

**TWENTY FOURTH
ANNUAL REPORT
2009-10**

JAY USHIN LIMITED
(A JOINT VENTURE WITH U-SHIN LIMITED, JAPAN)

BOARD OF DIRECTORS

CHAIRMAN	MR. J. P. MINDA
MANAGING DIRECTOR	MR. ASHWANI MINDA
DIRECTOR TECHNICAL	MR. ANIL MINDA
DIRECTORS	MR. SATORU GOKUDA MR. SHIV RAJ SINGH MR. BHARAT BHUSHAN CHADHA MR. ASHOK PANJWANI MR. BHAWANI SHANKAR RATHI MR. VIRENDRA KUMAR CHANANA
GENERAL MANAGER FINANCE	MR.S.K.AGARWAL
AUDITORS	M/S HARIBHAKTI & CO. 52-B, III FLOOR, PHASE-III, OKHLA INDUSTRIAL ESTATE, NEW DELHI – 110 020.
BANKERS	KOTAK MAHINDRA BANK LIMITED STANDARD CHARTERED BANK
REGISTERED OFFICE	GI-48, G.T. KARNAL ROAD, INDUSTRIAL AREA, DELHI – 110033
FACTORIES	GP-14, HSIDC INDUSTRIAL ESTATE, SECTOR – 18, GURGAON - 122001 (HARYANA) PLOT NO.4, SECTOR-3, IMT-MANESAR, DISTT. GURGAON - 122050 (HARYANA) D-1/2, SIPCOT INDUSTRIAL PARK, IRUNGULAM VILLAGE, SRIPERUMBUDUR -602105 (TAMILNADU)
LISTING OF EQUITY SHARES	BOMBAY STOCK EXCHANGE LIMITED PHIROZE JEEJEEBHOY TOWER, DALAL STREET, MUMBAI-400001
REGISTRAR AND SHARE TRANSFER AGENT	RCMC SHARE REGISTRY PVT. LTD.
REGISTERED OFFICE	1515, IST FLOOR, BHISHAM PITAMAH MARG, KOTLA MUBARAKPUR, NEW DELHI-110003
CORRESPONDENCE ADDRESS	B-106, SECTOR -2 NOIDA, UTTAR PRADESH

NOTICE

NOTICE is hereby given that the Twenty Fourth Annual General Meeting of the members of Jay Ushin Limited will be held on Monday, September 20, 2010 at 3 P.M. at Clark Greens, G1, Pushpanjali Farm, Dawarka Link Road, Bijwasan, New Delhi-110037 to transact the following business :-

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet of the Company as at March 31, 2010 and Profit & Loss Account for the year ended on that date alongwith the Reports of the Auditors and Directors thereon.
2. To declare dividend.
3. To appoint a Director in place of Mr. Bhawani Shanker Rathi, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Virendra Kumar Chanana, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors of the Company and to fix their remuneration and to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary resolution :-

“RESOLVED THAT M/s. Haribhakti & Co., Chartered Accountants, the retiring Auditors of the Company be and are hereby re-appointed as Auditors of the Company to hold such office from the conclusion of this meeting until the conclusion of the next Annual General Meeting on such remuneration as may be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS

6. **To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to Sections 198, 269, 309, 310 read with Schedule XIII and other applicable provisions, if any of the Companies Act, 1956 (the Act) or any statutory modification(s) or re-enactment thereof, consent of the Company be and is hereby accorded to the re-appointment of Mr.J.P.Minda aged 77 years as Whole-time director and Chairman of the Company for a period of 3 years with effect from October 1, 2010 on the following remuneration and terms & conditions:

Remuneration:

- a) Salary: Rs. 250,000 per month
- b) Perquisites and Allowances: In addition to the salary, he shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance, together with the reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishings, repairs, servants' salaries, society charges and property tax, medical reimbursement, medical / accident insurance, leave travel concession for himself and his family, club fees and such other perquisites and allowances, in accordance with the Rules of the Company or as may be agreed to by the Board of Directors and him. Value of such perquisites and allowances shall not exceed Rs. 6,00,000 per annum.

For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.

Provision for use of the Company's car for official duties and telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling.

RESOLVED FURTHER THAT wherein in any financial year during the currency of tenure of the above said appointee, the company has no profit or its profits are inadequate, the above remuneration may be paid as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to increase, alter and/ or vary the terms and conditions and/or remuneration and perquisites including the monetary value thereof, subject to the limits as prescribed under Section II of Part II of Schedule XIII of the Companies Act, 1956 and as may be permitted or authorised in accordance with the provisions under the Companies Act, 1956, or any statutory modification(s) or re-enactment thereof.”

7. **To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to Sections 198, 269, 309, 310 read with Schedule XIII and other applicable provisions, if any of the Companies Act, 1956 (the Act) or any statutory modification(s) or re-enactment thereof, consent of the Company be and is hereby accorded to the re-appointment of Mr. Anil Minda aged 53 years as Director-Technical of the Company for a period of 3 years with effect from October 1, 2010 on the following remuneration and terms & conditions:

Remuneration:

- a) Salary: Rs. 250,000 per month
- b) Perquisites and Allowances: In addition to the salary, he shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance, together with the reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishings, repairs, servants' salaries, society charges and property tax, medical reimbursement, medical / accident insurance, leave travel concession for himself and his family, club fees and such other perquisites and allowances, in accordance with the Rules of the Company or as may be agreed to by the Board of Directors and him. Value of such perquisites and allowances shall not exceed Rs. 6,00,000 per annum.

For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.

Provision for use of the Company's car for official duties and telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling.

RESOLVED FURTHER THAT wherein in any financial year during the currency of tenure of the above said appointee, the company has no profit or its profits are inadequate, the above remuneration may be paid as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to increase, alter and/ or vary the terms and conditions and/or remuneration and perquisites including the monetary value thereof, subject to the limits as prescribed under Section II of Part II of Schedule XIII of the Companies Act, 1956 and as may be permitted or authorised in accordance with the provisions under the Companies Act, 1956, or any statutory modification(s) or re-enactment thereof.”

8. **To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to Sections 198, 269, 309, 310 read with Schedule XIII and other applicable provisions, if any of the Companies Act, 1956 (the Act) or any statutory modification(s) or re-enactment thereof, consent of the Company be and is hereby accorded to the re-appointment of Mr.Ashwani Minda aged 50 years as Managing Director of the Company for a period of 3 years with effect from October 1, 2010 on the following remuneration and terms & conditions :

Remuneration:

- a) Salary: Rs. 250,000 per month
- b) Perquisites and Allowances: In addition to the salary, he shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance, together with the reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishings, repairs, servants’ salaries, society charges and property tax, medical reimbursement, medical / accident insurance, leave travel concession for himself and his family, club fees and such other perquisites and allowances, in accordance with the Rules of the Company or as may be agreed to by the Board of Directors and him. Value of such perquisites and allowances shall not exceed Rs. 6,00,000 per annum.

For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.

Provision for use of the Company’s car for official duties and telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling.

RESOLVED FURTHER THAT wherein in any financial year during the currency of tenure of the above said appointee, the company has no profit or its profits are inadequate, the above remuneration may be paid as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to increase, alter and/ or vary the terms and conditions and/or remuneration and perquisites including the monetary value thereof, subject to the limits as prescribed under Section II of Part II of Schedule XIII of the Companies Act, 1956 and as may be permitted or authorised in accordance with the provisions under the Companies Act, 1956, or any statutory modification(s) or re-enactment thereof.”

9. To place the **Secretarial Compliance Certificate** obtained pursuant to Section 383A of the Companies Act, 1956 read with the Companies (Compliance Certificate) Rules, 2001.

By Order of the Board
Jay Ushin Limited

Place : Gurgaon
Date : August 26, 2010

(Ashwani Minda)
Managing Director

Notes :

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 in respect of Special Business set out in the notice is enclosed.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 15, 2010 to Monday, September 20, 2010 (both days inclusive).
4. Members are requested to notify immediately any change in their address and/or the bank mandate details to the Company's Registrar and Share Transfer Agent for shares held in physical form and to their respective Depository Participants for shares held in electronic form.
5. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days between 11.00 A.M. to 1.00 P.M. upto the date of the Annual General Meeting.
6. Members are requested to convert their shares lying in physical form to Demat form for easy transferability of shares.
7. Members holding the shares in physical form and desirous of making nominations are requested to write to the Registrar & Share Transfer Agent.
8. Consequent upon the amendment of Section 205A of the Act and the introduction of Section 205C by the Companies (Amendment) Act, 1999, the amount of dividend remaining unclaimed for a period of seven years is to be transferred to the Investor Education and Protection Fund. The amount so transferred can not be claimed from the Company or from the Fund. The Members who have not yet encashed their dividend for the financial years 2002-03, 2003-04, 2004-05, 2005-06, 2006-07, 2007-08 and 2008-09 are requested to make their claims to the Company, without any delay.
9. The brief background and functional experience of the directors proposed for re-appointment, are given below alongwith the details of the Companies in which they are directors and committees of which they are members.

1. MR. BHAWANI SHANKAR RATHI

Shri Bhawani Shankar Rathi is aged 44 years. He is a Chartered Accountant and have vast experience in financial services and arrangement/placement of funds, debts restructuring, issue management and stock broking. He holds other directorships in Sumedha Fiscal Services Ltd., Sarda Papers Limited and Chairman of Audit committee of Sarda Papers Limited.

2. MR. VIRENDRA KUMAR CHANANA

Mr. Virendra Kumar Chanana is aged 71 years. He is M.Sc (Physics) from Delhi University and M.Sc from London School of Economics and joined Indian Administrative Service (I.A.S.) in 1963. Mr. Chanana had worked with UNIDO at its Head Quarters at Vienna. His responsibilities included formulation and implementation of programmes for strengthening private sector development, investment promotion and development of industrial infrastructure in developing countries. He was earlier working in the field of industrial development in the state of UP and Ministry of Industries for nearly twenty five years. He holds other directorships and membership of Audit committee, Remuneration committee & Shareholder transfer committee in Mahindra Forgings Limited.

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

ITEM NO. 6

The Company was promoted by Mr.J.P.Minda in the year 1986. The Company started its commercial production from August 1, 1989. Mr.J.P.Minda is associated with the Company since incorporation as first Director and Chairman. He was appointed as Whole-time director (Director-Operations) of the Company on October 1, 1997. Mr.J.P.Minda is B.E. (Electrical) from BITS, Pilani and has about 53 years of experience in manufacturing and marketing of automotive components. He looks after overall management of the Company.

The Shareholders in the Annual General Meeting held on September 29, 2007 had re-appointed Mr.J.P.Minda as Whole-time director and Chairman of the Company for a period of three years from October 1, 2007 which expires on September 30, 2010.

The Board of Directors of the Company in its meeting held on August 26, 2010 has re-appointed Mr.J.P.Minda as Whole-time director and Chairman of the Company for a further term of three years and on such remuneration as recommended by the Remuneration committee of the Board as mentioned in Resolution No.6 respectively of the Notice.

During the last three years, the Company's turnover has increased from Rs.1531 million during the year 2006-07 to Rs.3573 million during 2009-10 showing the growth 133% and profit before tax has also increased from 25 million to Rs.84 million showing the growth 236%. Leadership of above said appointee's has contributed in substantial measure to this achievement.

The re-appointment and payment of remuneration is required to be approved by Members of the Company due to the following reasons:-

1. Mr. J.P. Minda has attained the age of 70 years and his re-appointment is to be approved by a Special resolution passed in the general meeting as required by Part I(c)(ii) to Schedule XIII to the Companies Act, 1956.
2. Re-appointment of the above said appointee is to be approved by a Special resolution passed in the general meeting as required by Part- II, Section II, para (B)(iv) to Schedule XIII to the Companies Act, 1956.
3. As per the provisions contained in Part-III of Schedule XIII and Section 309 to the Act, the appointment and remuneration referred to in Part I & II of this schedule shall be subject to approval by a resolution of the shareholders in general meeting.

None of the Directors other than Mr.J.P.Minda, Mr.Anil Minda and Mr.Ashwani Minda (related to each other) are interested in the said resolutions.

The Board recommends the resolutions for the approval of the shareholders.

ITEM NO. 7

Mr.Anil Minda joined the Company as a Director on March 1, 1988. He was appointed as a Whole-time director (Director- Technical) on April 4, 1988. He is B.Tech. (Electrical) from Institute of Technology, Banaras Hindu University and has about 30 years of experience in the manufacturing and marketing of automotive component. He looks after production and quality control.

The Shareholders in the Annual General Meeting held on September 29, 2007 had re-appointed Mr.Anil Minda as Technical director of the Company for a period of three years from October 1, 2007 which expires on September 30, 2010.

The Board of Directors of the Company in its meeting held on August 26, 2010 has re-appointed Mr.Anil Minda as Technical Director of the Company for a further term of three years and on such remuneration as recommended by the Remuneration committee of the Board as mentioned in Resolution No.7 respectively of the Notice.

During the last three years, the Company's turnover has increased from Rs.1531 million during the year 2006-07 to Rs.3573 million during 2009-10 showing the growth 133% and profit before tax has also increased from 25 million to Rs.84 million showing the growth 236%. Leadership of above said appointee's has contributed in substantial measure to this achievement.

The re-appointment and payment of remuneration is required to be approved by Members of the Company due to the following reasons:-

1. Re-appointment of the above said appointee is to be approved by a Special resolution passed in the general meeting as required by Part- II, Section II, para (B)(iv) to Schedule XIII to the Companies Act, 1956.
2. As per the provisions contained in Part-III of Schedule XIII and Section 309 to the Act, the appointment and remuneration referred to in Part I & II of this schedule shall be subject to approval by a resolution of the shareholders in general meeting.

None of the Directors other than Mr.J.P.Minda, Mr.Anil Minda and Mr.Ashwani Minda (related to each other) are interested in the said resolutions.

