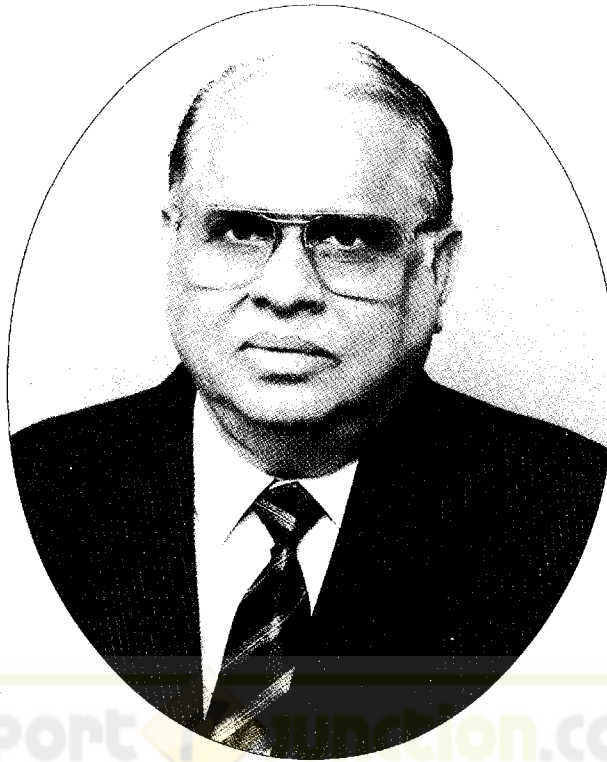


JYOTI STRUCTURES LIMITED



(30th April, 1933 - 1st July, 2005)

Shri M P Tejwani

In Respectful Homage

*Our Dear Chairman left for Heavenly Abode
on*

Friday, 1st July, 2005.

*Deeply mourned and fondly remembered
by*

the Jyoti Structures Family.

**JYOTI STRUCTURES LIMITED**

ISO 9001-CERTIFIED

BOARD OF DIRECTORS

M P TEJWANI

Chairman

(Deceased on 01-07-05)

S D KSHIRSAGAR

Chairman

(w.e.f. 04-07-05)

K R THAKUR

Managing Director

G L VALECHA

S H MIRCHANDANI

A J KHAN

COMPANY SECRETARY

L H Khilnani

AUDITORS

R M Ajgaonkar & Co., Chartered Accountants

BANKERS

State Bank of India

Bank of India

Bank of Maharashtra

Canara Bank

Dena Bank

ICICI Bank Limited

Indian Bank

Oriental Bank of Commerce

State Bank of Indore

Syndicate Bank

UCO Bank

Union Bank of India

REGISTERED OFFICE

Valecha Chambers, 6th Floor,

New Link Road, Andheri (W),

Mumbai-400 053. Maharashtra State, India

Tel : 5691 5000**Fax** : 5691 5014/15**Website** : www.jyotisttructures.com**Email** : contact@jsl.co.in**LEGAL ADVISORS**

Amarchand & Mangaldas & Suresh A. Shroff & Co

REGISTRAR & SHARE TRANSFER AGENT

Big Share Services Private Limited,

E/2, Ansa Industrial Estate, Sakivihar Road,

Saki Naka, Andheri (East), Mumbai - 400 072.

Tel. : 28470652 / 28470053 / 28473474

Fax : 2847 5207

30TH ANNUAL GENERAL MEETING

Day : Wednesday

Date : 3rd August, 2005

Time : 3.30 p.m.,

Venue : M C Ghia Hall,
Bhogilal Hargovindas Building,
18/20, Kaikhushru Dubash Marg,
Mumbai - 400 001

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JYOTI STRUCTURES LIMITED**FINANCIAL HIGHLIGHTS**

(Rs. in Lacs)

	2004-05	2003-04	2002-03	2001-02	2000-01
SALES & EARNINGS :					
Sales & Other Income	44,008	30,402	27,778	32,104	26,539
Profit Before Taxes	1,811	944	143	(1,503)	1,090
Profit After Taxes	1,153	547	46	(964)	801
Equity Dividend	12%	NIL	NIL	NIL	25%

