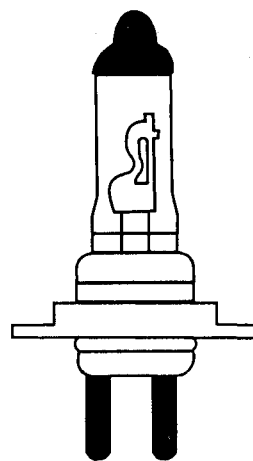


# ***JAGAN LAMPS LTD.***

*Manufacturer Automotive Halogen Bulbs  
(An 100% Export Oriented Unit)*

## **18TH ANNUAL REPORT 2009-2010**



**Jāgān** *Lighting on the move.....*

**BOARD OF DIRECTORS**

MR. S.P. AGGARWAL  
MR. ASHISH AGGARWAL  
MR. ALOK AGGARWAL  
MR. RAMESH CHAND  
MRS. GEETA SINGLA  
MRS. SHIKHA GUPTA

CHAIRMAN CUM MANAGING DIRECTOR  
WHOLE TIME DIRECTOR  
DIRECTOR PRODUCTION  
DIRECTOR  
DIRECTOR  
DIRECTOR

**AUDITORS**

BHASIN RAGHAVAN & CO.  
F-48, BHAGAT SINGH MARKET  
NEW DELHI - 110001

**SOLECITORS**

C.S. AGGARWAL & CO.  
R-519, NEW RAJINDER NAGAR  
NEW DELHI - 110060

**REGISTRAR & TRANSFER AGENT**

MAS SERVICES LTD  
T-34, 2nd Floor  
Okhla Industrial Area Phase - II  
NEW DELHI - 110020

**REGISTERED OFFICE**

JAGAN LAMPS LTD.  
NARELA PIAO MANIHARI ROAD  
KUNDLI, DISTT. SONEPAT (HARYANA)

**BANKERS**

1. HDFC BANK LTD.
2. PUNJAB NATIONAL BANK
3. YES BANK LTD.
4. CITI BANK

**CORPORATE / HEAD OFFICE**

JAGAN LAMPS LTD.  
14, DDA TRANSPORT CENTER  
ROHTAK ROAD, PUNJABI BAGH  
NEW DELHI - 110035  
TEL NO. : 011-28312342, 28315357  
FAX NO. : 011-28312165  
Email : halogenbulb@vsnl.com

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**NOTICE OF THE ANNUAL GENERAL MEETING**

Notice is hereby given that the 18th Annual General Meeting of the Members of Jagan Lamps Ltd. will be held on Thursday the 30th Day of September' 2010 at 10.00 A.M. at the Registered Office of the Company at JAGAN LAMPS LTD., Narela Piao Manihari Road, Kundli, Distt. Sonapat (Haryana) to transact the following business :

**ORDINARY BUSINESS**

- 1) To consider and adopt the Audited Balance Sheet as at 31st March' 2010, Profit & Loss Account for the year ended on that date along with the Reports of Board of Directors and the Auditors thereon.
- 2) To re-appoint M/s Bhasin Raghavan & Co. Chartered Accountants, New Delhi, as the Statutory Auditors of the Company to hold Office from the conclusion of the ensuing Annual General Meeting untill the conclusion of the next Annual General Meeting and to authorize the Audit Committee of Directors to fix their remuneration.
- 3) To appoint a Director in place of Mr. Ramesh Chand, who retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

For and on Behalf of the Board of Directors

For Jagan Lamps Ltd.

sd/-

(S.P. Aggarwal)

Mg. Director

Dated : 31/07/2010

Place : Kundli

**NOTES**

- 1) A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company.
- 2) Proxies In order to be effective, must be deposited either at the Registered Office or at the Corporate Office of the Company not less than 48 hours before the Commencement of the meeting.
- 3) The Register of Members and Share Transfer Books of the Company will remain closed from 23<sup>rd</sup> day of September, 2010 to 30th day of September, 2010 (both days inclusive).
- 4) In case of Joint Holders, if more than one Holder intends to attend the meeting, they must obtain additional admission slip on request from the Registered Office of the Company. Only such Joint Holder who is higher in the order of names will be entitled to vote.
- 5) All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days except Sunday's between 11:00 AM to 1:00 PM before Commencement of the Annual General Meeting.
- 6) To & Fro Transport facility will be provided to the Members/Proxy Holders only who submits their applications for this facility by 24/09/2010 at the Corporate office of the Company between 11:00 A.M. to 1:00 P.M. on working days.
- 7) The Conveyance for attending the annual General Meeting will start at 8.30 A.M. on 30/09/2010 from the Corporate Office of the Company, for the Members / Proxy holders whose applications for availing the transport facility has been received within the stipulated time and duly acknowledged by the Company.
- 8) Members/Proxies who are holding shares in Dematerialised form are requested to bring the Client ID and DPID numbers for easy identification of attendance at the Meeting.
- 9) Details about the Director to be re-appointed in the Annual General Meeting, as per Clause 49 of the Listing Agreement are enclosed.
- 10) RE-APPOINTMENT OF DIRECTOR

