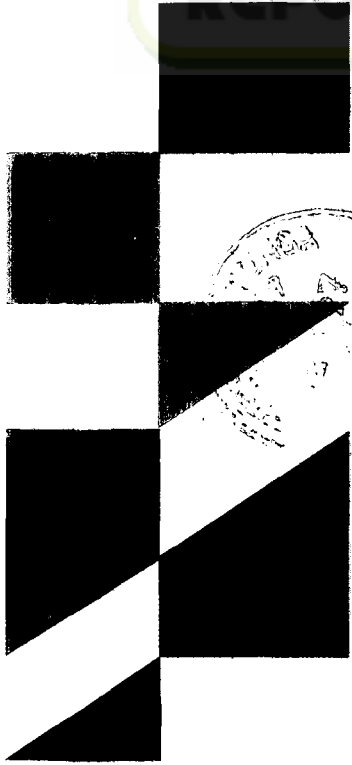
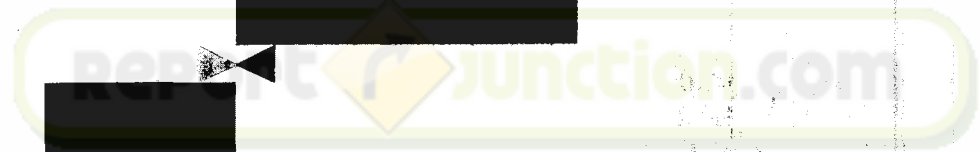


ME	✓		BKC	✓
CS	✓		DPY	NA
RO	✓		DIV	NA
TRA	NA		AC	✓
AGM	✓	✓	SHI	✓
VE	✓	✓		

53rd
ANNUAL REPORT
1996 - 97





*Dispelling Darkness and
Bringing light to Millions.*



**53rd ANNUAL REPORT FOR THE
FINANCIAL YEAR ENDED ON 31st March, 1997.**

BOARD OF DIRECTORS

**Chairman &
Managing Director**

Mr. Nanubhai Bhailalbhai Amin
S.B.(M.I.T., U.S.A.), M.Sc.(Cornell-U.S.A.)

Managing Director

Mr. Rahul Nanubhai Amin
B.E.(Elec.), M.Eng.(Cornell-U.S.A.)

Directors

Dr. Narayan Ranchhodlal Sheth
M.A., Ph.D.

Mr. Mulshankar Chhotalal Bhatt
B.A. (Hons.)

Mr. Kantilal Lallubhai Dalal
B.Com., B.Sc. (Econ.-L.S.E.)

Mr. Vinodrai Chhaganlal Desai
M.Sc., LL.B.

Mr. Uday Shantilal Shah
B.Com.(Hons.), F.C.A.

Mr. Uresh Vivekchandra Desai
B.Sc.(Elec.Engg.), U.K.

Mr. Hosi Navalshah Elavia
B.Com., LL.B., A.I.C.W.A.

Mr. Buddhavarapu Surya Mahadev
B.Tech.(Met. Enggs.), P.G.D.M.

Mr. Kewal K. Taneja
B.Sc., D.I.I.Sc., F.I.E.

AUDITORS

Messrs K.S. Aiyar & Co.
Chartered Accountants

BANKERS

Central Bank of India
Dena Bank
Bank of Maharashtra

REGISTERED OFFICE

Industrial Area
P.O. Chemical Industries
Vadodara -390 003

CONTENTS

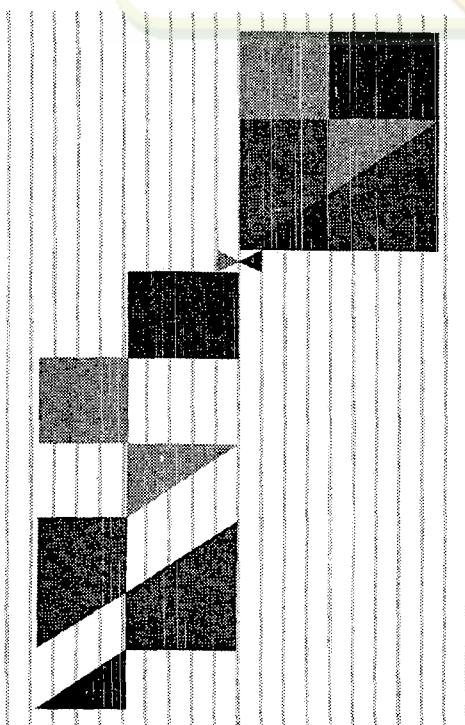
Page No.

Jyoti Ltd.

