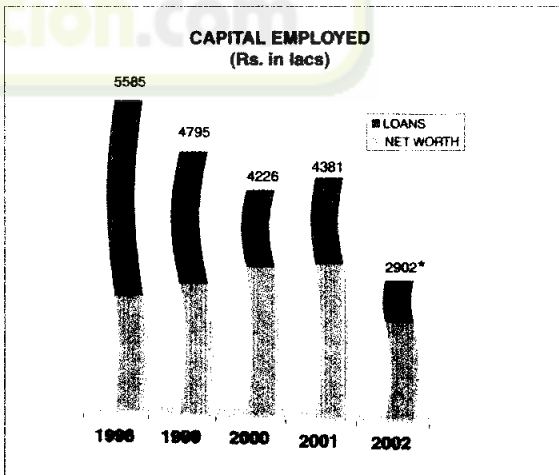
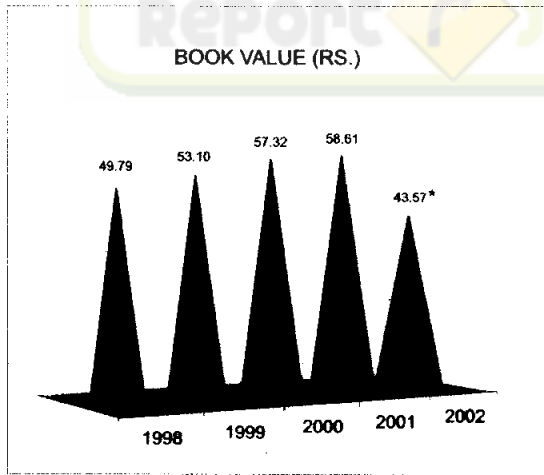
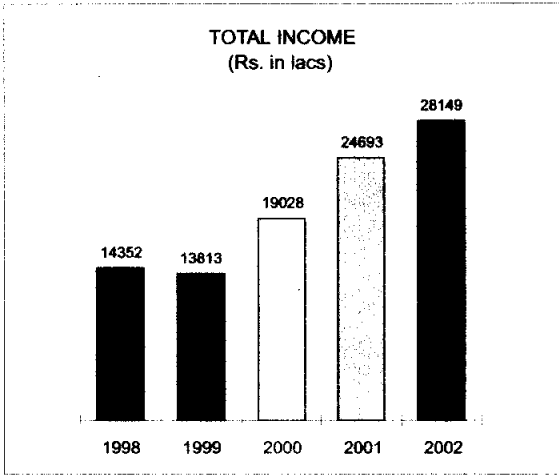
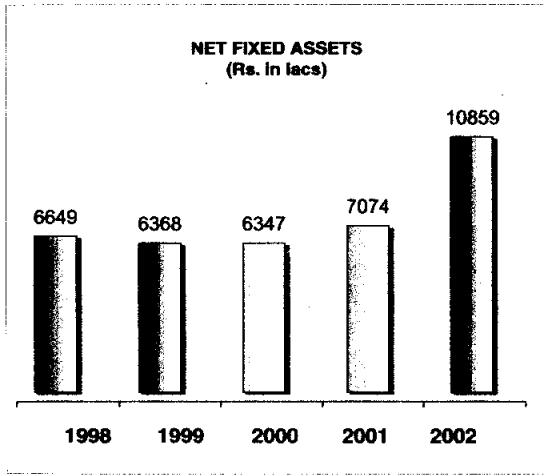
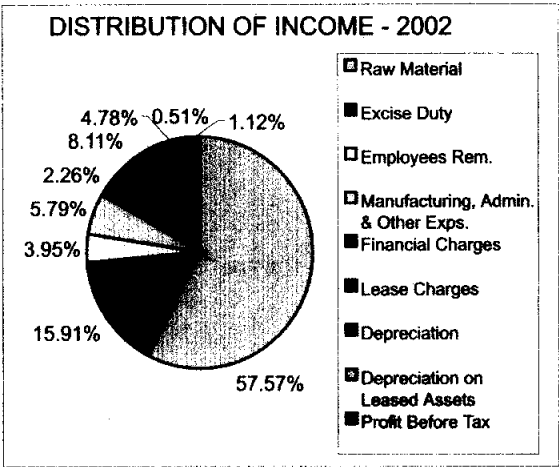


Jay Bharat Maruti Limited



REPORT  JUNCTION.COM

FINANCIAL HIGHLIGHTS		
	(Rs. in lacs)	
Particulars	2002	2001
Total Income	28149	24693
Profit Before Tax	314	242
Profit After Tax	194	219
Net Worth	2358	3172
Capital Employed	2902	4381
Debt/Equity Ratio	0.23	0.38
CEPS (Rs.)	33.33	23.50
EPS (Rs.)	3.58	4.05



* after provision for deferred tax liability



Vision

*Expanding leadership in our business
through people, keeping pace with market
trends & technology.*

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MISSION

To make JBML a synonym for world class organisation excelling in sheet metal technologies.

