



BOLIC SPRINGS LIMITED

**BOARD OF DIRECTORS**

: Mr. B.S. Jauhar
(Chairman)

Mr. K. Sasaki
(NHK Nominee)

Mr. Ashok Kumar

Mr. I.C. Goel

Mr. R.K. Chavali
(IFCI Nominee)

Mr. P.S. Jauhar
(Whole-time Director)

TECHNICAL COLLABORATORS

: NHK Spring Co. Limited, Japan

AUDITORS

: M/s. A.K. Kalia & Associates
Chartered Accountants,
Chandigarh.

BANKERS

: State Bank of India
ICICI Bank Limited

**REGISTERED OFFICE & WORKS
AND SHARES DEPARTMENT**

: A-30(a), Phase VII, Industrial Area,
SAS Nagar, Mohali, Distt. Ropar.
Punjab - 160057.

Phone : (0172) 253577, 253269, 253777
Telex : 0395-7583 JPSL-IN
Fax : (0172) 253015
E-mail : accounts@jpsl.com

DELHI OFFICE

: 2, Park Lane, Kishan Garh,
Vasant Kunj,
New Delhi.- 110070
Phone : (011) 6896960, 6893192
Fax : 91-11-6896948
E-mail : kishore@jaispring.com

JAI PARABOLIC SPRINGS LIMITED**FINANCIAL HIGHLIGHTS**

(Rs. in lacs)

YEAR ENDED	30.06.2000	30.06.99 (15 MONTHS)	31.03.98	31.03.97	31.03.96
WHAT THE COMPANY OWNED					
Fixed Assets					
Gross Block*	8838.44	8392.20	7308.77	5031.56	3287.47
Less: Depreciation (Cumulative)	1879.87	1454.29	1128.39	925.73	676.76
Net Block	6958.57	6937.91	6180.38	4105.83	2610.71
Investments	1098.58	1098.58	1100.19	1100.93	1100.93
Current Assets	4309.47	5777.89	5138.29	5499.85	4106.54
	12366.62	13814.38	12418.86	10706.61	7818.18
WHAT THE COMPANY OWED					
Long Term Funds	5037.80	4785.42	3311.68	2489.73	2322.40
Medium/Short Term Funds	347.88	184.66	262.22	748.05	184.38
Working Capital from Banks	1731.31	1925.82	1482.78	983.69	354.13
Current Liabilities & Provisions	1420.52	1692.36	1822.61	2430.93	1089.96
	8537.51	8588.26	6879.29	6652.40	3950.87
SHAREHOLDERS' FUND					
Equity Share Capital	1320.94	1320.94	1320.94	1122.61	1122.49
Reserves & Surplus	2561.31	3968.44	4291.34	3027.68	2859.84
Intangibles	-53.14	-63.25	-72.71	-96.08	-115.02
Net Worth of the Company	3829.11	5226.13	5539.57	4054.21	3867.31
FCD(Conversion on 1.4.95)	-	-	-	-	-
Preference Shares	-	-	-	-	-
	3829.11	5226.13	5539.57	4054.21	3867.31
SALES & EARNINGS					
Sales	6380.74	6409.72	5337.52	7413.61	5173.67
Other Income	4.04	2.41	32.81	230.42	162.36
	6384.78	6412.13	5370.33	7644.03	5336.03
Total Expenditure	5986.56	5789.82	4648.92	6367.48	4309.17
Operating Profit	398.22	622.31	721.41	1276.55	1026.86
Interest	1343.66	617.38	405.77	585.64	460.21
Gross Profit/ (loss)	(945.44)	4.93	315.64	690.91	566.65
Depreciation/Write Offs	461.70	357.83	231.99	263.80	234.46
Profit/ (loss) before Tax	(1407.14)	-352.90	83.65	427.11	332.19
Provision for Tax	-	0.00	10.00	62.00	0.00
Profit/ (loss) after Tax	(1407.14)	-352.90	73.65	365.11	332.19
Cash Earnings per Equity Share	-	0.04	2.65**	5.58	5.05
Earnings per Equity Share	-	-	0.64	3.25	2.96
Dividend per Equity Share	-	-	-	1.60	1.60
Net Worth per Equity Share	28.99	39.56	47.93	36.12	34.45
Current Ratio	1.37	1.60	1.55	1.61	2.84
Debt Equity Ratio	1.32	0.92	0.60	0.61	0.60

* Including Capital Work-in-Progress, Pre-operative Expenses pending capitalisation.