1. Notice	1
2. Directors' Report	5
3. Auditors' Report	12
4. Balance Sheet	14
5. Profit and Loss Account	15
6. Schedules to Balance Sheet and Profit and Loss Account	16
7. Cash Flow Statement	33

Nima Ltd.

1. Directors' Report	37
2. Auditors' Report	38
3. Balance Sheet	39
4. Profit and Loss Account	39
5. Schedules to Balance Sheet and Profit and Loss Account	40



THE CHANGE
 (Graphically represented)
 Our Commitment

Looking at 'Things' differently.
 Concerted Efforts, Team-work,
 Pulling Resources together.
 Restructuring,
 Down sizing in terms of space,
 Squeezing in terms of time and money.
 To give a SHAPE,
 To move upward...

The Change...
 Responding to the needs of time
 has been the basis of
 50 years of our engineering excellence
 and many more to come...



NOTICE

The FIFTY THIRD ANNUAL GENERAL MEETING of the Members of JYOTI LIMITED will be held at the Campus of Jyoti Colony, situated at Sama Road, Vadodara-390 008 on **Tuesday, the 9th September, 1997** at 3.00 p.m., to transact the following Ordinary and Special Business :

Ordinary Business :

1. To receive and adopt Directors' Report and Audited Profit and Loss Account for the year ended on 31st March, 1997 and the Balance Sheet as at that date.
2. To appoint a Director in place of **Mr. K. L. Dalal**, who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of **Mr. K. K. Taneja**, who retires by rotation and being eligible, offers himself for reappointment.
4. To consider and if thought fit, to pass with or without modifications, the following Resolution as a Special Resolution:
"RESOLVED that **Messrs K.S. Aiyar & Company**, Chartered Accountants, Mumbai, be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting on a remuneration of Rs.2,00,000/- per annum plus travel and other out-of-pocket expenses."

Special Business :

5. To consider and if thought fit, to pass, with or without modifications, the following Resolution as an Ordinary Resolution :
"RESOLVED that in accordance with the provisions of Sections 198, 269 and 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and subject to other approvals as may be necessary, the Company hereby approves the terms of appointment and remuneration of Mr. Rahul Amin, as Managing Director of the Company for a period of five years with effect from 25th June, 1997 as approved by the Board of Directors at its Meeting held on 25th June, 1997 and as set out in the draft Agreement submitted to this meeting which Agreement is hereby specifically approved and sanctioned with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration and perquisites so as not to exceed the limits of remuneration specified in Schedule XIII to the Companies Act, 1956 and as may be agreed to between the Directors and Mr. Rahul Amin.
6. To consider and if thought fit, to pass, with or without modifications, the following Resolution as an Ordinary Resolution :
"RESOLVED that further to and in modification of the resolution passed by the Company at the 50th Annual General Meeting held on 15th September, 1994 and subject to the provisions of Sections 198, 309 and 310 read together with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and subject to such permissions, if any, as may be necessary, the Company hereby approves payment of revised remuneration to Shri N. B. Amin, Chairman & Managing Director of the Company together with the commission and perquisites with effect from 1st July, 1997 for the remaining period of his term i.e. from 1st July, 1997 to 31st December, 1998 as set-out in the draft Supplemental Agreement submitted to this meeting which Agreement is hereby specifically approved and sanctioned with liberty to the Board of Directors to alter, vary and modify the terms and conditions of the reappointment and/or remuneration and perquisites so as not to exceed the limits of remuneration specified in Schedule XIII to the Companies Act, 1956 and as may be agreed to between the Directors and Mr. N. B. Amin."

REGISTERED OFFICE

Industrial Area
P.O. Chemical Industries
Vadodara-390 003
25th June, 1997

By Order of the Board
Shrikar Bhattbhatt
General Manager &
Company Secretary



NOTES

1. 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.
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. Explanatory Statement as required under Section 173 of the Companies Act, 1956, in respect of Special Business set out above is annexed hereto.
4. All the documents referred to in the Notice and Explanatory Statement are available at the Registered Office of the Company for inspection by Members on all working days between 10.00 a.m. to 12.00 noon upto the date of the Annual General Meeting.
5. Shareholders are requested to notify any change of address.
6. Shareholders are requested to send their queries in respect of Financial Accounts of the Company for the year ended 31st March, 1997, 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.
7. The Register of Members and Share Transfer Books of the Company will remain closed from 20.8.'97 to 9.9.'97 (both days inclusive).
8. Relevancy of questions and the order of speakers at the meeting will be decided by the Chairman.

EXPLANATORY STATEMENT Pursuant to Section 173(2) of the Companies Act, 1956.

