



JSL

JYOTI STRUCTURES LTD.

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Annual Report
2002-2003

**JYOTI STRUCTURES LIMITED**

ISO 9001-CERTIFIED

BOARD OF DIRECTORS

M.P. TEJWANI	<i>Chairman</i>
K.R. THAKUR	<i>Managing Director</i>
G.L. VALECHA	
S.H. MIRCHANDANI	
S.D. KSHIRSAGAR	
A.J. KHAN	

COMPANY SECRETARY

L.H. Khilnani

28TH ANNUAL GENERAL MEETING

Day	: Thursday
Date	: 5th September, 2003
Time	: 3.00 p.m.
Venue	: M. C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Mumbai - 400 001.

BANKERS

State Bank of India
Bank of India
UTI Bank Ltd.
IndusInd Bank Ltd.
ICICI Banking Corpn. Ltd.
Global Trust Bank Ltd.
Canara Bank
Bank Muscat
Exim Bank of India

LEGAL ADVISORS

Amarchand & Mangaldas & Suresh A. Shroff & Co.
Mulla & Mulla & Craigie Blund & Caroe
Wadia Ghandy & Company

AUDITORS

R.M. Ajgaonkar & Co.
Chartered Accountants

REGISTERED AND CORPORATE OFFICE

Valecha Chambers, 5th/6th Floor,
New Link road, Oshiwara,
Andheri (W), Mumbai-400 053.
Maharashtra State, India.

Tel. : 5691 5000 Fax : 5691 5014/5

Website : www.jyotisttructures.com

Email : contact@jyotisttructures.com

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JYOTI STRUCTURES LIMITED**WORKING RESULTS AT A GLANCE**

(Rs. in Lacs)

	2002-03	2001-02	2000-01	1999-00	1998-99
SALES & EARNINGS					
Sales & Other Income	27,778	32,104	26,539	23,112	20,779
Profit Before Taxes	143	(1,503)	1,090	904	810
Profit After Taxes	46	(964)	801	754	701
Equity Dividend	NIL	NIL	25%	* 30%	25%
ASSETS					
Gross Block (Including Capital W.I.P.)	6,535	6,733	6,582	6,167	5,624
Net Block	4,392	4,542	4,699	4,641	4,371
Total Net Assets	15,281	18,233	18,982	14,853	10,631
REPRESENTED BY					
Net worth	4,762	4,573	6,137	4,597	4,108
Share Capital	980	930	969	491	491
Reserves & Surplus	3,782	3,643	5,168	4,106	3,617
Borrowings	10,269	13,506	12,845	10,256	6,523
Deferred Tax Liability	250	154	-	-	-
Total Funds	15,281	18,233	18,982	14,853	10,631
OTHER HIGHLIGHTS					
Foreign Exchange Earnings (Including Deemed Exports & Sales through Export Houses)	9,327	21,969	19,751	14,182	10,186
Foreign Exchange Outgo	646	2,921	4,494	3,165	1,366
INSTALLED CAPACITY AND PRODUCTION					
Installed Capacity (M.T. p.a.)	52,000	52,000	52,000	52,000	52,000
Production (M.T.)	24,054	43,551	40,244	40,957	24,771
EARNING PER SHARE	0.46	(9.94)	11.37**	15.35	14.25

* Includes 5% Silver Jubilee Year Dividend

** On the expanded capital base after the Rights Issue



JYOTI STRUCTURES LIMITED

NOTICE

NOTICE is hereby given that the Twenty-Eight Annual General Meeting of the members of the Company will be held on Friday, the 5th September, 2003 at 3 p.m. at "M C Ghia Hall", Bhogilal Hargovindas Building, 18/20 Kaikhushru Dubash Marg, Mumbai 400 001 to transact the following businesses :

ORDINARY BUSINESS :

1. To receive, consider and adopt the audited Profit and Loss Account for the year ended 31st March, 2003, the Balance Sheet as at that date and the Report of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. S H Mirchandani, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. K R Thakur, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS

5. To consider and if thought fit to pass with or without modifications the following resolution as a Special Resolution :-