The Board recommends the resolutions for the approval of the shareholders.

ITEM NO. 8

Mr.Ashwani Minda is associated with the Company since incorporation as a Director. He was appointed as Managing Director on April 4, 1988. He is B.Tech from IIT, Delhi and has about 28 years of experience in the manufacturing and marketing of automotive components. He looks after finance and commercial functions of the Company.

The Shareholders in the Annual General Meeting held on September 29, 2007 had re-appointed Mr.Ashwani Minda as Managing Director of the Company for a period of three years from October 1, 2007 which expires on September 30, 2010.

The Board of Directors of the Company in its meeting held on August 26, 2010 has re-appointed Mr.Ashwani Minda as Managing Director of the Company for a further term of three years and on such remuneration as recommended by the Remuneration committee of the Board as mentioned in Resolution No. 8 respectively of the Notice.

During the last three years, the Company's turnover has increased from Rs.1531 million during the year 2006-07 to Rs.3573 million during 2009-10 showing the growth 133% and profit before tax has also increased from 25 million to Rs.84 million showing the growth 236%. Leadership of above said appointee's has contributed in substantial measure to this achievement.

The re-appointment and payment of remuneration is required to be approved by Members of the Company due to the following reasons:-

1. Re-appointment of the above said appointee is to be approved by a Special resolution passed in the general meeting as required by Part- II, Section II, para (B)(iv) to Schedule XIII to the Companies Act, 1956.
2. As per the provisions contained in Part-III of Schedule XIII and Section 309 to the Act, the appointment and remuneration referred to in Part I & II of this schedule shall be subject to approval by a resolution of the shareholders in general meeting.

None of the Directors other than Mr.J.P.Minda, Mr.Anil Minda and Mr.Ashwani Minda (related to each other) are interested in the said resolutions.

The Board recommends the resolutions for the approval of the shareholders.

ITEM NO. 9

Pursuant to Section 383A of the Companies Act, 1956, the Company has obtained the Secretarial Compliance Certificate from Mr.Arvind Kohli, Company Secretary in Practice. In terms of the Companies (compliance Certificate) Rule, 2001, the aforesaid certificate is to be laid in the Annual General Meeting of the Company. The said certificate is attached to the Directors' Report.

By Order of the Board
Jay Ushin Limited

Place : Gurgaon
Date : August 26, 2010

(Ashwani Minda)
Managing Director

DIRECTORS' REPORT

To

The Members,

The Directors are pleased to present Twenty Fourth Annual Report together with the audited accounts of your Company for the financial year ended March 31, 2010.

FINANCIAL HIGHLIGHTS

	<i>(Rs. in Lakh)</i>	
	For the year ended March 31, 2010	For the year ended March 31, 2009
Turnover (Net of excise)	35729.55	25088.29
Profit before interest & depreciation	2325.78	1623.37
Finance Charges	674.19	641.21
Profit before depreciation	1651.59	982.16
Depreciation	809.30	609.81
Profit before tax	842.29	372.35
Provision for taxation		
- Income tax	209.23	72.78
- Fringe benefit tax	-	20.13
- Deferred tax liability	26.52	76.30
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Net profit for the year	606.54	203.14
Proposed Dividend	96.61	57.97
Dividend tax	16.05	9.85
Transfer to General Reserve	65.75	10.20
Profit after tax, dividend and transfer to General Reserve	428.13	125.12
Balance of Profit brought forward	960.34	835.22
Balance carried to the Balance Sheet	1388.48	960.34

OPERATIONS

The gross revenue (net of excise) of the Company for the year was Rs.357.30 Crores as against Rs.250.88 Crores in the previous year showing growth of 42%. Earnings before depreciation, interest, tax and amortization (EBDITA) stood at Rs.23.26 Crores against Rs.16.23 Crores in the previous year. Profit before tax (PBT) stood at Rs.8.42 Crores against Rs.3.72 Crores in the previous year.

During the year, the Company has invested Rs.17.75 Crores towards modernisation and expansion of its Manufacturing facilities as against Rs.20.27 Crores in the previous year. In view of the growth opportunities provided by both the domestic and international markets, the Company has made capital investment for upgradation of facilities and increase in capacities.

In the current year the net sales in first quarter was Rs.101.13 Crores as against Rs.78.86 Crores in the corresponding quarter of the previous year, clocking a growth of 28%. The Company has estimated a minimum growth of 20 % for the current year.

DIVIDEND

The directors of the company are pleased to recommend a dividend of 25% (Rs.2.50 per share) for the approval of the shareholders for the year ended March 31, 2010.

DIRECTORS

Mr. Bhawani Shanker Rathi and Mr. Virendra Kumar Chanana, Directors retire by rotation and, being eligible, offer themselves for re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956, the Directors confirm that :-

- in preparation of Annual Accounts, the applicable accounting standards have been followed and that there are no material departures,
- accounting policies have been selected and applied consistently and judgements and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the end of financial year and of the profit of the Company for that period ;

- proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Annual Accounts have been prepared on a going concern basis.

MANAGEMENT DISCUSSION & ANALYSIS

A detailed analysis of the Company's performance is discussed in the Management Discussion and Analysis Report, which forms part of this Annual Report.

CORPORATE GOVERNANCE

Corporate Governance Report as well as Corporate Governance Compliance Certificate are set out as per Annexure-I to this report.

COMPLIANCE CERTIFICATE

As required under Section 383A of the Companies Act, 1956, a Compliance Certificate has been obtained from Practicing Company Secretary and is attached as per Annexure-II to this report.

AUDITORS

M/s. Haribhakti & Co., Chartered Accountants, the Auditors of the Company retire at the conclusion of the ensuing Annual General Meeting and, being eligible, offer themselves for re-appointment. A certificate from the auditors has been received to the effect that their re-appointment, if made, would be in accordance with section 224(1B) of the Companies Act, 1956

EXPLANATION TO AUDITORS REMARKS

Point No. (xvii) of Annexure to the Auditors Report

The auditors has specified a cumulative amount as on date. The management is taking necessary steps to reduce the gap.

PARTICULARS OF EMPLOYEES

As required by the provisions of section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, as amended, the names and other particulars of the employees are set out in Annexure –III to the Directors Report. However, as per the provisions of section 219(1)(b)(iv) of the Companies Act, 1956, the annual report is being sent to all the shareholders of the Company excluding the aforesaid information. Any shareholder interested in obtaining such particulars may write to the Company at its registered office.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE

A statement giving details of conservation of energy, technology absorption and foreign exchange earning and outgo in accordance with the Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988 is annexed as Annexure-IV.

DEPOSITS

The Company has not accepted any deposits from the public during the year under review.

LISTING

The Shares of your Company are listed on Bombay Stock Exchange Limited. The Listing fee for the year 2010-11 have been paid to the Stock Exchange.

ACKNOWLEDGEMENTS

The Directors wish to convey their appreciation to all of the Company's employees for their enormous personal efforts as well as their collective contribution to the Company's record performance. The Directors would also like to thank to U-shin Ltd., Japan and Shinchang Electrics Co. Ltd., Korea, employees, shareholders, customers, bankers, Government and all other business associates for the continuous support given by them to the Company and their confidence in its management.

For and on behalf of the Board

Place : Gurgaon
Date : August 26, 2010

J. P. Minda
Chairman

MANAGEMENT DISCUSSION & ANALYSIS

INDUSTRY OUTLOOK

In comparison of previous year when there was scenario of Global meltdown the outlook of auto industry in India looks very prospective. Based on the proposed indication it is likely that the auto industry will grow further in the coming years.

The auto industry growth has already achieved growth rate of double digit which is expected to continue during the current year also.

FUTURE OUTLOOK

The customer base is expected to expand substantially in the coming years also as many new customers are entering the market and existing customers are introducing new models. The prospects of the segment appears encouraging across the foreseeable future.

THREATS

Volatility in raw material prices and other inputs, rise in domestic interest rates, inflationary pressure, currency fluctuations and continuous pressure from OEMs on price reduction, intense competition from counterparts is likely to pose a major threat on the margins of the domestic auto components industry. Therefore, these companies would need to take the challenges arising from the need to continuously innovate and develop new technologies and processes to manufacture quality & low cost components, seriously.

SEGMENT WISE PERFORMANCE

The Company deals with only one segment. Therefore, it does not require to give segment wise performance.

RISK AND CONCERNS

The Company is mainly engaged in manufacturing of Automotive components which is highly competitive. At the same time, the cyclical nature of the automotive industry and economic growth affect the performance of the Company. The introduction of new features and models in the industry is driven by consumers' preferences rather than OEMs' choices. Whenever new models are introduced, the market expands correspondingly and so does the demand for components. The company is conscious of the risks associated with the business and has been de-risking the model by developing a diverse customer base.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has established suitable internal control systems which provide reasonable assurance with regard to safeguarding the Company's assets, promoting operational efficiency and ensuring compliance with various legal and regulatory provisions. Reports of the internal auditor are reviewed by the senior management and are also placed before the audit committee of the directors.

FINANCIAL PERFORMANCE

Total turnover of the Company during the year was Rs. 357.30 Crores against Rs. 250.88 Crores in the previous year. The turnover increased by 42% compared to previous financial year. Profit before tax was Rs.8.42 Crores against Rs.3.72 Crores in the previous year.

HUMAN RESOURCES

Employees are valuable resources who are the strength of an organization in its growth, prosperity and development of your Company and seeks to attract and retain the best talent available. Human resource initiatives such as skill level upgradation, training, appropriate reward & recognition systems and productivity improvement are the key factors continuously being focused for development of the employees of the company. The Company's industrial relations remained cordial and harmonious throughout the year. The Company's over all manpower strength is 447 as on March 31, 2010.

CAUTION STATEMENT

This report contains forward looking statements. All such statements are subject to risks and uncertainties. Actual results could differ materially from those expressed or implied.

**ANNEXURE –I TO THE DIRECTOR’S REPORT
CORPORATE GOVERNANCE**

(As required by Clause 49 of the Listing Agreement of the Stock Exchanges)

1. Company philosophy on Corporate Governance

Jay Ushin Ltd. (JUL) is committed to adoption of best governance practices, their adherence in true spirit and conduct its affairs in a manner, which is transparent, clear and evident to those having dealings with or having a stake in the Company. JUL lays strong emphasis on business ethics in all its dealings. In line with JUL’s vision and long-term business objectives, all major corporate decisions are taken by the Company’s professional Board in conjunction with a competent management team, keeping in view the best interest of all its stakeholders.

2. Board of Directors

The present Board consists of the Executive Chairman, Managing Director and two Directors including one director nominated by Foreign Collaborator M/s. U-shin Limited, Japan and five Non-Executive Directors.

During the year, five Board Meetings were held on April 30, 2009, July 30, 2009, August 31, 2009, October 31, 2009 and January 30, 2010. The composition of the Board of Directors and their attendance at the Board Meetings during the year and at the last Annual General Meeting as also the number of other Directorships and Committee Membership as on March 31, 2010 is as follows:

Name of Director	Category	No. of Board meetings attended	Attended last AGM	No. of other Directorships (excluding private limited Companies and foreign companies)	No. of Committee Membership in other Companies	
					Member	Chairman
Mr. J. P. Minda	Executive Chairman	5	Yes	12	-	-
Mr. Anil Minda	Executive Director	5	No	13	-	-
Mr. Ashwani Minda	Managing Director	4	Yes	13	-	-
Mr. Shiv Raj Singh	Non - Executive Director – Independent	5	Yes	-	-	-
Mr. Bharat Bhushan Chadha	Non - Executive Director - Independent	5	Yes	5	4	1
Mr. Ashok Panjwani	Non - Executive Director - Independent	4	No	-	-	-
Mr. Bhawani Shankar Rathi	Non - Executive Director – Independent	-	No	2	-	1
Mr. Virendra Kumar Chanana	Non - Executive Director – Independent	2	No	1	3	-
Mr. Satoru Gokuda	Executive Director- Nominee of U-shin Ltd., Japan	5	No	-	-	-

Foreign Collaborator M/s. U-shin Ltd, Japan is providing technical know-how to the Company. During the year, the Company paid/credited Rs.445.41 Lakh (previous year Rs.267.56 Lakh) towards dividend, technical consultancy fee, Royalty, Technical assistance fee and reimbursement of Air ticket, visa, trip expenses, testing charges etc. to M/s. U-shin Ltd., Japan.

3. Audit Committee

The Audit Committee has been constituted as per Section 292A of the Companies Act, 1956, and the guidelines set out in the Listing Agreement with Stock Exchange. As on March 31, 2010, the Audit Committee comprises the majority of Independent Directors viz. Mr. Bharat Bhushan Chadha (Chairman), Mr. Shiv Raj Singh and Mr. Ashok Panjwani. The role of Audit Committee is to provide directions to and oversee the internal audit and risk management functions, review of financial results, interact with statutory auditors and such other matters as are required in terms of the Companies Act, 1956 and Listing Agreement. AGM Finance of the company is acting as a compliance officer of the company.

Meeting and Attendance

During the year, five meetings were held on April 30, 2009, July 30, 2009, August 31, 2009, October 31, 2009 and January 30, 2010, The details of the Audit Committee Meetings held during the year and Attendance are given as follows :

Name of members	No. of meetings held	No. of meetings attended
Mr. Bharat Bhushan Chadha	5	5
Mr. Shiv Raj Singh	5	5
Mr. Ashok Panjwani	5	4

4. Remuneration Committee

The remuneration committee consists of 3 independent directors viz. Mr. Ashok Panjwani (Chairman), Mr. Shiv Raj Singh and Mr. Bharat Bhushan Chadha. The remuneration of the Executive Directors fixed by the Committee is approved by the Board as well as shareholders in the General Meeting. During the year, no meeting was held

Remuneration Policy

The remuneration for Executive Directors and sitting fee for Non executive directors is fixed within the limits prescribed under Schedule XIII of the Companies Act, 1956.

