



**Jyoti Ltd.**

Water • Power • Progress

परिवर्तन  
CHANGE

6<sup>th</sup>  
6 Annual Report  
2009-2010

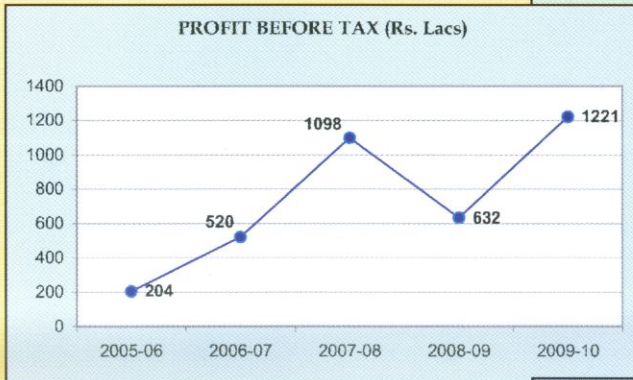
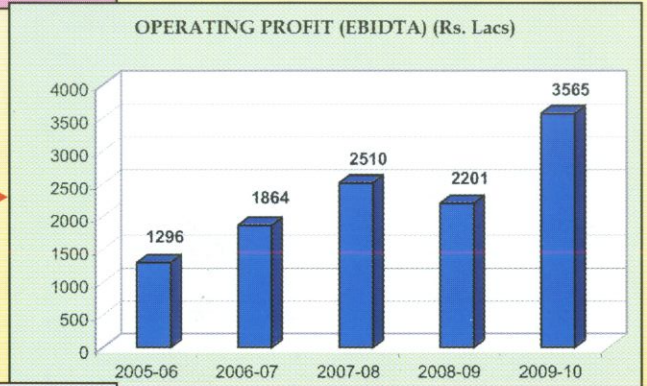
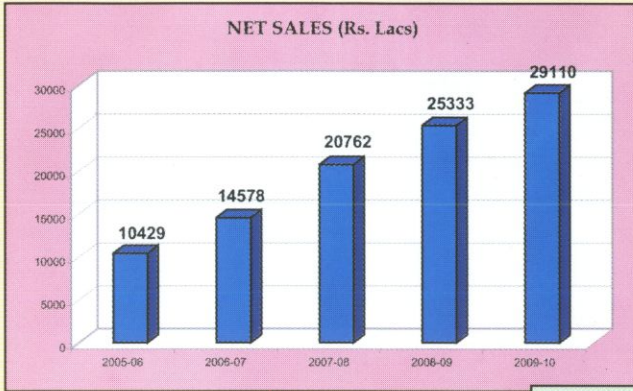
## **VISION**

Jyoti Ltd. shall be a leading engineering company with Global Perspective, offering superior quality products and services for Water & Power sectors through reliable, economical and innovative turnkey solutions in water management, power generation, transmission and distribution areas.

## **MISSION**

Jyoti Ltd. will endeavour to achieve its Vision by continually upgrading its core competence through a judicious mix of indigenous research & development, technology-imports, human resource development, promoting team spirit and entrepreneurship among its employees in order to achieve total customer satisfaction and add economic value to all stakeholders of the Company.

# Driving Growth... Towards Prosperity...



## BOARD OF DIRECTORS

Chairman & Managing Director	Mr. Rahul Nanubhai Amin
Director	Mrs. Tejal Rahul Amin
Wholetime Director	Ms. Keki Rambhai Patel
Director	Mr. Kantilal Lallubhai Dalal
Director	Mr. Uresh Vivekchandra Desai
Director	Dr. Mahesh Haribhai Mehta
Director	Dr. Bhimsen Shivdayal Pathak
Director	Dr. Mylavarapu Ramamoorthy
Associate Vice President (Legal) & Company Secretary	Mr. Suresh Singhal

AUDITORS  
Messrs V.H. Gandhi & Co.  
Chartered Accountants

BANKERS  
Central Bank of India  
Dena Bank  
Bank of Maharashtra

REGISTERED OFFICE  
Nanubhai Amin Marg  
Industrial Area  
P.O. Chemical Industries  
Vadodara - 390 003

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## NOTICE

NOTICE is hereby given that the SIXTY SIXTH ANNUAL GENERAL MEETING of the Members of JYOTI LIMITED will be held at the Registered Office of the Company situated at Nanubhai Amin Marg, Industrial Area, P.O. Chemical Industries, Vadodara-390 003, on **THURSDAY, the 23<sup>rd</sup> September, 2010 at 9.00 a.m.** to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2010, Profit and 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 Mr. U.V. Desai, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. K.L. Dalal, who retires by rotation and being eligible, offers himself for re-appointment.
4. To declare Dividend on Equity Shares.
5. To appoint M/s. V.H. Gandhi & Co., Chartered Accountants, as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until conclusion of next Annual General Meeting of the Company on a remuneration to be fixed by the Board of Directors of the Company.

### SPECIAL BUSINESS

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

“RESOLVED that Dr. M. Ramamoorthy, who was appointed by the Board of Directors of the Company as an Additional Director on 24<sup>th</sup> April, 2010, under Section 260 of the Companies Act, 1956, read with Article 124 of the Articles of Association of the Company, be and is hereby appointed as a Director of the Company.”
7. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as Special Resolution:  

“RESOLVED THAT in accordance with the provisions of Sections 198, 269 and 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, and subject to the approval of the Central Government and such other approval as may be necessary, the Company hereby approves the terms of re-appointment and remuneration of Mr. Rahul Amin as Managing Director of the Company for a period of three years with effect from 25<sup>th</sup> June, 2010, as approved by the Board of Directors at its meeting held on 10<sup>th</sup> June, 2010 and as set out in the draft agreement submitted to this meeting which agreement is hereby specifically approved and sanctioned with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or remuneration and perquisites so as not to exceed the limits of remuneration specified in Schedule XIII to the Companies Act, 1956 and as may be agreed to between the Central Government, the Board of Directors and Mr. Rahul Amin.”

Regd. Office :  
Nanubhai Amin Marg  
Industrial Area  
P.O. Chemical Industries  
Vadodara-390 003  
10<sup>th</sup> June, 2010

By Order of the Board

**S.Singhal**  
General Manager (Legal) &  
Company Secretary

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### 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 AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. THE INSTRUMENT APPOINTING PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTYEIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of item 6 & 7 of the Notice is annexed hereto.
4. All documents referred to in the Notice and Explanatory Statement will be available at the Registered Office of the Company for inspection by Members on all working days between 10.00 a.m. and 12.00 noon.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 11<sup>th</sup> September, 2010 to 23<sup>rd</sup> September, 2010 (both days inclusive) for the purpose of payment of Dividend.
6. The Dividend, if declared at the Annual General Meeting, will be paid on Equity Shares of the Company to those shareholders holding shares in physical form and whose names appear on the Register of Members of the Company on 23<sup>rd</sup> September, 2010. In respect of shares held in electronic form, the dividend will be payable to those who are the beneficial owners of the shares after close of business hours on 10<sup>th</sup> September, 2010 as per details to be furnished by National Security Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL).
7. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the Bank Account details furnished by the Depositories for depositing dividend through National Electronic Clearing Services (NECS) to investors where ECS and Bank details are available. Members may, therefore, give instructions regarding Bank Accounts in which they wish to receive dividend, directly through their Depository Participants. The Company will not entertain any direct request from such members for deletion of / or change in such Bank details.
8. To avoid the incidence of fraudulent encashment of dividend warrants, Members are requested to intimate the Company / Registrar and Transfer Agents M/s. MCS Ltd., under the signature of the sole / first joint holder, the following information, so that the Bank Account No. and name and address of the Bank can be printed on the dividend warrants:
  - 1) Name of Sole / First Joint holder and Folio No.
  - 2) Particulars of Bank Account, viz.
    - i) Name of Bank
    - ii) Name of Branch
    - iii) Complete address of Bank with Pin Code
    - iv) Account type, whether Saving (SB) or Current Account (CA)
    - v) Account No. allotted by the Bank.
9. The Company has appointed M/s. MCS Limited as its Registrars and Share Transfer Agents for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents, transfers, demat requests, change of address intimation and other communications in relation thereto with respect to shares in electronic and physical form should be addressed to the Registrars directly at their following address quoting Folio No., full name and name of the Company as Unit Jyoti Limited.



MCS Limited  
Neelam Apartment  
88, Sampatrao Colony  
Alkapuri, Vadodara – 390 007  
Tel. : 0265-2339397, 2314753, 2350490  
Fax : 0265-2341639  
E-Mail : mcsbaroda@yahoo.com

10. Shareholders are requested to notify any change of address on or before 10<sup>th</sup> September, 2010.
11. Shareholders are requested to send their queries in respect of Financial Accounts of the Company for the year ended on 31st March, 2010, at least a week in advance so as to enable the Management to keep the information ready at the time of the Annual General Meeting.
12. A profile of the Directors retiring by rotation and eligible for re-appointment and profile of Dr. M. Ramamoorthy are given in the Directors' Report, which form part of this Annual Report.
13. As you are aware, the Company's Shares have been dematerialised for all investors. Members holding Share Certificates in the physical form are requested to dematerialise their shares by approaching any of the Depository Participants registered with SEBI.
14. Shareholders are entitled to nominate by filling up Form No.2B, a person in whom his / her shares in the Company shall vest in the event of his / her demise. The Shareholders are requested to avail of this facility. The duly filled in and signed Nomination Form No. 2B should be sent to the Registrars M/s. MCS Limited at the above mentioned address.
15. Relevancy of questions and the order of speakers at the meeting will be decided by the Chairman.

## ANNEXURE TO NOTICE

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

#### Item 6

At the Board Meeting held on 24<sup>th</sup> April, 2010, Dr. M. Ramamoorthy was appointed as an Additional Director of the Company w.e.f. 24<sup>th</sup> April, 2010. By virtue of the provisions of Section 260 of the Companies Act, 1956 and Article 124 of the Articles of Association of the Company, Dr. M. Ramamoorthy holds office upto the date of this Annual General Meeting of the Company. Notice under Section 257 of the Companies Act, 1956, has been received by the Company from a Member signifying his intention to propose Dr. M. Ramamoorthy as candidate for the Office of Director.

Dr. M. Ramamoorthy (73) is B.E. (Hons.) from Andhra University in 1957 and M.E. from IISc, Bangalore in 1959. He obtained his M.A.Sc and Ph.D. from Toronto University in 1965 and 1967 respectively. In 1967, he joined IIT Kanpur as a Faculty Member in the Electrical Engineering Department where he became Professor in 1972. He established for the first time in India a graduate programme in Power Electronics at IIT, Kanpur in the year 1968. He has also worked with Hindustan Brown Boveri Ltd. (now M/s. ABB) as Chief of Research. In ABB, he was responsible for development of a number of prototypes in Switchgear, relays and instrumentation. He joined the Central Power Research Institute (CPRI) as its first Director General in 1983. He retired from services in 1994. During his tenure, CPRI became a well-recognised research and testing laboratory in the Power Sector.

Dr. M. Ramamoorthy took over as Director of ERDA in 1995 and left in 2006 to take over as Advisor of ERDA. He has worked as visiting Professor in number of Universities abroad which include University of Sydney, Washington State University, Worcester Polytechnic Institute, University of British Columbia, etc.

He is Fellow of IEEE and Indian National Academy of Engineering. He is also the recipient of number of awards which include the Vasvik award, Bimal Bose award, Jawaharlal Nehru Birth

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Centenary award, Visveswariah Memorial award, Pandit Madan Mohan Malavya award, National Design award, Power Engineers National award, IISc Alumnus award, N.P.S.C. award, life time achievement award from IEEMA and was distinguished lecturer for Region 10 of IEEE. Recently he has received the "Hari Om Ashram Prerit Lecture award" for the year 2006 from SPRĒRI, Vallabh Vidyanagar.

He has published more than 200 technical papers in reputed Journals and has been actively associated with Power Sector for over three decades. Under his Directorship ERDA received many recognitions and accreditations and has become one of the few self supporting research and testing institutions in the country.

He has been awarded Honorary Life Membership of Society of Power Engineers for his contribution to the Power Sector.

Your Directors feel that his joining the Board will be beneficial and in the interest of the Company.

None of the Directors of the Company except Dr. M. Ramamoorthy is in any way concerned or interested in the said Resolution.

### **Item 7**

In accordance with provisions of Sections 198, 269 and 309 read together with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the Shareholders of the Company and the Central Government, the Board of Directors of the Company at its meeting held on 10<sup>th</sup> June, 2010 passed resolution for the re-appointment of Mr. Rahul Amin as Managing Director of the Company for a period of three years with effect from 25<sup>th</sup> June, 2010. The said appointment is subject to the approval of the Central Government since the remuneration payable to Mr. Rahul Amin exceeds 5% of the net profits calculated under Section 198 of the Companies Act, 1956, but the overall remuneration payable to all Wholetime Directors do not exceed the limits of 10% of the net profits as prescribed under Section 309 of the Companies Act, 1956. The re-appointment of Mr. Rahul Amin as Managing Director of the Company was also approved by the Remuneration Committee at its meeting held on 10<sup>th</sup> June, 2010.

Mr. Rahul Amin is B.E. (Electrical), M.Engg. (Cornell-USA) having more than 31 years of experience in Business & Management. The draft of the Agreement to be entered into by the Company with Mr. Rahul Amin, which is placed before this meeting and available for inspection by the Members, contains inter-alia the following principal terms and conditions:

#### **Period of Appointment**

Three years with effect from 25<sup>th</sup> June, 2010.

#### **Salary**

Rs. 6,50,000/- (Rupees Six Lacs Fifty Thousand only) per month.

#### **Perquisites and Allowances**

In addition to salary and commission, the Managing Director shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, reimbursement of expenditure or allowances in respect of maintenance, utilities such as gas, electricity, furnishings and repairs of the house, medical reimbursement, medical insurance and leave travel concession for self and his family including dependents, personal accident insurance, club fees and such other perquisites, benefits and allowances in accordance with Rules of the Company. The aggregate of aforesaid perquisites and allowances will be restricted to Rs 6,00,000/- (Rupees Six Lacs only) per annum.

"Family" mentioned above means the spouse and dependent children of the Managing Director.



For the purpose of calculating the above ceilings, perquisites shall be evaluated as per income Tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual costs.

Provision of car with driver for use on the Company's business and telephone facility at the Managing Director's residence, reimbursement of expenses including entertainment expenses will not be considered as perquisites.

The following shall not be included for the purpose of computation of the Managing Director's remuneration or perquisites as aforesaid.

- i) The Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income Tax Act.
- ii) Gratuity payable to the Managing Director at the rate of half month's salary for each completed year of service.
- iii) Encashment of leave at the end of the Managing Director's tenure.

### **Minimum Remuneration**

The Managing Director shall be paid remuneration by way of salary and perquisites notwithstanding that in any Financial Year during the currency of tenure of the Managing Director, the Company has no profits or its profits are inadequate.

### **Compensation**

If before the expiry of the Agreement, the tenure of his office as Managing Director is determined, he shall be entitled to compensation for the loss of office subject to the provisions of Section 318 of the Companies Act, 1956.

As long as Mr. Rahul Amin functions as Managing Director, he shall not be interested or otherwise concerned directly or indirectly in any Selling Agency of the Company in future without the prior approval of the Central Government.

The particulars set out above, may be treated as an abstract of the terms of Contract for the remuneration / re-appointment of Mr. Rahul Amin, as Managing Director of the Company which is required to be given to every member under the provisions of Section 302 (2) of the Companies Act, 1956.

