OM METALS INFRAPROJECTS LTD.

CIN-L27203RJ1971PLC003414

Regd. Office : J-28, Subhash Marg, C-Scheme, Jaipur - 302001
Tel: +91-141-5160000, E-mail: jaipur@ommetals.com
Website : www.ommetals.com

IRQS MGMT SYS RvA CQ71
AN ISO 9001 : 2000 Certified Co.

Date: 3rd October, 2018

To,

Corporate Service Department, Bombay Stock Exchange, Phiroze Jeejeebhy Towers, Dalal Street, Mumbai-400001 Fax No. 022- 22723121/3027/2039/2061/2041	Listing Department, National Stock Exchange Of India Limited Exchange Plaza, C-1 Block G Bandra Kurla Complex, Bandra (E), Mumbai Fax No. 022- 26598237/38;66418126

Subject: Annual Report for the FY 2017-18

Dear Sir / Madam,

Pursuant to regulation 34 of the SEBI (LODR) Regulations, 2015 please find enclosed herewith 46th Annual Report of the Company for the financial year 2017-18 duly approved and adopted at 46th Annual General Meeting of the Company held on Saturday, September 29, 2018 at 11:30 A.M.

This is for your information and record.

Thanking You,

For Om Metals Infraprojects Limited

OM METALS INFRAPROJECTS LIMITED JAIPUR

Reena Jain
Company Secretary

New Delhi
NBCC Plaza, Tower III, 4th Floor, Sector-5
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ANNUAL REPORT
2017-2018

OM METALS INFRAPROJECTS LIMITED

www.ommetals.com

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OM METALS INFRAPROJECTS LIMITED
CIN: L27203RJ1971PLC003414
Regd. Office: J-28, Subhash Marg, C-Scheme, Jaipur -302001
Tel:+91-141-5163323-33, Fax: +91-141-4044283
Website: www.ommetals.com E-Mail Id:jaipur@ommetals.com

NOTICE

Notice is hereby given that the 46th Annual General Meeting of the members of Om Metals Infraprojects Limited will be held on Saturday, 29th September, 2018 at 11:30 A.M. at Om Tower, Church Road, M.I. Road, Jaipur- 302001 to transact the following business:

ORDINARY BUSINESS:

Item No. 1 – Adoption of Financial Statements

To receive, consider and adopt:

a) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31 March, 2018 together with the Reports of the Board and the Auditors thereon; and

b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 March, 2018 together with the Report of the Auditors thereon.

Item No. 2 – Confirm the payment of Interim Dividend

To confirm the payment of interim dividend of Rs. 0.35 per equity share already paid for the Financial Year 2017-18 as final dividend for the year 2017-18.

Item No. 3 – Appointment of a Director

To appoint a Director in place of Shri Dharam Prakash Kothari (DIN: 00200342), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Item No.4- Ratification of Cost Auditor's remuneration

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, the Company hereby ratifies the remuneration of Rs 30000 plus out-of-pocket expenses payable to M/s M. Goyal & Co., Cost Accountants (Firm's Registration No. 000051) who have been appointed by the Board of Directors as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company, for the Financial Year 2018-19."

Item No. 5 –Appointment of Mr. Naresh Kumar Paliwal as an Independent Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 149, 152 and any other applicable provisions of the Companies Act, 2013, and the Rules made thereunder(including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Companies Act, 2013, Mr. Naresh Kumar Paliwal (DIN- 08114735), who was appointed as an Additional Director of the Company by the Board of Directors with effect from April 20, 2018 in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Mr. Naresh Kumar Paliwal as a candidate for the office of director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company for a term up to April 19, 2023, and whose office shall not be liable to retire by rotation.

Item No. 6 – Re-appointment of Whole-time Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the Company be and is hereby accorded to the re-appointment of Mr. Vikas Kothari (holding DIN : 00223868) as a Whole Time Director, of the Company designated as 'President & Director' for a period of Five Years effective from 28th March, 2018, to be liable to retire by rotation, on the remuneration and on such terms and conditions as set out in the explanatory statement annexed to the notice convening this Annual General Meeting and with liberty and authority to the board of directors to alter and vary such terms and conditions of the said appointment from time to time within the scope of Schedule V to the Companies Act, 2013 or any amendments thereto or any re-enactment thereof as may be agreed to between the Board of Directors and Mr. Vikas Kothari."

"RESOLVED FURTHER THAT the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

Item No.7- To approve Transactions under Section 185 of the Companies Act, 2013

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

"**RESOLVED THAT** pursuant to the provisions of Section 185 of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017 ("said Section"), approval of shareholders of the Company

be and is hereby accorded for making of loan(s) including loan represented by way of Book Debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken by the undermentioned companies, being an entity under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to Sub-section 2(b) of the said Section, of an aggregate outstanding amount not exceeding as undermentioned per annum, respectively for each entity."

S.NO.	NAME OF THE COMPANY	AMOUNT OF LOAN/GUARATNEE/SECURITY IN CRORES
1	BHILWARA JAIPUR TOLL ROAD PRIVATE LIMITED	300
2	OM METALS DEVELOPERS PRIVATE LIMITED	15
3	OM METALS INFOTECH PRIVATE LIMITED	20
4	JUPITER METAL PRIVATE LIMITED	40
5	OM METALS INFRAPROJECTS LLC	5
6.	GUJRAT WAREHOUSING PRIVATE LIMITED	50
7.	BIHAR LOGISTICS PRIVATE LIMITED	50

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalize and agree the terms and conditions of the aforesaid loan/guarantee/security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

Item No.8- To Continue Mr. Gopi Raman Sharma as an Independent Director

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

"RESOLVED THAT in accordance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent be and is hereby accorded for Mr. Gopi Raman Sharma (DIN: 07465442) to continue as an Independent Director of the Company till the completion of his present term i.e. up to March 10, 2021."

Item No.9- Appointment of Branch Auditors

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Act and the Company (Audit and Auditors) Rules, 2014, as amended from time to time, the Board of Directors of the Company be and is hereby authorized to appoint Branch Auditors for any branch offices of the Company, whether existing or which may be opened/ acquired hereafter, in or outside India, in consultation with the Company's Auditors, any person(s) qualified to act as a Branch Auditors and to fix their remuneration."

By Order of the Board of Directors
For Om Metals Infraprojects Limited

Place: Delhi
Date: 14/08/2018

Dharam Prakash Kothari
Chairman
DIN:00200342

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** THE DULY STAMPED, FILLED AND SIGNED INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Members, authorized representatives and Proxies attending the Meeting are requested to bring their attendance slip duly filled along with their copy of Annual Report to the Meeting. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Meeting is annexed hereto. Additional information, pursuant to Listing Regulations and Secretarial Standard on General Meetings in respect of Director seeking re-appointment/appointment at the Annual General Meeting is furnished as Annexure to the Notice.
5. Corporate Members are requested to send a duly certified true copy of the Board Resolution together with the respective specimen signature of the representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, September 22, 2018 to Saturday, September 29, 2018, (both days inclusive) for the

purpose of the Annual General meeting of the Company.

7. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, PAN Details ,e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Skyline Financial Services Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such informations and changes therein to the RTA Skyline Financial Services Private Limited.

8. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

9. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under the Section 72 of the Companies Act, 2013 may do so.

10. The Register of Directors and KMP and their shareholding and register of contracts or arrangements in which Directors are interested maintained under Sections 170 and 189 of the Companies Act, 2013 will be available for inspection by the members at AGM.

11. Members desiring any information/clarification relating to the Financial Statements of the Company are requested to write to the Company well in advance so as to enable the management to keep the information ready. Members are requested to visit the website of the company viz. www.ommetals.com for viewing the quarterly and annual financial results and for more information of the company.

12. The Company has transferred to the Investor Education and Protection fund (IEPF) on the due date, the unclaimed dividend for the financial year ended March 31, 2011.

13. Members are requested to note that Dividends not encashed or remaining unclaimed for a period of 7 (seven) Years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund (IEPF) established under Section 124 of the Companies Act, 2013. In addition, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to demat account of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF. In the event of transfer of shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF authority by submitting an online application in the prescribed Form IEPF- 5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF rules.

14. Pursuant to the Rule 5(8) of Investor Education and Protection Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company as on 29th September, 2017 (date of last Annual General Meeting) on its website at www.ommetals.com and also on the website of the Ministry of Corporate Affairs.

15. Members who have not yet encashed their dividend warrant(s) pertaining to the Dividend for

the financial year 2011-12 onwards for the Company are requested to make their claims without any delay to the Company or RTA Skyline Financial Services Private Limited.

16. With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.

17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.

18. Electronic copy of Annual report 2018 and Notice of the 46th Annual General Meeting of the Company inter alia, indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes. For members who have not registered their email address, physical copies of the Notice of the 46th Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

19. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company can now register the same. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.

20. In compliance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and Listing Regulations, the Company is pleased to offer remote e-voting facility for the members to enable them to cast their votes electronically on all resolutions set forth in this Notice.

21. The physical copies of the Annual Report 2018 and Notice of the 46thAnnual General Meeting will also be available at the Company's Registered Office in Jaipur for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: cs@ommetals.com

22. Mr. Mayur Sanghi of M/s. Mayur Sanghi& Associates, Practicing Company Secretaries (Membership No. ACS 31712), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

23. The facility for voting through Ballot/polling paper shall also be made available at the meeting

and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

24. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

25. The instructions for shareholders for remote e-voting are as under:

- The remote e-voting period begins on Tuesday, September 25, 2018 at 10:00 A.M. and ends on Friday, September 28, 2018 by 05:00P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 22, 2018, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- The Company has engaged Central Depository Services (India) Limited ("CDSL"), to provide remote e-voting facility to its share holders.

(i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha -numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Om Metals Infraprojects Limited> on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) **Note for Non – Individual Shareholders and Custodians**

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a Compliance User should be created using the admin login

and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

(xxi) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than two days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman or a person authorized by him in writing who shall countersign the same. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.ommetals.com The results shall simultaneously be communicated to the Stock Exchanges

26. The remote e-voting period commences on September 25, 2018 at 10:00 A.M. and ends on September 28, 2018 by 05:00P.M. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it.

27. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the relevant date i.e. September 22, 2018.

28. Any Member(s) who require any special assistance of any kind at the venue of the Forty Sixth AGM are requested to send details of their special needs in writing to the Company cs@ommetals.com at least three days before the date of the Forty Sixth AGM.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT,2013

The following Explanatory Statement sets out all the material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4:

The Board of Directors of the company in its meeting held on 14th August, 2018, approved the appointment and remuneration of M/s M. Goyal & Co., Cost Accountants upon the recommendation of Audit Committee to conduct the cost audit of the cost records of the company for the financial year 2018-19, subject to the applicability of Cost Audit in terms of rules framed in this regard by the Ministry of Corporate Affairs.

Pursuant to the provisions of section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditors has to be ratified by the members of the company.

None of the Directors/Key managerial personnel of the company/their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution set out at Item no.4 of the Notice for approval of members.

Item No. 5:

The Board of Directors on recommendation of Nomination and Remuneration committee appointed Mr. Naresh Kumar Paliwal as an Additional Director with effect from April 20, 2018 pursuant to Section 161 of the Companies Act, 2013. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Naresh Kumar Paliwal will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. Naresh Kumar Paliwal for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. The Company has received from Mr. Naresh Kumar Paliwal (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. The resolution seeks the approval of members for the appointment of Mr. Naresh Kumar Paliwal as an Independent Director of the Company for a term up to April 19, 2023 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation. In the opinion of the Board of Directors, Mr. Naresh Kumar Paliwal, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Mr. Naresh Kumar

Paliwal as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to 29th September, 2018.

No director, key managerial personnel or their relatives, except Mr. Naresh Kumar Paliwal, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the ordinary resolution set forth in Item no.5 for the approval of the members.

Item No. 6

Existing tenure of Mr. Vikas Kothari continues up to 27th March, 2018. His re-appointment effective from 28th March, 2018 requires approval of members. Mr. Vikas Kothari has an excellent knowledge and experience. It is proposed to re-appoint him for further period of five years with effect from 28th March 2018 and the members approval sought to the re-appointment.

The terms of re-appointment and remuneration including minimum remuneration are set out as under:

TERMS AND CONDITIONS

Remuneration:

Salary: Rs. 4, 00,000/- per month

Perquisites and allowances:

In addition to the remuneration as stated above , Mr. Vikas Kothari shall be entitled as per rules of the Company, the following perquisites and allowances :

a. Rent-free furnished residential accommodation with free use of gas, electricity, water and all other facilities and amenities, such as air conditioners, geysers etc. In case no accommodation is provided by the Company, he shall be entitled to House Rent Allowance as per rules of the Company.

b. Reimbursement of all medical expenses incurred for self and family including hospitalization as per rules of the Company

c. Leave Travel Allowance for self and members of his family as per rules of the Company.

d. Education Allowance for children, whether abroad or in India.

e. Subscription to clubs.

f. Reimbursement of expenses incurred for travelling boarding and lodging including for his spouses and attendants(s) during business trip and use of Company maintained cars with driver for business and personal use.

g. Use of communication devices such as telephones, audio and video conference facilities etc., at the residence..

h. Encashment of leave at the end of his tenure as per policy of the Company.

i. Terminal benefits: Air/Sea passage together with cost of transportation of household belongings to such places as may be approved by the Board of Directors at the time of leaving the service of the Company.

j. Contributions to provident fund, superannuation fund or annuity fund and any other retirement benefits.

k. Expenses on shifting of residence.

l. Participation in any/ all employee stock option schemes/ plans of the Company

m. 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 Mr. Vikas Kothari

The Board of Directors or committee thereof may, in their discretion, revise/modify any of the terms from time to time within limits stipulated.

Minimum Remuneration

In the event of loss or inadequacy of profit in any financial year, the company shall pay to Mr. Vikas Kothari, in respect of such financial year, remuneration by way of salary, allowances, perquisites and other benefits as the Board of Directors may deem fit, subject to the limits prescribed herein and Schedule V to the Companies Act, 2013.

Termination

In the event of termination by Mr. Vikas Kothari or the Company, by one party giving to the other 3 months calendar notice in writing or by payment of a sum equivalent to remuneration for the notice period or part thereof in case of shorter notice or on such other terms as may be mutually agreed.

None of the Directors, Key managerial Person of the Company, and their relatives except Shri D.P. Kothari, Shri Vikas Kothari and their relatives may be deemed to be concerned or interested in the resolution.

Accordingly the Board recommends the passing of the ordinary resolution as set out in the item no. 6 of the Notice

Item No. 7:

Bhilwara Jaipur Toll Road Private Limited, Bihar Logistics Private Limited, Gujrat Warehousing Private Limited, Om Metals Developers Private limited and Om Metals Infotech Private Limited are directly or indirectly joint venture Companies. Your Company's wholly owned subsidiary Company M/s Om Metals Real Estate Private Limited holds shareholding in M/s Om Metals Developers Private limited and M/s Om Metals Infotech Private Limited, joint venture Companies. In M/s Jupiter Metal Private Limited, the directors of the Company are members of that Company. Our Company holds 49% stake in M/s Om metals Infraprojects LLC incorporated in Dubai, UAE. The Principal business of these companies is construction, development, Job work, Warehousing and Project Management. The funding requirements of companies are currently met through funds infused by the joint venture partners. It is proposed that going forward the funding requirements of these companies shall be met through funds infused by the Company by way of loans, which will be unsecured and repayable on demand. Additionally, the Company in honouring its joint venture obligations may be required to give guarantee(s) and/or provide security (ies) in connection with any loan taken/ to be taken by these companies. These companies proposes to use the said loan(s)/guarantee(s)/security(ies) for their principal business and the matters connected and incidental thereto (“Principal Business Activities”). These companies are an entity under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to Sub-section 2(b) of the Section 185 of Companies Act, 2013 and hence consent of the members is being sought by way of a special resolution pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017) for making of loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken by these companies of an aggregate outstanding amount not exceeding the amount as mentioned in the resolution set out at item no. 7 and necessary

delegation of authority to the Board for this purpose.

Your Directors recommend the resolution set out at Item no. 7 to be passed as a special resolution by the members. Except Mr. Dharma Prakash Kothari, Mr. Vikas Kothari and Mr. Sunil Kothari (being a director and/or shareholders) and Relatives of them may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, none of the other Directors, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.

The Board recommends this Special Resolution set forth in Item no.7 for your approval.

Item No. 8:

The Members of the Company on 30th September, 2016 approved the appointment of Mr. Gopi Raman Sharma as an Independent Director of the Company for a period of five years with effect from 11th March, 2016. Mr. Gopi Raman Sharma will complete his present term on 10th March, 2021.

In terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is required for continuation of a Non-Executive Director beyond the age of seventy five years. Mr. Gopi Raman Sharma will attain the age of seventy five years on 14th September, 2019.

The Nomination & Remuneration Committee ('the Committee') and the Board of Directors of the Company ('the Board') are of the view that in order to take advantage of Mr. Gopi Raman Sharma's counsel and advice, especially in the Banking, legal and social welfare, it would be appropriate that he continues to serve on the Board till the completion of his present term of appointment as already approved by the Members. Accordingly, the Board at the meeting held on 14th August, 2018, on the recommendation of the Committee, recommended for the approval of the Members, continuation of Mr. Gopi Raman Sharma as an Independent Director of the Company from the day he attains the age of seventy five years i.e. 14th September, 2019, till the completion of his present term i.e. up to 10th March, 2021 on the existing terms and conditions.

Mr. Gopi Raman Sharma is interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution.

The Board recommends this Special Resolution set forth in Item no.8 for your approval.

Item no. 9

The Company has branches in and outside India and may also open/acquire new branches in or outside India in future. It may be necessary to appoint branch auditors for carrying out the audit of the accounts of such branches. The Members are requested to authorize the Board of Directors of the Company to appoint branch auditors in consultation with the Company's Auditors and fix their remuneration.

The Board recommends the ordinary Resolution at Item No. 9 of this Notice for approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives, is, in any way, concerned or interested in the Resolution set out at Item No. 9 of this Notice.

Place: Delhi **Dharam Prakash Kothari**

Date: 14/08/2018 **DIN: 00200342**

Chairman

Annexure to the Notice

Details of the Director seeking appointment and re-appointment in the forthcoming Annual General Meeting

1. PROFILE OF MR. VIKAS KOTHARI

Brief resume of Director: Mr. Vikas Kothari is 44 years old, has 20+ years of experience in managing the affairs of the company. He is a Mechanical Engineer from University of Hartford and holds a Masters Degree from IIM Bangalore. His current responsibility includes business development, quality control, project co ordination and foreign collaborations. His futuristic and progressive ideas have enabled the company to scale new heights and expand its horizons to international waters. The company's impressive overseas collaboration is all the result of his consistency and vision.

***Nature of Expertise in Specific Functional Area*:** Sales Promotion, Business Development, Quality control, Project coordination and foreign collaboration

***Disclosure of Relationship between Directors inter-se*:** Son of Mr. Dharam Prakash Kothari

Listed Companies (other than Om Metals) in which Mr. Vikas Kothari holds directorship and Committee membership & Directorship: Nil

***Committee Membership*(includes only Audit Committee & Stakeholder Relationship Committee) in other listed Company:** Nil

***Shareholding in the Company*:** 1790437

2. PROFILE OF MR. NARESH KUMAR PALIWAL

Brief resume of Director: Mr. Naresh Kumar Paliwal, is 61 years old. He is a retired Deputy General Manager of State Bank of Patiala. He has worked in the bank on different positions including as Regional Head and Zonal Head. He is commerce graduate and holds bachelor degree in the field of law.

***Nature of Expertise in Specific Functional Area*:** finance and banking

***Disclosure of Relationship between Directors inter-se*:** Nil

Listed Companies (other than Om Metals) in which Mr. Naresh Kumar Paliwal holds directorship and Committee membership & Directorship: Nil

***Committee Membership*(includes only Audit Committee & Stakeholder Relationship Committee) in other listed company:** Nil

***Shareholding in the Company*:**NIL

3. PROFILE OF MR. DHARAM PRAKASH KOTHARI:

Brief resume of Director:Mr. Dharam Prakash Kothari aged 66 Years, was appointed on 1st May, 2017 as Whole-time Director on the Board of Directors of the Company.

He has excellent grasp and thorough knowledge and experience of not only engineering and technology but also of general management. He has experience as a senior business leader with rich business management experience in both Indian and global companies.

Mr. Dharam Prakash Kothari holds Bachelor Degree in Engineering**.**

***Nature of Expertise in Specific Functional Area*:** Technical and Engineering

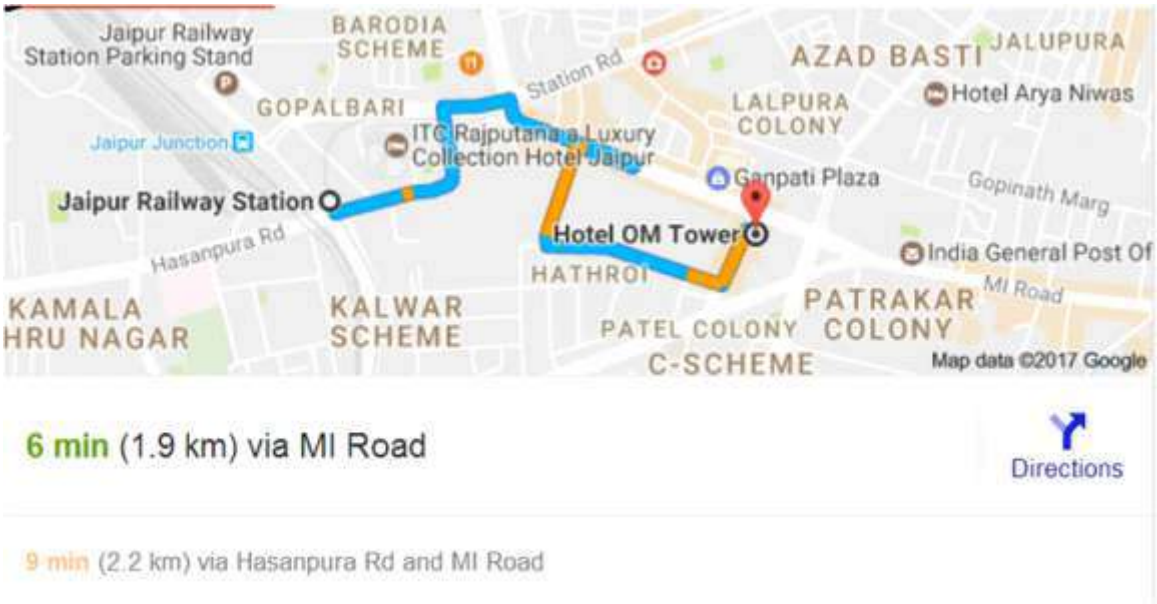
***Disclosure of Relationship between Directors inter-se*:** Brother of Shri Sunil Kothari and Father of Shri Vikas Kothari

Listed Companies (other than Om Metals) in which Mr. Dharam Prakash Kothari holds directorship and Committee membership & Directorship :Nil

***Committee Membership* (includes only Audit Committee & Stakeholder Relationship Committee) in other listed Company:** Nil

***Shareholding in the Company*:** 4858346

ROUTE MAP TO THE VENUE OF THE AGM



Board's Report

Dear Members,

Your Directors have pleasure in presenting 46th Annual Report of your Company together with the Audited Financial Statements for the financial year ended 31st March, 2018.

