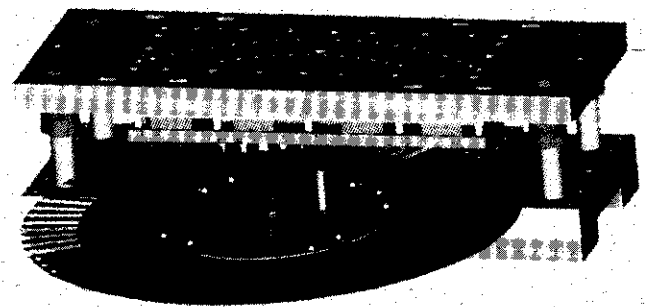
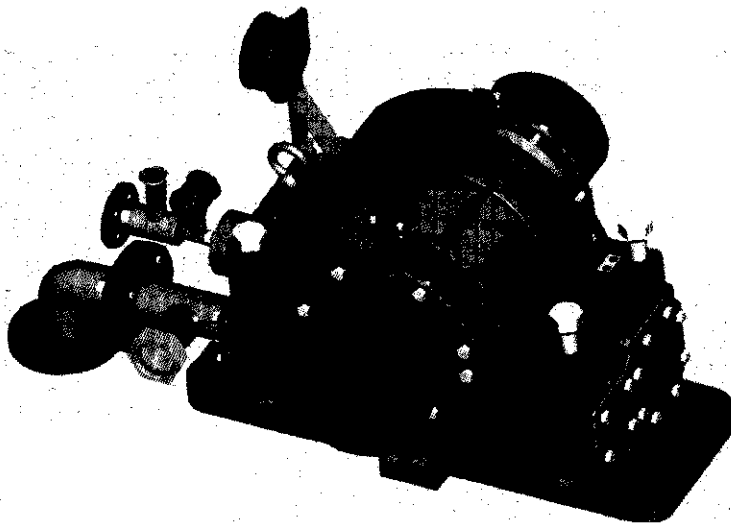
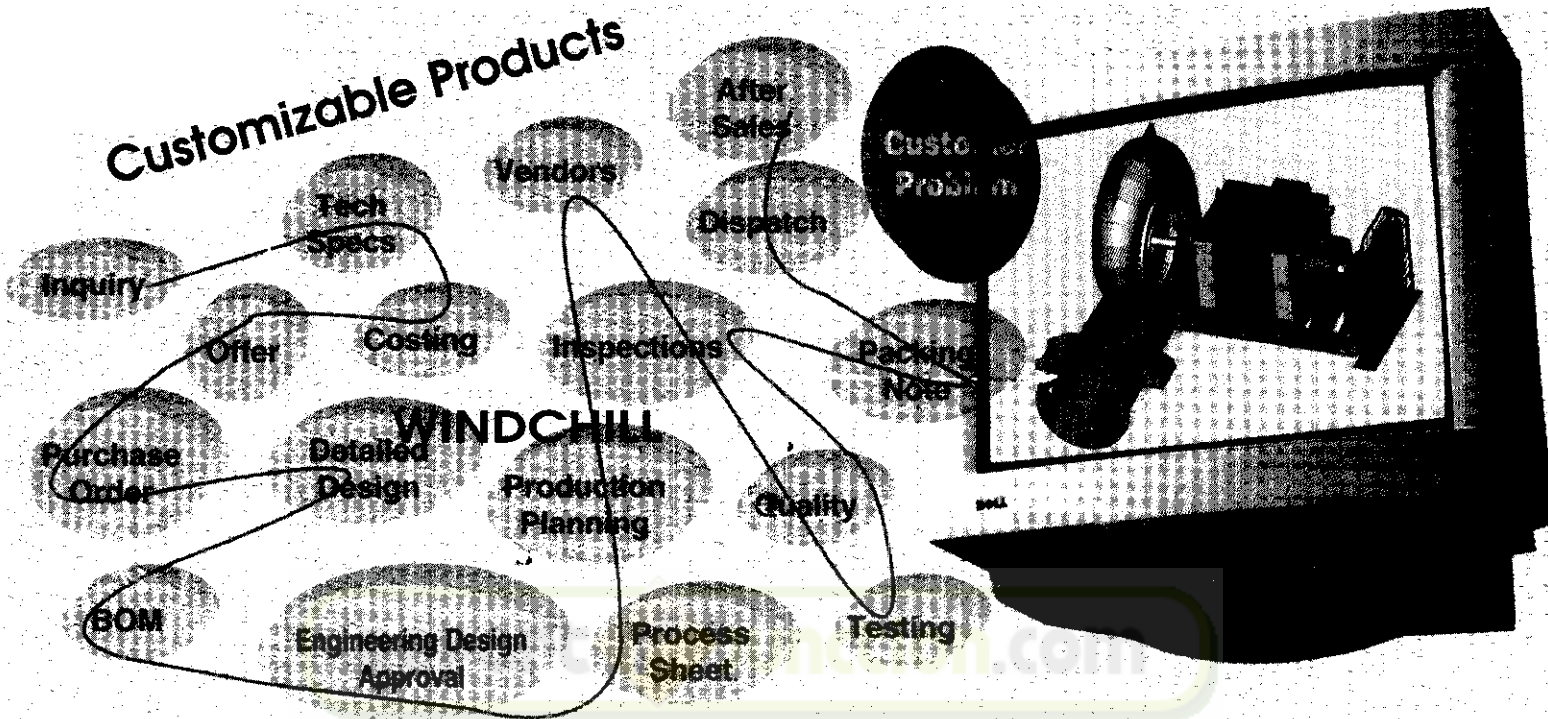




