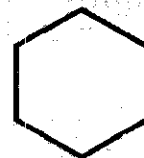


13th Annual Report 1999-2000

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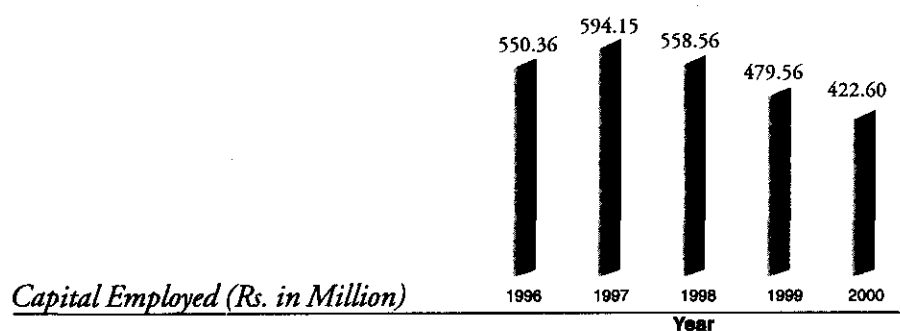
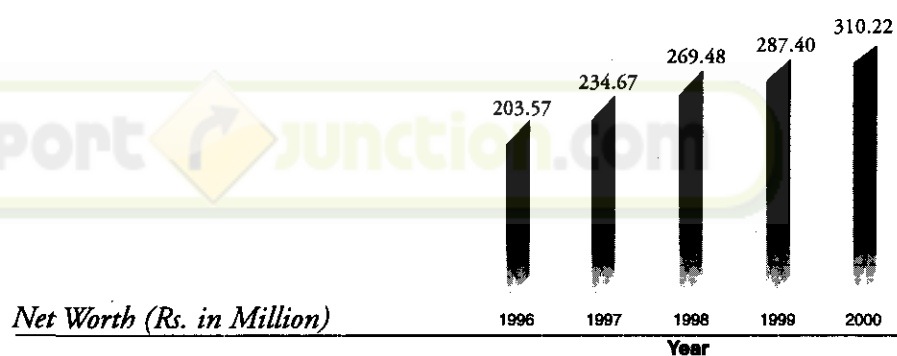
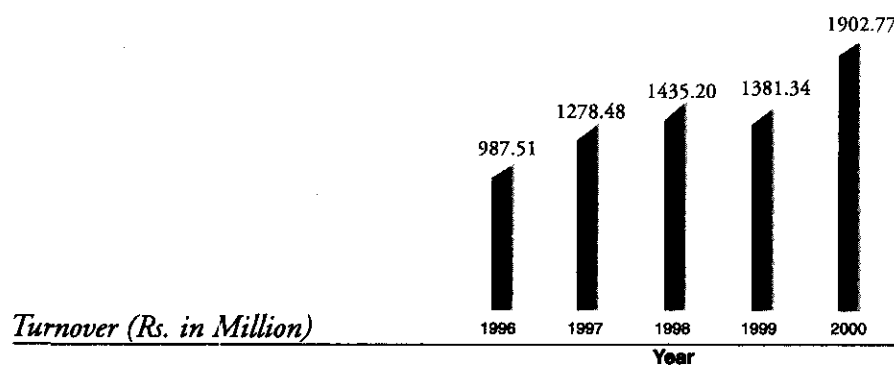
Jay Bharat Maruti Limited

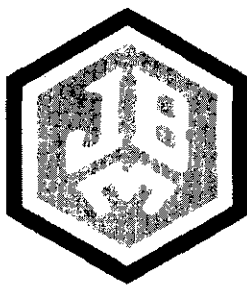
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Our Vision

Expanding leadership in our business through people, keeping pace with market trends and technology





JBM - Moving Ahead!

Jay Bharat Maruti Limited (JBM) has been partnering India's auto revolution for over a decade now. A quality leader by international standards, JBM today manufactures 220 different types of sheet metal components, welded assemblies and exhaust systems for the country's largest manufacturer of passenger vehicles. In fact, 35,000 unit items find its way from the JBM plant to the production facility of Maruti Udyog Limited (MUL) every day on a Just in Time (JIT) basis.

Jay Bharat Maruti Limited (JBM) came into being as a Joint Venture Company with (MUL) on March 19, 1987 and production began on March 1, 1989. The equity is held by MUL (29.28%), JBM Group (29.28%), and the Public (41.44%).

Today JBM commands substantial resources and capabilities and has emerged as a frontline supplier of a large variety of components for every model of passenger vehicles manufactured by MUL. The facilities comprise of heavy and light mechanical and hydraulic Presses including automatic tandem line ranging from 120 tons to 1000 tons capacity; Weld Shop; 5 Axis CNC laser cutting machine; Exhaust System manufacturing machines and so on.

