



THE YOUNG GROUP

INDUSTRIAL ELECTRIC LTD

# 45<sup>th</sup> ANNUAL REPORT 2010 - 2011



# CERTIFICATE OF COMPLIANCE



This is to certify that the  
QUALITY MANAGEMENT SYSTEM of

## JSL INDUSTRIES LTD.

Mogar, Tal. & Dist. Anand - 388 340, Gujarat, India.

has been assessed by International Certification Services Pvt. Ltd. and registered as complying with the requirements of the following International Standard:

### ISO 9001:2008

The Quality Management System applicable to:

**Scope: Design, Development, Manufacture, Supply And Service Of Instrument Transformers, LT Switch Gears, LT Switch Boards, Air Circuit Breakers, LT Motors, Pumps And Couplings.**

Registration No. : RQ91/5487  
Registered Date : 28<sup>th</sup> November, 2008.  
Revision Date : 18<sup>th</sup> July, 2009.  
Upgradation Date : 27<sup>th</sup> November, 2010.  
Expiry Date : 27<sup>th</sup> November, 2011.



JAS-ANZ



*S. Kadi*

Managing Director  
International Certification Services

#### Accredited by Joint Accreditation System of Australia and New Zealand

Validity of this certificate is based on periodic audits of the management system defined by the above scope and is contingent upon prompt, written notification of significant changes to the management system and/or its components thereof shall be immediately communicated to ICS.  
Further clarifications regarding the scope of this certificate and the applicability of ISO 9001:2008 requirements may be obtained by consulting the above certification body.



**BOARD OF DIRECTORS**

<b>Chairman</b>	<b>Mr. Rahul Nanubhai Amin</b> B.E. (Elec.) M. Eng. (Cornell-U.S.A.)
<b>Wholetime Director</b>	<b>Mrs. Tejal Rahul Amin</b> B. Com.
<b>Director</b>	<b>Mr. Yeshwant Narayan Vinchurkar</b> B.A., B. Com.
<b>Director</b>	<b>Mr. Puthanmatom Venkateswaran Krishnan</b> Diploma in Management
<b>Director</b>	<b>Dr. Kirit Keshavlal Thakkar</b> M.E. (I.I.Sc.), Ph.D. (Elec. Engg.)

**AUDITORS**

**Amin Parikh & Co.**  
Chartered Accountants,  
Vadodara

**BANKERS**

Corporation Bank  
Vijaya Bank  
Bank of Maharashtra

**REGISTERED OFFICE**

Mogar - 388 340.  
Tal. & Dist. Anand, Gujarat.

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### NOTICE

NOTICE is hereby given that the Forty Fifth ANNUAL GENERAL MEETING of the members of JSL Industries Ltd., will be held on Thursday the 28<sup>th</sup> July, 2011, at 10.30 a.m. at the Registered Office of the Company situated at Mogar - 388 340, Dist. Anand, Gujarat to transact the following business:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2011, 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. Y. N. Vinchurkar, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. P. V. Krishnan, who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** M/s. Amin Parikh & Co., Chartered Accountants, Vadodara be and are hereby appointed as Auditors' of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting on a remuneration of ₹ 1,00,000/- (Rupees one lac only) per annum plus service tax and travel and other out-of-pocket expenses."

#### SPECIAL BUSINESS

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

**"RESOLVED THAT** in accordance with the provisions of Sections 314(1B), 310 and any other applicable provisions, if any, of the Companies Act, 1956, and subject to the approval of the Central Government, if needed, or other approval as may be necessary, the Company hereby approves the terms of appointment and remuneration of Dr. K K Thakkar as Corporate Advisor of the Company for a period of one year with effect from 1<sup>st</sup> April, 2011 as approved by the Board of Directors at its meeting held on 28<sup>th</sup> April, 2011 and as set out in the explanatory statement attached to this resolution is hereby specifically approved and sanctioned."

6. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a 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 approval of the Central Government and such other approvals as may be necessary, the Company hereby approves the terms of re-appointment and remuneration of Mrs. Tejal R. Amin, as a Wholetime Director of the Company for a period of three years with effect from 1<sup>st</sup> July, 2011 as approved by the Board of Directors at its meeting held on 28<sup>th</sup> April, 2011 and as set out in the draft agreement submitted to this meeting which agreement is hereby specifically approved and sanctioned with a 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 as approved by the Central Government and as may be agreed to between the Board of Directors and Mrs. Tejal R. Amin.

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

**"RESOLVED THAT** consent of the Company be and is hereby granted pursuant to provisions of Section 293(1)(d) and other applicable provisions, if any, of the Companies Act, 1956 an



authority is conferred upon the Board of Directors of the Company for borrowing any sum for and on behalf of the Company, from time to time, from one or more Financial Institutions/ Banks/ Insurance Companies/ Bodies Corporate or from others notwithstanding that the sum so borrowed by the Company together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed ₹ 15.00 Crores (Rupees Fifteen Crores only) in addition to the aggregate of the paid up Capital and free Reserves of the Company for the time being."