Item Nos. 5 & 6

In accordance with the provisions of Sections 198, 269, 309 and 310 read together with Schedule XIII and other applicable provisions, if any, of the Companies Act 1956, the Board of Directors of the Company at its meeting held on 25th June, 1997 passed two separate Resolutions. The first resolution was for the appointment of Mr. Rahul Amin, as Managing Director of the Company for a period of five years with effect from 25th June, 1997. Mr. Rahul Amin is B.E.(Electrical), M. Eng. (Cornell-USA) having more than 18 years of experience in business and Management. The second resolution was for revising the remuneration payable to Mr. N.B. Amin, Chairman & Managing Director of the Company for remaining tenure of his term i.e from 1st July, 1997 to 31st December, 1998.

The draft of the Agreement/Supplemental Agreement to be entered into by the Company respectively with Mr. Rahul Amin and Mr. N.B. Amin, which are placed before this meeting and available for inspection of members, contain inter-alia the following principal terms and conditions :

Salary

Mr. N. B. Amin, Chairman & Managing Director

Rs. 75,000/- per month which may be increased by the Board of Directors upto Rs. 87,500/- per month.

Mr. Rahul Amin, Managing Director

Rs. 60,000/- per month which may be increased by the Board of Directors upto Rs. 87,500/- per month.

Commission & perquisites common to both, Mr. N. B. Amin and Mr. Rahul Amin are as under :-

Commission

Commission as may be decided by the Board of Directors, based on the net profits of the Company in each Financial Year, subject to the overall ceilings laid down in Sections 198 and 309 of the Companies Act, 1956.

Perquisites and Allowances

In addition to salary and commission, the appointees, Mr. N. B. Amin & Mr. Rahul Amin shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, reimbursement of expenditure or allowances in respect of maintenance, utilities such as gas, electricity, furnishings and repairs of the house, medical reimbursement, medical insurance and leave travel concession for self and his family including dependents; personal accident insurance; club fees and such other perquisites, benefits and allowances equivalent to their respective annual salary.

"Family" mentioned above means the spouse and dependent children of the appointee.

For the purpose of calculating the above ceilings, perquisites shall be evaluated as per Income-tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual costs.

Provision of car with driver for use on the Company's business and telephone facility at the residence, reimbursement of expenses including entertainment expenses will not be considered as perquisites.

The following shall not be included for the purposes of computation of remuneration or perquisites as aforesaid :

- i) The Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income-tax Act.
- ii) Gratuity payable at the rate of half month's salary for each completed year of service.
- iii) Encashment of leave at the end of the tenure of the appointee.

Minimum Remuneration

Subject to the ceilings specified in Section II Part II of Schedule XIII to the Companies Act, 1956, the appointees shall be paid remuneration by way of salary and perquisites except commission specified above notwithstanding that in any financial year during the currency of their tenure, the Company has no profits or its profits are inadequate.

Compensation

If before the expiry of the Agreement, the tenure of Office of the appointee is determined, he shall be entitled to compensation for the loss of Office subject to the provisions of Section 318 of the Companies Act, 1956.

As long as appointees Mr. N. B. Amin and Mr. Rahul Amin function as Chairman & Managing Director and Managing Director respectively, they shall not be interested or otherwise concerned directly or through their wife and/or minor children in any Selling Agency of the Company in future without the prior approval of the Central Government.

The particulars set-out above, may be treated as an Abstract of the Terms of Contract for the remuneration/ appointment of Mr. N. B. Amin as Chairman & Managing Director and Mr. Rahul Amin as Managing Director of the Company respectively which is required to be given to every Member under provisions of Section 302 (2) of the Companies Act, 1956.



Jyoti Ltd.

The Draft of the Agreement/s referred to above are open for inspection by the Members at the Registered Office of the Company between 10.00 a.m. and 12.00 noon on any working day upto the date of the Annual General Meeting.

The Board recommends the adoption of these Resolutions.

Both Mr. Rahul Amin and Mr. N. B. Amin who are related to each other, are interested in the resolutions at item Nos. 5 & 6 which relate to their own/relative's terms of appointment / remuneration.

None of the Directors is concerned or interested in the Resolutions.

REGISTERED OFFICE

Industrial Area
P.O. Chemical Industries
Vadodara-390 003
25th June, 1997

By Order of the Board

Shrikar Bhattbhatt
General Manager &
Company Secretary

Report  Junction.com

DIRECTORS' REPORT

To,

The Members of Jyoti Limited

Your Directors have pleasure in presenting the **FIFTY THIRD ANNUAL REPORT** and audited Accounts for the year ended on 31st March, 1997.

