



# Jyoti Ltd.

Water • Power • Progress



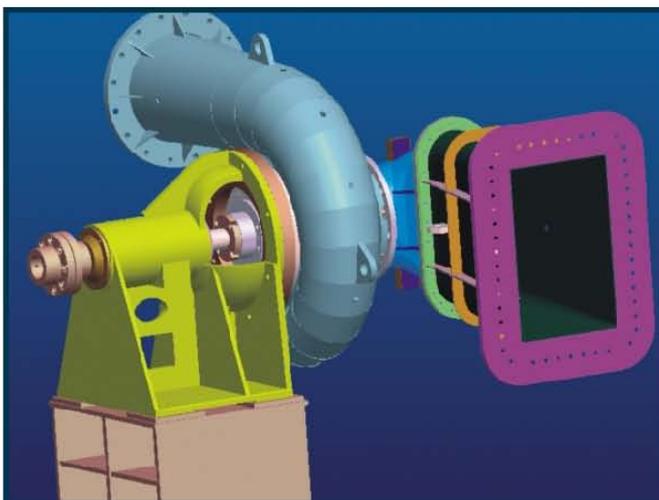
## Annual Report 2011-2012



**Testing of Large Pump at Jyoti Test Bed-**  
**Capacity : Discharge - 50,000 cum/hr., Power 4 MW**  
**Condenser Cooling Water Pump VMI 600 –**  
**Head : 27 mtrs., Discharge: 30,000 cum/hr**  
**For Indira Gandhi STPP (3x500 MW) for NTPC-Aravali Power Co.Ltd.**



**Pump Model Study for Upper Bhadra Lift Irrigation Scheme of**  
**Karnataka Neeravari Nigam Ltd. - Pump : 2000 MVC,**  
**Discharge : 43,200 m<sup>3</sup>/hr, Head : 44.5 mtrs., Speed : 370 rpm**



**Design Model prepared on Software for**  
**Metallic Volute Pumps**  
**at Jyoti R&D Centre.**



**Actual Model Test of**  
**Metallic Volute Pumps**  
**at Jyoti Test Laboratory.**

**BOARD OF DIRECTORS**

Chairman & Managing Director

Mr. Rahul Nanubhai Amin

Director

Mrs. Tejal Rahul Amin

Director

Mr. Uresh Vivekchandra Desai

Director

Dr. Mahesh Haribhai Mehta

Director

Dr. Bhimsen Shivdayal Pathak

Director

Dr. Mylavarapu Ramamoorthy

Director

Mr. Bharat Jayantilal Patel

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  
State Bank of India

REGISTERED OFFICE

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

**CONTENTS**

	Page No.
Notice	1
Directors' Report	5
Report on Corporate Governance	14
Management Discussion and Analysis	22
Auditors' Report	24
Balance Sheet	28
Statement of Profit & Loss	29
Notes to Financial Statements	30
Cash Flow Statement	51

## NOTICE

NOTICE is hereby given that the SIXTY EIGHTH 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 27<sup>th</sup> September, 2012 at 10.00 a.m.** to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2012, 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 Dr. M. Ramamoorthy, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Dr. M.H.Mehta, 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 and to fix their remuneration.

### 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 pursuant to Section 293(1)(d) and other applicable provisions, if any, of the Companies Act, 1956, the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing for the purposes of the business of the Company any sum or sums of money from time to time from any Bank or Banks or any Financial Institution or Financial Institutions, firms, entities, bodies corporate, companies or from anyone or other persons whomsoever in addition to the temporary loans obtained from the Company's bankers in the ordinary course of business provided that the sum or sums so borrowed under this resolution and remains outstanding at any time shall not exceed in aggregate of ₹ 500,00,00,000 (Rupees Five Hundred Crores only) in excess of and in addition to the paid up capital and free reserves of the Company for the time being.”

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

“RESOLVED THAT pursuant to the provisions of Section 314 and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded to the appointment of Ms. Shubhalakshmi R. Amin, relative of Mr. Rahul N. Amin, Chairman and Managing Director of the Company and Mrs. Tejal R. Amin, Director of the Company to hold an office or place of profit as General Manager of the Company with effect from 24<sup>th</sup> May, 2012 on such terms and conditions and on a monthly remuneration not exceeding ₹ 2,50,000 p.m. as may be decided by the Board from time to time.”

Regd. Office :  
Nanubhai Amin Marg  
Industrial Area  
P.O. Chemical Industries  
Vadodara-390 003  
24<sup>th</sup> May, 2012

By Order of the Board  
  
**S.Singhal**  
Associate Vice President (Legal) &  
Company Secretary

### 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 no. 6 and 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 13<sup>th</sup> September, 2012 to 27<sup>th</sup> September, 2012 (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 name appears on the Register of Members of the Company on 27<sup>th</sup> September, 2012. 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 12<sup>th</sup> September, 2012 as per details to be furnished by National Security Depository Limited (NSDL) and Central Depository Services (India) Limited (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/Registrars and Transfer Agent, MCS Ltd., under the signature of the sole/first joint holder, the following information, so that the Bank Account No., 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 Account (SB) or Current Account (CA)
    - v) Account No. allotted by the Bank.

9. The Company has appointed MCS Limited as its Registrars and Transfer Agent 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. : 0265-2314757, 2339397, 2350490  
Fax : 0265-2341639  
E-Mail : mcsLtdbaroda@yahoo.com

10. The Company has implemented the “Green Initiative” as per Circular Nos. 17/2011 & 18/2011 dated April 21, 2011 & April 29, 2011 respectively issued by the Ministry of Corporate Affairs (MCA), to enable electronic delivery of Notices/Documents and Annual Reports to Shareholders. Henceforth, the e-mail addresses indicated in your respective Depository Participant (DP) Accounts which will be periodically downloaded from NSDL/CDSL will be deemed to be your registered e-mail address for serving Notices/Documents including those covered under Section 219 of the Companies Act, 1956. Members are requested to support this green initiative by registering/updating their e-mail addresses, in respect of shares held in dematerialised form with their respective Depository Participant and in respect of shares held in physical form, shareholders can register their e-mail address with the Company at [investorcell@jyoti.com](mailto:investorcell@jyoti.com) mentioning their name(s) and folio number or send the details to the Company’s Registrars and Transfer Agent, MCS Limited.
11. Shareholders are requested to notify any change of address on or before 12<sup>th</sup> September, 2012.
12. Shareholders are requested to send their queries in respect of Financial Accounts of the Company for the year ended on 31<sup>st</sup> March, 2012 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.
13. A profile of the Directors retiring by rotation and eligible for re-appointment are given in the Directors’ Report, which form part of this Annual Report.
14. 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.
15. 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.
16. 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 Annual General Meeting of the Company held on 25<sup>th</sup> September, 2008, consent of the Company was accorded for borrowing monies from time to time for the purposes of business of the Company to the extent of ₹ 300 Crores in excess of paid up capital and free reserves of the Company. To meet the capital needs, it may be necessary for the Company to obtain additional borrowing in the years to come and accordingly it is necessary to increase the existing borrowing limit of ₹ 300 Crores to ₹ 500 Crores. This Resolution is an enabling Resolution and the money will be borrowed as and when required by the Board of Directors of the Company keeping in view the business activities of the Company. The Resolution is proposed in terms of Section 293(1)(d) of the Companies Act, 1956, and other applicable provisions, if any, of the Companies Act, 1956.

The Board recommends the Resolution for your approval.

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

**Item 7**

Approval of the members is sought under Section 314 and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modifications or re-enactments thereof for the time being in force) for appointment of Ms. Shubhalakshmi R. Amin, daughter of Mr. Rahul N. Amin, Chairman and Managing Director and Mrs. Tejal R. Amin, Director of the Company as General Manager of the Company w.e.f. 24<sup>th</sup> May, 2012 at a remuneration of ₹ 1,37,500/- per month. In addition to the said remuneration, she will be entitled to the perquisites including HRA and other benefits as applicable to other employees. However, the total remuneration will not exceed ₹ 2,50,000/- per month.

Ms. Shubhalakshmi R. Amin (24), did her IB schooling from The International School, Bangalore and did her Bachelor in Electrical Engineering from prestigious University of Illinois at Urbana Champaign, USA. She was recruited from the campus of University of Illinois by Microsoft Corporation at its Seattle Headquarters where she worked for three years as Program Manager.

The Remuneration Committee (in this case termed as Selection Committee) comprising of independent Directors has approved and recommended to the board the proposal for appointment of Ms. Shubhalaxmi R. Amin as General Manager of the Company on a monthly remuneration of ₹ 1,37,500/-. In addition to the said remuneration, she shall be entitled to the perquisites including HRA and other benefits as applicable to other employees. However, the total remuneration will not exceed ₹ 2,50,000/- p.m.

The Board considered the recommendation of the Selection Committee in the meeting held on 24<sup>th</sup> May, 2012 and approved the appointment and remuneration to be paid to Ms. Shubhalakshmi R. Amin as General Manager of the Company w.e.f. 24<sup>th</sup> May, 2012.

As per the provisions of Section 314 of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956 no relative of the Director shall hold any office or place of profit in the Company without the approval of the shareholders by way of Special Resolution.

The Board recommends the adoption of this Resolution.

None of the Directors except Mr. Rahul N. Amin and Mrs. Tejal R. Amin are interested or concerned in the said resolution.

Regd. Office :  
Nanubhai Amin Marg  
Industrial Area  
P.O. Chemical Industries  
Vadodara-390 003  
24<sup>th</sup> May, 2012

By Order of the Board  
  
**S.Singhal**  
Associate Vice President (Legal) &  
Company Secretary

## DIRECTORS' REPORT

To  
The Members of **Jyoti Limited**

Your Directors present this SIXTY EIGHTH ANNUAL REPORT and Audited Accounts for the year ended on 31st March, 2012.

### FINANCIAL RESULTS

	(₹ in Lakhs)	
	<u>2011-12</u>	<u>2010-11</u>
Total Income	<b>51047.82</b>	38666.43
Profit before Finance Cost and Depreciation	<b>5486.89</b>	4878.44
Less: Finance Cost	<b>3680.27</b>	2894.84
Profit before Depreciation	<b>1806.62</b>	1983.60
Less: Depreciation	<b>690.82</b>	451.81
Profit before Exceptional Items	<b>1115.80</b>	1531.79
Exceptional Items	<b>(11.93)</b>	10.14
Profit before Tax	<b>1127.73</b>	1521.65
Provision for Taxation		
- Current Tax	-	310.00
- Deferred Tax	<b>281.52</b>	25.35
- Tax expense for earlier years	<b>102.39</b>	-
Balance of Profit for the year	<b>743.82</b>	1186.30
Balance brought forward from the previous year	<b>2068.64</b>	1150.89
Amount available for appropriation	<b>2812.46</b>	2337.20
Proposed Dividend	<b>171.29</b>	205.55
Tax on proposed Dividend	<b>27.79</b>	33.35
Transferred to General Reserve	-	29.66
Balance Profit carried to Balance Sheet	<b>2613.38</b>	2068.64

### DIVIDEND

The Directors are pleased to recommend a dividend of ₹ 1 per Equity Share (i.e. 10%) (previous year ₹ 1.20 per Equity Share i.e. 12%) on 1,71,28,992 Equity Shares of ₹ 10 each for the Financial Year ended on 31<sup>st</sup> March, 2012.

### OPERATIONS

This was the mile-stone year for the Company as it achieved the target of ₹ 500 crores turnover inspite of adverse and challenging economic conditions.

The total income of the Company for the financial year under review was ₹ 510.48 crores as against ₹ 386.66 crores for the previous year registering an increase of 32.02%. The Profit before Tax was ₹ 11.28 crores and the Profit after Tax was ₹ 7.44 crores for the financial year under review as against ₹ 15.22 crores and ₹ 11.86 crores respectively for the previous financial year.

The profitability of the Company during the year under review was mainly affected due to increase in overall material cost, weakening of Rupee which adversely affected import cost, scarcity of funds in the market due to policy paralysis which increased cost of borrowing and delayed realisation from customers. This problem has affected major infrastructure companies in India and Jyoti, being in core sector of water and power, had to face these difficulties.

