule XIII of the Companies Act, 1956 for a period of five years, with effect from 17th August, 2004 to 16th August, 2009, subject to the approval of the members in the general meeting on the following terms and conditions of appointment including remuneration, payable to him, as set out hereunder, entered into by the Company with Sh. Satish Jain.

1. The Managing Director shall, subject to the superintendence, direction and control of the Board, manage the business and affairs of the Company.
2. PERIOD OF APPOINTMENT :

   Five years with effect from 17th august, 2004 to 16th august, 2009.
3. REMUNERATION PAYABLE

   A. Salary:

   Rs 42,000/ - p.m (In the grade of 42,000-2,000-52,000)

   B. Special Allowances :

   As may be approved by the Board of Directors subject to the overall limit of the total managerial remuneration for each year as provided under in any financial year.

   C. PERQUISITES:

   In addition to the above, the Managing Director shall be entitled to the overall perquisites restricted to an amount equal to the annual salary of the Managing Director or Rs. 4,50,000/- per annum, which ever is less. Unless the context otherwise requires, perquisites are classified into three categories, "A" , "B", and "C" as follows:

CATEGORY " A"

This will comprise of House Rent Allowance/ accommodation, medical reimbursement, fees of club and personal accident insurance. These will be provided for as under :

(i) **Housing I** : The expenditure by the company on hiring furnished accommodation for the Managing Director will be subject to deduction of ten per cent of salary payable to the Managing Director.

Housing II : In case the accommodation is owned by the Company, ten per cent of the salary of the Managing Director shall be deducted by the Company.

Housing III : In case no accommodation is provided by the Company, the Managing Director shall be entitled to House Rent Allowance subject to the ceiling of 50% of the salary.

Explanation : The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per Income Tax Rules, 1962. This shall, however, be subject to a ceiling of ten per cent of the salary of the Managing Director.

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(ii) Medical Reimbursement : Expenses incurred for the Managing Director and his family, subject to a ceiling of one month's salary in a year or three month's salary over a period of three years.

(iii) Club Fees : Fees of clubs, subject to a maximum of two clubs. This will not include admission and life membership fees.

(iv) Personal Accident Insurance : The annual premium not to exceed Rs.4,000/-.

(v) Children Education Allowances : In case of children studying in or outside India, an allowance limited to a maximum of Rs.5,000/- per month per child or actual expenses incurred, whichever is less. Such allowance is admissible up to a maximum of two children.

(vi) Holiday passage for children studying out side India/family staying abroad : Return holiday passage once in a year by economy class or once in two years by first class to children and to the members of the family from the place of study or stay abroad to India if they are not residing in India with the managerial person.

(vii) Leave Travel Concession : Return passes for self and family in accordance with rules specified by the Company where it is proposed that the leave be spent in home country instead of anywhere in India.

CATEGORY "B"

(i) Company's contribution towards Provident Fund, Superannuation Fund or Annuity Fund, not exceeding 27% of remuneration, which will not be included in the computation of the ceiling on the perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act.

(ii) Gratuity payable, as per rules of the Company, but not exceeding half month's salary for each completed year of service.

(iii) Earned leave : On full pay and allowances as per the Rules of the Company, but not exceeding one month's leave for every eleven months of service and leave accumulated shall be encashed at the end of the tenure.

The above referred perquisites in Category "B" will not be included in computation of the ceiling on perquisites.

Explanation : For the purpose of Category "A" and "B", "Family" means the spouse, the dependent children and dependent parents of the Managing Director.

CATEGORY "C"

(i) Provision for car for use of Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Managing Director.

Minimum Remuneration :

Notwithstanding anything to the contrary here-in contained, where-in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified above.

4. The Managing Director so long as he function as such shall not be paid any sitting fees for attending meetings of the Board of Directors from the date of his appointment.

No Director except Sh. Satish Jain shall be deemed to be interested or concerned in the resolution.