"RESOLVED THAT pursuant to the provisions of Section 228 and other applicable provisions, if any, of the Companies act, 1956, M/s. ERNST & YOUNG, Chartered Accountants, Muscat, Sultanate of Oman, the retiring Branch Auditors of the Muscat Branch of the Company, be and are hereby re-appointed as the Branch Auditors of the Company to hold office from the conclusion of this meeting upto the conclusion of the next Annual General Meeting of the Company and to examine and audit the books of account of the Branch Office of the Company located at Muscat for the financial year 2003-04 on such remuneration as may be mutually agreed upon between the Board of Directors and the Branch Auditors, plus out-of-pocket, traveling and living expenses, incurred in connection with the audit."

6. To consider and if thought fit to pass with or without modifications the following resolution as a Special Resolution :-

"RESOLVED THAT pursuant to the provisions of Section 228 and other applicable provisions, if any, of the Companies act, 1956, M/s. Tadesse Woldegabriel & Co., Addis Ababa, Ethiopia, the retiring Branch Auditors of the Ethiopia Branch of the Company, be and are hereby re-appointed as the Branch Auditors of the Company to hold office from the conclusion of this meeting upto the conclusion of the next Annual General Meeting of the Company and to examine and audit the books of account of the Branch Office of the Company located at Ethiopia for the financial year 2003-04 on such remuneration as may be mutually agreed upon between the Board of Directors and the Branch Auditors, plus out-of-pocket, traveling and living expenses, incurred in connection with the audit."

"RESOLVED FURTHER that pursuant to the provisions of Section 228 and other applicable provisions, if any, of the Companies Act, 1956, the Board of Directors of the Company be and is hereby authorised to appoint as Branch Auditors of any branch office which may be opened hereafter in India or abroad in consultation with Company's Auditors, any person qualified to act as Branch Auditor within the provisions of the said Section 228 and to fix their remuneration."

JYOTI STRUCTURES LIMITED

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

"RESOLVED THAT Shri S. D. Kshirsagar, who was appointed as an Additional Director of the Company pursuant to Article 80 of the Articles of Association of the Company and Section 260 of the Companies Act, 1956 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a member proposing his candidature for the office of the Director, be and is hereby appointed as Director of the Company, liable to retire by rotation".

8. To consider and if thought fit to pass with or without modifications the following resolution as an Ordinary Resolution :-

"RESOLVED THAT Shri A. J. Khan, who was appointed as an Additional Director of the Company pursuant to Article 80 of the Articles of Association of the Company and Section 260 of the Companies Act, 1956 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a member proposing his candidature for the office of the Director, be and is hereby appointed as Director of the Company, liable to retire by rotation".

9. To consider and if thought fit to pass with or without modifications the following resolution as an Ordinary Resolution :-

"RESOLVED THAT Shri G. L. Valecha, who was appointed as an Additional Director of the Company pursuant to Article 80 of the Articles of Association of the Company and Section 260 of the Companies Act, 1956 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a member proposing his candidature for the office of the Director, be and is hereby appointed as Director of the Company, liable to retire by rotation".

10. To consider and if thought fit to pass with or without modifications the following resolution as a Special Resolution :-

"RESOLVED THAT in accordance with the provisions of Section 81 and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof) and in accordance with the provisions of the Articles of Association of the Company and the regulations / guidelines prescribed by Securities and Exchange Board of India (SEBI) or any other relevant authority, from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, which may be agreed to or accepted by the Board of Directors of the Company (hereinafter referred to as the "Board" which expression shall also include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution), consent of the Company be and is hereby accorded to the Board to offer, issue and allot upto 20,00,000 Equity Shares of the Company of the face value of Rs. 10 each (the "Equity Shares") for cash at a price not being less than the price determined in accordance with SEBI Guidelines for Preferential Issues to any select group of persons, whether or not they are members of the Company on private placement basis and in one or more tranches and in the manner and on such terms as may be deemed appropriate by the Board."