QUALITY POLICY

The policy of JAY BHARAT MARUTI LIMITED is to achieve total customer satisfaction by delivering products and providing services that meet or exceed their exacting requirements and expectations and to do so in time at most competitive prices in domestic and export market for our entire product range.

ENVIRONMENT POLICY

Jay Bharat Maruti Limited, engaged in manufacturing of sheet metal components, welded sub-assemblies and exhaust systems for automotive applications, re-affirms its commitment to minimise the adverse impacts of its operations on the environment. To this end, we shall endeavor to:

1. Develop and maintain an Environmental Management System and continually monitor, set and review the environmental objectives and targets.
2. Meet all applicable environmental legislations, regulations and customer requirements.
3. Conserve natural resources and energy by constantly seeking to reduce their consumption/wastage and maximise their recycle/reuse.
4. Minimise/prevent air, water, noise and land pollution generated from our activities.
5. Maintain a system for hazard waste management.



Our Practices

5S

5S in simple terms is a Japanese concept, which teaches us the basics of how to put our house in order. For enabling us to do so it takes the help of (5S) the five cardinals i.e.

SEIRI	- PROPER SELECTION
SEITON	- ARRANGEMENT
SEISO	- CLEANING
SEIKETSU	- CLEANLINESS
SHITSUKE	- DISCIPLINE

3G

3G means that "in case of an abnormality, all the concerned members should actually go to the place where the problem has occurred, see the actual thing and take realistic action to solve the problem".

GENCHI	- ACTUAL PLACE
GENBUTSU	- ACTUAL THING
GENJITSU	- ACTUALLY

3K

3K means "what has been decided exactly as per the standard must be followed".

KIMERAARETA KOTO GA	- WHAT HAS BEEN DECIDED
KIHON DORI	- EXACTLY AS PER THE STANDARD
KICHIN TO MAMORU	- MUST BE FOLLOWED

Corporate Information

Board of Directors

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

Vice President-Finance Company Secretary

Mr. Anand Swaroop
Mr. Deepak Bansal

Technical Assistances

Bellsonica Corporation, Japan
Hamamatsu Pipe Co. Ltd., Japan

Bankers

Canara Bank
The Bank of Tokyo Mitsubishi Ltd.
ICICI Bank Limited

Statutory Auditors

Mehra Goel & Co.,
Chartered Accountants

Internal Auditors

Sahni Natrajan & Bahl
Chartered Accountants

Share Transfer Agent

MCS Limited

Registered Office

Neel House, Lado Sarai,
Opp. Qutab Minar,
New Delhi - 110 030
Tel. : 011-653 6570-72
Fax : 011-651 1512
E-mail : corp@jbm.co.in

Works Location

Plant - I

Plot No. 5,
Maruti Joint Venture Complex,
Gurgaon-122015 (Haryana)
Tel. : 0124-6398446-47
Fax : 0124-6341321

Plant - II

Sector 36,
Mohammadpur Jharsa, Near Khandsa Village,
Gurgaon - 122 001(Haryana)
Tel. : 0124-637 0613-14
Fax : 0124-637 1356

Website

www.jbmindia.com



Notice

NOTICE is hereby given that the Fifteenth Annual General Meeting of the members of Jay Bharat Maruti Limited will be held on Friday, the 27th day of September 2002 at 11.00 a.m. at All Heavens Resorts, Khera Khurd, Delhi-110082 to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2002 and the Profit & Loss Account for the year ended 31st March, 2002 and the Report of the Directors' and Auditors' thereon.
2. To declare the dividend, if any.
3. To appoint director in place of Mr. D. P. Agarwal, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint director in place of Mr. S. D. S. Mongia, 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(s), the following resolution as an Ordinary Resolution : -

"RESOLVED THAT Mr. Sudam Maitra be and is hereby appointed as Director of the Company whose office shall be liable to retire by rotation."

by order of the Board
for JAY BHARAT MARUTI LIMITED

Place : New Delhi
Date : August 12, 2002

Sd/-
Deepak Bansal
Company Secretary

Notes :