The details of remuneration paid to Executive Directors and sitting fee paid\credited to non-executive independent directors for attending the meetings of the Board and Committees thereof during the year are as under :

Executive Directors:
(Rs. in Lakh)

Name of the director	Salary	Perquisites and allowances	Total
Mr. J.P. Minda	30.00	3.59	33.59
Mr. Anil Minda	30.00	4.40	34.40
Mr. Ashwani Minda	30.00	3.59	33.59
Mr. Satoru Gokuda	4.80	2.84	7.64

Note: No sitting fee has been paid to Mr. J.P. Minda, Mr. Anil Minda, Mr. Ashwani Minda, and Mr. Satoru Gokuda.

Non- Executive Directors (Independent):
(Rs. in Lakh)

Name of the director	Sitting fees	Other/commission, if any
Mr. Shiv Raj Singh	0.50	Nil
Mr. Bharat Bhushan Chadha	0.50	Nil
Mr. Ashok Panjwani	0.40	Nil
Mr. Virendra Kumar Chanana	0.10	Nil

5. Shareholders Committees

The Shareholders and investors Grievance Committee consists of two independent Directors viz. Mr. Shiv Raj Singh, Chairman & Mr. Bharat Bhushan Chadha. The Committee looks into the redressal of shareholders and Investors complaints such as transfer of shares, non receipt of balance sheet, non receipt of declared dividend etc.. Mr. R. K. Gupta, AGM - Finance is Compliance officer of the Company. During the year under review, the Company has received one complaint from the shareholders and disposed off.

The Board has also constituted a Share Transfer Committee consisting of two executive directors viz. Mr. J.P. Minda and Mr. Anil Minda and the committee has delegated the power to the registrar who looks after transfer of equity shares including dematerialization, issue of duplicate share certificates, transmission of securities, etc..

6. General Body Meetings

Year	Date	Day	Time	Location
2007	September 29, 2007	Saturday	11 A.M.	Hotel Mohan, Central Market, Ashok Vihar, Phase-I, Delhi-110052
2008	September 30, 2008	Tuesday	11 A.M.	Clark Greens, G1, Pushpanjali Farm, Dawarka Link Road, Bijwasan, New Delhi-110037
2009	September 30, 2009	Wednesday	3 P.M.	Clark Greens, G1, Pushpanjali Farm, Dawarka Link Road, Bijwasan, New Delhi-110037

During the last 3 Annual General Meeting four special resolutions were passed. Out of them three were passed in Annual General Meeting for the Financial Year 2006-07 and one for 2007-08. During the year, no resolution was passed through Postal Ballot and none of the business required to be transferred at this AGM is proposed to be passed by postal ballot.

7. Disclosures

- i. During the year under review, besides the transactions reported in the Annual Report, there were no other related party transactions with its promoters, directors and management which are in a potential conflict with the interest of the Company at large.
- ii. The Company has complied with various rules and regulations prescribed by Stock Exchanges, Securities and Exchange Board of India and other statutory authorities relating to the capital markets during the last three years. No penalties or strictures have been passed by them against the Company.
- iii. The Board of Directors of the Company has adopted the Code of Conduct for Directors and Senior Management and the same is posted on the website of the Company.
- iv. **CEO/CFO Certification**
The CEO and the CFO of the Company have certified to the Board with regard to the compliance made by them in terms of Clause 49(V) of the Listing Agreement.

8. Means of communication

Quarterly results were published in the newspaper i.e., The Financial Express in English and Jansatta in Hindi. The relevant information of the Company is also displayed in its website www.jpmgrouppco.in. The Company has not made any formal presentation to the institutional investors or to the analysts during the year.

9. General Shareholder's information

- i. Date and venue of the Annual General Meeting : Monday, September 20, 2010 at 3 PM
Clark Greens, G1, Pushpanjali Farm,
Dawarka Link Road, Bijwasan,
New Delhi-110037
- ii. **Financial Calendar (tentative and subject to change)**

Financial year	April 1 to March 31
First Quarter Results	By the end of July, 2010
Second Quarter results	By the end of October, 2010
Third Quarter results	By the end of January, 2011
Fourth Quarter results	By the end of April, 2011
- iii. **Date of Book Closure** Wednesday, September 15, 2010 to Monday, September 20, 2010 (both days inclusive)
- iv. **Dividend payment date** On or before October 19, 2010.
- v. **Listing on Stock Exchanges**
The equity shares of the Company are listed on Bombay Stock Exchange Limited, Mumbai and the annual listing fee for the year 2010-11 has been paid. The Company's applications for listing of 196471, 533029 and 293500 are pending with The Stock Exchange, Mumbai since June, 2001. The Company has received in principal approval for listings of above shares vide BSE letter no. DCS/PREF /SM/FIP/297/2006 dt.15.12.06
- vi. **Stock Code**

Bombay Stock Exchange Ltd. (BSE)	: 513252
ISIN	: INE289D01015

vii. Stock market data at BSE *

Month	BSE		
	High	Low	Volume
April, 2009	51.00	38.95	4,305
May, 2009	71.95	44.45	14,568
June, 2009	75.00	55.25	7,852
July, 2009	64.50	56.15	5,214
August, 2009	80.50	58.00	11,426
September, 2009	82.45	71.50	46,617
October, 2009	83.85	73.25	14,504
November, 2009	82.90	70.50	11,155
December, 2009	85.50	78.70	17,470
January, 2010	105.00	83.00	71,424
February, 2010	100.00	73.45	102,888
March, 2010	121.20	80.40	241,847

* Source: www.bseindia.com

viii. Share Transfer System

The Company's shares are traded on Bombay Stock Exchange Limited, Mumbai in demat mode. Shares in physical mode, which are lodged for transfer either with the company or with the Share Transfer Agent, are processed and subject to exercise of option under compulsory transfer cum-demat-procedure, share certificates are either dematted or returned within time as prescribed by the authorities.

As regard transfer of dematerialized shares, the same can be effected through the demat accounts of the transferor/s and transferee/s maintained with recognized Depository participants.

ix. Shareholding pattern as on March 31, 2010

Category	No. of shares	% of shareholding
Promoter Directors	1,296,170	33.54
Directors' Relative, friends & associate	350,033	9.06
Foreign Collaborator- U-shin Ltd., Japan	1,004,645	26.00
NRI	50,916	1.32
Domestic Companies\Bank\ Mutual Funds\Trust	655,025	16.95
Public	507,711	13.13
Total	3,864,500	100.00

x. Distribution of Shareholding as on March 31, 2010

No of equity shares held	No. of shareholders	Percentage of shareholders	No. of shares	Percentage of shareholding
1-500	2,446	92.51	298,535	7.73
501-1000	81	3.06	66,132	1.71
1001-2000	33	1.25	49,952	1.29
2001-3000	11	0.42	26,940	0.70
3001-4000	4	0.15	13,583	0.35
4001-5000	6	0.23	27,341	0.71
5001-10000	14	0.53	100,549	2.60
10001 and above	49	1.85	3,281,468	84.91
Total	2,644	100.00	3,864,500	100.00

xi. Dematerialization of Shares and liquidity

As on March 31, 2010, 24.45% of the Company's total paid-up equity share capital was held in dematerialized form and the balance was held in physical form.

Shares of the Company are actively traded on Bombay Stock Exchange Limited, Mumbai and hence have good liquidity.

xii Outstanding GDR's / ADR's : Not issued**xiii Factory Locations :**

1. GP-14, HSIDC Industrial Estate, Sector -18, Gurgaon-122001 (Haryana)
2. Plot No.4, Sector 3, IMT-Manesar, Distt. Gurgaon-122050 (Haryana)
3. D-1/2, Sipcot Industrial Park, Irungulam Village, Sriperumbudur-602105 (Tamilnadu)

xiv. Registrar and Transfer Agents/Address for correspondence

RCCM Share Registry Pvt. Ltd.

B-106, Sector -2

Noida, Uttar Pradesh

Phone: (0120)-4015880 Fax No. : (0120)-4015839

E-mail: rcmc@theoffice.net

Members may write for any queries/information to Mr. S.K.Agarwal, GM-(Finance), Jay Ushin Limited, GP-14, HSIDC Industrial Estate, Sector-18, Gurgaon-122001 (Haryana) or any query can be sent by e-mail to skagarwal@jushinindia.com or jushin@del2.vsnl.net.in.

Non-Mandatory Requirement of Clause 49

The Company has not adopted the non mandatory requirements as mentioned under Clause 49 of the Listing Agreement to the extent applicable.

DECLARATION

As per Clause 49 of Listing Agreement with the Stock Exchange, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct for the year ended March 31, 2010.

Jay Ushin Limited

Place: Gurgaon
Date: August 26, 2010

Ashwani Minda
Managing Director

COMPANY SECRETARY'S CERTIFICATE**The Members of Jay Ushin Limited**

We have examined the compliance of conditions of Corporate Governance by Jay Ushin Limited for the year ended on March 31, 2010, as stipulated in clause 49 of the Listing Agreement of the said Company with Bombay Stock Exchange Limited, Mumbai.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanation given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

As required by the Guidance Note issued by the Institute of Company Secretaries of India, We have to state that as per the records maintained by the Company, no investor Grievances were pending for a period exceeding one month.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Gurgaon
Date: August 26, 2010

Arvind Kohli
Company Secretary
CP.No.2818

COMPLIANCE CERTIFICATE
(Under section 383A of the Companies Act, 1956)

To,

The Members,

M/s Jay Ushin Limited

GI-48, G.T.Karnal Road,

Industrial Area

Delhi-110033

Registration No.: L52110DL1986PLC025118

I have examined the registers, records, books and papers of **M/s Jay Ushin Limited** having its Regd. office at **GI- 48, G.T. Karnal Road, Industrial Area, Delhi-110033** as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2010. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that in respect of the aforesaid financial year:-

1. The company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made thereunder and all entries therein have been duly recorded.
2. The company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director and Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made thereunder.
3. The Company being Limited Company has the minimum prescribed paid-up capital.
4. The Board of Directors duly met 5 times on April 30, 2009, July 30, 2009, August 31, 2009, October 31, 2009 and January 30, 2010 and the notices for meetings in respect of which were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose including the resolution passed by Circulation during the year.
5. The company closed its Register of Members for the period from Monday, September 21, 2009 to Wednesday, September 30, 2009 (both days inclusive) during the financial year.
6. The annual general meeting for the financial year ended on March 31, 2009 was held on September 30, 2009 after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in Minutes Book mentioned for the purpose.
7. No Extraordinary meeting(s) were held during the financial year.
8. The Company has not advanced any loan to its directors and/or persons or firms or Companies referred in the Section 295 of the Act.
9. The Company has obtained Central Government approval for contract or transactions falling under section 297 of the Companies Act, 1956 and has recorded in the register maintained for this purpose under section 301 of the Act. All these transactions are made within the limits as approved by the Central Government.
10. The Company has made necessary entries in the register maintained under section 301 of the Act wherever applicable.
11. No payments have been made during the year falling within the purview of Section 314 of the Act.
12. The Company has issued duplicate, consolidated and share certificates after split following the due procedure under the Act during the year.
13. The Company has:
 - (i) Not made any allotment of securities and has delivered all the certificates on lodgement thereof for transfer/ transmission or any other purpose in accordance with the provisions of the Act.
 - (ii) Declared dividend for the financial year 2008-09.

- (iii) Duly complied with the requirements of section 217 of the Act.
 - (iv) Transferred the dividend amount pertaining to financial year 2008-09 to Yes Bank Ltd. on October 3, 2009 and transferred the same to Unpaid/Unclaimed Dividend account on November 5, 2009.
 - (v) The Company was deposited Rs.101,958 on December 4, 2009 towards unpaid dividend pertaining to financial year 2001-02 to the Investor Education and Protection Fund under the Act during the year under review.
14. The Board of Directors of the Company is duly constituted.
 15. The Company has not appointed any whole-time director, additional, alternate or director to fill any causal vacancy during the financial year.
 16. The Company has not appointed any sole-selling agent during the financial year.
 17. The Company has applied for Central Government approval for contracts or transactions falling under section 297 of the Companies Act, 1956 for the financial years 2010-11, 2011-12 & 2012-13 vide SRN No.A80625478, A80625809 and A80623010 dated 16.03.2010.
 18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
 19. The company has not issued any debentures/other securities during the financial year.
 20. The company has not bought back any shares during the financial year ending March 31, 2010.
 21. The company has not issued any preference shares/debentures during the financial year.
 22. The company has not issued any corporate benefit and was not required to keep in abeyance any rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.
 23. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of Section 58A of the Act during the Financial Year.
 24. The amount borrowed by the Company is within limit prescribed under section 293(1)(d) of the Act during the financial year ended on March 31, 2010.
 25. During the year, the company has made investments and has made necessary entries in the register kept for the purpose.
 26. The company has not made any loans or given guarantees or provided securities to other bodies corporate during the financial year.
 27. The company has not altered the provisions of the Memorandum with respect to situation of the company's registered office from one State to another during the financial year.
 28. The company has not altered the provisions of the Memorandum with respect to the objects of the company during the financial year.
 29. The company has not altered the provisions of the Memorandum with respect to name of the company during the financial year.
 30. The company has not altered the provisions of the Memorandum with respect to share capital of the company during the financial year.
 31. The company has not altered its Articles of Association during the financial year.
 32. There was no prosecution initiated against or show cause notices received by the Company, during the financial year, for offences under the Act.
 33. The company has not received any security from its employees during the financial year.
 34. The Company has deposited both employee's and employer's contribution to Provident fund with prescribed authorities pursuant to section 418 of the Act.