Mr. Ramesh Chand who retires by rotation at the ensuing Annual General Meeting, and being eligible offers himself for re-appointment. Mr. Ramesh Chand aged 38 Years, has been associated with the Company and appointed as Director since 1995. He is not interested as director in any other company. None of the Directors of your Company is disqualified as per Provisions of Section 274 (1)(g) of the Companies Act, 1956.

Your Directors have made necessary disclosures as required under various provisions of the Companies Act, 1956 and Clause 49 of the Listing Agreement. Necessary Resolution is placed before the Shareholders for their approval.

"RESOLVED that pursuant to Section 269 and other applicable Provisions of the Companies Act, 1956, consent of the Company be and is hereby accorded to the re-appointment of Mr. Ramesh Chand as the director designated as Chief Executive and director of the Investor Grievance Committee of the Company."

For and on Behalf of the Board of Directors

For Jagan Lamps Ltd.

sd/-

(S.P. Aggarwal)

Mg. Director

Dated : 31/07/2010

Place : Kundli

## **DIRECTORS' REPORT**

Dear Share Holders,

Your Directors have pleasure in presenting the Eighteenth Annual Report on the Business and Operations of the Company for the year ended March 31, 2010 and the Audited Statement of Accounts of the Company along with Auditors Report thereon.

## **FINANCIAL HIGHLIGHTS**

	Year Ended 31/03/2010
Sales & Other Income	113415094
Total Expenditure	108035651
Profit before Interest & Depreciation	12088534
Interest	0
Depreciation	5087380
Net Profit	7001154
Provision for Taxes	2085000
Income tax Adjustments	2522565
Surplus carried to Balance Sheet	2393589
EPS (Rs.)	0.35

## **PERFORMANCE HIGHLIGHT**

As you are aware that the world is facing economic crises and the business is facing severe recession but the sales of your company has increased by about 6.25% as compared to the sales of previous year. The profitability of your company has also increased as compared to the correspondent year. This achievement has been made possible by the entiring efforts of the staff and the management of your Company.

## **BUSINESS**

Your Company is mainly in the Business of Manufacturing Automotive Bulbs and Lights. The Company holds 100% Export oriented status. During the year, your company has imported a new Automatic manufacturing line of machine to produce best quality of Halogen bulbs. This will increase the sales as well as the profitability of your company.

## **OPPORTUNITIES**

The Marketing Team of your company is in the process of expanding its exports in the new markets where your company is not representing at the moment.

## **THREATS**

- Regular Increase in Energy prices, Fuel Prices, Running Cost may adversely affect the profitability of the Company.
- Increase in the cost of work force may have impact the profitability of the company.
- Slow down of the economic situation all over the world may effect the sales and profitability of your company

## **RISK AND CONCERN**

Though the management keeps complete watch on the expenses and wastage at production level even then operating margins are under huge pressure due to increase in energy prices, raw material cost & other input costs, which are creating pressure on operating margins. It may not be possible for the company to recover the entire increase in raw materials and input costs from the customers.

## **SEGMENTWISE PERFORMANCE**

As per the relative segment reporting requirements, the company operates in Single Segment of Automotive Bulbs and Lights.

## **LISTING OF SHARES**

The Equity Shares of the Company are listed on The Bombay Stock Exchange Ltd., Mumbai, having Company

Code 530711 and Delhi Stock Exchange Association Ltd., having Company Code 7355. The Listing Fees for the Financial Year 2010-11 has been paid.

**INTERNATIONAL SECURITIES IDENTIFICATION NUMBER (ISIN)**

The annual custodial fees for the Financial Year 2010-11 have been paid to National Securities Depository Limited (NSDL) and Central Depository Services Ltd.(CDSL). The ISIN Number of the company is INE144C01014.

**REGISTRAR AND SHARE TRANSFER AGENT**

The Members are requested to correspond with company's Registrar and Share Transfer Agent "Mas Services Ltd., T-34, 2nd Floor Okhla Industrial Area Phase-II, New Delhi-110020" for Change of address, Physical transfer of shares, Demat requests and other investor related matters. It is advised to send the request directly to the registrar & share transfer agent for speedy disposal.

Shares lodged for transfer at the Registrar's address are normally processed and approved by the Share Transfer Committee on fortnight basis. Dematerialization of shares are processed within 15 days. Other miscellaneous matters are processed by the Registrar within 30 days.

**INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

Your Company has a proper adequate system of Internal Controls commensurate with its size to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and the transactions are authorized, recorded and reported correctly. It ensures that all financial and other records are reliable for preparing financial statements and other data for maintaining accountability of assets.

**CONSERVATION OF ENERGY:**

The Company Continues its policy of priority to energy conservation measures including regular review of energy conservation, consumption and effective control on utilisation of energy. As a responsible citizen, the staff members, Managers & Management of your company commits to Promote Greenery, save water, save energy, minimise wastage & encourage recycling.

**QUALITY POLICY AND CERTIFICATION:**

The company is committed to provide consistent good quality products to its worldwide customers and to achieve the world class quality in the products manufactured. Every employee is involved in ensuring quality of products at all times. Management on its part is fully committed to further improve quality and provides all the sources to accomplish this task. The Company is Certified for ISO 9001:2000.

**DEVELOPMENT IN HUMAN RESOURCE:**

Sound Human resources development policies of the company ensures that each employee as an individual and contributes to the performance of the company, regular in house training programs for all employees help in this objective.

Employees are the most valuable asset of the company. Your Company strongly recommends that employees are the key pillar in our success it is our belief that employees have to be given the right environment for their talents to bloom and they need to be nurtured as one of our most important assets. Our constant endeavor has therefore being to provide them with an enabling atmosphere where they are motivated to deliver their best. Initiatives have been taken to become a performance driven organization by retaining and developing leadership potential. The company is committed to continuously improve safety and health of employees.

**CAUTIONARY NOTE**

Certain statements in the management discussions and analysis section may be forward looking and are stated as required by applicable laws and regulations, may affect the actual results, which would be different from directors report and sales in terms of future performance and outlook.

**FIXED DEPOSIT / PUBLIC DEPOSITS**

The Company has not accepted any Fixed Deposits U/s 58A of the Companies Act during the year under Review.

**AUDITORS**

M/s Bhasin Raghavan & Co., Chartered Accountants, New Delhi, Auditors of the Company, retires at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

**AUDITOR'S REPORT**

The observations of the Auditors contained in the Auditors Report, read with Notes on Accounts are self explanatory and do not call for any further clarifications.

**ACKNOWLEDGEMENT**

The Board of Directors wish to place on record their gratitude to the shareholders, State & Central Government authorities, vendors, bankers, customers and other business associates for their support and co-operation extended to the company.

Your Directors place on record their deep appreciation for exemplary contribution of the employees at all levels. Their dedicated efforts and enthusiasm has been integral to your Company's impressive growth.

For and on Behalf of the Board of Directors

For Jagan Lamps Ltd.

sd/-

(S.P. Aggarwal)

Managing Director

Dated : 31/07/2010

Place : Kundli

## CORPORATE GOVERNANCE

Your company is committed to concept and philosophy of corporate governance as means of effective internal control, highest level of transparency, professionalism and accountability in all areas of its operations for enhancing customer satisfaction and stake holder value. The company believes the corporate governance and practice are not only consistent with the statutory requirements but is aimed at assisting the management in the efficient conduct of its business and meeting its obligations to stake holders and is guided by a strong emphasis on transparency, accountability and integrity.

## BOARD OF DIRECTORS

### (A) Composition of Board

The board consists of three executive directors and three non-executive independent directors. The non-executive directors with their diverse knowledge, experience and expertise brings in their independent judgment to the deliberations and discussions of the Board, Apart from the sitting fees being paid to the non executive directors for attending board / committee meetings, they did not have any material pecuniary relationship or transaction with the company during the year 2009-2010. The company meets the requirements relating to the composition of the Board of Directors under Clause 49 of the Listing Agreement.

### (B) Non-Executive Directors Compensation and Disclosures

The non-executive Directors of the Company are paid Sitting Fees as fixed by the Board of Directors within the limits prescribed under the Companies Act, 1956. No stock options were granted to non-executive Directors during the year under review.

### (C) Other Provision as to Board and Committees

During the Year 2009-2010, six Meetings of the Board of Directors were held.

The 17<sup>th</sup> Annual General Meeting of your Company was held on 30<sup>th</sup> September 2009. The Details about the Directors, attendance in the Board Meetings and Annual General Meetings are given below :

	Name	Category	Board Meetings attended during the year	Attendance at the AGM held on 30/09/2009
1	Mr. S.P.Aggarwal	Chairman	6	Yes
2	Mr. Ashish Aggarwal	Whole Time Director	6	Yes
3	Mr. Alok Aggarwal	Director - Production	6	Yes
4	Mrs. Geeta Singla	Non Executive Director	6	Yes
5	Mrs. Shikha Gupta	Non Executive Director	4	Yes
6	Mr. Ramesh Chand	Non Executive Director	4	No

NOTE : None of the Director of the Board serve as Member of more than 10 Committees nor do they chair more than 5 committees as per the requirement of the Listing Agreement.