	Rs. in Lacs	
FINANCIAL RESULTS	<u>1996-97</u>	<u>1995-96</u>
Profit before Interest and Depreciation	1048.79	851.26
Less : Interest and Bank Charges	633.63	690.42
Profit before Depreciation	415.16	160.84
Less : Depreciation	98.06	107.13
Profit from Operations	317.10	53.71
Less : Bad debts written off	245.85	26.45
Profit before Taxation	71.25	27.26
Provision for Taxation	47.00	15.00
Balance of Profit for the year	24.25	12.26
Balance brought forward from the previous year	242.55	256.17
Add : Transferred from Investment Allowance (utilised) Reserve	—	24.12
Profit available for Appropriation	266.80	292.55
Less : Transferred to General Reserve	5.00	50.00
Balance profit carried to Balance Sheet	261.80	242.55

REVIEW

Gross Sales and other income for the Financial Year under review are Rs. 13154 lacs (Rs. 10218 lacs), registering an increase of about 29% over the previous year. Profits from operations are Rs. 317.1 lacs (Rs. 53.7 lacs).

Concerted efforts were made and are continued for better management of Working Capital and control of Overheads. This has improved our operations which has resulted in reasonable operating profit. In order to keep pace with changing market scenario and to be more competitive, various operations have been restructured. Divisions and Zonal Offices have now been made Profit Centres.

PROSPECTS

Your Company continues to have satisfactory order book position of Rs. 8620 lacs at the beginning of the year i.e. on 1.4.1997. Your Company's products are well accepted and in some cases also command a premium.

Keeping changing market situation in view, the Zonal Offices have been strengthened and empowered for quick decision making purpose.

Considerable emphasis is now being given to improve our R&D efforts for development of various products. This has resulted in achieving cost reduction and development of more efficient products which can withstand international competition.



Your Directors are happy to report that your Company has received an award instituted by International Association for Small Hydro for outstanding contribution to the development of Small Hydro as equipment manufacturer.

The Hydel Division has been able to get three orders from the Royal Government of Bhutan for renovation of 5 x 250 KW Gidakom, 3 x 250 KW Chenari and 3 x 130 KW Wangdi Mini Hydel Projects in Bhutan. You will be glad to note that equipments for these Power Stations were supplied by the Company in the Sixties which are now being renovated with latest equipments and technology. Customer acceptance and confidence level that your Company's products enjoy, is a matter of satisfaction for us all.

Switchgear Division has continued to develop new designs of Switchgear. New designs of Indoor Panels have been type-tested. New designs of low cost Vacuum Circuit Breaker and Panels are being introduced which will enhance the range and will increase the market share.

Pump Division, besides developing testing facilities has extended the existing range of Vertical Turbine Pumps and has introduced new models of Non-Clog Pumps.

During the year under review, your Company has developed a new range of Alternators which will meet the growing demand particularly in Chemical and Petrochemical Industries. Your Company has also developed L.T. & H.T. Induction Generators for Hydel applications.

Government of India is encouraging Co-generation projects to augment power generation in the country. Sugar Industry has big potential for Co-generation projects. Your company has supplied number of Alternators, Centrifuge Motors, L.T. Motors, etc. to Sugar factories. In order to use this advantageous position, your Company has initiated actions for entering into Co-generation business on a turn-key basis.

In the present global scenario, your Company is also concentrating its efforts to achieve increased Export business for its products and more particularly Switchgears, Pumps and Hydel Systems.

FINANCE

Considering the need to conserve the working funds of the Company for its operational requirements and to facilitate a higher growth rate, your Directors have thought it advisable not to recommend any dividend for the year under report.

Board of Directors hereby certify that the funds raised through private placement of Non-convertible Debentures of the value of Rs.75 lacs with Unit Trust of India in the year 1984-85 have been utilised only for working capital needs and that the funds have not been diverted for any other purposes. As of today, only Rs. 25 lacs is outstanding towards these Debentures.

Observation made by the Auditors in their Report at Item No 'C' have been fully clarified in the Note No. 4 (a) of Notes on Accounts, which is self-explanatory and does not call for any further explanation.

SUBSIDIARY COMPANY

Pursuant to Section 212 of the Companies Act, 1956, the Annual Accounts for the year ended on 31st March, 1997 of Nima Limited, the subsidiary of your Company, is annexed.

In order to minimise losses, operations of Nima Ltd. have been closed down. Actions are being taken to acquire the assets and liabilities of Nima Ltd. in terms of BIFR directive. Considering the realisable value of assets of Nima Ltd., your Directors are of the view that your Company will be able to recover all its dues.