The draft of the Agreement referred to above is open for inspection by the Members at the Registered Office of the Company between 10.00 a.m. and 12.00 noon on any working day upto the date of the Annual General Meeting.

The Board recommends the adoption of this resolution.

Mr. Rahul Amin and Mrs. Tejal Amin, who are related to each other are interested in the resolution as it relates to his own / relative's term of appointment / remuneration.

None of the other Directors is in any way concerned or interested in the said resolution.

Regd. Office :  
Nanubhai Amin Marg  
Industrial Area  
P.O. Chemical Industries  
Vadodara-390 003  
10<sup>th</sup> June, 2010

By Order of the Board  
  
**S.Singhal**  
General Manager (Legal) &  
Company Secretary

# 66th Annual Report

## DIRECTORS' REPORT

To  
The Members of **Jyoti Limited**

Your Directors present this SIXTY SIXTH ANNUAL REPORT and Audited Accounts for the year ended on 31st March, 2010.

### FINANCIAL RESULTS

	(Rs. in Lacs)	
	<u>2009-10</u>	<u>2008-09</u>
Total Income	29,206.35	25,389.19
Profit before Interest and Depreciation	3,564.76	2,200.91
Less: Interest and Bank Charges	2,102.74	1,372.97
Profit before Depreciation	1,462.02	827.94
Less: Depreciation	240.80	195.54
Profit before Taxation	1,221.22	632.40
Provision for Taxation		
- Current Tax	208.00	172.00
- Deferred Tax	206.03	(30.97)
- Fringe Benefit Tax	-	27.16
Balance of Profit for the year	807.19	464.21
Balance brought forward from the previous year	495.12	30.91
Amount available for appropriation	1,302.31	495.12
Proposed Dividend	129.85	-
Tax on proposed Dividend	21.57	-
Balance Profit carried to Balance sheet	1,150.89	495.12

### OPERATIONS

After witnessing a significant meltdown in several economies world over in the year ended on 31<sup>st</sup> March, 2009, the Indian economy witnessed robust growth during the last financial year. This was possible largely due to stimulus packages coupled with policy initiatives taken by the Government. Industrial sector was the clear driver of the recovery showing growth of 10% as compared to 2.8% a year ago. Core infrastructure sectors like water and power are on the path of growth again, which is a good sign for the economy as well as for your Company.

The total income of the Company for the financial year under review was Rs.29206 lacs as against Rs.25389 lacs for the previous year registering an increase of 15%. The Profit before Tax was Rs.1221 lacs and the Profit after Tax was Rs.807 lacs for the financial year under review as against Rs.632 lacs and Rs.464 lacs for the previous financial year showing an increase of 93% and 74% respectively. The Company has pending orders worth Rs. 988.30 crores at the beginning of the current year i.e. 1st April, 2010.

During the year under review, your Company initiated all encompassing Parivartan Exercise to change the mindset and way of working and bring about target oriented approach at all areas of work. Several presentations and workshops were held for both staff and workers to make this exercise participative and targets fixed for next 5 years. Continuing and frank exchange of ideas between various levels of employees is bearing results. In addition to this, the Company has taken steps to improve its infrastructure by renovation of shopfloors, office facilities, etc., as also addition of new machineries for better productivity.



## **DIVISIONAL PERFORMANCE**

### **ENGINEERED PUMPS & PROJECTS**

During the year under review, Engineered Pumps & Projects Division (EPPD) has continued its growth pattern and has achieved sales of Rs.199 crores. The most important landmark of the year has been the successful commissioning of 2 Nos. Metallic Volute Pumps with 12.8 MW Motor at Godavari Lift Irrigation Scheme, Phase-II in the State of Andhra Pradesh. Prior to this, the largest pump supplied by the Company was 2.2 MW. The supplies against project order from NTPC for 500 MW Power Plant at Jhajjar commenced during the year and large size fabrication components under stringent quality norms of NTPC were manufactured and supplied. Other major supplies made by the division include 4 Nos. of 1200 HS pumps and 7 Nos. of 600 HS pumps to Water Resources Department, Patna, 1200 VM pumps for Punasa Lift Irrigation Scheme, M.P. and 1100 VM Pumps to Kurha Vadoda Lift Irrigation Scheme, Maharashtra.

Against the Order received from Karnataka Neeravari Nigam Limited for Rs.117 crores, the detailed Project Report has been accepted, approved and 5 Nos. of Draft Tubes have been supplied. The division has also received seven orders for Water Supply projects from Ahmedabad Municipal Corporation as part of Swarnim Jayanti Mukhya Mantri Shaheri Vikas Yojna (SJMMSVY) of Gujarat.

During the year under review, the division has manufactured and supplied 84 Nos. of large pumps as against 33 Nos. of large pumps manufactured and supplied in the previous year. The Company has developed outsourcing facilities at Kolhapur to meet delivery commitments for the increased business volume.

The division, during the year, has established significant name as a reliable electro-mechanical contractor and is well recognised and accepted in the market by leading infrastructure companies. The division has a pending order position of Rs.887.91 crores as on 31.03.2010. The division has major presence in Gujarat, Madhya Pradesh, Andhra Pradesh, Karnataka, Maharashtra and Bihar. The division is closely associated with major infrastructure companies in the country namely IVRCL Infrastructures & Projects Limited, Nagarjuna Construction Company Limited, Hindustan Construction Co. Ltd., SEW Constructions Ltd., and Megha Engineering & Infrastructures Ltd. as a reliable electro-mechanical partners.

The division has also established a Power Group to exclusively focus on various upcoming Thermal Power Projects in the country.

With the continued focus of Government of India on Power, Irrigation and Water Supply, the division shall continue its growth as projected.

### **HYDEL**

During the year under review, the division has achieved sales of Rs.30 crores and 60 MW of power projects have been commissioned. The important projects commissioned during the year include Vanala HEP (15 MW), Bobba HEP (15 MW) and Namchim HEP in Vietnam (16 MW).

The division has received orders for six major projects during the year and the pending order position as on 31.03.2010 is Rs.68.73 crores.

During the year 2 Nos. of large size Twin Jet Pelton Turbines each of 4.1 MW were manufactured and supplied to Silau Project in Indonesia. The Company has wide acceptance for its Hydel Systems not only in India but also in Vietnam and Indonesia. The Company has already received two orders each from Vietnam and Indonesia and has submitted tenders for five projects in Indonesia where it is well placed.

The Company has the latest software technology for Hydraulic and Mechanical design. The division has taken up development of five new models during the year where the design work has been completed out of which three models are presently under testing. The division expects to develop the

## **66th Annual Report**

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complete range of models required for Kaplan, Francis and Pelton turbines as per the market requirement in next two years. With this strength, the division will have the flexibility to offer various types of turbines for Small Hydro Projects both in Horizontal and Vertical configurations.

With increasing requirement of power in the country and support given by Government of India to private developers for putting up Hydro Power Stations, the division will have its share of business in view of the quality and reliability.

### **ROTATING ELECTRICAL MACHINES**

During the year under review, the division has achieved sales turnover of Rs.18 crores. The Wind Energy Generator business which was going through recession picked up only in the second half of the financial year and the division has supplied more than 150 Nos. Wind Energy Generators. The division has a pending order position of Rs. 10.30 crores as on 31.03.2010.

In order to improve upon the deliveries, vendor base has been developed at Rajkot for small motors and Wind Energy Generators. The division has developed Wind Energy Generator of 750/200 KW which has been commissioned successfully.

The Heavy Rotating Electric Machines division has manufactured 70 Nos. of H.T. motors & generators as compared to 29 Nos. manufactured in the previous year. These are mainly against project orders from EPPD and Hydel division.

The division has installed latest CFD software for optimising motor design with respect to electrical, mechanical and thermal parameters. With this software, the division is expecting to develop a new range of high efficiency motors which can deliver better output and efficiency in the existing frame which today is the need of the hour in the age of global competition. This division has proactively supported EPPD and Hydel divisions by manufacturing and delivering motors and generators and has played a significant role in the growth of the Company.

### **SWITCHGEAR**

During the year under review, the Division executed orders including exports worth Rs. 36.75 crores. The division, among others, has also received prestigious orders from CPCL, MRPL, IOCL, GNFC, GSFC, RCF, IFFCO, GSECL, WTPS, etc. During the year, the division has received a break-through order worth Rs.1000 lacs from GETCO, Gujarat. The division has a pending order position of Rs.21.36 crores as on 31.03.2010.

During the year, the major achievement for this division was type testing of Export & domestic series of 11kV VCB upto 40KA at an International Laboratory PEHLA, Ratingen, Germany. This Laboratory is approved by the International Short Circuit Testing Liaison Agency. The products successfully tested at International Laboratory become globally acceptable. The use of indigenous Vacuum Interrupter in this type tested VCB will help in reducing the cost substantially compared to imported Vacuum Interrupter used earlier. This will lend the division a cutting edge over the prices in the domestic and export market.

During the year under review, the division has also entered into an Agreement with ELMECON Ltd. U.K. for Engineering and design services to enable the Company to manufacture Ring Main Unit and associated components. Under this Agreement ELMECON will provide the technology for manufacturing 12/17.5 KA Ring Main Unit equipment. The Company is planning to enter into the market with this product in the next year.

### **EXPORTS**

During the year under review, the Company has total exports valued at Rs.1450.80 lacs including deemed exports.

As many Electrification projects are coming up in the Gulf countries, particularly in Oman, the demand



for medium voltage switchgear is on upswing. Jyoti Sohar Switchgear L.L.C. being the local manufacturer in Oman, is well placed to tap this demand.

## **DIVIDEND**

After a gap of almost 15 years, your Directors are pleased to recommend a Dividend of Re.1 per Equity Share (i.e. 10%) on 1,29,84,864 Equity Shares of Rs.10/- each for the Financial Year ended on 31<sup>st</sup> March, 2010.

## **PUBLIC DEPOSITS**

Your Company has not accepted any deposits from the Public during the year under review.

## **AUDITORS' REPORT**

The observations made in the Auditors' Report are self explanatory and are also clarified in the Notes forming part of the Accounts and therefore, do not call for any further comments under Section 217(3) of the Companies Act, 1956.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

As required by the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, the relevant data pertaining to conservation of energy, technology absorption and foreign exchange earnings and outgo are given in Annexure-A forming part of this Report.

## **PARTICULARS OF EMPLOYEES**

The information required under Section 217 (2A) of the Companies Act, 1956 and the Rules made thereunder, is given in the Annexure to this Report and forms part of the Report. However, in terms of Section 219(1)(b)(iv) of the Companies Act, 1956, the Report and Accounts are being sent to the shareholders excluding the aforesaid Annexure. Any Shareholder interested in obtaining copy of the same may write to the Company Secretary at the Registered Office.

## **CORPORATE GOVERNANCE**

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, Management Discussion and Analysis, a Report on Corporate Governance and a Certificate from the Auditors of the Company are given in the Annexure-B and Annexure-C respectively which form part of this Report.

## **DIRECTORS' RESPONSIBILITY STATEMENT UNDER SECTION 217(2AA) OF THE COMPANIES ACT, 1956**

The Directors confirm that :-

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed by the Company;
- (ii) such accounting policies have been selected and consistently applied and judgements and estimates made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2010 and of the Profit of the Company for the year ended on that date;
- (iii) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) annual accounts have been prepared on a 'going - concern' basis.

## **DIRECTORS**

Dr. M. Ramamoorthy has been appointed as an Additional Director by the Board of Directors at its

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meeting held on 24<sup>th</sup> April, 2010 and being eligible, is proposed to be appointed as Director at the ensuing Annual General Meeting.

The Remuneration Committee and the Board of Directors at their meeting held on 10<sup>th</sup> June, 2010 have approved the re-appointment of Mr. Rahul Amin as Managing Director of the Company for a period of three years with effect from 25<sup>th</sup> June, 2010 subject to the approval of the Shareholders and the Central Government.

In accordance with the provisions of the Companies Act, 1956 and Articles of Association of the Company, Mr. U.V. Desai and Mr. K.L. Dalal retire by rotation at the forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment.

Brief details about Mr. Rahul Amin, Dr. M. Ramamoorthy, Mr. U.V. Desai and Mr. K.L. Dalal as required under the Corporate Governance Code, are given hereunder:

Mr. Rahul Amin, 57, is B.E. (Elec.) from M.S. University of Baroda and Master of Engineering from Cornell, USA. He joined the Company in 1979 as Manager and gradually became General Manager and then Executive Director. He took charge as Managing Director of the Company in the year 1997. He has more than 31 years of experience in Business and Management. Mr. Rahul Amin is also actively associated with various Professional Bodies, Education, Charitable and other Trusts.

Directorship held in other Companies are:

- |  |          |
|--|----------|
| 1. JSL Industries Ltd., Mogar            | Chairman |
| 2. Insutech Industries Pvt. Ltd.         | Director |
| 3. Dahlia Investments Pvt.Ltd.           | Director |
| 4. Tapovan Education Institute           | Director |
| 5. Navrachana Educational Resources Ltd. | Director |

Mr. Rahul Amin is not a Member of any Committee of Directors of any Company.

Dr. M. Ramamoorthy, 73, is B.E. (Hons.) from Andhra University in 1957 and ME from IISc, Bangalore in 1959. He obtained his MASc and Ph.D. from Toronto University in 1965 and 1967 respectively. In 1967, he joined IIT Kanpur as a Faculty Member in the Electrical Engineering Department where he became Professor in 1972. He established for the first time in India a graduate programme in Power Electronics at IIT, Kanpur in the year 1968. He has also worked with Hindustan Brown Boveri Ltd. (now M/s. ABB) as Chief of Research. In ABB, he was responsible for development of a number of prototypes in Switchgear, relays and instrumentation. He joined the Central Power Research Institute (CPRI) as its first Director General in 1983. He retired from services in 1994. During his tenure, CPRI became a well-recognised research and testing laboratory in the power sector.

Dr. M. Ramamoorthy took over as Director of ERDA in 1995 and left in 2006 to take over as Advisor of ERDA. He has worked as visiting Professor in number of Universities abroad which includes University of Sydney, Washington State University, Worcester Polytechnic Institute, University of British Columbia, etc.

Dr. M. Ramamoorthy is Fellow of IEEE and Indian National Academy of Engineering. He is also the recipient of number of awards which include the Vasvik award, Bimal Bose award, Jawaharlal Nehru Birth Centenary award, Visveswariah Memorial award, Pandit Madan Mohan Malavya award, National Design award, Power Engineers National award, IISc Alumnus award, N.P.S.C. award, life time achievement award from IEEMA and was distinguished lecturer for Region 10 of IEEE. Recently he has received the "Hari Om Ashram Prerit Lecture award" for the year 2006 from SPRERI, Vallabh Vidyanagar. He has published more than 200 technical papers in reputed Journals and has been actively associated with Power Sector for over three decades. Under his Directorship ERDA received



many recognitions and accreditations and has become one of the few self supporting research and testing institutions in the country.

He has been awarded Honorary Life Membership of Society of Power Engineers for his contribution to the Power Sector.

Dr. Ramamoorthy is not a Director in any other Company.

Mr.U.V.Desai, 72, is a Graduate in Electrical Engineering from London University, U.K. He has over 45 years experience in Management and Manufacturing. He pioneered in India the concept of Steel Modular Furniture Systems for Laboratories. He also devotes considerable time for the cause of education as an active Trustee of several Charitable Institutions. Mr. U.V. Desai has been a Director of the Company since 29<sup>th</sup> January,1995.