## 68th Annual Report

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The Company has pending orders worth ₹ 741 crores at the beginning of the current year i.e. 1<sup>st</sup> April, 2012.

### FINANCE

During the year under review, the Company faced considerable strain on liquidity front due to difficult market conditions affecting the collection from the customers. The Company could get substantial and timely support from its bankers and other market players to meet this liquidity shortage. It may be mentioned that while overall interest costs were going up in the market, the Company could reduce its interest rates on various banking facilities. This reduction in interest rates was more than off-set by increase in total borrowings. The Company has already put intensive efforts to shore up collection and to reduce the borrowings so that the Company's financial leverage can again be within reasonable levels.

### DIVISIONAL PERFORMANCE

#### ENGINEERED PUMPS & PROJECTS

During the year under review Engineered Pumps & Projects Division (EPPD) has achieved a turnover of ₹ 340 crores which is 41% growth over the last financial year. The division has manufactured and supplied 176 Nos. of large pumps for various Lift Irrigation, Water Supply and Power Projects which is 42% growth over the last financial year.

The Power Division of EPPD has entered into an exclusive agreement with M/s. DMW Corporation, Japan for manufacturing and supply of Circulating Water Pumps and other large pumps for Thermal and Nuclear Power Projects. M/s. DMW Corporation is the leading Pumps manufacturer in Japan. They have supplied and commissioned more than 300 circulating water pumps and are one of the leading suppliers for Nuclear Power Stations. With this agreement, the Company would be eligible to bid for power plants with single unit capacity of 1000 MW.

The division, during the year has successfully commissioned CW systems for two units of 500 MW at Aravali Thermal Power Station and the third unit is under commissioning. Similarly, make up water system for Adani Power Maharashtra Limited for their 3 x 660 MW Tiroda Thermal Power Project which includes make up water pump of 8000 cu. mtr/hr. and 75 mtr. head was commissioned with motors of 2.2 MW along with balance of plant. Both these projects were commissioned in record time as per customers' requirement.

The division has received prestigious order from M/s Marg Limited for 2 x 250 MW Thermal Power Project at Bhavnagar in Gujarat, worth ₹ 53 crores. This includes design, manufacturing, supply, erection & commissioning of CW system, make up water system and raw water system for sea water application in special material of construction. The division is also executing a very prestigious order for Naval Dockyard along with Hindustan Construction Co. Ltd. This project is for Dry Dock de-watering along with critical systems and auxiliaries. This order is valued at ₹ 85 crores.

The division is executing various projects in the country in technical collaboration with various partners. Four irrigation projects in Andhra Pradesh are under execution along with CKD Blansko Engineering and Sigma Group a.s. of Czech Republic. Similarly, the prestigious order for Sardar Sarovar Narmada Nigam Limited, Gujarat is under execution in collaboration with Hitachi, China.

The division is actively looking at establishing itself in the Power Transmission and Distribution Sector which includes Switchyards and Transmission upto 400 kV. This business is complimentary to the existing business line of the division.

The division has a pending order position of ₹ 546 crores as on 31<sup>st</sup> March, 2012 and expects a substantial improvement in the next financial year in view of the expected tenders in the Power and irrigation sector.

## **HYDEL**

The division achieved the turnover of ₹ 59 crores. The division has excellent prospects in view of the major thrust being given to development of renewable sources of energy by the Government. The division has decided to expand its range from 10 MW to 50 MW and to support this vision, the division has signed a Memorandum of Understanding with CKD Blansko Engineering, Czech Republic for technical support for various tenders above 10 MW.

During the year, the division has successfully entered the higher range of hydro equipments by bagging the prestigious order of 2 x 40 MW Koyna Hydro Project in the state of Maharashtra from IVRCL Limited. This turbine has been designed and engineered by CKD Blansko Engineering and the stationary components are being manufactured by the Company. This will improve the credentials of the division in support of their vision.

During the year, National Thermal Power Corporation Limited has been added in the list of prestigious customers of the division. NTPC has placed an order for Hydro equipments for 2 x 4 MW Singrauli Project which includes design, engineering, supply, erection, testing and commissioning of turbines and generators and other electro-mechanical systems.

The division is continuing to maintain its strong presence in Indonesia by receiving three prestigious orders from three different customers. Prior to this, two projects have been successfully commissioned in Indonesia and which are working satisfactorily.

The division is actively pursuing refurbishment market jobs considering its added advantage of being a manufacturer of turbine, generator, H.T. panel and other auxiliary equipments.

The division has already supplied 465 Nos. of turbines till date with the installed capacity of 422 MW. With the pending order position of ₹ 149 crores as on 31<sup>st</sup> March, 2012, the division is looking out for better growth in the years to come.

## **ROTATING ELECTRICAL MACHINES**

During the year under review, the division has achieved a turnover of ₹ 41 crores which is 23% growth over the last financial year. The number of H.T. machines manufactured during the year were 192 as compared to 116 in the previous year which shows an increase of 65%. The division has manufactured 827 L.T. machines as compared to 748 machines in the previous year.

The division has established itself as a reputed manufacturer of Wind Energy Generators of 250 kW and 750 kW. These generators are designed for dual speed operations.

The division has enhanced its infrastructure facilities for testing by increasing test bed locations and adding dynamometer for type testing motors upto 2500 kW. With this, the division is planning to improve its productivity, quality and service to their customers with a goal for sustained growth in the years to come.

The division has a pending order of ₹ 21 crores as on 31<sup>st</sup> March, 2012.

## **SWITCHGEAR**

During the year under review, the division executed orders (including exports) worth ₹ 56 crores which is 16% growth in sales compared to last year. The Division executed major orders received from GETCO, HCPL, CPCL, NCC, KOTA TPS among others.

During the year under review, the Division bagged the largest human safety aspects modification supply and service order from GETCO for 1650 Nos. panels worth ₹ 5.30 crores. The division developed 12 kV Vacuum Contactor and has already supplied about 140 Nos.

In the year the total order booking was of ₹ 58.05 crores, which includes a major order worth ₹ 10 crores from GETCO, Gujarat and M/s. Fernace, Delhi worth ₹ 5.30 crores. At the year end, the division had orders on hand worth ₹ 19 crores.

## 68th Annual Report

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As reported last year, the Company has entered into an agreement with Elemecon Ltd., U.K. for engineering and design services to enable the division to manufacture 12/17.5 kV Ring Main Unit (RMU) and associated components. This year, division has successfully developed a prototype and a few samples tested, have passed all internal tests.

In the Financial year 2012-13, the division is expected to do the International Certification testing of RMU at Italy/Germany before introducing the same in the market. The division intends to enter in the market with this product by April 2013.

With the continuous thrust of the Government in the Power Sector, the requirement of Medium Voltage Switchgear is bound to grow and the division is expecting to improve its performance in the years to come.

### **EXPORTS**

During the year under review, the Company has total exports valued at ₹ 4.17 crores. The Company's major exports are to Sultanate of Oman for Switchgear, Vietnam and Indonesia for Hydrel Turbines. In the years to come, the Company is looking forward to enhancing its export market in other countries.

### **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 31<sup>st</sup> March, 2012 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**

Your Directors are very sad to inform you about the sudden and untimely demise of Ms. Keki R. Patel, Wholetime Director of the Company on 27<sup>th</sup> March, 2012.

Ms. Keki R. Patel was a Graduate in Commerce and had considerable experience in the areas of General Management, Finance and Internal Audit. She had been working with the Company for the last 34 years in various capacities. She was serving in the Company as a Wholetime Director since 30<sup>th</sup> July, 2003. Throughout her association with the Company, she made significant contribution towards the achievement of the objectives and growth of the Company.

Your Directors appreciate the valuable services and tireless efforts put in by Ms. Keki R. Patel during her tenure with the Company.

We pray the Almighty to let her enlightened soul remain in peace and to give patience and strength to her family to bear this untimely loss.

In accordance with the provisions of the Companies Act, 1956 and Articles of Association of the Company, Dr. M. Ramamoorthy and Dr. M.H. Mehta retire by rotation at the forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment.

Brief details about Dr. M. Ramamoorthy and Dr. M.H. Mehta as required under the Corporate Governance Code, are given hereunder:

Dr. M. Ramamoorthy (75) is B.E. (Hons.) from Andhra University in 1957 and M.E. 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 a 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 Centenary award, Visvesvariah 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. He was also awarded "Hari Om Ashram Prerit Lecture award" 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.

## 68th Annual Report

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

Dr. M.H.Mehta, (70), is B.Tech and Ph.D. from IIT, Mumbai. Currently, he is the Chairman of the Science Ashram / Gujarat Life Sciences Pvt. Ltd. and President of National Bioshield Society. He was awarded Padma Shri Award in 2011 by the President of India.

He was a visiting Scientist at the Universities of Arizona and California, in USA. He worked at Bhabha Atomic Research Centre from 1972 to 1976 on Waste treatment project. He worked at Gujarat State Fertilizer Co. Ltd. (GSFC), one of the largest Agro Industrial Complexes in India as Executive Director. He was also Vice Chancellor of Gujarat Agriculture University in 2002-03. He has been an invitee speaker at leading institutions/Universities in USA, Japan, Sweden, Bangladesh, Poland, Australia, etc. He holds 15 patents and has authored 3 books and 150 papers.

He was also the invitee member of Steering Committee of Planning Commission, Govt. of India, New Delhi. He is also the President, Indian Association for IT in Agriculture (IAITA) and appointed as Hon. Chairman–National Committee for Agriculture Technologies-NRDC, New Delhi.

Dr. M.H. Mehta 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.

As per the requirement of Central Government and pursuant to Section 233B of the Companies Act, 1956, your Company carries out an audit of cost records relating to Electric Motors and Power Driven Pumps every year. Subject to the approval of the Central Government, the Company has appointed R.K.Patel & Co., Cost Accountants, the existing Cost Auditors having their head office at 314, Phoenix Complex, Nr. Suraj Plaza, Sayajigunj, Vadodara, as Cost Auditors to audit the cost records of Motors and Pumps of the Company for the Financial Year 2012-13 in compliance of Cost Audit Order No.52/26/CAB-2010 dated 24<sup>th</sup> January, 2012.

As per Cost Audit Order No.52/26/CAB-2010 dated 24<sup>th</sup> January, 2012, the Company is subject to cost audit under industry specific order and is now required to get its cost records relating to Engineering products such as Generator, Turbine, Switch Gear and Relay Panels for the Financial Year 2012-13. Subject to the approval of the Central Government, the Company has appointed Y.S.Thakar & Co., Cost Accountants having their head office at SF-7, Vrund Complex, Productivity Road, Akota, Vadodara, for auditing the cost records relating to Engineering products for the Financial Year 2012-13.

The Cost Audit Reports for the Financial Year 2010-11 which was due to be filed with the Ministry of Corporate Affairs on September 27, 2011 was filed on 23<sup>rd</sup> September, 2011.

### 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 and various State Governments for the valuable support extended to the Company.

On Behalf of the Board of Directors

**Rahul N. Amin**

Chairman & Managing Director

Vadodara

24<sup>th</sup> May, 2012

## 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) T5 28W energy saver Tube Light installed in place of 40 W Tube Light.
- ii) Metal-hailed lights installed in place of high bay mercury lights in Machine shops.
- iii) Old window air-conditioners replaced by new split air-conditioners for saving power.
- 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, addition of new products to enhance the range with special focus on performance & cost effectiveness thus 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/e, CFX, ANSYS-Mechanical, RMXprt, Maxwell, Magnet and ThermNet for design / development and also improvement in performance parameters; alongwith cost reduction will be the top priority.