Place : Gurgaon
Date : August 26, 2010

Arvind Kohli
Company Secretary
CP.No.2818

Annexure “A”**Registers as maintained by the Company**

S.No.	Particulars	Section Reference
1.	Members', Directors' & Committees' Minutes Book	193
2.	Register of Directors, Managing Directors, Managers & Secretary	303
3.	Register of Members	150/151
4.	Register of Particulars of Contracts	301
5.	Register of Particulars of loans & investment	372A

Annexure “B”**List of forms & documents filed with The Registrar of Companies, NCT of Delhi & Haryana during the financial year ending March 31, 2010.**

S.No.	Form No.	U/Section	Particulars	Due on	Filed on
1.	20B	159	Annual Return 30.09.09	29.11.2009	25.11.2009
3.	32		Cessation of director	29.08.2009	25.08.2009
4.	23AC & 23ACA	220	Filing of Balance Sheet and other documents for the Financial Year 31.03.2009	29.10.2009	31.10.2009
5.	66		Compliance Certificate	29.10.2009	21.10.2009
6.	1		Unpaid-dividend credited to Investor education and protection fund	04.12.2009	10.12.2009
7.	24A	297	Approval of contract	31.03.2010	16.03.2010
8.	24A	297	Approval of contract	31.03.2010	16.03.2010
9.	24A	297	Approval of contract	31.03.2010	16.03.2010
10.	8	125	Creation of Charge in favour of Kotak Mahindra Bank Ltd.	10.02.2010	06.03.2010
11.	8	125	Creation of Charge in favour of Kotak Mahindra Bank Ltd.	10.02.2010	11.03.2010
12.	8	125	Modification of Charge in favour of Kotak Mahindra Bank Ltd.	22.08.2009	21.08.2009
13.	8	125	Modification of Charge in favour of Standard Chartered Bank	10.02.2010	11.03.2010
14.	8	125	Modification of Charge in favour of Standard Chartered Bank	25.12.2009	04.01.2010
15.	8	125	Modification of Charge in favour of Standard Chartered Bank	10.02.2010	10.03.2010
16.	8	125	Modification of Charge in favour of Standard Chartered Bank	10.02.2010	11.03.2010
17.	8	125	Modification of Charge in favour of Standard Chartered Bank	10.02.2010	10.03.2010
18.	8	125	Modification of Charge in favour of Standard Chartered Bank	10.02.2010	11.03.2010
19.	8	125	Modification of Charge in favour of Standard Chartered Bank	10.02.2010	11.03.2010
20.	8	125	Modification of Charge in favour of Standard Chartered Bank	25.12.2009	04.01.2010
21.	8	125	Modification of Charge in favour of Standard Chartered Bank	10.02.2010	11.03.2010
22.	8	125	Modification of Charge in favour of Standard Chartered Bank	25.12.2009	04.01.2010
23.	8	125	Modification of Charge in favour of Standard Chartered Bank	20.05.2009	28.04.2009
24.	8	125	Modification of Charge in favour of Standard Chartered Bank	20.05.2009	28.04.2009
25.	8	125	Modification of Charge in favour of Standard Chartered Bank	20.09.2009	31.08.2009
26.	8	125	Modification of Charge in favour of Standard Chartered Bank	20.09.2009	31.08.2009
27.	8	125	Creation of Charge in favour of Standard Chartered Bank	20.09.2009	31.08.2009

Place : Gurgaon
Date : August 26, 2010

Arvind Kohli
Company Secretary
CP.No.2818

ANNEXURE-IV TO THE DIRECTORS' REPORT
**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND
 FOREIGN EXCHANGE EARNINGS AND OUTGO**

A. CONSERVATION OF ENERGY

The Company is taking uninterrupted gas based power from Maruti Suzuki India Limited. It has resulted in the better quality production and lower breakdowns of injection moulding machines.

B. POWER & FUEL CONSUMPTION

	Current Year	Previous Year
1. Electricity		
a) Purchased		
Unit (kwh)	3,742,392	3,171,826
Total Amount (Rs. in Lakh)	229.82	211.35
Rate/Unit (Rs.)	6.14	6.66
b) Own Generation		
Through diesel generator		
Unit (kwh)	221,650	60,964
Unit per liter of diesel	3.61	3.70
Cost /Unit (Rs.)	11.07	9.70

2. Consumption per unit of production

The Company is producing more than 250 auto components for which the equipments are common. Therefore, it is not possible to give the consumption of electricity per unit of production of various components.

C. RESEARCH & DEVELOPMENT (R & D)

The Company is manufacturing various auto components as per specifications of customers and technical know-how provided by the collaborators.

D. TECHNOLOGY ABSORPTION
1. Efforts, in brief, made towards Technology Absorption, Adaptation and Innovation

The technology to the extent received has been /is being absorbed and indigenised.

2. Benefits derived as a result of the above efforts e.g. product improvement, cost reduction, product development, import substitution etc.

The technology received is being utilised for production of new products.

The Company is continuously doing indigenisation of various components as an import substitution in order to fulfill the demand of the customers for price reduction.

3. Technology imported during the last 5 years :-

S.No.	Item	Collaboration	Year
1.	Key Sets, Door Latches, Head Lamp Leveling Switch, Back Door Opener Switch & Heater Control Assembly for car model code named YN4 of Maruti Udyog Limited	U-shin Limited, Japan	2005-06
2.	Door latches for car model code named YY4, YV4, YL6, YM1 Minor and YC5 of Maruti Udyog Limited	U-shin Limited, Japan	2006-07

4. If not fully absorbed, area where this has not taken place, reasons therefore and future plans of action

The Company has absorbed the above technology.

E. FOREIGN EXCHANGE EARNINGS & OUTGO

Particulars with regard to Foreign exchange earnings and outgo are set out in Additional information in Schedule XV to the Accounts.

For and on behalf of the Board

Place : Gurgaon
 Date : August 26, 2010

J. P. Minda
 Chairman

**AUDITORS' REPORT
TO THE MEMBERS OF JAY USHIN LIMITED**

1. We have audited the attached Balance Sheet of **Jay Ushin Limited** ('the Company') as at March 31, 2010 and also the Profit and Loss account and the cash flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order, 2004, issued by the Central Government of India in terms of sub-section (4A) of Section 227 of 'The Companies Act, 1956' of India (the 'Act') and on the basis of such checks of the books and records of the company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the paragraph 3 above, we report that:
 - i. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - ii. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - iii. The balance sheet, profit and loss account and cash flow statement dealt with by this report are in agreement with the books of account;
 - iv. In our opinion, the balance sheet, profit and loss account and cash flow statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.
 - v. On the basis of the written representations received from the directors, as on March 31, 2010, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2010 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - vi. In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;
 - a) in the case of the balance sheet, of the state of affairs of the Company as at March 31, 2010;
 - b) in the case of the profit and loss account, of the profit for the year ended on that date; and
 - c) in the case of cash flow statement, of the cash flows for the year ended on that date.

For **Haribhakti & Co.**
Chartered Accountants
FRN No.103523W

Raj Kumar Agarwal
Partner
Membership No.074715

Place: Gurgaon
Date: August 26, 2010

ANNEXURE TO AUDITORS' REPORT

[Referred to in paragraph 3 of the Auditors' Report of even date to the members of Jay Ushin Limited on the financial statements for the year ended March 31st 2010]

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets of the company have been physically verified by the management during the year and discrepancies noted on such verification have been adjusted in the books of account. In our opinion, the frequency of verification is reasonable.
- (c) In our opinion and according to the information and explanations given to us, a substantial part of fixed assets has not been disposed off by the company during the year.
- (ii) (a) The inventory has been physically verified by the management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them. In our opinion, the frequency of verification is reasonable.
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification carried out at the end of the year.
- (iii)(a) As informed, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly clauses (iii)(b), (iii)(c) and (iii)(d) of paragraph 4 of the Order are not applicable to the Company.
- (b) The Company had in a prior year taken unsecured loans from two companies covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs.10,129,259 and the year-end balance of loans taken from such parties was Rs. 8,528,443.
- (c) In our opinion, the rate of interest and other terms and conditions for such loans are not, prima facie, prejudicial to the interest of the Company.
- (d) In respect of the aforesaid loans, the Company is regular in repaying the principal amounts as stipulated and has been regular in payment of interest.
- (iv) In our opinion and according to the information and explanations given to us, there exists an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and with regard to the sale of goods. There are no transactions with respect to sale of services. During the course of our audit, we have not observed any continuing failure to correct weakness in internal control system of the company.
- (v) (a) According to the information and explanations given to us, we are of the opinion that the particulars of contracts or arrangements referred to in section 301 of the Companies Act, 1956 that need to be entered into the register maintained under section 301 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements exceeding value of Rupees five lakhs have been entered into during the financial year at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (vi) The company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Act and the rules framed there under.
- (vii) *In our opinion, the internal audit system should be further strengthened and scope widened to be commensurate with the size and nature of Company's business.*
- (viii) We have broadly reviewed the books of account maintained by the company in respect of products where, pursuant to the Rules made by the Central Government of India, the maintenance of cost records has been prescribed under clause (d) of sub-section (1) of Section 209 of the Act and we are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.
- (ix) (a) The Company is *generally* regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess and other material statutory dues applicable to it.

Further, since the Central Government has till date not prescribed the amount of cess payable under section 441A of

the Companies Act, 1956, we are not in a position to comment upon the regularity or otherwise of the company in depositing the same.

- (b) According to the information and explanations given to us, there are no undisputed amounts payable in respect of provident fund, investor education and protection fund, employees' state insurance, income-tax, wealth-tax, service tax, sales-tax, customs duty, excise duty, cess and other undisputed statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (c) According to the records of the Company, the dues outstanding of income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty and cess on account of any dispute, are as follows:

Name of the Statute	Nature of Dues	Period	Forum where dispute is pending	Amount (Rs.)	Amount Deposited (Rs.)	Net Amount (Rs.)
Central Excise Act, 1944	Excise Duty	1998-99	Appellate Tribunal	3,170,208	10,00,000	2,170,208
Central Excise Act, 1944	Penalty	1998-99	Appellate Tribunal	3,170,208	-	3,170,208
Central Excise Act, 1944	Excise Duty	2007-08	Joint Commissioner of central excise D-III Gurgaon	572,286	-	572,286
Central Excise Act, 1944	Penalty	2007-08	Joint Commissioner of central excise D-III Gurgaon	572,286	-	572,286
Central Excise Act, 1944	Excise Duty	2008-09	Joint Commissioner of central excise D-III Gurgaon	1,665,727	-	1,665,727

- (x) In our opinion, the accumulated losses of the company are not more than fifty percent of its net worth. Further, the company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
- (xii) According to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- (xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- (xv) In our opinion and according to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions during the year.
- (xvi) In our opinion, the term loans have been applied for the purpose for which the loans were raised.
- (xvii) *According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that company has used funds raised on short-term basis aggregating to Rs. 338,566,891 for long-term investments.*
- (xviii) According to the information and explanations given to us, the company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
- (xix) The Company did not have any outstanding debentures during the year.
- (xx) The Company has not raised any money through public issue during the year.
- (xxi) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the company, noticed or reported during the year, nor have we been informed of such case by the management.

For **Haribhakti & Co.**
Chartered Accountants
FRN No.103523W

Raj Kumar Agarwal
Partner
Membership No.074715

Place: Gurgaon
Date: August 26, 2010

BALANCE SHEET AS AT MARCH 31, 2010

PARTICULARS	SCHEDULE	As At MARCH 31, 2010 Rs.	As At MARCH 31, 2009 Rs.
SOURCES OF FUNDS			
A. SHAREHOLDER'S FUNDS			
Share Capital	I	38,645,000	38,645,000
Reserve and Surplus	II	181,906,607	132,518,348
Total (A)		220,551,607	171,163,348
B. LOAN FUNDS			
Secured Loans	III	414,583,243	400,733,105
Unsecured Loans	IV	55,037,064	55,482,607
Total (B)		469,620,307	456,215,712
C. Deferred Tax Liability (Net)		43,213,554	40,561,691
TOTAL (A+B+C)		733,385,468	667,940,751
APPLICATION OF FUNDS			
A. Fixed Assets			
Gross Block	V	1,101,490,218	918,815,832
Less : Depreciation		364,371,819	283,953,512
		737,118,399	634,862,320
Add: Capital Advances		32,261,498	16,533,173
Add: Capital Work in Progress		41,643,998	48,135,847
TOTAL (A)		811,023,895	699,531,340
B. Investment	VI	600,000	600,000
C. Current Assets			
Inventory	VII	293,478,435	266,006,836
Sundry Debtors		255,991,617	255,136,529
Cash & Bank Balances		33,816,816	17,633,295
Loans & Advances		146,615,642	106,002,682
		729,902,510	644,779,342
D. Current Liabilities & Provisions			
Current Liabilities	VIII	786,489,018	662,460,993
Provisions		21,651,919	14,508,938
		808,140,937	676,969,931
E. Net Current Assets (C-D)		(78,238,427)	(32,190,589)
TOTAL (A+B+E)		733,385,468	667,940,751
Notes to Accounts and Significant Accounting Policies	XV		

As per our Report of Even Date Attached
For Haribhakti & Co.
(Chartered Accountants)
FRN: 103523W

For and on behalf of the Board of Directors
Jay Ushin Limited

Raj Kumar Agarwal
Partner
Membership No. 074715

S.K. Agarwal
G. M. (Finance)