Mr. U.V. Desai is not a Director in any other Company.

Mr. K.L. Dalal, 86, is B.Com., B.Sc. (Econ – L.S.E.). He was head of Economics, West Asia and Africa Divisions, Ministry of External Affairs, New Delhi. He was also ambassador of India to Austria. Mr. K.L. Dalal has been a Director of the Company since 25<sup>th</sup> January, 1988.

Directorship held in other Companies:

1) Spaco Carburetors (I) Ltd., Pune

Mr. K.L. Dalal is not a Member of any Committee of Directors of any other Company.

## **AUDITORS**

The Members are requested to appoint Statutory Auditors at the ensuing Annual General Meeting to hold office from the conclusion of the said meeting until conclusion of the next Annual General Meeting. M/s. V.H. Gandhi & Co., Chartered Accountants, Vadodara, the existing Auditors have, under Section 224 (1B) of the Companies Act, 1956, furnished Certificate of their eligibility for re-appointment.

## **APPRECIATION**

Your Directors place on record their appreciation for the excellent support the Company has received from its employees, customers and shareholders. They also express their sincere thanks to the Bankers, CDR Cell and various State Governments for the valuable support extended to the Company.

On Behalf of the Board of Directors

**Rahul Amin**  
Chairman & Managing Director

Vadodara  
10<sup>th</sup> June, 2010

# 66th Annual Report

## ANNEXURE 'A' TO DIRECTORS' REPORT

Statement containing particulars pursuant to Companies (Disclosure of Particulars in the report of Board of Directors) Rules, 1988 and forming part of Directors' Report.

### A. CONSERVATION OF ENERGY:

#### Energy Conservation Measures taken:

- i) Energy saver tube lights installed for saving energy.
- ii) Metal-hailed bulb street lights installed in place of Mercury bulb lights.
- iii) Electronic fan regulators have been installed for saving energy.
- iv) Awareness about the need for energy conservation at all levels of employees is being created through posters, hoardings, etc.

### B. TECHNOLOGY ABSORPTION

#### (a) Research & Development

1. Specific core areas in which R&D was carried out by the Company:

- Medium Voltage Switchgear
- Rotating Electrical Machines (Motors and Generators)
- Hydraulic Turbines and Pumps, including Micro-Turbines
- Electronic Control System (including Automatic Voltage Regulators)
- Direct drive wind energy converter using Permanent Magnet Generator

2. Benefits derived as a result of above R&D :

Increasing technical and price competition from the overseas MNCs and also, to some extent, from within the country, have been partially overcome by the internal R&D work, through up-gradation and improvement of various core product designs and processes. Every effort for cost reduction has been made through Value Engineering. The technical competitiveness has been tackled through re-engineering product range extension with value addition in the core products.

3. Future Plan of Action :

The future R&D activities will be directed towards the consolidation of existing product range through up-gradation and creating value addition by various means. Considering the business potential, competitors' product range and market niche, new technologies / processes and new state-of-the-art software will be introduced with the help of in-house R&D development or, if necessary, acquiring technologies from known external sources. Increased use of advanced and latest state-of-the-art softwares like Pro / ENGINEERING, CFX, ANSYS-Mechanical, RMXprt, Maxwell and Magnet for design / development and also improvement in performance parameters; alongwith cost reduction will be the top priority.

4. Expenditure on R&D :

	(Rs. in Lacs)
a) Capital	Rs. 234.68
b) Recurring	Rs. 438.99
c) Total	Rs. 673.67
d) Total R&D expenditure as percentage of total turnover	2.31%





## **(b) Technology Absorption, Adaptation & Innovation**

1. Efforts in brief, made towards technology absorption, adaptation and innovation.
  - a) In the area of medium voltage switchgear, the activities were directed towards up-gradation of existing switchgear to meet the latest IEC Standards. In addition, cost reduction and Retrofitting and finally type-testing as per the latest version of IEC:62271-100 carried out. In addition, R&D is continuously carried out, in the areas of applied research and use of alternative materials and processes.
  - b) In the rotating machines group, major work was mainly directed towards indigenous development of larger rating motors and generators for various applications in core industries. New product development and cost reduction in the existing designs, processes and process-time reduction in the existing products undertaken. New products like Direct-drive permanent magnet-Wind Energy Generators are being planned. Wind Energy Generator 750kW / 200 kW 1500/1000 RPM CTFG-450Lx dual speed Wind Induction Generator is being developed.
  - c) In the pump group, the major effort was towards consolidation, standardisation and extension of the existing range of pumps. Extensive use of CFD Analysis software has been the thrust area to improve efficiencies for all pump ranges.
  - d) In the turbine group, design / development related to vertical, Semi-Kaplan Turbine and use of CFD Analysis software package for evaluation of Hydraulic Performance of Kaplan and Francis Turbines.
2. Benefits derived as a result of above efforts.
  - (a) Medium Voltage Switchgear
    - Type testing and recertification of 12kV, 25kA, 630 and 1250 Amp circuit breakers as per IEC 62271-110 and IEC 62271-200 at PEHLA, Germany for export.
    - Type testing and recertification of 12kV, 26.4kA, 630, 1250 and 2000 Amp circuit breakers as per IEC 62271-110 and IEC 62271-200 at PEHLA, Germany and ERDA for domestic sale.
    - Type testing and recertification of 12kV, 40kA and 1250 Amp circuit breaker as per IEC 62271-110 and IEC 62271-200 at PEHLA, Germany.
    - Development of 12kV, 1250 Amp and 26.4kA retrofit breaker for NGEF MOCB type EKU-5012.
    - Development of Voltage detecting unit for 12kV systems.
  - (b) Rotating Electrical Machines
    - Design, development and testing of large rating, low speed, vertical / horizontal motors for Lift Irrigation Schemes.
    - Design and development of Sleeve Bearing for medium range alternators.
    - Cost reduction designs of Wind Energy Generators.
    - Design and development of 3 MW, 4 Pole LT Generator with cylindrical construction, using end-shield mounted Sleeve Bearings to achieve reduction in size and cost.
    - Process-time reduction through modular construction of rotors for larger rating motors.
    - Cost reduction designs through Value Engineering Analysis, of 415 Volts, 3.3kV, 6.6kV and 11kV motors on demand.
    - Design and development of larger rating, very low speed, Hydel generator for Indonesia.

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- Design & development of larger rating generators for Hydel Application, with higher over-speed.
- Design and development of Pole Amplitude Modulated (PAM) motor 470W/110kW, 4/6 Pole, 3.3 kV, THA-450 for Energy conservation.

### (c) Pumps

- Pump model 1200 VM developed. Performance found satisfactory meeting hydraulic standard guidelines.
- New design successfully implemented for the following projects.
 

Reliance, Parichha	1300 VM
WRD, Patna	1200 HS
Bharatpur	350 HS3
NTPC, Aravalli	900 VM
Punasa	1200 VM, 900 VM
Varangaon	800 HS
Kurhavadod	1100 VM

### (d) Turbines

Sr. No.	Project Name	Designation	Remark
1	Manjandka HEP (Bhoruka)	2 x 1325 HF – 5000 kW	Largest diameter in Francis until now
2	Vanala HEP	2 x 930 HF – 7500 kW	Highest power rating in Francis until now

- Design, engineering & testing of 500 mm spherical valve for maximum working pressure of 47 bar is completed successfully & the design is released for future project requirements. This will make our project proposals cost competitive.
- As a part of Model Development activity we have collaborated with BRNO UNIVERSITY, Czech Republic for Design development for 10 MW (Hydraulic/ Mechanical) of Vertical Francis Model of 110 MKW (Ns – Specific speed). They also agreed to train our engineers for hydraulic turbine design during years 2010 -11 & 2011 -12 in two batches. Considering present thrust in Hydel generation & increased demand, this team of trained engineers will enable effective project activities.

### 3. Technology imported and status of absorption

- (i) Vacuum Circuit Breakers from Toshiba Corporation, Japan. The technology has been fully absorbed for 12 kV and 36 kV Vacuum Circuit Breakers.
- (ii) High-Voltage Alternators from Jeumont Framatome ANP, France. The technology has been absorbed. One machine was manufactured successfully.

### C. Foreign Exchange Earnings and Outgo:

a) Exports (including deemed Exports)	Rs. 1450.80 lacs
b) Total Foreign Exchange used and earned	
i) Total Foreign Exchange used	Rs. 481.16 lacs
ii) Total Foreign Exchange earned	Rs. 1511.93 lacs



## ANNEXURE 'B' TO DIRECTORS' REPORT

### Report on Corporate Governance

#### (A) Corporate Governance Philosophy

The Company aims at conducting its business efficiently, by following professionally acknowledged good governance policies, thus meeting its obligations to all stakeholders in a balanced and accountable manner.

#### (B) Board of Directors

##### (a) Composition of the Board of Directors

As on date of this Report, the strength of the Board is eight Directors comprising two Executive Directors including the Chairman & Managing Director and six Non-Executive Directors. Dr. M. Ramamoorthy has been appointed as an Additional Director of the Company w.e.f. 24<sup>th</sup> April, 2010.

Sr. No.	Name of Directors	Executive/ Non-Executive	No. of other		Existing Share holding in the Company (No. of Shares)
			Directorships	Committee Memberships	
1.	Mr. R.N. Amin Chairman & Managing Director	Executive	5	—	9,82,376
2.	Ms. K. R. Patel Wholetime Director	Executive	1	—	6,369
3.	Mr. A. M. Kamdar*	Executive	—	—	800
4.	Mrs. T.R. Amin	Non-Executive	5	—	5,22,113
5.	Mr. K.L. Dalal	Independent	1	—	200
6.	Mr. U.V. Desai	Independent	—	—	550
7.	Dr. M.H. Mehta	Independent	—	—	50
8.	Mr. S.V. Jagtap**	Independent	—	—	50
9.	Dr. B.S. Pathak	Independent	—	—	50
10.	Dr. M. Ramamoorthy***	Independent	—	—	50

\* Ceased to be Director w.e.f. 31<sup>st</sup> March, 2010

\*\* Ceased to be Director w.e.f. 1<sup>st</sup> February, 2010

\*\*\* Appointed as Additional Director w.e.f. 24<sup>th</sup> April, 2010

##### (b) Meetings held in Financial Year 2009-10 and Attendance of Directors

The Board meets at least once in a quarter to consider amongst other business, the quarterly performance of the Company and Financial Results. The Board held six meetings during the Financial Year 2009-10 on 18<sup>th</sup> June, 2009, 30<sup>th</sup> July, 2009, 24<sup>th</sup> September, 2009, 29<sup>th</sup> October, 2009, 26<sup>th</sup> November, 2009 and 28<sup>th</sup> January, 2010.

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The attendance of each Director at these meetings was as follows:

Sr. No.	Name of Directors	No. of Board Meetings attended	Attendance at last AGM
1.	Mr. R.N. Amin Chairman & Managing Director	6	Present
2.	Ms. K.R. Patel Wholetime Director	6	Present
3.	Mr. A.M. Kamdar * Director-Finance	6	Present
4.	Mrs. T.R. Amin	6	Present
5.	Mr. K.L. Dalal	2	Present
6.	Mr. U.V. Desai	6	Present
7.	Dr. M.H. Mehta	5	Not Present
8.	Mr.S.V. Jagtap **	2	Present
9.	Dr. B.S. Pathak	3	Not Present
10.	Dr. M. Ramamoorthy ***	-	-

\* Ceased to be Director w.e.f. 31<sup>st</sup> March, 2010

\*\* Ceased to be Director w.e.f. 1<sup>st</sup> February, 2010

\*\*\* Appointed as Additional Director w.e.f. 24<sup>th</sup> April, 2010

### (C) Committee of Directors

#### (a) Audit Committee

The Audit Committee consists of four Directors out of which three are independent Directors. Five Audit Committee meetings were held during the Financial Year 2009-10 on 18<sup>th</sup> June, 2009, 30<sup>th</sup> July, 2009, 24<sup>th</sup> September, 2009, 29<sup>th</sup> October, 2009 and 28<sup>th</sup> January, 2010.

The composition of the Audit Committee and the attendance of each Director at these meetings were as follows:

Sr.No.	Members of Audit Committee	No. of Meetings attended
1.	Mr. U.V. Desai (Chairman)	5
2.	Mr. R.N. Amin	5
3.	Mr. K.L. Dalal	2
4.	Dr. M.H. Mehta	4

The terms of reference specified by the Board to the Audit Committee are in conformity with clause 49 of the Listing Agreement and the Companies Act, 1956.

#### (b) Remuneration Committee

The Remuneration Committee consists of three Independent Directors viz. Mr. K.L. Dalal, Mr. U.V. Desai and Dr. M.H. Mehta. Mr. K.L. Dalal is the Chairman of the Committee.

During the financial year ended on 31<sup>st</sup> March, 2010 one Remuneration Committee meeting was held on 18<sup>th</sup> June, 2009. The attendance of each Director at this meeting was as follows:

Sr.No.	Members of Remuneration Committee	No. of Meetings attended
1.	Mr. K.L. Dalal (Chairman)	1
2.	Mr. U.V. Desai	1
3.	Dr. M.H. Mehta	-

**Remuneration paid to Directors for the Financial Year 2009-10****(Rs.)**

Sr. No.	Name	Sitting Fees	Salary & other Perquisites	Commission	Total
1.	Mr. R.N. Amin Chairman & Managing Director	-	45,95,085	-	45,95,085
2.	Ms. K.R. Patel Wholetime Director	-	19,74,852	-	19,74,852
3.	Mr. A.M. Kamdar * Director – Finance	-	24,24,562	-	24,24,562
4.	Mrs. T.R. Amin	12,000	-	-	12,000
5.	Mr. K.L. Dalal	4,000	-	-	4,000
6.	Mr. U.V. Desai	12,000	-	-	12,000
7.	Dr. M.H. Mehta	10,000	-	-	10,000
8.	Mr. S.V. Jagtap **	4,000	-	-	4,000
9.	Dr. B.S. Pathak	6,000	-	-	6,000
10.	Dr. M. Ramamoorthy ***	-	-	-	-
	<b>Total</b>	<b>48,000</b>	<b>89,94,499</b>	<b>-</b>	<b>90,42,499</b>

\* Ceased to be Director w.e.f. 31<sup>st</sup> March, 2010\*\* Ceased to be Director w.e.f. 1<sup>st</sup> February, 2010\*\*\* Appointed as Additional Director w.e.f. 24<sup>th</sup> April, 2010**1. Service Contract, Notice Period and Severance fees.**

The employment of Mr. Rahul N. Amin and Ms. Keki R. Patel are contractual.

**2. Stock option details, if any**

Nil

**(c) Shareholders / Investors Grievance Committee**

Shareholders / Investors Grievance Committee was constituted by the Board to monitor the redressal of the Shareholders / Investors grievances. The Committee consists of three independent Directors.

The Committee looks into redressal of Shareholders / Investors complaints in the matter of share transfer, non-receipt of dividend, annual report, etc. The status report of shareholders complaints and redressal thereof is prepared and placed before Shareholders / Investors Grievance Committee.

The Committee held four meetings during the Financial Year 2009-10 on 18<sup>th</sup> June, 2009, 30<sup>th</sup> July, 2009, 29<sup>th</sup> October, 2009 and 28<sup>th</sup> January, 2010.