** Annualised



NOTICE

NOTICE is hereby given that the 15th Annual General Meeting of the shareholders of Jai Parabolic Springs Limited will be held on Saturday, 30th December, 2000 at 10.00 A.M. at A-30(a), Phase – VII, Industrial Area, S.A.S. Nagar, Mohali – 160 057 Distt. Ropar (Punjab) to transact the following business :

AS ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 30th June 2000 and Profit & Loss Account of the Company for the year ended on that date and the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ashok Kumar who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint Auditors to hold office from conclusion of the forthcoming Annual General Meeting and to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary resolution** :

"RESOLVED THAT M/s.A.K.Kalia & Associates, Chartered Accountants, be and are hereby re-appointed Auditors of the Company from the conclusion of this Annual General Meeting of the Company upto the conclusion of the next Annual General Meeting on such remuneration exclusive of traveling and other out-of-pocket expenses as may be decided by the Board of Directors, who be and are hereby authorised to fix the same."

AS SPECIAL BUSINESS

4. ALTERATION IN ARTICLES OF ASSOCIATION :

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **SPECIAL RESOLUTION** :

"RESOLVED THAT pursuant to section 31 and other applicable provisions of the Companies Act, 1956 the Articles of Association of the Company be and are hereby altered to the extent and in the manner as set out hereunder :-

- I. The following new Article 30 A be inserted after Article 30.

30A Dematerialisation of Securities

i. Definition :

For the purposes of these Articles, unless the context otherwise requires:

Beneficial Owner : 'Beneficial owner' means the beneficial owner as defined in Clause (a) of sub-section (1) of Section 2 of the Depositories Act, 1996;

Bye-Laws : 'Bye-Laws' means bye-laws made by the Depository under Section 26 of the Depositories Act, 1996;

Depositories Act : 'Depositories Act' means the Depositories Act, 1996 and any Statutory modification(s) or re-enactment thereof for the time being in force;

SEBI : 'SEBI' means the Securities & Exchange Board of India,

Depository : 'Depository' means a company formed and registered under the Companies Act, 1956 and which has been granted a certificate of registration to act as depository under the Securities & Exchange Board of India Act, 1992;

Security : 'Security' means such security as may be specified by SEBI from time to time;

Record : 'Record' [includes the records maintained in the form of books or stored in a computer or in such other form] as may be determined by the regulations made by SEBI;

Regulations : 'Regulations' means the regulations made by SEBI;

JAIPARABOLIC SPRINGS LIMITED

Shareholder or Member : 'Shareholder or Member' means the duly registered holder, from time to time of the shares of the Company and includes the subscribers to the Memorandum of of the Company and also every person holding Equity Shares and/or preference shares of the Company, as also one whose name is entered as beneficial owner of the shares in the records of a Depository,

ii. **Dematerialisation**

Notwithstanding anything contained in these Articles, the Company shall be entitled, as and when decided by the Board of Directors to dematerialise or rematerialise its shares, debentures and/or other securities (both existing and future) and to offer its shares, debentures and other securities for subscription in a dematerialised form pursuant to the Depositories Act, 1996 and the Rules framed thereunder, if any;

iii. **Options for Investors**

- a. Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold the securities with a depository. Such a person who is the beneficial owner of the securities can at any time opt out of a depository, if permitted by the law, in respect of any security in the manner provided by the Depositories Act, and the company shall, in the manner and within the time prescribed, issue to the beneficial owner the required Certificates of Securities.
- b. If a beneficial owner seeks to opt out of a Depository in respect of any security, the beneficial owner shall inform the Depository accordingly. The Depository shall, on receipt of the intimation as above, make appropriate entries in its record and shall inform the Company accordingly.
The Company shall within 30 (thirty) days of the receipt of intimation from the Depository and on fulfillment of such condition and on payment of such fees as may be prescribed by the regulations, issue the certificate of securities to the beneficial owner or the transferee as the case may be.
- c. If a person opts to hold his security with a depository, the Company shall intimate such depository the details of allotment of the security, and on the receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the security.

iv. **Securities in Depositories to be in fungible form**

All securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in Section 83, 108, 153, 153A, 153B, 187B, 187C and 372A of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners. Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held with a depository.

v. **Rights of Depositories and Beneficial owners**

- a. Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner.
- b. Save as otherwise provided in (i) above, the depository as the registered owner of the securities shall not have any voting rights or any rights in respect of the securities held by it.
- c. Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in the respect of his securities, which are held by a depository.

vi. **Depository to Furnish Information**

Notwithstanding anything in the Act or these Articles of the Contrary, where securities are held in a depository, the record of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.

vii. **Intimation to Depository**

Notwithstanding anything in the Act or these Articles, where securities are dealt by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.



viii. **Register and Index of Beneficial Owners**

The Register and index of beneficial owners maintained by a depository under Section 11 of the Depositories Act, 1996 shall be deemed to be the Register and Index of members and security holders for the purposes of these Articles.

ix. **Stamp Duty on Securities held in Dematerialised Form**

No stamp duty would be payable on shares and securities held in dematerialised form in any medium as may be permitted by law including any form of electronic medium.

ii) The following New Article 66A and 66B be inserted after the existing Article 66.