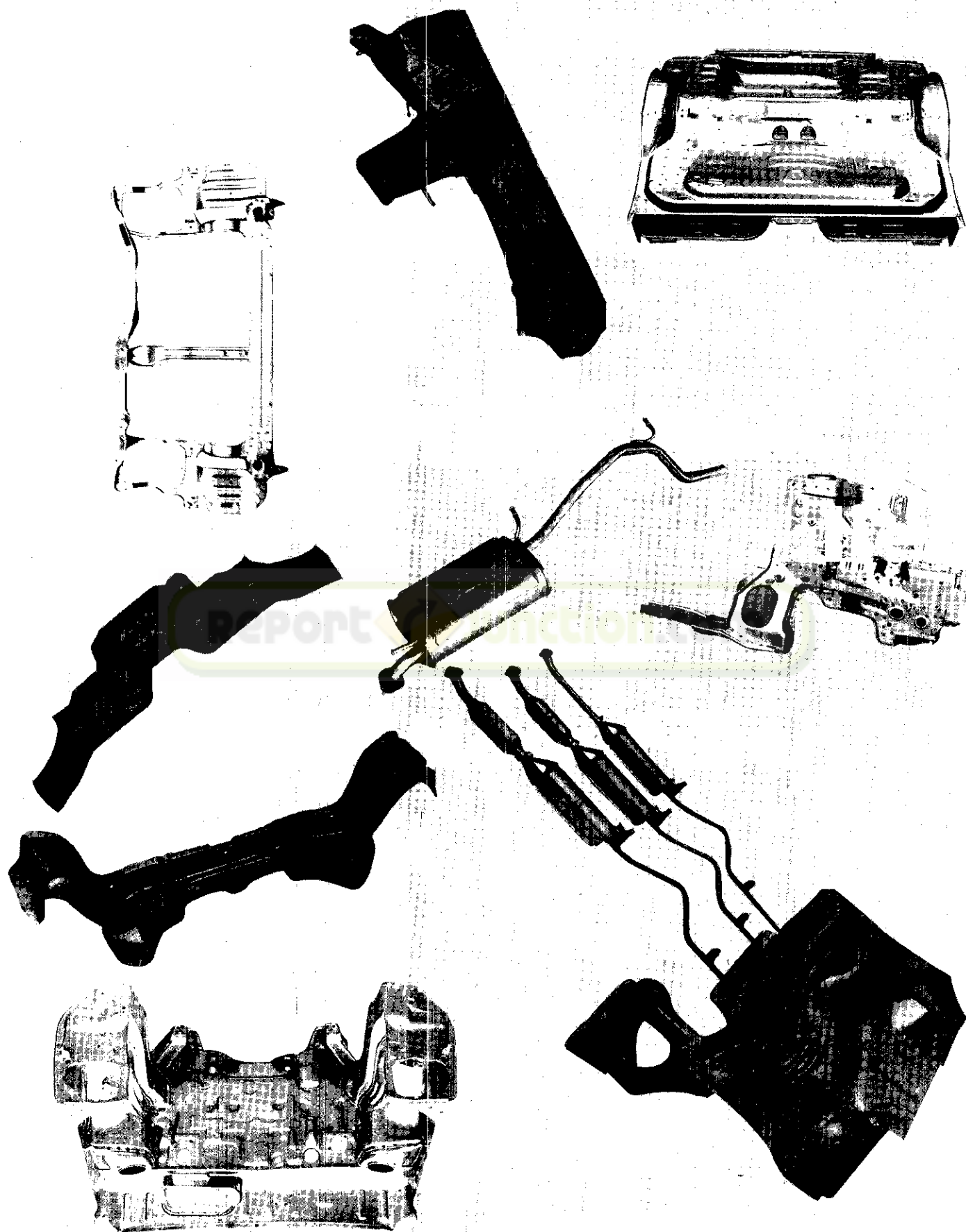
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At JBM, the way of doing business has always revolved around the principle of 'total customer delight'. It extends itself to meeting the toughest of deadlines and also offering competitive rates. Exceeding customer expectations and providing services that embody the spirit of excellence are the credo on which the growth and success of JBM is based on. JBM has been drawing heavily on the work ethos of Suzuki Motor Corporation of Japan and maintains close association and interaction through MUL.

No wonder, JBM has been able to win many laurels in this short span. While ISO 9000 and QS-9000 certificates have been international recognition for quality processes, a number of prestigious awards from automotive bodies recognise JBM's contribution to the auto industry. The Company would be receiving prestigious ACMA - Certificate of Merit for Quality for the year 1999-2000.