Ashwani Minda
Managing Director

J. P. Minda
Chairman

Place : Gurgaon
Dated : August 26, 2010

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2010

PARTICULARS	SCHEDULE	For the year ended MARCH 31, 2010 Rs.	For the year ended MARCH 31, 2009 Rs.
INCOME			
Gross Sales (including operating income)		3,977,588,459	2,933,409,690
Less : Excise Duty		<u>404,633,523</u>	<u>424,580,334</u>
Net Sales		3,572,954,936	2,508,829,356
Other Income	IX	<u>63,716,299</u>	<u>41,729,592</u>
		<u>3,636,671,235</u>	<u>2,550,558,948</u>
EXPENDITURE			
Raw Material & Components Consumed	X	2,865,247,932	1,907,903,041
Manufacturing Expenses	XI	284,237,070	244,079,017
Personnel Expenses	XII	139,552,633	119,414,679
Administrative Expenses	XIII	115,056,011	116,825,094
Finance Charges	XIV	67,418,788	64,120,748
Depreciation	V	<u>80,929,747</u>	<u>60,980,971</u>
		<u>3,552,442,181</u>	<u>2,513,323,550</u>
Profit before tax		84,229,054	37,235,398
Provision for tax			
- Income tax		20,923,069	7,278,432
- Fringe benefit tax		-	2,013,172
- Deferred tax charge/ (Credit)		<u>2,651,863</u>	<u>7,629,867</u>
Profit after tax		60,654,122	20,313,927
Appropriation			
Proposed Dividend		9,661,250	5,796,750
Dividend tax		1,604,613	985,158
Transfer to General Reserve		<u>6,575,000</u>	<u>1,020,000</u>
Profit brought forward from last year		96,034,124	83,522,105
Balance carried to balance sheet		<u>138,847,383</u>	<u>96,034,124</u>
Earning per share (basic & diluted) [Refer Note B-15 of Schedule XV]		15.70	5.26

Notes to Accounts and Significant Accounting Policies
XV

As per our Report of Even Date Attached
For Haribhakti & Co.
(Chartered Accountants)
FRN: 103523W

For and on behalf of the Board of Directors
Jay Ushin Limited

Raj Kumar Agarwal
Partner
Membership No. 074715

S.K. Agarwal
G. M. (Finance)

Ashwani Minda
Managing Director

J. P. Minda
Chairman

Place : Gurgaon
Dated : August 26, 2010

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2010

	<u>SCHEDULE</u>	<u>MARCH 31, 2010</u>	<u>MARCH 31, 2009</u>
		(Rs.)	(Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before tax		84,229,054	37,235,398
<u>Adjustments for :</u>			
Depreciation		80,929,747	60,980,970
(Profit)/ Loss on Sale of Fixed Assets		(321,484)	302,312
Interest on Loans		66,352,512	62,726,705
Interest on fixed deposits		(890,562)	(1,221,335)
Dividend Received		(150,000)	(180,000)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		230,149,267	159,844,050
<u>Adjustments for Working Capital Changes:</u>			
(Increase)/ Decrease in Inventories		(27,471,599)	(28,727,619)
(Increase)/ Decrease in Trade and other receivables		(38,188,100)	(100,659,811)
Increase/ (Decrease) in Trade Payable & Short term liabilities		125,583,304	180,425,915
CASH GENERATED FROM OPERATIONS		290,072,872	210,882,535
Direct taxes paid		(24,220,756)	(17,334,998)
NET CASH USED IN OPERATING ACTIVITIES (A)		<u>265,852,116</u>	<u>193,547,537</u>
B. CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Fixed Assets (net of Capital Advances & Capital WIP)		(193,237,479)	(205,653,732)
Proceeds from Sale of Fixed Assets		1,136,661	1,035,034
Interest Received		894,308	1,071,284
Dividend Received		150,000	180,000
NET CASH USED IN INVESTING ACTIVITIES (B)		<u>(191,056,510)</u>	<u>(203,367,414)</u>
C. CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds from issue of Share Capital / Share Premium		-	-
Net Movement in Secured Loans		13,998,758	86,215,062
Net Movement in Unsecured Loans		(2,535,343)	(5,552,666)
Interest Paid on loans		(64,411,332)	(60,930,870)
Dividend Paid		(5,664,168)	(7,729,000)
Tax on dividend		-	(1,313,544)
NET CASH USED IN FINANCING ACTIVITIES (C)		<u>(58,612,085)</u>	<u>10,688,982</u>
D. NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)		<u>16,183,521</u>	<u>869,105</u>
<u>CASH AND CASH EQUIVALENTS</u>			
E. OPENING BALANCE	VII	17,633,295	16,764,190
F. CLOSING BALANCE (D+E)	VII	<u>33,816,816</u>	<u>17,633,295</u>
Significant Accounting Policies & Notes	XV		

Notes:-

- The above cash flow statement has been prepared under the indirect method set out in AS-3 notified under section 211(3)(C) of the Companies Act, 1956.
- Figures in brackets indicate cash outflow
- Cash and Cash equivalents includes Rs. 26,241,051 (P.Y. Rs.15,604,515) pledged with Bank for issue of Bank Guarantees, PO Discounting, LC and security for loans which are not available for use by the Company

As per our report of even date attached

For Haribhakti & Co.

(Chartered Accountants)

FRN: 103523W

Raj Kumar Agarwal
Partner
Membership No. 074715

S.K.Agarwal
G. M. (Finance)

Ashwani Minda
Managing Director

J. P. Minda
Chairman

Place : Gurgaon
Dated : August 26, 2010

Schedules Forming Part of Balance Sheet

	As at MARCH 31, 2010 Rs	As at MARCH 31, 2009 Rs.
SCHEDULE - I		
SHARE CAPITAL		
AUTHORISED		
5,000,000 Equity Shares of Rs. 10/- Each	<u>50,000,000</u>	<u>50,000,000</u>
(Previous Year 5,000,000 Equity Shares of Rs.10/- Each)		
ISSUED, SUBSCRIBED & PAID UP		
3,864,500 Equity Shares of Rs.10/- Each for Cash	38,645,000	38,645,000
(Previous Year 3,864,500 Equity Shares of Rs.10/- Each for Cash)		
	<u>38,645,000</u>	<u>38,645,000</u>
SCHEDULE - II		
RESERVE & SURPLUS		
General Reserve		
As Per Last Balance Sheet	7,887,857	6,867,857
Add : Transferred from Profit & Loss Account	<u>6,575,000</u>	<u>1,020,000</u>
	14,462,857	7,887,857
Securities Premium Account		
As Per Last Balance Sheet	28,596,367	28,596,367
Profit & Loss Account	138,847,383	96,034,124
	<u>181,906,607</u>	<u>132,518,348</u>
SCHEDULE - III		
SECURED LOANS		
(Refer Note B-2 & B-21 of Schedule XV)		
a) Term Loan from Financial Institutions /Banks		
- Rupee term loan from Kotak Mahindra Bank Ltd.	114,415,796	146,273,907
- Rupee term loan from Standard Chartered Bank	86,465,437	56,740,748
b) Working Capital Loan from Institutions/ Banks		
- Purchase Orders Discounted	161,018,954	128,640,107
- Cash credit / Overdraft	44,272,446	59,973,497
c) Vehicle Loans		
- From Banks	4,965,161	4,182,635
- From Others	2,930,530	4,258,672
Interest Accrued and Due	514,919	663,539
	<u>414,583,243</u>	<u>400,733,105</u>
SCHEDULE - IV		
UNSECURED LOANS		
From Body Corporate	48,693,916	51,229,259
Interest Accrued and Due	6,343,148	4,253,348
	<u>55,037,064</u>	<u>55,482,607</u>

Schedules Forming Part of Balance Sheet

SCHEDULE V
FIXED ASSETS

(Amount in Rs.)

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2009	Additions	Deletion/ Adjustments	As at 31.03.2010	Upto 31.03.2009	For the Year	Deletion/ Adjustments	Upto 31.3.2010	As at 31.03.2010	As at 31.03.2009
A. OWNED ASSETS										
i) TANGIBLE ASSETS										
Freehold Land	48,774,574	755,535	-	49,530,109	-	-	-	-	49,530,109	48,774,574
Leasehold Land	9,037,275	-	-	9,037,275	-	-	-	-	9,037,275	9,037,275
Building	192,783,562	55,850,384	-	248,633,946	27,670,803	7,105,816	-	34,776,619	213,857,327	165,112,759
Plant & Machinery	294,331,596	72,229,340	-	366,560,936	114,956,540	29,353,399	-	144,309,939	222,250,997	179,375,056
Dies	275,731,843	47,869,653	-	323,601,496	90,165,935	32,598,469	-	122,764,404	200,837,092	185,565,908
Furniture & Fixture	12,150,328	846,642	-	12,996,970	3,397,438	1,785,421	-	5,182,859	7,814,111	8,752,890
Office Equipment	11,278,436	336,289	-	11,614,725	4,299,152	687,416	-	4,986,568	6,628,157	6,979,284
Vehicles	27,255,764	3,852,042	1,326,617	29,781,189	9,042,759	2,360,035	511,440	10,891,354	18,889,835	18,213,005
Temporary Structure	2,451,369	1,043,601	-	3,494,970	1,988,534	1,252,164	-	3,240,698	254,272	462,835
Computer	7,888,768	1,217,517	-	9,106,285	2,516,145	1,436,958	-	3,953,103	5,153,182	5,372,623
	881,683,515	184,001,003	1,326,617	1,064,357,901	254,037,306	76,579,678	511,440	330,105,544	734,252,357	627,646,209
ii) INTANGIBLE ASSETS										
Technical Fee	16,209,492	-	-	16,209,492	12,994,676	1,961,002	-	14,955,678	1,253,814	3,214,816
TOTAL - A	897,893,007	184,001,003	1,326,617	1,080,567,393	267,031,982	78,540,680	511,440	345,061,222	735,506,171	630,861,025
B. DIES AND MOULDS*	20,922,825	-	-	20,922,825	16,921,530	2,389,067	-	19,310,597	1,612,228	4,001,295
TOTAL - (A+B)	918,815,832	184,001,003	1,326,617	1,101,490,218	283,953,512	80,929,747	511,440	364,371,819	737,118,399	634,862,320
Capital Work in Progress	48,135,847	49,363,155	55,855,004	41,643,998	-	-	-	-	41,643,998	48,135,847
TOTAL	966,951,679	233,364,158	57,181,621	1,143,134,216	283,953,512	80,929,747	511,440	364,371,819	778,762,397	682,998,167
Previous Year	768,015,820	237,892,583	38,956,724	966,951,679	225,402,549	60,980,971	2,430,008	283,953,512	682,998,167	-

* Assets acquired on Finance Lease

**As at
MARCH 31, 2010
Rs**
**As at
MARCH 31, 2009
Rs.**
SCHEDULE - VI
INVESTMENT (Long Term, at cost, Non-Trade)

60,000 Equity Shares (Unquoted) of

Rs. 10/- each at par in Inapex Pvt Ltd.

600,000

600,000

(Previous Year 60,000 Equity Shares of Rs. 10/- Each)

SCHEDULE - VII
CURRENT ASSETS, LOANS & ADVANCES
Inventories

Raw Material & Components

225,206,586

215,195,146

[Refer Note B-20 of Schedule XV]

Work in Process

12,426,991

9,708,807

Finished Goods [Refer Note B-7 of Schedule XV]

27,224,834

27,257,746

Stores & Spares

1,142,020

1,238,099

Material in Transit

27,478,004

12,607,038

293,478,435
266,006,836
Sundry Debtors

(Unsecured -considered good)

Outstanding for more than six months

9,075,092

4,082,751

Other debtors

246,916,525

251,053,778

255,991,617
255,136,529
Note:

Amounts due from Companies under the same management

Rs. 833,456 (Previous Year Rs.788,563)

Schedules Forming Part of Balance Sheet

	As at MARCH 31, 2010 Rs	As at MARCH 31, 2009 Rs.
Cash & Bank Balances		
Cash on hand	240,000	550,247
<u>With scheduled banks</u>		
- In current accounts	7,335,765	1,478,533
- In fixed deposit accounts (Pledged with Banks for issuance of LC, Guarantees and security for loans)	<u>26,241,051</u>	<u>15,604,515</u>
	<u>33,816,816</u>	<u>17,633,295</u>
Loans & Advances		
(Unsecured & considered good, unless otherwise stated)		
Advance receivable in cash or kind or for value to be received	14,192,541	4,949,285
Advance Income tax - including taxes deducted at source [net of provisions aggregating to Rs.55,884,879 (Previous year Rs.34,961,810)]	17,338,524	14,054,830
Deposit with Customs and Excise Department	109,995,193	82,055,977
Security Deposits	4,943,079	4,792,539
Interest Accrued on Fixed Deposits	<u>146,305</u>	<u>150,051</u>
	<u>146,615,642</u>	<u>106,002,682</u>
SCHEDULE - VIII		
CURRENT LIABILITIES & PROVISIONS		
CURRENT LIABILITIES		
Sundry creditors*		
-Due to Micro, Medium & Small Enterprises	-	-
-Sundry Creditors-Other	712,859,212	615,005,815
Book overdraft	98,553	-
Bonus	2,244,386	2,282,035
Royalty	26,124,216	18,200,993
Unpaid Dividend**	961,131	828,549
Duty and taxes	12,583,003	7,994,192
Other liabilities	<u>31,618,517</u>	<u>18,149,409</u>
	<u>786,489,018</u>	<u>662,460,993</u>
* See Note B-3 of Schedule XV		
** Not due to be transferred to Investor Education & Protection Fund		
SCHEDULE - VIII		
CURRENT LIABILITIES & PROVISIONS		
PROVISIONS		
Gratuity	3,262,295	1,900,598
Leave Encashment	6,138,603	5,812,439
Fringe benefit tax	-	13,993
Proposed dividend	9,661,250	5,796,750
Tax on proposed dividend	<u>2,589,771</u>	<u>985,158</u>
	<u>21,651,919</u>	<u>14,508,938</u>
	<u>808,140,937</u>	<u>676,969,931</u>