Jyoti Ltd.

Engineering Process Management...at Jyoti



56th Annual Report 1999-2000

One of the top five entries - Industrial Equipment Category
in
PTC Awards 2000 Competition*



Assembly of 'Jyoti' Horizontal Pelton Turbine

* The PTC Awards 2000 Competition is an international forum for PTC customers to display their successful achievements using PTC solutions. Using Pro/ENGINEER, Pro/MECHANICA & WINDCHILL software tools, Jyoti was able to create and engineer a highly realistic Electronic model, make design changes, produce a superior product, resulting in significant reduction in 'time to market'.


Jyoti Ltd.

56TH ANNUAL REPORT FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2000

BOARD OF DIRECTORS

**Chairman &
Managing Director** **Mr. Rahul Nanubhai Amin**
B.E. (Elec.), M. Engg. (Cornell - U.S.A.)

Wholetime Director **Mrs. Tejal Rahul Amin**
B.Com.

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

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

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

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

Mr. Hosi Navalshah Elavia
B.Com., L.L.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.

Mr. Ashwin Pundarikrai Hathi
B.A., L.L.B., D.L.P.

AUDITORS **Messrs K.S. Aliyar & Co.**
Chartered Accountants

BANKERS Central Bank of India
Dena Bank
Bank of Maharashtra

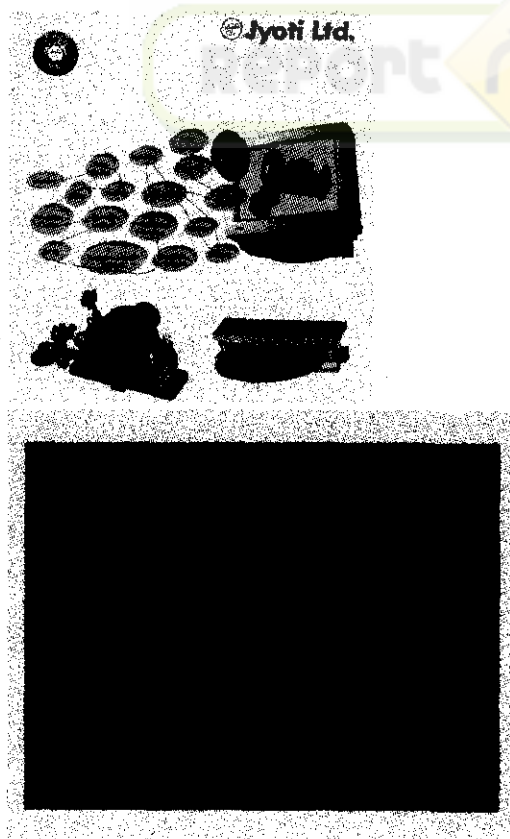
REGISTERED OFFICE Nanubhai Amin Marg
Industrial Area
P.O. Chemical Industries
Vadodara - 390 003.


Jyoti Ltd.
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A real collaborative and integrated approach to business is possible only if we have a medium that removes solidity and boundaries. Webcentric technology due to non-linearity in its evolution, provides one such means or medium to get seamless. At Jyoti, with WINDCHILL (software tool for managing engineering process), Research & Design Center, Marketing, Costing, Planning, Production, Quality, Despatch, Customer Support, Finance etc., are all expected to become seamless with one another, resulting in the customizable product innovation.

56th Annual Report 1999-2000

NOTICE

The FIFTY-SIXTH ANNUAL GENERAL MEETING of the Members of JYOTI LIMITED will be held at the Campus of Jyoti Colony, situated at Sama Road, Vadodara-390008, on **Thursday, the 7th day of September, 2000 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, 2000 and the Balance Sheet as at that date.
2. To appoint a Director in place of **Mr. K.K. Taneja**, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of **Mr. K.L. Dalal**, who retires by rotation and being eligible, offers himself for re-appointment.
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."