4. Expenditure on R&D :

	(₹ in Lakhs)
a) Capital	107.72
b) Recurring	556.06
c) Total	663.78
d) Total R&D expenditure as percentage of total turnover	1.30 %

#### (b) Technology Absorption, Adaptation and Innovation

1. Efforts in brief, made towards technology absorption, adaptation and innovation.

## 68th Annual Report

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- 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 was continued and successfully type tested at PEHLA Test Laboratory at Ratingen and Berlin, Germany. 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 are undertaken. New Die Casting plant for better productivity and Hydraulic Dynamometer for type-testing of motors has been installed. Gearbox for testing vertical motors with dynamometer has been planned. New products like Direct-drive Permanent Magnet-Wind Energy Generators are being planned. Improved version of Wind Energy Generator 750kW / 200 kW 1500/1000 RPM CTFG-450Lx dual speed Wind Induction Generator is developed & supplied.
  - 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, major efforts towards design / development related to high head Francis turbine range and vertical Semi/Full Kaplan Turbine and use of CFD Analysis software package for evaluation of Hydraulic Performance and use of ANSYS-Mechanical software to evaluate structure design of Kaplan and Francis Turbines enabling cost effective turbine geometry/arrangement.
2. Benefits derived as a result of above efforts.
- (a) Medium Voltage Switchgear
    - Type testing and recertification of 36kV 25kA, 1250, Amp indoor circuit breakers with VD36 panel as per IEC 62271-100 and IEC62271-200 at PEHLA, Germany and ERDA.
    - Type testing and recertification of 36kV 25kA, 1250 Amp outdoor circuit breaker as per IEC 62271-100 at PEHLA, Germany and ERDA.
    - Development and successful type testing of 7.2kV, 400Amp 8kA Contactor.
    - Development and successful type testing of 12kV, 400Amp 8kA Contactor.
    - As per latest IEC 62271-200 human safety compliance is specified in the standard. Jyoti has supplied more than 2000 panels in past few years to support the customer and comply with the safety requirement. Jyoti has developed safety interlocks that can be installed at site to comply with the human safety aspects. GETCO has appreciated the proposal and awarded for modification in existing 1650 panels.
    - Development and successful commissioning of 12kV, 1600 and 2500 Amp 40kA retrofit breaker for NGEF MOCB type EKV-5016 and EKV-5016 along with additional feature.
  - (b) Rotating Electrical Machines
    - Design, development and testing of large rating, low speed, vertical / horizontal motors for Lift Irrigation Schemes.
    - Improved version of Wind Energy Generators.
    - Process-time reduction through modular construction of stator and 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, high speed, Hydel generator for Indonesia.
- Design & development of larger rating generators for Hydel Application.

(c) Pumps

- 1000 VM pumps in 2 stage developed for first time for KNNL project.
- 1400 VM pumps developed for SSNNL (largest pump developed so far)
- 300 VP axial flow pumps developed and supplied to Haryana Irrigation Department.

(d) Turbines

The following activities have been carried out by Hydel R&D.

- New Francis turbine model (with specific speed 85) developed and included for high head ranges.
- Design and stress analysis of Pelton bucket has been checked and methodology verified by third party.
- Two stage closing system and governor control for guide vane operating mechanism is introduced for long penstock installations.
- Successfully designed and developed four Jet Vertical Pelton Turbine for export project. It is the first vertical multi jet Pelton turbine unit in impulse turbine range.
- Introduced and successfully tested coating for Pelton bucket to prevent erosion of bucket due to silt contents in the water.
- ANSYS-Mechanical software is extensively used for structural analysis of turbine components enabling material control.
- Turbine systems (cooling water, drainage, dewatering and oil piping system) are standardised.
- Turbine OPU developed for two stage closing of guide vane.
- Successfully designed, manufactured and tested DN 600 (PN36) & DN1000 (PN 32) spherical valves.

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) SF6 prototype Ring Main Unit is under development based on designs received under technical agreement with ELMECON Ltd., U.K.
- (iii) High head Francis turbine model design for head range upto 260 metres.

**C. Foreign Exchange Earnings and Outgo:**

a) Exports (including deemed Exports)	₹ 416.73 Lakhs
b) Total Foreign Exchange used and earned	
i) Total Foreign Exchange used	₹ 11525.55 Lakhs
ii) Total Foreign Exchange earned	₹ 372.15 Lakhs

### 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 seven Directors comprising one Executive Director i.e. Chairman & Managing Director and six Non-Executive Directors.

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	4	—	10,84,100
2.	Ms. K. R. Patel * Wholetime Director	Executive	—	—	6,369
3.	Mrs. T.R. Amin	Non-Executive	5	—	6,42,113
4.	Mr. U.V. Desai	Independent	—	—	550
5.	Dr. M.H. Mehta	Independent	1	—	50
6.	Dr. B.S. Pathak	Independent	1	—	50
7.	Mr. B. J. Patel	Non-Executive	20**	—	1,21,074
8.	Dr. M. Ramamoorthy	Independent	—	—	50

\* Ceased to be Director w.e.f. 27<sup>th</sup> March, 2012

\*\* Including Private Limited Companies

###### (b) Meetings held in Financial Year 2011-12 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 nine meetings during the Financial Year 2011-12 on 5<sup>th</sup> May, 2011, 30<sup>th</sup> June, 2011, 12<sup>th</sup> August, 2011, 22<sup>nd</sup> September, 2011, 9<sup>th</sup> October, 2011, 12<sup>th</sup> November, 2011, 16<sup>th</sup> November, 2011, 31<sup>st</sup> January, 2012 and 9<sup>th</sup> February, 2012.

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

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

\* Ceased to be Director w.e.f. 27<sup>th</sup> March, 2012

**(C) Committee of Directors**

**(a) Audit Committee**

The Audit Committee consists of four Directors out of which three are Independent Directors. Six Audit Committee meetings were held during the Financial Year 2011-12 on 5<sup>th</sup> May, 2011, 30<sup>th</sup> June, 2011, 12<sup>th</sup> August, 2011, 22<sup>nd</sup> September, 2011, 12<sup>th</sup> November, 2011 and 9<sup>th</sup> February, 2012.

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)	6
2.	Mr. R.N. Amin	6
3.	Dr. M.H. Mehta	6
4.	Dr.B.S.Pathak	6

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.

During the financial year ended on 31<sup>st</sup> March, 2012 one Remuneration Committee Meeting was held on 30<sup>th</sup> June, 2011. The Composition of the remuneration committee and the attendance of each Director at this meeting was as follows:

Sr.No.	Members of Remuneration Committee	No. of Meetings attended
1.	Dr. B.S. Pathak (Chairman)	1
2.	Dr. M.H. Mehta	1
3.	Mr. U.V. Desai	1

**Remuneration paid to Directors for the Financial Year 2011-12**

(₹)

Sr. No.	Name	Sitting Fees	Salary and other Perquisites	Commission	Total
1.	Mr. R.N. Amin Chairman & Managing Director	-	1,19,54,368	-	1,19,54,368
2.	Ms. K.R. Patel* Wholetime Director	-	23,28,200	-	23,28,200
3.	Mrs. T.R. Amin	18,000	-	-	18,000
4.	Mr. U.V. Desai	18,000	-	-	18,000
5.	Dr. M.H. Mehta	18,000	-	-	18,000
6.	Dr. B.S. Pathak	12,000	-	-	12,000
7.	Mr.B.J.Patel	10,000	-	-	10,000
8.	Dr. M. Ramamoorthy	-	-	-	-
	<b>Total</b>	<b>76,000</b>	<b>1,42,82,568</b>	<b>-</b>	<b>1,43,58,568</b>

\* Ceased to be Director w.e.f. 27<sup>th</sup> March, 2012

**1. Service Contract, Notice Period and Severance fees.**

The employment of Mr. Rahul N. Amin is 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 2011-12 on 5<sup>th</sup> May, 2011, 12<sup>th</sup> August, 2011, 12<sup>th</sup> November, 2011 and 9<sup>th</sup> February, 2012.

As required by the Listing Agreement executed with the Stock Exchanges, Mr. Suresh Singhal, Associate Vice President (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 these meetings were as follows:-

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

10 complaints and 639 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, 2012.

**(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
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)
2010	Jyoti Limited Nanubhai Amin Marg, Industrial Area P.O. Chemical Industries Vadodara - 390 003	Thursday 23 <sup>rd</sup> September, 2010	9.00 a.m. (IST)
2011	Jyoti Limited Nanubhai Amin Marg, Industrial Area P.O. Chemical Industries Vadodara - 390 003	Thursday 22 <sup>nd</sup> September, 2011	9.00 a.m. (IST)

No Extraordinary General meeting of Members was held during the year 2011- 2012.

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.

## 68th Annual Report

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**(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, 27 <sup>th</sup> September, 2012 at 10.00 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 2012-13 (April to March), excluding Extra Ordinary General Meetings, if any, is as under:

Fourth Quarter (year 2011-12) Results	24 <sup>th</sup> May, 2012
First Quarter Results	July/August, 2012
Annual General Meeting	27 <sup>th</sup> September, 2012
Second Quarter Results	October/November, 2012
Third Quarter Results	January/February, 2013

**(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.	13 <sup>th</sup> September, 2012 to 27 <sup>th</sup> September, 2012 (both days inclusive)
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**(d) Dividend**

Dividend would be paid on or after 27<sup>th</sup> September, 2012.

**(e) Listing on Stock Exchanges**

The Company's Equity Shares are listed on the Stock Exchanges located at: <ul style="list-style-type: none"><li>• Mumbai</li><li>• Vadodara</li></ul> (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

**(f) Market Price Data**

The Market Price of the Company's shares traded in Mumbai Stock Exchange during the year 2011-12 was as follows :

Year 2011-12	BSE		SENSEX	
	High	Low	High	Low
Month	(₹)	(₹)		
April, 2011	102.65	94.20	19811.14	18976.19
May, 2011	99.20	90.00	19253.87	17786.13
June, 2011	97.95	88.00	18873.39	17314.38
July, 2011	92.55	86.35	19131.70	18131.86
August, 2011	87.80	75.10	18440.07	15765.53
September, 2011	80.30	65.80	17211.80	15801.01
October, 2011	69.05	64.25	17908.13	15745.43
November, 2011	66.70	57.05	17702.26	15478.69
December, 2011	59.05	47.20	17003.71	15135.86
January, 2012	62.90	50.00	17258.97	15358.02
February, 2012	66.65	59.05	18523.78	17061.55
March, 2012	68.15	54.35	18040.69	16920.61

**(g) Shareholding Pattern as on 31<sup>st</sup> March, 2012**

Equity Shares of ₹ 10 each

Sr. No.	Category	No. of Equity Shares held	Percentage (%)
1.	Promoters	54,46,503	31.80
2.	Friends & Relatives	1,50,162	0.88
3.	Mutual Funds & UTI	65	-
4.	Banks, F.Is., Insurance Companies	6,76,532	3.95
5.	Private Corporate Bodies	39,23,664	22.90
6.	Indian Public	54,98,988	32.10
7.	NRIs/Foreign Companies	13,11,304	7.66
8.	Any Other – Directors	1,21,774	0.71
	Total	1,71,28,992	100.00

**(h) Distribution of Shareholding (as on 31<sup>st</sup> March, 2012)**

Category	Number of Shareholders	Percentage %	Number of Shares	Percentage %
1 - 500	22,150	95.94	14,44,761	8.43
501 - 1000	458	1.98	3,59,370	2.10
1001 - 2000	202	0.87	3,12,802	1.83
2001 - 3000	74	0.32	1,87,675	1.10
3001 - 4000	43	0.19	1,52,302	0.89
4001 - 5000	30	0.14	1,45,964	0.85
5001 - 10000	47	0.20	3,62,060	2.11
10001 and above	84	0.36	1,41,64,058	82.69
Total	23,088	100.00	1,71,28,992	100.00

**(i) 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.

**(j) 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 (India) 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 511 D01012.

1,61,53,565 Shares were in dematerialised form as on 31<sup>st</sup> March, 2012 representing 94.30% of the total Shares.

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

None

**(l) Plant Locations**

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

**(m) Registrars & Transfer Agent : (For both Physical & Electronic Transfer etc.)**

MCS Limited

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

Tel. : 0265- 2314757, 2339397, 2350490 Fax : 0265-2341639

E-mail : mcsltbaroda@yahoo.com

**(n) Address for Investor Correspondence**

JYOTI LIMITED

Company Law Department

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

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 on 31<sup>st</sup> March, 2012.