Financial Results

(Rs. In Lacs)

Particulars	STANDALONE		CONSOLIDATED	
	For the year ended March 31,		For the year ended March 31,	
	2018	2017	2018	2017
Revenue from operations	29801.44	24942.72	30972.97	24944.63
Other Income	1439.53	1402.10	1112.73	1251.41
Total income	31240.97	26344.82	32085.70	26196.05
Expenses				
a) Cost of material consumed	9747.79	10748.12	11059.26	11138.75
b) Purchases of stock in trade	22.40	0.00	22.31	0
c) Change in inventories of finished goods, work in progress and stock in trade	(534.86)	(2333.99)	(2967.32)	(3202.40)
d) Excise duty expenses	377.74	601.35	377.74	601.35
e) Employee benefit expenses	2090.40	1970.20	2175.92	2035.93
f) Finance cost	1656.81	1862.90	1954.84	2149.61
g) Depreciation and amortization expenses	1199.53	1141.76	1201.32	1145.77
h) Other expenses	11885.29	9587.21	13291.79	9867.84
Total Expenses	26445.11	23577.55	27115.86	23736.86

Total profit before exceptional items and tax	4795.87	2767.27	4969.84	2459.19
Exceptional Items	0.00	0.00	0.00	0.00
Total profit before Tax	4795.87	2767.27	4969.84	2459.19
Current Tax	1888.53	664.75	1941.35	772.23
Deferred Tax	(196.82)	112.65	(177.90)	94.84
Total Tax expenses	**1691.71**	**777.40**	**1763.44**	**867.07**
Net profit for the period from continuing operations	3104.16	1989.86	3206.39	1592.11
Profit (loss) from discontinued operations before tax	1656.67	0.00	1656.67	0.00
Tax expense of discontinued operations	317.15	0.00	317.15	0.00
Net profit (loss) from discontinued operation after tax	1339.52	0.00	1339.52	0.00
Share of profit (loss) of associates and joint ventures accounted for using equity method	0.00	0.00	(439.72)	(285.65)
Total profit (loss) for the period	4443.68	1989.86	4106.20	1306.46
Other comprehensive income net of taxes	1.80	(1.13)	1.5	(0.97)
Total comprehensive income for the period	4445.48	1988.73	4107.70	1305.49

Note: Previous year's figures have been regrouped / reclassified wherever necessary in conformity with Indian Accounting Standards (IND AS) to correspond with the current year's classification / disclosure and may not be comparable with the figures reported earlier.

Financial Performance and State of Company's Affairs and Future Outlook

The strength of your Company lies in identification, execution and successful implementation of the projects in the infrastructure space. To strengthen the long-term projects and ensuring sustainable growth in assets and revenue, it is important for your Company to evaluate various opportunities in the

different business verticals in which your Company operates. Your Company currently has several projects under implementation and continues to explore newer opportunities, both domestic and international. Your Board of Directors' considers this to be in strategic interest of the Company and believe that this will greatly enhance the long-term shareholders' value.

Consolidated

The Company has reported consolidated revenue from operations Rs. 30972.97 Lakhs as against Rs. 24944.63 Lakhs in the previous year and Profit before Tax (PBT) of Rs. 4969.84Lakhs, as against Rs.2459.19 Lakhs in the previous year.

Standalone

At present your Company operates in following core sectors - Engineering, Packaging, Real Estate and Infrastructure Development and is actively exploring some new opportunities.

The Company has reported standalone revenue from operations Rs 29801.44Lakhs as against Rs. Rs. 24942.72Lakhs in the previous year and a Profit before Tax (PBT) of Rs.4795.87 Lakhs, as against Rs. 2767.27 Lakhs in the previous year.

DIVISIONAL ANALYSIS

ENGINEERING DIVISION

The Turnover of this division(including joint controlled operations) this year is Rs.19904. 84 lakhs and profit before tax (PBT) is Rs.2931.18 lakhs as against Turnover of Rs. 19039.60 lakhs & profit before tax (PBT) is Rs. 973.03 lakhs in the last year.

The Engineering Division focuses on turnkey engineering procurement and construction contracts for Hydro mechanical equipment for Hydro Power and Irrigation projects. The Company post execution of civil work for Kalisindh dam has since been qualified for complete EPC for dam except EM package and shall address a larger share of hydro power project. This is a feat for diversifying in the civil construction space and the Company will not have to take recourse to civil companies for meeting PQ norms for bidding in civil space. The Company is now all geared up to encash the burgeoning opportunities in executing complete EPC contract in the space of H M components and civil structure. The projects in Hydro power space involve multifarious activities viz. civil construction, electromechanical component and Hydro mechanical equipments. The Company has executed over 60 Hydro-Mechanical turnkey projects in power and irrigation. The major revenue source this financial year are from kutchch project of SSNNL, Knowledge city project in Ujjain and Rampur project (UP) and Kameng project in Arunachal Pradesh.

Orders received during the Year:

1. Kpong Left Bank (Ghana) for Rehabilitation and Completion of Kpong Left Bank Irrigation Project.
2. Kundah H.E. Project for Design engineering supply transport execution and commissioning of all components of Hydro Mechanical works and steel liner for pressure shaft and penstocks.
3. Arun-III H.E. Project (Nepal) for All hydro-Mechanical works including Pressure Shaft Steel Liner of 900 MW project located in Sankhuwasabha Distt. In Nepal.

REAL ESTATE DIVISION

The Turnover of this division this year is Rs. 699.86 lakhs and profit is Rs. 150.82 lakhs against Turnover of Rs. 1607.30 Lakhs & profit is Rs. 223.48 Lakhs in the last year.

There is a potential realizable value of Land Bank/ developable/under development area in Company/subsidiary/Joint Venture.

Real Estate Project Details

Project	Location	Partner	Project Type	# of Units	Project Area Sq.ft. (OMIL Share)
Meadows	Kota	-	Housing	450	5,00,000
Pallacia#	Jaipur	-	Housing	150	6,30,000
Bandra Reclamation – Mhada	Mumbai	DB Realty & Others	Housing	-	2,00,000^
Ashvita*	Hyderabad	Mahindra Lifespaces	Housing	52	80,000
Total					**1,410,000**

Construction has resumed after the judgement of Hon'ble JDA tribunal which in its verdict ordered that all approvals and maps of the project approved by JDA are as per policies/ bye laws and within legal framework. The construction has started steadily.

* delivered for possession

^ Subject to approval of Design/ Area

Key un-tapped Land Bank

Location	Sq. Mtrs.	Key Location Advantage
Faridabad	8,000	Located on main Mathura Road, New Delhi
VKIA Jaipur	28,000	In Industrial Area at Prime Location
Kota (Institutional/commercial Land)	40,000	In the centre of Kota City
Jaipur	3,800	In the prime commercial location of Jaipur City
TOTAL	**79,800**	

PACKAGING DIVISION:

The Turnover of this division this year is Rs. 2364.27 lakhs and reported loss of Rs.264.77 lakhs.
There is a potential realizable value of Land Bank/ developable/under development area in Company/subsidiary/Joint Venture.

The Company had entered into this new venture for manufacturing of Closure for water PET bottles and Carbonated Soft Drinks (CSD) caps. The World demand for caps & closures is likely to exceed USD 55 bln / 2 tln units in 2020. The Clients/Potential Clients includes Bisleri, Xalta, and other local players.

INFRASTRUCTURE AND CIVIL EPC CONTRACTS

Knowledge City Project: First smart City Infrastructure Development project in 50% Joint Venture on EPC basis for Vikram Udyogpuri Ltd in Ujjain.

Silos: Project received from Food Corporation of India (FCI) for construction and development of 4 Silos and for the same the Company has formed 4 SPV's and has 50% stake in each.

SALE OF CINEPLEX DIVISION

Your company had sold its Cineplex Division to Princess Infra and Development LLP at an approved valuation of Rs. 18, 00, 00,000. The valuation had been carried out by an independent valuers appointed by the Company. This division was not a core activity of your Company.

FUTURE OUTLOOK

Your Company sees good prospects in the domestic economy with the thrust on infrastructure development. The Company has invested in building up the capacities over the years and has also mapped the emerging opportunities with the internal capabilities. Increase in the pace of implementation of various initiatives by the government and revival of the investment cycle would be conducive for achieving the growth aspirations of the Company. The road ahead planned for your company includes:

- Enlarge global footprint through acquisition and strategic Joint Ventures in the core business.
- Completion of existing real estate projects.
- Establish presence in varied structure, steel design and fabrication works in bridges, Pipe laying and heavy engineering works.
- Tap India's second largest potential in the world both in Hydro Electric Power, River Linking and irrigation by capitalizing on the plans of the government of India plans of accelerating infra-structure projects.

CHANGES IN NATURE OF BUSINESS, IF ANY

There have been no changes in the business carried on by the Company or its subsidiaries.

DIVIDENDS

The Board, in its meeting held on February 14, 2018 declared an interim dividend of Rs 0.35/- per equity share of face value of Rs. 1/- each absorbing a sum of Rs.337.06 Lacs which was paid on or

before March 31, 2018. Your directors recommend that the aforesaid interim dividend shall be declared as final dividend for the year ended March 31, 2018.

Together with the Corporate Tax on dividend, the total outflow, on account of equity dividend, will be Rs. 63747247/- via-a-via Rs. 23181675 /- for the year 2016-17.

Considering the capital requirement for ongoing business expansion, the Board of Directors does not recommend any final dividend on equity shares.

The dividend payout for the year under review is in accordance with the Company's policy of consistent dividend payout keeping in view the Company's need for capital, its growth plans and the intent to finance such plans through internal accruals to the maximum.

TRANSFER TO RESERVES

Appropriations to general reserve for the financial year ended March 31, 2018 as per standalone financial statements are as under:

(In Rupees)

Net profit for the year	444367884.76
Balance of Reserve at the beginning of the year	245000000
Transfer to General Reserve	--
Balance of Reserve at the end of the year	245000000

The company does not propose to transfer any amount to Reserve.

CHANGES IN SHARE CAPITAL, IF ANY

The paid up Equity Share Capital as on March 31, 2018 was Rs.9.63 Crore. During the year under review, the Company has not issued shares with differential voting rights nor granted Employee Stock Options or Sweat Equity Shares.

INFORMATION ABOUT SUBSIDIARIES/JV/ASSOCIATE COMPANY

There has been no material change in the nature of the business of the subsidiaries.

Pursuant to provisions of Section 129(3) of the Act, a statement containing salient features of the financial statements of the Company's subsidiaries in Form AOC-1 is attached to the financial statements of the Company as Annexure II.

Pursuant to the provisions of section 136 of the Companies Act 2013, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited accounts in respect of subsidiaries, are available on the website of the Company at www.ommetals.com

During the financial Year 2017-18, our Company has invested an aggregate of Rs. 19200000/- in acquiring shares of Worship Infraprojects Private limited thereby making it wholly owned subsidiary of the Company.

Apart from this, your Company funded its subsidiaries/JV's ,from time to time, as per the fund requirements, through loans, guarantees and other means to meet working capital requirements.

The developments in business operations / performance of major subsidiaries /JV / Associates consolidated with OMIL are as below:

OM METALS CONSORTIUM PRIVATE LIMITED – This wholly owned Subsidiary Company is developing a high end residential project on a very prime parcel of 19000 sq. mt. land at Jaipur and has a sellable built-up area of 6.3 lakh sqft with expected realization of `INR 10000-12000/sqft. OMIL has invested INR 1.6 bn for land and development cost is expected to be Rs 4 bn. The company expects to generate Rs 6.0 bn of Revenue from this project over next 2-3 years, which translates into pretax profits of Rs1.3bnappx. It has hired local very reputed contractor for finishing the project under architectural leadership of Studio 18, a renowned architecture firm of USA. The construction of Residential project Palacia at A 2 Prithviraj Road near Statute Circle Jaipur (Raj.) had resumed after the judgement of Ho'ble JDA tribunal which in its verdict ordered that all approvals and maps of the project approved by JDA are as per policies/ bye laws and within legal framework.

OM METALS REAL ESTATE PRIVATE LIMITED– This wholly owned Subsidiary Company is holding stakes in different SPV's and different subsidiaries for different projects in different locations. The development of all these projects is in some stages of clearances.

CHAHEL INFRASTRUCTURES LIMITED (earlier known as OM-SPML INFRASTRUCTURE LTD.) - The Company has substantial stake totaling to 94.46%, this Company has earmarked for the development of sea port in Pondicherry. After the non clearance of the project we have moved for arbitration proceedings there our as well as of Govt. of Pondicherry claims remain unconsidered and we are taking legal advice.

SANMATI INFRADEVELOPERS PRIVATE LIMITED – This SPV wherein we own 25% stake along with other stakeholders SPML Infra (25%) and Urban Infrastructure Trustees Ltd (UITL) (50%) which is a holding company of Pondicherry SEZ Co. Ltd (PSEZCL). PSEZCL owns a multi product SEZ in Pondicherry where 840 acre land has been acquired and balance 26 acre is pending. After the non clearance of this project we have moved to court for legal remedies.

BHILWARA JAIPUR TOLL ROAD PRIVATE LIMITED– This SPV where Om metals has 49% stake has done the development of the 212 km road project in Jaipur-Bhilwara Stretch on BOT basis and COD achieved in December, 2014. Om Metals has executed 100% of EPC work for a total project cost of Rs. 410 Cr. After the COD of the project all 4 toll plazas are operational and generating revenue. Due to cash shortfall in revenue generation, we have been approaching new set of lenders for take over financing. Private vehicles were made toll free wef 1.4.2018 by state govt and we are exploring with NHAI for conversion of this state highway into national highway and have also been talking to state govt for allowing compensation for loss on account of exempted vehicles. The Ministry of road and transport has given a public speech for conversion of some state high ways of Rajasthan into national Highway.

WORSHIP INFRAPROJECTS PRIVATE LIMITED (earlier known as OM METALS-SPML INFRAPROJECTS PVT LTD) – A 457 Cr Kalisindh Dam project in a SPV created with SPML infra on 50:50 basis is complete with some final leg work going on. Om Metals had been executing EPC contract for major work. This company was made wholly owned subsidiary of Om metals in current year and this company in JV with Om metals has submitted a bid for EPC contract of Isharda dam -the outcome of result of bid is pending with project authority.

GURHA THERMAL POWER COMPANY LIMITED– This company as a 50% JV of Om Metals has a lignite based thermal project in Rajasthan. Due to abnormal delay at the end of Govt, we have intimated our stand of terminating the project from our side.

PARTNERSHIPS /JV's:

OM METALS CONSORTIUM (Partnership firm) – This prestigious partnership firm for development of SRA project in Bandra Reclamation facing Bandra- Worli Sea Link has completed the construction of the temporary transit camp.

A redevelopment project of MAHADA in partnership under Om Metals Consortium (OMC) where OMIL holds 17.5 % stake. Other developmental partners in the consortium are DB Realty Group , SPML Infra, Morya Housing, and Mahima developers. This multi-storied residential project is spread across 6 acres and entitled to FSI which translate into approx ~1.2 mnsqft(subjected to all Govt clearances).A premium of additional FSI available shall be paid by OMC.

OMC has done a JV with DB realty for this project where DB realty would be incurring 100% cost for the development and transfer 50% of salable area to OMC.

OM METALS –JSC JV – This JV has been executing Kameng HEP and the project is scheduled to complete by next year.

OM RAY CONSTRUCTION JV – This SPV is executing EPC of one project in Karnataka.

SPML –OM METALS JV – This JV has been executing project for development of smart infrastructure(knowledge city) in Vikram Udyogpuri at Ujjain. The progress of the contract is very smooth and we are expecting it to complete by 2019.

GUJRAT WAREHOUSING PRIVATE LIMITED- This SPV was incorporated for the development of silo for storing wheat for FCI.The partial land acquisition is complete and balance land is in process of negotiation. .

WEST BENGAL LOGISTIC PRIVATE LIMITED- This SPV was incorporated for the development of silo for storing wheat for FCI.The land acquisition is in process.

UTTAR PRADESH LOGISTIC PRIVATE LIMITED- This SPV was incorporated for the development of silo for storing wheat for FCI. The land acquisition is in process.

BIHAR LOGISTIC PRIVATE LIMITED- This SPV was incorporated for development of silo for storing wheat for FCI.Land acquisition is in process.

Subsidiaries/Associates of Om Metals Real Estates Private Limited (Wholly owned subsidiary of the Company):

OM METALS INFOTECH PRIVATE LIMITED – This Company has industrial land in Jaipur and the long drawn legal hurdle has been sorted out by out of court settlement. A commercial /industrial project is at planning stage and we are exploring all sort of possibilities for monetization.

OM METALS DEVELOPRS PRIVATE LIMITED – OMDPL entered into a JV with Mahindra Life space for a residential project in Hyderabad. Mahindra owns 80% of the built-up area rights in the 10-acre premium residential project called 'Ashvita', and OMDPL holds the rights to the remaining area. The 20% share of built-up area under OMIL is 80000 sqft and expected realization is `4500/sq.ft.(0.36 Bn INR). The construction is complete, the project is partially delivered and sale of units are progressing very satisfactorily.

The Board of Directors of the Company has adopted the policy for the material subsidiaries, which is available on the website of the company at the following link:
http://www.ommetals.com/files/material-subsidiaries.pdf

CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements of the company have been prepared in accordance with indian accounting standards (Ind AS) notified under section 133 of the companies act 2013. The audited consolidated financial statement is provided in the Annual Report.

Companies which became / ceased to be Company's Subsidiaries, Joint Ventures orAssociate Companies:

Companies which have become subsidiaries/JV during the financial year 2017-18 : Worship Infraprojects Private Limited & Om-SPML JV Ghana

Companies which has ceased to be the Subsidiaries/Step Subsidiary during the financial year 2017-18: Om Kerui Joint Venture Private Limited

MATERIAL CHANGES AND COMMITMENTS, IF ANY, BETWEEN BALANCE SHEET DATE AND DATE OF DIRECTORS' REPORT

There were no material changes and commitments between the end of the financial year of the Company to which the Financial Statements relates and date of Directors' Report affecting the financial position of the Company.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the rules'), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established by the Government of India, after the completion of seven years. Further, according to the rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of the IEPF authority. Accordingly, the company has transferred the unclaimed and unpaid dividends of Rs 49,302/-to the IEPF Fund.

During the year 2017-18, 19509 equity shares in respect of which dividend has not been claimed for the Interim dividend declared in financial year 2009-10 and interim dividend declared in financial year 2010-11 were transferred to the IEPF Authority pursuant to the provisions of Section 124(6) of the

Companies Act, 2013and the rules thereunder.
Further, 19509 corresponding shares were transferred as per the requirement of the IEPF rules.

MEETINGS OF THE BOARD OF DIRECTORS

Eight meetings of the Board of Directors were held during the year. For further details, please refer to the corporate governance report, which forms part of this report**.** The maximum interval between any two meetings did not exceed 120 days, in prescribed as per the Companies Act, 2013.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that- (a)In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

(b)The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
(c)The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) The directors have prepared the annual accounts on a going concern basis; and

(e)The directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(f)The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2017-18.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The constitution of Board of Directors and KMP of the Company during the year 2017-18 is as under:

S.No.	Name	Designation	Date of change in designation	Date of original appointment	Date and Mode of Cessation
1.	Shri Dharam Prakash Kothari	Chairman	01/05/2017	01/05/2017	----
2.	Shri Sunil Kothari	Managing Director	22/08/2017	22/08/2014	----
3.	Shri Vikas Kothari	President &Director	28/03/2018	28/03/2015	----
4.	Smt. Ranjana Jain	Independent Director	28/03/2015	28/03/2015	----
5.	Shri Gopi Raman Sharma	Independent Director	11/03/2016	11/03/2016	----
6.	Shri Ram Kumar Gupta	Independent Director	10/06/2016	10/06/2016	Resigned as on 06/01/2018
7.	Shri Sunil Kumar Jain	Chief Financial Officer	28/03/2015	01/04/2009	----
8.	Smt. Reena Jain	Company Secretary	----	03/03/2008	----

In terms of Section 152 of the Companies Act, 2013 Mr. Dharam Prakash Kothari shall retire at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment.The three years term as President & Director of Mr. Vikas Kothari has expired on27th March, 2018. It is proposed to reappoint him for a further period of five years from 28th March, 2018.

After the balance sheet date:

The Board at its meeting held on April 20, 2018 had appointed Mr. Naresh Kumar Paliwal as an Additional Independent Director of the Company to hold office up to date of ensuing Annual General Meeting of the Company. The appointment of Mr. Naresh Kumar Paliwal as a Non-executive Independent Director is also proposed at the ensuing Annual General Meeting of the Company.

INDEPENDENT DIRECTORS AND DECLARATION

Mr. Ram Kumar Gupta had resigned from the directorship of the Company with effect from January 06, 2018.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under Section 149 (6) of the Act and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

BOARD EVALUATION

In terms of the requirements of the Act and Listing Regulations, the Board carried out the annual performance evaluation of the Board as a whole, Board Committees and the individual Directors.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

Independent Directors, in their separate meeting, reviewed and evaluate the performance of non-independent directors, Board as a whole, Managing Director and the Chairman, taking into account the views of executive directors and non-executive directors and criteria laid down by the Nomination and Remuneration Committee.

FAMILARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

To familiarize the Independent Directors with the strategy, operations and functions of our Company, the executive directors/ senior managerial employees make presentation to the Independent Directors about the company's strategy, operations etc. Independent Directors are also visiting factories and branch offices to familiarize themselves with the operations of the company and to offer their specialized knowledge for improvement of the performance of the company. Further, at the time of appointment of an Independent director, the company issues a formal letter of appointment outlining his/ her role, function, duties and responsibilities as a director. The format of the letter of appointment is available at our website www.ommetals.com

The Policy of the familiarization programmes of Independent Directors are put up on the website of the Company at the link:http://www.ommetals.com/files/familiarization-programme.pdf

NOMINATION AND REMUNERATION COMMITTEE:

As per the section 178(1) of the Companies Act, 2013 the Company's Nomination and Remuneration Committee comprises of following Non-executive Directors as under:

For further details, please refer to the corporate governance report, which forms part of this report.

Name of the Director	Position held in the Committee	Category of the Director
Mr. Gopi Raman Sharma	Chairman	Non Executive Independent Director
Mrs. Ranjana Jain	Member	Non Executive Independent Director
*Mr. Ram Kumar Gupta	Member	Non Executive Independent Director

***Mr. Ram Kumar Gupta resigned from the post of independent director as on 06/01/2018.**

Terms of Reference:

a) To formulate a criteria for determining qualifications, positive attributes and independence of a Director.

b) Formulate criteria for evaluation of Independent Directors, Board and Committees.

c) Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.

d) To carry out evaluation of every Director's performance.

e) To recommend to the Board the appointment and removal of Directors and Senior Management.

f) To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.

g) Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

h) To devise a policy on Board diversity.

i) To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

j) To perform such other functions as may be necessary or appropriate for the performance of its duties.