ASSETS :

Gross Block	7,315	6,700	6,535	6,733	6,582
(Including Capital W.I.P.)					
Net Block	4,411	4,169	4,392	4,542	4,699
Total Net Assets	21,324	15,386	15,280	18,233	18,982

REPRESENTED BY :

Net worth	9,442	6,261	4,762	4,573	6,137
Share Capital	1,382	1,182	980	930	969
Reserves & Surplus	8,060	5,079	3,782	3,643	5,168
Borrowings	11,194	8,532	10,268	13,506	12,845
Deferred Tax Liability	688	592	250	154	-
Total Funds	21,324	15,386	15,280	18,233	18,982

OTHER HIGHLIGHTS :

Foreign Exchange Earnings	9,183	5,294	9,327	21,969	19,751
(Including Deemed Exports & Sales through Export Houses)					
Foreign Exchange Outgo	74	20	646	2,921	4,494

INSTALLED CAPACITY AND PRODUCTION :

Installed Capacity (M.T.p.a.)	52,000	52,000	52,000	52,000	52,000
Production (M.T.)	34,888	21,343	24,054	43,551	40,244
EPS (Rs.)	9.30	5.04	0.46	(9.94)	11.37

ANNUAL REPORT 2004-2005**DIRECTORS' REPORT**

Your Directors have great pleasure in presenting this Thirtieth Annual Report on the business and operations of your Company with the Audited Statement of Accounts for the year ended 31st March 2005.

FINANCIAL PERFORMANCE

	<i>Rs. in Crores</i>	
	2004-2005	2003-2004
Sales and Other Income	440.08	304.02
Profit/(Loss) before Depreciation and Taxes	22.04	13.50
Less: Depreciation	3.93	4.06
Profit/(Loss) before Taxes	18.11	9.44
Less : Provision for Current Tax	5.63	0.54
Profit before Deferred Tax	12.48	8.89
Less : Provision for Deferred Tax (Net)	0.95	3.42
Net Profit after Deferred Tax	11.53	5.47
Balance brought forward from previous year	-	(8.73)
Prior Year adjustment (Net)	-	(0.08)
Excess/(Short) provisions for Taxes for earlier years	-	0.14
Balance Transferred to General Reserve	-	3.20
Profit/(Loss) available for appropriations	11.53	-
Appropriations		
Proposed Dividend – Equity Shares	1.66	-
Corporate Dividend Tax	0.22	-
Transfer to General Reserve	9.00	-
Balance carried to Balance Sheet	0.65	-

DIVIDEND

Your Directors recommend a Dividend of 12% (i.e. Rs. 1.20) per Equity Share for the year ended 31st March 2005.

CAPITAL

During the year, the Equity Share Capital of the Company increased by Rs. 2 Crores to Rs. 13.82 crores consequent to the allotment of 20,00,000 Equity Shares to Reliance Energy Investments Private Limited on a private placement basis.

To attract and retain talent and remain competitive in the talent market and to strengthen interdependence between individual and organization prosperity, your Company plans to introduce an Employee Stock Option Scheme. Details of the scheme are provided in the accompanying Notice.

OPERATIONS

The financial performance of the Company during the year reflects a rise in momentum of growth achieved through improved operations. Your Company has posted a rise in turnover to Rs. 440.08 crore, an increase

JYOTI STRUCTURES LIMITED

of about 45% as compared to Rs. 304.02 crores in the previous financial year. The Company recorded a net profit of Rs.11.53 crore as against Rs. 5.47 crore in the corresponding previous financial year.

OPPORTUNITIES

With the formation of National Grid and development of inter-regional transmission highways by 2012, the outlook for the Transmission Line industry in general and for your Company in particular appears to be bright.

SUBSIDIARIES**JSL Refractories Limited**

Sales and Income from other operations during the year 2004-2005 was Rs. 5.05 crores as against Rs. 2.79 crores for the corresponding previous financial year. The loss after tax reduced from Rs. 0.88 crores in the previous year to Rs. 0.31 crores during the year under review.