1. The relevant Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of special business above is annexed hereto.
2. A MEMBER WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON(S) (WHETHER A MEMBER OR NOT) AS HIS/HER PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF, AT THE MEETING.
A proxy form, duly completed and stamped, must reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting.
3. The Register of Members and Share Transfer Books of the company will remain closed from Wednesday 25th September, 2002 to Friday 27th September, 2002 (both days inclusive) for the purpose of payment of dividend.
4. The dividend as recommended by the Board, if sanctioned at the meeting, will be paid after 27th September, 2002 to those members or their mandates whose names stand registered on the Company's Register of Members :
 - a) As Beneficial Owners as at the end of the business hours on 24th September, 2002 as per the lists to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form, and
 - b) As Members in the Register of Members of the company after giving effect to valid share transfers in physical form lodged with the company on or before 24th September, 2002.

5. Members are requested to bring their copy of the Annual Report to the Annual General Meeting. Members/ Proxies should bring the Attendance Slip sent herewith, duly filled in, for attending the meeting. No Annual Report shall be provided at the Venue.
6. Members who hold shares in dematerialised form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting.
7. Members seeking any information or clarification on the Accounts are requested to send in written queries to the Company, at least one week before the date of the meeting so that the information required may be made available.
8. Any document relevant/referred to in the Notice and accompanying Explanatory Statement are open for inspection at the Registered Office of the Company on all working days except Sundays and holidays between 11.00 a.m. to 2.00 p.m., until the date of meeting.
9. Re-appointment of Directors (item no. 3 & 4 of notice):

Mr. D. P. Agarwal is director of the Company since 1991. Mr. Agarwal is Vice Chairman & Managing Director of The Transport Corporation of India Limited and is director on the Board of the following other companies:

TCI Seaways Limited
 TCI Industries Limited
 TCI Infrastructure Finance Limited
 Boruka Power Corporation Limited
 Apnatransport.com Limited

Mr. D. P. Agarwal is also member of audit committee of the Company.

Mr. S. D. S. Mongia is director of the Company since 1988. Mr. Mongia is a technocrat and has an extensive experience of automobile industry. Mr. Mongia is director on the Board of the following other companies.

SMANS Investment Pvt. Limited
 Batliboi Limited

Mr. S. D. S. Mongia is member of two audit committees (including audit committee of the Company).

The Company has benefited extensively by the guidance and rich experience of Mr. D. P. Agarwal and Mr. S. D. S. Mongia in the past and their continuation will strengthen the Board of the Company. The Directors retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

None of the directors is concerned with or interested in the proposed appointment except Mr. D. P. Agarwal and Mr. S. D. S. Mongia, being appointees.

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

Item No. 6

Mr. Sudam Maitra was appointed as an additional director by the Board at its Meeting held on 28th November 2001 as nominee of Maruti Udyog Limited (MUL), the Joint Venture Partner. As per the provisions of Section 260 of the Companies Act, 1956 the term of additional director shall expire at the ensuing Annual general Meeting of the Company.

Mr. Maitra is an engineer and working with MUL as Chief General Manager and has experience of over 25 years in automobile industry. He does not hold directorship in any other Company. The Company has received a notice under Section 257 of the Companies Act, 1956 proposing the candidature of Mr. Maitra for the office of Director. Mr. Maitra has offered himself for appointment, being eligible.

Your directors recommend the appointment of Mr. S. Maitra as a nominee director of MUL. None of the directors is concerned with or interested in the proposed appointment except Mr. Maitra, being an appointee.



Directors' Report

The Members

Your Directors have pleasure in presenting the Fifteenth Annual Report of your Company together with the Audited Statement of Accounts for the year ended 31st March, 2002.

Financial Summary

		(Rs. in million)
	2002	2001
Sales and Other Income	2814.89	2469.29
Profit Before Tax	31.44	24.25
Provision for Taxation	2.48	2.36
Provision for Deferred Tax	9.60	-
Profit After Tax	19.36	21.89

Operation and Financial Review

During the year under review, your Company has recorded the sales and other income of Rs. 2814.89 million as compared to Rs. 2469.29 million in the previous year. The increase in sales is primarily on account of bought out parts and lease charges forming part of the turnover. The automobile sector and in particular passenger car segment remained sluggish during the year. A marginal growth of only 2% in the volumes was achieved by our main customer Maruti Udyog Limited (MUL). However your Company could be able to expand its customer base by foraying into the two wheelers segment. The Company has started supplies of exhaust systems to Honda Motorcycles & Scooters India Private Limited for Scooter and to Yamaha Motors India Private Limited for Motorcycle. These two new customers from two wheelers segment contributed an appreciable portion to the turnover.