Remuneration to Executive Directors:

The remuneration paid to Executive Directors is recommended by the Nomination and Remuneration Committee and approved by Board in Board meeting, subject to the subsequent approval of the shareholders at the General Meeting and such other authorities, as may be required. The remuneration is decided after considering various factors such as qualification, experience, performance, responsibilities shouldered, industry standards as well as financial position of the Company.

Remuneration to Non Executive Directors:

The Non Executive Directors are paid remuneration by way of Sitting Fees. The Non Executive Directors are paid sitting fees for each meeting of the Board and its committees.

The policy under sub section (3) of section 178 of the Companies Act, 2013, adopted by board is appended as Annexure IV to the Directors' Report.

The Remuneration to Executive Directors and KMP are in affirmation of the Nomination and Remuneration Policy.

AUDIT COMMITTEE:

According to Section 177 of the Companies Act, 2013 the Audit Committee is comprised of the following directors:

Name of the Director	Position held in the Committee	Category of the Director
Mr. Gopi Raman Sharma	Chairman	Non Executive Independent Director
Mrs. Ranjana Jain	Member	Non Executive Independent Director
Mr. Sunil Kothari	Member	Executive Director

For further details, please refer to the corporate governance report, which forms part of this report.
For other board committes, please refer to the corporate governance report, which forms part of this report.

AUDITORS

STATUTORY AUDITORS

The term of M/S M.C. Bhandari & Co. , Chartered Accountants (Registration No.303002E) ended with the conclusion of audit for the financial year 2016-17. After conducting a detailed evaluation and based on the recommendation of Audit Committee, the Board approved the proposal for appointment of M/S Mahipal Jain & Co., Chartered Accountants (Registration No.007284C) as statutory auditors of the Company for a term of 5 years from the financial year 2017-18 onwards on such terms and conditions and remuneration as may be decided by the Audit/ Board of Directors of the Company in consultation with the auditors. The said appointment was approved by the members of the Company at the 45th AGM held on September 29, 2017.

Vide notification dated May 7, 2018 issued by Ministry of Corporate Affairs, the requirement of seeking ratification of appointment of statutory auditors by members at each AGM has been done away with. Accordingly, no such item has been considered in notice of the 46th AGM.

AUDITORS' REPORT

The Auditors' Report to the members on the Accounts of the Company for the financial year ended March 31, 2018 contain with the following remarks

'Standalone financial statements includes unaudited financial statement of joint operation Om-SPML JV Rwanda.

The Board of directors had explained that it's a new joint venture whose preliminary expense has only been started and hence seems reasonable. The Board had estimated Rs 337 lacs as capital work in progress.

Pursuant to provisions of Section 143(12) of the Companies Act, 2013, the Statutory Auditors have not reported any incident of fraud to the Audit Committee during the year under review.

SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014,the Company has appointed Mr. Brij Kishore Sharma, Proprietor, M/s B K Sharma & Associates, a firm of Company Secretaries in Practice, to conduct Secretarial Audit of the Company. The Report of the Secretarial Audit in Form MR-3 for the financial year ended March 31, 2018 is enclosed as Annexure V to this Report. There are no qualifications, reservations or adverse remarks made by the Secretarial Auditor in his report.

COST AUDITOR

Pursuant to the provisions of Section 148 of the Companies Act, 2013 and as per the Companies (Cost Records and Audit) Rules, 2014 and amendments thereof, the Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. M. Goyal & Co., Cost Accountants as the Cost Auditors for the Company for the financial year ending March 31, 2019.

The due date for filing the Cost Audit Report of the Company is within 180 days from the end of the accounting year.

In accordance with the requirement pursuant to Section 148 of the Act, your Company carries out an annual audit of cost accounts. The Cost Audit Report and the Compliance Report of your Company for FY17, was filed with the Ministry of Corporate Affairs through Extensive Business Reporting Language (XBRL) by M/s M. Goyal & Co., Cost Accountants.

A proposal for ratification of remuneration of the Cost Auditor for financial year 2018-19 is placed before the shareholders

CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION AND FOREIGN EXCHANGE OUTGO

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Act, are provided in **Annexure I** to this Report.

VIGIL MECHANISM

As per Section 177(9) and (10) of the Companies Act, 2013, and as per regulation 22 of the Listing Regulations, the company has established Vigil Mechanism for directors and employees to report genuine concerns and made provisions for direct access to the Chairperson of the Audit Committee. Company has formulated the present policy for establishing the vigil mechanism/ Whistle Blower Policy to safeguard the interest of its stakeholders, Directors and employees, to freely communicate and address to the Company their genuine concerns in relation to any illegal or unethical practice being carried out in the Company. The said policy has been also put up on the website of the Company at the following link:

http://www.ommetals.com/files/vigil-mechnasim.pdf

RISK MANAGEMENT

Periodic assessments to identify the risk areas are carried out and management is briefed on the risks in advance to enable the company to control risk through a properly defined plan. The areas of risk include- Technology risk, Competition risk, Financial risk, Cost risk, Legal risk, Economic Environment

and Market risk, Political Environment Risk, Inflation and Cost Structure, Technology Obsolescence, Project Execution, Contractual Compliance, Operational efficiency, hurdles in Optimum use of resources, Human Resource management, environment management etc. The Board is also periodically informed of the business risks and the actions taken to manage them. The Company has formulated a policy for Risk management with the following objectives:

- Provide an overview of the principles of risk management
- Explain approach adopted by the Company for risk management
- Define the organizational structure for effective risk management
- Develop a "risk" culture that encourages all employees to identify risks and associated opportunities and to respond to them with effective actions.
- Identify, assess and manage existing and new risks in a planned and coordinated manner with minimum disruption and cost, to protect and preserve Company's human, physical and financial assets.

Fundamentals of our risk management system

The company has in place a code of conduct and high safety standards in plant operation to protect its employees and the environment. The company has instituted control bodies which verify important business decisions. Organizational measures are undertaken to prevent the infringement of guidelines and laws.

Goals of risk management

At OMIL, the risks are detected at their earliest possible and necessary measures are taken to avoid economic and environmental damage. The company lays due emphasis on avoidance of risks that threaten the company's continued existence.

Organizational responsibilities and tools

Regular risk analyses at the corporate level are conducted by OMIL's management and by various departmental heads.

Specific risks pertaining to operating divisions and units are continually registered, evaluated and monitored centrally. The Board of Directors regularly receives reports on the risk situation of the company.

LOANS, GUARANTEES AND INVESTMENTS

The particulars of Loans & guarantees given, investments made and securities provided covered under section 186 of the Companies Act 2013 forms part of the notes to the financial statements provided in this Annual Report.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business and approval of the Board of Directors &Shareholders was obtained wherever required.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link:

http://www.ommetals.com/files/related-party-transcation.pdf

CORPORATE SOCIAL RESPONSIBILITY

The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year and Annual Report on CSR Activities are set out in Annexure III of this Report. The Policy is available on the website of the Company on the following link:

http://www.ommetals.com/files/corporate-social-responsibility.pdf

The Composition of the Corporate Social Responsibility Committee are given below:

Name of Director	Status
Mr. Gopi Raman Sharma	Chairman
Mr. Vikas Kothari	Member
Mr. Sunil Kothari	Member

EXTRACTS OF ANNUAL RETURN

The Extract of Annual Return as required under section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, in Form MGT-9 is annexed herewith for your kind perusal and information. (Annexure: VI)

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of managerial Personnel) Rules, 2014 are given below:

A. Remuneration paid to Managing and Whole Time Directors

Directors of the Company	Remuneration in F.Y. 2017-18 (Rs. In Lacs)	Remuneration in F.Y. 2016-17 (Rs. In Lacs)	% increase /decrease in remuneration	Ratio to Median remuneration
Mr. D.P. Kothari	87.25*	84.00*	3.87	30.30
Mr. Sunil Kothari	88.72	88.58	0.16	30.81
Mr. Vikas Kothari	40.57	38.27	6.01	14.09

*Based on Annualized Salary.

B. Remuneration paid to KMPs

KMPs of the Company	Remuneration in FY 2017-18 (Rs. In Lacs)	Remuneration in FY 2016-17(Rs. In Lacs)	% increase/decrease in remuneration	Ratio to Median remuneration
Mr. Sunil Kumar Jain	12.26	12.14	0.99	4.26
Mrs. Reena Jain	6.06	6.06	0	2.10

C) There was increase of 4.35% in Median Remuneration of employees in Financial Year 2017-18 as compared to financial year 2016-17.

D) Number of permanent employees on the rolls of Company was 220 employees as on 31.03.2018.

E) Average Salary increase of non-managerial employees was 5.90 % per employee and that of managerial employees 2.7% in financial year 2017-18. The average % increase in remuneration is in line with normal pay revision.

F) Remuneration paid during the year ended 31st March, 2018 is as per the Remuneration Policy of the Company.

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, there is no employee who is drawing remuneration in excess of the limits set out in the said rules.

Details of Top Ten Employees

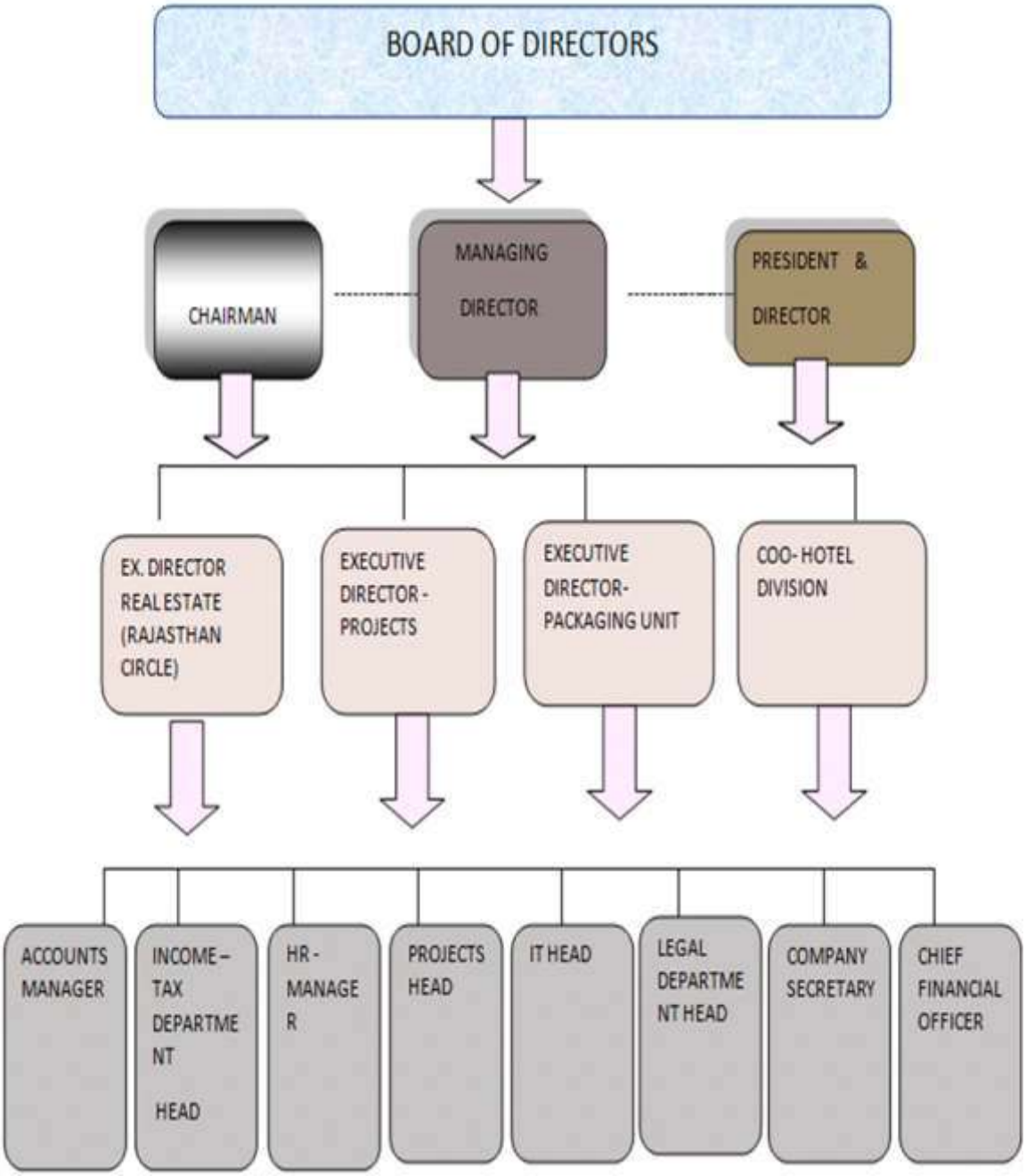
The HODs of the Company work under the direct supervision of directors of the Company and has been assigned responsibilities. The details of the top ten employees (excluding Directors & KMP) are as under. Personnel in sl no. 1 to 4 as being family members of directors and as recognized as promoters in the company hold a key position in the company equivalent to KMP.

Sr. No.	Name	Designation	DOJ	Remuneration Received (p.m.)	Nature of Employment	Qualification & Experience	Age	Last employment	Relationship with Director / name of director	Percentage of equity shares held by the employee in the company
1	Vishal Kothari	Ex. Director (Real Estate - Rajasthan Circle)	1.04.2008	250000	Permanent	B.Com, 9 Years	38	OM Metals Infraprojects Limited	Yes S/o Mr. Dharam Prakash Kothari and brother of Mr. Vikas Kothari	1.87%
2	Bharat Kothari	Ex. Director-projects	1.10.2007	250000	Permanent	B.E,10 Years	34	OM Metals Infraprojects Limited	Yes Director's Brother's Son	2.20%
3	Bahubali Kothari	Ex. Director-projects	1.04.2008	250000	Permanent	BE , 9 Years	34	OM Metals Infraprojects Limited	Yes Director's Brother's Son	2.30%
4	Siddarath Kothari	Ex. Director(Packaging Units)	1.04.2016	150000	Permanent	CFA, B.Sc , 1 Year	26	Jupiter Metal Private Limited	Yes S/o Mr. Sunil kothari	1.99%

5	Monica Bakliwal	COO (Hotel Division)	1.04.2010	75000	Permanent	MBA, 7 Years	46	OM Metals Infraprojects Limited	Yes Director's Brother's Daughter	--
6	Rahul Tripathi	Project Head-Rwanda	20.11.2017	150000	Permanent	Btech, 27 years	51	Angilique International	No	--
7	Sudhir Kumar Jain	PM	15.02.2016	115000	Permanent	B.Tech, Civil, 28 Years	49	Gannon Drunkey Company Ltd.	No	--
8	H N R Kesarkar	Project Head-Rampur	04.06.2017	220000	Perma-nent	BE, 38 Years	66	JITF water Infrastructure Ltd.	No	--
9	Siva Kumar Subbian	GM Kundah Pjt	16.03.2018	100000	Perma-nent	BE, 27 Yrs	49	Tractor India Pvt. Ltd.	No	--
10	Anand Ramanathan	GM Projects	24.10.2017	160000	Perma-nent	B Sc., 21 Yrs	45	Fedders Lloyd Corporation	No	--

None of the Employees was in receipt of remuneration in the year 2017-18 which, was in excess of that drawn by the managing director or whole-time director and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.

ORGANIZATIONAL CHART



Power of Attorney Holders;

For the implementation and effective execution of the Projects and various Laws as applicable to the Company, the Board of Directors entrusted the following HOD's with responsibility via Power of Attorney granted to them and these are directly responsible for compliances:

S.No.	Name Of HOD/ Authorized Person	Division/ Department/ Project	Date of Authorization
1	Deepak Jain/ Mrs. Rupali	Human Resources	14/11/2016
2	KuntiLal Jain	Income Tax	14/11/2016
3	Sunil Kumar Jain	Banking (fund raising only)	14/11/2016
4	Ramesh Dadhich	Sales Tax/ VAT /GST	14/11/2016
5	D.S. Rawat- Sr manager Finance and audit	TDS, Service Tax, Finance & Audit	14/11/2016
6	V.K. Gupta – GM Finance	Goods and Service Tax / EPCG /Custom duty	14/11/2016
7	S N Mondal	Kameng Project	14/11/2016
8	Dinesh Kumar	Ujjain Project	14/11/2016
9	K.C. Jain	Gujarat Project	14/11/2016
10	A Gogia	Kopili Project	14/11/2016
11	Ashish Anand	Hotel Om Tower	14/11/2016
12	HNR Keserker	Rampur (UP) Project	14/11/2016
13	Padam Jain	Om Realty Division	14/11/2016
14	Bashishtha Rai	Vyasi Project	14/11/2016
15	C P Sogani	Om Pack Division	14/11/2016
16	Anand Ramnathan	Ghana	24/10/2017
17.	Rahul Tripathi	Rwanda	24/11/2017

PERSONNEL

The Labour Management relation has been cordial during the year under review.

Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013

In Compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013, your Company has constituted an 'Internal Complaints Committee' ('Committee'). No complaint has been received during the Year ended 31st March, 2018 in this regard.

The Company has in place a Policy for Prevention of Sexual Harassment at Workplace as per requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committee has been set up to redress the complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. No Complaint has been received during the year ended 31st March, 2018 in this regard.

HEALTH, SAFETY AND ENVIRONMENT

The safety excellence journey is a continuing process of the Company. The safety of the people working for and on behalf of your Company, visitors to the premises of the Company and the communities we operate in, is an integral part of business. There is a strong focus on safety with adequate thrust on employees' safety.

The Company has been achieving continuous improvement in safety performance through a combination of systems and processes as well as co-operation and support of all employees.

LISTING

The Equity Shares of the Company continue to remain listed with the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE). The listing fees of the exchanges for the financial year 2018-19 have been paid.

CREDIT RATING

CARE has assigned ratings symbol of 'BBB+ for its long term facilities'& PR1 to company.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of provisions of Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure) Regulations, 2015, the Management Discussion and Analysis is presented in a separate section forming part of the Annual Report.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a well-defined Internal Control system which is adequate and commensurate with the size and nature of business. Clear roles, responsibilities and authorities, coupled with internal information systems, ensure appropriate information flow to facilitate effective monitoring. Adequate controls are established to achieve efficiency in operations, optimum utilization of resources and effective monitoring thereof and compliance with applicable laws. An exhaustive programme of internal audits, including all Branches of the Company all over India, review by management, and documented policies, guidelines and procedures, supplement the internal control system.

The Audit Committee regularly reviews the adequacy and effectiveness of the internal controls and internal audit function.

Business Responsibility Report

Regulation 34(2) of the Listing Regulations, provides that the Annual Report of the Top 500 listed entities based on market capitalization (calculated as on March 31 of every financial year), shall include a Business Responsibility Report("BRR"). Since your Company, does not feature in the Top 500listed entities as per market capitalization as on March 31, 2018,the Business Responsibility Report for the financial year 2017-2018 does not form a part of the Annual Report.

CORPORATE GOVERNANCE

Your Company has been following principles of Good Corporate Governance Practices over the years. Your Company has complied with the Corporate Governance Code as stipulated under the Listing Regulations. A separate section on Corporate Governance along with certificate from B K Sharma and Associates, Practicing Company Secretaries confirming compliance forms part of the Annual Report.

Details of litigations pending or significant or material orders which were passed by the Regulators or Courts or Tribunals is provided under Independent Auditor's Report

Deposits

The company has not accepted any Fixed Deposits and, as such, no amount of principle or interest was outstanding as of the Balance Sheet date.

ACKNOWLEDGEMENTS

Your Directors deeply appreciate the valuable co-operation and continued support extended by the Company's Bankers, Financial Institutions, Government agencies, Collaborators, Stockiest, Dealers, Business Associates, and also the contribution of all employees to the Company.

On Behalf of the Board of Directors

Date: 30th May, 2018

Place: Delhi

Dharam Prakash Kothari	Sunil Kothari
(Chairman)	(Mg. Director)
DIN: 00200342	DIN: 00220940

ANNEXURE TO DIRECTORS' REPORT

ANNEXURE I

PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information in accordance with the provisions of Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014:

A. Conservation of energy:

a) Energy Consumption Measures taken:

Om Metals is committed to energy conservation and is continuously looking for energy efficiency. Energy conservation is through well planned actions such as quality preventive maintenance, machinery up gradation, modernization and introduction of sophisticated control system. The installation of efficient transformers and stabilizers to reduce the electric fluctuation and consumption

B) Steps taken by the company for utilising alternate sources of energy:

The Company is always looking forward to explore renewable energy production. The Company has Wind power plant in Rajasthan, 350 Kw for captive consumption in Hotel Om Tower, a unit of the Company.

C) Capital Investment on Energy conservation equipments: NIL

B. Technology Absorption:

(i)The efforts made towards Technology Absorption, Adaption and Innovation : NIL

(ii) Efforts made & benefits derived towards improvement in technology of machines and equipment: NIL

(iii) Technology imported during the last 5 year: None but technical collaboration done with overseas company

(iv) The expenditure incurred on Research & development-NIL.

C. Foreign Exchange Earning and Outgo:

a) Activities relating to exports, initiatives taken to increase exports, development of new export, development of new export markets for products and service and export plans.

b) Total foreign exchange used and earned.

(Rs. in Lacs)

	31.03.2018	31.03.2017
I. Earning by ways of :		
a) Exports	686.90	700.65
b) Service	0.00	6.80
II. Outgo by way of		
a) CIF value of import	1008.57	1552.19
b) Travelling & Other Expenses	119.86	1026.39
c) Capital Goods	0.00	301.29

ANNEXURE II

Statement pursuant to first proviso to sub-section (3) of section 129 of the Companies Act 2013, read with rule 5 of Companies (Accounts) Rules, 2014 in the prescribed Form AOC-1 relating to subsidiary companies.