Place : New Delhi
Dated : 30th July, 2004

By order of the Board,
For RAMA VISION LIMITED

Registered Office :
2 K.M., Kichha-Rudrapur Road,
Kichha, Distt. Udham Singh Nagar,
UTTARANCHAL - 263148

(SATISH JAIN)
MANAGING DIRECTOR

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ANNEXURE

PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES, FOLLOWING INFORMATION IS FURNISHED ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED

Name of the Director	Sh. S.L. Baluja	Sh. Vishal Singh
Date of Birth	14.04.1925	03.11.1973
Qualifications	B.A. C.A.I.I.B.	B.Tech., M.B.A (Mktg.)
Nature of Expertise	Sh. S.L. Baluja is a retired Chairman and Managing Director of Punjab National Bank and has over 48 years of experience in service on a reputed position. Presently he is a consultant for Banking and Finance matters.	Sh. Vishal Singh is an Executive Director of U.P. Hill Electronics Corporation Limited (HILTRON), with an additional charge of Assistant Commissioner Land Reforms - Uttaranchal Govt. and Officer on Special Duty - Information Technology Deptt, Uttaranchal. Previously, Sh. Vishal Singh was Sub Divisional Magistrate (Roorkee) and also hold the position of Dy. Collector, Udham Singh Nagar.
Name of the other Companies In which he holds Directorship	1. Rolta India Limited 2. Spirotech Heat Exchangers Pvt. Ltd.	U.P. Hill Electronics Corporation Limited.
Name of the Committees of the other Companies of which he holds Membership / Chairmanship	None	None

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DIRECTORS REPORT

To,
The Members,
Rama Vision Limited

Your Directors feel pleasure in presenting the FIFTEENTH ANNUAL REPORT together with the Audited Statement of Accounts of the Company for the year ended on 31st March, 2004. The financial results may be summarized as under :-

FINANCIAL RESULTS (Rs. In lacs)

	2003-2004	2002-2003
Net Sales/Income from operations (including Excise)	1,130.90	1,685.41
Other Income	34.76	23.90
Total Expenditure	1,175.54	1,824.25
Gross Profit/(Loss) before Interest, Depreciation and Taxation	(9.88)	(115.04)
Interest	200.54	143.44
Gross Profit/(Loss) after Interest but before Depreciation and Taxation	(210.42)	(258.48)
Provision for Depreciation	114.01	117.21
Provision for Taxation	0.02	0.03
Net Profit / (Loss)	(324.45)	(375.72)

OPERATIONS

During the year under review, your Company has produced only 2,49,235 nos. of Black & White T.V. picture tubes as compared to 4,33,687 nos. in the previous year. Due to continuous fall in the demand of Black & White Televisions, your Company could achieve a turnover of Rs. 1,130.90 lacs (including turnover of trading division of Rs. 166 lacs) as against the turnover of Rs. 1,685.41 lacs in the previous year recording a decline of 33% over the previous year. Beside this, continuous fall in prices of Colour Televisions and availability of Colour Televisions on interest free installments have created the sluggish market conditions for the Black & White Television Industry. Further, the Company could not achieve the target production level due to the non-availability of raw material. Inspite of these adverse factors your company was able to reduce the loss (before Interest & Depreciation & Tax) to Rs. 9.88 lacs from Rs. 115.04 lacs in the previous year. The aforesaid reduction in the loss was mainly due to the implementation of the cost reduction programme by the Company and also due to the impressive growth in the performance of the Trading Division of the Company.

During the year under review the trading division of your Company has achieved a turnover of Rs.166 lacs as against Rs 104.07 lacs in the previous year. Your Directors are exploring the new items for trading and are confident that with these steps taken, the turnover as well as profitability of your Company will increase in the coming years.

During the year under review, the Government of India has in the public interest announced new Industrial Policy for Uttaranchal State alongwith other States thereby providing relaxations, exemptions in Excise Duty, Income Tax and Sales Tax on certain specified goods being manufactured in specified area. The Excise exemption is also available to existing Industrial Units which have undertaken substantial expansion by way of increase in the Installed Capacity by not less than 25% of their present capacity. Your Company's plant site is eligible for such exemptions / relaxations and therefore your company is taking adequate steps to avail this opportunity by way of reaching out to big business houses for Contract Manufacturing of any product . Your Directors are confident that with these steps, the operations of your company will improve in the coming years.