### (D) Code of Conduct:

The basic statement constitutes the foundation of the company's Business Conduct Guidelines (BCGs.) which are globally binding uniform rules of conduct that apply to every employee of the company.

Further the Company has adopted BCGs as the Code of Conduct for Directors and Senior Management of the Company, as per the requirements of Clause 49 of the Listing Agreement. Accordingly, the application of BCGs has also been extended to the Non-executive Directors of the Company.

The Members of the Board of Directors have affirmed compliance with the BCGs applicable to them during the year ended March 31, 2010. A Certificate in this regard duly signed by Mr. S.P.Aggarwal, Mg. Director, forms part of the Annual Report.

### Investors Grievance Committee:

The Registrar & Share Transfer Agent attends and redress the Investors Grievances. The Investor Grievance Committee has been constituted to attend and to redress the unresolved Investor Grievances. It receives the report of the Registrar and the Share Transfer Agent on Investor Grievance and takes necessary steps for redressed thereof.

## AUDIT COMMITTEE

The company complied with the provisions related to Audit Committee in terms of Clause 49 of the Listing Agreement and the provisions of Section 292 A of the Companies Act, 1956.

- (1) It consists of three Independent Directors, who are expertise in Accounting / Financial Management. The Chairman is an Independent Director. During the year 4 meetings of the Audit Committee were held. The Chairman of the Audit Committee is Mrs. Geeta Singla.
- (2) The main role of the Audit Committee is to review the Company's Financial Reporting Process & disclosure of financial information. Recommend the appointment, re-appointment and if required replacement of Statutory Auditors, fixation of Audit Fees and recommends its view / observations to the Board of the Company.
- (3) Review with management the annual & Quarterly statements before submission to the Board, performance Statutory and internal auditors and adequacy of the Internal Control Systems,

#### (A) REMUNERATION COMMITTEE

The Remuneration committee comprises of 3 Independent Directors. The Present Committee Consists of Mr. Ramesh Chand, Mrs. Shikha Gupta and Mrs. Geeta Singla. During the Financial Year 2008-09 four meeting were held. The gap between two Meetings did not exceed 4 months.

The terms of reference of the committee is to decide the actual salary, salary grades, overseas allowance, implementation of the performance linked incentive scheme of the company.

#### (B) REMUNERATION POLICY

The Remuneration Policy of the Company is performance driven and is structured to motivate employees, recognize their merits and achievements and promote excellence in their performance.

The company does not have a scheme for stock options of its Shares either for the Directors or for the employees. The Non-executive Directors are entitled for Sitting Fees for attending Board / Committee Meetings.

Details of Remuneration paid to the directors during the year ended 31.03.2010 are as under :

Name	Remuneration	Commission & Perquisites	Sitting Fees
Mr. S.P. Aggarwal	16 Lacs	Nil	0.30 Lacks
Mr. Ashish Aggarwal	21 Lacs	Nil	0.30 Lacks
Mr. Alok Aggarwal	16 Lacs	Nil	0.30 Lacks

#### (C) SHAREHOLDERS INFORMATION

- (i) Mr. Ramesh chand is retiring by rotation at the forthcoming Annual General Meeting of the company.
- (ii) The Quarterly / Annual results are published in Financial Express and Jansatta Newspapers. The Annual Reports are mailed to shareholders of the Company by Pre-paid Postage through P&T (Bulk Mailing) Deptt. New Delhi.
- (iii) The Company has its' Website Address as: [www.autobulbs.org](http://www.autobulbs.org)
- (iv) The Email Address of the Company is [halogenbulbs@vsnl.com](mailto:halogenbulbs@vsnl.com) and [sales@autobulbs.org](mailto:sales@autobulbs.org)

#### (D) DIVIDEND

The Board of Directors do not recommend any dividend for the year.

#### (E) MARKET PRICE INFORMATION

The Market Price per Share of the Company varied from Rs. 03.11 to Rs. 08.57 during the year ended 31.03.2010

#### DISTRIBUTION OF SHARE HOLDING PATTERN AS ON 31/03/2010

Sr. No.	Category	No. of Shares Held	Percentage of Shareholding
1.	Promoters	3852842	55.878
2.	Mutual Funds	0	0.00
3.	FIs & NRIs	94589	1.372
4.	Domestic Companies	349836	5.074
5.	Residential Individuals	2597803	37.676
	<b>Total</b>	<b>6895070</b>	<b>100</b>