For JYOTI LIMITED

**Rahul N. Amin**

Chairman & Managing Director

Vadodara

24<sup>th</sup> May, 2012

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

**To**  
**The Members of Jyoti Ltd.**

### **CERTIFICATE OF COMPLIANCE**

We have examined the compliance of conditions of corporate governance by Jyoti Limited for the year ended on 31<sup>st</sup> March, 2012 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 the 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 clause 49 of 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*  
Firm Reg. No.: 103047W

**Vijay H. Gandhi**  
*Proprietor*  
M. No. 35581

Vadodara  
24<sup>th</sup> May, 2012

### 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.
- 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.

The Company has achieved the record turnover of ₹ 501 crores for the year under review inspite of adverse and challenging economic conditions.

#### Opportunities and Threats

Power is a strategic input and a prime mover for economic and social development of a country. With increased infrastructure spending by Government of India coupled with numerous power projects anticipated in the country, your Company foresees sustainable growth opportunities in the years to come. The Company has a major presence in the small Hydro and Lift Irrigation sectors where a stronger business potential is anticipated as the Company's products are geared up for this sector.

With the globalisation, new international players are making a thrust in the Indian market by creating additional manufacturing capacities. This would result in further intensification of competition leading to price pressures.

#### Outlook

The Company expects long term outlook to be positive in water and power sector with the Government addressing specific issues and fostering investments to boost these sectors. The Government also envisages significant capacity additions in the coming years thereby creating a huge demand for supply of Power generation equipments.

#### Risk and Concerns

The Competition is expected to be more aggressive leading to price pressures. Long execution period of large Irrigation Projects with extended cycle time of cash flows is another area of concern. Uncertainty in Global economic growth coupled with inflationary pressures is expected to impact the growth rate in India and consequently the Company's operations. It is surmised that sustained investment in infrastructure, stability of Government policies, increasing the productivity through latest state-of-art techniques and processes, better working capital management and efficient inventory control 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 is under process of strengthening own Internal Audit Department, besides taking the help of external agency for system audit and for other aspects of operation. Pre-audits are carried out in certain important areas. There are adequate checks and internal controls for compliance of various statutory requirements. The Audit Committee of the Board of Directors reviews regularly the Internal Audit Reports.

## Financial Performance and Operational Efficiency

On the net sales of ₹ 501 Crores (31% increase over previous year), the EBIDTA margin was ₹ 52 crores and PBT margin was ₹ 11 crores. It was the milestone achievement for the Company as it crossed the sales target of ₹ 500 crores. However, the bottom-line was affected due to increase in overall material cost, interest and depreciation.

The Company is in capital goods industry having EPC contracts undertaken for large Irrigation Projects and small to medium Hydro Projects, where erection and commissioning of contracts, many a times, are delayed beyond six months due to various reasons beyond the Company's control. Secondly, the Company's sales are much higher in last quarter of January to March (about 40% – 45%). This results into heavy amount of receivables at year end. The year under review has seen much higher level of receivables as there was considerable delay in collection pattern due to liquidity constraints with our customers. It is expected that this high level of receivables will be brought to more reasonable level once the difficult market situation improves in the current year. All the same, the Company has stepped up its efforts to monitor the collection aspects with regard to the receivables.

The Company's R&D efforts not only drive new product development, but also finding the ways to reduce the material contents. It has also been endeavored to improve the products-mix so that there would be better profit margins.

## Human Resource

The Company considers its employees as its valuable assets. The Company has a total manpower of 1031 as on 31<sup>st</sup> March, 2012. The Company has embarked on a transformational talent attraction, retention and development program. Developing performance oriented culture, succession planning, Mentor development, creating leadership pipeline, developing high potentials are few of the HR initiatives taken which are aligned with the Business goals of the Company.

The Company is proud of its training and development programs for all its employees and has allotted a major budget to enhance competencies of all employees.

During the year under review, the Company continues to have cordial and harmonious relation with employees with a number of employee involvement initiatives.

The Company is implementing various HR Initiatives like Kaizen-5S: A change for better, Balance Scorecard, etc. to improve the motivation levels of the employees keeping in view the tough business environment and the need to retain the talent.

### 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, 2012, the Statement of Profit and Loss 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, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of accounts.
  - d) In our opinion, the Balance Sheet, Statement of Profit and Loss 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, 2012 and taken on record by the Board of Directors of the Company, we report that none of the directors is disqualified as at 31<sup>st</sup> March, 2012 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, 2012;
    - ii) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and
    - iii) in the case of the Cash Flow Statement, of the Cash Flows for the year ended on that date.

**For V. H. Gandhi & Co.**  
*Chartered Accountants*  
Firm Reg. No.: 103047W

**Vijay H. Gandhi**  
*Proprietor*  
M.No. 35581

Vadodara  
24<sup>th</sup> May, 2012

**Annexure referred to in Paragraph 3 of our Auditors' Report of even date on the Financial Statements for the year ended on 31<sup>st</sup> March, 2012 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 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 three 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 has 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) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements exceeding the value of ₹ 5,00,000 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 there under, where applicable, have been duly complied by the Company. We are informed by the Management that No order has been passed by the Company Law Board, National Company Law Tribunal or Reserve Bank of India or any Court or any Other Tribunal.
- (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.

## 68th Annual Report

- (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, Generating Sets, Switchgears and Relays 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, it 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. We are informed that there are no undisputed statutory dues as at the year end, outstanding for a period of more than six months from the date they became 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 deposited as under.

(₹ lakhs)

Sr. no	Name of the Statute & Nature of Dues	Total Demand (₹ lakhs)	Period	Forum where dispute is pending
1	Income Tax Act, 1961 (Income Tax )	* 12.53	1995-96	Income Tax Appellate Tribunal
2	Income Tax Act, 1961 (Income Tax )	* 20.00	1996-97	Income Tax Appellate Tribunal
3	Income Tax Act, 1961 (Income Tax )	* 22.18	2000-01	Income Tax Appellate Tribunal
4	Income Tax Act, 1961 (Income Tax)	* 10.13	2001-02	Commissioner of Income Tax(Appeals)
5	Income Tax Act, 1961 (Income Tax )	* 4.50	2002-03	Commissioner of Income Tax(Appeals)
6	Income Tax Act, 1961 (Income Tax )	* 0.60	2003-04	Commissioner of Income Tax(Appeals)
7	Income Tax Act, 1961 (Income Tax )	* 0.70	2004-05	Commissioner of Income Tax(Appeals)
8	Income Tax Act, 1961 (Income Tax )	* 1.32	2005-06	Commissioner of Income Tax(Appeals)
9	Income Tax Act, 1961 (Income Tax )	* 0.95	2006-07	Commissioner of Income Tax(Appeals)
10	Income Tax Act, 1961 (Income Tax )	* 16.60	2005-06	Commissioner of Income Tax(Appeals)
11	Income Tax Act, 1961 (Income Tax )	* 20.96	2006-07	Commissioner of Income Tax(Appeals)
12	Income Tax Act, 1961 (Income Tax )	* 31.21	2008-09	Commissioner of Income Tax(Appeals)
13	The Finance Act, 1994 (Service Tax)	0.58	May,10 To Feb,11	Commissioner of Central Excise & Customs (Appeals)
		1.60	Dec,04 To Nov,09	Commissioner of Central Excise & Customs (Appeals) Baroda

(₹ lakhs)

Sr. no	Name of the Statute & Nature of Dues	Total Demand (₹ Lakhs)	Period	Forum where dispute is pending
		3.09	Apr,05 To Mar,10	Commissioner of Central Excise & Customs (Appeals) Baroda
		5.74	2006 To Jan,11	Commissioner of Central Excise & Customs (Appeals) Baroda
		3.02	Feb,11 To Dec,11	Assistant Commissioner of Central Excise & Customs.
		0.67	Mar,11 To Jan,12	Assistant Commissioner of Central Excise & Customs.

\* Note :- Amount deposited.

- (x) The Company does not have any accumulated losses as per The Financial Statement 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 any financial institution, bank or debenture holders (Refer Note no-17(19) of financial statement).
- (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 Company is not a Chit Fund or a Nidhi/Mutual Benefit Fund/Society. Therefore, the provision of Clauses 4(xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- (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 Companies (Auditor's Report) Order, 2003 (as amended) 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 The Financial Statement of the Company, we report that funds raised on short-term basis have not been used for long-term investment.
- (xviii) The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
- (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  
 Firm Reg. No.: 103047W

**Vijay H. Gandhi**  
 Proprietor  
 M.No. 35581

Vadodara  
 24<sup>th</sup> May, 2012

## 68th Annual Report

### BALANCE SHEET as at 31st March, 2012

	Note No.	As at 31-03-2012 ₹ lakhs	As at 31-03-2011 ₹ lakhs
<b>I EQUITY AND LIABILITIES</b>			
<b>1. Shareholders' Funds</b>			
(a) Share Capital	1(a)(b)(c)	1,712.90	1,712.90
(b) Reserves and Surplus	2	10,047.77	9,401.43
(c) Money Received against Share Warrants	1(d)	-	109.98
		<b>11,760.67</b>	<b>11,224.31</b>
<b>2. Non-current liabilities</b>			
(a) Long-term borrowings	3(a)	8,495.50	3,284.52
(b) Deferred tax liabilities (Net)	17(11b)	421.24	139.72
(c) Other long-term liabilities	3(b)	2,700.30	1,948.38
(d) Long-term provisions	3(c)	650.09	655.80
		<b>12,267.13</b>	<b>6,028.42</b>
<b>3. Current liabilities</b>			
(a) Short-term borrowings	4(a)	11,428.16	7,627.30
(b) Trade Payable	4(b)	23,249.47	10,239.51
(c) Other current liabilities	4(c)	11,185.17	3,990.69
(d) Short-term provisions	4(d)	476.82	470.16
		<b>46,339.62</b>	<b>22,327.66</b>
<b>TOTAL</b>		<b>70,367.42</b>	<b>39,580.39</b>
<b>II ASSETS</b>			
<b>1. Non-current assets</b>			
(a) Fixed Assets			
(i) Tangible Assets	5(a)	10,020.28	7,098.98
(ii) Intangible Assets	5(b)	52.12	-
(iii) Capital Work-In-Progress		2,130.37	1,131.85
(iv) Intangible assets under development		171.93	171.93
(b) Non-current Investments	6	134.07	134.18
(c) Long-term loans and advances	7	2,282.60	1,993.60
		<b>14,791.37</b>	<b>10,530.54</b>
<b>2. Current Assets</b>			
(a) Inventories	8(a)	6,895.47	4,256.20
(b) Trade Receivables	8(b)	40,528.48	18,902.56
(c) Cash and Cash equivalents	8(c)	4,428.43	3,760.09
(d) Short-term loans and advances	8(d)	3,493.53	1,897.93
(e) Other current assets	8(e)	230.14	233.07
		<b>55,576.05</b>	<b>29,049.85</b>
<b>TOTAL</b>		<b>70,367.42</b>	<b>39,580.39</b>

The accompanying notes are an intergral part of the financial statements.