"RESOLVED FURTHER THAT the relevant date in relation to the shares for the purpose of determining the issue price under SEBI Guidelines for Preferential Issues shall be thirty days prior to the date of Annual General Meeting scheduled to be held on 5.9.2003.

"RESOLVED FURTHER THAT the Equity Shares so issued and allotted shall rank pari passu in all respect with the existing equity shares of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board be and is hereby authorised to do all such things and acts as may be necessary and expedient and to settle any matter that may arise in connection therewith."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modification(s) to or to modify the terms of issue of the said new Equity Shares without being required to seek any further consent or approval of the Company in General Meeting."

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11. To consider and if thought fit to pass with or without modifications the following resolution as a Special Resolution :-

"RESOLVED THAT in accordance with the provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted hereinafter), the Securities and Exchange Board of India (Delisting of Securities) Guidelines, 2003 and subject to such approvals, permissions and sanctions as may be necessary for this purpose and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to, by the Board of Directors of the Company (hereinafter referred to as the "Board" which expression shall also include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution), consent is hereby accorded to the Board to de-list the Company's Equity Shares from The Stock Exchange, Ahmedabad and The Delhi Stock Exchange Association limited."

NOTES :

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
- 2) The relative Explanatory Statement pursuant to Section 173 of the Companies Act, 1956, in relation to the Special Business of the meeting is annexed hereto. The relevant details of directors seeking re-appointment under item Nos. 2 & 3 above, as required by Clause 49 of the Listing Agreements entered into with the Stock Exchanges are also annexed.
- 3) The Register of Members and Share Transfer Books of the Company will remain closed from Monday, the 1st September, 2003 to Friday, the 5th September, 2003 (both days inclusive).
- 4) Pursuant to Section 205 A of the Companies Act, 1956, all unclaimed/unpaid dividend upto and including the financial year ended on 31st March, 1995 have been transferred to the Central Government. Shareholders who have not encashed the dividend warrants for the said period are requested to claim the amount from the Registrar of Companies, Maharashtra, Hakoba Mills Compound, Dattaram Lad Marg, Kalachowki, Parel, Mumbai - 400 033.

As per the provisions of Section 205A(5) & 205C of the Companies Act, 1956, as amended, the dividend and application money received by companies for allotment of any securities and due for refund which remains unclaimed/unpaid for seven years from the date they became due for payment shall be transferred by the Company to the 'Investor Education and Protection Fund' established by the Central Government and no claims shall lie against the said Fund or the Company in respect of such individual dividend amounts transferred to said fund.

- 5) Members holding equity shares in physical form are hereby requested to promptly notify the change of address/dividend mandate, if any, to the Company's Registrar, Bigshare Services Pvt. Ltd. quoting their folio number and Members holding equity shares in demat form shall have to intimate to their respective Depository Participants quoting their Client ID.
- 6) Any member seeking further information on the Accounts at the meeting is requested to send their queries in writing to the Company so as to reach at least one week in advance to enable the Management to keep the information ready. Replies will be provided only at the meeting.
- 7) Members/proxies should bring their Attendance slip duly filled in for attending the meeting. Members are also requested to bring their copies of Annual Report.

By order of the Board
For Jyoti Structures Limited

Mumbai
30.06.2003

L. H. Khilnani
Company Secretary

Registered Office :
Valecha Chambers, 6th Floor,
New Link Road, Oshiwara, Andheri (West),
Mumbai - 400 053.

JYOTI STRUCTURES LIMITED**ANNEXURE TO THE NOTICE***Explanatory Statement pursuant to Section 173 of the Companies Act, 1956***ITEM NO. 5**

The Company had set up a Branch Office at Muscat, Sultanate of Oman to execute a project worth US \$ 36.73 Mn. for installation of transmission line on turnkey basis. M/s. Ernest & Young & Co., Chartered Accountants, were appointed the Branch Auditors for the financial year 2002-03. It is proposed to re-appoint M/s. Ernest & Young & Co., Chartered Accountants as Branch Auditors for the Oman Branch of the Company for the financial year 2003-04.