JSL Corporate Services Ltd

No business was transacted during the year under review.

Shree Chhatrapati Shahu Power Company Limited

During the year under review the Company earned income by way of commission of Rs. 0.04 crores. Other than this no business was transacted during the year.

The Central Government in exercise of the power conferred by sub section 212(8) of the Companies Act, 1956 has accorded its approval for exemption from attaching the accounts of subsidiaries to the Balance Sheet of the Company.

The Company shall provide the copy of the Annual Report and other documents of its subsidiary companies as required under Section 212 of the Act to the members on their request, free of cost.

DIRECTORS

With profound grief and sorrow, your directors inform you that our beloved Chairman Mr M P Tejwani has left for his heavenly abode on 1st July 2005.

The Jyoti Structures family will always cherish the memories of Mr Tejwani with gratitude, love and a deep sense of pain. Your directors wish to place on record their sincere appreciation for the invaluable services rendered by Mr Tejwani.

In accordance with Section 255 and 256 of the Companies Act read with Article 80 of the Articles of the Association of the Company, Mr A J Khan and Mr S D Kshirsagar retire by rotation at the ensuing Annual General Meeting and are eligible for re-appointment.

Your directors have pleasure in recommending the re-appointment of Mr A J Khan and Mr S D Kshirsagar.

AUDITORS

M/s R M Ajgaonkar & Co., Chartered Accountants, a proprietary concern of Mr R M Ajgaonkar were the Auditors of the company. Mr R M Ajgaonkar has requested the Company for appointment to be made in the name of M/s R M Ajgaonkar & Associates, Chartered Accountants, a partnership firm. Members are requested to consider their appointment for the financial year 2005-06.

The observations made in the Auditors Report are self-explanatory and therefore, do not call for any further comments under Section 217 (3) of the Companies Act, 1956.

DEPOSITS

The Company has not accepted deposits by way of invitation to the public and has complied with the provisions of Section 58 A of the Companies Act, 1956.

EFFLUENT TREATMENT PLANT

As a part of continuing efforts to protect environment, your Company has made several modifications at its

factory at Nasik. The Company complies with relevant standards laid down under the provisions of the Environmental (Protection) Act, 1986 and Rules made there under, as also, complies with the provisions of the Water (Prevention and Control of Pollution) Act, 1974.

In recognition of maintaining High Standard of Environmental Management System at Nasik factory, your Company has been awarded with the prestigious certificate, ISO 14001 by DET NORSKE VERITAS, The Netherlands.

PARTICULARS AS PER SECTION 217 OF THE COMPANIES ACT, 1956

The information required under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules 1975 is enclosed with this report.

Information relating to the Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo required under Section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988 is enclosed with this report.

CORPORATE GOVERNANCE

The Company continues to implement Corporate Governance Practices prescribed by SEBI and Clause 49 of the Listing Agreement with the Stock Exchanges. The detailed report on compliance of Corporate Governance and Management's Discussion Analysis as stipulated in clause 49 of the Listing Agreement is enclosed and forms part of this Report.

In line with the said provisions, the Company has obtained a certificate from the Auditors of the Company, which is annexed and forms part of the Annual Report.

DIRECTOR'S RESPONSIBILITY STATEMENT

As stipulated in Section 217 (2AA) of the Companies Act, 1956, your Director subscribe to the 'Directors' Responsibility Statement' and confirm that :

- i in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii the Directors 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 or loss of the Company for that period;
- iii the Directors have taken proper and sufficient care of the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding assets of the Company and for preventing and detecting fraud and other irregularities;
- iv the Directors have prepared the annual accounts on a going concern basis.

INDUSTRIAL RELATIONS

Your Directors wish to place on record the commitment and involvement of the employees at all levels and looks forward to their continued co-operation.

Relations between the Management and the Employees remained cordial throughout the year.