17

As per our Report attached of even date  
**For V. H. Gandhi & Co.**  
Chartered Accountants  
Firm Reg. No.: 103047W

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

**Vijay H. Gandhi**  
Proprietor  
M. No. 35581

**Ajay Kamdar**  
Vice President (Finance)

**Mrs. T. R. Amin**  
**U. V. Desai**  
**B. J. Patel**

**Dr. M. H. Mehta**  
**Dr. B. S. Pathak**  
**Dr. M. Ramamoorthy**

Vadodara  
24<sup>th</sup> May, 2012

**Suresh Singhal**  
Associate Vice President (Legal) &  
Company Secretary

Vadodara  
24<sup>th</sup> May, 2012

**STATEMENT OF PROFIT AND LOSS for the year ended 31st March, 2012**

	Note No.	2011-2012 ₹ lakhs	2010-2011 ₹ lakhs
Revenue From Operations	9	50,772.78	38,420.52
Other Income	10	275.04	245.91
<b>Total revenue (I)</b>		<b>51,047.82</b>	<b>38,666.43</b>
<b>Expenses</b>			
Cost of material and components consumed	11	39,568.57	27,054.66
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	12	(2,347.86)	(319.70)
Employee Benefits Expense	13(a)	4,401.12	3,812.06
Finance costs	14	3,680.27	2,894.84
Depreciation and amortisation expense		699.20	
Less:recoupment from revaluation reserve		8.38	
Net depreciation and amortisation expense		690.82	451.81
Other expenses	13(b)	3,383.04	2,712.33
Research and Development Expenses	15	556.06	528.64
<b>Total Expenses (II)</b>		<b>49,932.02</b>	<b>37,134.64</b>
Profit Before Exceptional Items and Tax (I)-(II)		1,115.80	1,531.79
Exceptional Items	16	(11.93)	10.14
Profit Before Tax		1,127.73	1,521.65
Tax Expense:			
- Current Tax (Net)	17 (16)	-	310.00
- Deferred Tax	17 (11a)	281.52	25.35
- Tax expense for earlier years		102.39	-
Profit for the year		743.82	1,186.30
Earning per Share (Basic & Diluted) (In ₹)		4.34	8.08
The accompanying notes are an intergral part of the financial statements.	17		

As per our Report attached of even date  
**For V. H. Gandhi & Co.**  
 Chartered Accountants  
 Firm Reg. No.: 103047W

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

**Vijay H. Gandhi**  
 Proprietor  
 M. No. 35581

**Ajay Kamdar**  
 Vice President (Finance)

**Mrs. T. R. Amin**  
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**Dr. B. S. Pathak**  
**Dr. M. Ramamoorthy**

Vadodara  
 24<sup>th</sup> May, 2012

**Suresh Singhal**  
 Associate Vice President (Legal) &  
 Company Secretary

Vadodara  
 24<sup>th</sup> May, 2012

Notes to Financial Statements

	As at 31-03-2012 ₹ lakhs	As at 31-03-2011 ₹ lakhs
<b>NOTE 1 - SHARE CAPITAL AND EQUITY WARRANTS</b>		
<b>a) Share Capital</b>		
<b>Shares Authorised (No.)</b>		
2,50,00,000 (31st March, 2011: 2,50,00,000)	2,500.00	2,500.00
Equity Shares of ₹ 10 each	<u>2,500.00</u>	<u>2,500.00</u>
<b>Shares Issued, Subscribed and Paid Up (No.)</b>		
1,71,28,992 (31st March, 2011: 1,71,28,992)	1,712.90	1,712.90
Equity Shares of ₹ 10 each fully paid	<u>1,712.90</u>	<u>1,712.90</u>

Note :

The above includes:

- 1) 6,25,000 Shares allotted as fully paid-up Bonus shares by Capitalisation of General Reserve (1,25,000 Bonus shares were issued in 1969 and 5,00,000 issued in 1976-77)

**b) Reconciliation of the number of shares outstanding at the beginning and the end of the reporting period:**

	As at 31-03-2012		As at 31-03-2011	
	No.	₹ lakhs	No.	₹ lakhs
<b>Equity Shares of ₹ 10</b>				
At the beginning of the period	17,128,992	1,712.90	12,984,864	1,298.49
Issued during the period	-	-	4,144,128	414.41
Outstanding at the end of the period	<u>17,128,992</u>	<u>1,712.90</u>	<u>17,128,992</u>	<u>1,712.90</u>

**The rights, preferences and restrictions including restrictions on the distribution of dividends and the repayment of capital:**

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution / repayment of all creditors. The distribution will be in proportion to the number of equity shares held by the shareholders. The company declares dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. For the year ended on 31st March 2012, an amount of ₹ 1 of dividend per equity share was proposed for the equity shareholders (P.Y. ₹ 1.20 per equity share)

c) **Shares in the company held by each shareholder holding more than 5 percent shares specifying the number of shares held:**

Name of Shareholder	As at 31-03-2012		As at 31-03-2011	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
1 Hindustan Construction Co. Ltd.	-	-	1,200,000	7.01
2 Nirma Chemical Works Pvt. Ltd.	1,200,000	7.01	1,200,000	7.01
3 Minal B. Patel	1,335,834	7.80	1,335,834	7.80
4 Insutech Industries Ltd. (Associate company)	2,337,654	13.65	919,188	5.37
5 JSL Industries Ltd.(Associate company)	1,074,239	6.27	1,074,239	6.27
6 Rahul N. Amin	1,084,100	6.33	982,376	5.74

	As at 31-03-2012 ₹ lakhs	As at 31-03-2011 ₹ lakhs
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d) **Share Warrants**

Equity Share warrants of ₹ 83 each exercisable after 18 months for one equity share @ ₹ 83 (₹ 10 face value + ₹ 73 premium) (Refer Note 17 (15))	-	109.98
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**NOTE 2 - RESERVES AND SURPLUS**

a) **Capital Reserve**

Balance as per last financial statements	143.06	143.06
Add: Forfeiture of Equity warrants (Note 17 (15))	109.98	-
Closing balance	253.04	143.06

b) **Capital Redemption Reserve**

Balance as per last financial statements	25.00	25.00
--	-------	-------

c) **Securities Premium Reserve**

Balance as per last Financial Statement	6,684.48	3,458.04
Add: Addition during the year	-	3,226.44
Closing balance	6,684.48	6,684.48

d) **Revaluation Reserve**

Balance as per last Financial Statement	450.59	458.97
Less: amount transferred to the statement of profit and loss as reduction from depreciation.	8.38	8.38
Closing balance	442.21	450.59

e) **General Reserve**

Balance as per last Financial Statement	29.66	-
Add: amount transferred from surplus balance in the statement of profit and loss	-	29.66
Closing balance	29.66	29.66

## 68th Annual Report

	As at 31-03-2012 ₹ lakhs	As at 31-03-2011 ₹ lakhs
<b>f) Surplus/(deficit) in the statement of profit and loss</b>		
Balance as per last Financial Statement	2,068.64	1,150.90
Add: Profit for the year	<u>743.82</u>	<u>1,186.30</u>
	2,812.46	2,337.20
Less: Appropriations		
Proposed Equity Dividend [Amount per share ₹ 1.00 (31st March, 2011: ₹ 1.20)]	171.29	205.55
Tax on proposed Equity Dividend	27.79	33.35
Transfer to General Reserve	<u>-</u>	<u>29.66</u>
Net surplus in the statement of profit and loss	<u>2,613.38</u>	<u>2,068.64</u>
<b>Total reserves and surplus</b>	<u><u>10,047.77</u></u>	<u><u>9,401.43</u></u>

### NOTE 3 - NON-CURRENT LIABILITIES

#### a) Long-term borrowings

1. Term Loans		
i From Banks (Secured)		
a) Retention Money Loans	4,098.86	750.00
b) Term Loans for ECB	-	90.80
c) Other Term Loans	3,926.48	2,030.78
ii From Others (Secured) (Note 17 (19))	250.00	250.00
2. Deferred payments credit (Secured)	18.74	31.45
3. Finance Lease obligations (Unsecured)	201.42	131.49
Terms of payment - 12 quarterly installments		
<b>TOTAL</b>	<u><u>8,495.50</u></u>	<u><u>3,284.52</u></u>

#### Notes :-

- 1) a) The term loans and cash credit facilities carry interest @ 13% to 14.25% p.a.
- b) 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 Technology 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 Technology Development Board carries interest @ 5% and is secured by first charge on the assets created for Wind Turbine Project both, present and future.
- 3) Further, these facilities are also secured by the personal guarantee of Promoter Directors.
- 4) Please refer note 17(18) for repayment schedule.

	As at 31-03-2012 ₹ lakhs	As at 31-03-2011 ₹ lakhs
<b>b) Other long-term liabilities</b>		
Advances from customers	2,700.30	1,948.38
	<u>2,700.30</u>	<u>1,948.38</u>
<b>c) Long-term provisions</b>		
Provisions for Gratuity	446.79	434.29
Provisions for leave benefits	203.30	221.51
	<u>650.09</u>	<u>655.80</u>
<b>NOTE 4 - CURRENT LIABILITIES</b>		
<b>a) Short-term borrowings</b>		
Loans payable on demand (Secured) from Banks	11,428.16	7,627.30
<b>b) Trade payables</b>		
Micro and small enterprises	187.92	156.46
Others	23,061.55	10,083.05
	<u>23,249.47</u>	<u>10,239.51</u>
<b>c) Other current liabilities (Secured)</b>		
1. Current maturities of long-term debt		
a) Retention money loans	152.00	511.23
b) Term loan for ECB	90.80	132.37
c) Other Term loans	1,050.00	587.89
2. Deferred payments credit (Secured)	22.20	40.55
3. a) Interest accrued and due (since paid) (Secured)	226.70	127.53
b) Interest accrued but not due (Secured)	36.30	23.80
4. Short-term Loans		
a) From Banks / Buyer's credit (Secured)	5,409.74	-
b) From Others - ICD (Unsecured)	2,540.00	1,490.00
5. Finance lease obligations (Unsecured)	235.38	111.12
6. Other liabilities		
Advances from customers	1,260.87	893.83
Unclaimed dividend	10.51	5.99
Others	150.67	66.38
	<u>11,185.17</u>	<u>3,990.69</u>
<b>d) Short-term Provisions</b>		
Employee benefits	277.74	231.26
Proposed equity dividend	171.29	205.55
Provision for Tax on equity dividend	27.79	33.35
	<u>476.82</u>	<u>470.16</u>

**Notes :-**

Refer Note no. 3 for securities and interest rate.

(₹ lakhs)

**NOTE 5 - FIXED ASSETS**

Description	GROSS BLOCK					DEPRECIATION					NET BLOCK	
	Cost as at 31-03-11	Additions	Adjustments	Deductions	Cost as at 31-03-12	Total up to 31-03-11	Deductions	Adjustments	During the year	Total up to 31-03-12	As at 31-03-12	As at 31-03-11
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
<b>(a) Tangible Assets</b>												
Free Hold Land	415.36	—	—	—	415.36	—	—	—	—	—	415.36	415.36
Buildings	1,825.75	562.07	2.03	—	2,389.85	479.88	—	—	52.43	532.31	1,857.54	1,345.86
Plant and Equipment	6,530.05	2,590.98	41.94	50.43	9,112.54	2,336.39	32.08	9.81	495.70	2,809.82	6,302.72	4,193.67
R & D Equipments	666.35	107.72	—	—	774.07	200.61	—	—	4.79	205.40	568.67	465.74
Furniture and Fixtures	231.03	77.34	—	0.38	307.99	81.62	0.25	—	27.89	109.26	198.73	149.41
Vehicles	320.12	112.73	—	14.53	418.32	71.68	13.12	—	37.95	96.51	321.81	248.44
Office Equipments	559.98	91.28	—	12.10	639.16	306.48	11.42	—	55.56	350.62	288.54	253.50
Electrical Installations	36.10	44.63	1.87	—	82.60	9.10	—	—	6.59	15.69	66.91	27.00
<b>TOTAL</b>	<b>10,584.74</b>	<b>3,586.75</b>	<b>45.84</b>	<b>77.44</b>	<b>14,139.89</b>	<b>3,485.76</b>	<b>56.87</b>	<b>9.81</b>	<b>680.91</b>	<b>4,119.61</b>	<b>10,020.28</b>	<b>7,098.98</b>
<b>(b) Intangible Assets</b>												
Software Licences	23.65	59.49	1.11	—	84.25	23.65	—	—	8.48	32.13	52.12	—
<b>TOTAL</b>	<b>23.65</b>	<b>59.49</b>	<b>1.11</b>	<b>—</b>	<b>84.25</b>	<b>23.65</b>	<b>—</b>	<b>—</b>	<b>8.48</b>	<b>32.13</b>	<b>52.12</b>	<b>—</b>
<b>GRAND TOTAL</b>	<b>10,608.39</b>	<b>3,646.24</b>	<b>46.95</b>	<b>77.44</b>	<b>14,224.14</b>	<b>3,509.41</b>	<b>56.87</b>	<b>9.81</b>	<b>689.39</b>	<b>4,151.74</b>	<b>10,072.40</b>	<b>7,098.98</b>
<b>PREVIOUS YEAR</b>	<b>7,301.87</b>	<b>3,421.28</b>	<b>27.15</b>	<b>114.76</b>	<b>10,608.39</b>	<b>3,133.80</b>	<b>84.59</b>	<b>6.80</b>	<b>453.40</b>	<b>3,509.41</b>	<b>7,098.98</b>	