By Order of the Board

Suresh Gandhi
General Manager (Finance)

REGISTERED OFFICE

Nanubhai Amin Marg
Industrial Area
P.O. Chemical Industries
Vadodara-390 003

11th May, 2000

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 FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. All documents referred to in the Notice and Explanatory Statement will be 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.
4. Shareholders are requested to notify any change of address.
5. Shareholders are requested to send their queries in respect of Financial Accounts of the Company for the year ended 31st March, 2000 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.
6. The Register of Members and Share Transfer Books of the Company will remain closed from 17-8-2000 to 7-9-2000 (both days inclusive).
7. Relevance of questions and the order of speakers at the meeting will be decided by the Chairman.


Jyoti Ltd.

DIRECTORS' REPORT

To,

The Members of **Jyoti Limited**

Your Directors have pleasure in presenting the FIFTY-SIXTH ANNUAL REPORT and audited Accounts for the year ended on 31st March, 2000.

FINANCIAL RESULTS

	(Rs. in Lacs)	
	1999-2000	1998-99
Profit before Interest and Depreciation	1301.72	1021.64
Less : Interest and Bank Charges	612.00	442.62
Profit before Depreciation	689.72	579.02
Less : Depreciation	170.66	145.83
Profit from Operations	519.06	433.19
Less : Contractual deductions and Bad debts written off	120.29	125.50
Profit before Taxation	398.77	307.69
Provision for Taxation	95.00	100.00
Adjustment in respect of restatement of		
Opening Stock of Work-in-Progress and Finished Goods	—	58.30
Balance of profit for the year	303.77	149.39
Balance brought forward from the previous year	264.87	265.48
Profit available for Appropriation	568.64	414.87
Less : Transferred to General Reserve	300.00	150.00
Balance profit carried to Balance Sheet	268.64	264.87

REVIEW

The Sales and other income for the Financial Year under review was Rs. 15,227 lacs (Rs. 14,338 lacs). The Profit from operations was Rs. 519 lacs (Rs. 433 lacs).

The overall recessionary trend which continued throughout the previous year gradually started to lose its grip on the economy during 1999-2000. During the year under review, Company could achieve only marginal

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improvement in its Sales compared to the previous year, though the number of units produced is much more compared to previous year. Your Company has, during the year under review, improved its previous year's sales level by Rs. 889 lacs.

In the present situation, your Company has undertaken several steps to standardise its designs of all products by variety reduction, economising on cost and time and also to make maximum use of non-moving items. It is the goal of the Company to produce high quality products, minimise rejection and rework and inculcate a high degree of discipline to make maximum use of available resources in terms of manpower and machinery.

PROSPECTS

Your Company's order book position was Rs. 8,478 lacs at the beginning of the current year i.e. 1st April, 2000. Your Company is, however, quite confident of securing sufficient orders during the current year.

In the year 1999-2000, Switchgear Division of your Company achieved appreciable growth, inspite of very stiff competition both in the domestic as well as international markets and the shrinking demand in the country. It is a matter of great pride that Switchgear Division had successfully cleared and tested indigenously developed Magnetically Activated VCBs at CPRI, Bhopal and have also successfully completed typetesting of 25 KA VCB at KEMA, The Netherlands, which will enable your Company to penetrate in the European Markets.

During the year under review, REM Division sold substantially more number of alternators with a growth rate of 64%. This Division has consolidated its position in the market of Standard alternators and improved its market share. During the year, Permanent Magnet Generator (PMG) has been developed for the alternators. Prototype has been successfully tested and commissioned.

Hydel Division has improved its performance during the year. The order book position for the Division is very satisfactory. Considering the healthy order book position, this Division is expected to grow further in the current year. This Division has, during the year under review, received a prestigious order from UNDP, New Delhi for supply of E & M equipments for 2 X 100 KW Kothi, 2 X 200 KW Lingti, 1 X 200 KW Jalimgarh and 1 X 200 KW Nindigarh Hydro Electric Projects. This Division has successfully commissioned 2 X 60 KW Hydro Electric Project at Lhuntse for Power Department of Royal Government of Bhutan.

During the year under review, Pumps Division successfully executed an order for 2 pumps of 1200 size in split-case construction delivering 2,50,000 litre per minute for Patna Water Board, Bihar. Your Company has, geared up to ensure considerable increase in sales during the current year.