In spite of substantial price reduction and increase in charge of depreciation due to expansion and dies of new model, the Company has recorded profit before tax of Rs 31.44 million as compared to Rs 24.25 million in the previous year. After provision for deferred tax liability of Rs 9.60 million in accordance with Accounting Standard-22 of the Institute of Chartered Accountants of India (ICAI) applicable w.e.f. 1st April 2001, the profit after tax of the Company is Rs 19.36 million.

The Company initiated various cost reduction measures to offset the impact of price reduction by reducing its material, overheads and manufacturing expenses and in particular power & fuel and manpower cost. Further, the 'Kaizen' and the suggestion schemes implemented throughout the Company as an integral part of every employee performance has also contributed significantly in cost reduction and improvement in process and methods.

There has been a tremendous support from the team of M/s Suzuki Motor Corporation (Japan) and Maruti Udyog Limited in improving the production methods and processes by setting up model lines in the weld shop of the Company. This has resulted into manpower saving, quality and productivity improvement.

Dividend

Your Directors are pleased to recommend a dividend of Rs. 2.50/- on one (1) fully paid up equity share of Rs. 10/- each for the financial year 2001-2002.

Directors' Responsibility Statement

The Board of Directors hereby state :

- I. that in the preparation of the annual accounts for the financial year ended 31st March 2002, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- II. that they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the period under review;
- III. that they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

IV. that the annual accounts have been prepared on a going concern basis.

Corporate Governance

A report on Corporate Governance has been included in the Annual Report 2001-02 as a separate section along with the auditors' certificate for compliance of the same.

Directors

Mr. D. P. Agarwal and Mr. S. D. S. Mongia, Directors of the Company would retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

Mr. Sudam Maitra was appointed as an additional director on 28th November 2001 as nominee of Maruti Udyog Limited. As per the provisions of Companies Act, 1956 the term of Mr. S. Maitra as additional director shall expire at the ensuing Annual General Meeting of the Company. The brief resume of Mr. S. Maitra is given in the Explanatory Statement to the Notice of Annual General Meeting. Your directors recommend the appointment for your approval.

Auditor & Auditors' Report

The Statutory Auditor, M/s Mehra Goel & Co. will retire at the conclusion of the ensuing Annual General Meeting and offer themselves for re-appointment on being eligible.

The observations of the Auditors have been explained wherever necessary in the appropriate notes on accounts and do not call for any further comments.

Statutory Disclosure

The information required under Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 is given in Annexure - I, forming part of this Report.

No employee of the Company has come under the limit as specified in section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended by Companies (Particulars of Employees) Rules 2002.

Annual Day

Every year, the Company celebrates its annual day on 14th April in which all the employees alongwith their families participate. This year, the occasion was graced by the eminent presence of Mr. S. Takeuchi, Director Production & PE and Mr. S. K. Bhatia, Director Materials, Maruti Udyog Limited and Mr. A. Ito, Managing Director, Bellsonica Co., Japan. The dignitaries emphasized the need of Quality, Cost and Delivery in the present competitive scenario.

Environment

The operations of the Company do not involve any type of hazardous activity to environment and discharge of any trade affluent causing pollution. The Company has received Green Supply Chain Management Certificate for successful participation in Green Supply Chain Management Programme as part of clean technology initiative, a USAID project under the guidance of CII, Tetrapak, Maruti Udyog Limited in the year 2000-2001. The Company has received ISO 14001 Certification for Environment.

Recognition and Award

The Company has been awarded 'ACMA Productivity Award' second time for the year 2000-2001

Acknowledgment

Your Directors wish to place on record their acknowledgment and sincere appreciation for the unstinted support, co-operation, assistance and guidance by Maruti Udyog Limited, Suzuki Motor Coporation (Japan), Bellsonica Coporation (Japan), Hamamatsu Pipe Company Limited (Japan), Bankers and various departments of Central Government and Government of Haryana, suppliers, contractors and all the customers of the Company.

Your Directors also wish to place on record their deep appreciation to employees at all levels for their commitment and team work.

Your Directors acknowledge the trust and confidence reposed by all the shareholders in the Company.

For and on behalf of the Board

Place : New Delhi
Date : 6th June, 2002

F. C. Singhal
Chairman