**Notes :**

- 1) Vehicles include gross value of ₹ 270.94 lakhs and Plant & Machinery includes gross value of ₹ 741.80 lakhs purchased under hire purchase arrangements & lease finance.
- 2) See Note No.17(C) (vi) for impairment of ₹ 9.81 lakhs (Previous Year ₹ 6.80 lakhs)

**NOTE 6 - NON-CURRENT INVESTMENTS (AT COST)**

	Nos.	Face Value ₹	As at 31-03-2012 ₹ lakhs	As at 31-03-2011 ₹ lakhs
<b>Trade Investment</b>				
<b>A Investment in Equity Instruments</b>				
Quoted				
JSL Industries Ltd. (Associate Company)	286020	10	<b>32.94</b>	32.94
Schneider Electric Infrastructure Limited	2130	2	<b>0.06</b>	0.06
Elpro International Ltd.	200	10	<b>0.02</b>	0.02
Voltas Ltd.	900	1	<b>0.01</b>	0.01
KSB Pumps Ltd.	720	10	<b>0.01</b>	0.01
Easun Reyrolle Ltd.	500	2	<b>0.01</b>	0.01
Larsen and Toubro Ltd.	40	2*	<b>0.00</b>	0.00
UltraTech Cement Ltd	8	10*	<b>0.00</b>	0.00
Siemens Ltd.	620	2	<b>0.31</b>	0.31
MPIL Corporation Ltd.	2	10*	<b>0.00</b>	0.00
Mather & Platt Fire Systems Ltd.	9	10*	<b>0.00</b>	0.00
Kirloskar Brothers Ltd.	787	2	<b>0.04</b>	0.05
Kirloskar Brothers Investments Ltd.	52	2	<b>0.01</b>	-
ABB Limited	335	2	<b>0.32</b>	0.32
Best & Crompton Engg. Ltd.	50	10	<b>0.01</b>	0.01
Crompton Greaves Ltd.	612	2	<b>0.11</b>	0.11
Suzlon Energy Ltd.	10	2	<b>0.01</b>	0.01
Kirloskar Electric Co. Ltd.	100	10	<b>0.05</b>	0.05
Comp-U-Learn Tech India Ltd.	600	10	<b>0.06</b>	0.06
			<b>33.97</b>	33.97
Less: Provision for other than temporary diminution in value			<b>0.11</b>	-
			<b>33.86</b>	33.97
<b>B Others (Unquoted)</b>				
<b>Unquoted</b>				
Investment in Joint Venture Company				
Jyoti Sohar Switchgear LLC, Oman @	245,000	(RO) 1	<b>86.73</b>	86.73
S & S Power Switchgear Ltd.	50	10	<b>0.07</b>	0.07
International Pumps & Projects Ltd.	300	10	<b>0.06</b>	0.06
SLM Maneklal Industries Ltd.	10	100	<b>0.01</b>	0.01
Advance Bio-Coal (India) Ltd.	500	10	<b>0.05</b>	0.05
Engineering Raw Materials Consumers' Corpn. Ltd.	10	1,000	<b>0.10</b>	0.10
Alternative Energy Industries Ltd.	50	10	<b>0.01</b>	0.01
Gujarat Small Industries	60	100	<b>0.06</b>	0.06
Baroda Industrial Development Corporation Ltd.	132	1,000	<b>1.32</b>	1.32
Gujarat State Financial Corporation	100	10	<b>0.01</b>	0.01
Co-Operative Bank of Baroda Ltd.	100	25	<b>0.03</b>	0.03
Uma Co-Operative Bank Ltd.	440	25	<b>0.11</b>	0.11
WPIL Ltd.	50	10	<b>0.01</b>	0.01
			<b>88.57</b>	88.57

## 68th Annual Report

	Nos.	Face Value ₹	As at 31-03-2012 ₹ lakhs	As at 31-03-2011 ₹ lakhs
<b>C Investments in Government Securities (Unquoted)</b>				
6/7 Years National Savings Certificates (₹ 1,64,360 deposited with Government)	-	164,360	<b>1.64</b>	1.64
Sardar Sarovar Narmada Nigam Ltd	-	1,000,000	<b>10.00</b>	10.00
			<b>11.64</b>	11.64
Total Investments			<b>134.07</b>	134.18
a) Aggregate amount of Quoted Investments (Market value of ₹ 421.63 (Previous year ₹ 50.27)			<b>33.86</b>	33.97
b) Aggregate amount of Unquoted Investments			<b>100.21</b>	100.21
			<b>134.07</b>	134.18
Aggregate provision for diminution in value of investments			<b>0.11</b>	-
<p>@ Equity investments in this Company carry certain restrictions on transfer of shares that are normally provided for in joint venture agreement.</p> <p>* Nominal value</p>				

	As at 31-03-2012 ₹ lakhs	As at 31-03-2011 ₹ lakhs
<b>NOTE 7 - LONG-TERM LOANS AND ADVANCES</b>		
<b>Unsecured, considered good</b>		
a) Capital advances	<b>1,357.64</b>	1,292.08
b) Security deposits	<b>88.57</b>	53.99
c) Other loans and advances		
Advance payments and MAT credit of Income-tax (net of provisions ₹ 1179.16)	<b>836.39</b>	647.53
	<b>2,282.60</b>	<b>1,993.60</b>

	As at 31-03-2012 ₹ lakhs	As at 31-03-2011 ₹ lakhs
<b>NOTE 8 - CURRENT ASSETS</b>		
<b>a) Inventories</b>		
(Valued at lower of cost and net realisable value) (Refer note 17(1)(E))		
Raw Materials and Components (Refer note 11)	1,470.36	1,178.95
Work-in-progress (Refer note 12)	4,756.26	2,807.61
Finished Goods (Refer note 12)	668.85	269.64
	<u>6,895.47</u>	<u>4,256.20</u>
<b>b) Trade receivables (Unsecured)</b>		
a) Over Six Months from the date they are due for payment. Considered good	7,281.06	3,948.56
b) Others Considered good	33,247.42	14,954.00
	<u>40,528.48</u>	<u>18,902.56</u>
<b>c) Cash and Bank balances</b>		
Cash and cash equivalents		
Balances with banks:		
a) On current accounts	2,300.79	1,285.29
b) Deposits	270.80	336.31
c) On unpaid dividend account	8.52	5.99
Cheques, drafts on hand	101.98	44.34
Cash on hand	28.81	23.13
	<u>2,710.90</u>	<u>1,695.06</u>
<b>Other bank balance</b>		
Margin money deposits	1,717.53	2,065.03
	<u>4,428.43</u>	<u>3,760.09</u>
<b>Margin money deposits given as security</b>		
Margin money deposits are for guarantees/ letters of credit given by the banks.		
<b>d) Short-term Loans and Advances</b>		
- <b>Unsecured, considered good</b>		
1 Advances for supplies and expenses	2,508.94	790.92
2 Advances to Staff	9.19	6.98
3 Tender deposits/ Security deposits	276.46	257.74
4 Advances recoverable in cash or kind	163.89	363.35
5 Advance Payments of c.y. Income-tax (net of provision of c.y. ₹ 225.60)	179.43	149.90
6 Pre-paid expenses	355.62	329.04
	<u>3,493.53</u>	<u>1,897.93</u>
<b>e) Other current assets</b>		
Interest accrued on fixed deposits	165.40	199.06
Dividend receivable on investment	64.74	34.01
	<u>230.14</u>	<u>233.07</u>

## 68th Annual Report

	2011-2012 ₹ lakhs	2010-2011 ₹ lakhs
<b>NOTE 9 - REVENUE FROM OPERATIONS</b>		
a) Sale of Products	50,941.29	39,384.74
b) Sale of Services	391.07	102.78
	<u>51,332.36</u>	<u>39,487.52</u>
c) Less: Excise Duty	1,214.43	1,104.04
d) Net sales	<u>50,117.93</u>	<u>38,383.48</u>
e) Other operating revenues		
Claims	538.42	-
Others	116.43	37.04
	<u>654.85</u>	<u>37.04</u>
<b>Revenue from operations (Net)</b>	<u><b>50,772.78</b></u>	<u><b>38,420.52</b></u>
<b>Details of products sold</b>		
Pumps and Pumpsets	9,912.86	6,981.43
Rotating Electric Machines	4,400.49	4,667.38
Generating Sets	824.93	2,506.22
Switchboards	4,122.36	4,307.22
H.T. Circuit Breakers	1,509.05	846.94
Relays	567.40	406.98
Components, Spares and Others	<u>28,389.77</u>	<u>18,564.53</u>
	<u><b>49,726.86</b></u>	<u><b>38,280.70</b></u>
<b>Details of Services rendered</b>		
Miscellaneous Services	391.07	102.78
	<u><b>50,117.93</b></u>	<u><b>38,383.48</b></u>
<b>NOTE 10 - OTHER INCOME</b>		
Income from Investments (Gross)		
Interest on		
Fixed Deposits	163.30	143.16
Income Tax	13.60	24.05
Dividend	65.03	34.25
Profit on Sale of Investment	-	0.07
Other non-operating income	33.11	44.38
	<u><b>275.04</b></u>	<u><b>245.91</b></u>

	2011-2012 ₹ lakhs	2010-2011 ₹ lakhs
<b>NOTE 11 - COST OF MATERIAL AND COMPONENTS CONSUMED</b>		
Inventory at the beginning of the year	1,178.95	1,190.64
Add : Purchases	<u>39,859.98</u>	<u>27,042.97</u>
	<b>41,038.93</b>	<b>28,233.61</b>
Less : Inventory at the end of the year	<u>1,470.36</u>	<u>1,178.95</u>
	<b>39,568.57</b>	<b>27,054.66</b>
<b>Details of raw material and components consumed</b>		
Ferrous and Non-ferrous metals	498.77	495.45
Pipes	87.49	64.62
Stampings	1,250.27	995.94
Copper wires, strips, rods etc.	1,303.75	1,219.76
Ball Bearings	753.97	356.74
Components & Others	<u>35,674.32</u>	<u>23,922.15</u>
	<b>39,568.57</b>	<b>27,054.66</b>
<b>Details of inventories</b>		
Ferrous and Non-ferrous metals	114.82	39.41
Pipes	20.10	13.17
Stampings	55.01	55.13
Copper wires, strips, rods etc.	46.27	115.89
Ball Bearings	63.94	91.25
Components & Others	<u>1,170.22</u>	<u>864.10</u>
	<b>1,470.36</b>	<b>1,178.95</b>
<b>NOTE 12 - CHANGE IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS</b>		
Inventory at the beginning of the year		
Work-in-progress	2,807.61	2,447.14
Finished Goods	<u>269.64</u>	<u>310.41</u>
	<b>3,077.25</b>	<b>2,757.55</b>
Inventory at the end of the year		
Work-in-progress	4,756.26	2,807.61
Finished Goods	<u>668.85</u>	<u>269.64</u>
	<b>5,425.11</b>	<b>3,077.25</b>
	<u>(2,347.86)</u>	<u>(319.70)</u>
<b>Details of inventories</b>		
Work-in-progress		
Pumps	1,006.60	610.22
Rotating Electric Machines	2,227.49	1,130.50
Hydro-generating sets	179.39	94.68
Switchboards	931.11	665.62
Vacuum Contactors	399.05	290.02
Relays	12.62	16.57
	<u>4,756.26</u>	<u>2,807.61</u>
<b>Finished Goods</b>		
Pumps	144.27	13.05
Rotating Electric Machines	313.96	204.06
Hydro-generating sets	158.53	34.54
Switchboards	52.06	17.99
Relays	0.03	-
	<u>668.85</u>	<u>269.64</u>