SALIENT FEATURES OF FINANCIAL STATEMENTS OF SUBSIDIARY / ASSOCIATES / JOINT VENTURES AS PER COMPANIES ACT, 2013

PART "A": SUBSIDIARIES (AMT. In INR)

NAME OF SUBSIDIARY	Om Metal Consortium Private Limited	Om Metal Real Estate Private Limited	Chahel Infrastructures Limited	Worship Infraprojects Private Limited
Share Capital	23528600	100000	3632000	100000
Reserves & Surplus	62935725	136686038	-32946360	38672998
Total Assets	2320632369	432063953	279979	39773557
Total Liabilities	2309487236	295277555	29594339	1000559
Investment	25000	114938782	0	0
Turnover/Total Income	201046935	19098902	166968	46018847
Profit Before Taxation	3834236	7083823	-2614000	1853280
Share of Profit/loss of Joint Venture & Associates	0	27806318	0	0
Provision For Taxation	2300000	2240000	0	696323
Deferred Tax	49264	0	-601681	0
Profit After Taxation	1484972	32650140	2012719	1111957
Proposed Dividend	NIL	NIL	NIL	NIL
% Of Shareholding	100%	100%	94.46%	100%

OM METALS INFRAPROJECTS LIMITED

PART "B": ASSOCIATES AND JOINT VENTURES

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Sr. No.	Name of Associates/Joint Ventures		Shares of Associate/Joint Ventures held by the company on the year end				Profit/Loss for the year			
		Latest audited Balance Sheet Date	No. of shares	Amount of Investment in Associates/ Joint Venture	Extend of Holding %	Networth attributable to Shareholding as per latest audited Balance Sheet	Considered in Consolidation	Not Considered in Consolidation	Description of how there is significant influence	Reason why the associate / joint venture is not consolidated
1	Bhilwara Jaipur Toll Road Private Limited	**31.03.2018**	3382208	**415992004**	49%	495005692	-46125023	-48007678	Joint Venture	

2	Sanmati infra Developers Private Limited	**31.03.2018**	500000	**-17650554**	25%	-51974318	-22060293	-66180878	because more than 25% holding	
3	Bihar Logistics private Limited	**31.03.2018**	5000	**-1437194**	50%	-1485893	-1605212	-1605212	Joint Venture	
4	Gujrat Warehousing Private Limited	**31.03.2018**	5000	**-1798967**	50%	-1857754	-1966692	-1966692	Joint Venture	
5	Uttar Pradesh Logistics Private Limited		5000	**69324**	50%					Balance Sheet not available
6	West Bengal Logistics Private Limited		5000	**50000**	50%					Balance Sheet not available
7	Gurha Thermal Power Co. Limited	**31.03.2018**	25000	**250000**	50%	-250000	0	0	Joint Venture	

Note (a): There is significant influence by virtue of Joint Control

Note (b): There is significant influence due to % of Shareholding.

ANNEXURE III

ANNUAL REPORT ON CSR ACTIVITIES

A brief outline of the Company's CSR Policy including overview of projects or programs proposed to be undertaken and a reference to the Web Link to the CSR Policy and projects or programs

The Web link to CSR Policy is: http://www.ommetals.com/files/corporate-social-responsibility.pdf
CSR policy of the Company is aimed at demonstrating care for the community through its focus on education & skill development, health & wellness and environmental sustainability and rural development. Also embedded in this objective is support to the disadvantaged/marginalized cross section of the society by providing opportunities to improve their quality of life.
The projects undertaken will be within the broad framework of Schedule VII of the Companies Act, 2013. The CSR projects carried out in FY 2017-18 is rural development projects.
Details of the CSR policy and projects or programmes undertaken by the Company are available on the website of the Company.

The composition of the CSR committee:
The Company has a CSR committee of directors comprising of Mr. Gopi Raman Sharma, Chairman of the Committee, Mr. Vikas Kothari and Mr. Sunil Kothari as the members of the Committee.

Average net profit of the company for last three financial years for the purpose of computation of CSR: Rs. 24.57 Crore

Prescribed CSR Expenditure (two per cent of Average Net Profit as above): Rs. 49.15 Lakhs
Details of CSR spent during the financial year:

a. Total amount to be spent for the financial year: Rs. 49.15 Lakhs
b. Total amount spent for the financial year: Rs. 50.05 Lakhs
c. Amount unspent: NIL
d. Manner in which the amount spent during the financial year: Attached

In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report: N.A

The details of Expenses on CSR Projects /Activities are as under:

S. No	CSR project or Activity Identified	Sector in which the project is covered (clause no. of Schedule VII to the Companies Act, 2013, as amended	Project or Program (1) Local Area or Other (2) Specify the State and district where projects or programs was undertaken	Amount Outlay (Budget) Project or Program wise	Amount spent on the Projects or Programs Sub Heads: (1) Direct Expenditure on Projects or Programs (2) Overheads	Cumulative Expenditure upto the reporting period i.e. FY 2017-18	Amount Spent Direct or through Implementing Agency
A.	Rural development Projects	Schedule VII (x) **under "rural development projects"**	Village Dooni, distt. Tonk,Jaipur (Rajasthan)	5000000	5005000	5005000	Direct
	Total CSR Spend			5000000	5005000	5005000	

The Responsibility Statement of the Corporate Social Responsibility (CSR) Committee of the Board of Directors of the Company is reproduced below:

"The implementation and monitoring of Corporate Social Responsibility (CSR) Policy, is in compliance with CSR objectives and policy of the Company."

Sunil Kothari
Managing Director
DIN: 00220940

Gopi Raman Sharma
Chairman,CSR Committee
DIN: 07465442

Date: 30th May, 2018
Place: Delhi

ANNEXURE IV A

POLICY FOR SELECTION OF DIRECTORS AND DETERMINING DIRECTORS' INDEPENDENCE

Qualifications and Criteria:

1.The Nomination and Remuneration Committee, and the Board, shall review on an annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a Board with diverse background and experience that are relevant for the Company's global operations.

2. In evaluating the suitability of individual Board members, the Committee may take into account factors, like General understanding of the Company's business dynamics, global business and social perspective; Educational and professional background, standing in the profession; Personal and professional ethics, Integrity and values; Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

3. The proposed appointee shall also fulfill the basic requirements of the Companies Act, 2013 and Rules made thereunder to become Director or KMP.

4. The person shall abide the Code of Conduct established by the Company for Directors and Senior Management Personnel.

Criteria of Independence:

1. The Committee shall assess the independence of Directors at the time of appointment / re-appointment. The Independent Directors shall give the declaration of independence at the time of appointment/reappointment and in the First Meeting of the Board in every Financial Year.

2. The criteria of independence shall be as per Section 149(6) of the Companies Act, 2013 and Listing Regulations.

3. The Independent Directors shall also abide the “Code for Independent Directors” as specified in Schedule IV to the Companies Act, 2013.

Other directorships / committee memberships:

The Director of the Company shall not serve as an Independent Director in more than 7 Listed Companies and not more than 3 Listed Companies in case he is serving as a Whole-time Director in any Listed Company.

The Director shall not be a member in more than 10 Committees or act as Chairman of more than 5 Committees across all companies in which he holds directorships. For the purpose of considering the limit of the Committees, Audit Committee and Stakeholders' Relationship Committee of all Public Limited Companies, whether listed or not, shall be included.

ANNEXURE IV B

REMUNERATION POLICY FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

1. OBJECTIVE

The Key Objectives of the Committee would be:

To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.

To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation.

2. ROLE OF THE COMMITTEE

The role of the Committee inter alia will be the following:

To formulate a criteria for determining qualifications, positive attributes and independence of a Director.

Formulate criteria for evaluation of Independent Directors and the Board.

Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.

To carry out evaluation of every Director's performance.

To recommend to the Board the appointment and removal of Directors and Senior Management.

To recommend to the Board, policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.

Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

To devise a policy on Board diversity.

To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

To perform such other functions as may be necessary or appropriate for the performance of its duties.

3. CHAIRMAN

Chairman of the Committee shall be an Independent Director.

4. FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at such regular intervals as may be required.

5. APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT

Appointment criteria and qualifications:

The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.

A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether

qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.

The Company shall appoint or continue the employment of any person as Managing Director/Whole-time Director/Manager/Director as per requirements of the Companies Act, 2013 and Rules made thereunder.

Evaluation:

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management at regular interval (yearly) as per the criteria laid down.

Removal:

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management subject to the provisions and compliance of the said Act, rules and regulations.

Retirement:

The Director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

6. PROVISIONS RELATING TO REMUNERATION OF MANAGERIAL PERSON, KMP AND SENIOR MANAGEMENT

General:

The remuneration / compensation / commission etc. to Managerial Person, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

The remuneration and commission to be paid to Managerial Person shall be as per the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.

Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managerial Person. Where any insurance is taken by the Company on behalf of its Managerial Person, KMP and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

Remuneration to Managerial Person, KMP and Senior Management:

Fixed pay:

Managerial Person, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory

provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Person in accordance with the provisions of Schedule V of the Companies Act, 2013.

Remuneration to Non-Executive / Independent Director:

Remuneration / Commission:

The remuneration / commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.

Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

Limit of Remuneration /Commission:

Remuneration /Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

Options:

An Independent Director shall not be entitled to any stock option of the Company.

ANNEXURE V TO DIRECTORS' REPORT

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2018

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members,
OM METALS INFRAPROJECTS LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Om Metals Infraprojects Limited** (hereinafter called the Company).

Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2018, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent,in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. **Om Metals Infraprojects Limited**("the Company") for the financial year ended on 31st March, 2018 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings ;*there was no FDI, ODI and ECBs during the period under review except the money received through Trust against issue of shares to Employees of Foreign subsidiaries if the Company under ESOP.*

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.*There was no issue of securities during the period under review.*

(d) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014.

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. *Not applicable to the company during the period under review.*

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.*Not applicable to the company during the period under review.*

(h) The Securities and Exchange Board of India (Buy Back of securities) Regulations, 1998.*Not applicable to the company during the period under review.*

(i) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

(vi) As informed and certified by the management, there are no laws that are specifically applicable to the company based on their sector/industry.

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:-

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This Report is to be read with our letter of even date which is annexed as "Annexure A" and forms as an integral part of this report.

For **B K Sharma & Associates**
Company Secretaries
FRN -S2013RJ233500

[BRIJ KISHORE SHARMA]
Proprietor
M. No. : FCS - 6206
COP No.: 12636

PLACE : Jaipur
DATE : 30th May, 2018

'Annexure A'

To,
The Members
OM METALS INFRAPROJECTS LIMITED

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide reasonable basis of our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company. We have relied upon the Report of Statutory Auditors regarding compliance of Companies Act, 2013 and Rules made thereunder relating to maintenance of Books of Accounts, papers and financial statements of the relevant Financial Year, which give a true and fair view of the state of the affairs of the company.
4. We have relied upon the Report of Statutory Auditors regarding compliance of Fiscal Laws, like the Income Tax Act, 1961 & Finance Acts, the Customs Act, 1962, the Central Excise Act, 1944, Service Tax and GST Acts.
5. Wherever required, we have obtained the Management representation about the compliances of laws, rules and regulations and happening of events etc.
6. The compliances of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination is limited to the verification of procedures on test basis.
7. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **B K Sharma& Associates**
Company Secretaries
FRN - S2013RJ233500

[BRIJ KISHORE SHARMA]
Proprietor
M. No. : FCS - 6206
COP No.: 12636

PLACE: Jaipur
DATE: 30th May, 2018

ANNEXURE VI

FORM NO. MGT- 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2018
(Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014)

I. REGISTRATION & OTHER DETAILS:

CIN	L27203RJ1971PLC003414
Registration Date	22/12/1971
Name of the Company	OM METALS INFRAPROJECTS LIMITED
Category/Sub-category of the Company	LIMITED BY SHARES /INDIAN NON-GOVERNMENT COMPANY
Address of the Registered office & contact details	J-28, SUBHASH MARG, C -SCHEME, JAIPUR-302001 TEL: 0141-5163323-33, FAX: 0141-4044283 WEBSITE :www.ommetals.com
Whether listed company	YES
Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/S SKYLINE FINANCIAL SERVICES PRIVATE LIMITED D-153, A, 1ST FLOOR, OKHLA INDUSTRIAL AREA, PHASE I, NEW DELHI-110020 TEL:011-40450193 FAX: 011-30857562 E-MAIL :admin@skylinerta.com E-mail:skyline_fspl@rediffmail.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1.	Engineering Division	429	89.57

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	**Om Metals Consortium Pvt. Ltd.** Ramakrishna Sadan, Ground Floor, 63,Pochkhanwala Road, Opp.Worli R.T.O., Worli, Mumbai, Maharashtra-400025	U70109MH2006PTC161970	Subsidiary	100	Section 2(87)
2	**Om Metals Real Estate Pvt. Ltd.** F-99(A) Road No-7, V.K.I Area, Sikar Road, Jaipur-302013	U45201RJ2007PTC024125	Subsidiary	100	Section 2(87)
3	**Worship Infraprojects Private Limited (Formerly known as OM METALS-SPML INFRAPROJECTS PRIVATE LIMITED)** Om Tower, Church Road, M. I. Road, Jaipur-302001	U45201RJ2010PTC031760	Subsidiary	100	Section 2(87)
4	**Chahel Infrastructures Limited (Formerly known as OM - SPML INFRASTRUCTURE LIMITED & PONDICHERRY PORT LIMITED** Villa No. B-9, Yemalur Home Owner Association Epsilon Ventures, Yemalur Main Road, Bangalore Bangalore KA 560037	U45203KA2006PLC105775	Subsidiary	94.46%	Section 2(87)
5	**Bhilwara Jaipur Toll Road Private Limited** Om Tower, Church Road, M.I.Road, Jaipur 302001	U45203RJ2010PTC031427	Associate	49%	Section 2(6)
6	**Gurha Thermal Power Company Limited** 6th Floor, KJ City Tower, Ashok Marg, C-Scheme, Jaipur 302001	U40109RJ2009SGC028694	Associate	50%	Section 2(6)

7	**Sanmati Infradevelopers Private Limited** Golden Enclave, Corporate Block, Tower B1 5th floor, HAL Old Airport Road Bengaluru KA 560017	U55103KA2006PTC040751	Associate	25%	Section 2(6)
8	**West Bengal Logistics Private Limited** C Block, 2nd Floor, 30 Jawaharlal Nehru Road, Kolkata- 700016	U74999WB2017PTC219031	Associate	50%	Section 2(6)
9	**Gujrat Warehousing Private Limited** 71 Shaktikunj Complex, Bhabar Cross Road, Nr Astha Hospital, Radhanpur, Patan, Gujarat - 385340	U74999GJ2017PTC095253	Associate	50%	Section 2(6)
10	**Bihar Logistics Private Limited** D N Singh Road Kharmanchack Nr Hari Om Laxmi Narayan Jewellers Bhagalpur, Bihar - 812002	U74999BR2017PTC033426	Associate	50%	Section 2(6)
11	**Uttar Pradesh Logistics Private Limited** 332A, Bhaghambari Road Allahpur, Allahabad,Uttar Pradesh- 211006	U74999UP2017PTC089407	Associate	50%	Section 2(6)

VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

A) Category-wise Share Holding

Category of Shareholders	**No. of Shares held at the beginning of the year[As on 31-March-2017]**				**No. of Shares held at the end of the year[As on 31-March-2018]**				**% Change during the year**
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter(s)									
(1) Indian									
a) Individual/ HUF	61732529	0	61732529	64.10	61882189	0	61882189	64.26	0.16
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0
d) Bodies Corp.	1067628	0	1067628	1.11	1127528	0	1127528	1.17	0.06
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	5323367	0	5323367	5.53	5323367	0	5323367	5.53	0
Total shareholding of Promoter (A)	68123524	0	68123524	70.74	68333084	0	68333084	70.96	0.22
B. **Public Shareholding**									
1. Institutions									
a) Mutual Funds	3774568	0	3774568	3.92	0	0	0	0	-3.92
b) Banks / FI	30934	0	30934	0.03	70750	0	70750	0.07	0.04
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Alternate invest fund	0	0	0	0	649998	0	649998	0.67	0.67
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	3805502	0	3805502	3.95	720748	0	720748	0.74	-3.21

2. Non-Institutions									
a) Bodies Corp.	6425423	0	6425423	6.67	3933355	0	3933355	4.08	-2.59
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	11951656	50210	12001866	12.46	16043715	48960	16092675	16.71	4.25
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	3671212	0	3671212	3.81	3745660	0	3745660	3.89	0.08
c) Others (IEPF)	0	0	0	0.00	19509	0	19509	0.02	0.02
NBFC Registered with RBI	7391	0	7391	0.00	7236	0	7236	0.00	0
Non Resident Indians	1388652	0	1388652	1.44	1709808	0	1709808	1.78	0.34
Overseas Corporate Bodies	0	0	0	0.00	0	0	0	0.00	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	178713	0	178713	0.18	889368	0	889368	0.92	0.74
Trusts	1	0	1	0	1	0	1	0	***
Foreign Bodies – D R	0	0	0	0	0	0	0	0	0
Hindu Undivided Family (HUF)	701525	0	701525	0.73	852365	0	852365	0.89	0.16
Sub-total (B)(2):-	24324573	50210	24374783	25.31	27201017	48960	27249977	28.30	2.99
Total Public Shareholding (B)=(B)(1)+ (B)(2)	28130075	50210	28180285	29.26	27921765	48960	27970725	29.04	-0.22

C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0	0
Grand Total (A+B+C)	**96253599**	**502 10**	**96303809**	**100**	**96254849**	**48960**	**96303809**	**100**	**0**

B) **Shareholding of Promoter-**

SN	**Shareholder's Name**	**Shareholding at the beginning of the year**			**Shareholding at the end of the year**			**% change in shareholding during the year**
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Vaibhav Kothari	8850	0.01	0	8850	0.01	0	0
2	Khushi Kothari	219200	0.23	0	219200	0.23	0	0
3	Vedika Kothari	219200	0.23	0	219200	0.23	0	0
4	Devansh Kothari	219200	0.23	0	219200	0.23	0	0
5	Jyoti Kothari	544867	0.57	0	544900	0.57	0	Negligible
6	Surbhi Kothari	662400	0.69	0	662400	0.69	0	0
7	D P Kothari & Sons (HUF)	806850	0.84	0	806850	0.84	0	0
8	Vidushi Kothari	1023200	1.06	0	1023200	1.06	0	0
9	C Manju Kothari	1065500	1.11	0	1065500	1.11	0	0
10	C P Kothari HUF	1696500	1.76	0	1696500	1.76	0	0
11	Kuldeep Kothari & Sons	1722050	1.79	0	1722050	1.79	0	0
12	Vikas Kothari	1766050	1.83	0	1790437	1.86	0	+0.03
13	Vishal Kothari	1801150	1.87	0	1801150	1.87	0	0
14	Siddharth Kothari	1868760	1.94	0	1918760	1.99	0	+0.05
15	Bharat Kothari	2092100	2.17	0	2117340	2.20	0	+0.03
16	D Manjula Kothari	2146200	2.23	0	2146200	2.23	0	0
17	Bahubali Kothari	2211200	2.30	0	2211200	2.30	0	0
18	Seema Kothari	2538250	2.64	0	2538250	2.64	0	0
19	Vivek Kothari	2835000	2.94	0	2885000	3.00	0	+0.06
20	D P Kothari	4858346	5.04	0	4858346	5.04	0	0
21	Anita Kothari	5893345	6.12	0	5893345	6.12	0	0
22	C P Kothari	6975245	7.24	0	6975245	7.24	0	0
23	Sunil Kothari	7150886	7.43	0	7150886	7.43	0	0

24	T C Kothari and Sons Family Trust	11408180	11.85	0	11408180	11.85	0	0
25	Om Kothari Foundation	3083227	3.20	0	3083227	3.20	0	0
26	Lad Kothari Trust	2234800	2.32	0	2234800	2.32	0	0
27	Jupiter Metal Private Limited	1067628	1.11	0	1127528	1.17	0	+0.06
28	Om Kothari Parivarik Trust	5340	0.01	0	5340	0.01	0	0

C) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Jyoti Kothari				
	Opening Balance	544867	0.57	544867	0.57
	Transactions (Purchase/Sale) from April 1, 2017 upto March 31, 2018	33	Negligible		
	Closing Balance			544900	0.57
2.	Vikas Kothari				
	Opening Balance	1766050	1.83	1766050	1.83
	Transactions (Purchase/Sale) from April 1, 2017 upto March 31, 2018	24387	0.025		
	Closing Balance			1790437	1.86
3.	Siddharth Kothari				
	Opening Balance	1868760	1.94	1868760	1.94
	Transactions (Purchase/Sale) from April 1, 2017 upto March 31, 2018	50000	0.05		
	Closing Balance			1918760	1.99
4.	Bharat Kothari				
	Opening Balance	2092100	2.17	2092100	2.17
	Transactions (Purchase/Sale) from April 1, 2017 upto March 31, 2018	25240	0.03		
	Closing Balance			2117340	2.20
5.	Vivek Kothari				
	Opening Balance	2835000	2.94	2835000	2.94
	Transactions (Purchase/Sale) from April 1, 2017 upto March 31, 2018	50000	0.06		
	Closing Balance			2885000	3.00
6.	Jupiter Metal Private Limited				
	Opening Balance	1067628	1.11	1067628	1.11
	Transactions (Purchase/Sale) from April 1, 2017 upto March 31, 2018	59900	0.06		
	Closing Balance			1127528	1.17

Note: There is no change in the shareholding of remaining promoters during the year 2017-18.

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Udgam Commercial Limited				
	Opening Balance	4118040	4.28	4118040	4.28
	Transactions (Purchase/Sale) from April 1, 2017 upto March 31, 2018	(2219300)	(2.31)		
	Closing Balance	1898740	1.97	1898740	1.97
2	Reliance Capital Trustee Co. Limited				
	Opening Balance	3774568	3.92	3774568	3.92
	Transactions (Purchase/Sale) from April 1, 2017 upto March 31, 2018	(3774568)	(3.92)		
	Closing Balance	0	0.00	0	0.00
3	Madhukar Seth				
	Opening Balance	1769955	1.84	1769955	1.84
	Transactions (Purchase/Sale) from April 1, 2017 upto March 31, 2018	(44998)	(0.05)		
	Closing Balance	1724957	1.79	1724957	1.79
4	Mohanchand H				
	Opening Balance	255800	0.27	255800	0.27
	Transactions (Purchase/Sale) from April 1, 2017 upto March 31, 2018	(56800)	0.06		
	Closing Balance	199000	0.21	199000	0.21
5	Globe Capital Market Ltd				
	Opening Balance	207536	0.22	207536	0.22
	Transactions (Purchase/Sale) from April 1, 2017 upto March 31, 2018	(95131)	(0.10)		
	Closing Balance	112405	0.12	112405	0.12
6	Rajeev Ajmera				
	Opening Balance	204054	0.21	204054	0.21
	Transactions (Purchase/Sale) from April 1, 2017 upto March 31, 2018	(13200)	0.01		
	Closing Balance	190854	0.20	190854	0.20
7	Equity Intelligence Private Limited				
	Opening Balance	200000	0.21	200000	0.21
	Transactions (Purchase/Sale) from April 1, 2017 upto March 31, 2018	(50000)	0.05		
	Closing Balance	150000	0.16	150000	0.16

8	Nitin Kapil Tondon Opening Balance Transactions (Purchase/Sale) from April 1, 2017 upto March 31, 2018 Closing Balance	 180000 NIL 180000	 0.19 0.19	 180000 180000	 0.19 0.19
9	Parashu Ram Mundhara Opening Balance Transactions (Purchase/Sale) from April 1, 2017 upto March 31, 2018 Closing Balance	 179306 7262 186568	 0.19 0.00 0.19	 179306 186568	 0.19 0.19
10	Jeetesh Jain Opening Balance Transactions (Purchase/Sale) from April 1, 2017 upto March 31, 2018 Closing Balance	 171744 5256 177000	 0.18 0.00 0.18	 171744 177000	 0.18 0.18
11	EQ India Fund Opening Balance Transactions (Purchase/Sale) from April 1, 2017 upto March 31, 2018 Closing Balance	 0 649998 649998	 0 0.67 0.67	 0 649998	 0 0.67
12	Manickyam Jyothi Rani Opening Balance Transactions (Purchase/Sale) from April 1, 2017 upto March 31, 2018 Closing Balance	 0 316467 316467	 0 0.33 0.33	 0 316467	 0 0.33
13	Satish Gokalchand Sethi Opening Balance Transactions (Purchase/Sale) from April 1, 2017 upto March 31, 2018 Closing Balance	 0 190036 190036	 0 0.20 0.20	 0 190036	 0 0.20

Notes:

The detailed changes in the shareholding of top 10 shareholders during the financial year 2017-18 is posted on the website of the company www.ommetals.com

- Change in the top 10 Shareholders at the beginning of the year and at the end of the year.