"FURTHER RESOLVED THAT the Board of the Company be and are hereby authorized to do all the acts/ deeds/ things as may be considered necessary and incidental, to put the aforesaid resolution into effect."

Regd. Office :  
Mogar - 388 340  
Tal. & Dist. Anand  
28<sup>th</sup> April, 2011

On behalf of the Board of Directors

Rahul N. Amin  
Chairman

#### NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND SUCH 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 FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. The explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of special business of the notice is annexed herewith.
4. Shareholders are requested to notify change of address immediately to the Company at its Registered Office quoting their folio numbers.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 18<sup>th</sup> July, 2011 to 28<sup>th</sup> July, 2011 (both days inclusive) for the purpose of the Annual General Meeting.
6. The Company has appointed M/s. MCS Ltd., Neelam Apartment, 88, Sampatrao Colony, Vadodara-390 007 as its Registrar & Share Transfer Agent. Accordingly, all documents, transfers, demat requests, change of address intimation and other communications in relation thereto with respect to shares in electronic and physical forms should be addressed to the Registrars directly at their following address quoting Folio No., full name and name of the Company as Unit : JSL Industries Limited. Shareholders of the Company can send Transfer Forms for transfer of shares along with share certificates to MCS Ltd. They can also address their queries relating to shares to MCS Ltd. The shareholders of the Company can hold their share holding in demat form.

MCS Limited

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

Tel. No. : 0265 - 2339397, 2314753

Fax No. : 0265 - 2341639

E-mail : mcsbaroda@yahoo.com

7. Shareholders are requested to send their queries in respect of Financial Accounts of the Company for the year ended 31<sup>st</sup> March, 2011 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.

8. As per the Circular of the ministry of Corporate Affairs of "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated 21-04-2011 and Circular No. 18/2011 dated 29-04-2011) allowing paperless compliances by Companies through electronic mode. Companies are now permitted to send various notices/documents to its shareholders through electronic mode to the registered e-mail addresses of shareholders. Members, who hold the shares in dematerialized form are requested to register their email ids with their depository participants and the members holding the share in physical form, are requested to register their email ids with the Company's Register and Share Transfer Agents on the address given above.

### ANNEXURE TO NOTICE

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

##### Item No. 5

Subject to approval of shareholders of the Company, the Board of Directors of the Company at its meeting held on 28<sup>th</sup> April, 2011 has passed resolution, pursuant to provisions of Sections 314(1B) and 310 read together with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, for appointment of Dr. K K Thakkar as "Corporate Advisor" of the Company for a period of one year with effect from 1<sup>st</sup> April, 2011.

Dr. K. K. Thakkar, M.E. (Elect. Engg) & Ph.D (Electrical) is having more than 46 years of experience in Engineering, corporate administration and strategic business planning. The draft of the Agreement to be entered into between the Company and Dr. K K Thakkar contains inter-alia the following main terms and conditions:

Dr. K K. Thakkar will work as a Corporate Advisor with effect from 1<sup>st</sup> April 2011 on monthly consultancy fees of ₹ 60,000/- (Rupees sixty thousand only) per month plus Service tax as applicable. The consultancy fees will be payable every month. Dr. K K. Thakkar will also be paid transport and out of pocket expenses on actual basis.

Dr. K K. Thakkar agrees to make himself available to the Company for two full working days in a week and shall advise top management of the Company.

Dr. K K. Thakkar is authorized to have an access to all the financial, technical and other management related data/ detail of the Company, so that he can monitor the day to day working of the Company. He shall keep the Chairman of the Company informed about the various financial operations, working and management related aspects of the Company. He will also actively participate in the technical development of various products of the Company. He will also help the Chairman to take suitable measures to achieve planned growth of the Company.

Since Dr. K K. Thakkar is to function as "Corporate Advisor" only, he will not be entitled to the benefits such as Provident Fund, Gratuity, Bonus, Superannuation, Leave etc, which are available to the employees of the Company.

The draft of the Agreement to be entered into between the Company and Dr. K K Thakkar is open for inspection by the Members at the Registered Office of the Company between 10.00 a.m. to 12.00 noon on any working day up to the date of the Annual General Meeting.

Dr. K. K. Thakkar is considered interested so far as the resolution relate to his own appointment. None of the other Directors is in any way concerned or interested in the said Resolution.

The Board recommends the adoption of this Resolution.

##### Item No. 6

In accordance with the 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 28<sup>th</sup> April, 2011 passed resolution for the re-appointment of Mrs. Tejal R. Amin as Wholetime Director of the Company for a period of three years with effect from 1<sup>st</sup> July, 2011. The said re-appointment is subject to the approval of the Central Government since the remuneration payable to Mrs. Tejal R. Amin exceed the limit provided under Section II of Part II of Schedule XIII to the Companies Act, 1956. The re-appointment of Mrs. Tejal R. Amin as Wholetime Director of the Company was also approved by the Remuneration Committee at its meeting held on 28<sup>th</sup> April, 2011.