With a vision that inspires and motivates a dedicated and committed work force, and a quality policy directed at ensuring zero defect products, JBM is all set to accelerate into an exciting future. New expansion project and technical assistance agreements signed recently, as well as new joint venture in the pipeline, add fuel to the driving force at JBM: quality leadership.

PRODUCT RANGE



BOARD OF DIRECTORS

Chairman	Shri F.C. Singhal
Managing Director	Shri S.K. Arya
Directors	Shri M.K. Aggarwal (MUL Nominee) Shri S.P. Arya Shri U.C. Aggarwal Shri D.P. Agarwal Shri S.D.S. Mongia

Company Secretary & Compliance Officer	Shri Deepak Bansal
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Auditors	M/s. Mehra Goel & Co. Chartered Accountants
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Bankers	Canara Bank The Bank of Tokyo Mitsubishi Ltd. ICICI Bank Ltd.
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Registrar and Share Transfer Agent	MCS Ltd.
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Registered Office :

601, Hemkunt Chambers, 89, Nehru Place,
New Delhi - 110 019

Tel. : 6427061/62, Fax : 91-11-6441657

e-mail : jbm@giasdl01.vsnl.net.in

Works :

Plant - I : Plot No. 5 Maruti Joint Venture Complex,
Gurgaon - 122015 (HARYANA)

Plant - II : Mohammadpur Jharsa, Sector-36, Near Khandsa
Village, Gurgaon-122 001 (HARYANA)

Website: www.jbmindia.com



JAY BHARAT MARUTI LIMITED

Regd. Off: 601, Hemkunt Chambers,
89, Nehru Place, New Delhi - 110 019

Dear Shareholder,

Re: Dematerialisation of Company's Shares

We are pleased to inform you that the Company has signed Tripartite Agreements with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to facilitate holding of equity shares of the Company and trading therein, in electronic form.

Further the Company has appointed M/s MCS LIMITED as Registrar & Share Transfer Agent in place of M/s Magnum Business Services Private Limited.

Therefore, in future, all requests for physical transfer, dematerialisation/rematerialisation of shares and other related activities shall be handled by new Registrar and Share Transfer Agent i.e. M/s MCS LIMITED. Shareholders are advised to address all future correspondence either to the Company at its Registered Office or to M/s MCS Limited at the address given hereunder:

MCS LIMITED

SRIVENKATESH BHAVAN
212-A, SHAHPURJAT,
BEHIND PANCHSHEEL CLUB,
NEW DELHI-110049

(Phone Nos. 011-6495704, 6494830, Fax No. 011-6494152)

This is to further inform you that the trading in shares of the Company shall be compulsorily in electronic mode for all investors after 27th November 2000 as per Securities Exchange Board of India's Circular No. SMDRP/POLICY/CIR-23/2000 dated May 29, 2000.

In case you wish to seek any further information/clarification, please write to the undersigned.

Yours sincerely

for JAY BHARAT MARUTI LIMITED

DEEPAK BANSAL
COMPANY SECRETARY

Notice

NOTICE is hereby given that Thirteenth Annual General Meeting of the shareholders of Jay Bharat Maruti Limited will be held at Gandhi Memorial Hall, Pearey Lal Bhawan, Bahadurshah Zafar Marg, New Delhi - 110002 on Tuesday, the 26th day of September 2000 at 11.a.m. to transact the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance sheet as at 31st March 2000 and the Profit & Loss Account for the year ended 31st March 2000 and the Report of the Directors' and Auditors' thereon.
2. To note payment of dividend.
3. To appoint director in place of Mr. F. C. Singhal who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint director in place of Mr. S. P. Arya, who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to provisions of section 293 (1)(d) of the Companies Act, 1956 and all other enabling provisions, if any, in addition to all borrowings by the Directors for and on behalf of the company authorised by resolution passed at the Annual General Meeting held on 11th September 1997, namely, the borrowing of Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) the Company hereby consent to the further borrowing by the Board of Directors for and on behalf of the Company from time to time of further sums of money amounting in the aggregate to a sum of not more than Rs.100,00,00,000 (Rupees One Hundred Crores Only) (excluding temporary loans obtained/ to be obtained from the Company's bankers in the ordinary course of business), that is to say, to the total borrowing by the Board of Directors for and on behalf of the Company of an aggregate sum not exceeding Rs. 200,00,00,000 (Rupees Two Hundred Crores Only) notwithstanding that the monies already borrowed by the Company (apart from such temporary loans obtained or to be obtained from the Company's bankers) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose."