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EXPANSION & DIVERSIFICATION

In order to achieve lower production cost and to increase production efficiency as well as increase in the per day production from 6,060 picture tubes to 9,090 picture tubes, your company has installed certain equipments in the plant during the year under review. Consequently, the installed capacity of the company has also increased from the present level of 20 lacs picture tubes per annum to 30 lacs picture tubes per annum. As the resultant increase in the Installed Capacity by more than 25% of the existing capacity, your company has also started availing exemption from the Excise duty w.e.f. 26.09.2003 in terms of Excise notification no. 50/2003 - CE dated 10.06.2003. The Company is also exploring possibilities of diversification into some new profitable venture.

REFERENCE TO THE BOARD FOR INDUSTRIAL AND FINANCIAL RECONSTRUCTIONS (BIFR)

As already informed in the previous report, that on 28.02.2003, BIFR has directed the company to settle the matter with IDBI and the Banks providing working capital facilities and submit a fully tied up rehabilitation proposal to IFCI Limited (Operating Agency) alongwith revised projections. Your Company had submitted a revised Draft Rehabilitation Scheme (DRS) to the Operating Agency on 14.04.2003 to finalise the same in consultation with the company, financial institutions and Banks. However, as your Company could not achieve the targeted turnover and profitability due to continuous fall in demand and non availability of raw material, your company proposed to submit a further revised DRS after watching the performance in the last quarter of the financial year 2003-04 and after studying the impact of proposals of Finance Budget, 2004.

In the meantime, the BIFR has held its hearing on 13.07.2004 which was attended by the representatives of IFCI, IDBI and both the banks namely Canara Bank and Bank of Baroda and the Company. At the said hearing, BIFR directed the Operating Agency for issue of advertisement seeking offers for change of management of the company by way of takeover/merger/amalgamation/sale on a "going concern" basis with or without some or all the liabilities. The BIFR further directed the Operating Agency to submit a comprehensive report to it in respect to the response to the aforesaid advertisement for further directions in this matter.

Your Company, aggrieved by the order of BIFR, filed an appeal in the AAIFR on 26th July, 2004 praying for stay of the order of BIFR. Since no Bench is functioning in AAIFR, your Company has also filed a writ petition in the High Court of Uttaranchal at Nainital, praying for stay of order of BIFR pending hearing of the appeal before AAIFR.

AUDITORS' REPORT

The observations made by the Statutory Auditors in their report about the non receipt of any communication under section 274(1)(g) of the Companies Act, 1956 from two Nominee Directors of HILTRON, it may be stated that your Company has received confirmation under section 274(1)(g) of the companies Act, 1956 from Shri Vishal Singh, Nominee Director of HILTRON. However, the company is regularly following up the matter with the other Nominee Director of HILTRON and the same shall be placed before the Board at its meeting immediately after the receipt of the said communication. With regard to the observation made by Auditors for preparation of Accounts on a going concern basis, it may be stated that the ability of the Company to continue as a going concern is contingent on approval of revised rehabilitation package by BIFR / AAIFR (as mentioned in above paragraph). However, the Company continues to carry out its operations and accordingly, the accounts have been maintained on a going concern basis.

With regard to the observation made by the Auditors in their report for seeking approval of the Central Government under Section 297(1) of the Companies Act, 1956 from 01.04.2003 to 31.03.2008, it may be stated that your company was purchasing old Black & White T.V. picture tubes from one of its associate companies for which approval was granted by the Central Government up to 31.03.2003. Before the expiry of the period, your company has made an application to the Central Government for seeking approval for a further period of five years for purchase of 3,00,000 picture tubes of 14" size. However, in the month of August, 2003 your Company got the approval of the Central Government on certain varied terms and conditions. Thereafter, the Company stopped purchases from associate company and also filed an application for reconsideration of the terms & conditions stipulated by them in order to regularize the purchases. Accordingly, your Company has received a letter from the Central Government regularizing the purchases of 14" Black & White T.V. picture tubes made in the year 2003-2004.