Mrs. Tejal R. Amin, is B.Com. and having more than 28 years of experience in Finance, corporate administration and strategic business planning. Mrs. Tejal R. Amin is also actively associated with various professional bodies, educational and charitable other trusts.

Mrs. Tejal R. Amin was appointed as Wholetime Director of the Company w.e.f. 1<sup>st</sup> July, 2003 and before that she was working as wholetime Director in Jyoti Ltd., Vadodara. The draft of the Agreement to be entered into by the Company with Mrs. Tejal R. Amin which is placed before this meeting and available for inspection by the shareholders of the Company contains inter-alia the following principal terms and conditions:

#### **TERMS OF APPOINTMENT**

##### **1. Period of Appointment:**

Three years with effect from 1<sup>st</sup> July, 2011.

##### **2. Remuneration & Perquisites :**

Mrs. Tejal R. Amin as a Wholetime Director of the Company shall be entitled to remuneration and perquisites as mentioned hereunder:

##### **Salary:**

₹ 3,50,000/- per month (Rupees three lacs fifty thousand only)

##### **Perquisites and Allowances :**

In addition to the salary and commission, the Wholetime 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 her 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 ₹ 4,80,000/- (Rupees four lacs eighty thousand only) per annum.

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

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

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

The following shall not be included for the purposes of computation for the Wholetime Directors' remuneration or perquisites as aforesaid:

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- 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 Wholetime Director at the rate of half months' salary for each completed year of service.
- iii) Encashment of leave at the end of the Wholetime Directors' tenure.

### **Minimum Remuneration:**

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

### **Compensation:**

If before the expiry of the Agreement, the tenure of her office as Wholetime Director is terminated, she 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 Mrs. Tejal R. Amin functions as Wholetime Director, she 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 considered as an abstract of the terms of contract for the remuneration/ reappointment of Mrs. Tejal R. Amin as Wholetime 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. to 12.00 noon on any working day up to the date of the Annual General Meeting.

The Board recommends the adoption of this Resolution.

Mrs. Tejal R. Amin and Mr. Rahul N. Amin, who are related to each other, are interested in the Resolution as it relates to her own/ relatives' term of re-appointment / remuneration.

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

### **Item No. 7**

Your Directors propose to raise funds by arranging short term and long term funds from Banks, Financial Institutions, and others for working capital, for financing on going projects, for purchase of assets and or for making investments in modernization programme which is being implemented.

As per Section 293(1) (d) of the Companies Act, 1956, the Board of Directors of the Company can not borrow funds exceeding paid up capital and free reserves of the Company, without the approval of shareholders in the Annual General Meeting. The aggregate of loans so raised may exceed the aggregate of the paid up capital and free reserves of the Company. Hence, members are requested to pass this resolution.

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

The Board recommends the adoption of this Resolution.

Regd. Office :  
Mogar - 388 340  
Tal. & Dist. Anand  
28<sup>th</sup> April, 2011

On behalf of the Board of Directors

Rahul N. Amin  
Chairman





Statement in terms of Schedule XIII of the Companies Act, 1956 as amended vide Notification No. GSR 36(E), Dated 16.1.2002 relating to remuneration payable to Wholetime Director.

**I. General Information:**

1. Nature of Industry – Engineering.
2. Date or expected date of commencement of commercial production – The Company is in operation since 1966.
3. Financial performance based on given indicators – As per the Audited Financial results for the year ended on 31.03.2011.

Particulars	(₹ in Lacs) 2010- 11
Sales	4683.08
Other income etc.	46.40
Total income	4729.48
Total Expenditure	4391.08
Profit before Interest and Depreciation	338.40
Less : Interest and Bank Charges	76.93
Profit before Depreciation	261.47
Less: Depreciation	43.22
Profits before Taxation	218.25
Provision for Taxation : Current Tax	47.00
Deferred Tax	(26.60)
Net Profit after Tax for the year	197.85

4. Export Performance and net foreign exchange earned for the year ended on 31.03.2011 – NIL.
5. Foreign investments or collaborators, if any – Not Applicable

**II. Information about the Wholetime Director:**

1. Background Details - Mrs. Tejal R. Amin, 51 is a Graduate in Commerce and has considerable experience in the areas of General Management and Finance. Mrs. Tejal R. Amin has already served Jyoti Limited as Wholetime Director for almost 4 years and was responsible for bringing about substantial improvement in the performance of Jyoti Ltd. She holds Managing Trusteeship of Navrachana Education Society, which runs a number of reputed Schools in Vadodara.
2. Past Remuneration – Salary ₹ 27,60,000/- Perquisites ₹ 2,40,000/- Others ₹ 8,77,956/- Total ₹ 38,77,956/- per annum paid as remuneration during the year ended on 31.03.2011.
3. Job profile and suitability – Mrs. Tejal R. Amin renders services as Wholetime Director of the Company.