Schedules Forming Part of Profit & Loss Account

	Year ended MARCH 31, 2010 Rs	Year ended MARCH 31, 2009 Rs.
SCHEDULE - IX		
OTHER INCOME		
Rent	49,081,931	32,065,734
Interest		
- on Security deposit	44,179	-
- on Fixed Deposits (Gross. Tax Deducted at Source Rs.128,511 previous year Rs.251,484)	890,562	1,221,335
Dividend	150,000	180,000
Insurance claim	-	112,645
Lease rent received	1,617,864	1,617,864
Profit on sale of fixed assets (Net)	321,484	-
Foreign exchange fluctuation (Net)	4,365,912	-
Interest recd. from debtors	333,223	-
Miscellaneous Income	6,911,144	6,532,014
	<u>63,716,299</u>	<u>41,729,592</u>

SCHEDULE - X
RAW MATERIAL & COMPONENTS CONSUMED

Opening Stock	229,040,283	202,192,345
Add : Purchase	2,892,719,531	1,948,902,750
Less : Closing Stock	253,826,610	229,040,283
	<u>2,867,933,204</u>	<u>1,922,054,812</u>

(Increase) /Decrease in Finished Goods and Work in Process

Opening stock				
Finished goods	25,182,692		18,588,377	
Work in process	9,708,807	34,891,499	1,545,405	20,133,782
Closing stock				
Finished goods	24,682,534		25,182,692	
Work in process	12,426,991	37,109,525	9,708,807	34,891,499
		(2,218,026)		(14,757,717)
(Increase)/ Decrease in Excise duty on closing Stock		(467,246)		605,946
		<u>2,865,247,932</u>		<u>1,907,903,041</u>

SCHEDULE - XI
MANUFACTURING EXPENSES

Other Manufacturing Expenses	152,105,220	140,664,257
Wages	83,301,721	64,225,054
Power & Fuel	25,656,536	22,040,081
Repair and Maintenance :		
- Machinery	17,076,417	11,612,231
- Factory Building	6,097,176	5,537,394
	<u>284,237,070</u>	<u>244,079,017</u>

Schedules Forming Part of Profit & Loss Account

	Year ended MARCH 31, 2010 Rs	Year ended MARCH 31, 2009 Rs.
SCHEDULE - XII		
PERSONNEL EXPENSES		
Salary & Bonus	99,635,011	82,311,462
Contribution to Provident Fund & ESI	4,102,083	3,883,457
Gratuity	3,971,710	1,969,953
Leave encashment	514,923	1,557,239
Workmen and Staff Welfare Expenses	20,405,719	18,948,581
Directors Remuneration & perquisites	10,923,187	10,743,987
	<u>139,552,633</u>	<u>119,414,679</u>
SCHEDULE - XIII		
ADMINISTRATIVE EXPENSES		
Insurance	1,735,395	1,517,634
Legal & Professional	3,558,843	2,573,433
Travelling & Conveyance	38,353,756	37,052,932
Printing & Stationery	2,975,560	2,674,530
Communication	2,966,857	2,833,713
Fee & Subscription	12,659,824	14,727,518
Sales Expenses	10,695,669	8,976,602
Royalty	22,702,582	8,492,787
Repair and Maintenance :		
- Computer	2,111,851	1,914,529
- Vehicles		
- Motor Cars	3,096,267	3,447,182
- Others than Motor Cars	<u>395,001</u>	<u>503,662</u>
- Other Repairs	1,061,126	2,404,536
Foreign exchange fluctuation (Net)	-	17,819,601
Directors' Sitting fee	150,000	175,000
Loss on sale of Fixed Assets (Net)	-	302,312
Other Expenses	12,593,280	11,409,123
	<u>115,056,011</u>	<u>116,825,094</u>
SCHEDULE - XIV		
FINANCE CHARGES		
Bank charges	1,066,276	1,394,043
Interest on term loans	24,344,343	23,210,699
Interest on unsecured loans	2,322,000	2,322,000
Interest on vehicle loan	522,648	864,312
Others	39,163,521	36,329,694
	<u>67,418,788</u>	<u>64,120,748</u>

SCHEDULE XV

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2010

A. SIGNIFICANT ACCOUNTING POLICIES :

1. **Basis of Preparation of Financial Statements:**

The financial statements have been prepared to comply in all material respects with the Accounting Standards notified by Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention on accrual basis. The accounting policies have been consistently applied by the Company.

2. **Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

3. **Fixed Assets and Depreciation / Amortization**a) **Tangible Assets**

Tangible assets are stated at their cost of acquisition less accumulated depreciation and accumulated impairment losses thereon, if any. Cost includes all cost incurred to bring the assets to its present location and condition. Depreciation is provided on Straight line method at the rates and in the manner prescribed in Schedule XIV of the Companies Act, 1956. In respect of assets acquired/sold during the year, depreciation has been provided on pro-rata basis with reference to the month of addition. All assets costing Rs. 5000 or less individually is depreciated at the rate of 100% over a period of one year on pro-rata basis.

b) **Intangible Assets**

Intangible Assets are stated at their cost of acquisition, less accumulated amortization and accumulated impairment losses thereon. An intangible asset is recognized where it is probable that future economic benefits attributable to the asset will flow to the enterprise and where its cost can be reliably measured. The Company capitalizes the technical know-how fee paid to the foreign collaborators at cost which is written off to revenue over a period of the agreement or seven years whichever is shorter.

c) **Assets taken on Finance Lease**

The fixed assets taken on finance lease are stated at cost and lease payments are apportioned between finance charges and reduction of outstanding liability.

4. **Revenue Recognition**

- a) Revenue from sale of goods is recognized on delivery of the merchandize to the customer, when the significant risk and rewards of the ownership of goods have been transferred to the buyer. Sales are net off discounts, sales return and Sales Tax/ Value Added Tax.
- b) Revenue in respect of insurance claims and excise & custom duty refund claim are recognized as and when the same are received.
- c) Dividend income is recognized, when the right to receive the same is established.
- d) Interest on fixed deposits is recognized using the time proportion method, based on interest rates implicit in the transaction.
- e) Export benefits with respect to Duty Exemption Pass Book Licenses purchased is recognised as revenue on a proportionate basis based on utilization of such Licenses.

5. **Inventories**

Inventories are valued as follows:

- a) Stores, Spare parts, Packing material : at cost
- b) Raw materials : at cost or net realizable value, whichever is lower
- c) Finished goods : at cost or net realizable value whichever is lower
- d) Work in Process : At estimated cost

Cost of inventories comprises all cost of purchases, cost of conversion and other costs incurred in bringing the inventory to their present location and condition. Cost is determined on FIFO (First in First Out) basis. Cost of finished goods includes excise duty. Excise duty payable on finished goods is accounted for upon manufacture and transfer of finished goods to the stores. Payment of excise duty is deferred till the clearance of goods from the factory premises.

6. **Foreign Currency Transactions**

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction. Monetary items denominated in foreign currencies at the year-end are translated at the exchange rates prevailing on the date of the Balance Sheet. Non-monetary items denominated in foreign currencies are carried at cost.

Any income or expense on account of exchange differences either on settlement or on translation of transactions is recognised in the Profit and Loss Account.

7. Employee Benefits**(a) Short Term Employee Benefits:**

All employee benefits payable wholly within twelve months of rendering the service are classified as Short term employee benefits. Benefits such as salaries, wages, and bonus etc are recognized in the Profit and Loss Account in the period in which the employee renders the related service.

(b) Long Term Employee Benefits:**(i) Defined Contribution Plans:**

The Contributions for Provident Funds & E.S.I.C. are deposited with the appropriate government authorities and are recognized in the Profit & Loss Account in the financial year to which they relate and there is no further obligation in this regard.

(ii) Defined Benefit Plans:

The Company provides for retirement benefits in the form of Gratuity. The Company's gratuity plan is a defined benefit plan. The present value of gratuity obligation under such defined plan is determined based on an actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of the estimated future cash flows. The discount rate used for determining the present value of the obligation under the defined benefit plans, is based on the market yields on Government securities as at the valuation date having maturity periods approximating to the terms of the related obligations. Actuarial gains and losses are recognized immediately in the Profit and Loss Account.

(iii) Other Long Term Employee Benefits

Benefits under the Company's leave encashment scheme constitute other employee benefits. The liability in respect of leave encashment is provided on the basis of an actuarial valuation done by an independent actuary at the year end. Actuarial gain and losses are recognized immediately in the Profit and Loss Account.

8. Leases***Where the Company is the Lessor:-***

Assets subject to operating leases are included in fixed assets. Lease income is recognized in the Profit & Loss account on a straight line basis over the lease term. Costs, including depreciation are recognized as an expense in the Profit & Loss account.

Where the Company is the Lessee:-

Expenses payable under operating leases are charged to the Profit and Loss Account on a straight line basis over the lease term.

9. Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

10. Taxation

- a) Tax expense comprises of Current and deferred taxes. Current Income Tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates and tax laws.
- b) Deferred tax is recognized subject to consideration of prudence on timing differences, being difference between taxable and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred Tax is measured based on the tax rates and the tax laws enacted or substantially enacted at the Balance Sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that sufficient future taxable income will be available against which these assets can be realized in future whereas in case of existence of carry forward of losses or unabsorbed depreciation, deferred tax assets are recognized only if there is virtual certainty of realization backed by convincing evidence. Deferred Tax assets are reviewed at each Balance Sheet date.

11. Impairment of Assets

- i. The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.
- ii. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

12. Provisions & Contingent Liabilities

Provisions are recognized when the Company has a present obligation as a result of past events and it is more likely that an outflow of resources will be required to settle the obligations and the amount has been reliably estimated. Such provisions are not discounted

to their present value and are determined based on the management’s estimation of the obligation required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect management’s current estimates.

Disclosure for a contingent liability is made where it is more likely than not that a present obligation or possible obligation may result in or involve an outflow of resources. When no present or possible obligation exists and the possibility of an outflow of resources is remote, no disclosure is made.

13. Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalized till the month in which the asset is ready to put to use as part of the cost of that asset. Other borrowing costs are charged to profit and loss account.

14. Earnings per share

Basic earning per share is computed using the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed using the weighted average number of equity anti- dilutive equity equivalent shares outstanding during the year end, except where the results would be anti-dilutive.

B. NOTES TO ACCOUNTS

1. Commitments & Contingencies

	March 31, 2010 (Rs.)	March 31, 2009 (Rs.)
i. Estimated value of Contracts remaining to be executed on Capital Account (net of advances) and not provided for.	16,445,686	55,016,643
ii. Contingent Liabilities		
a) Claims made against Company not acknowledged as debts (suits filed against the company).	587,966	1,497,966
b) Letters of credit issued by bank on behalf of the Company outstanding at the end of the year.	34,458,503	27,339,789
c) Guarantees issued on behalf of the Company outstanding at the end of the year.	1,233,183	-
d) Central Excise/Service tax demands pending in appeals/ show cause notice (The Company has deposited Rs. 1,000,000 under protest against such demands/ show cause notice).	9,150,715	11,670,644

Based on the interpretations of the provisions of Excise Act and Provisions of Service Tax as referred to in serial no (d), the company has been advised that the above demands are likely to be deleted or substantially reduced and accordingly no provision has been made.

2. Securities against Loan

a) The facilities (P.O. Discounting, Overdraft, Guarantee, Term Loan, Issue of Letter of Credit) provided by Kotak Mahindra Bank Limited and Standard Chartered Bank are secured under the multiple banking arrangement by:

Bank	Security
Kotak Mahindra Bank Limited (Term Loan)	<ul style="list-style-type: none"> Equitable mortgage by way of first pari passu charge over company’s immovable property i.e. plot no. D-1/2, in the SIPCOT Industrial Park at Sriperumbudur within the village limits of Irungulam taluk of Sriperumbudur, sub Ragn.district of Chengalpattu of Kancheepuram in revenue district admeasuring 6.35 acres together with all buildings, structures and plant & machinery if any, affixed to the earth. Personal guarantee of Mr. J.P. Minda, Mr. Anil Minda and Mr. Ashwani Minda, Directors of the Company.
Standard Chartered Bank (Term Loan)	<ul style="list-style-type: none"> First pari passu charge on movable fixed assets including plant & machinery both present & future and of the company. Second pari passu charge over all current assets of the company stored or to be stored at the company’s godowns or premises or wherever else the same may be. Personal guarantee of Mr. J.P. Minda, Mr. Anil Minda and Mr. Ashwani Minda, Directors of the Company.
Kotak Mahindra Bank Limited (Working Capital Loan/ PO Discounting/ Overdraft)	<ul style="list-style-type: none"> First pari passu charge over all present and future current assets of the company. Second pari passu charge over all present & future fixed assets. Personal guarantee of Mr. J.P. Minda, Mr. Anil Minda and Mr. Ashwani Minda, Directors of the Company.

Bank	Security
Standard Chartered Bank (Working Capital Loan)	<ul style="list-style-type: none"> • First pari passu charge on the current assets of the Company. • Second pari passu charge over the whole of the fixed assets of the Company Situated at Gurgaon, Manesar & Chennai, including its Movable Plant & Machinery, M/Spares, Tools & Access & other movables both Present & Future whether installed or not and whether now lying loose or in cases or which are now lying or stored in or open or shall hereafter from time to time. • Personal guarantee of Mr. J.P. Minda, Mr. Anil Minda and Mr. Ashwani Minda, Directors of the Company.
ICICI Bank Ltd.	Vehicle Loan <ul style="list-style-type: none"> • First Charge on Vehicle under finance
Kotak Mahindra prime Limited	Vehicle Loan <ul style="list-style-type: none"> • First Charge on Vehicle under finance
HDFC Bank Ltd.	Vehicle Loan <ul style="list-style-type: none"> • First Charge on Vehicle under finance
Others	Vehicle Loan <ul style="list-style-type: none"> • Hypothecation on Vehicle under finance

3. Sundry Creditors include

- Rs. Nil/- due to creditors registered under the Micro, Small and Medium Enterprises Development Act, 2006 (MSME); and
 - Rs. Nil/- is payable for interest during the year to Micro, Small and Medium Enterprises.
 - The above information has been determined to the extent such parties could be identified on the basis of the information available with the Company regarding the status of creditors.
4. Certain balances under Sundry Debtors, Loans and advances, and Creditors are subject to confirmation/ reconciliation and consequential adjustment thereof, if any.
5. In the opinion of the Board, sundry debtors, loans and advances and other current assets are approximately of the value stated if realized in the ordinary course of business. The provisions for all known liabilities are adequate and not in excess of the amount.