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

"RESOLVED THAT pursuant to the provisions of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 and subject to such other approvals/sanctions as may be required under any rules/regulations, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to mortgage /charge /lease or hypothecate all or any of the movable or immovable properties, both present and future or whole of the undertaking of the Company wheresoever situated to secure the



JAY BHARAT MARUTI LIMITED

re-payment of borrowing in any manner upto an aggregate amount of Rs.200 crores (apart from such temporary loans obtained or to be obtained by the Company from their bankers in the ordinary course of its business) which may be made by the Company by placement of Non-convertible Debenture, Bonds or any other financial instrument or any assistance from any Financial Institution/State Financial Institution/Banks etc.... in any form.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to finalise the documents for creating mortgage/charge /lease or hypothecation and accepting or making any alteration, changes, variations to or in the terms and conditions, to do all such acts, deeds, matters and things and to execute all such documents and writings as it may consider necessary for the purpose of giving effect to this resolution."

8. To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Section 163 of the Companies Act, 1956, consent be and is hereby given that the Register of Members, the Index of Members and copies of all the annual returns prepared under Section 159 of the Act together with the copies of certificates and documents required to be annexed thereto under Section 161 of the Act or any other related documents such as original transfer deeds, specimen signature cards, mandates, power of attorney, etc., be kept at the office of M/s MCS Limited, the Registrar and Share Transfer Agent to the Company at 212 - A, Sri Venkatesh Bhawan, Shahpurjat, Behind Panchsheel Club, New Delhi - 110 049.

Registered Office :

601, Hemkunt Chambers,

89, Nehru Place,

Place : New Delhi

Date : 15th July, 2000

By Order of the Board
for JAY BHARAT MARUTI LIMITED

DEEPAK BANSAL
COMPANY SECRETARY

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 AND THAT THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY.

The instrument appointing a proxy should be deposited at the Company's Registered office not less than 48 hours before the time for holding the aforesaid meeting.

2. Annual report has been sent to all members. Members are requested to bring their copy to the meeting along with duly filled attendance slip (to be handed over at the entrance). No copy of Annual Report shall be distributed at the meeting as an endeavor of the Company to reduce operational cost.

3. Members may send their queries to the Company Secretary at least seven days before the date of the meeting so that the information required by the members may be made available at the meeting.
4. The share transfer books shall remain closed from 22nd September, 2000 to 26 September, 2000 (both days inclusive) for the year 1999-2000.
5. Interim dividend paid by the Company at the rate of 25% on the fully paid-up equity shares of the Company for the year 1999-2000, is recommended by the Board to be declared as final dividend. Accordingly, shareholders would note the payment of interim dividend made on shares of the Company. (Refer item No. 2 of Notice)
6. Pursuant to Section 205-A of the Companies Act, 1956, all unclaimed/unpaid dividends upto the financial year 1994-95, have been transferred to the General Revenue Account of the Central Government. The members, who have so far not claimed their dividends for the said years, may claim the same by submitting an application in prescribed Form No. II to the Registrar of Companies, NCT Delhi & Haryana, Paryavaran Bhavan, CGO Complex, Lodhi Road, New Delhi - 110 003.

Pursuant to amended Section 205-A of the Companies Act, 1956, dividend for the financial year ended 31st March 1996 and thereafter, which remain unpaid/ unclaimed for a period of seven years, shall be transferred to the Investor Education and Protection Fund of the Central Government. Shareholders, who have not claimed their dividend so far, are requested to make an application to the Company so that necessary action could be taken in this respect. It is important to note that once the unclaimed dividend is transferred to the aforesaid fund, no claim shall be entertained thereafter.

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

Item No 6

The Company may borrow money from time to time from banks, financial institutions and otherwise for its expanding operations. As per the provisions of Section 293(1)(d) of the Companies Act, 1956, Board of Directors of the company can borrow money upto an amount equal to its paid-up capital and free reserves and any amount beyond this can be borrowed with the approval of the shareholders. At present the Company has shareholders' approval to borrow an amount not exceeding Rs. 100 crores (excluding temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business). Considering the future requirements of the Company, your Directors have considered that approval of the shareholders be obtained for increase in the borrowing limits of the Company for an amount not exceeding Rs. 200 crores (excluding temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) at any one time. Your directors recommend the resolution for your approval.

None of the directors is concerned with or interested in this resolution except to the extent they are shareholders in the Company.

Item No. 7

The Company is required to provide security by way of creation of charge/mortgage or otherwise for repayment of amount borrowed and interest thereon. As per the provisions of Section 293 (1)(a) of the Companies Act,