

DIRECTORS REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the 18th Annual Report along with Audited Accounts of the Company for the year ended August 31,2003.

1. FINANCIAL RESULTS

Particulars	31.8.2003	31.8.2002
i. Income from Operations	3782289	6380629
ii. Gross Profit/ (Loss)	(2063422)	(595009)
iii. Financial Charges	55221	241368
iv. Depreciation	710621	690271
v. Net Profit/(Loss)	(2829264)	(1526648)

2. OPERATIONS

During the period under review the total income was Rs 3782289/- which includes, Rs. 1339200/- branch office sales & Rs.1352420/- from service provided and Rs. 1090669/- income generated from other sources.

After providing for expenditure Rs.5900932/- & depreciation Rs.710621/- the Company has incurred net Loss of Rs. 2829264/-.

3. FUTURE PROSPECTS

The company has during the year continued its further development and marketing on its various products and the initial launches has shown that there is a great potential for the company's products not only in India but in UK, USA and Europe as well .

The company hopes to do reasonably well in the year .

4. FIXED DEPOSITS

The Company has not accepted any deposit under section 58 A of the Companies Act. 1956.

5. INDUSTRIAL RELATIONS

The employee-employer relations remained cordial throughout the year.

6. DIRECTORS

- (a) In accordance with the article of association of the Company at the forthcoming Annual General Meeting of the company DR. VISHWANATH retires by rotation and being eligible offers himself for reappointment.
- (b) Mr. Anil Sharma resigned from the directorship during the year due to his pre occupation . The Board placed on record its sincere appreciation of the services enjoyed by the company during their association with the company.
- (c) All the Director of the company are member of the Audit committee of the Board of the company

7. RESPONSIBILITY STATEMENT

As required under section 217(2AA) of the companies Act 1956, your Directors confirm that in the preparation of the Annual accounts :-

- i) the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii) such accounting policies have been selected and applied consistently and reasonable and prudent judgements and estimates made , so as to give a true and fair view of the state of affairs of the company at the end of Financial Year and the Profit/Loss of the Company for that period.
- iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities.
- iv) The annual accounts have been prepared on a going concern basis.

8. LISTING

The shares of the company are listed at Kanpur, New Delhi and Mumbai Stock Exchange . The Company has paid Listing fee to the stock exchanges till 2002-03

9. AUDITORS

M/s. Kansal & Associates, Chartered Accountants, Auditors of the Company hold office until conclusion of the forthcoming annual General Meeting and are recommended for re-appointment.

10. AUDITORS REPORT

The observation made by the auditors in their report are explained in the respective notes to be accounts which are self-explanatory and do not call for further explanation.

11. PERSONNEL

Your Directors also place on record their appreciation of the all round co-operation & contributions made by the employees at all levels. The statement of Employees u/s 217 (2A) of the Companies Act, 1956 is not annexed since none of the employees falls in this category.

12. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information as per section 217(1)(e) read with companies (disclosure of particular in the Report of Board of Directors) Rules ,1988 in not being given since the company has suspended its manufacturing activities.

Particulars relating to Technology absorption is nil. Information relating to foreign exchange earnings or outgo during the year under review is provided in additional information.

13. SECRETRIAL COMPLIANCE CERTIFICATE

A copy of the compliance certificate obtained from a company secretary in practice , as required under section 383 A of the Companies Act 1956, is attached with this report.

14. ACKNOWLEDGEMENTS

Your directors also thank & acknowledge the co-operation, assistance and support extended by the Central Government, the State Government, the financial institutions, the Company's Bankers, the Shareholders and Staff of the Company.

For and on behalf of Board of Director

**Sd/
Dr. Vishwanath
Director**

**Sd/
Naresh K Chibba
Managing Director**

Place: Noida

Date : 15th January 2004