6. Remuneration to Directors

	March 31, 2010	March 31, 2009
	(Rs.)	(Rs.)
a) Salary	9,480,000	9,423,228
b) Sitting Fees	150,000	175,000
c) Value of other perquisites	1,443,187	1,320,759
Total	11,073,187	10,918,987

The computation of net profits in accordance with Section 309 (5) read with Section 349 of the Companies Act, 1956 has not been given as the remuneration to directors has been paid in accordance with Schedule XIII of the Companies Act, 1956.

7. The Company has provided excise duty on finished goods amounting to Rs. 2,542,300 (Previous year Rs. 2,075,054) in respect of goods remaining unsold at the year end.

8. Remuneration to Auditors

	March 31, 2010	March 31, 2009
	(Rs.)	(Rs.)
a) Statutory Audit	240,000	240,000
b) Tax Audit	20,000	20,000
c) Other Services	40,000	40,000
d) Reimbursement of service tax	30,900	30,900
e) Out of pocket expenses	38,275	5,791
Total	369,175	336,691

9. The Company has in accordance with the Accounting Standard 15 on Employee Benefits has calculated the various benefits provided to employees as under:

(A) Defined contribution plans

- Provident Fund.
- Employers' Contribution to Employees' State Insurance.
The provident fund and the state defined contribution plan are operated by the Regional Provident Fund Commissioner & Regional director of ESIC respectively.

The Company has recognized the following amounts in the Profit and Loss Account for the year:

	Year ended March 31, 2010 (Amount in Rs.)	Year ended March 31, 2009 (Amount in Rs.)
(i) Contribution to Provident Fund*	3,184,463	2,977,036
(ii) Contribution to Employee's State Insurance Scheme	591,891	597,730
	3,776,354	3,574,766

* Excluding Administration charges paid to PF Authorities.

(B) Defined Benefit Plans

a) Leave Encashment

Leave Encashment is payable to eligible employees who have earned leaves during the employment and/or on separation as per the company's policy. Liability has been accounted for on the basis of Actuarial valuation certificate for the balance of Earned leaves at the credit of employee's at the end of the year.

b) Gratuity

Employees are entitled to gratuity computed as fifteen days salary for every completed year of service or part thereof in excess of six months and is payable on retirement/termination. The benefit vests after five years of continuous service. The company has taken a Group Gratuity Policy from LIC of India and makes contribution to LIC of India to fund its plan.

The Actuarial Valuations of Gratuity and Leave Encashment are on the following assumptions:

		Gratuity		Leave Encashment	
		March 31, 2010	March 31, 2009	March 31, 2010	March 31, 2009
(i)	Discount Rate (Per annum)	8 %	8 %	8%	8%
(ii)	Rate of increase in Compensation levels	6 %	6 %	6%	6%
(iii)	Rate of Return on Plan Assets	9.15 %	9.15 %	0%	0%
(iv)	Mortality rate	LIC (1994-96) ultimate	LIC (1994-96) ultimate	LIC (1994-96) Duly modified	LIC (1994-96) Duly modified
(V)	Withdrawal rate	1% to 3 %	1% to 3 %	Age Withdrawal Rates	Age Withdrawal Rates
				Upto 30 years 18%	Upto 30 years 69%
				Upto 44 years 10%	Upto 44 years 25%
				Above 44 years 2%	Above 44 years 6%

The Status of gratuity plan including reconciliation of the opening and closing balance of present value of defined benefit obligation and the fair value of plan assets are as follows:

		Gratuity		Leave Encashment	
		March 31, 2010 (Rs.)	March 31, 2009 (Rs.)	March 31, 2010 (Rs.)	March 31, 2009 (Rs.)
(i)	Changes in Present Value of Obligation				
(a)	Present value of Obligation as at 1 st April 2009	8,102,188	5,785,532	5,812,439	4,508,864
(b)	Interest Cost	646,399	462,843	463,721	360,709
(c)	Past Service Cost	-	-	-	-
(d)	Current Service Cost	1,987,557	1,165,345	1,212,064	1,382,193
(e)	Benefits Paid	(243,172)	(49,846)	(188,759)	(249,644)

		Gratuity		Leave Encashment	
		March 31, 2010 (Rs.)	March 31, 2009 (Rs.)	March 31, 2010 (Rs.)	March 31, 2009 (Rs.)
(f)	Actuarial (Gains)/Loss	2,031,987	738,314	(1,160,862)	(189,683)
(g)	Present value of Obligation as at 31 st March, 2010	12,524,959	8,102,188	6,138,603	5,812,439
ii)	Changes in Fair value of Plan Assets				
(a)	Present value of Plan assets as at 1 st April 2009	6,201,590	2,784,290	-	-
(b)	Expected Return on Plan Assets	694,233	396,549	-	-
(c)	Actuarial (Gain)/Loss	-	-	-	-
(d)	Employers' Contributions	2,610,013	3,070,597	-	-
(e)	Employees' Contributions	-	-	-	-
(f)	Benefits Paid	(243,172)	(49,846)	-	-
(g)	Fair Value of Assets as at 31 st March, 2010	9,262,664	6,201,590	-	-
(iii)	Percentage of each Category of Plan Assets to total fair value of plan Assets as at 31st March, 2010				
(a)	Bank Deposits (Sp. Dep. Scheme, 1975)	-	-	-	-
(b)	Debt Instruments	-	-	-	-
(c)	Administered by Life Ins. Corp. of India	9,262,664	6,201,590	-	-
(d)	Others	-	-	-	-
(iv)	Reconciliation of the Present Value of Defined Present Obligations and the Fair value of Assets				
(a)	Present value of Obligation as at 31 st March, 2010	12,524,959	8,102,188	-	-
(b)	Fair value of Plan Assets as at 31 st March, 2010	9,262,664	6,201,590	-	-
(c)	Funded (Asset)/Liability recognized in the Balance Sheet	(9,262,664)	(6,201,590)	-	-
(d)	Present value of Unfunded Obligation as at 31 st March, 2010	3,262,295	1,900,598	6,138,603	5,812,439
(e)	Unrecognized Past Service Cost	-	-	-	-
(f)	Unrecognized Actuarial (Gain)/Loss	-	-	-	-
(g)	Unfunded Net Liability recognized in the Balance Sheet	3,262,295	1,900,598	6,138,603	5,812,439
(v)	Amounts recognized in the Balance Sheet				
(i)	Present Value of Obligation as at 31 st March 2010	12,524,959	8,102,188	6,138,603	5,812,439
(ii)	Fair value of Plan Assets as at 31 st March 2010	9,262,664	6,201,590	-	-
(iii)	Asset/ (Liability) recognized in the Balance Sheet	(3,262,295)	(1,900,598)	(6,138,603)	(5,812,439)

		Gratuity		Leave Encashment	
		March 31, 2010 (Rs.)	March 31, 2009 (Rs.)	March 31, 2010 (Rs.)	March 31, 2009 (Rs.)
(vi)	Expenses recognized in the Profit and Loss Account				
(a)	Current Service Cost	1,987,557	1,165,345	1,212,064	1,382,193
(b)	Past Service Cost	-	-	-	-
(c)	Interest Cost	646,399	462,843	463,721	360,709
(d)	Expected Return on Plan Assets	(694,233)	(254,763)	-	-
(e)	Curtailment Cost/(Credit)	-	-	-	-
(f)	Settlement Cost/(Credit)	-	-	-	-
(g)	Net Actuarial (Gain)/Loss	2,031,987	596,528	(1,160,862)	(189,683)
(h)	Employees' Contribution	-	-	-	-
(i)	Total Expenses recognized in the Profit and Loss Account	3,971,710	1,969,953	514,923	1,553,219

Note: The Payment of Gratuity (Amendment) Act 2010 has been notified by the Central Government to be effective from 24th May, 2010 vide Notification No. S.O. 1217(E), dated 24-5-2010 enhancing the limit for gratuity to Rs.1,000,000 as against Rs.350,000 earlier. The Company has accounted for gratuity provision based on revised limit of Rs.1,000,000.

10. Segment Information

The disclosures as required by Accounting Standard 17 on Segment Reporting has not been provided as the Company deals in one business segment, namely manufacturing of automobile components. Currently there are no reportable Geographic segments.

11. Related Parties

In the normal course of business, the company enters into transactions with various affiliated companies. The names of related parties of the company as required to be disclosed under Accounting Standard 18 is as follows:

Joint Venturer Company	:	U-shin Limited, Japan
Enterprises over which key management Personnel and their relatives exercise significant influence	:	Anu Industries Limited JNS Instruments Limited JPM Tools Limited JPM Automobiles Limited Jay Autocomponents Limited JNJ Electronics Limited Janasis Infotech Limited Jay Iron & Steels Limited J A Builders Limited Jay FE Cylinders Limited Jay Nikki Industries Limited Jay Smelter Limited Nalhati Food Products Pvt. Limited JPM Farms Pvt. Limited Brilliant Jewels Pvt. Limited Anu Auto Industries, Delhi Moulder & Fabricators, Delhi Modern Engg. Works, Delhi Jushin Enterprises Jaycon Engineers Kaashvi Industries
Key Management Personnel	:	Mr. J. P. Minda Mr. Anil Minda Mr. Ashwani Minda Mr. Satoru Gokuda

Transactions with related parties

Included in the financial statements are the following amounts relating to transactions with related parties:

Particulars	Joint Venturer		Enterprises over which Key Management Personnel and their relatives exercise significant influence		Key Management Personnel	
	March 31, 2010 (Rs.)	March 31, 2009 (Rs.)	March 31, 2010 (Rs.)	March 31, 2009 (Rs.)	March 31, 2010 (Rs.)	March 31, 2009 (Rs.)
Purchase of raw materials, Components, consumables & fixed assets (Refer Note I below)	667,624	1,293,900	1,055,904,039	739,409,921		
Job Work (Refer Note II below)			87,610,396	83,979,095		
Sales (Refer Note III below)	1,383,640	8,546,055	111,498,441	79,817,476		
Sale of Fixed Assets & Others (Refer Note IV below)			73,503			
Payment of Technical fee & Expenses (Refer Note V below)	20,638,915	16,696,986				
Payment of Royalty (Refer Note VI below)	22,394,789	8,050,096				
Payment of Dividend (Refer Note VII below)	1,506,968	2,009,290	500,300	667,066	1,014,246	1,352,328
Rent Received (Refer Note VIII below)			49,081,931	32,065,734		
Lease Rent Received (Refer Note IX below)			1,617,864	1,617,864		
Rent Paid (Refer Note X below)			900,000	900,000		
Others (Refer Note XI below)			1,323,977	673,283		
Outstanding as at the Year End:						
Receivable	833,456	788,563	62,581,432	59,549,419		
Payable	7,356,864	10,175,687	289,888,739	184,468,877		
Remuneration of key Management Personnel (Refer to Note B-6)						
Salary & Perquisites					10,923,187	10,743,985

a) Disclosure in respect of transaction which are more than 10% of the total transactions of the same type with a related party during the year.

- I. Purchase of Raw material, components, consumables & fixed assets during the year includes Rs. 616,769,554 from JPM Automobiles Limited, Rs. 390,538,106 from Jay Autocomponents Limited (Previous Year Rs. 465,071,130 from JPM Automobiles Limited, Rs. 197,679,992 from Jay Autocomponents Limited).
- II. Job work during the year includes Rs.37,353,498 from JPM Automobiles Limited, Rs.30,974,148 from Modern Engg. Works and Rs.17,713,953 from Jay Autocomponents Limited (Previous Year Rs.42,121,035 from JPM Automobiles Limited and Rs. 24,510,715 from Modern Engg. Works and Rs. 14,052,000 from Jay Autocomponents Limited).

- III. Sales during the year includes Rs. 1,383,640 to U-shin Limited, Japan & Rs. 102,958,659 to Jay Autocomponents Limited (Previous Year Rs. 8,546,055 to U-shin Limited, Japan & Rs. 75,649,178 to Jay Autocomponents Limited).
- IV. Sales of fixed assets, goods & others during the year include Rs. 23,029 to Jay Autocomponents Limited & Rs.43,574 to JPM Automobiles Limited (Previous Year Rs.75,649,178 to Jay Autocomponents Limited).
- V. Payment of technical fees & expenses during the year includes Rs. 20,638,915 to U-shin Limited, Japan (Previous Year Rs. 16,696,986 to U-shin Limited, Japan).
- VI. Payment of Royalty during the year includes Rs. 22,394,789 to U-shin Limited, Japan (Previous Year Rs. 8,050,096 to U-shin Limited, Japan).
- VII. Payment of dividend during the year includes Rs. 1,506,968 to U-shin Limited, Japan, Rs. 321,039 to Mr. J.P. Minda, Rs. 319,569 to Mr. Anil Minda and Rs. 373,638 to Mr. Ashwani Minda. (Previous Year Rs. 2,009,290 to U-shin Limited, Japan Rs.428,052 to Mr. J.P. Minda, Rs.426,092 to Mr. Anil Minda and Rs. 498,184 to Mr. Ashwani Minda).
- VIII. Rent received during the year includes Rs. 47,067,899 from JNS Instruments Limited. (Previous Year Rs. 30,234,822 from JNS Instruments Limited).
- IX. Lease rent received during the year includes Rs. 1,029,912 from JPM Automobiles Limited and Rs. 587,952 from JPM Tools Limited (Previous Year Rs. 1,029,912 from JPM Automobiles Limited and Rs. 587,952 from JPM Tools Limited).
- X. Rent paid during the year includes Rs. 300,000 to Anu Industries Limited and Rs.600,000 to JA Builders Limited (Previous Year Rs. 300,000 to Anu Industries Limited and Rs.600,000 to JA Builders Limited).
- XI. Other Includes Rs.13,23,977 to JNS Instruments Limited (Previous Year Rs.599,662 to Jay Autocomponents Limited and Rs.73,621 to JPM Automobiles Limited).