As required by the Listing Agreement executed with the Stock Exchanges, Mr. Suresh Singhal, General Manager (Legal) and Company Secretary had been appointed as Compliance Officer to monitor the share transfer process and liaise with the Regulatory Authorities.

The composition of Shareholders / Investors Grievance Committee and attendance of the Directors in this meeting was as follows:-

Sr. No.	Members of Shareholders / Investors Grievance Committee	No. of Meetings attended
1.	Mr. K.L. Dalal (Chairman)	1
2.	Mr. U.V. Desai	4
3.	Dr. M.H. Mehta	3

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82 complaints / queries were received during the year under review. All the complaints / queries have been resolved to the satisfaction of the Shareholders. There were no pending transfers as on 31<sup>st</sup> March, 2010.

### (D) Subsidiary Company

The Company has no subsidiary company.

### (E) Annual General Meetings

The Annual General Meetings of the Company (AGMs) have been held at the following places in the last three years.

For the year	Venue	Day and date	Time
2007	Jyoti Limited Nanubhai Amin Marg, Industrial Area P.O. Chemical Industries Vadodara - 390 003	Thursday 27 <sup>th</sup> September, 2007	9.00 a.m. (IST)
2008	Jyoti Limited Nanubhai Amin Marg, Industrial Area P.O. Chemical Industries Vadodara - 390 003	Thursday 25 <sup>th</sup> September, 2008	9.00 a.m. (IST)
2009	Jyoti Limited Nanubhai Amin Marg, Industrial Area P.O. Chemical Industries Vadodara - 390 003	Thursday 24 <sup>th</sup> September, 2009	9.00 a.m. (IST)

Note:

All the Resolutions set out in the respective Notices for the above Meetings, including the Special Resolutions were duly passed by the Shareholders with the requisite majority in each case. No Resolution requiring Postal Ballot was required / placed at the above Meetings.

### (F) Disclosures

#### (a) Disclosures on materially significant related party transactions

There were no materially significant related party transactions that may have potential conflict with the Company at large. The Register of Contract for the transactions in which Directors are interested is placed before the Board regularly for its approval.

#### (b) CEO / CFO Certification

The Chairman & Managing Director and Vice President (Finance) looking after finance have certified to the Board compliance in respect of all matters specified in sub-clause V of clause 49 of the Listing Agreement.

#### (c) Details of Non-Compliance by the Company, penalties, stricture imposed on the Company by the Stock Exchanges, SEBI or any Statutory Authorities or any matter related to Capital Markets.

The Company has complied with all the requirements of the Listing Agreement with the Stock Exchanges as well as Regulations and Guidelines of SEBI. No penalties or strictures have been imposed by SEBI, Stock Exchanges or any Statutory Authorities on matters relating to Capital Markets during the last three years.

**(G) Means of Communication**
**(a) Financial Results**

The quarterly and half-yearly Unaudited Financial Results and the Annual Audited Financial Results are published in Indian Express, Vadodara, Financial Express, Ahmedabad. These results are also placed on Company's web site.

**(b) Other Information**

The Company has its own web site <http://www.jyoti.com> on which other related information is available.

**(H) Management Discussion and Analysis Report**

The Management Discussion and Analysis Report forms part of the Annual Report.

**(I) General Shareholders' Information**
**(a) Annual General Meeting**

Day, date and time	Thursday, 23 <sup>rd</sup> September, 2010 at 9.00 a.m.
Venue	Jyoti Limited Nanubhai Amin Marg, Industrial Area P.O. Chemical Industries, Vadodara – 390 003

**(b) Financial Calendar**

Indicative calendar of events for the year 2010-11 (April to March), excluding Extra Ordinary General Meetings, if any, is as under:

Fourth Quarter (year 2009-10) Results	24 <sup>th</sup> April, 2010
First Quarter Results	July/August, 2010
Annual General Meeting	23 <sup>rd</sup> September, 2010
Second Quarter Results	October/November, 2010
Third Quarter Results	January/February, 2011

**(c) Book Closure**

The Company's Register of Members and Share Transfer Books will remain closed for the purpose of Annual General Meeting and Dividend.	11 <sup>th</sup> September, 2010 to 23 <sup>rd</sup> September, 2010 (both days inclusive)
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**(d) Listing on Stock Exchanges**

The Company's Equity Shares are listed on the Stock Exchanges located at: • Mumbai • Vadodara  (Listing Fees have been paid till date to both the Stock Exchanges)	Address of the Stock Exchanges:- <b>The Stock Exchange-Mumbai</b> 25 <sup>th</sup> Floor, Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001 <b>The Vadodara Stock Exchange Ltd.</b> Fortune Towers, Dalal Street, Sayajiganj Vadodara - 390 005
Stock Code of the Company	BSE 504076 VSE 4076
ISIN No. of the Company's Equity Shares in Demat form	INE 511 D01012
Depositories Connectivity	NSDL and CDSL

**(e) Market Price Data**

The Market Price of the Company's shares traded in Mumbai Stock Exchange during the year 2009-10 was as follows :

Year 2009-10	BSE		SENSEX	
	High (Rs.)	Low (Rs.)	High	Low
Month				
April, 2009	39.05	27.85	11403.25	9901.99
May, 2009	56.40	34.55	14625.25	11682.99
June, 2009	60.20	42.30	15466.81	14265.53
July, 2009	45.35	33.80	15670.31	13400.32
August, 2009	42.95	38.35	15924.23	14784.92
September, 2009	50.40	40.50	17126.84	15398.33
October, 2009	49.50	40.65	17326.01	15896.28
November, 2009	44.55	38.80	17198.95	15404.94
December, 2009	62.75	43.35	17464.81	16601.20
January, 2010	58.95	47.90	17701.13	16289.82
February, 2010	57.50	50.10	16496.05	15790.93
March, 2010	57.50	52.95	17711.35	16772.56

**(f) Shareholding Pattern as on 31st March, 2010**

Equity Shares of Rs.10/- each

Sr. No.	Category	No. of Equity Shares held	Percentage (%)
1.	Promoters	28,37,721	21.85
2.	Friends & Relatives	3,08,386	2.37
3.	Mutual Funds & UTI	65	-
4.	Banks, F.Is., Insurance Companies	3,50,595	2.70
5.	Private Corporate Bodies	46,20,578	35.59
6.	Indian Public	45,91,951	35.37
7.	NRIs/Foreign Company	2,67,499	2.06
8.	Any Other – Directors	8,069	0.06
	Total	1,29,84,864	100.00

**(g) Distribution of Shareholding (as on 31<sup>st</sup> March, 2010)**

Category	Number of Shareholders	Percentage %	Number of Shares	Percentage %
1 - 500	24,063	95.42	16,84,894	12.98
501 - 1000	609	2.41	4,98,447	3.84
1001 - 2000	249	0.99	3,88,011	2.99
2001 - 3000	82	0.33	2,12,248	1.63
3001 - 4000	42	0.17	1,47,643	1.14
4001 - 5000	36	0.14	1,72,585	1.32
5001 - 10000	61	0.24	4,61,081	3.55
10001 and above	76	0.30	94,19,955	72.55
Total	25,218	100.00	1,29,84,864	100.00





**(h) Share Transfer Process**

The Company's shares being in compulsory demat list, are transferable through depository system. The Company has appointed M/s. MCS Ltd. as its Share Transfer Agent for both physical and demat segment of Equity Shares w.e.f. 1<sup>st</sup> April, 2003, in compliance with Securities & Exchange Board of India's requirement.

**(i) Dematerialisation of Shares**

The Equity Shares of the Company are traded compulsorily in the dematerialised form. The Company has entered into an agreement with both National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) whereby the Shareholders have the option to dematerialise their shares with Depositories. Demat ISIN Number in NSDL and CDSL for Equity Shares is INE 511D01012.

1,18,92,047 shares were in dematerialised form as on 31<sup>st</sup> March, 2010 representing 91.58% of the total Shares.

**(j) Outstanding GDRs / ADRs / Warrants or any Convertible Instruments, likely to impact on Equity**

None

**(k) Plant Locations**

The Company's Plants (Main Plant and Switchgear Plant) are located at Vadodara.

**(l) Registrar & Share Transfer Agents :**

(For both Physical & Electronic Transfer etc.)

MCS Limited

Neelam Apartment, 88, Sampatrao Colony, Alkapuri, Vadodara - 390 007

Tel. : 0265-2339397, 2314757, 2350490

Fax : 0265-2341639

E-mail : mcsbaroda@yahoo.com

**(m) Address for Investor Correspondence**

Company Law Department

JYOTI LIMITED

Nanubhai Amin Marg, Industrial Area, P.O. Chemical Industries

Vadodara – 390 003 Gujarat (India)

Phone : 0265 – 3054444

Fax : ++91-265-2281871/2280671

E.Mail : [secretary@jyoti.com](mailto:secretary@jyoti.com)

Website : <http://www.jyoti.com>

Shareholders holding shares in Demat Mode should address all their correspondence to their respective Depository Participants.

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**DECLARATION – COMPLIANCE WITH THE CODE OF CONDUCT**

In accordance with Clause 49 of the Listing Agreement with the Stock Exchanges, I, Rahul N. Amin, Chairman & Managing Director of the Company, hereby declare that the Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended 31st March, 2010.

For JYOTI LIMITED

Rahul N. Amin

Chairman & Managing Director

Vadodara

10<sup>th</sup> June, 2010

**ANNEXURE 'C' TO DIRECTORS' REPORT**

**CERTIFICATE OF COMPLIANCE**

We have examined the compliance of conditions of corporate governance by Jyoti Limited for the year ended on 31st March, 2010 as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to the best of our information, and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with conditions of corporate governance as stipulated in the above-mentioned Listing Agreement.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For V.H.Gandhi & Co.**  
*Chartered Accountants*

**Vijay H. Gandhi**  
*Proprietor*  
M. No. 35581  
Firm Reg. No.: 103047W

Vadodara  
10<sup>th</sup> June, 2010



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## Management Discussion and Analysis

### Industry Structure and Developments

Jyoti Ltd. is a leading engineering Company offering high quality products and services to clients in India and in the international market. Established in 1943, today Jyoti Ltd. is serving the vital fields of national and international economy such as:

- Power (Thermal, Hydel & Nuclear) Generation, Transmission and Distribution.
- Agriculture, providing irrigation through pumping systems.
- Water Supply & Sewerage Schemes.
- Defence-particularly Naval & Marine Establishments.
- Railways.
- Core Industries like Steel, Cement, Paper, Sugar, Fertilisers, Chemicals & Petro-chemicals.

It also undertakes turnkey contracts involving civil and electrification projects. Mainly, it has 4 Divisions: Engineered Pumps & Project Division (EPPD), Hydel Systems, Rotating Electrical Machines (REM) and Switchgear & Switchboards. All Divisions are ISO 9001 certified.

With depleting fossil fuel sources and global warming concerns, there is major thrust on development and popularisation of renewable sources of energy. Your Company has decided to enter Wind Energy sector by developing state-of-art Permanent- Magnet Direct Drive Wind Turbine with several advantages over conventional Wind Turbine.

The major clients are Govt. Agencies, Electricity Boards, Private Power Projects, Railways, OEMs and Wind Energy equipment manufacturers etc. Demand for capital goods generally follow a cyclic pattern depending on economic situation and investment priority of the Government and associated agencies. The Company has taken several steps to remain competitive by way of cost reduction, rationalisation of manpower and stream-lining process operations and to go in for buying need based competitive technologies from overseas.

### Opportunities and Threats

The Company has a major presence in the Small Hydro & Lift-Irrigation sectors where a stronger business potential is anticipated. It is also a welcome sign that the Govt. of India is giving top priority to the infrastructure development and the investments in new power plants and also irrigation areas are showing an upward trend. A large number of independent Power Companies are also setting power plants.

In India, there are certain policy decisions by the centre for possible infrastructure developments, like irrigation and power. However, all depends on the investments undertaken and also priority assigned by the authorities of the States and Electricity Boards.

### Outlook

Considering the widening gap between demand and supply of power, with the population growth, there is a need for improving the per capita energy consumption. So, with this in mind the long-term outlook for the industry is good. The economic growth planned by the nodal agencies of the Government, will be a yardstick for the investment in infrastructural sectors, which would result in capacity increase of generation in the years to come.

## **66th Annual Report**

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### **Risk and Concerns**

Though the Government agencies have laid down the policy to upgrade the generation considerably by the year 2020, by creating various incentive measures, there still remain areas of concern such as the liberalisation of import of capital goods, presence of multi-nationals and their competition and increasing operational costs. It is surmised that sustained investment in the infrastructure and stability of Government policies and increasing the productivity through latest state-of-art techniques and processes are pre-requisites for restoring health and normal growth of any industry.

### **Segment-wise Performance**

This is not applicable to the Company as there is only one identified reportable segment.

### **Internal Control Systems**

The Company has strengthened the internal control, review and MIS reporting as regards to the day-to-day operations to improve the overall effectiveness and efficiency. There are adequate checks and controls to ensure compliance of various Statutes. Pre-audits are carried out of certain important transactions. The Audit Committee of the Board of Directors reviews the Internal Audit Reports.

### **Financial Performance and Operational Efficiency**

There has been substantial improvement in the profitability vis-à-vis the increase in turnover driven mainly by savings in the material consumption, coupled with control of overheads. The bottomline could have been better but for the interest recompense of Rs.539 lakhs charged to the profits for the amount paid / payable to the Banks for the Company to exit from the CDR Mechanism.

### **Human Resource**

During the year under review, the Company continued to have cordial and harmonious relations with its employees. The Company has total manpower of 899 as on 31st March, 2010.



## AUDITORS' REPORT

To the Members of **JYOTI LIMITED**

1. We have audited the attached Balance Sheet of Jyoti Limited, as at 31<sup>st</sup> March, 2010, the Profit and Loss Account of the Company for the year ended on that date and also the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditors' Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order, 2004 (together the 'Order'), issued by the Central Government of India in terms of Section 227(4A) of the Companies Act, 1956, we give in the annexure a statement on the matters specified in Paragraphs 4 and 5 of the said Order.
4. Further to our comments in the annexure referred to above, we report that :
  - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books.
  - c) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account.
  - d) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956, to the extent applicable.
  - e) On the basis of written representations received from the directors of the Company as at 31<sup>st</sup> March, 2010 and taken on record by the Board of Directors of the Company, we report that none of the director is disqualified as at 31<sup>st</sup> March, 2010 from being appointed as director in terms of clause (g) of Sub section (1) of Section 274 of the Companies Act, 1956.
  - f) In our opinion and to the best of our information and according to the explanation given to us, the said Accounts, read together with the notes thereon, give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.
    - i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2010;
    - ii) in the case of the Profit and Loss Account, of the profit of the Company for the year ended on that date; and
    - iii) in the case of Cash Flow Statement, of the Cash Flows for the year ended on that date.

**For V. H. Gandhi & Co.**  
*Chartered Accountants*

**Vijay H. Gandhi**  
*Proprietor*

M.No. 35581

Firm Reg. No.: 103047W

Vadodara  
10<sup>th</sup> June, 2010

## 66th Annual Report

Annexure Referred to in Paragraph 3 of our Auditor's Report of even date on the Financial Statements for the year ended 31<sup>st</sup> March, 2010 of Jyoti Limited.