66A. Nomination facility to Shareholders :

- i. Notwithstanding anything contained in these articles every shareholder/all joint holders of any shares of the Company may at any time, nominate a person to whom his/their shares shall vest in the event to his/their death in such manner as may be prescribed under the Act
- ii. Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary otherwise, but subject to the provisions of the Act and Article 66 B where a nomination made in the manner aforesaid purports to confer on any person the right to vest the shares, the nominee shall on death of the shareholders/joint holders become entitled to all the right on such shares to the exclusion of or other persons unless the nomination is varied or cancelled in the manner as may be prescribed under the Act.

66B. Transmission of Securities by Nominee.

A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either

- a) to register himself as holder of share or
- b) to make such transfer of the shares as the deceased shareholder could have made.

Provided that the nominee shall deliver or send to the Company a notice in writing stating his election of either of the above two options and such notice shall be accompanied with death certificate of the deceased shareholder. Provided further that the Board may at any time give notice requiring any such person to elect either to be registered himself or to transfer the shares and if the notice is not complied within 90 days the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the shares until the requirements of the notice have been complied with.

Report



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By order of the Board

Place : New Delhi
Date : December 5, 2000

P.S. JAUHAR
Whole Time Director

JAIPARABOLIC SPRINGS LIMITED**NOTES**

1. The relative Explanatory Statement pursuant to Section 173 (2) of the Companies Act,1956 in respect of Special Business set out above is annexed hereto :
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE EFFECTIVE MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE MEETING. A BLANK PROXY FORM IS ENCLOSED.
3. Shareholders seeking information with regard to accounts are requested to write to the Company at least ten days in advance as to enable the Company to keep the information ready.
4. Members/Proxies are requested to bring their copy of the Annual Report to the meeting as copies of the Report will not be distributed at the meeting.
5. Members are requested to advise the Company immediately of any change in their address.
6. The Register of Members and Share Transfer Books of the Company were remained closed from September 21,2000 to September 30,2000 (both days inclusive) and were opened on October 1,2000
7. The unclaimed dividend which is due for transfer to the Central Government is as follows :

Financial Year Ended	Due for transfer on
31.03.96	10.11.2001
31.03.97	10.11.2002

Members who have not encashed their dividend warrants for the aforesaid financial years are requested to approach the Company for obtaining duplicate dividend warrants.

8. As per the provisions of the amended Companies Act,1956 facility for making nomination is now available to individuals holding shares in the Company. The nomination form prescribed by the Government can be obtained from the share department of the Company.
9. The Securities and Exchange Board of India (SEBI) has notified the equity shares of your Company to be compulsorily traded in dematerialised form w.e.f. 26th February,2001. Members desiring to have their shares in dematerialised form may send their Share Certificates through their depository participants to the Company.

EXPLANATORY STATEMENT

The Explanatory Statement for Item No.4 of the accompanying Notice is as under :

Item No. 4

The Securities and Exchange Board of India (SEBI) has notified the Equity Shares of your Company to be compulsorily traded in dematerialised form w.e.f.26th February,2001.

The Companies Act,1956 as amended by the Companies (Amendment) Act,1999, now facilitates through relevant provisions the implementation of the depository system of trading in dematerialised shares and interalia provides provisions for information & facilities to every holder of shares. To facilitate the implementation of Depository system, SEBI directive and to include the enabling provisions of the Depositories Act,1996 and the provisions pertaining to nomination facilities in the Articles of Association of the Company, the Board recommends the special resolution as item no. 4 for the approval of members as required under section 31 of the Companies Act,1956.

None of the Directors of the Company is deemed whether directly or indirectly to be concerned or interested in the said Resolution.

Copy of the Memorandum and Articles of Association of the Company together with the proposed alteration shall be open for inspection to the shareholders at the Company's Registered office on any working day and inclusive of the date of Annual General Meeting between 10.00 am to 1.00 p.m.



DIRECTORS' REPORT

To the Members,

The Directors of your Company present herewith 15th Annual Report and the Audited Statements of Accounts for the Financial year ended June 30,2000.