12. Dividend paid to Non-Resident Shareholders

Particulars	For the year ended March 31, 2010 (Rs.)	For the year ended March 31, 2009 (Rs.)
Dividend	1,587,467	2,122,458
For the year ended	March 31, 2009	March 31, 2008
Number of non-resident shareholders	115	120
Number of Equity Shares held by non-resident shareholders	1,058,311	1,061,229

13. The Year- end foreign Currency exposures that have not been hedged by a derivative instrument or otherwise as follows:

Particulars	As at March 31, 2010 (Rs.)	As at March 31, 2009 (Rs.)	As at March 31, 2010 FC	As at March 31, 2009 FC
Receivable in Foreign Currency				
Sundry Debtors	2,806,253	362,032	JPY 745,424 EURO 41,059	JPY 612,357 EURO 733
Payables in Foreign Currency				
Sundry Creditors	120,182,824	171,492,455	USD 314,042 JPY 216,096,641 EURO 152	USD 928,847 JPY 234,405,947 EURO 7,839

14. Leases

In compliance of the Accounting Standard AS-19, during the current year the interest on lease financing and depreciation on these assets amounting to Rs. Nil (Rs. Nil) and Rs.2,389,067 (Previous Year Rs.2,389,067) respectively have been charged to Profit & Loss Account.

15. Earnings per Share

The following is a computation of earnings per share and a reconciliation of the equity shares used in the computation of basic and diluted earnings per equity share in accordance with AS 20.

Particulars	Year Ended 31.03.2010	Year Ended 31.03.2009
Profit/ (loss) after tax attributable to the Equity Shareholders (Rs.)	60,654,122	20,313,927
Basic/Diluted average Equity shares (Nos.)	3,864,500	3,864,500
Nominal value of Equity Shares (Rs.)	10	10
Basic/Diluted Earnings per Shares (Rs.)	15.70	5.26

Note: The Company does not have any outstanding dilutive potential equity shares. Consequently, the basic and dilutive EPS of the Company remains the same.

16. Deferred Tax

In accordance with Accounting Standard 22 on 'Accounting for Taxes on Income' the net increase in Deferred Tax Liability of Rs 2,651,863 for the current year has been recognized as expense in the profit & loss account. The tax effect of significant timing differences as at 31st March, 2010 that reverse in one or more subsequent years gave rise to the following net deferred tax liabilities as at March 31, 2010.

Particulars	March 31, 2010 (Rs.)	March 31, 2009 (Rs.)
Deferred Tax Liabilities		
On account of Depreciation	46,313,166	44,247,973
Other Items	95,753	-
Total Deferred Liabilities	46,408,919	44,247,973
Deferred Tax Assets		
Provision for Gratuity & Leave encashment	3,195,365	2,632,024
Other Items	-	1,054,258
Total Deferred Assets	3,195,365	3,686,282
Net Deferred Tax (Assets)/ Liabilities	43,213,554	40,561,691

17. Fringe Benefit tax provision includes additional demand of Fringe Benefit tax amounting to Rs. NIL (Previous year Rs. 356,000) pertaining to earlier years.

18. In compliance with the Accounting Standard AS-28-Impairment of Assets, based on the internal and external sources of information available with the Company, there are no indicators that any of the fixed assets are impaired. The Company has considered its Fixed Assets at cost of acquisition / cost of construction, less depreciation as per policy adopted by the Company and none of the assets have been revalued.

19. Movement of Provisions

Particulars	Opening Balance (Rs.)	Payment/Adjusted (Rs.)	Provision made (Rs.)	Closing Balance (Rs.)
Bonus	2,282,035	1,887,478	1,849,829	2,244,386
Royalty	18,200,993	14,779,359	22,702,582	26,124,216

20. The material lying with third party belonging to the Company amounting to Rs. 23,021,028 (Rs. 19,456,852).

21. Secured loan re-payable within one year amount to Rs. 75,717,644 (Previous year Rs.68,674,396)

22. Previous year's figures have been regrouped and/or re-arranged wherever necessary to conform to the current year's groupings and classifications and the figures in brackets are those in respect of the previous year.

23. **ADDITIONAL INFORMATION PURSUANT TO PARA 3, 4C, 4D PART-II OF SCHEDULE VI TO THE COMPANIES ACT, 1956, AS CERTIFIED BY THE MANAGEMENT.**

a) Installed Capacity

Capacities (Installed*)	Unit	Year Ended	
		March 31, 2010 (In 000's)	March 31, 2009 (In 000's)
Automobile Lock Key Sets	Nos	3,500	3,100
Door Latches	Nos	4,200	3,200
Heater Control Panel	Nos	1,000	875
Combination Switches	Nos	900	900
Other Switches	Nos	8,200	6,600
Striker	Nos	5,000	3,000
Warning triangle	Nos	300	300

* Installed capacity being a technical matter, has not been verified by the Auditors and is as certified by the Management.

b) Production

	Unit	Quantity	Quantity
		March 31, 2010	March 31, 2009
1. Lock Sets			
- 4 Wheelers	Nos.	1,483,753	1,432,039
- 2 Wheelers	Nos.	1,840,870	1,435,602
Individual Locks	Nos.	190,299	278,373
Lock Sets Components	Nos.	870,291	363,376
2. Door Latches			
Door Latches	Nos.	4,055,868	2,911,786
Latch Components	Nos.	4,030,975	3,329,024
3. Switches			
Combination Switch	Nos.	206,838	218,761
Switches for :			
- 4 Wheelers	Nos.	1,881,982	1,018,625
- 2 Wheelers	Nos.	6,184,385	5,429,989
4. Heater Control Panel			
Heater Control Panel	Nos.	922,564	604,798
Lever Heater Control	Nos.	5300	9,378
Panel Components	Nos.	26,286	111,402

c) Sales

	March 31, 2010		March 31, 2009	
	Qty (In Nos.)	Value (Rs.)	Qty (In Nos.)	Value (Rs.)
1. Lock Sets				
- 4 Wheelers	1,485,908	1,204,570,775	1,426,536	736,174,621
- 2 Wheelers	1,861,957	249,112,395	1,435,403	212,293,463
Individual Locks	190,607	19,643,473	278,666	5,3702,078
Lock Sets Components	857,852	14,216,397	377,756	152,154,821
2. Door Latches				
Door Latches	4,059,760	1,094,192,467	2,901,471	731,197,525
Latch Components	4,045,602	85,469,926	3,302,019	38,422,492
3. Switches				
Combination Switch	206,672	51,124,252	218,147	49,195,375
Switches for :				
- 4 Wheelers	1,890,519	152,547,505	998,361	82,829,402
- 2 Wheelers	6,200,702	142,246,897	5,460,841	108,939,502
4. Heater Control Panel				
Heater Control Panel	920,499	394,860,359	604,562	224,797,417
Lever Heater Control	5262	259,208	9,508	477,674
Panel Components	30,760	674,073	107,163	29,134,868
5. Others	-	164,037,209	-	89,510,118
Total		3,572,954,936		2,508,829,356

d (i) Opening Stock

	Opening Stock			
	March 31, 2010		March 31, 2009	
	Qty (In Nos.)	Value (Rs.)	Qty (In Nos.)	Value (Rs.)
1. Lock Sets				
- 4 Wheelers	11,723	8,022,648	6,220	5,275,113
- 2 Wheelers	23,832	2,887,818	23,633	3,657,622
Individual Locks	2,704	302,919	2,997	250,699
Lock Sets Components	4,003	568,459	18,383	315,049
2. Door Latches				
Door Latches	44,173	9,717,914	33,858	7,048,680
Latch Components	30,515	495,795	3,510	44,265
3. Switches				
Combination Switch	878	230,215	264	54,372
Switches for :				
- 4 Wheelers	28,203	1,185,804	7,939	1,188,791
- 2 Wheelers	57,458	1,328,351	88,310	1,996,341
4. Heater Control Panel				
Heater Control Panel	4,725	1,643,399	4,489	1,195,634
Lever Heater Control	310	25,220	440	43,632
Panel Components	8,055	832,886	3,816	99,039
5. Others	-	16,318	-	100,140
Total		27,257,746		21,269,377

d(ii) Closing Stock

	CLOSING STOCK			
	March 31, 2010		March 31, 2009	
	Qty (In Nos.)	Value (Rs.)	Qty (In Nos.)	Value (Rs.)
1. Lock Sets				
- 4 Wheelers	9,568	7,425,364	11,723	8,022,648
- 2 Wheelers	2,745	393,448	23,832	2,887,818
Individual Locks	2,396	279,883	2,704	302,919
Lock Sets Components	16,442	462,127	4,003	568,459
2. Door Latches				
Door Latches	40,281	10,329,932	44,173	9,717,914
Latch Components	15,888	317,663	30,515	495,795
3. Switches				
Combination Switch	1,044	256,860	878	230,215
Switches for :				
- 4 Wheelers	19,666	2,035,912	28,203	1,185,804
- 2 Wheelers	41,141	891,357	57,458	1,328,351
4. Heater Control Panel				
Heater Control Panel	6,790	2,627,946	4,725	1,643,399
Lever Heater Control	348	37,513	310	25,220
Panel Components	3,581	622,325	8,055	832,886
5. Others	-	1,544,504	-	16,318
Total		27,224,834		27,257,746

e) **Consumption of Raw Material and Components** (List for items that individually account for 10% or more of the total value of Raw Materials consumed)

Description	March 31, 2010		March 31, 2009	
	Qty (MT)	Value (Rs.)	Qty (MT)	Value (Rs.)
i) Raw Material				
Brass	109.33	33,330,751	109.31	28,129,888
Polyacetal	82.03	6,941,957	53.48	5,069,950
Acrylic	6.78	92,892	37.15	4,320,840
ABC	287.84	40,840,390	172.31	32,543,683
CRCA Coils	992.29	43,188,702	757.98	36,445,672
Copper	82.80	40,242,082	50.66	21,808,317
Polycarbonate	33.69	7,451,261	43.06	8,653,213
Polypropeline	8.79	2,067,459	45.58	3,712,937
Others	-	215,737,296	-	108,648,370
Total		389,892,790		249,332,870

Description	March 31, 2010 (Rs.)	March 31, 2009 (Rs.)
ii) Components		
Zinc	515,775,347	501,217,681
Sheet Metal	472,781,463	303,971,898
Moulding	277,550,401	252,554,635
Spring	30,982,198	30,227,750
Electronic	578,055,434	304,376,759
Assembly	128,809,258	82,471,655
Others	474,086,313	197,901,564
Total	2,478,040,414	1,672,721,942
Grand Total	2,867,933,204	1,922,054,812

f) **Imported/Indigenous Raw materials, Components, and Other Materials consumed during the year.**

Description	March 31, 2010 (Rs.)		March 31, 2009 (Rs.)	
	% of Total Value	Value	% of Total Value	Value
Raw Material, Components, Stores and spares consumed				
i) Imported	22.82	654,539,459	20.68	397,478,574
ii) Indigenous	77.18	2,213,393,745	79.32	1,524,576,238
Total	100.00	2,867,933,204	100.00	1,922,054,812

g) C.I.F. Value of Imports

	March 31, 2010	March 31, 2009
	Rs.	Rs.
i) Raw Material	195,522,937	98,980,654
ii) Components	460,458,877	316,284,633
iii) Capital goods	32,768,540	25,014,627
Total	688,750,354	440,279,914

h) Expenditure in Foreign Currency

	March 31, 2010	March 31, 2009
	Rs.	Rs.
i) Travelling	6,976,937	9,355,506
ii) Technical Fee, Royalty & others	48,532,776	27,325,410
Total	55,509,713	36,680,916

i) Earnings in Foreign Currency

	March 31, 2010	March 31, 2009
	Rs.	Rs.
i) Export of goods on FOB basis	4,299,478	8,582,255
Total	4,299,478	8,582,255

For and on behalf of the Board
Jay Ushin Limited

S.K. Agarwal
G.M. (Finance)

Ashwani Minda
Managing Director

J.P. Minda
Chairman

Place: Gurgaon
Date: August 26, 2010

D. BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I. Registration details

Registration No. : 55-025118 State Code : 55
 Balance Sheet Date : March 31, 2010

II. Capital raised during the year (Amount in Rs. 000's)

Public Issue : Nil Bonus Issue : Nil
 Right Issue : Nil Private Placement : Nil

III. Position of Mobilisation and Deployment of funds (Amount in Rs. 000's)

Total liabilities : 1541526 Total Assets : 1541526

Sources of Funds

Paid-up Capital : 38645 Reserves and Surplus : 181907
 Secured loans : 414583 Unsecured loans : 55037
 Deferred tax liability 43214

Application of Funds

Net fixed Assets : 811024 Investments : 600
 Net Current Assets : -78238 Misc. Expenditure : Nil
 Accumulated Losses Nil

IV. Performance of Company (Amount in Rs. 000's)

Turnover (Including other income) : 3636671 Total Expenditure : 3552442
 Profit/Loss Before Tax : 84229 Profit /Loss After Tax : 60654
 Earnings Per share in Rs. : 15.70 Dividend Rate % : 25%

V. Generic Names of Three Principal Products/Services of the Company as per monetary terms.

<u>Product Description</u>	<u>Item Code (ITC Code No.)</u>
LOCKS FOR MOTOR VEHICLES	83.01
DOOR LATCHES	83.02
COMBINATION SWITCH	85.36

Place : Gurgaon
 Dated : August 26, 2010

S.K.Agarwal
 G. M. (Finance)

Ashwani Minda
 Managing Director

J. P. Minda
 Chairman