E) Shareholding of Directors and Key Managerial Personnel:

S.NO.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Sunil Kothari- Director Opening Balance Transactions (Purchase/Sale) from April 1, 2017 upto March 31, 2018 Closing Balance	7150886 NIL	7.43	7150886 7150886	7.43 7.43
2.	Dharam Prakash Kothari- Director Opening Balance Transactions (Purchase/Sale) from April 1, 2017 upto March 31, 2018 Closing Balance	4858346 NIL	5.04	4858346 4858346	5.04 5.04
3	Vikas Kothari- Director Opening Balance Transactions (Purchase/Sale) from April 1, 2017 upto March 31, 2018 Closing Balance	1766050 24387	1.83 0.03	1766050 1790437	1.83 1.86
4	Sunil Kumar Jain- KMP Opening Balance Transactions (Purchase/Sale) from April 1, 2017 upto March 31, 2018 Closing Balance	5000 4000	Negligible Negligible	5000 9000	Negligible Negligible

The following Directors/Key Managerial Persons (KMP) did not hold any shares during the year 2017-18

- Ranjana Jain- Director
- Gopi Raman Sharma- Director
- Reena Jain- KMP

V. INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	312155848	47105809	--	359261657
ii) Interest due but not paid	--	5346942	--	5346942
iii) Interest accrued but not due	--	--	--	---
Total (i+ii+iii)	312155848	52452751	--	364608599
Change in Indebtedness during the financial year				
* Addition	460784061	5346942	--	466131003

* Reduction	56676402	--	--	56676402
Net Change	404107659	5346942	--	409454601
Indebtedness at the end of the financial year				
i) Principal Amount	671145238	47105809	--	718251047
ii) Interest due but not paid	--	5346942	--	5346942
iii) Interest accrued but not due	45118269	--	--	45118269
Total (i+ii+iii)	716263507	52452751	--	768716258

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(In Lacs)

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		D.P. Kothari*	Sunil Kothari	Vikas Kothari	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	77.00	84.00	30.00	191
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	2.98	4.72	10.57	18.27
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	--	--	--	--
2	Stock Option	--	--	--	--
3	Sweat Equity	--	--		
4	Commission - as % of profit - others, specify...	--	--	--	--
5	Others, please specify	--	--	--	--
	Total (A)	**79.98**	**88.72**	**40.57**	**209.27**
	Ceiling as per the Act				**498.72**

*Appointed w.e.f 1st May, 2017

B. **Remuneration to other directors**

(In Rs.)

SN.	Particulars of Remuneration	Name of Directors			Total Managerial Remuneration
		Smt. Ranjana Jain	Shri Gopi Raman Sharma	Shri Ram Kumar Gupta*	
1	Independent Directors				
	Fee for attending board/ committee/other meetings	4000	27000	21000	52000
	Commission	--	--	--	0
	Others, please specify	--	--	--	--
	Total (1)	4000	27000	21000	52000

2	Other Non-Executive Directors				
	Fee for attending board committee meetings	--	--	--	--
	Commission	--	--	--	--
	Others, please specify	--	--	--	--
	Total (2)	--	--	--	--
	Total (B)=(1+2)	4000	27000	21000	52000
	Ceiling as per the Act (@ 1% of profits calculated under Section 198 of the Companies Act, 2013)				Rs. 49.87 Lacs

*Resigned w.e.f 6th January, 2018

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
			CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		606000	600000	1206000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		--	626000	626000
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		--	--	--
2	Stock Option		--	--	--
3	Sweat Equity		--	--	--
4	Commission - as % of profit - others, specify…		--	--	--
5	Others, please specify		--	--	--
	Total		**606000**	**1226000**	**1832000**

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
B. DIRECTORS					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
C. OTHER OFFICERS IN DEFAULT					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--

Annexure - VII

FORM NO AOC-2- RELATED PARTY TRANSACTIONS

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis

Particulars	Remarks
(a) Name(s) of the related party and nature of relationship	Nil
(b) Nature of contracts/ arrangements/ transactions	NA
(c) Duration of the contracts / arrangements/transactions	NA
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	NA
(e) Justification for entering into such contracts or arrangements or transactions	NA
(f) date(s) of approval by the Board	NA
(g) Amount paid as advances, if any:	NA
(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	NA

2. Details of material contracts or arrangement or transactions at arm's length basis

There are no material contracts or arrangements or transactions.

For and on behalf of Board of Directors

Place: Delhi
Dated: 30.05.2018

Dharam Prakash Kothari	Sunil Kothari	Vikas Kothari
(Chairman)	(Mg. Director)	(President&Director)
DIN: 00200342	DIN: 00220940	DIN: 00223868

Reena Jain	S.K. Jain
(Company Secretary)	(CFO)

MANAGEMENT DISCUSSION AND ANALYSIS

GLOBAL ECONOMY

The world economy has strengthened during FY 2017-18, as lingering fragilities in the global financial markets began subsiding. According to IMF – World Economy Report, global growth is projected to rise at 3.9% in 2018 vis-à-vis 3.8% in 2017. The improvement in global economy provides an opportunity to countries to adopt more sustainable policies that work towards low-carbon economic growth, economic diversification, reducing inequalities and eliminating deep-rooted barriers to the growth and development of an economy.

INDIAN ECONOMY

During FY 2017-18, India's economy was marked by various structural reform initiatives aimed at strengthening the country's macro-economic scenario for sustainable future developments. Despite a tepid performance in the first half of FY 2017-18, owing to disruptions like the implementation of Goods and Services Tax (GST), India maintained its stability to record a growth of ~6.7%.India has also emerged as a major global investment economy, gaining the top 5th spot as an international investment destination. Moreover, Moody's Investors Service upgraded India's sovereign rating to Baa2 with stable economic conditions.

According to the World Bank report, India has improved its ranking by 30 spots in terms of 'Ease of Doing Business' and is ranked at 100 out of the 190 countries.

Business Segments

The Company's business is broadly classified as Engineering & Infrastructure and Real Estate Development

Engineering –

OMIL is India's Leading Engineering Construction Company with a strong presence in the Hydropower sector and experience spanning more than 4 decades. The company primarily focuses on Engineering and Construction of dams and irrigation projects. It offers turnkey solutions from Designing to commissioning of Hydro-mechanical equipments. The company has successfully executed more than 60 hydro-mechanical contracts for Hydro-power & Irrigation projects across the country and is currently executing projects for ~2,000 MW across Hydro-power projects. The Company has also executed one of the world's largest Vertical Lift gates at Koldam Electronic Project in Himachal Pradesh and one of the World's largest Radial gates at Gosikhurd, Maharashtra.

The company has recently won a project for Modernization and Renovation of Baira Siul hydroelectric power station (3 x 60 MW) in Himachal Pradesh by NHPC Ltd for a contract value of Rs. 19.91 crores. The company has received LOI for an International Project in Rwanda, Africa of~US$ 16 Million. The project is awarded to a joint venture company (Om metals – SPML) for development of irrigation and watershed development in Mpanga Sector in Rwanda, Africa.

The company has an Unexecuted Order book of some of major contracts is Rs. 817 crores as on March 31, 2018.

The break-up of unexecuted orders are as follows –

Unexecuted Order Book	State	Amount (Rs. Crores)
Ujjain Knowledge city Project	Madhya Pradesh	108
Kachch Branch Canal Power House Project from SSNL	Gujarat	110
Rampur Barrage	Uttar Pradesh	77
Kundah project (order secured before signing of Annual report)	Tamilnadu	92
Rwanda Agricultural Board (RAB), Africa for Development of Irrigation and Watershed Development	International	52
Hydro-Mechanical Works of Arun 3 , Nepal	SJVNL	157
Ministry of Food and agri Ghana	International -	108
North Koel	Bihar	38
Vyasi Tapovan Vishnugarh	Uttrakhand	40 35
Total		**817**

Power demand in the country has increased rapidly and is expected to rise further in the years to come. In order to meet the increasing demand for power in the country, massive addition to the installed generating capacity is required. The Government of India's focus on attaining 'Power for all' has attracted large investments from the government over the last 5 years which has led to India being one of the largest producer & consumer of power in the world. The 12th Five-Year Plan (2012-2017) attracted an investment of ~US$250 billion from the government of India which resulted in a capacity expansion of 120.6 GW to a total capacity of 319.6 GW. This went well beyond the targeted capacity addition of 88.5 GW, thus achieving 107.5% of the planned target. Similarly, FY17 capacity addition was 17,518 MW against the target of 13,384 MW. Resultant to these extraordinary capacity additions, the annual growth in generation for FY17 increased by 5.7% at ~1250 BU.

Hydro power generation in India posted a growth of 0.77% in FY17 after two-years of consecutive dip of 6% and 4% in FY16 and FY15 respectively. Hydro power generation stood at 122.3 billion units in FY17 compared to 121.3 billion units in FY16 primarily due to better rainfall in the country. However, the hydro generation missed the target of 134 billion units set by the Central Electricity Authority for FY17. This year the CEA has fixed a target of 141 billion units of hydro power generation, an increase of 15.6% over the last financial year. The overall focus on of the government on the power sector and specifically to improve Hydro power generation will benefit the company in a significant way.

Several State Governments have taken the initiative to focus on Hydro power, few of those efforts are highlighted below –

Jharkhand - The State Cabinet of Jharkhand has approved the proposal to develop 13 different Hydropower Projects in the State which involves a total worth of Rs 1,052.67 crore. A target of producing 125.2 MW of electricity has been set for the same.

Odisha - The State Government has targeted to generate 20.5 megawatt of power using waters of small and big canals during the next 5 years. The Government has planned to set up a total of 17 small hydropower projects in 10 years. Surveys were conducted at 30 places, 21 locations were identified for setting up mini hydropower projects

Real Estate

The Company has Opportunistic Investments into Residential Projects and Industrial Land bank yielding strong Cash flows.

The company with its Subsidiaries &Joint ventures has the following real estate projects -

Real Estate Project Details

Real Estate Project Details					
Project	**Location**	**Partner**	**Project Type**	**# of Units**	**Project Area Sq. ft. (OMIL Share)**
Meadows	Kota	-	Housing	450	100% -5,00,000
Palacia#	Jaipur	-	Housing	150	100% -6,30,000
Bandra Reclamation – Mhada	Mumbai	DB Realty & Others	Housing	-	17.5% -2,50,000 appx subject to drawing and FSI approval
Ashvita	Hyderabad	Mahindra Lifespaces	Housing	52	40%-80,000
Total					**1,460,000**
Key Industrial Land Bank					
Location	**Area (Sq. Mtrs.)**	**Key Location Advantage**			
Faridabad	8,000	Located on main Mathura Road, New Delhi			
VKIA Jaipur	28,000	In Industrial Area at Prime Location			
Kota (Institutional Land)	40,000	In the centre of Kota City			

Real estate has been a key driver for the economy. Residential segment contributes ~80% of the real estate sector. India's real estate market size is expected to reach ~USD850 billion by 2028, increasing from ~USD125 billion in 2015 with a CAGR of ~15%. Real Estate Sector is estimated to grow to USD25 billion by FY22.

However, poor transparency in the sector and windling consumer confidence had put the industry under strain in the past 3 to 4 years. The recent introduction of the Real Estate(Regulation and Development) Act, 2016 has pumped in a new lease of life into the sector. This is expected to weed out unorganized players from the industry and whip up buyers' confidence bringing buoyancy back into the sector. Implementation of RERA and REIT will bring transparency and will open avenues for clean funding.

With Government focus on affordable Housing through Housing for All by 2022 and by providing infra status to Affordable Housing, the Government has made the segment more lucrative for the developers. Almost 90% of real estate investment and construction are in Top 10 states. Under the Housing for All scheme, 6 crore houses are to be built in which 4 crore in rural areas & 2 crore in urban area by 2022. Uttar Pradesh, Maharashtra and Gujarat accounted for 50% of the total real estate and construction sector investments in end December 2016.

The decrease in Home loan rates will result in to increase in demand of housing especially in Affordable Housing. In India, it is estimated that there is shortage of around 114 million housing units by 2022 of which 46 million units are in Urban area and rest 68 million in Rural area. Few of the polices launched by government for real estate sector includes Real Estate Regulatory Act, Benami Transactions Act, Boost to affordable housing construction, Interest subsidy to home buyers, Demonetization PR for foreign investors etc

Strategy

OMIL is leading player in the hydro mechanical segment with expertise in hydro mechanical equipment's along with Engineering Construction for dams and Irrigation Projects. With highly expertise and experience team OMIL is always striving to constantly upgrade its benchmarks to meet and conquer the growing competitiveness of this segment. We are India's leading mechanical equipment manufacturers having mastery in execution of large and complex hydro -projects.

To strengthen and boost our international presence we secured Irrigation and Watershed Development in Mpanga Sector of Africa. Going ahead, it will continue to focus on the African region to secure new projects in order to garner new growth opportunities that the African region is offering.

The company is re-aligning its corporate structure and is focusing on Core operation of the business by re-structuring the business into core and non-core operation. In tune of this, company has already sold few of the non-core assets. The company has already disposed of a few of its divisions including the Cineplex division and will further look to exit all its non-core assets very soon.

Along with its strategy to exit the non-core business, the company is also focusing on new profitable ventures like Construction and Operations of Food Grain Silos, Constructions of Smart Cities and Manufacturing of bottle caps in the Packaging segment.

Silos

The company has recently received its first project for construction of Silos. Silos are to be constructed at 4 locations with 50,000 MT capacity each for storage of Wheat on PPP Mode. Few Advantages of Silos are

that it occupies less space as compared to warehouses and is easier to maintain optimum grain storage conditions in the silo and better equipped to control the temperature and keep birds, moulds and bugs. Government is planning for construction of 100 LMT Silos till 2020 in a Phase Wise manner. The Company will continue to evaluate the projects that the Government will bid out in future.

Packaging & Manufacturing

The company has ventured into manufacturing of closure for water PET bottles and Carbonated Soft Drinks which is high margin business. It involves using compression moulding technology over injection moulding used by existing players in the industry. The technology has been imported from Italy which will generate high returns on investment and help unlocking greater value to shareholders. The capacity in this business will be 6-8 crore caps per month against an estimated world demand of 2 trillion caps by 2019.

According to industry sources world demand for caps and closures is projected to increase 5.6% per year to $58 billion in 2019. Beverages account for nearly two-thirds of global cap and closure demand—and a larger share than that in many national markets. Beer, carbonated soft drinks (CSD), and bottled water are the largest segments. India's spends on packaged F&B and consumer goods are expected to increased based on the growing per capita income which grew by 9.7% to Rs.103,219 in 2016-2017 from Rs.94,130 a year ago. Further, increase in Urbanization and increasing youth population are expected to contribute significantly to growth in packaged F&B segment.

Smart Cities

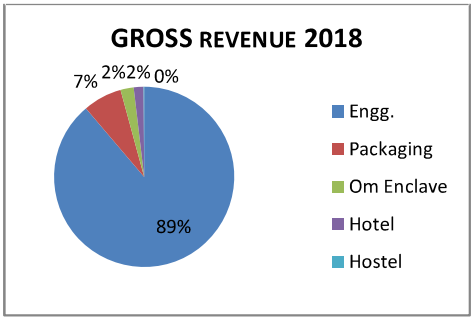
Smart city mission by the government of India envisions of developing 100 smart cities in the country. As of June 2017, 90 cities have been selected for upgrade as part of smart city mission. Your company has entered a 50:50 JV with SPML Infra Ltd for developing infrastructure of proposed Ujjain Smart City. The development activities will include –

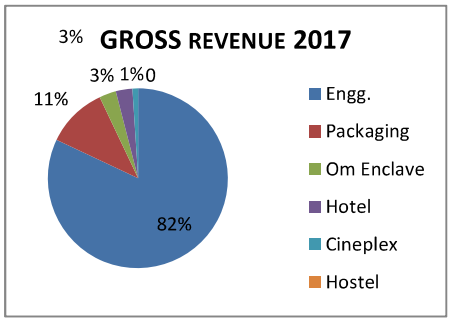
- Water Supply, treatment along with drainage system
- Solid Waste Management
- Internal & External roads of 4 & 6 lanes
- Power Transmission & Distribution
- Domestic Gas Distribution System
- Street Lighting, CCTV & SCADA Systems and Safety & Security Systems

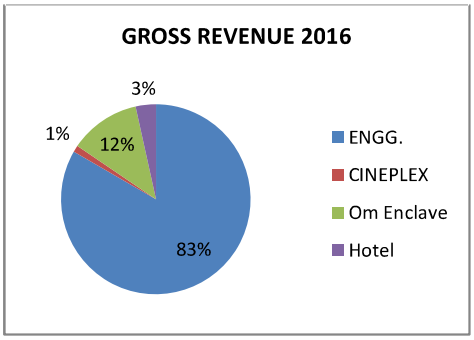
The construction of the smart city has already commenced and is going on in full swing. The company is also geared up to participate in the next round of bidding for smart cities and will look to secure a few more projects in the space.

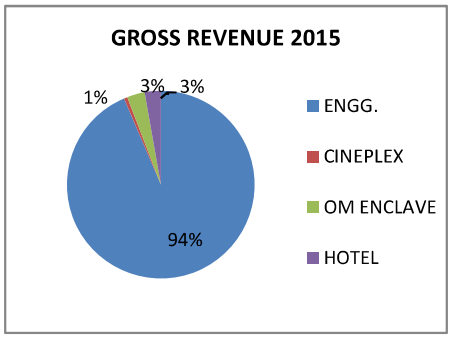
SEGMENT WISE

Segment Wise Revenue





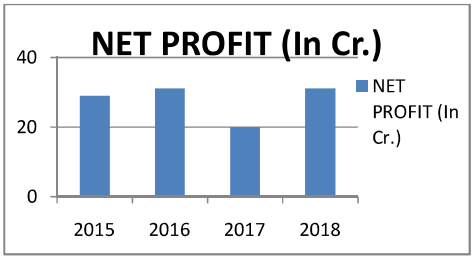


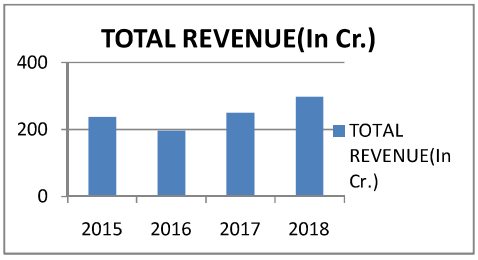


Discussion on Financial Performance with respect to Operational Performance

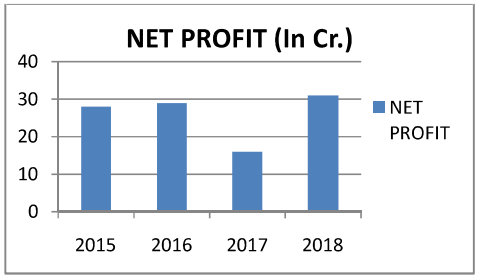
FINANCIAL PERFORMANCE

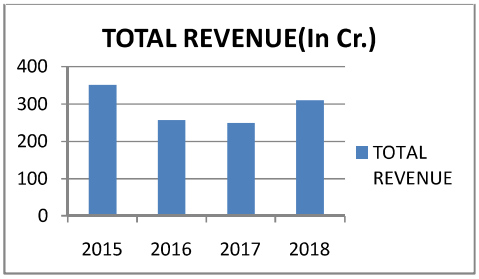
STANDALONE (Rs. In crores)





CONSOLIDATED (Rs. In crores)





OPPORTUNITIES AND THREATS

Growing markets and increase in Government spending on infrastructure - In the XIIth plan the Government had planned a total investment of `4,50,00,000 million in the infrastructure segment (`2,90,00,000 million in sectors relevant to PEL) assuming a 9% average GDP growth. Industry experts have estimated the future investment in these sectors based on the past projections.

Currently, the construction industry is witnessing moderate growth temporarily due to economic and policy reforms. Also, the economy has been witnessing high inflation cycle resulting in high-interest costs. As per E&Y research, the key economic and policy concerns being faced by the industry include:

1. Stalled projects - Legacy of stalled projects have created financial instability for the construction sectors. This is a systemic risk faced by the Company. The initiatives taken by the government for faced paced approvals with regular monitoring at the highest levels is laying the way forward for the upcoming projects in the sector with this risk getting mitigated.

2. Time and cost overrun - Infrastructure projects are subject to delays caused by external factors such as Government's long decision- making process, land acquisition, receiving approvals, environmental clearances etc. The initiatives taken by the government for faced paced approvals with regular monitoring at the highest levels is laying the way forward for the upcoming projects in the sector with this risk getting mitigated.

3. Competition - The competition is increasing across sectors with the emergence of foreign players and rise in the number of small local players. This is likely to put a strain on margins for existing players- especially in sectors which are not technologically advanced and hence pose very low entry barriers. Since, the company is present mostly in high technology-intensive areas of hydropower, irrigation projects etc, which inherently had lesser competition and with recent financial stress faced by all companies, especially the smaller players, there are a very few old and prominent companies left in high technology segment.

4. Challenge in Securing Funds - One of the key challenges for the sector is the ability to raise adequate financing required to fund the execution of existing order books and achieve stainability in future. Currently, the majority of EPC companies are leveraged to such an extent that their balance sheets do not support additional borrowing support. Apart from this, delayed payments, cost overruns, execution delays and litigations are resulting in increase in working capital requirement.

5. Claim realization - The Company registers claims for the time and cost overrun attributed to Project delays attributed to the employer. The Company records revenue when a claim is awarded by Arbitration committee. Typically, claim settlement takes longer time as most execution bodies move arbitration awards rulings to higher judicial establishments. Therefore, quantum and timing of claims settlements uncertain leading to cash flow issues for the Company. Nonetheless, the prescribed timelines to complete arbitration in a years' time under the Arbitration Act and new laws pertaining to separate commercial courts which can focus on such disputes shall reduce the timeline and the process involved in the realisation of such claims.