On the basis of such checks as we considered appropriate and in terms of the information and explanations given to us, we state that :-

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Fixed Assets.
- (b) Fixed Assets other than furniture, fixtures and fixed assets lying at branches have been physically verified by the management during the year as per the phased programme of physical verification of fixed assets. As informed to us, the programme is such that all the fixed assets will get physically verified in two years time. In our opinion the same is reasonable having regard to the size of the company and the nature of its fixed assets. No material discrepancies were noticed on such verification.
- (c) No substantial part of fixed assets have been disposed off during the year.
- (ii) (a) The inventory (except those lying with contractor and at Site) has been physically verified during the year by the management at reasonable intervals.
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory. No material discrepancies have been noticed on physical verification of stocks.
- (iii) (a) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Hence, provisions of sub clauses 4 (iii) (b), (c) & (d) are not applicable to the Company.
- (b) According to the information and explanations given to us, the Company has not taken any loans, secured or unsecured from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Hence, provision of sub clauses 4 (iii) (f) & (g) are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory, fixed assets and for the sale of goods and services and there is no continuing failure to correct major weaknesses in internal control system.
- (v) (a) The particulars of contracts or arrangements referred to in Section 301 of the Companies Act, 1956 have been so entered in the register required to be maintained under that section.
- (b) According to information and explanation given to us and excluding certain transactions of purchase of goods and material of special nature for which alternate quotations are not available, the transactions referred to in above clause v (a) have been made at prices, which are reasonable, having regard to the prevailing market prices at the relevant time.
- (vi) In our opinion and as per information and explanations given to us, the directives issued by the Reserve Bank of India and the provisions of Sections 58A and 58AA or any other relevant provisions of the Companies Act, 1956 and the rules framed thereunder, where applicable, have been duly complied by the Company.
- (vii) In our opinion the Company has an internal audit system. However, there is a scope for increasing the coverage so as to be commensurate with its size and nature of its business.
- (viii) We have broadly reviewed the books of account and records maintained by the Company relating to manufacture of Electric Motors & Generators and Power Driven Pumps, pursuant to the order made by the Central Government for the maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Companies Act, 1956 and are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have, however, not made a detail examination of the records with a view of determining whether they are accurate or complete. To the best of our knowledge and according to information and explanations given to us, the Central Government has not prescribed the maintenance of cost records for any other product of the company.



- (ix) (a) According to the records of the Company, the Company is generally regular in depositing with appropriate authorities, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income tax, Sales tax, Service tax, Wealth tax, Custom Duty, Excise Duty, Cess and any other statutory dues applicable to it. There is no statutory dues outstanding as at the year end for a period of more than six months from the date they become payable.
- (b) According to the records of the Company the following dues of Sales tax, Income tax; Custom Duty, Wealth tax, Service tax, Excise Duty, Cess have been fully deposited on account of dispute, or are deposited under protest:

(Rs. Lacs)

Nature of Dues	Demand (Rs.)	Amount Paid (Rs.)	Forum where dispute is pending
Income Tax*	146.84	146.84	Commissioner of Income Tax (Appeals)
	42.18	42.18	Income Tax Appellate Tribunal
Wealth Tax *	4.01	4.01	Commissioner of Income Tax (Appeals)
	2.43	2.43	Income Tax Appellate Tribunal

\* Refer Note No. 5 of Schedule 17.

- (x) The Company does not have any accumulated losses as per Balance Sheet as at the end of the financial year. The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (xi) The Company has not defaulted in repayment of dues to a financial institution, banks or debenture holders.
- (xii) The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) The provisions of any Specified Statute applicable to Chit fund or a Nidhi / Mutual Benefit Fund / Societies are not applicable to the Company under clause 4(xiii) of the said Order.
- (xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4 (xiv) of the Order are not applicable to the Company.
- (xv) The Company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xvi) In our opinion and based on information and explanations given to us by the management the term loans have been applied for the purpose of which they were raised.
- (xvii) According to the information and explanations given to us, and on an overall examination of Balance Sheet of the Company, we report that funds raised on short-term basis have not been used for long-term investment.
- (xviii) According to the information and explanations given to us, the Company has not made any preferential allotment of Shares during the year.
- (xix) The Company has not issued debentures during the year.
- (xx) The Company has not raised any funds through Public Issue during the year.
- (xxi) As per information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

**For V. H. Gandhi & Co.**  
Chartered Accountants

**Vijay H. Gandhi**  
Proprietor

M.No. 35581

Firm Reg. No.: 103047W

Vadodara

10<sup>th</sup> June, 2010 .

# 66th Annual Report

## BALANCE SHEET as at 31st March, 2010

	Schedule	As at 31-03-2010 Rs.	As at 31-03-2009 Rs.
<b>I SOURCES OF FUNDS</b>			
<b>1. Shareholders' Funds</b>			
(a) Share Capital	1	12,98,48,640	12,98,48,640
(b) Reserves and Surplus	2	52,35,97,829	45,88,58,209
		<u>65,34,46,469</u>	<u>58,87,06,849</u>
<b>2. Loan Funds</b>			
(a) Secured Loans	3	91,44,97,466	59,92,25,069
(b) Unsecured Loans	4	7,57,64,330	15,00,000
(c) Deferred Payment Credits Guaranteed by the Banks		1,12,55,703	1,59,10,081
		<u>1,00,15,17,499</u>	<u>61,66,35,150</u>
<b>3. Deferred Tax (Net)</b>		<u>1,14,36,076</u>	<u>(91,66,468)</u>
		<u>1,66,64,00,044</u>	<u>1,19,61,75,531</u>
<b>II APPLICATION OF FUNDS</b>			
<b>1. Fixed Assets</b>			
(a) Gross Block	5	73,01,86,747	58,36,23,579
(b) Less : Depreciation		31,33,80,289	29,21,86,387
(c) Net Block		41,68,06,458	29,14,37,192
(d) Capital Work-In-Progress		10,35,40,369	2,19,89,734
<b>2. Investments</b>	6	1,34,19,298	1,34,02,339
<b>3. Current Assets, Loans and Advances</b>			
(a) Inventories	7	39,48,18,990	37,81,57,001
(b) Sundry Debtors	8	1,46,63,64,192	98,86,72,197
(c) Cash and Bank Balances	9	25,50,72,813	24,18,54,562
(d) Loans and Advances	10	27,81,00,381	28,77,76,878
		<u>2,39,43,56,376</u>	<u>1,89,64,60,638</u>
Less : Current Liabilities and Provisions	11	1,26,17,22,457	1,02,71,14,372
Net Current Assets		<u>1,13,26,33,919</u>	<u>86,93,46,266</u>
		<u>1,66,64,00,044</u>	<u>1,19,61,75,531</u>
<b>Notes on Accounts</b>	17		

Per our Report attached  
For **V. H. Gandhi & CO.**  
Chartered Accountants

**Vijay H. Gandhi**  
Proprietor  
M. No. 35581  
Firm Reg. No.: 103047W  
Vadodara  
10th June, 2010

**Jayesh R. Verma**  
Vice President (Finance)  
**Suresh Singhal**  
General Manager (Legal) &  
Company Secretary

**Rahul N. Amin**  
Chairman & Managing Director  
Directors  
**Mrs. T. R. Amin**      **Ms. K. R. Patel**  
**U. V. Desai**            **Dr. M. H. Mehta**  
**K. L. Dalal**             **Dr. B. S. Pathak**  
**Dr. M. Ramamoorty**

Vadodara  
10th June, 2010



**PROFIT AND LOSS ACCOUNT for the year ended 31st March, 2010**

	Schedule	2009-2010 Rs.	2008-2009 Rs.
<b>INCOME</b>			
Sales, Contracts and Service Income - Gross		<b>2,98,82,90,135</b>	2,62,51,90,048
Less : Excise Duty		<b>7,72,59,078</b>	9,19,05,765
Net Sales		<b>2,91,10,31,057</b>	2,53,32,84,283
Other Income	12	<b>96,04,299</b>	56,35,171
		<b>2,92,06,35,356</b>	2,53,89,19,454
<b>EXPENDITURE</b>			
Consumption of Raw Materials, Components and Others	13	<b>2,03,93,49,970</b>	1,80,83,23,928
Manufacturing, Administrative, Selling and General Expenses	14	<b>43,26,00,776</b>	38,27,00,670
Research and Development Expenses	15	<b>4,38,98,818</b>	3,58,53,492
Interest and Financial Charges (Net)		<b>21,02,73,523</b>	13,72,97,000
Depreciation		Rs. 2,49,18,688	
Less : Transferred from Revaluation Reserve		Rs. 8,38,462	
(See Note No. 4 of Schedule 17)		<b>2,40,80,226</b>	1,95,53,672
		<b>2,75,02,03,313</b>	2,38,37,28,762
(Increase) / Decrease in Stock	16	<b>4,83,09,929</b>	9,19,50,795
		<b>2,79,85,13,242</b>	2,47,56,79,557
Profit before Taxation		<b>12,21,22,114</b>	6,32,39,897
Provision for :			
- Current Tax		<b>2,08,00,000</b>	1,72,00,000
- Deferred Tax (See Note No. 13 of Schedule 17)		<b>2,06,02,544</b>	(30,96,694)
- Fringe Benefit Tax		-	27,16,000
		<b>8,07,19,570</b>	4,64,20,591
Balance of Profit for the year		<b>4,95,11,381</b>	30,90,790
Balance brought forward from Previous Year			
Profit available for appropriation		<b>13,02,30,951</b>	4,95,11,381
Proposed Dividend		<b>1,29,84,864</b>	-
Corporate Dividend Tax		<b>21,56,624</b>	-
		<b>11,50,89,463</b>	4,95,11,381
Balance Profit carried to Balance Sheet		<b>6.22</b>	3.58
Earnings per share (Basic & Diluted) (in Rs.)			
<b>Notes on Accounts</b>	17		

Per our Report attached  
**For V. H. Gandhi & CO.**  
Chartered Accountants

**Vijay H. Gandhi**  
Proprietor  
M. No. 35581  
Firm Reg. No.: 103047W  
Vadodara  
10th June, 2010

**Jayesh R. Verma**  
Vice President (Finance)  
  
**Suresh Singhal**  
General Manager (Legal) &  
Company Secretary

**Rahul N. Amin**  
Chairman & Managing Director  
Directors  
**Mrs. T. R. Amin**  
**U. V. Desai**  
**K. L. Dalal**  
**Dr. M. Ramamoorthy**  
  
**Ms. K. R. Patel**  
**Dr. M. H. Mehta**  
**Dr. B. S. Pathak**  
  
Vadodara  
10th June, 2010

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### SCHEDULES To Balance Sheet and Profit and Loss Account

	As at 31-03-2010 Rs.	As at 31-03-2009 Rs.
<b>SCHEDULE 1 - SHARE CAPITAL</b>		
<b>Authorised</b>		
2,50,00,000 Equity Shares of Rs. 10 each	<u>25,00,00,000</u>	<u>25,00,00,000</u>
	<u>25,00,00,000</u>	<u>25,00,00,000</u>
<b>Issued, Subscribed and Paid up</b>		
1,29,84,864 Equity Shares of Rs. 10 each (Previous Year 1,29,84,864 Equity Shares of Rs. 10 each)	<u>12,98,48,640</u>	<u>12,98,48,640</u>
Note :		
Of the above 6,25,000 Shares are allotted as fully paid-up Bonus Shares by Capitalisation of General Reserve.		
<b>SCHEDULE 2 - RESERVES AND SURPLUS</b>		
<b>Revaluation Reserve</b>		
As per last Balance Sheet	4,67,36,303	4,75,74,765
Less : Deduction/Adjustment during the year	<u>8,38,462</u>	<u>8,38,462</u>
	4,58,97,841	4,67,36,303
<b>Capital Reserve</b>	1,43,06,199	1,43,06,199
<b>Capital Redemption Reserve</b>	25,00,000	25,00,000
<b>Share Premium Account</b>	34,58,04,326	34,58,04,326
<b>Profit and Loss Account</b>	11,50,89,463	4,95,11,381
	<u>52,35,97,829</u>	<u>45,88,58,209</u>



	As at 31-03-2010 Rs.	As at 31-03-2009 Rs.
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**SCHEDULE 3 - SECURED LOANS**

<b>1. From Banks</b>		
i Term Loans	26,84,66,064	14,24,91,294
ii Cash Credit	59,29,60,353	44,40,66,365
iii BankMuscat, Oman (In foreign currency)	-	1,26,67,410
<b>2. From Technical Development Board</b>	2,50,00,000	-
<b>3. Interest Accrued on above (including recompense amount of Rs. 2,69,40,829/- payable to Banks)</b>	2,80,71,049	-
	<b>91,44,97,466</b>	<b>59,92,25,069</b>

**Notes :-**

- 1) The term loans, cash credit facilities, interest accrued and due thereon and non-fund based facilities are secured by a first charge created in favour of consortium banks, on the stocks of raw materials, semi finished and finished goods, consumable stores and spares, bills receivables and book debts, furniture, fixtures, office equipments and all other movable and immovable properties, (except those created in favour of Technical Development Board) both present and future of the company situated at Kasba, Dist. Vadodara, Gorwa, Dist. Vadodara, Mogar, Dist. Anand and Moje Sama in registration District and Sub-District of Vadodara all in the State of Gujarat.
- 2) The term loan from Technical Development Board is secured by first charge on the assets created for Wind Turbine Project both present and future.
- 3) Further, these facilities are also guaranteed by the personal guarantee of Promoter Directors.

**SCHEDULE 4 - UNSECURED LOANS**

<b>1. Short Term Loans</b>		
From Others	5,65,00,000	15,00,000
<b>2. Other Loans</b>	1,92,64,330	-
	<b>7,57,64,330</b>	<b>15,00,000</b>

Of above Rs. 625.69 lacs (Previous Year Rs. 15 lacs) are payable within one year.