FINANCIAL RESULTS

Particulars	(Rs.in lacs)	
	Year Ended June 30,2000	15 Months Period ended June,30,1999
Sales & Other Income	6384.78	6412.13
Gross Operating Profit	398.22	622.31
Financial Expenses	1343.66	617.38
Depreciation & Write Offs	461.70	357.83
Profit/(Loss) before taxation	(1407.14)	(352.90)
Provision for taxation	--	--
Profit/(Loss) after taxation	(1407.14)	(352.90)
Appropriation :		
Proposed Dividend	--	--
Corporate Tax on Dividend	--	--
General Reserve	--	--
Balance brought forward	242.84	595.74
Surplus/(Deficit) carried to balance Sheet	(1164.30)	242.84

DIVIDEND

Your Directors are not recommending dividend in view of losses incurred by the Company.

PERFORMANCE OF THE COMPANY

During the year under review your Company continued to maintain a leadership position in the Automobile Springs Industries inspite of recessionary & depressed market trend. Your Company had to absorb fuel and steel price increases and on the other, had to extend price reductions in an industry, growing rapidly competitive, witnessing fall in operating profit margins from 10.13 % to 6.54 %. The bottomlines have also taken a suffering due to a high finance costs of Chennai Unit, which commenced operation only in March,1999. Further , Chennai Unit operated at very low capacity owing to the recessionary conditions. As a result, overall performance shows a net loss of Rs.1407.14 lacs.

JAI PARABOLIC SPRINGS LIMITED**TOTAL QUALITY MANAGEMENT**

The Chennai Unit of your Company has the distinction of having QS-9000 certification for manufacture of leaf springs for Automotive Industry.

Yours Directors are pleased to report that during the year under review the Mohali Unit of your Company was granted QS-9000 Certification for design & manufacture of leaf springs for Automotive Industry.

BUSINESS PROSPECTS

The present market conditions indicate a downward trend in the Automobile Sector. However your company expects to face this situation by maintaining its focus in domestic replacement markets and exports.

As planned, substantial steps have been taken for transferring Chennai Unit of your Company to a separate wholly owned subsidiary Company. Subject to the consent of the lenders, it is proposed to effect the transfer in the first quarter of year 2001. This would also help restructure your Company's high debt.

EXPORTS

There has been marginal increase in the exports during the year under review as compared to previous year. Post restructuring your company is gearing up to do substantial exports from the Chennai facility.

Y2K COMPLIANCE

Your Company's efforts towards effective Y2K compliance have been successful and resulted in a smooth transition to new millennium.

SUBSIDIARY COMPANY

As required under section 212 of the Companies Act, 1956, the audited statement of accounts, the report of the Board of Directors of JPSP Marketing Limited for the year ended 31st March, 2000 are annexed.

DIRECTORS

In accordance with the applicable provisions Mr.Ashok Kumar retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

DEMATERIALISATION OF SHARES

Pursuant to the SEBI directive for compulsory trading of Equity Shares of your Company in Dematerialised form w.e.f. 26th February 2001, your Company is initiating the necessary steps in this direction. The notice of AGM contains resolution to effect alterations in Articles of Association of the Company enabling trading in Company's Shares in electronic mode, for approval of members.

ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE

Information in accordance with provisions of Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988 with regard to conservation of energy, technology absorption and foreign exchange earning/outgo annexed hereto at Annexure-I to the Directors Report and forms part of this Report.



FIXED DEPOSITS

There are no overdue or unclaimed deposit as on June 30,2000.

PERSONNEL

Industrial Relations between the Management and Employees were cordial during the year. As required under the provision of Section 217 (2A) of the Companies Act,1956 read with the Companies (Particulars of Employees) Rule,1975, as amended, the required particulars of employees are set out in Annexure – II to the Directors' Report which forms part of this Report.

AUDITORS

M/s. A.K.Kalia & Associates, Chartered Accountants, Chandigarh retires at the conclusion of the forthcoming Annual General Meeting and according to a certificate received from them under section 224 (1B) of the Companies Act, 1956 are eligible for re-appointment. The Auditor's Report is appended elsewhere and is self explanatory.

APPRECIATION

The Directors wish to acknowledge employees support and co-operation received from investors, depositors, dealers, suppliers, bankers, financial institutions and the Central and State Governments at and employees contribution at all levels.

The Directors also place on record their sincere gratitude for the continued technical and financial support and encouragement received from your company's foreign collaborators M/s NHK Spring Co. Limited, Japan.

For and on behalf of the Board

**New Delhi
December 5, 2000**

**(B.S.JAUHAR)
Chairman**