ACKNOWLEDGEMENTS

The Directors convey their gratitude to all the stakeholders including the Company's Bankers, Financial Institutions and business associates for their continued support.

For and on behalf of the Board

S D KSHIRSAGAR
Chairman

Mumbai, July 4, 2005

JYOTI STRUCTURES LIMITED**CORPORATE GOVERNANCE REPORT****PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE**

Your Directors are committed to practice sound governance principles and believe that good governance is an ongoing process. We at Jyoti Structures are guided by core principles of governance like transparency, accountability, disclosures and compliances to enhance the value of stakeholders viz. customers, shareholders, employees, lenders, vendors including the society of which the Company is a part.

BOARD OF DIRECTORS

The composition of Board of Directors is in compliance with provisions of Listing Agreement with the Stock Exchanges and the Companies Act, 1956. The Board has an optimum combination of Executive and Non-Executive Directors. Mr. M P Tejwani continues to be Non-Executive Chairman. Fifty percent of Directors are Non-Executive and Independent Directors.

None of the Directors on the Board is a member on more than 10 committees and chairman of more than 5 committees across all the companies in which he is a Director. All the Directors have made necessary disclosures regarding committee positions occupied by them.

The names and categories of the Directors on the Board, their attendance at Board Meeting during the year and at the last Annual General Meeting, as also the number of Directorships and Committee Memberships held by them in other companies are given below :

Name	Category particulars	Attendance		Number of other Directorship and Committee Membership/ Chairmanship		
		Board Meeting	Last AGM	Other Directorship	Committee Membership	Committee Chairmanship
M P Tejwani (Chairman)	Non-executive & Independent	8	Yes	5	1	1
S D Kshirsagar	Non-Executive & Independent	8	Yes	-	-	-
A J Khan	Non-Executive & Independent	6	Yes	-	-	-
G L Valecha	Non-Executive & Non-Independent	8	Yes	1	-	-
S H Mirchandani	Non-Executive & Non-Independent	6	Yes	2	-	-
K R Thakur (Managing Director)	Executive & Non-Independent	8	Yes	3	-	-

COMPOSITION OF COMMITTEES OF DIRECTORS AND THEIR ATTENDANCE AT THE MEETING

The Board has constituted committees of Directors to take informed decisions in the best interest of the Company. These committees monitor the activities falling within their terms of reference. The Board Committee's are as follows :

Audit Committee

The Company had constituted an Audit Committee in the year 2000. The scope of the activities of the Audit Committee is in compliance with Clause 49 of the Listing Agreement with the Stock Exchanges read with Section 292A of the companies Act, 1956.

The Committee met four times during the year and the attendance of the members at the meeting was as follows;

Name of the Director	Status	No of Meeting Attended
Mr M P Tejwani, Chairman	Independent Non-Executive	4
Mr. S H Mirchandani, Member	Non-Independent Non-Executive	3
Mr. S D Kshirsagar, Member	Independent Non-Executive	4

ANNUAL REPORT 2004-2005

Audit Committee meetings are attended by Chief Executive Officer, Vice President (Finance & Operations) and Vice President (Commercial) and representative of Auditors.

The terms of reference of Audit Committee include various matters in conformity with the statutory guidelines including the following :

To ensure proper accounting policies, going concern assumption, compliance with accounting standards, significant adjustments, compliance with Stock Exchanges and other legal requirement and to look into the reason for substantial defaults, if any, in the payments to depositor, debenture holders, shareholders (in case of non-payment of declared dividends) and review various matters related to statutory audit, internal audit, internal control, investigation and risk management policies, financial reporting process and disclosures of its financial information to ensure that the financial statements are correct, sufficient and credible.

Remuneration Committee

Remuneration Committee was re-constituted in the Board Meeting held on 01.04.2003. The Remuneration Committee reviews the overall remuneration structure of the Executive Directors. The remuneration, if any, of Non-Executive directors is decided by the Board of Directors.

The Remuneration Committee comprises of three Independent Non-Executive Directors Mr. M P Tejwani, Chairman, Mr. S D Kshirsagar, Member and Mr. A J Khan, Member. During the year no meetings were held for the Remuneration Committee.