The Shareholders' approval is, therefore, sought for the re-appointment of M/s. Ernest & Young & Co., Chartered Accountants as Branch Auditors for the Oman Branch of the Company for the financial year 2003-04 and to authorise the Board of Directors to determine the remuneration payable in consultation with them.

The Board commends the resolution for acceptance by the Members.

ITEM NO. 6

The Company had set up a Branch Office at Ethiopia to execute a project worth US \$ 4.5 Mn. for installation of transmission line on turnkey basis. M/s. Tadesse Woldegabriel & Co., Addis Ababa, Ethiopia, were appointed the Branch Auditors for the financial year 2002-03. It is proposed to re-appoint M/s. Tadesse Woldegabriel & Co., Addis Ababa, Ethiopia, as Branch Auditors for the Ethiopia Branch of the Company for the financial year 2003-04.

The Shareholders' approval is, therefore, sought for the re-appointment of M/s. Tadesse Woldegabriel & Co., Addis Ababa, Ethiopia, as Branch Auditors for the Ethiopia Branch of the Company for the financial year 2003-04 and to authorise the Board of Directors to determine the remuneration payable in consultation with them.

The Board commends the resolution for acceptance by the Members.

ITEM NO. 7

Mr. S D Kshirsagar was appointed as an Additional Director of the Company with effect from 1.4.2003. By virtue of the provisions of Section 260 of the Companies Act, 1956 read with Article of the Articles of Association of the company, Mr. S. D. Kshirsagar would hold office only upto the date of the ensuing Annual General Meeting.

As required under Section 257 of the Companies Act, 1956, the Company has received notice from a member signifying his intention to propose the name of Mr. S. D. Kshirsagar as Director along with the requisite deposit.

Mr. S. D. Kshirsagar has varied experience in transmission line industry and therefore, the Board is of the opinion that the association of Mr. S. D. Kshirsagar as Director would benefit the Company.

The Board commends the resolution for your approval.

Mr. S. D. Kshirsagar is interested in the resolution as it relates to his appointment. None of the other Directors of the Company is concerned or interested in the resolution.

ITEM NO. 8

Mr. A. J. Khan was appointed as an Additional Director of the Company with effect from 1.4.2003. By virtue of the provisions of Section 260 of the Companies Act, 1956 read with Article of the Articles of Association of the company, Mr. A. J. Khan would hold office only upto the date of the ensuing Annual General Meeting.

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As required under Section 257 of the companies Act, 1956, the Company has received notice from a member signifying his intention to propose the name of Mr. A. J. Khan as Director along with the requisite deposits.

Mr. A. J. Khan has varied experience in transmission line industry and therefore, the Board is of the opinion that the association of Mr. A. J. Khan as Director would benefit the Company.

The Board commends the resolution for your approval.

Mr. A. J. Khan is interested in the resolution as it relates to his appointment. None of the other Directors of the Company is concerned or interested in the resolution.

ITEM NO. 9

Mr. G. L. Valecha was appointed as an Additional Director of the Company with effect from 26.4.2003. By virtue of the provisions of Section 260 of the Companies Act, 1956 read with Article of the Articles of Association of the company, Mr. G. L. Valecha would hold office only upto the date of the ensuing Annual General Meeting.

As required under Section 257 of the Companies Act, 1956, the Company has received notice from a member signifying his intention to propose the name of Mr. G. L. Valecha as Director along with the requisite deposit.

Mr. G. L. Valecha has varied experience in construction industry and therefore, the Board is of the opinion that the association of Mr. G. L. Valecha as Director would benefit the Company.

The Board commends the resolution for your approval.

Mr. G. L. Valecha is interested in the resolution as it relates to his appointment. None of the other Directors of the Company is concerned or interested in the resolution.

ITEM NO. 10

The Accelerated Power Development and Reform Programme (APDRP) coupled with new statute, The Electricity Act, 2003 offer immense opportunities to the Transmission Line Industry.

To augment long term working capital it is proposed to increase the capital of the Company by issuing upto 20,00,000 Equity Shares of Rs. 10 each for cash at a price not being less than the price determined in accordance with SEBI Guidelines for Preferential Issues to any select group of persons, whether or not they are members of the Company, on private placement basis.