6. RBI and Govt Policy - Reserve bank of India vide circular no. RBI/2017-18/ 131DBR.No.BP.BC.101/ 21.04.048/ 2017-18 dtd 12 Feb 2018 revised the resolution plan for stressed assets and reporting timelines which has snatched the breathing space from the borrowed entities as their default reporting by lenders has been modified from existing 90 days to 7 days and this has cornered many entities in Infra/EPC space and their banking facilities have gone haywire . Post Neerav Modi scam - conviction for financial offence accelerated and this lead to all round fear factor and the smooth operation of banking facilities has become a challenge for all entities.

This has become impediment to growth for many companies and sooner resolution and comfort from RBI and Govt policy shall be a key to seamless growth in Infrastructure and EPC space in Indian economy.

Outlook

The government's thrust on Infrastructure development in the country is likely to boost the construction activities for the real estate sector, road sector, power sector and so on. All these developments can augur well for our company as we are a well-established player in the infrastructure space. India has the second largest potential for Hydro Electric Power and Irrigation and the governments initiative to tap the same will directly benefit our company as we are the market leaders in development of Hydro-mechanical equipments. The focus on developing expertise in new segments like packaging, smart cities and silos will continue. The company will also look to establish strategic Joint ventures or acquisitions to enhance its global footprint.

Risks & Concerns

The overall market is quiet dynamic and risks are an inseparable part of the market. The company carries out periodic assessments to identify the risk areas and the management understands the risks it has to face in advance to enable them to control risk through a defined plan. In the current Macroeconomic environment, the various risks include Technology risk, Competition risk, Financial risk, Cost risk, Legal risk, Economic Environment and Market risk, Political Environment Risk, Inflation and Cost Structure, Technology Obsolescence, Project Execution, Contractual Compliance, Operational efficiency, hurdles in Optimum use of resources, Human Resource management, environment management etc.

Internal Control System and their Adequacy

The internal control systems of the company are well-defined which is apt according to the size and nature of business. Appropriate information flow is a function of clear roles & responsibilities and authorities along with internal information systems to facilitate effective monitoring. Adequate controls are established to achieve efficiency in operations, optimum utilization of resources and effective monitoring thereof and compliance with applicable laws. Internal audits of all branches of the company across India are set in place and are reviewed by the management. Documented policies, guidelines, and procedures, supplement the internal control system. The Audit Committee regularly reviews the adequacy and effectiveness of the internal controls and internal audit function.

Human Resources and Industrial Relations

The total employee strength of the Group, as on 31.03.2018 was more than 200. The value of human resource is very important for the company and ensures proper encouragement in the form of moral and financial to motivate them. The senior management team consists of experienced professionals with diverse skills across all cadres and geographical locations.

Cautionary Statement

The statements in this report, particularly which relate to Management Discussion and Analysis describing the Company's objectives, plans, projections, estimates and expectations may constitute “forward looking statements” within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed or implied in the statement depending on the circumstances.

CORPORATE GOVERNANCE REPORT

In accordance with Regulation 17 to 27 read along with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the report containing the details of Corporate Governance systems and processes at Om Metals Infraprojects Limited is as follows:

1. Company's Philosophy on Code of Corporate Governance

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large.

For us, Corporate Governance is an ethically driven business process that is committed to values aimed at enhancing an organization's brand and reputation. Our Corporate Governance framework is a reflection of our culture, our policies and our relationship with stakeholders and our commitment to values.

The essence of corporate governance lies in promoting and maintaining integrity, transparency and accountability in the management's higher echelons. The Company has a strong legacy of fair, transparent and ethical governance practices. The Company has adopted a code of conduct for its employees including the managing director and the executive directors. In addition, the Company has adopted a code of conduct for its non-executive directors and independent directors and code of conduct for prevention of insider trading.

Our Corporate Governance philosophy stems from our belief that the business strategy and plans should be consistent with the welfare of all the shareholders and should be in line with policies of Government of India.

Company reviews its corporate governance practices to ensure that they reflect the latest developments in the corporate arena and thus positioning itself to conform to the best corporate governance practices. Company is committed to pursue excellence in all its activities and maximize its shareholders' wealth.

2. BOARD OF DIRECTORS

The Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties. OMIL's corporate governance practices are shaped by its Board of Directors. The Board is committed to protecting the long-term interests of all our stakeholders, and considering this, it provides objective and prudent guidance to the management. The information relating to procedures, composition, committees, etc. of the Board is provided below:

a) BOARD COMPOSITION

- As on 31st March, 2018, OMIL has 5 members on Board, including 2 Independent Directors who are eminent professionals from diverse fields. The composition of the board and category of directors as on 31st March, 2018, are as follows:

Category	No. of Directors	Percentage to total no. of Directors
Executive Directors	3	60
Non- Executive Independent Directors	2	40
Total	**5**	**100**

- Mr. Dharam Prakash Kothari was appointed as Whole Time Director w.e.f 1st May, 2017. Mr. Ram Kumar Gupta, the Independent Director of the company had resigned due to preoccupation elsewhere from the Board w.e.f. 06th January, 2018.
- None of the directors on the board hold directorships in more than ten public companies. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a director. The names and category of Directors on the Board including Directorships and Committee Chairmanships/Memberships held by them as on 31st March, 2018, is given herein below. Other directorships do not include directorships of Section 8 companies and of companies incorporated outside India. Chairmanships / Memberships of board committees shall include only audit committee and stakeholders' relationship committee of other public companies.

Director	Category	Directorship of other Indian Companies		Committees' Membership in other public companies	
		Chairman	**Member**	**Chairman**	**Member**
Executive Directors					
Mr. Sunil Kothari	Managing Director	-	12	-	-
Mr. Vikas Kothari	Whole Time Director	-	9	-	1
Mr. Dharam Prakash Kothari	Whole Time Director	-	3	-	-
Non-Executive Directors					
Mrs. Ranjana Jain	Independent Director	-	1	-	1
Mr. Gopi Raman Sharma	Independent Director	-	1	1	1

Independent directors are non-executive directors as defined under Clause 16(1)(b) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015. The maximum tenure of the independent directors is in compliance with the Companies Act, 2013 ("Act"). All the Independent Directors have confirmed that they meet the criteria as mentioned under clause 16(1)(b) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Act.

b) BOARD MEETING

- During the year 2017-18, Eight board meetings were held and the gap between two meetings did not exceed one hundred twenty days. The dates on which the said meetings were held:

May 01, 2017; May 30, 2017; August 11, 2017; September 14, 2017; December 5, 2017; December 13, 2017; December 14, 2017 and February 14, 2018.

- The names of the directors on the board, their attendance at board meetings held during the year 2017-18 and at the last AGM held on 29th September, 2017, are as follows:

Name of Director	Number of Board Meetings during the year 2017-18		Whether attended last AGM held on 29th September, 2017
	Held	Attended	
Mr. Dharam Prakash Kothari *	8	5	No
Mr. Sunil Kothari	8	6	Yes
Mr. Vikas Kothari	8	6	Yes
Mrs. Ranjana Jain	8	2	No
Mr. Gopi Raman Sharma	8	8	Yes
Mr. Ram Kumar Gupta**	7	6	Yes

* Mr. D.P. Kothari was appointed as Whole Time Director w.e.f. 1st May, 2017

** Mr. Ram Kumar Gupta Resigned from the post of directorship w.e.f. 6th January, 2018

- The necessary quorum was present for all the meetings.
- During the year a separate meeting of the independent directors was held inter-alia to review the performance of non-independent directors and the board as a whole.

c) Relationship of Directors and their business interest in the Company as on March 31, 2018

Name of the Directors	Relationship with other Directors	Relationship with the Company, if any
Mr. Sunil Kothari	(Brother of Mr. Dharam Prakash Kothari)	Promoter
Mr. Vikas Kothari	(Son of Mr. Dharam Prakash Kothari)	Promoter
Mr. Dharam Prakash Kothari	(Brother of Mr. Sunil Kothari and Father of Mr. Vikas Kothari)	Promoter
Mrs. Ranjana Jain	None	None
Mr. Gopi Raman Sharma	None	None

d) Shareholding of the Directors in the Company as on March 31, 2018

Name of the directors	No. of Shares of Rs. 1/- each held singly or jointly	% to total paid-up capital of The Company
Mr. Sunil Kothari	**7150886**	**7.43**
Mr. Vikas Kothari	**1790437**	**1.86**
Mr. Dharam Prakash Kothari	**4858346**	**5.04**
Mrs. Ranjana Jain	**0**	**0**
Mr. Gopi Raman Sharma	**0**	**0**

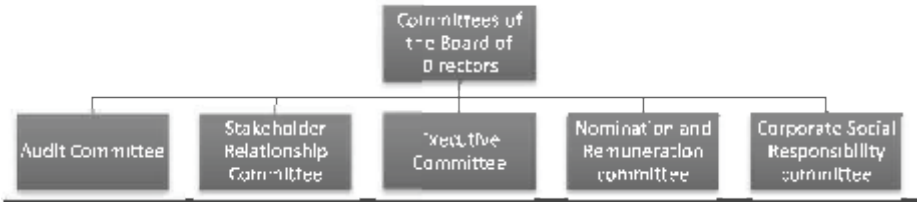
e) Familiarisation Programme for Independent Directors

The details of the familiarisation programme of the Independent Directors are available on the following link:

http://www.ommetals.com/files/familiarization-programme.pdf

COMMITTEES OF THE BOARD

Currently, the Board has Five committees, the details of which are given as below:



3. AUDIT COMMITTEE

- The audit committee of the Company is constituted in line with the provisions of Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Act.
- The terms of reference of the audit committee are broadly as under:

Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

The recommendation for the appointment, remuneration and terms of appointment of auditors of the Company.

Approving payment to statutory auditors, including cost auditors, for any other services rendered by them.

Review and monitor the auditor's independence and performance, and effectiveness of audit process.

Examination of the Financial Statements and the auditors' report thereon.

Reviewing and examining with management the quarterly financial results before submission to the Board

Approval or any subsequent modification of transactions of the company with related parties.

Scrutiny of inter-corporate loans and investments.

Valuation of undertakings or assets of the company, wherever it is necessary.

Evaluation of internal financial controls and risk management systems.

Monitoring the end use of funds raised through public offers and related matters.

Discussion with internal auditors of any significant findings and follow-up thereon.

Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matters to the Board.

Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.

To look into the reasons for substantial defaults, if any, in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

To review the functioning of the Vigil Mechanism and Whistle Blower Mechanism.

Reviewing the financial statements, in particular, the investments made by the unlisted subsidiaries;

Approval of appointment of the CFO (i.e. the Whole-Time Finance Director or any other person heading the finance function or discharging that function) after assessing qualifications, experience and background, etc. of the candidate.

Reviewing the following information:

- The Management Discussion and Analysis of financial condition and results of operations;
- Reviewing the appointment, removal, and terms of remuneration of the Chief internal auditor/ internal auditor(s).

May call for comments of auditor about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issued with the internal and statutory auditors and the management of the company

To have authority to investigate into any matter in relation to the items referred above or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the company.

Any other matter as the Audit Committee may deem appropriate.

- The audit committee invites executives, as it considers appropriate (particularly the head of the finance function), representatives of the statutory auditors and representatives of the internal auditors to be present at its meetings. The Company Secretary acts as the secretary to the audit committee.
- The previous Annual General Meeting (AGM) of the Company was held on September 29, 2017 and was attended by Mr. Gopi Raman Sharma, Chairman of the audit committee.
- The Composition of Audit Committee and the details of meetings attended by its members are given below:

Name of Director	Status	No. of Meetings	
		Held	Attended
Mr. Gopi Raman Sharma	Chairman	6	6
Mr. Sunil Kothari	Member	6	1
Mr. Ram Kumar Gupta	(ceased to be the member of the Committee w.e.f. 6th January, 2018)	5	4
Mrs. Ranjana Jain	Member (Appointed as the member w.e.f 12th Feb., 2018	1	1

- Six Audit Committee Meetings were held during the year and the gap between two meetings did not exceed 120 days.

The dates on which the said meetings were held are as follows:
May 26, 2017; August 8, 2017; September 11, 2017; December 11, 2017, December 14, 2017 and February 12, 2018.
The necessary quorum was present for all the meetings.

4. NOMINATION AND REMUNERATION COMMITTEE

- The Committee's constitution is in compliance with the provisions of Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 178 of the Act.
- The broad terms of reference of the Nomination and Remuneration Committee are as under:

  To formulate a criteria for determining qualifications, positive attributes and independence of a Director.

  Formulate criteria for evaluation of Independent Directors, Board and Committees.

  Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.

  To carry out evaluation of every Director's performance.

  To recommend to the Board the appointment and removal of Directors and Senior Management.

  To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.

  Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

  To devise a policy on Board diversity.

  To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

  To perform such other functions as may be necessary or appropriate for the performance of its duties
- The composition of the Nomination and Remuneration Committee and the details of meetings attended by its members are given below:

Name of Director	Status	No. of Meetings	
		Held	Attended
Mr. Gopi Raman Sharma	Chairman	2	2
Mrs. Ranjana Jain	Member	2	0
Mr. Ram Kumar Gupta	(ceased to be the member of the Committee w.e.f. 6th January, 2018)	2	2

- Two Nomination and Remuneration Committee Meetings were held during the year. The dates on which the said meetings were held are as follows:

April 18, 2017 and July 28, 2017.

The necessary quorum was present for all the meetings.

- The Company does not have any employee stock option scheme.
- The remuneration policy is attached with the director's report with this annual report.
- **Performance Evaluation Criteria for Independent Directors**:

The performance evaluation criteria for Independent directors are determined by the Nomination and Remuneration committee. An indicative list of factors that may be evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behavior and judgement.

Separate Independent Directors' Meetings

The Independent Directors meet at once in a year, without the presence of Executive Directors or Management representatives.

The Independent Directors inter alia discuss the issues arising out of Committee Meetings and Board discussion including the quality, quantity and timely flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

In addition to these formal meetings, interactions outside the Board Meetings also take place between the Chairman and Independent Directors.

5. DETAILS OF REMUNERATIONS/STOCK OPTIONS/SHAREHOLDING OF DIRECTORS/ RELATIONSHIP OF DIRECTORS*:*

The Company has no pecuniary relationship or transaction with its non-executive directors other than sitting fees. The Company has a credible and transparent policy in determining and accounting for the remuneration of the Managing/whole-time Directors. The remuneration policy is aimed at attracting and retaining high caliber talent. The Company has no stock option scheme.

Criteria of making payment to non-executive directors

The non –executive directors are entitled to receive sitting fees for each meeting of the Board or committee attended by him of such sum as may be approved by the Board of directors within overall limits prescribed under the Companies Act, 2013 and the rules made thereunder as amended from time to time.

Details of remuneration paid to Directors of the Company during the year ended 31st March, 2018 are here as under (Rs. in Lacs):

Name of Director	Salary Benefits and Allowances	Perks	Consultancy	Total	Notice Period
Mr. D.P. Kothari	Rs. 77	Rs 2.98	N.A.	Rs. 79.98	3 months
Mr. Sunil Kothari	Rs.84	Rs.4.72	N.A.	Rs.88.72	3 Months
Mr. Vikas Kothari	Rs. 30	Rs. 10.57	N.A.	Rs. 40.57	3 months
Mr. Gopi Raman Sharma	N.A.	N.A.	N.A.	NIL	--
Mrs. Ranjana Jain	N.A.	N.A.	N.A.	NIL	--
Mr. Ram Kumar Gupta	N.A.	N.A.	N.A.	NIL	--

Stock Options:

During the year, no stock options were granted to the Directors of the Company.

Appointment and Tenure

The Directors of the Company are appointed / re-appointed by the Board on the recommendations of the Nomination and Remuneration Committee and approval of the Members at the General Meetings. All Directors, except the Managing Director and Independent Directors of the Company, are liable to retire by rotation at the AGM each year and, if eligible, offer themselves for re-election. The Executive Directors on the Board have been appointed as per the provisions of the Companies Act, 1956 / Companies Act, 2013 and serve in accordance with the terms of their contract of service with the Company.

As regards the appointment and tenure of the Independent Directors, following is the policy adopted by the Board:

The Company has adopted the provisions with respect to appointment and tenure of Independent Directors which are consistent with the Companies Act, 2013 and the Listing Regulations.

The Independent Directors will serve a maximum of two terms of five years each, after the introduction of the Companies Act, 2013.

The Company would not have any upper age limit of retirement of Independent Directors from the Board and their appointment and tenure will be governed by provisions of the Companies Act, 2013 and the Listing Regulations.

In accordance, with the recently notified changes in the Listing Regulations, the Company shall ensure that the appointment of any Non-Executive Director who has attained the age of 75 years is approved by the Members by way of a Special Resolution.

Any person who becomes Director or Officer, including an employee who is acting in managerial or supervisory capacity, shall be covered under Directors' and Officers' Liability Insurance policy. The policy shall also cover those who serve as a Director, Officer or equivalent of an outside entity at Company's request. The Company has provided insurance cover in respect of legal action against its Directors under the Directors' and Officers' Liability Insurance.

INFORMATION PROVIDED TO THE BOARD

The Board has unrestricted access to all Company-related information. At Board/Committee meetings, department heads and representatives who can provide additional insights into the items being discussed are invited. The Company provides the following information inter alia to the Board, which is given either as part of the agenda papers or by way of presentations during the meetings, as deemed appropriate:

Issues which involve possible public or product liability claims of a substantial nature, if any.
Detailed analysis of potential acquisition targets or possible divestments.
Details of any joint venture or collaboration agreements.
Significant sale of investments, subsidiaries or assets which are not in the normal course of business.
Materially important show cause, demand, prosecution and penalty notices, if any.
Fatal or serious accidents or dangerous occurrences, if any.
Significant labour problems and their proposed solutions, if any.
Significant developments in the human resources and industrial relations fronts.
Quarterly details of foreign exchange exposure and the steps taken by management to limit the risks of adverse exchange rate movement.
Non-compliance of any regulatory or statutory nature or listing requirements as well as shareholders' services such as nonpayment of dividend and delays in share transfer, if any.

6. STAKEHOLDERS' RELATIONSHIP COMMITTEE

- The Committee's constitution and terms of reference are in compliance with provisions of the Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (LODR) Regulations, 2015.
- Four meetings of the Stakeholders' Relationship Committee were held during the year ended March 31, 2018.

Dates on which said meetings were held are as follows:
April 15, 2017; July 21, 2017; October 05, 2017; March 02, 2018
The necessary quorum was present for all the meetings.

- The composition of the Stakeholders' Relationship Committee and the details of meetings attended by its members are given below:

Name of Director	Status	No. of Meetings	
		Held	Attended
Mr. Ram Kumar Gupta	Chairman (ceased to be chairman w.e.f. 06/01/2018)	3	3
Mr. Gopi Raman Sharma	Chairman (appointed as member w.e.f. 14/02/2018)	1	1
Mr. Vikas Kothari	Member	4	2
Mr. Sunil Kothari	Member	4	4

- **Compliance Officer:**

Name: Mrs. Reena Jain
Designation: Company Secretary
Address: J-28, Subhash Marg, C-Scheme, Jaipur-302001
Telephone: 0141-5163333
FAX No.: 0141-4044283

- **Investor Grievance Redressal:**

The number of complaints received and resolved to the satisfaction of investors during the year under review and their break-up are as under:

Opening balance	Received during the year	Resolved during the year	Closing balance
01	02	02	01

7. EXECUTIVE COMMITTEE

- In order to deal with administrative and routine matters, an executive committee of the board was constituted.
- The composition of the Executive Committee as on March 31, 2018 are given below:

Name of Director	Status
Mr. Sunil Kothari	Chairman
Mr. Vikas Kothari	Member
Mr. Dharam Prakash Kothari	Member

8. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

- CSR Committee of Directors as required under Section 135 of the Act was constituted by board of Directors. The Composition and Terms of reference of the Committee meet with the requirements of the Companies Act, 2013.
- The Composition of the Corporate Social Responsibility Committee are given below:

Name of Director	Status
Mr. Gopi Raman Sharma	Chairman
Mr. Vikas Kothari	Member
Mr. Sunil Kothari	Member

- The broad terms of reference of CSR committee are follows:

  To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per the Companies Act, 2013;

  To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the company;

  To monitor the CSR policy of the Company from time to time;

  Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

9. GENERAL BODY MEETINGS

Annual General Meeting

The date, time and location of Annual General Meetings held during the last three years, and the special resolution(s) passed thereat are as follows:

AGM for Financial year ended	Date	Time	Location	Special Resolution passed
31-Mar-15	29.09.2015	11:30 a.m.	J-28, Subhash Marg, C-Scheme,	-
31-Mar-16	30.09.2016	11:30 a.m.	Om Tower, Church Road, M.I.	-
31-Mar-17	29.09.2017	11:30a.m.	Om Tower, Church Road, M.I. Road, Jaipur-302001	1. To amend the Article of Association to insert the clause for Chairmen Emeritus
				2. Related Party Transaction

Resolution(S) Passed Through Postal Ballot

During the year 2017-18, the Company passed the following Special Resolution by postal ballot.

S.NO.	Special Resolution	Votes cast in favour		Votes cast against		Date of Approval of results
		No. of votes	%	No. of votes	%	
	NIL					

Special Resolution Proposed To Be Passed By Way of Postal Ballot

There is no immediate proposal for passing any resolution through Postal Ballot.

None of the businesses proposed to be transacted at the ensuing Annual General Meeting require passing a resolution through Postal Ballot.

Procedure for postal ballot

In compliance with Sections 108 and 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company provides electronic voting (e-voting) facility to all its members. The members have the option to vote either by physical ballot or through e-voting.

The Company dispatches the postal ballot notices and forms along with postage prepaid business reply envelopes to its members whose names appear on the register of members / list of beneficiaries as on a cut-off date. The postal ballot notice is sent to members in electronic form to the email addresses registered with their depository participants (in case of electronic shareholding) / the Company's registrar and share transfer agents (in case of physical shareholding). The Company also publishes a notice in the newspaper declaring the details of completion of dispatch and other requirements as mandated under the Act and applicable Rules.

Voting rights are reckoned on the paid-up value of the shares registered in the names of the members as on the cut-off date. Members desiring to exercise their votes by physical postal ballot forms are

requested to return the forms, duly completed and signed, to the scrutinizer on or before the close of the voting period. Members desiring to exercise their votes by electronic mode are requested to vote before close of business hours on the last date of e-voting.

The scrutinizer submits his report to the Chairman, after the completion of scrutiny, and the consolidated results of the voting by postal ballot are then announced by the Chairman / authorized officer. The results are also displayed on the Company website, www.ommetals.com, besides being communicated to the stock exchanges, depository and registrar and share transfer agent. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

10. MEANS OF COMMUNICATION

Results: The Quarterly, Half-yearly and Annual Results are published in Newspapers such as, Business Standard, Amrit India, Economic times . The results are also displayed on company's website "www.ommetals.com" and promptly submitted to the Stock Exchanges where the shares of the Company are listed.

News Releases, presentations, among others: Official news release and official media releases are sent to stock exchanges.

Presentation to institutional investors/analysts: Conference calls and Analyst meets are usually conducted for investors and analysts for discussing recent developments which are also available on company's website under the section "Investor Zone"

Website: The Company's website (www.ommetals.com) contains a separate dedicated section 'investor zone' where shareholders' information is available. The Company's annual report is also available in downloadable form.