## 68th Annual Report

	2011-2012 ₹ lakhs	2010-2011 ₹ lakhs
<b>NOTE 13</b>		
<b>a) Employee benefits expense</b>		
Salaries and Wages	3,799.92	3,256.30
Contribution to Provident and other funds	411.80	421.70
Staff welfare expense	189.40	134.06
	<u>4,401.12</u>	<u>3,812.06</u>
<b>b) Other expenses</b>		
Consumption of Stores and spares	183.77	138.34
Power and Fuel	240.85	247.06
Rent	41.74	30.24
Repairs and Maintenance to		
: Building	77.55	44.49
: Machinery	83.52	64.49
: Others	113.03	73.28
Insurance	89.07	88.13
Rates and Taxes	41.17	42.85
Excise Duty	98.92	32.43
Increase/(decrease) of Excise Duty on inventory	54.65	(6.87)
Fees and Royalty	-	2.71
Publicity	106.18	89.20
Commission	10.56	42.88
Freight and Forwarding Charges	235.23	127.61
Stationery, Postage, Telephones and Telex	84.43	70.56
Bank Charges	613.33	524.64
Cash Discount	4.26	3.15
Audit Fees and Expenses	5.10	5.16
Legal & Professional Fees	256.93	299.59
Travelling	395.71	334.24
Directors' Fees	0.76	0.88
Membership Fees and Subscriptions	8.37	9.79
Charity & Donation	17.75	21.21
Bad Debts Written Off	156.18	151.69
Miscellaneous Expenses	463.87	274.58
Provision for diminution in value of investment	0.11	-
	<u>3,383.04</u>	<u>2,712.33</u>
Payment to auditors		
As auditor :		
Audit fees	2.75	2.75
Tax audit fees	0.75	0.75
Other services	0.71	0.54
Cost audit fees	0.50	0.70
Other services	0.04	0.12
Reimbursement of expenses	0.35	0.30
	<u>5.10</u>	<u>5.16</u>

	2011-2012 ₹ lakhs	2010-2011 ₹ lakhs
<b>NOTE 14 - FINANCE COST</b>		
Interest	3,631.33	2,883.00
Others	48.94	11.84
	<u>3,680.27</u>	<u>2,894.84</u>
<b>NOTE 15 - RESEARCH AND DEVELOPMENT EXPENSES</b>		
Material Consumption	7.41	41.30
Salaries, Wages, Bonus, Gratuity and Other Benefits	290.56	233.17
Contribution to Provident, Family Pension, Superannuation and Other Funds	58.38	44.60
Power and Fuel	5.97	7.82
Others	193.74	201.75
	<u>556.06</u>	<u>528.64</u>
<b>NOTE 16 - EXCEPTIONAL ITEMS</b>		
(Profit)/ Loss on sale of fixed assets	(11.93)	10.14
	<u>(11.93)</u>	<u>10.14</u>

**NOTES TO FINANCIAL STATEMENTS for the year ended 31<sup>st</sup> March 2012.**

**NOTE 17 - SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY NOTES AND INFORMATION**

**1. Significant Accounting Policies:**

**(A) Basis of Preparation of Financial Statements**

The Financial Statements are prepared as per historical cost conversion and on Accrual basis and are in conformity with mandatory Accounting Standards issued by the Institute of Chartered Accountants of India and relevant provisions of the Companies Act, 1956 and the generally accepted accounting policies in India.

**(B) Sales and Income from Operation**

Sales of goods :

- (i) Sales are accounted on dispatch of goods. Net Sales exclude amounts recovered towards sales tax, octroi, freight and is net of discounts. 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.
- (ii) Export sales are recognized on the date of bill of lading / Airway bill.

Income from Services :

Repairs and Service Income is recognised as revenue after the service is rendered.

Other Operating Income :

Income from royalty and others is recognized on an accrual basis in accordance with the terms of the relevant agreement.

Claims receivable are accounted at the time of lodgment, depending on the certainty of receipt and claims payable are accounted at the time of acceptance.

Excise duty / Duty Drawback refund claims are accounted as and when accrued.

Interest & Dividend :

Interest :-

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

Dividend :-

Dividend income is recognized when the Company's right to receive dividend is established by the reporting date.

**(C) Fixed Assets, Depreciation, Amortization and Impairment Loss**

- (i) Fixed Assets are stated at cost of acquisition (net of cenvat wherever applicable and expenditure incurred including interest on borrowing and financial cost) / 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) Intangible Fixed Assets: Over their estimated economic life, in accordance with Accounting Standard on 'Intangible Assets' (AS-26)
- (iv) An amount representing the difference between depreciation on Revalued Assets and on Original Cost of Assets is transferred from Revaluation Reserve to Statement of Profit and Loss.
- (v) Leasehold Land is amortized over the period of Lease, if any.
- (vi) In case, the recoverable amount of the fixed assets is lower than its carrying amount, a provision is made for the impairment loss, if any.

**(D) Investments**

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

**(E) Inventories**

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

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

Work-in-progress and finished goods are valued at lower of cost and net realizable value. Cost includes direct materials, labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty and is determined on a weighted average basis.

**(F) Debenture / Share Issue Expenses**

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

**(G) Employee Benefits** Employee benefits to employees are provided as follows:

- (i) Gratuity : The gratuity liability is funded through the scheme administered by the ICICI Prudential Life Insurance Co.Ltd., and the amount paid/provided under the scheme are charged to Statement of Profit and Loss on the basis of actuarial valuations.
- (ii) Superannuation : Superannuation payable as per Superannuation Scheme is provided by payment to Superannuation Trust Fund, administered by the ICICI Prudential Life Insurance Co.Ltd.
- (iii) Company's contributions payable to Provident Fund and Family Pension Fund are charged to Statement of Profit and Loss.
- (iv) The Company extends the benefit of encashment of leave to its employees while in service as well as on retirement. 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.

**(H) R & D Expenses**

All revenue expenses related to R & D including expenses in relation to development of product / processes are charged to the Profit & Loss Account in the year in which it is incurred.

## 68th Annual Report

### (I) Foreign Currency Transactions

Monetary assets and liabilities related to foreign currency transactions remaining unsettled at the end of the year are translated at year end exchange rates.

### (J) Derivative Transactions

The Company uses derivative financial instruments, such as Forward Exchange Contracts, to hedge its risks associated with foreign currency fluctuations. At every period end all outstanding derivative contracts are fair valued on a mark-to-market basis and any loss on valuation is recognised in the Statement of Profit and Loss, on each contract basis. Any gain on mark-to-market valuation on respective contracts is not recognised by the Company.

### (K) Income Taxes

Income tax expense comprises Regular Tax or Minimum Alternate Tax and is provided for as required by Income Tax Law and Rules & Regulations framed thereunder.

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

### (L) Contingent Liabilities and Commitments

- (a) Provisions are recognized 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 recognized nor disclosed in the financial statement except MAT Credit Entitlement.

	<u>2011-12</u>	<u>2010-11</u>
	(₹ lakhs)	(₹ lakhs)
2. Estimated value of Capital contracts yet to be executed and not provided	974.62	857.54
3. Contingent liabilities not provided for:		
- Bills/Cheques discounted with scheduled banks	1802.04	360.71
- Income Tax	141.68	153.40
- Wealth Tax	-	2.43
- Service Tax	14.70	13.85
- Central Sales Tax	-	31.81
4. An amount of ₹ 8,38,462 representing difference between Depreciation on Revalued Assets and on original cost of assets is transferred from Revaluation Reserve to Statement of Profit and Loss.		
5. <b>Earning Per Share</b>	<u>2011-12</u>	<u>2010-11</u>
Profit after Tax available for equity shareholders (₹ lakhs) (A)	743.82	1186.30
No. of Equity Shares / Weighted Average number of equity shares (B)	171,28,992	146,84,284
Earning per share (Basic and diluted) (in ₹) (A/B)	4.34	8.08
Face value of ₹ 10 per share		

6. Net Loss on account of foreign exchange fluctuation ₹ 64.45 lakhs (Previous Year Net Gain ₹ 10.39 lakhs) has been accounted for in the Profit & Loss Account.

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

	2011-12	2010-11
		(₹ lakhs)
a) Amounts due to Small Scale Undertakings (Total Amount)	<b>187.92</b>	156.46
b) Amount Overdue on account of principal and / or interest	<b>18.43</b>	7.90
c) Amount Outstanding together with interest for more than 45 days	<b>18.43</b>	7.90

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

	2011-12	2010-11
		(₹ lakhs)
(a) (i) The principal amount remaining unpaid to any supplier at the end of accounting year	<b>187.92</b>	156.46
(ii) The interest due on above	<b>0.82</b>	0.78
(b) Amount of interest paid by the buyer in terms of Section 16 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.	—	—

8. Disclosures for defined benefit plans based on actuarial reports as on 31<sup>st</sup> March, 2012

	2011-12		2010-11	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
<b>Expenses recognized in the Statement of Profit &amp; Loss</b>				
Current Service Cost	<b>60.80</b>	<b>36.13</b>	55.45	33.90
Interest Cost	<b>80.75</b>	<b>18.94</b>	72.51	15.91
Employer Contributions	—	—	—	—
Expected return on plan assets	<b>(33.31)</b>	—	(21.60)	—
Net Actuaries (Gains) / Losses	<b>(33.19)</b>	<b>(8.26)</b>	87.95	7.66
Past Service Cost	—	—	—	—
Settlement Cost	—	—	—	—
<b>Total Expenses</b>	<b>75.05</b>	<b>46.81</b>	194.31	57.47

(₹ lakhs)				
	2011-12		2010-11	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
<b>Net Asset / (Liability) recognised in the Financial Statement as at 31st March, 2012</b>				
Present value of Defined Benefit Obligation as at 31st March, 2012	1116.52	254.60	1018.26	238.88
Fair Value of plan asstes as at 31st March, 2012	443.29	-	370.07	-
Funded status [ Surplus / (Deficit) ]	(673.23)	(254.60)	(648.19)	(238.88)
Net Asset / (Liability) as at 31st March, 2012	(673.23)	(254.60)	(648.19)	(238.88)
<b>Change in Obligation during the Year ended 31st March, 2012</b>				
Present value of Defined Benefit Obligation at beginning of the year	648.19	238.88	914.42	200.67
Current Service Cost	60.80	36.13	55.45	33.90
Interest Cost	80.75	18.94	72.52	15.92
Settlement Cost	-	-	-	-
Past Service Cost	-	-	-	-
Employer Contributions	(50.00)	-	(370.07)	-
Acturies (Gains) / Losses	65.99	(8.26)	66.42	7.66
Benefits Payments	(132.50)	(31.09)	(90.55)	(19.27)
Present value of Defined Benefit Obligation at the end of the year	673.23	254.60	648.19	238.88
<b>Actuarial Assumptions</b>				
Discount Rate	8.75%	8.75%	7.93%	7.93%
Expected rate of return on plan assets	8.75%	0.00%	9.00%	0.00%
Rate of escalation in salary (p.a.)	6.00%	6.00%	6.00%	6.00%

9. 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).
10. 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 taken place during the year

- (a) Subsidiaries Company : —
- (b) Associate Companies : JSL Industries Ltd.  
: Insutech Industries Ltd
- (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 - Mrs. Tejal Rahul Amin

(e) Transactions with related parties during the year 2011-12

(₹ lakhs)

Nature of Transactions	Associate Companies	Joint Venture	Key Management Personnel
Purchases	<b>995.28</b> (835.61)	— (—)	— (—)
Sales	<b>57.86</b> (34.65)	<b>334.10</b> (974.46)	— (—)
Managerial Remuneration / Sitting fees	— (—)	— (—)	<b>143.59</b> (157.69)
Rent	<b>3.97</b> (—)	— (—)	<b>6.71</b> (5.63)
Outstandings			
- Payables	<b>157.19</b> (168.06)	— (—)	<b>17.99</b> (12.86)
- Receivables	— (—)	<b>0.87</b> (92.79)	— (—)

11. Net Deferred Tax Asset / Liability of ₹ 281.52 lakhs for the year on account of Leave Pay, Gratuity, Super Annuation, VRS and Depreciation has been recognized to the Statement of Profit & Loss.