## SCHEDULE 5 - FIXED ASSETS

Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Cost as at 31-03-2009	Additions	Deductions	Cost as at 31-03-2010	Total upto 31-03-2009	Deductions	During the year	Total upto 31-03-2010	As at 31-03-2010	As at 31-03-2009
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Free Hold Land	3,80,72,053	34,63,500	—	4,15,35,553	—	—	—	—	4,15,35,553	3,80,72,053
Buildings	8,71,13,266	4,14,22,039	—	12,85,35,305	4,16,21,757	—	23,37,714	4,39,59,471	8,45,75,834	4,54,91,509
Plant and Machinery	36,25,37,533	5,91,47,411	—	42,16,84,944	19,71,49,809	—	1,37,27,672	21,08,77,481	21,08,07,463	16,53,87,724
R&D Equipments	2,76,64,001	2,34,68,123	—	5,11,32,124	1,58,31,408	—	30,86,321	1,89,17,729	3,22,14,395	1,18,32,593
Electrical Installations	22,97,827	4,41,196	—	27,39,023	6,96,792	—	1,01,270	7,98,062	19,40,961	16,01,035
Furniture	92,86,511	36,06,691	—	1,28,93,202	67,22,944	—	3,33,623	70,56,567	58,36,635	25,63,567
Office Equipments	3,65,30,372	1,09,45,190	1,53,420	4,73,22,142	2,31,19,939	1,44,668	32,82,603	2,62,57,874	2,10,64,268	1,34,10,433
Vehicles	2,01,22,016	97,21,534	54,99,096	2,43,44,454	70,43,738	35,80,118	20,49,485	55,13,105	1,88,31,349	1,30,78,278
<b>TOTAL</b>	<b>58,36,23,579</b>	<b>15,22,15,684</b>	<b>56,52,516</b>	<b>73,01,86,747</b>	<b>29,21,86,387</b>	<b>37,24,786</b>	<b>2,49,18,688</b>	<b>31,33,80,289</b>	<b>41,68,06,458</b>	<b>29,14,37,192</b>
<b>PREVIOUS YEAR</b>	<b>53,36,51,675</b>	<b>6,98,14,595</b>	<b>1,98,42,691</b>	<b>58,36,23,579</b>	<b>27,52,31,202</b>	<b>34,36,949</b>	<b>2,03,92,134</b>	<b>29,21,86,387</b>	<b>29,14,37,192</b>	

## Notes :

- 1) Vehicles include gross value of Rs. 1,85,86,552 and Plant & Machinery includes gross value of Rs.1,13,77,218 purchased under hire purchase arrangements & Lease Finance.
- 2) See Note No. 1 (C) (V) of Schedule 17 for impairment of Rs.12.00 lacs (Previous Year Rs.10.30 lacs)



**SCHEDULE 6 - INVESTMENTS (at cost)**

	Nos.	Face Value Rs.	As at 31-03-2010 Rs.	As at 31-03-2009 Rs.
<b>LONG TERM INVESTMENTS</b>				
<b>I TRADE INVESTMENTS</b>				
<b>Quoted</b>				
JSL Industries Ltd.	2,86,020	10	32,94,000	32,94,000
<b>Unquoted</b>				
Jyoti Sohar Switchgear LLC @	1,47,000	1	86,73,000	86,73,000
			<b>1,19,67,000</b>	<b>1,19,67,000</b>
<b>II OTHER INVESTMENTS</b>				
<b>A. Government Securities (Unquoted)</b>				
6/7 Years National Savings Certificates (Rs.1,64,360 deposited with Government)	—	1,64,360*	1,64,360	1,64,360
Sardar Sarovar Narmada Nigam Ltd.	—	10,00,000	10,00,000	10,00,000
			<b>11,64,360</b>	<b>11,64,360</b>
<b>B. Shares</b>				
<b>Quoted</b>				
SLM Maneklal Industries Ltd.	10	100	790	790
AREVA T&D India Ltd.	2,130	2	5,700	5,700
Elpro International Ltd.	200	10	2,000	2,000
Voltas Ltd.	900	1	1,288	1,288
KSB Pumps Ltd.	360	10	437	437
Easun Reyrolle Ltd.	500	2	500	500
Larsen and Toubro Ltd.	40	2	78	78
UltraTech Cement Limited	8	10	77	77
Advance Bio-Coal (India) Ltd.	500	10	5,000	5,000
Siemens Ltd.	620	2	30,819	30,819
MPIL Corporation Ltd.	2	10	58	58
Mather & Platt Pumps Ltd.	30	10	869	869
Mather & Platt Fire Systems Ltd.	9	10	261	261
S & S Power Switchgear Ltd.	50	10	7,729	7,729
Kirloskar Brothers Ltd.	1,050	2	6,694	6,694
WPIL Ltd.	50	10	1,163	1,163
ABB Alstom Power India Ltd.	67	10	32,400	32,400
Best & Crompton Engg. Ltd.	50	10	578	578
Crompton Greaves Ltd.	350	2	11,056	11,056
Suzlon Energy Ltd.	10	2	546	546
Kirloskar Electric Company Ltd.	100	10	4,795	4,795
International Pumps & Projects Ltd.	300	10	6,000	6,000
Comp-U-Learn Tech India Ltd.	600	10	6,000	6,000
			<b>1,24,838</b>	<b>1,24,838</b>
Less : Provision for diminution in value			-	16,959
			<b>1,24,838</b>	<b>1,07,879</b>
<b>Unquoted</b>				
Engineering Raw Materials				
Consumers' Corpn. Ltd.	10	1,000	10,000	10,000
Alternative Energy Industries Ltd.	50	10	500	500
			<b>10,500</b>	<b>10,500</b>

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	Nos.	Face Value Rs.	As at 31-03-2010 Rs.	As at 31-03-2009 Rs.
<b>C. Others (Unquoted)</b>				
Gujarat Small Industries	60	100	6,000	6,000
Baroda Industrial Development Corp. Ltd.	132	1,000	1,32,000	1,32,000
Gujarat State Financial Corporation	100	10	1,000	1,000
Co-Operative Bank of Baroda Ltd.	100	25	2,500	2,500
Uma Co- Operative Bank Ltd.	440	25	11,100	11,100
			<u>1,52,600</u>	<u>1,52,600</u>
			<u>1,34,19,298</u>	<u>1,34,02,339</u>
Aggregate Cost and Market Value of Investments			Cost Rs.	Market Value Rs.
a) Quoted Investments			<u>34,18,838</u> (34,01,879)	<u>50,19,165</u> (1,21,14,626)
b) Unquoted Investments			<u>1,00,00,460</u> (1,00,00,460)	
			<u>1,34,19,298</u> (1,34,02,339)	

\* Total Face Value

@ Equity investments in this Company carry certain restriction on transfer of shares that are normally provided for in joint venture agreement.

### SCHEDULE 7 - INVENTORIES

(As verified, valued and certified by the Management)

Raw Materials and Components	11,90,64,396	5,40,92,478
Work-in-progress	24,47,13,375	30,19,02,925
Finished Goods	<u>3,10,41,219</u>	<u>2,21,61,598</u>
	<u>39,48,18,990</u>	<u>37,81,57,001</u>



	As at 31-03-2010 Rs.	As at 31-03-2009 Rs.
<b>SCHEDULE 8 - SUNDRY DEBTORS</b>		
<b>UNSECURED, CONSIDERED GOOD</b>		
Over Six Months	38,13,86,241	37,88,25,917
Others	1,08,49,77,951	60,98,46,280
	<u>1,46,63,64,192</u>	<u>98,86,72,197</u>
<b>SCHEDULE 9 - CASH AND BANK BALANCES</b>		
<b>Cash</b> (including Cheques on hand Rs.2,40,48,949; Previous Year Rs.57,46,929)	2,90,05,356	77,92,513
<b>With Scheduled Banks</b>		
In Current Accounts	3,13,15,250	6,77,68,486
In Fixed Deposit Accounts [Pledged with Government Departments Rs.10,000; (Previous Year Rs.10,000) and with Scheduled Banks against Margin for guarantees/letters of credit given by the Banks Rs.19,02,25,107; (Previous Year Rs.16,25,66,463)]	19,47,32,207	16,62,73,563
<b>In Fixed Deposit Accounts</b>		
Rajasthan Rajya Sahkari Bhoomi Vikas Bank Ltd., Jaipur	10,000	10,000
Uttar Pradesh State Land Development Co. Op. Bank Ltd., Lucknow	10,000	10,000
	<u>25,50,72,813</u>	<u>24,18,54,562</u>
<b>SCHEDULE 10 - LOANS AND ADVANCES</b>		
<b>UNSECURED, CONSIDERED GOOD</b>		
Advances for Supplies and Expenses	9,65,18,767	8,67,40,533
Advances against Capital Expenditure	3,25,88,419	5,84,77,728
Advances to Staff	5,47,167	6,12,241
Deposits	3,13,32,700	3,07,21,512
Prepaid Expenses	2,70,25,363	2,81,86,033
Advance Payments of Income-tax / Fringe Benefit Tax (Net of Provisions Rs. 10.05,21,700)	6,21,48,792	6,41,65,287
Sundry Advances	2,79,39,173	1,88,73,544
	<u>27,81,00,381</u>	<u>28,77,76,878</u>
<b>SCHEDULE 11 - CURRENT LIABILITIES AND PROVISIONS</b>		
Sundry Creditors - Micro and Small Enterprises	1,86,16,399	1,16,95,206
- Others	92,19,71,217	71,09,90,317
Advances from Customers & Others	30,29,81,550	30,19,96,199
Provident fund dues	28,11,854	22,32,701
Unclaimed Dividend	1,99,949	1,99,949
Proposed Dividend	1,29,84,864	-
Corporate Dividend Tax	21,56,624	-
	<u>1,26,17,22,457</u>	<u>1,02,71,14,372</u>







		2009-2010 Rs.	2008-2009 Rs.
<b>Audit Fees and Expenses</b>			
Statutory Auditors : Audit Fees	Rs. 2,25,000		
In Other Capacity	Rs. 79,466	<b>3,04,466</b>	2,54,291
Cost Auditors :			
Audit Fees	Rs. 53,000		
In Other Capacity	Rs. 8,000		
For Expenses	Rs. 9,168	<b>70,168</b>	72,805
Legal & Professional Fees		<b>2,56,61,617</b>	1,82,97,315
Travelling		<b>2,48,51,506</b>	2,24,14,625
Directors' Fees		<b>48,000</b>	58,000
Membership Fees and Subscriptions		<b>5,88,207</b>	1,24,538
Charity & Donation		<b>9,80,000</b>	7,85,000
Bad Debts Written Off		<b>17,18,060</b>	15,14,000
Miscellaneous Expenses		<b>1,46,93,772</b>	1,89,52,382
		<b>43,26,00,776</b>	<b>38,27,00,670</b>

**SCHEDULE 15 - RESEARCH AND DEVELOPMENT EXPENSES**

Material Consumption	<b>47,31,395</b>	34,02,477
Salaries, Wages, Bonus, Gratuity and Other Benefits	<b>1,77,53,590</b>	2,18,69,806
Contribution to Provident, Family Pension, Superannuation and Other Funds	<b>32,86,644</b>	40,36,506
Power and Fuel	<b>3,80,270</b>	2,30,902
Others	<b>1,77,46,919</b>	63,13,801
	<b>4,38,98,818</b>	<b>3,58,53,492</b>

**SCHEDULE 16 - (INCREASE) / DECREASE IN STOCK**

<b>Opening Stock</b>		
Work-in-progress	<b>30,19,02,925</b>	36,93,42,029
Finished Goods	<b>2,21,61,598</b>	4,66,73,289
	<b>32,40,64,523</b>	41,60,15,318
<b>Less : Closing Stock</b>		
Work-in-progress	<b>24,47,13,375</b>	30,19,02,925
Finished Goods	<b>3,10,41,219</b>	2,21,61,598
	<b>27,57,54,594</b>	32,40,64,523
	<b>4,83,09,929</b>	9,19,50,795

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## SCHEDULE : 17 — NOTES ON ACCOUNTS

### 1. Significant Accounting Policies:

#### (A) Sales

- (i) Sales are accounted on dispatch of goods. Net Sales exclude amounts recovered towards sales tax, octroi, freight and is net of discounts.
- (ii) Erection and commissioning Income is recognised as revenue, generally, to the extent of completion of erection work as assessed or as and when it becomes due as per terms of contracts.
- (iii) Repairs and Service Income is recognised as revenue after the service is rendered.

#### (B) Accounting of Claims and Subsidies

- (i) Claims receivable are accounted at the time of lodgement, depending on the certainty of receipt and claims payable are accounted at the time of acceptance.
- (ii) Excise duty / Duty Drawback refund claims are accounted as and when accrued.
- (iii) Investment subsidy not specifically related to the fixed assets is credited to Capital Reserve and retained till the requisite conditions are fulfilled.

#### (C) Fixed Assets, Depreciation and Impairment Loss

- (i) Fixed Assets are stated at cost of acquisition (net of cenvat wherever applicable) / construction except certain land and building which were revalued at market value and are stated at revalued Cost.
- (ii) Depreciation is provided :
  - a) In respect of assets acquired upto June, 1986 on straight-line method in accordance with Circular No.1/86 issued by the Department of Company Affairs.
  - b) In respect of assets acquired after 1<sup>st</sup> July, 1986 on straight-line method at the rates specified in Schedule XIV of the Companies Act, 1956.
- (iii) An amount representing the difference between depreciation on Revalued Assets and on Original Cost of Assets is transferred from Revaluation Reserve to Profit and Loss Account.
- (iv) Cost of Lease-hold land is not amortised.
- (v) In case, the recoverable amount of the fixed assets is lower than its carrying amount, a provision is made for the impairment loss.

#### (D) Expenditure during Construction period

In case of new projects and substantial expansion, expenditure incurred including interest on borrowings and financing cost is capitalised.

#### (E) Investments

Long term Investments are stated at cost with an appropriate provision for permanent diminution in value.

#### (F) Inventories

All Inventories are valued at lower of cost and net realisable value.

Raw Materials and Components are valued at lower of cost determined on weighted average basis and net realisable value.

Work in progress is valued at lower of cost and net realisable value.

Finished Goods is valued at lower of cost including excise payable thereon and net realisable value.



**(G) Deferred Revenue Expenditure**

Debenture / Share Issue Expenses

Debenture Issue expenses and Share Issue expenses are charged out in the year in which they are incurred.

**(H) Retirement Benefits** Retirement benefits to employees are provided as follows:

- (i) Gratuity : Gratuity payable to employees is provided on the basis of actuarial valuations.
- (ii) Superannuation : Superannuation payable to certain employees is provided for by provision / payment to Superannuation Trust Fund as per Superannuation Scheme.
- (iii) Company's contributions payable to Provident Fund and Family Pension Fund are charged to Profit and Loss account.
- (iv) The Company extends the benefit of encashment of leave to its employees while in service as well as on retirement. However, it does not have any defined Retirement Benefit Scheme in this regard. Though encashment is at the discretion of the management for the leave accumulated while in service as well as on retirement, it is provided for during the year on the basis of actuarial valuations.

**(I) Research and Development**

Revenue expenditure relating to Research and Development is charged out in the year in which it is incurred. Capital expenditure incurred for Research and Development is capitalised.

**(J) Foreign Currency Transactions**

- (i) Monetary assets and liabilities related to foreign currency transactions remaining unsettled at the end of the year are translated at year end exchange rates.
- (ii) The difference in translation of monetary assets & liabilities and realized gains & losses on foreign exchange transaction are recognised in the Profit and Loss Account.

**(K) Deferred Tax**

Deferred Tax Assets and Liabilities are recognised in accordance with Accounting Standard (AS) - 22 on Accounting for Taxes on Income, issued by The Institute of Chartered Accountants of India.

**(L) Provisions, contingent liabilities and contingent assets**

- (a) Provisions are recognised when the Company has present legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made for the amount of the obligation.
- (b) Contingent Liabilities are disclosed after careful evaluation by the Management of facts and legal aspects of the matter involved.
- (c) Contingent Assets are neither recognised nor disclosed in the Financial Statements.

	<b>2009-10</b>	2008-09
	<b>(Rs. Lacs)</b>	(Rs. Lacs)
2. Estimated value of Capital contracts yet to be executed and not provided	<b>452.14</b>	460.76
3. Contingent liability not provided for:		
- Bills/Cheques discounted with scheduled banks	<b>572.91</b>	910.24

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4. An amount of Rs. 8,38,462 representing difference between Depreciation on Revalued Assets and on original cost of assets is transferred from Revaluation Reserve to Profit and Loss Account.
5. In respect of Income Tax Assessments for earlier years, the Company has preferred appeals against the relevant demands which are pending before the Appellate Authorities. The company expects no liability on this account.