Annual Report: The Annual Reports containing, inter alia, Audited Financial Statement, Consolidated Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Annual Report and is displayed on the Company's Website i.e. www.ommetals.com.

11. GENERAL SHAREHOLDER INFORMATION

Company Registration Details:

The Company is registered in the state of Rajasthan, India. The Corporate Identification Number (CIN) allotted to the Company by Ministry of Corporate Affairs (MCA) is **L27203RJ1971PLC003414**.

Annual General Meeting:

Day, Date and Time: Saturday, 29th September, 2018 at 11:30 A.M.

Venue: At Om Tower, Church Road, M.I.Road, Jaipur- 302001

Financial Year

April 1 to March 31

Financial Calendar (Tentative):

Financial reporting for the quarter ending June 30, 2018	:	Mid August, 2018
Financial reporting for the quarter ending September 30, 2018	:	Mid November, 2018

Financial reporting for the quarter ending December 31, 2018 : Mid February, 2019
Financial reporting for the year ended March 31, 2019 : End May, 2019
Annual General Meeting for the year ended March 31, 2019 : End September, 2019

Date of Book Closure: Saturday, September 22, 2018 to Saturday, September 29, 2018, (both days inclusive)

Dividend Policy:

Dividends, other than interim dividend(s), are to be declared at the Annual General Meetings of shareholders based on the recommendation of the board of directors. Generally, the factors that may be considered by the board of directors before making any recommendations for dividend include, without limitation, the Company's future expansion plans and capital requirements, profits earned during the fiscal year, cost of raising funds from alternate sources, liquidity position, applicable taxes including tax on dividend, as well as exemptions under tax laws available to various categories of investors from time to time and general market conditions. The board of directors may also from time to time pay interim dividend(s) to shareholders.

Unclaimed Dividend:

The companies Act mandates that companies transfer dividend that has been unclaimed for a period of seven years from the unpaid dividend account to the Investor Education and Protection Fund (IEPF). In accordance with the following schedule, the dividend for the years mentioned as follows, if unclaimed within a period of seven years, will be transferred to IEPF.

Year	Percentage of Dividend Declared		Date of Declaration	Due date of Transfer	Amount(₹)
	Interim	Final			
2017-18	35%	-	14-02-18	13-03-25	847292.6
2016-17	-	20%	29-09-17	28-10-24	73631.2
2015-16	30%	-	11-03-16	10-04-23	157464
2014-15	-	20%	29-09-15	28-10-22	72012.2
2013-14	-	10%	30-09-14	29-10-21	32996.3
2013-14	10%	-	14-03-14	13-04-21	32659
2012-13	10%	-	12-03-13	11-04-20	28055.1
2011-12	10%	-	10-03-12	09-04-19	53626.7

The Company is sending periodic communication to the concerned shareholders, advising them to lodge their claims with respect to unclaimed dividend. Shareholders are cautioned that once unclaimed dividend is transferred to IEPF, no claim shall lie in respect thereof with the Company.

Transfer to Investor Education and Protection Fund Account:

The Company has, during the year under review, transferred a sum of Rs. 49302/- to Investor Education and Protection Fund, in compliance with the provisions of erstwhile Section 125 of Companies Act, 2013 (SECTION 205C OF COMPANIES ACT, 1956) on 30/12/2017 which remained unclaimed by the members of the Company for a period exceeding 7 years from its due date of payment.

No. of shares transferred to IEPF: 13277 for FY 09-10 and 6232 for FY 10-11

Registered Office: J-28, Subhash Marg, C-Scheme, Jaipur (Raj.)
Website: www.ommetals.com

Listing on Stock Exchange:

STOCK EXCHANGE	CODE
BOMBAY STOCK EXCHANGE LTD (BSE)	**ISIN** :INE239D01028
Phiroze Jeejeebhoy Towers,	**BSE CODE :**531092
Dalal Street,	
Mumbai- 400 001	
NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE)	NSE SYMBOL:
Exchange Plaza, C-1 Block G Bandra Kurla Complex, Bandra (E), Mumbai- 400 051	OMMETALS

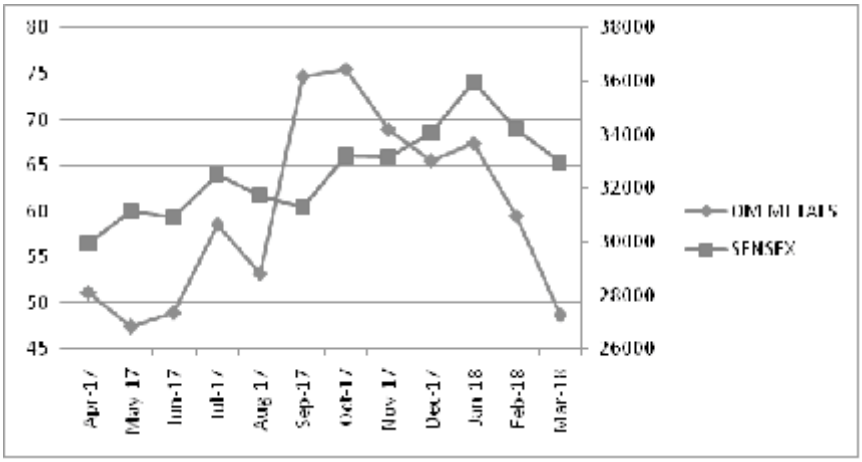
The listing fees of the exchanges for the financial year 2018-19 have been paid.

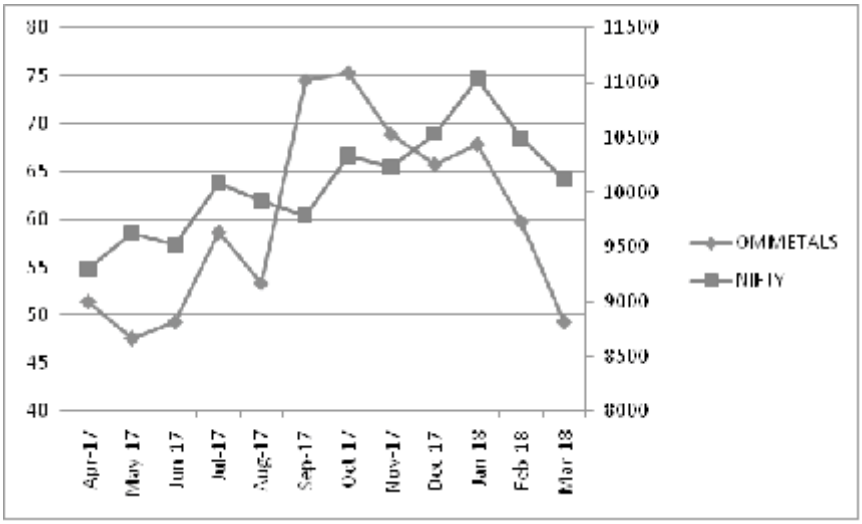
Stock Market Price Data:

Month	National Stock Exchange (NSE)			Bombay Stock Exchange (BSE)		
	High Price (Rs.)	Low Price (Rs.)	Volume (No.)	High Price (Rs.)	Low Price (Rs.)	Volume (No.)
Apr-17	53.4	47.1	2559733	53.2	46.95	666294
May-17	57.25	45.2	2581757	57.15	45.5	749959
Jun-17	53.2	46.15	869757	53	46.2	245643
Jul-17	61	49.15	5973074	61	49.35	2187502
Aug-17	63.7	52.8	4545142	63.75	52.45	1949357
Sep-17	80.9	52.35	22181012	81.6	53	5420734
Oct-17	81	71.4	9921636	80.8	71.2	2830786
Nov-17	84.45	65	15052307	84.35	65.15	3628187
Dec-17	72.75	54.75	4599730	72.4	59.7	995193
Jan-18	79.4	62.75	10024741	79.35	63	1979733
Feb-18	68.6	53.95	3924360	68.95	53.9	692041
Mar-18	61.95	41.45	3453313	61.75	45.5	592691

[Source: This information is compiled from the data available from the websites of BSE and NSE]

Performance of Om Metals Share versus Sensex and Nifty:





None of the Company's listed securities are suspended from trading.

Registrar and Transfer Agent:

M/s Skyline Financial Services Private Limited
D-153 A, 1st Floor, Okhla Indusustrial Area, Phase –I, New Delhi -110 020
Tel: 011-40450193
Fax: 011-3085762
E-mail: admin@skylinerta.com
(*For share transfers and other Communication relating to Share certificates, dividend and change of address*)

Share Transfer System:

99.95% of the equity shares of the Company are in electronic form. Transfers of these shares are done

through the depositories with no involvement of the Company. As regards transfer of shares held in physical form the transfer documents can be lodged with Registrar and Transfer Agent of the Company i.e. Skyline Financial Services Private Limited at the address mentioned above.

Transfer of shares in physical form is normally processed within ten to twelve days from the date of receipt, if the documents are complete in all respects. The Directors and certain Company officials under the authority of the board, severally approve transfers, which are noted at subsequent board meetings.

Distribution of Shareholding as on March 31, 2018:

Category (Shares)	No. of shareholders	% of total numbers	Shareholding Amount	% of shareholding
1 – 5000	17592	95.21	8561644	**8.89**
5001-10000	529	2.86	3877869	**4.03**
10001-20000	180	0.97	2569092	**2.67**
20001-30000	57	0.31	1434699	**1.49**
30001 - 40000	20	0.11	700620	**0.73**
40001 - 50000	13	0.07	595416	**0.62**
50001 - 100000	38	0.21	2752108	**2.86**
100001 and above	49	0.27	75812361	**78.72**
Total	**18478**	**100**	**96303809**	**100**

Dematerialization of Shares and Liquidity:

Shares held in demat and physical modes as on March 31, 2018 are as follows:

Category	Number of Shares	% of total equity
Demat mode		
NSDL	65395543	67.91
CDSL	30859306	32.04
Total	**96254849**	**99.95**
Physical Mode	48960	0.05
Grand Total	**96303809**	**100**

Categories of Equity Shareholders as on 31st March 2018:

Category	No. of Shareholders	No. of Shares held	% of Total
		68333084	70.96
Promoter and Promoter Group	28		
Alternate Investment Fund	1	649998	0.67%
Financial Institutions/bank	2	70750	0.07%
		3933355	
Bodies Corporate	226		4.08%
Public Individuals	17234	19838335	20.60%
NBFC Registered with RBI	2	7236	0.01%
NRIs/OCBs	416	1709808	1.78%
Public Trusts	1	1	--
		852365	
Hindu Undivided Family	513		0.89%
Any Other (specify) (Clearing members)	54	889368	0.92%
Any Other (specify) (IEPF)	1	19509	0.02%
Total	**12035**	**96303809**	**100**

Outstanding GDR/ADR:

The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments in the past and hence as on March 31, 2018, the Company does not have any outstanding GDRs / ADRs / Warrants or any convertible instruments.

Commodity price risk or foreign exchange risk and hedging activities;

Import of machinery for packaging plant in Faridabad against which company has availed buyer's credit is unhedged.

Plant/Site Location:

Factory at B-117/118, Indraprastha Industrial Area, Kota, Rajasthan
Siliguri West Bengal and Temporary factory sheds at /near project sites

Address for Correspondence:

J-28, Subhash Marg, C-scheme, Jaipur- 302001 (Rajasthan)
E-mail: Other than Secretarial Matters: info@ommetals.com
On Secretarial Matters: cs@ommetals.com

For any assistance regarding dematerialization of shares, share transfers, transmissions, change of

address or any other query please write to:
M/s Skyline Financial Services Private Limited
D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020
Tel: 011-40450193 Fax: 011-3085762 • E-mail: admin@skylinerta.com

12. DISCLOSURES

RELATED PARTY TRANSACTIONS

All material transactions entered into with related parties as defined under the Act and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year were in the ordinary course of business. These have been approved by the audit committee. The board has approved a policy for related party transactions which has been uploaded on the Company's website at the following link:
http://www.ommetals.com/files/related-party-transcation.pdf

Details of non-compliance by the Company, penalties, strictures imposed on the Company by the stock exchanges or the Securities and Exchange Board of India or any statutory authority, on any matter related to capital markets, during the last three years 2015-16,2016-17 and 2017-18 respectively: NIL

The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees and directors to report concerns about unethical behavior. No person has been denied access to the chairman of the audit committee. The said policy has been also put up on the website of the Company at the following link: http://www.ommetals.com/files/vigil-mechnasim.pdf

- Disclosure of commodity price risks and commodity hedging activities : As per disclosure in the notes forming part of financial statement

CEO AND CFO CERTIFICATION

As required by Regulation 17 (8) read with Schedule II Part B of the Listing Regulations, the CEO and CFO have given appropriate certifications to the Board of Directors.

The Company has complied all the regulations from 17 to 27 and clauses (b) to (i) of sub regulation (2) of regulation 46 of the SEBI (LODR) Regulations, 2015, during the year 2017-18 and complied all the mandatory requirements of the Listing Regulations. There are no instances of non-compliance of Corporate Governance Report as mentioned in sub-paras (2) to (10) of Para (C) of Schedule V and as regard to non-mandatory requirements as prescribed in Schedule II Part E, during the year 2017-18, Mr. Sunil Kothari was the Managing Director of the Company and hence has complied with the requirement of having separate persons to the post of Chairman and Managing Director. The Company has complied all the mandatory requirements of the Listing Regulations.

	Sunil Kothari	S.K. Jain
Place: New Delhi	Managing Director	CFO
Dated: 30th May, 2018	DIN: 00220940	

Subsidiary Companies

The audit committee reviews the consolidated financial statements of the Company and the investments made by its unlisted subsidiary companies. The minutes of the board meetings along with a report on significant developments of the unlisted subsidiary companies are periodically placed before the board of directors of the Company.

The Company does not have any material non-listed Indian subsidiary companies.

The Company has a policy for determining 'material subsidiaries' which is disclosed on its website at the following
Link:
http://www.ommetals.com/files/material-subsidiaries.pdf

RECONCILIATION OF SHARE CAPITAL AUDIT

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

CODE OF CONDUCT

The members of the board and senior management personnel have affirmed the compliance with the Code applicable to them during the year ended March 31, 2018. The Annual Report of the Company contains a Certificate by the Managing Director in terms of Regulation 26 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 based on the compliance declarations received from Independent Directors, Non-Executive Directors and senior management.

Certificate on Compliance with Code of Conduct

I hereby confirm that the Company has obtained from all the members of the Board and management Personnel, affirmation that they have complied with the Code of Conduct for the Financial Year 2017-18.

Sunil Kothari
Managing Director
DIN: 00220940

Place: Delhi
Date: 30 May, 2018

Practising Company Secretary Certificate on Compliance with the Conditions of Corporate Governance pursuant to Regulation 17 to 27 read along with Schedule V(3) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015

To
The Members of
Om Metals Infraprojects Limited

We have examined the compliance of conditions of Corporate Governance by Om Metals Infraprojects Limited, for the year ended on March31, 2018, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule Vof Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Regulation').
The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the 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 explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 17 to 27 and clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the SEBI Listing Regulation for the year ended on March 31, 2018.
We further 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.

For **B K Sharma& Associates**
Company Secretaries
FRN - S2013RJ233500

BRIJ KISHORE SHARMA
(Proprietor)
M. No. : FCS - 6206
COP No.: 12636

PLACE: Jaipur
DATE: 30th May, 2018

INDEPENDENT AUDITOR'S REPORT

To the Members of
OM METAL INFRAPROJECTS LIMITED

Report on the Financial Statement

We have audited the accompanying standalone Ind AS financial statements of OM METAL INFRAPROJECTS LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, including the Statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information. in which are incorporated financial statements of Engineering, Hotel Divisions of the Company audited by other auditors and whose reports have been furnished to us. Our opinion, in so far as it relates to the affairs of such division is based solely on the report of other auditors.

Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit

procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of

a. the statement of Financial Position of the Company as at March 31, 2018,
b. Statement of comprehensive income,
c. Statement of cash flows
d. Statement of changes in equity for the year ended on that date.

Other matter(s)

(i) We did not audit the financial statements of Four unincorporated integrated joint ventures/PF, included in the standalone financial statements, whose financial statements reflect Company's net share in profit of Rs 1354.83 Lacs for the year ended 31 March 2018. These financial statements have been audited by other auditors whose audit reports have been furnished to us, by the management, and our opinion on the standalone financial statements of the Company for the year then ended to the extent they relate to the financial statements not audited by us as stated in this paragraph is based on solely on the audit reports of the other auditors. Our opinion is not qualified in respect of this matter.

(ii) We did not the audit the financial statements of company's overseas branch of Engineering Division located at Nepal reflecting Loss before tax of Rs. 22.26 Lacs for the year ended 31 March 2018, which are incorporated in Engineering Division. These financial statements are audited by branch auditor and certified by the Company's management, as reported by the Branch Auditor of the Engineering Division. In our opinion on the standalone financial statements of the Company for the year then ended to the extent they relate to the financial statements as stated in this paragraph is based solely on, on such management certified financial statements. Our opinion is not qualified in respect of this matter.

(iii) The Financial statements in connection with the trade receivables amounting to Rs. 57.57 Lacs which are subject matters of arbitration proceedings/ negotiations with the project authorities due to some disputes. The management of the company, keeping in view the status and the outcome of arbitration proceedings and the basis of which steps to recover these amounts are currently in process, is confident of recovering the aforesaid dues.Our report is not qualified in respect of these matters.

(iv) Standalone financial statements includes unaudited financial statement of joint operation Om-SPML JV Rawanda, for which we qualify the report.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2016 (“the Order”) issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure 1 a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143 (3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from the branches i.e. Engineering and Hotel Divisions of the Company not visited by us;

c) The report(s) on the accounts of the branch office(s) i.e. Engineering, & Hotel Divisions of the Company audited under section 143 (8) of the Act, by the branch auditors have been sent to us and have been properly dealt with by us in preparing this report.

d) The Balance Sheet, Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

(e) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

(f) On the basis of written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2018, from being appointed as a director in terms of Section 164 (2) of the Act;

(g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. the company has disclosed the impact of pending litigation on its financial position in its Financial Statement as referred in Note no 44 to the Financial Statement.

ii. The Company has made provisions, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on Long Term Contracts including derivative contracts.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.

Place : Delhi
Dated : 30.05.2018

For Mahipal Jain & Co.
Chartered Accountants
Firm Registration No 007284C

{CA Priyank Vijay}
Partner
M.No. 403547

ANNEXURE A TO THE AUDITOR'S REPORT

Annexure referred to in paragraph 1 under the heading of "Report on other legal and Regulatory requirements" of the independent Auditor's Report on the Financial Statements of Om Metals Infra-projects Limited ("The Company'') for the year ended on 31st March 2018.

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of accounts and other records examined by us in the normal course of audit. In preparing the report, we have considered the report made under the aforesaid order by other auditors, who have audited the Financial Statements of the Divisions of Engineering and Hotel of the Company we report that:

(i) In respect of fixed assets:

a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

b. The fixed assets were physically verified during the year by the management in accordance with a program of verification, the frequency of verification is reasonable having regard to the size of the company and the nature of its fixed assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification as compared to books records.

c. The title deeds of all the immovable properties are held in the name of the company except for the below:

Name of Property	Located at	Carrying Value	Title Deed in the name of
Industrial Land & Building	Plot No A -37-38, A-21-22, B -26, Industrial Estate , Kota	3.00	Om Metals & Mineral P Ltd*
Industrial Land & Building	Plot No B -131, IPIA, Kota	[illegible]	Om Structural India P Ltd**
Industrial Land & Building	Special – 1, IPIA, Kota	Land – 2443.82 Building 282.83	Om Rajasthan Carbide Ltd**
Industrial Land & Building	Special – 1A, IPIA, Kota	Land – 1876.18 Building – 47.89	Jupitar Manufacturing P Ltd**
Commercial Building	NBCC Plaza, IVth Floor, Sector -11, Pushp Vihar, Saket, Delhi	2100.00	Pending for registration

*these are the earlier name of "the Company"

** immovable properties i.e. freehold/lease hold land and buildings are held in the name of the Company and such immovable properties has been transferred pursuant to the scheme of amalgamation under section 391 to 394 of the Companies Act 1956, the transfer is through the order of the Hon'ble High Court Rajasthan, Jaipur and are pending for registration in favor of the Company.

(ii) The management has conducted physical verification of inventory at reasonable intervals during the year. No material discrepancies were noticed on the physical verification.

(iii) According to the information and explanations given to us, the company has not granted any loans, secured or unsecured to companies, firms, LLP or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly the provisions of clause 3(iii)(a), (b), and (c) of the order are not applicable to the company and hence not commented upon.

(iv) According to information and explanation given to us and based on the legal opinion obtained by the company that the company being a company engaged in the business of providing infrastructure facilities in terms of section 186, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantee and security as applicable.

(v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

(vi) We have broadly reviewed the books of accounts maintained by the company, pursuant to the Rules made by the Central Govt., for the maintenance of cost records under sub section (1) of section 148 of the Companies Act, in respect of company and are of the opinion that, prima-facia, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determining whether they are accurate or complete.

(vii)(a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax service tax, GST, duty of customs, duty of excise duty, value added tax, cess have not been regularly deposited to the appropriate authorities there have been significant delay in large number of cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable.

(b) According to the information and explanations given to us and the records of the company examined by us, The dues outstanding in respect of income-tax, sales-tax, service tax, duty of excise and Wealth Tax on account of any dispute, are as follows:

Nature of the Statute	Nature of Dues	Forum where dispute is pending	Demand Amount (Rs. in Lacs.)	Amount paid under protest (Rs. in lacs.)	Period to which the amount relates
Central Sales Tax Act, 1956. and Sales Tax/VAT Act of various states	Sales Tax & Entry Tax	Commissioner	241.51	0	1990-91, 2009-10 to 2011-12
		(Appeals)/Tribunal			
		High Court			2003-04
			16.91	0	
Central Excise Act, 1944	Excise Duty	Tribunal (CESTATE)	471.49	0	2009-10 to 2011-12
		Commissioner(Appeal)and Show Case			2000-01 to 2014-15
			605.34	21.5	

Income Tax Act, 1961	Income Tax	ITAT	1.91	1.91	2012-13 & 2013-14
					2007-08 to 2015-16
		CIT Appeal	757.77	361.47	1995-96 & 1976-77
		High Court	31.81	0	
Service tax law , finance Act, 1994	Service Tax	Commissioner	190.56	0	2003-04 to 2005-06 & 2009-10 to 2011-12
		(Appeals)/Tribunal			
Wealth Tax Act.	Wealth Tax	ITAT	0.28	0.28	1992-1993
Kameng	Income Tax	CIT Appeal	14.97	3	2014-15

Note : 1) Amount as per demand orders including interest and penalty wherever mentioned in the order.

(viii) The Company has not defaulted in repayment of loans or borrowings to any bank or financial institution or government during the year. The Company did not have any outstanding debentures during the year.