(a) The Deferred Tax Assets and Liabilities for the year comprise of the following:

	<b>As at 31-03-2012 (₹ lakhs)</b>	As at 31-03-2011 (₹ lakhs)
Deferred Tax Liability	<b>283.86</b>	202.57
Less : Deferred Tax Assets	<b>2.34</b>	177.22
Deferred Tax Expense for the year	<b>281.52</b>	25.35

(b) The Break up of Cumulative Net Deferred Tax Liability/(Asset) :

Deferred Tax Liability :-		
- Depreciation	<b>537.40</b>	286.93
- Others	<b>192.78</b>	159.38
	<b>730.18</b>	446.31
Deferred Tax Assets :-		
- Expenditure allowable on Actual Payment (Net of Provisions)	<b>70.26</b>	67.91
- Reversal of assets of earlier years	<b>238.68</b>	238.68
	<b>308.94</b>	306.59
Net Deferred Tax Liability/(Assets)	<b>421.24</b>	139.72

## 68th Annual Report

### 12. (a) Finance Lease Obligations :

The Company has acquired certain hardware, software etc under finance lease. Minimum lease payments outstanding as on 31<sup>st</sup> March 2012 in respect of these assets are as follows :

(₹ lakhs)

DUE	Total Minimum Lease Payment outstanding as on 31st March, 2012	Interest Not Due	Present Value of Minimum Lease Payments
Within One Year	77.70	9.07	68.63
Later than One Year but Not later than Five Years	40.37	3.87	36.50
<b>TOTAL</b>	<b>118.07</b>	<b>12.94</b>	<b>105.13</b>

### (b) Operating Lease Obligations :

#### ( i ) Where the Company is a Lessee :

The Company has taken various commercial premises under operating lease or leave and license agreements. Lease Payments are recognised in the Profit & Loss Account.

₹ In lakhs

Payable not later than one year

33.95

13. (a) The accounts of Trade Receivables, Trade Payables and Advances are subject to reconciliation. The management does not expect any material difference affecting the financial statements on reconciliation.

(b) In the opinion of the Board, Current Assets, Loans and Advances have values on realization in the ordinary course of business at least equal to the amount at which they are stated.

14. There are no amounts due and outstanding to be credited to Investor Education & Protection Fund as at 31<sup>st</sup> March, 2012.

15. The Company has forfeited 5,30,000 No. of Equity Warrants @ ₹ 20.75 (25% of warrant price) aggregating to ₹ 1,09,97,500 due to non-exercising of warrants by warrant holders and the same amount transferred to Capital Reserve.

16. In reference with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under Income Tax Act, 1961, during the year the amount of ₹ 225.60 lakhs has been recognized against the MAT provision.

MAT Credit Entitlement is recognized as Asset under the head "Loans and Advances". Hence, in the Statement of Profit and Loss, the Current Tax is reflected as under:

Current Tax (MAT Provision)	₹ 225.60 lakhs
Less : MAT Credit Entitlement	₹ 225.60 lakhs
Net Current Tax Expense	—

17. The Company enters into Forward Exchange Contracts, being derivative instruments, which are not intended for trading or speculative purpose, but for hedging purposes, to establish the amount of reporting currency required or available at the date of settlement of certain payables and receivables.

The outstanding position and exposure are as under:-

a) Forward Contract Outstanding as on 31<sup>st</sup> March, 2012 :-

Particulars	Currency	lakhs
Forward Contract	USD	5.00
Forward Contract	USD	1.58
Forward Contract	USD	0.56
	<b>USD</b>	<b>7.14</b>
Forward Contract	EURO	2.73
Forward Contract	EURO	3.00
Forward Contract	EURO	2.00
Forward Contract	EURO	0.69
	<b>EURO</b>	<b>8.42</b>

18. Repayment Schedule of Bank Loans :-

Details Of Bank Loans	INSTALLMENT		
	Period	No	Starting
Term Loan	Quartely	15	September - 2009
Capex Term Loan (2009-10)	Quartely	20	October - 2010
Capex Term Loan (2010-11)	Quartely	20	September - 2011
Capex Term Loan (Wind Blade)	Quartely	20	October - 2011
Capex Term Loan (2011-12)	Quartely	20	October - 2012
Retention Money Term Loan (2009-10)	Quartely	8	April - 2010
Retention Money Term Loan (2010-11)	Quartely	20	June - 2012
Retention Money Term Loan (2011-12)	Quartely	20	October - 2013
Capex Term Loan (Test Bed)	Quartely	20	April - 2010

19. The Company has earlier got sanctioned Loan of ₹ 10.00 crores from the Technology Development Board (TDB) at concessional rate of 5% for the project of Design and Development of 850 kw Wind Energy Converter System. Since the project is under progress and the Company has only drawn loan upto ₹ 2.50 crores, the Company has requested TDB to extend project completion date along with relevant loan re-payment schedule, which proposal is under active consideration by TDB.

20. During the year ended 31<sup>st</sup> March, 2012 the Revised Schedule VI notified under the Companies Act, 1956 has become applicable to the Company for preparation and presentation of its financial statements. The adoption of Revised schedule VI does not impact recombination and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The company has also reclassified the previous year's figures in accordance with the requirements applicable in the current year. In view of this reclassification, certain figures of current year are not strictly comparable with those of the previous year.

21. **Additional information required under Revised Schedule VI to the Companies Act, 1956 (As certified by the Management)**

<b>i) IMPORTS CALCULATED ON C.I.F. BASIS</b>	(₹ lakhs)
Raw Materials	<b>10,220.51</b> (3,145.97)
Capital Goods	<b>726.34</b> (888.40)

## 68th Annual Report

<b>ii) EXPENDITURE IN FOREIGN CURRENCIES</b>		(₹ lakhs)
Travelling Expenses		<b>59.73</b> (54.79)
Interest and Financial Charges		<b>29.45</b> ( - )
Others		<b>489.52</b> (490.66)
<b>iii) RAW MATERIALS CONSUMED</b>	(₹ lakhs)	% to Total Consumption
a) Imported	<b>9,957.02</b> (3,174.10)	<b>25.17</b> (11.74)
b) Indigenous	<b>29,611.55</b> (23,880.56)	<b>74.83</b> (88.26)
	<b>39,568.57</b> (27,054.66)	<b>100.00</b> (100.00)
<b>iv) EARNINGS IN FOREIGN EXCHANGE</b>		(₹ lakhs)
a) F.O.B Value of Exports		<b>307.41</b> (1,347.71)
b) Dividend		<b>64.74</b> (34.10)
<b>v) Stores Consumed</b>		(₹ lakhs)
a) Imported		- ( - )
b) Indigenous		<b>183.77</b> (138.34)
(Previous year's figures are shown in brackets)		

**STATEMENT OF CASH FLOW PREPARED PURSUANT TO THE LISTING AGREEMENT  
WITH STOCK EXCHANGES FOR THE YEAR ENDED ON 31ST MARCH, 2012.**

	2011-2012 ₹ lakhs	2010-2011 ₹ lakhs
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before tax and non-recurring items	1,127.73	1,521.65
<b>Adjustments for</b>		
1. Depreciation	690.82	451.81
2. Finance Cost charged to Profit & Loss Accounts	3,680.27	2,894.84
3. Interest Received	(176.90)	(167.21)
4. Dividend Received	(65.03)	(34.25)
5. (Profit)/Loss on Sale of Fixed Assets (Net)	(11.93)	10.14
6. Profit on sale of investments	-	(0.07)
7. Provision for diminution in value of Investments	0.11	-
	<u>4,117.34</u>	<u>3,155.26</u>
Operating profit before change in working capital	5,245.07	4,676.91
<b>Movement in Working Capital</b>		
1. Inventories	(2,639.27)	(308.01)
2. Trade receivable	(21,625.92)	(4,238.92)
3. Long-term Loans and Advances	(100.14)	(1,349.78)
4. Short-term Loans and Advances	(1,566.07)	(75.22)
5. Other current assets	2.93	(88.66)
6. Trade payable	13,009.96	1,801.33
7. Long-term current liabilities	751.92	(75.45)
8. Short-term current liabilities	6,941.57	1,211.34
9. Long-term provisions	(5.71)	(47.77)
10. Short-term provisions	46.48	168.83
	<u>(5,184.25)</u>	<u>(3,002.31)</u>
Net change in working capital	(5,184.25)	(3,002.31)
Cash Generated from Operations	60.82	1,674.60
Direct Taxes Paid (Net)	(84.32)	(483.95)
<b>NET CASH INFLOW FROM OPERATING ACTIVITIES</b>	<u>(23.50)</u>	<u>1,190.65</u>

## 68th Annual Report

	2011-2012 ₹ lakhs	2010-2011 ₹ lakhs
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
1. Purchase of Fixed Assets	(4,691.71)	(3,689.66)
2. Proceeds from Sale of Fixed Assets	32.50	20.03
3. Sale of Investments	-	0.01
4. Interest Received	176.90	167.21
5. Dividend Received	65.03	34.25
6. Profit on sale of investments	-	0.07
7. Profit/(Loss) on Sale of Fixed Assets (Net)	11.93	(10.14)
<b>NET CASH UTILISED IN INVESTING ACTIVITIES</b>	<b>(4,405.35)</b>	<b>(3,478.23)</b>
<b>C. CASH FLOW FROM FINANCIAL ACTIVITIES</b>		
1. Proceeds from Issue of Equity Warrants/Equity Shares	-	3,774.47
2. Proceeds from long-term borrowings (Net)	5,210.98	1,055.50
3. Proceeds from short-term borrowings (Net)	3,689.19	1,914.63
4. Interest Paid	(3,568.60)	(3,100.23)
5. Dividend/ Dividend Tax Paid	(234.38)	(147.43)
<b>NET CASH GENERATED IN FINANCIAL ACTIVITIES</b>	<b>5,097.19</b>	<b>3,496.94</b>
<b>NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A + B + C)</b>	<b>668.34</b>	<b>1,209.36</b>
Cash and Cash Equivalents as at 01/04/2011	3,760.09	2550.73
Cash and Cash Equivalents as at 31/03/2012	4,428.43	3760.09

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

As per our Report attached of even date

**For V. H. Gandhi & Co.**  
Chartered Accountants  
Firm Reg. No.: 103047W

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

**Vijay H. Gandhi**  
Proprietor  
M. No. 35581

**Ajay Kamdar**  
Vice President (Finance)

**Mrs. T. R. Amin**  
**U. V. Desai**  
**B. J. Patel**

**Dr. M. H. Mehta**  
**Dr. B. S. Pathak**  
**Dr. M. Ramamoorthy**

Vadodara  
24<sup>th</sup> May, 2012

**Suresh Singhal**  
Associate Vice President (Legal) &  
Company Secretary

Vadodara  
24<sup>th</sup> May, 2012



## ATTENDANCE SLIP

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

I, hereby record my presence at the SIXTY EIGHTH 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 10.00 a.m. on THURSDAY, the 27th September, 2012.

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.



## 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 EIGHTH ANNUAL GENERAL MEETING of the Company to be held on THURSDAY, the 27th SEPTEMBER, 2012 and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2012.

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.

## Jyoti Ltd. signed Collaboration Agreement with DMW Corporation, Japan for Large Pumps for Power and Irrigation



## Jyoti at ELECRAMA 2012



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To,

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**68<sup>th</sup>** ANNUAL REPORT  
2011 - 12

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

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

68th Annual General Meeting on  
Thursday, the 27th September, 2012  
at the Registered Office, Nanubhai Amin Marg,  
Industrial Area, P.O. Chemical Industries,  
Vadodara - 390 003.