Compensation Committee

A Compensation Committee comprising of three independent Non-Executive Directors, Mr. M P Tejwani, Chairman, Mr. S D Kshirsagar, Member and Mr. A J Khan, Member was formed by the Board of Directors at its meeting held on 26th April 2005 for the purpose of implementation of the Employee Stock Option Scheme-2005.

Details of Remuneration for 2004-05

Name of Director	Sitting fees	Salaries and Perquisites	Commission
Managing Director / Whole Time Director K R Thakur	N.A.	89,90,040	Nil
Non-Executive Director M P Tejwani	65,000	Nil	Nil
S H Mirchandani	45,000	Nil	Nil
S D Khirsagar	65,000	Nil	Nil
A J Khan	30,000	Nil	Nil
G L Valecha	45,000	Nil	Nil

Details of Directors seeking re-appointment in the 30th Annual General Meeting :

Name of the Director	S D Kshirsagar	A J Khan
Date of Birth	04/05/1937	01/07/1936
Date of Appointment/ Re appointment as Director	01/04/2003	01/04/2003
Qualification	PGCIA, MA (Economics)	BE (Electrical)
Experience and Expertise in specific functional area	Mr. S D Kshirsagar has an industrial experience of about 40 years and has worked with companies like Tata International Limited and Tata Steel.	Mr. A J Khan retired as Technical Director of Maharashtra State Electricity Board after having worked on various prestigious projects during his tenure.

JYOTI STRUCTURES LIMITED**Other Directorship : S D Kshirsagar**

Name of the Company	Position	Committee	Membership Status
Nil	Nil	Nil	Nil

Other Directorship : A J Khan

Name of the Company	Position	Committee	Membership Status
Nil	Nil	Nil	Nil

Finance, Share Transfer and Investors Grievance Committee

The Company has Finance, Share Transfer Committee and Investors Grievance Committee, comprising of three Independent Non-Executive Directors namely Mr. M P Tejwani, Chairman, Mr. S D Kshirsagar and Mr. A J Khan, which meets at regular intervals. Mr. L H Khilnani, Company Secretary is the Compliance Officer. The Committee approves share transfers and transmission, issue of duplicate certificates and review all other matters connected with securities. The Committee oversees the performance of the Registrar and Share Transfer Agent. The Committee is also authorized to take decisions in day to day financial and banking matters. As on March 31, 2005, no instruments of share transfer were pending.

Complaints		
Received from	Received and Cleared	Pending
Direct to the Company	40	-
Through SEBI	3	-
Investors Association	-	-

GENERAL BODY MEETINGS :

The last three Annual General Meetings of the Company were held at M C Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubhas Marg, Mumbai- 400 001, as per details below :

Year	Date	Time	Type of Meeting
2001-02	26.09.2002	12.30 P.M.	Annual General Meeting
2002-03	05.09.2003	3.00 P M	Annual General Meeting
2003-04	22.09.2004	3.00 P.M	Annual General Meeting

There were no Special Resolutions passed by the Company through Postal Ballot at the last Annual General Meeting. No Special Resolution is proposed to be passed through Postal Ballot at the ensuing Annual General Meeting.

DISCLOSURES

- 1) There are no transactions of material nature that have been entered into by the Company with the Promoters, Directors, their relatives and the management and in any company in which they are interested, that may have potential conflict with the interest of the Company.
- 2) There were no instances of non-compliance during the last three years by the Company on any matter related to Capital Market. Consequently, there were no penalties imposed nor strictures passed on the Company by Stock Exchanges, SEBI or any statutory authority.

SECRETARIAL AUDIT

A qualified practicing Company Secretary carried out a secretarial audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

MEANS OF COMMUNICATION

Quarterly/Half Yearly/Yearly Financial Results of the Company are forwarded to The Stock Exchange, Mumbai and The National Stock Exchange of India Limited, where the Company's shares are listed. The results are published normally in Economic Times and Maharashtra Times.