The Shares allotted shall be locked-in for a period of one year from the date of allotment. The allotment pursuant to this resolution shall be completed within a period of three months from the date of passing of the resolution. The promoters, directors and key management persons have no intention to subscribe to any shares in this preferential issue.

The Promoters of the Company presently hold an aggregate of 53.02% of the subscribed capital of Rs. 982.09 lacs. After allotment of new shares the Promoters holding would be 44.05% of post preferential issue. The preferential shares would be subscribed by select group of persons comprising of high net worth individuals, body corporates, mutual funds, financial institutions, FIs, OCB's, etc.

There will neither be any change in the composition of the Board nor any change in the control of the Company on account of the proposed preferential allotment.

The Auditors' Certificate of the price is open for inspection at the Registered Office of the Company on all working days except Saturday and Sunday between 11 a.m. to 1 p.m. prior to the date of the Annual General Meeting and will also be available for inspection at the Meeting.

JYOTI STRUCTURES LIMITED

ITEM NO. 11

Presently, the Equity Shares of the Company are listed on the Stock Exchange, Mumbai (BSE), The National Stock Exchange of India Limited (NSE), The Stock Exchange, Ahmedabad and The Delhi Stock Exchange Association limited.

Consequent to the technological developments, the shares of the Company are traded all over India through on-line terminals provided by BSE & NSE. The trading volumes of the Company's Equity Shares on Ahmedabad and Delhi Stock Exchanges minuscule. Further, listing of the Company's Equity Shares are on these exchanges apart from not adding any value to the Shareholders, results in avoidable cost, administrative work, delay and inconvenience.

The proposed voluntary de-listing of the company's Equity Shares from these Stock Exchanges will not adversely affect any investors including the Members located in the regions where these Stock Exchanges are situated.

In view of this, it is proposed to de-list the Company's Equity Shares from the Stock Exchanges at Ahmedabad and Delhi and pursuant to the SEBI (Delisting of Securities) Guidelines, 2003, it is proposed to seek the Members' approval by way of a Special Resolution as set out in the resolution at item No. 11.

The Board commends the resolution for your approval.

None of the Directors of the Company is concerned or interested in the resolution.

By order of the Board
For Jyoti Structures Limited

Mumbai
30.06.2003

Registered Office :
Valecha Chambers, 6th Floor,
New Link Road, Oshiwara, Andheri (West),
Mumbai - 400 053.

L. H. Khilnani
Company Secretary

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As required under clause 49 of the Listing Agreement, the particulars of Directors who are proposed to be appointed / re-appointed at this meeting are given below : -

Name of Director	S.H. Mirchandani	K.R. Thakur
Date of Birth	07.03.1965	13.11.1942
Date of Appointment / Re-appointment as MD/WTB	Not applicable being Non-executive director	Appointed as Managing Director w.e.f. 01.04.2001
Qualification	B.E. (Mech.), MBA (Fin)	B.E. (Mech.)
Experience and expertise in specific functional area.	He has varied business experience of running a trading firm in Dubai, a real estate company in Bhopal & Pune.	Total 38 years of experience out of which 23 years in the Transmission Line Industry and has held key positions in his career.

Other Directorships : S.H. Mirchandani

Sr. no.	Name of the Company	Position held	Committee Type	Membership Status
1	Shalimar Housing & Finance Ltd.	Director	Nil	Nil
2	Seagull Solutions Ltd.	Director	Nil	Nil

Other Directorships : K.R. Thakur

Sr.no.	Name of the Company	Position held	Committee Type	Membership Status
1	Valecha Engineering Ltd.	Director	Audit	Member
2	Val-Mir Construction Pvt. Ltd.	Director	Nil	Nil
3	JSL Corporate Services Ltd.	Director	Nil	Nil
4	Jyoti Aquaculture Pvt. Ltd.	Director	Nil	Nil
5	Shree Chhatrapati Shahu Power Co. Ltd.	Director	Nil	Nil