During the year under review, your Company has been able to increase its exports significantly, to Rs. 866 lacs as compared to Rs. 253 lacs during previous year, mainly of Vacuum Circuit Breaker panels to Middle

**Jyoti Ltd.**

East. In order to meet stiff competition, your Company is planning to set up a Joint Venture Company for manufacturing 11 kV Indoor Vacuum Circuit Breaker Panels in Sultanate of Oman. With this, your Company expects to get more export orders in future.

FINANCE

You may recall our observations in our last Report on the recessionary trend in the country which affected economic activities very seriously. The same trend continued during the year under review. Also, the country faced General Elections which caused instability in political circles. This, alongwith very tight financial position due to delayed collections, adversely affected orders and the bottomline.

Your Company, in anticipation of the above problems, took various corrective measures. The production was increased to cover up orders procured at less or no margin. Close monitoring over the expenditure continued during the year under review also, including reduction in commission payable. To overcome liquidity crunch, additional facilities were availed of from banking institutions.

All such measures coupled with financial discipline have seen your Company through the difficult year. It was envisaged that modernisation of our Plant & Machinery is the answer to severe competition. Accordingly, capital expenditure was made, financed by Term Loans from Banks and also from internal accruals, to attain a high growth rate. With this background and keeping in view the long term interest of the shareholders, your Directors have thought it not desirable to recommend any dividend for the year under review.

Observations made by the Auditors have been fully clarified and being of self-explanatory nature, do 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, 2000 of Nima Limited, a subsidiary of your Company, are annexed.

DIRECTORS

Shri K.K. Taneja and Shri K.L. Dalal retire by rotation and being eligible offer themselves for re-appointment.

Shri Uday Shah ceased to be a Director of the Company from 22nd March, 2000, in view of withdrawal of his nomination by Industrial Development Bank of India (IDBI). Board places on record its deep appreciation for the valuable services rendered by Shri Uday Shah during his association as a Director of the Company.



56th Annual Report 1999-2000**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

As required by the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, the relevant data pertaining to conservation of energy, technology absorption and foreign exchange earnings and outgo are given in the prescribed format as an Annexure to this Report.

PARTICULARS OF EMPLOYEES

Information pursuant to Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) amended Rules, 1999 is given in the Annexure which forms part of this Report.

AUDITORS

The Members are requested to appoint Statutory Auditors, at the ensuing Annual General Meeting, to hold office from the conclusion of the said meeting until the conclusion of the next Annual General Meeting and fix their remuneration. M/s. K.S. Aiyar & Co., Chartered Accountants, Mumbai, the existing Auditors have under Section 224(1) of the Companies Act, 1956, furnished Certificate of their eligibility for re-appointment.

A Special Resolution has been proposed for the appointment of M/s. K.S. Aiyar & Co., Mumbai, as Auditors of the Company as required under Section 224A of the Companies Act, 1956.

APPRECIATION

Your Directors place on record their appreciation for the excellent support the Company has received from its Employees, Customers and Shareholders. They also express their sincere thanks to the Financial Institutions, Company's Bankers and the Government of Gujarat for very valuable support extended to the Company.

On behalf of the Board of Directors

RAHUL AMIN

Chairman & Managing Director

Vadodara

11th May, 2000


Jyoti Ltd.

ANNEXURE TO DIRECTORS' REPORT

Statement containing particulars pursuant to Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of Directors' Report.

A. Conservation of Energy :

Energy Conservation Measures taken :

- i) In the Stamping Department, all 4 feet tube lights have been replaced by Electronic Ballasts in a phased manner.
- ii) Measures to create awareness on need for energy conservation amongst all levels of employees through posters, hoardings etc.
- iii) Optimisation of lighting system, restructuring and down-sizing of office layout, preventive maintenance of electric lines, optimal utilisation of oven etc.

B. Technology Absorption :

(a) Research & Development

1. Specific areas in which R & D is carried out by the Company :

- Rotating Electrical Machines (Motors & Generators)
- Medium Voltage Switchgear
- Hydraulic Pumps and Turbines
- Electronic Control Systems

2. Benefits derived as a result of above R & D :

As a result of the above R&D work, it has been possible to maintain competitiveness of our products in the liberalised market environment through addition of new products and features, upgradation of product performance, quality enhancement, range extension and cost reduction.

3. Future Plan of Action :

The future R&D activities will be directed at developing new products for both domestic and international markets and upgradation of existing products and manufacturing processes. Efforts are also being directed at reducing development cycle time by using advanced computer-aided design and engineering software.

4. Expenditure on R & D :

Rs. in lacs

a) Capital	342.80
b) Recurring	381.40
c) Total	724.20
d) Total R & D expenditure as percentage to total turnover	4.76%