	<u>2009-10</u> <u>(Rs. Lacs)</u>	<u>2008-09</u> <u>(Rs. Lacs)</u>
<b>6. Managerial Remuneration :</b>		
a) Salaries and Perquisites paid/payable to Chairman & Managing Director, Wholetime Director and Director - Finance		
i) Salaries and Gratuity	71.68	59.43
ii) Contribution to Provident and Superannuation Fund	15.60	13.36
iii) Perquisites	2.66	2.62
	<u>89.94</u>	<u>75.41</u>
b) Commissions paid / payable to Managerial persons	NIL	NIL

	<u>2009-10</u>	<u>2008-09</u>
<b>7. Earning Per Share</b>		
Net Profit available for equity shareholders (Rs. Lacs) (A)	807.20	464.21
No. of Equity Shares / Weighted Average number of equity shares used as denominator for calculating EPS (B)	1,29,84,864	1,29,78,302
Earning per share (Basic and diluted) (in Rs.) (A/B)	6.22	3.58
Face value of Rs.10 per share		

8. Net Gain on account of foreign exchange fluctuation Rs. 2,95,453 (Previous Year Loss Rs. 20,89,235) have been accounted for in the Profit and Loss Account.

9. Based on information / documents available with the Company, Sundry Creditors include :

	<u>(Rs. Lacs)</u>
a) Amounts due to Small Scale Undertakings (Total Amount)	182.34
b) Amount Overdue on account of principal and / or interest	50.57
c) Amount Outstanding together with interest for more than 45 days	50.57

As per requirement of Section 22 of Micro, Small & Medium Enterprises Development Act, 2006 following information is disclosed to the extent identifiable.

	<u>(Rs. Lacs)</u>
(a) (i) The principal amount remaining unpaid to any supplier at the end of accounting year	182.34
(ii) The interest due on above	3.82
(b) Amount of interest paid by the buyer in terms of Section 18 of the Act	—
(c) The amounts of payment made to the supplier beyond the due date	—
(d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the due date during the year) but without adding the interest specified under the Act.	—

## 10. Disclosures for defined benefit plans based on actuarial reports as on 31st March 2010

	(Rs. Lacs)			
	Gratuity Fund	Leave Encash- ment	Gratuity Fund	Leave Encash- ment
	2009-10		2008-09	
<b>Expenses recognized in the Statement of Profit &amp; Loss for the year ended on 31st March, 2010</b>				
Current Service Cost	45.84	38.66	43.18	37.19
Interest Cost	67.23	13.44	58.60	10.63
Employer Contributions	—	—	—	—
Expected return on plan assets	(4.95)	—	—	—
Net Actuaries ( Gains ) / Losses	—	—	—	—
Past Service Cost	53.33	(7.81)	93.88	(6.12)
Settlement Cost	—	—	—	—
<b>Total Expenses</b>	<b>161.45</b>	<b>44.29</b>	<b>195.66</b>	<b>41.70</b>
<b>Net Asset / ( Liability ) recognised in the Balance Sheet as at 31st March, 2010</b>				
Present value of Defined Benefit Obligation as at 31st March, 2010	914.42	200.67	894.09	178.78
Fair Value of plan asstes as at 31st March, 2010	110.00	—	—	—
Funded status [ surplus / (Deficit) ]	(804.42)	(200.67)	(894.09)	(178.78)
Net asset / (Liability) as at 31st March, 2010	<b>(804.42)</b>	<b>(200.67)</b>	<b>(894.09)</b>	<b>(178.78)</b>
<b>Change in Obligation during the Year ended 31st March, 2010</b>				
Present value of Defined Benefit Obligation at beginning of the year	894.09	178.78	808.21	146.66
Current Service Cost	45.84	38.66	43.19	37.19
Interest Cost	67.23	13.44	58.60	10.63
Settlement Cost	—	—	—	—
Past Service Cost	—	—	—	—
Employer Contributions	(110.00)	—	—	—
Acturies ( Gains ) / Losses	57.38	(7.81)	93.88	(6.12)
Benefits Payments	(150.12)	(22.40)	(109.79)	(9.58)
Present value of Defined Benefit Obligation at the end of the year	<b>804.42</b>	<b>200.67</b>	<b>894.09</b>	<b>178.78</b>
<b>Actuarial Assumptions</b>				
Discount Rate	7.25%	7.25%	7.25%	7.25%
Expected rate of return on plan assets	9.00%	0.00%	9.00%	0.00%
Rate of escalation in salary (p.a.)	6.00%	6.00%	6.00%	6.00%

11. The Company is engaged in manufacturing of engineering goods only and therefore there is only one reportable segment in accordance with Accounting Standard (AS 17).
12. As required by Accounting Standard (AS) - 18 "Related Parties Disclosures" issued by the Institute of Chartered Accountants of India are as follows:

List of Related Parties with whom transactions have been taken place during the year

- (a) Subsidiaries Company : —
- (b) Associate Companies/Firm : JSL Industries Ltd.  
: Insutech Industries Pvt. Ltd  
(Formerly Insutech Industries)

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- (c) Joint Venture : Jyoti Sohar Switchgear L.L.C.
- (d) Key Management Personnel :
- Chairman & Managing Director - Mr. Rahul Nanubhai Amin
- Wholetime Director - Ms. Keki Rambhai Patel
- Non-Executive Director - Smt. Tejal Rahul Amin

(e) Transactions with related parties during the year 2009-10 (Rs. '000)

Nature of Transactions	Associate Companies/Firm	Joint Venture	Key Management Personnel
Purchases	49,647 (24,944)	— (—)	— (—)
Sales	2,394 (1,884)	65,605 (77,145)	— (—)
Managerial Remuneration / Sitting fees	— (—)	— (—)	9,042 (7,599)
Rent	— (—)	— (—)	516 (480)
Outstandings			
- Payables	23,314 (15,180)	— (—)	779 (332)
- Receivables	— (42)	3,915 (—)	— (—)

13. Net deferred tax asset/liability of Rs.206.03 lacs for the year on account of Leave Pay, Gratuity, Superannuation, VRS and Depreciation has been recognized to the Profit and Loss Account.

The Deferred Tax Assets and Liabilities comprise of the following:

	As at 31st March, 2010 (Rs. lacs)	As at 31st March, 2009 (Rs. lacs)
Deferred Tax Assets	(61.34)	59.15
Less : Deferred Tax Liability	144.69	28.18
Deferred Tax Asset (Net)	(206.03)	30.97

14. Finance Lease Obligations

The company normally acquires computers and softwares under finance lease. Minimum lease payments outstanding as of 31st March, 2010 in respect of these assets are as follows :-

( Rs. Lacs )

DUE	Total Minimum Lease Payment outstanding as on 31st March, 2010	Interest Not Due	Present Value of Minimum Lease Payments
Within One Year	34.15	7.49	26.66
Later than One Year and Not later than Five Year	59.76	5.87	53.89
<b>TOTAL</b>	<b>93.91</b>	<b>13.36</b>	<b>80.55</b>



15. Interest and Financial charges include recompense amount of Rs. 538.82 lacs paid / payable to Consortium of Banks under Corporate Debt Restructuring (CDR) Mechanism, for the Company to exit from CDR. Final adjustments required, if any, will be made on approval by the CDR Empowered Group.
16. (a) The accounts of Debtors, Creditors and Advances are subject to confirmation / reconciliation. The management does not expect any material difference affecting the financial statements on reconciliation / adjustments.  
  
(b) In the opinion of the Board, Current Assets, Loans and Advances have a value on realisation in the ordinary course of business atleast equal to the amount at which they are stated.
17. Disclosure as per amendment to clause 32 of the Listing Agreement.

Loans and Advances in the nature of Loans given to Associates and others :

Sr. No.	Name of the Company	Relationship	Amount Outstanding as on 31-03-2010 (Rs. in Lacs)	Investment in Shares of the Company No. of Shares
1.	JSL Industries Ltd.	Associate	Nil	2,86,020

18. Excise duty on finished goods stock has been accounted / included in the profit and loss account under the head 'Consumption of Raw Materials, Components and Others'.
19. The figures of previous year are regrouped / rearranged wherever necessary.

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20. Additional information pursuant to the provision of paragraphs 3 & 4 of Part II of Schedule VI to the Companies Act, 1956 (As certified by the Management)

	Quantity Nos.	Value (Rs. in '000)
<b>i) SALES BY CLASS OF GOODS</b>		
Pumps & Pumpsets	<b>361</b> (272)	<b>5,12,883</b> (5,57,624)
Rotating Electric Machines	<b>548</b> (509)	<b>3,03,913</b> (4,96,881)
Generating Sets	<b>11</b> (6)	<b>1,62,207</b> (2,41,610)
Switchboards (*)	<b>1,127</b> (731)	<b>3,12,406</b> (2,94,590)
H.T. Circuit Breakers upto 132KV (*)	<b>1,394</b> (862)	<b>1,07,038</b> (85,095)
Relays (*)	<b>84,683</b> (75,742)	<b>54,213</b> (52,519)
On-off Service Butterfly Valves	<b>2</b> (4)	<b>5,505</b> (8,600)
Spares, Components & Others		<b>14,52,866</b> (7,96,365)
		<b>29,11,031</b> (25,33,284)

Value does not include Excise Duty recovered  
Rs. 7,72,59,078 (Previous Year Rs. 9,19,05,765)

\* Quantity includes captive consumption.

### ii) BASIC RAW MATERIALS CONSUMED

	Quantity	Value (Rs. in '000)
Ferrous & Non - Ferrous Metals	<b>800</b> (479)	<b>43,850</b> (34,061)
Pipes	<b>6,383</b> (3,886)	<b>4,850</b> (3,763)
Stampings	<b>909</b> (636)	<b>60,210</b> (48,791)
Copper Wires, Strips, Rods etc.	<b>179</b> (136)	<b>70,348</b> (52,772)
Ball Bearings	<b>20,147</b> (9,646)	<b>27,232</b> (13,531)
Components & Others		<b>18,32,860</b> (16,55,406)
Stores Consumed		—
- Imported		(—)
- Indigenous		<b>14,205</b> (9,699)



**iii) INSTALLED CAPACITY, ACTUAL PRODUCTION AND OPENING AND CLOSING STOCK**

Product	Unit	Installed Capacity	Actual Production	Stock			
				OPENING		CLOSING	
				Nos.	(Rs.in '000)	Nos.	(Rs.in '000)
1	2	3	4	5	6	7	8
Pumps	WHP	<b>1,55,000</b> (1,55,000)	<b>1,21,958</b> (1,16,476)	<b>5</b> (5)	<b>181</b> (181)	<b>14</b> (5)	<b>1,312</b> (181)
Rotating Electric Machines	KW	<b>2,57,600</b> (2,57,600)	<b>1,23,991</b> (1,35,353)	<b>77</b> (63)	<b>11,628</b> (29,899)	<b>134</b> (77)	<b>12,446</b> (11,628)
Hydro-generating sets	KVA	<b>12,600</b> (12,600)	<b>19,010</b> (24,438)	<b>3</b> (2)	<b>103</b> (12,061)	<b>1</b> (3)	<b>11,164</b> (103)
Switchboards	No.	<b>2,160</b> (2,160)	<b>1,127</b> (714)	- (-)	- (-)	- (-)	- (-)
H.T. circuit breakers upto 36 KV	No.	<b>1,728</b> (1,728)	<b>1,284</b> (781)	- (2)	- (288)	- (-)	- (-)
Relays	No.	<b>25,000</b> (25,000)	<b>72,921</b> (72,568)	<b>2</b> (-)	<b>16</b> (-)	- (2)	- (16)
Power Converters and Inverters	No.	<b>15</b> (15)	- (10)	- (-)	- (-)	- (-)	- (-)
Laser Systems	No.	<b>60</b> (60)	- (-)	- (-)	- (-)	- (-)	- (-)
Digital Process Control Instruments	No.	<b>950</b> (950)	- (-)	- (-)	- (-)	- (-)	- (-)
Temperature Monitoring & Control Panels	No.	<b>12</b> (12)	- (-)	- (-)	- (-)	- (-)	- (-)
Sliding Contact Bearing	No.	<b>100</b> (100)	- (60)	- (-)	- (-)	- (-)	- (-)
On-off service Butterfly Valves	No.	<b>50</b> (50)	<b>2</b> (10)	<b>2</b> (-)	<b>4,138</b> (-)	- (2)	- (4,138)
Vaccum Contactors and panels	No.	<b>200</b> (200)	<b>110</b> (52)	- (-)	- (-)	- (-)	- (-)
Spares for Different Products		- (-)	- (-)	- (-)	<b>6,096</b> (4,244)	- (-)	<b>6,119</b> (6,096)

## 66th Annual Report

<b>iv) IMPORTS CALCULATED ON C.I.F BASIS</b>	(Rs.in '000)	
Raw Materials	<b>42,551</b> (38,789)	
Capital Goods	<b>19,277</b> (178)	
<b>v) EXPENDITURES IN FOREIGN CURRENCIES</b>	(Rs. in '000)	
Travelling Expenses	<b>3,226</b> (2,345)	
Interest and Financial Charges	<b>12,310</b> (959)	
Others	<b>32,580</b> (40,165)	
<b>vi) RAW MATERIALS CONSUMED</b>	(Rs.in '000)	% to Total Consumption
a) Imported	<b>42,551</b> (38,597)	<b>2.09</b> (2.13)
b) Indigenous	<b>19,96,799</b> (17,69,727)	<b>97.91</b> (97.87)
	<b>20,39,350</b> (18,08,324)	<b>100.00</b> (100.00)
<b>vii) EARNINGS IN FOREIGN EXCHANGE</b>	(Rs.in '000)	
a) F.O.B Value of Exports	<b>1,45,080</b> (77,061)	
b) Dividend Received	<b>6,113</b> (-)	

(Previous year's figures are shown in brackets)

**21. Balance Sheet Abstract and Company's General Business Profile****i) Registration Details :**

Registration No. : 363  
State code No. : 4  
Balance Sheet Date : 31.03.2010

	<b>As at 31-03-2010 Rs.</b>	<b>As at 31-03-2009 Rs.</b>
<b>ii) Capital raised during the year</b>		
Conversion of part outstanding Term Loan and Funded Interest of Financial Institutions into Equity	-	-
Public Issue	-	-
Right Issue	-	-
Bonus Issue	-	-
Private Placement	-	-
Preferential Allotment	-	29,94,040
Equity Warrants	-	-
<b>iii) Position of Mobilisation and Deployment of Funds</b>		
Total Liabilities	<b>2,92,81,22,501</b>	2,23,24,56,371
Total Assets	<b>2,92,81,22,501</b>	2,23,24,56,371
Paid up Capital	<b>12,98,48,640</b>	12,98,48,640
Reserves and Surplus	<b>52,35,97,829</b>	45,88,58,209
Secured Loans	<b>91,44,97,466</b>	59,92,25,069
Unsecured Loans	<b>7,57,64,330</b>	15,00,000
Deferred Payment Credits Guaranteed by the Banks	<b>1,12,55,703</b>	1,59,10,081
Net Fixed Assets	<b>52,03,46,827</b>	31,34,26,926
Investments	<b>1,34,19,298</b>	1,34,02,339
Net Current Assets	<b>1,13,26,33,919</b>	86,93,46,266
<b>iv) Performance of the Company</b>		
Turnover	<b>2,92,06,35,356</b>	2,53,89,19,454
Total Expenditure	<b>2,79,85,13,242</b>	2,47,56,79,557
Profit before Tax	<b>12,21,22,114</b>	6,32,39,897
Balance Profit after Tax	<b>8,07,19,570</b>	4,64,20,591

# 66th Annual Report

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	As at 31-03-2010 Rs.	As at 31-03-2009 Rs.
Earning per Share	6.22	3.58
Dividend Rate	10%	---
<b>v) Generic Names of Four Principal Products/Services of the Company</b>		
I.T.C. Code No.	Product Description	
1. 356401000	Pumps	
2. 360401000/360400300	Rotating Electric Machines	
3. 360308000	Switchboards	
4. 360301000	H.T. Circuit Breakers upto 36 KV	

Note :

Figures for the previous year are regrouped/rearranged wherever necessary.