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The other observation made by the Auditors in their report about the pendency of creation of charges in respect of Working Capital Term Loan (WCTL)/ Funded Interest Term Loan (FITL), it may be stated that IDBI has already given in principle approval for ceding parri passu first charge on fixed assets and second charge on fixed assets in favour of Banks for seeking WCTL and FITL respectively. However, IFCI Limited has not so far conveyed their approval for ceding parri passu charge in favour of Banks and accordingly, the same would be created after receipt of approval from IFCI Limited.

As regard the shortfall in security against cash credit limits, it may be stated that the same is owing to the cash losses in the Current year as well as in the preceding financial years.

FIXED DEPOSITS

The Company has not accepted any Fixed Deposits during the year under review.

STOCK EXCHANGES & LISTING FEES

The Company's Equity Shares at present are listed at Mumbai, Uttar Pradesh, and Calautta Stock Exchanges. The Company has paid the Annual Listing Fees for the years 2003-2004 and 2004-05 to Mumbai Stock Exchange only.

DELISTING

During the year under review, your Company's shares have been delisted from Delhi and Ahmedabad Stock Exchanges w.e.f 11.02.2004 and 18.03.2004 respectively. Your Company has also made an application for voluntary delisting from Calcutta Stock Exchange. However, the said application is pending with the Calcutta Stock Exchange. The Equity Shares of your Company are presently listed at Mumbai, U.P. and Calcutta Stock Exchanges. As per SEBI (Delisting of Securities) Guidelines, 2003 the equity shares of a Company may be voluntarily delisted from all the Stock Exchanges (including Regional Stock Exchange) provided the shares remain listed on a Stock Exchange having nationwide trading terminals viz., The Stock Exchange, Mumbai, National Stock Exchange or any other Exchange(s) as may be specified by SEBI in this regard. The extensive network of Mumbai Stock Exchange facilitates trading by members / investors across the country, and therefore, the Board of Directors of your Company recommended for the approval of the members the proposal to voluntarily delist the company's Equity Shares from U.P. Stock Exchange Association Limited also. A Special Resolution seeking your approval to such delisting is mentioned in the Notice convening 15th Annual General Meeting of the Company.

BOARD OF DIRECTORS

HILTRON (U.P. Hill Electronics Corporation Ltd.) has nominated Sh. Vishal Singh as their Nominee Director on the Board of your Company in place of Sh. Rajesh Kumar Sharma on 30.01.2004. Shri Vishal Singh was appointed as an Additional Director pursuant to section 260 of the Companies Act, 1956 read with Articles 117 and 119 of the Articles of Association of the Company and he shall hold the office as an additional director till the conclusion of the forthcoming Annual General Meeting of the Company. It is, therefore, proposed to appoint him as a regular director not liable to retire by rotation. The Board of Directors placed on record their sincere appreciation for valuable guidance provided by Shri Rajesh Kumar Sharma during the tenure of his directorship.

Shri S.L. Baluja, director is retiring by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment.

AUDITORS

M/s B.K. Shroff & Co., Chartered Accountants, the Statutory Auditors of the Company retire at the ensuing Annual General Meeting and are eligible for re-appointment.

REMUNERATION COMMITTEE

The Company has constituted a Remuneration Committee on 28th May, 2004 to recommend to the Board, the remuneration package of the Executive Directors / Managing Director of the Company keeping in view the Company's financial status, Industry trends, past performance and past remuneration. The remuneration committee comprises of three Non-Executive & Independent Directors viz., Dr. S. Krishnamurthy, Sh. S.L. Baluja and Sh. S.S.L. Gupta.

PARTICULARS OF EMPLOYEES

There was no employee during the year under review whose particulars are required to be given pursuant to section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

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