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Per our Report attached  
**For V. H. Gandhi & CO.**  
*Chartered Accountants*

**Vijay H. Gandhi**  
*Proprietor*  
M. No. 35581  
Firm Reg. No.: 103047W  
Vadodara  
10th June, 2010

**Jayesh R. Verma**  
*Vice President (Finance)*

**Suresh Singhal**  
*General Manager (Legal) &  
Company Secretary*

**Rahul N. Amin**  
*Chairman & Managing Director*  
*Directors*

<b>Mrs. T. R. Amin</b>	<b>Ms. K. R. Patel</b>
<b>U. V. Desai</b>	<b>Dr. M. H. Mehta</b>
<b>K. L. Dalal</b>	<b>Dr. B. S. Pathak</b>
<b>Dr. M. Ramamoorthy</b>	

Vadodara  
10th June, 2010

**CASH FLOW STATEMENT for the year ended 31st March, 2010**

	2009-2010 Rs.	2008-2009 Rs.
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before tax and non-recurring items	12,21,22,114	6,32,39,897
<b>Adjustments for</b>		
1. Depreciation	2,40,80,226	1,95,53,672
2. Interest charged to Profit & Loss Accounts	21,02,73,523	13,72,98,036
3. Gratuity Provision charged to Profit & Loss Account	1,61,45,168	1,95,66,417
4. Interest Received	(6,28,710)	(6,21,133)
5. Dividend Received	(62,14,472)	(1,37,757)
6. Loss on Sale of Fixed Assets (Net)	3,92,780	5,54,658
7. Gratuity / Contribution Paid	(2,51,11,906)	(1,09,78,768)
8. Provision for diminution in value of Investments	(16,959)	—
	<u>21,89,19,650</u>	<u>16,52,35,125</u>
Operating profit before change in working capital	34,10,41,764	22,84,75,022
<b>Movement in Working Capital</b>		
1. Inventories	(1,66,61,989)	9,34,15,075
2. Trade payable	22,84,33,338	(31,35,98,585)
3. Trade receivable	(47,76,91,995)	9,24,46,809
4. Loans and Advances	76,60,001	(4,79,84,373)
Net change in working capital	<u>(25,82,60,645)</u>	<u>(17,57,21,074)</u>
Cash Generated from Operations	8,27,81,119	5,27,53,948
Direct Taxes Paid (Net)	(1,87,83,505)	(1,20,93,827)
<b>NET CASH INFLOW FROM OPERATING ACTIVITIES</b>	<u>6,39,97,614</u>	<u>4,06,60,121</u>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
1. Purchase of Fixed Assets	(23,37,66,319)	(7,89,21,727)
2. Proceeds from Sale of Fixed Assets	15,34,950	1,58,51,084
3. Purchase of Investments	—	(546)
4. Interest Received	6,28,710	6,21,133
5. Dividend Received	62,14,472	1,37,757
<b>NET CASH UTILISED IN INVESTING ACTIVITIES</b>	<u>(22,53,88,187)</u>	<u>(6,23,12,299)</u>

# 66th Annual Report

	2009-2010 Rs.	2008-2009 Rs.
<b>C. CASH FLOW FROM FINANCIAL ACTIVITIES</b>		
1. Proceeds from Issue of Equity Warrants/Equity Shares	—	2,80,24,220
2. Proceeds from Deferred Payment Creditors (Net)	(46,54,379)	42,58,561
3. Proceeds from Secured Loans (Net)	28,72,01,347	20,57,03,954
4. Proceeds from Unsecured Loans	7,42,64,330	—
5. Interest Paid (Net)	(18,22,02,474)	(13,99,72,624)
<b>NET CASH GENERATED IN FINANCIAL ACTIVITIES</b>	<b>17,46,08,824</b>	<b>9,80,14,111</b>
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS (A + B + C)</b>	<b>1,32,18,251</b>	<b>7,63,61,933</b>
Cash and Cash Equivalents as at 01/04/2009	24,18,54,562	16,54,92,629
Cash and Cash Equivalents as at 31/03/2010	25,50,72,813	24,18,54,562

Note : i) Previous year figures are regrouped wherever necessary.  
ii) Figures in brackets indicate negative figures.

Per our Report attached  
**For V. H. Gandhi & CO.**  
*Chartered Accountants*

**Vijay H. Gandhi**  
*Proprietor*  
M. No. 35581  
Firm Reg. No.: 103047W  
Vadodara  
10th June, 2010

**Jayesh R. Verma**  
*Vice President (Finance)*

**Suresh Singhal**  
*General Manager (Legal) &  
Company Secretary*

**Rahul N. Amin**  
*Chairman & Managing Director*  
*Directors*

**Mrs. T. R. Amin**      **Ms. K. R. Patel**  
**U. V. Desai**          **Dr. M. H. Mehta**  
**K. L. Dalal**          **Dr. B. S. Pathak**  
**Dr. M. Ramamoorthy**

Vadodara  
10th June, 2010



# Jyoti Ltd.

Water • Power • Progress

## ATTENDANCE SLIP

Regd. Office : Nanubhai Amin Marg, Industrial Area, P.O. Chemical Industries, Vadodara - 390 003.

I, hereby record my presence at the SIXTY SIXTH ANNUAL GENERAL MEETING of the Company to be held at Jyoti Ltd., Nanubhai Amin Marg, Industrial Area, P.O. Chemical Industries, Vadodara - 390 003 at 9.00 a.m. on THURSDAY, the 23rd September, 2010.

Signature : \_\_\_\_\_

Folio No./Client ID No. : \_\_\_\_\_ Name : \_\_\_\_\_

### Notes :

1. Only Shareholders/Proxies/Representatives are allowed to attend the Meeting.
2. Shareholders/Proxy desiring to attend the Meeting must complete this Attendance Slip and hand it over at the entrance duly signed.
3. Shareholders/Proxy desiring to attend the Meeting should bring his/her copy of the Annual Report for reference at the Meeting.



# Jyoti Ltd.

Water • Power • Progress

## PROXY FORM

Regd. Office : Nanubhai Amin Marg, Industrial Area, P.O. Chemical Industries, Vadodara - 390 003.

I/We \_\_\_\_\_

of \_\_\_\_\_ in the District of \_\_\_\_\_

being Member/Members of the above named Company, hereby appoint \_\_\_\_\_

of \_\_\_\_\_ in the District of \_\_\_\_\_ (or failing him) \_\_\_\_\_

of \_\_\_\_\_ in the District of \_\_\_\_\_

as my/our Proxy to attend and vote for me/us and on my/our behalf at the SIXTY SIXTH ANNUAL GENERAL MEETING of the Company to be held on THURSDAY, the 23rd September, 2010 and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2010.

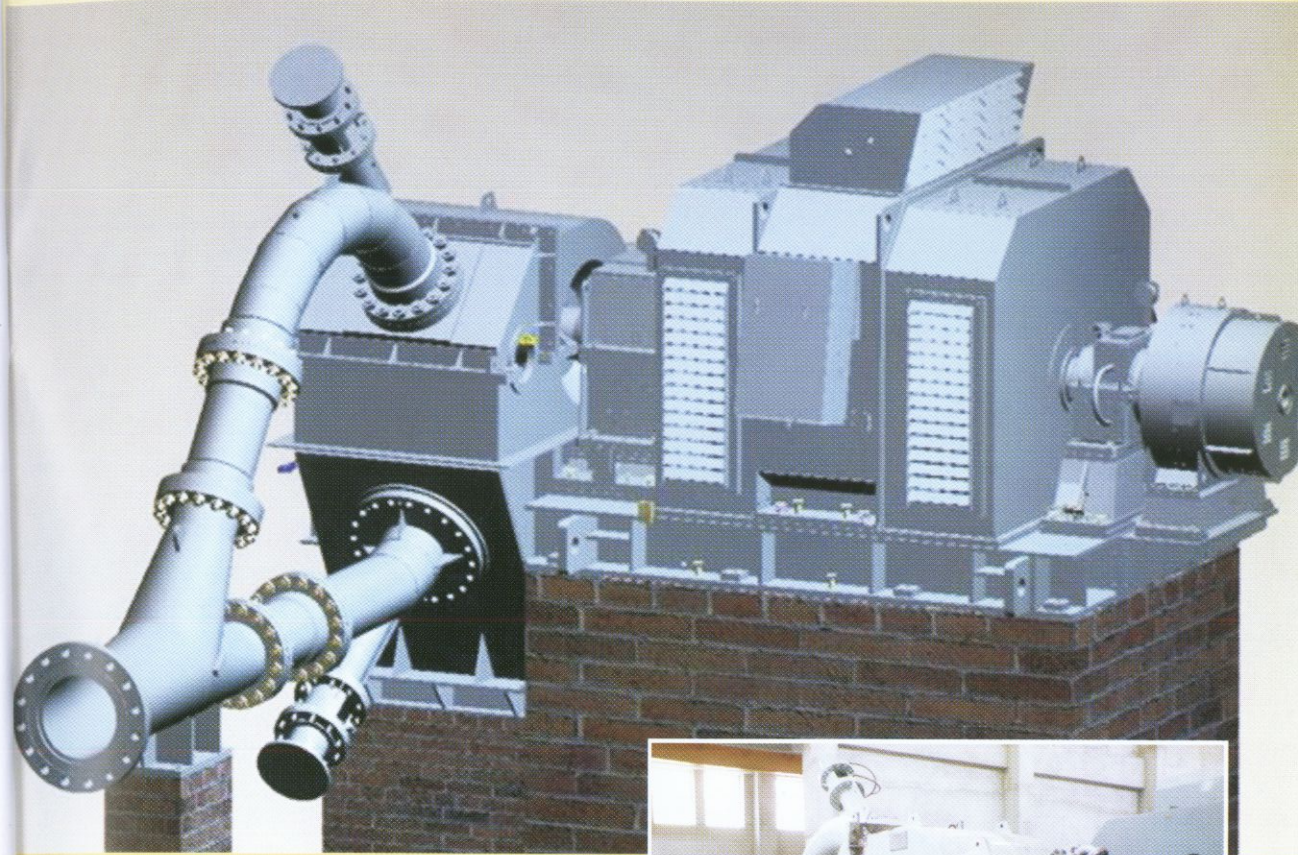
Folio No./Client ID No. : \_\_\_\_\_

No. of Shares : \_\_\_\_\_ Signature : \_\_\_\_\_

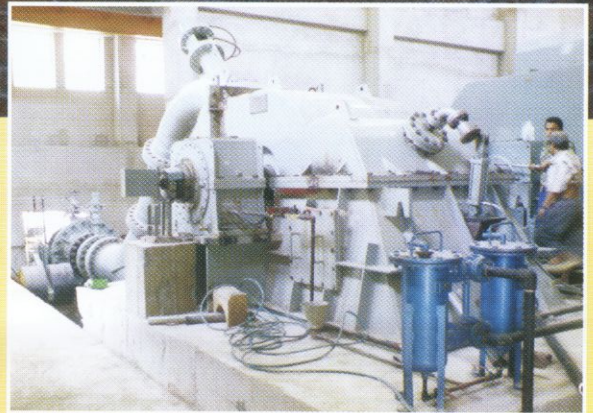
Affix
One Rupee
Revenue
Stamp

**Note :** This Proxy Form duly completed must be received at the Registered Office of the Company, Nanubhai Amin Marg, Industrial Area, P.O. Chemical Industries, Vadodara - 390 003 at least FORTYEIGHT HOURS before the time for holding the aforesaid Meeting. Proxy need not be a member.

# NAMCHIM HYDROPOWER PROJECT VIETNAM



NAMCHIM HYDROPOWER PROJECT ,  
XIM VANG COMMUNE, BAC YEN DISTRICT,  
SONLA PROVINCE - VIETNAM  
(Under Erection at site)



NAMCHIM Hydel Set Design model  
Double Jet Horizontal Pelton Turbine  
(1200P2-8000)  
2 x 8000 kW, 454 M Head, 750 RPM





- SINGLE POINT RESPONSIBILITY FROM CONCEPT TO COMMISSIONING.
- IN HOUSE MANUFACTURING OF PUMPS, MOTORS, HT PANELS, LT PANELS, CURRENT TRANSFORMER & POTENTIAL TRANSFORMER.
- STRATEGIC TIE UP WITH WORLD RENOWNED COMPANIES FOR THE LATEST TECHNOLOGY AND PRODUCTS.
- COMMISSIONED SWITCHYARDS FROM 11 KV TO 110 KV FOR PUMPING & HYDRO PROJECTS.
- HAS COMMISSIONED HYDRO STATIONS WITH SINGLE UNIT UP TO 8 MW AND PUMPING STATIONS WITH SINGLE UNIT UP TO 13 MW AND HAS TILL DATE COMMISSIONED MORE THAN 60 IRRIGATION & POWER PROJECTS WITH ELECTRICAL, MECHANICAL, C&I INCLUDING SCADA SYSTEM & WIRELESS COMMUNICATION.
- HAS ALL REQUIRED INFRASTRUCTURE IN HOUSE, FOR DESIGN & MANUFACTURING WITH STRONG VENDOR BASE AND STRONG PARTNERS FOR ERECTION, TESTING, COMMISSIONING INCLUDING OPERATION & MAINTENANCE AT SITE.

**JYOTI LTD.**  
**IN POWER**  
**IRRIGATION &**  
**WATER PROJECTS**



**Jyoti Ltd.**  
Water • Power • Progress

Quality **Redefined**  
Quality **Reassured**

**'Jyoti' Medium Voltage Switchgear**

now Type-tested at

**PEHLA**

testing laboratory at Ratingen Germany



Vacuum Circuit Breaker (Front View)

**Type Tests conducted as per IEC-62271-100/200**

1. Basic Duties T 100s to T 10 at 40 kA.
2. Single Phase Test at 40 kA.
3. STC Test at 40 kA for 3 sec.
4. H.V. & Lightning Impulse Voltage withstand test.
5. Temp. Rise Test



Vacuum Circuit Breaker (Rear View)

**Type Tests conducted as per IEC-62271-100/200**

1. Basic Duties T 100s to T 10 at 26.4 kA.
2. Single Phase Test at 26.4 kA.
3. STC Test at 26.4 kA for 3 sec.
4. H.V. & Lightning Impulse Voltage withstand test.
5. Temp. Rise Test.
6. Cable Charging current Switching Test at 25 Amp.
7. Single Capacitor Bank Switching Test at 400 Amp.

- Offering a complete range of Indoor / Outdoor Switchgear
- Ratings : 3.6 to 36 kV, 400 to 3150 Amps and 12.5 kA to 44 kA
- Retrofitting of MOCBs with VCBs in all ratings (3.6 kV to 36 kV)
- Spares for MOCBs and VCBs

 **Jyoti Ltd.**  
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**65 YEARS OF ENGINEERING EXCELLENCE**

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## 66TH ANNUAL REPORT 2009-2010

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Water • Power • Progress

Nanubhai Amin Marg, Industrial Area  
P.O. Chemical Industries  
Vadodara-390 003. (India)

E.Mail : [jyotiltd@jyoti.com](mailto:jyotiltd@jyoti.com)  
Website : <http://www.jyoti.com>

66th Annual General Meeting on  
Thursday, the 23rd September, 2010  
at the Registered Office, Nanubhai Amin Marg,  
Industrial Area, P.O. Chemical Industries,  
Vadodara - 390 003.