(ix) The Company did not raise moneys by way of initial public offer or further public offer (including debt instruments). In our opinion, the term loans were applied for the purposes for which the loans were obtained.

(x) No fraud by the Company or on the company by its officers or employees has been noticed or reported during the period covered by our audit.

(xi) In our opinion and according to the information and explanations given to us, the Company has paid/ provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 of the Act read with Schedule V to the Companies Act, 2013.

(xii) In our opinion, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with section 177 and 188 of the Companies Act 2013 where applicable for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.

(xiv) During the year, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures.

(xv) The company has not entered into any non-cash transactions with directors or persons connected with them.

(xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Place : Delhi
Dated : 30.05.2018

For Mahipal Jain & Co.
Chartered Accountants
Firm Registration No 007284C

{CA Priyank Vijay}
Partner
M.No. 403547

Annexure to the Independent Auditor'sReport of even date to the members of Om Metal Infraprojects Limited, on the financial statements for the year ended 31st March 2018

INDEPENDENT AUDITOR'S REPORT

Annexure B

Independent Auditor's report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act"). In preparing the report, we have considered the report made under the aforesaid order by other auditors, who have audited the Financial Statements of the Divisions of Engg. , Real estate,Packaging and Hotel etc. of the Company we report that:

1. In conjunction with our audit of the standalone financial statements of **Om Metals Infraprojects Limited.** ("the Company") as of and for the year ended 31 March 2018, we have audited the internal financial controls over financial reporting (IFCoFR) of the company of as of that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control Over Financial Reporting (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the company's business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the IFCoFR and their operating effectiveness. Our audit of IFCoFR included obtaining an understanding of IFCoFR, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's IFCoFR.

Meaning of Internal Financial Controls over Financial Reporting

6. A company's IFCoFR is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's IFCoFR includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

7. Because of the inherent limitations of IFCoFR, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the IFCoFR to future periods are subject to the risk that IFCoFR may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control Over Financial Reporting (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (ICAI).

For Mahipal Jain & Co.
Chartered Accountants
Firm Registration No 007284C

{CA Priyank Vijay}
Partner
M.No. 403547

Place : Delhi
Dated : 30.05.2018

OM METALS INFRAPROJECTS LIMITED
Balance Sheet as at 31st March,2018

(In Rs.)

	Notes	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
I ASSETS				
Non-current assets				
(a) Property, plant and equipment	4	1103427488.03	1191728704.89	1052389976.46
(b) Investment property	5	504942601.30	502928905.30	504534647.30
(c) Capital work-in-progress		46660751.47	7894166.47	2933603.00
(d) Intangible assets	6	220051.00	237326.00	18000.00
(e) Financial assets				
(i) Investments	7	1769460741.30	1814709780.74	1809031504.35
(ii) Loans	8	1193630711.06	990443529.91	812470494.00
(iii) Other financial assets	9	181684569.75	300684595.21	556524557.00
(f) Current tax assets (Net)	10	78947703.05	69293060.67	47870379.30
(g) Other non-current assets	11	21319699.38	19132642.13	18881841.77
Total non-current assets		4900294316.34	4897052711.32	4804655003.18
Current assets				
(a) Inventories	12	922433014.99	846375871.97	644713218.31
(b) Financial assets				
(i) Investments				
(ii) Trade receivables	13	742942836.67	857118459.06	682754411.76
(iii) Cash and cash equivalents	14	256291120.59	45316013.00	164385376.51
(iv) Bank balances other than (iii) above	15	227126541.95	14710752.97	60932751.00
(v) Loans	16	1074614547.95	1274194330.09	1238335475.25
(vi) Other Financial assets	17	1559305.31	1374295.56	10658703.50
(c) Other current assets	18	259690993.13	297916035.12	376001775.53
Total current assets		3484658360.59	3337005758.17	3177781711.86
Total assets		8384952676.93	8234058469.10	7982436715.04
II EQUITY AND LIABILITIES				
Equity				
(a) Equity share capital	19	96303809.00	96303809.00	96303809.00
(b) Other equity	20	6313974086.12	5934455176.41	5736082455.89
Total equity		6410277895.12	6030758985.41	5832386264.89
Non-current liabilities				
(a) Financial liabilities				
(i) Borrowings	21	333295987.75	302884212.80	106909989.37
(ii) Other financial liabilities	22	168991740.35	201980812.00	353808733.00
(b) Provisions	23	7912839.00	8131105.00	8421693.00
(c) Deferred tax liabilities(Net)	24	33980255.84	53582632.96	42377462.17
Total non-current liabilities		544180822.94	566578762.76	511517877.54

Current liabilities				
(a) Financial liabilities				
(i) Borrowings	25	395660296.13	684253325.92	510142368.13
(ii) Trade payables	26	328886909.46	384641205.24	392705855.73
(iii) Other financial liabilities	27	579948300.65	424787607.19	573646827.76
(b) Provisions	28	80268274.74	5741823.38	16437428.00
(c) Other current liabilities	29	45730177.89	137296757.20	145600092.99
Total current liabilities		1430493958.87	1636720718.93	1638532572.61
Total liabilities		1974674781.81	2203299481.69	2150050450.15
Total equity and liabilities		8384952676.93	8234058469.10	7982436715.04

See accompanying notes to the Standalone Financial Statements
Signed in terms of our report of even date annexed

For Mahipal Jain & Company
Firm`s Registration No. 007284C
Chartered Accountants

Priyank Vijay

Partner
M.No 403547

Place : Delhi
Dated : 30.05.2018

For and on behalf of Board of Directors
Om Metals Infraprojects Ltd.

Dharam Prakash Kothari
(Chairman)
(DIN 00200342)

Sunil Kothari
(Mg.Director)
(DIN 00220940)

Vikas Kothari
(President & Director)
(DIN 00223868)

Reena Jain
(Company Secretary)

S.K.Jain
(CFO)

OM METALS INFRAPROJECTS LIMITED

Statement of Profit and loss for the year ended on 31st March, 2018

(In Rs.)

Particulars	Note No	2017-18	2016-17
I Revenue from operations	30	2980144031.58	2494272163.44
II Other Income	31	143953126.71	140209565.81
III Total Income		**3124097158.29**	**2634481729.25**
IV Expenses:			
Cost of materials consumed	32	974779203.10	1074811507.23
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	33	-53485558.99	-233398650.53
Purchase of Stock in Trade	34	2240131.00	0.00
Excise Duty		37774310.72	60134947.00
Employee benefit expense	35	209040294.77	197020462.04
Financial costs	36	165680872.03	186290088.86
Depreciation and amortization expense	37	119952592.68	114175851.92
Other expenses	38	1188528842.43	958720724.87
Total Expenses		**2644510687.74**	**2357754931.39**
V Profit before exceptional items and tax (III-IV)		479586470.55	276726797.86
VI Exceptional item			
VII Profit/(loss) before tax (V-VI)		479586470.55	276726797.86
VIII Tax expense/ benefits			
(1) Current Income Tax		186935000.00	61436245.20
(2) Income Tax Foreign			5038946.25
(3) Deferred tax (Assets)Liability		-19681943.60	11265290.39
(4) Income Tax/Wealth Tax Expenses Earlier Years		1918010.79	
IX Profit/(Loss) for the year after tax		310415403.36	198986316.02
X Profit/(Loss) from the discontinuing operation		3860805.00	0.00
Profit/(Loss) from the discontinuing (fixed assets)		161806676.40	
Tax expenses/(credit) of discontinuing operation		31715000.00	0.00
Profit/(Loss) from the discontinuing operation (after tax)		133952481.40	0.00
XI Profit for the year		444367884.76	198986316.02
XII Other Comprehensive Income			
A i) Items that will not be reclassified to profit or loss			
a) Re-measurements of the defined benefit plans		417302.00	-156992.00
b) Equity instruments through Other comprehensive income		-187394.25	-16722.95
ii) Income tax relating to items that will not be reclassified to profit or loss		-79566.47	60119.60
Total (A)		150341.28	-113595.35
B i) Items that will be reclassified to profit or loss			
(a) The effective portion of gains and loss on hedging instruments			
(b) Changes in Foreign Currency Monetary Item translation difference account(FCMITDA)			
ii) Income tax relating to items that will be reclassified to profit or loss			
Total (B)		0.00	0.00
Total Other comprehensive income / (loss) (A+B)		150341.28	-113595.35
XIII Total comprehensive income / (loss)		444518226.04	198872720.67
Earning per equity share:			
(1) Basic		4.62	2.07
(2) Diluted		4.62	2.07

Significant Accounting Policies and Notes to the financial statements 1&2

Signed in terms of our report of even date annexed

For Mahipal Jain & Company
Firm`s Registration No. 007284C
Chartered Accountants

For and on behalf of Board of Directors
Om Metals Infraprojects Ltd.

Dharam Prakash Kothari
(Chairman) (DIN 00200342)

Priyank Vijay
Partner
M.No 403547

Sunil Kothari
(Mg.Director)
(DIN 00220940)

Vikas Kothari
(President & Director)
(DIN 00223868)

Reena Jain
(Company Secretary)

S.K.Jain
(CFO)

Place : Delhi
Dated : 30.05.2018

OM METALS INFRAPROJECTS LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET

Statement Of Changes In Equity AS AT 31st March, 2018

A. Equity Share Capital **(In RS.)**

	As at 01.04.2016	Movement during the year	As at 31.03.2017	Movement during the year	As at 31.03.2018
Share Capital	96303809	0	96303809	0	96303809

B. Statement of changes in equity

Particulars	Reserve & surplus					OCI for Acturial loss	OCI for Share valuation	OCI for FCTR	Total
	Capital Reserve	Security Premium Reserve	Revaluation Reserve	General Reserve	Retained Earnings				
Balance as at 1st april 2016	1231810945.25	1224764600.00	2000000.00	237500000.00	3048340918.81				5744416464.06
Ind As adjustments						..			
- Deferred Tax liablity created					(8514491.17)	..			(8514491.17)
- Increase in Value of quoted investment					267638.00				267638.00
- Ind as Adjustment					(87155.00)				(87155.00)
Balance as on 01.04.2016	1231810945.25	1224764600.00	2000000.00	237500000.00	3040006910.64	..			5736082455.89
Profit for the year	0.00	0.00	0.00	0.00	198986316.02	0.00			198986316.02
Other comprehensive income for the year	0.00	0.00	0.00	0.00	0.00	(156992.00)	(16722.95)		(173714.95)
Deferred tax on OCI						54331.79	5787.81		60119.60
Total income for the year	1231810945.25	1224764600.00	2000000.00	237500000.00	3238993226.66	(102660.21)	(10935.14)		5934955176.56
Adjustments related to fixed asset					1500000.00				1500000.00
Amount transferred to general reserve/ retained earnings			(2000000)	7500000	(7500000)				(2000000)
Total comprehensive income for the year as at 31st march 2017	**1,231,810,945**	**1,224,764,600**	**-**	**245,000,000**	**3,232,993,227**	**(102,660)**	**(10,935)**		**5,934,455,176.56**
Dividend on equity share for the year					(52967095.00)				(52967095.00)
Dividend distribution tax					(10780152.00)				(10780152.00)
Profit for the year					444367884.76				444367885
Other comprehensive income for the year						417302.00	(187394.25)	(1252069.47)	(1022162)
Deferred tax on OCI						(144419.88)	64853.40		(79566)
balance as on 31.03.2018	**1,231,810,945**	**1,224,764,600**	**-**	**245,000,000**	**3,613,613,864**	**170221.92**	**(133475.98)**	**(1252069.47)**	6313974086.12

Signed in terms of our report of even date annexed

For Mahipal Jain & Company
Firm`s Registration No. 007284C
Chartered Accountants

Priyank Vijay
Partner
M.No 403547

Place : Delhi
Dated : 30.05.2018

For and on behalf of Board of Directors
Om Metals Infraprojects Ltd.

Dharam Prakash Kothari
(Chairman)
(DIN 00200342)

Sunil Kothari
(Mg.Director)
(DIN 00220940)

Vikas Kothari
(President & Director)
(DIN 00223868)

Reena Jain
(Company Secretary)

S.K.Jain
(CFO)

OM METALS INFOTECH PRIVATE LIMITED

Cash Flow Statement for the year ended March 31, 2018

	Particulars	Year ended 31.03.2018	Year ended 31.03.2017
1	**Cash Flow from operation Activities**		
A	Net Profit before Taxation and Extraordinary Item		
	Contuning operations	479586470.55	276726797.86
	Discontuning operations	165667481.40	0.00
		645253951.95	**276726797.86**
	Add:-		
	Depreciation	119952592.68	114175851.92
	Interest	165680872.03	186290088.86
	Loss on Sales of Investment/ fixed assets	0.00	800,951.18
		285633464.71	**301266891.96**
	Less:-		
	Interest Receipt	106026876.04	93936182.18
	Dividend	2200.00	64.00
	Profit on sale of Fixed Assets	1791288.06	0.00
	Trans Credit	813361.00	
		108633725.10	**93936246.18**
	Operating Profit before working capital changes	822253691.56	484057443.64
	Adjustments for working capital Changes:		
B	(Increase)/decrease of Trade and Other receivable	114175622.39	-174364047.30
	(Increase)/decrease of Inventories	-76057143.02	-201662653.66
	(Increase)/decrease of Other current assets	38225041.99	78085740.41
	(Increase)/decrease of Other Financial Assets	-185009.75	9284407.94
	Short term Loans and Advances	199579782.14	-35858854.84
	Increase/(decrease) of Other Financial Liabilities	155160693.46	-148859220.57
	Increase/(decrease) of Trade and Other Payable	-55754295.78	-8064650.49
	Increase/(decrease) of Other Current Liabilities	-91742871.31	-6731700.79
		1105655511.68	**-4113535.66**
	Less:-		
	Direct Taxes Paid	145865267.43	78742431.07

Net cash flow from operating activities	**(A)**	**959790244.25**	**-82855966.73**
Cash flow from investing activities :			
Sale of PPE		24371756.15	22801226.64
Purchase of PPE		-54897835.36	-275172732.35
Dividend Received		2200.00	64.00
sale/(Purchase) of Investment property		-3016345.00	500000.00
Purchase of Intangible Assets		-105373.00	-256658.00
Profit/loss on sale of Fixed Assets		1791288.06	-800951.18
Decrease/(Increase) in Capital WIP		-38766585.00	-4960563.47
sale/(Purchase) of Investments		45040236.87	-6351989.74
Bank balances other than cash and cash equivalents		-212415788.98	46221998.03
Other Financial Assets		119000025.46	255839961.79
Long term Loans and Advances		-203187181.15	-177973035.91
Interest received		106026876.04	93936182.18
Other Non-Current Assets		-11841699.63	-21673481.73
Net cash flow from/used in investing activities	**(B)**	**-227998425.54**	**-67889979.74**
Cash Flow from financing activities :			
Interest and Bank Commission paid		-165680872.03	-186290088.86
Long Term Borrowings		30411774.95	195974223.43
Other Long Term Liabilities		-33207337.65	-152118509.00
Short Term Borrowings		-288593029.79	174110957.79
Dividend Paid		-52967095.00	0
Dividend Tax Paid		-10780152.00	0
Net cash used in financing activities	**(C)**	**-520816711.52**	**31676583.36**
Increase/(Decrease) in cashand cash equivalents			
A. Cash Flow from Operating Activities		959790244.25	-82855966.73
B. Cash Flow from Investing Activities		-227998425.54	-67889979.74
C. Cash Flow from Financing Activities		-520816711.52	31676583.36

Net Increase / Decrease in Cash Flow During Year	210975107.19	-119069363.11
Cash and cash equivalents at beginning of year	45316013.40	164385376.51
Cash and cash equivalents at end of the year	**256291120.59**	**45316013.40**
Significant Accounting Policies and Notes to the financial	1&2	

As per our Report of even date annexed

For Mahipal Jain & Company
Firm`s Registration No. 007284C
Chartered Accountants

Priyank Vijay
Partner
M.No 403547

Place : Delhi
Dated : 30.05.2018

For and on behalf of Board of Directors

Dharam Prakash Kothari
(Chairman)
(DIN 00200342)

Sunil Kothari
(Mg.Director)
(DIN 00220940)

Vikas Kothari
(President & Director)
(DIN 00223868)

Reena Jain
(Company Secretary)

S.K.Jain
(CFO)

NOTES ANNEXED TO AND FORMING PART OF BALANCE SHEET AS AT 31.03.2018 AND STATEMENT OF PROFIT AND LOSS AND ALSO THE CASH FLOW STATEMENT FOR THE YEAR ENDED ON THAT DATE

1. Company Overview:

Om Metals Infraprojects Limited (Company)is bellwether in the field of turnkey execution - from design , detail engineering , manufacture , supply, installation , testing and commissioning of complete range of Hydro mechanical equipment of hydroelectric power and irrigation projects with its manufacturing facilities located at Kota Rajasthan and project sites.

Company's business is also diversified in following areas:

- Plastic division - Manufacturing of plastic closures for bottles used in water, food and beverages industries.
- Multiplex Division - Sale of ticket (Om Cine Plex). The operation of Multiplex division given to Inox Leisure Limited on Fixed sharing basis ceased with effect from 01.07.2017
- Hotel and Hostel Division
- Real Estate Division

Om Metals Infraprojects Limited is a Public Limited company registered under Companies Act, 1956, listed in Bombay Stock Exchange and National Stock Exchange. The registered office of company is situated at J-28, Subhash Marg, C-scheme , Jaipur-302001.

2 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

2.1 Statement of Compliance

Standalone Financial Statements have been prepared inaccordance with the accounting principles generally acceptedin India including Indian Accounting Standards (Ind AS)prescribed under the section 133 of the Companies Act,2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Accounting
Standards) Amendment Rules, 2016. The aforesaid financialstatements have been approved by the Board of Directors inthe meeting held on 30.05.2018 For all periods up to and including the year ended 31 March 2017, the Company prepared its Standalonefinancial statements in accordance with requirements ofthe Accounting Standards notified under the Companies(Accounting Standards) Rules, 2006 (“Previous GAAP”).These are the first Ind AS Standalone Financial Statements ofthe Company. The date of transition to Ind AS is 1 April, 2016.Refer note 2.24 below for the details of first-time adoptionexemptions availed by the Company.

Basis of preparation and presentation

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company is required to prepare its Standalone Financial Statements as per the Indian Accounting Standards ('Ind AS') prescribed under section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Accounting Standards) Amendment Rules, 2016 with effect from 1 April, 2017. Accordingly, the Company has prepared these Standalone Financial Statements which comprise the Balance Sheet as at 31 March, 2018, the Statement of Profit and Loss, the Statements of Cash Flows and the Statementof Changes in Equity for the year ended 31 March, 2018, and accounting policies and other explanatory information (together hereinafter referred to as “Standalone Financial Statements” or “financial statements”).

The Standalone Financial Statements have been prepared on the historical cost basis except for certain financial

instruments measured at fair values at the end of eachreporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an assetor paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes in to account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for sharebased payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 17, and measurements that have some similarities to fairvalue but are not fair value, such as net realizable value in Ind AS 2 or value in use in Ind AS 36. In addition, for financial reporting purposes, fair value measurements are categorized into Level 1,2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurements in its entirety, which are described as follows:
Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
Level 2 inputs are inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly; and
Level 3 inputs are unobservable inputs for the asset or liability.

2.2 Basis of classifications of current and non current

All the assets and liabilities have been classified as current or non-current in the balance sheet,

An asset has been classified as current if (a) it is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle; or (b) it is held primarily for the purpose of being traded; or (c) it is expected to be realized within twelve months after the reporting date; or (d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date. All other assets have been classified as non-current.

A liability has been classified as current when (a) it is expected to be settled in the Company's normal operating cycle; or (b) it is held primarily for the purpose of being traded; or (c) it is due to be settled within twelve months after the reporting date; or (d) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. All other liabilities have been classified as non-current.
Deferred tax assets and liabilities are classified as non-current assets and liabilities.

2.3 Revenue Recognition

Revenue is recognized to the extent it is probable that the economic benefits will flow to the company and the Revenue can be reliably measured. The company recognizes revenue on sale of products, net of discounts, rebates granted, returns and duties when the products are delivered to customer which is when significant risk and rewards of ownership pass to the customer. Revenue from operations (gross) is net of adjustments on account of cancellation / returns. Revenue is measured at fair value of the consideration received or receivable.

Sales tax/Value added tax (VAT)/Goods and Service Tax (GST) is not received by the company on its own account.

Rather, its is tax collected on value added to the commodity/ services by the seller on behalf of the Government. Accordingly, it is excluded from revenue. However such tax expense is included in cost where Company is not availing any tax credit of the same.

A. Engineering Division

i) **Accounting of Turnkey Projects**:-

In case of item rate contracts, physical measurement of work actually completed becomes the basis of running bills approved by the awarders at the balance sheet date. Escalation and erection receipts are accounted for on the basis of bills/invoices acknowledged or paid by the project authorities. As per Ind AS-18, Revenue should be recognized by Stage of Completion Method. In case of the company, Stage of completion is determined by running bills approved by the awarder.

ii) **Accounting of supply contract for sales of goods**:-

Revenue from supply contract is recognized when following conditions are satisfied -:

a. the Company has transferred to the buyer the significant risks and rewards of ownership of the goods;
b. the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
c. The amount of revenue can be measured reliably;
d. It is probable that the economic benefits associated withthe transaction will flow to the Company; and
e. The costs incurred or to be incurred in respect of the transaction can be measured reliably.

iii) **Accounting policy for claims**:-

Claims are accounted as income in the period of receipt of Arbitration award or acceptance by client or evidence of acceptance received by client or evidence of payment received. Interest awarded, being in the nature of additional compensation under the terms of the contract, is accounted as contract revenue on receipt of favorable award.

iv) **Accounting for Joint venture Contracts**:-

- Contracts executed in joint venture under work sharing arrangement (Consortium) are accounted in accordance with the Accounting policy followed by the company as that of an independent contracts to the extent of company's share in the work executed.
- In respect of contract executed in joint ventures under profit sharing arrangement (Assessment as AOP/Firm under Income Tax Laws) , the services rendered to the Joint Ventures are accounted as income on accrual basis. The profit/Loss is accounted for, as and when it is determined by the Joint Venture and the net investment in the Joint venture is reflected as investment, loans and advance or current liabilities.
- Profit from those joint ventures which are Firms, are accounted directly in investment accounts and respective investment get increased.
- Joint Operations are consolidated line by line in standalone financial statements in proportionate share of company.

B. Packaging Division,OM CINE PLEX /Hostel/Hotel (discontinued from 01.07.2017)

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the

company and the Revenue can be reliably measured. Revenue from operations (gross) is net of adjustments on account of cancellation / returns.

C. Real Estate Division

A. For projects commenced on or after 1-April-2012 and also to projects which have already commenced but where revenue is being recognized for the first time on or after 1-April-2012.

Revenue from constructed properties/project is recognized in accordance with the "Revised guidance note issued by the institute of Chartered Accountants of India ("ICAI") on "Accounting for Real Estate Transaction (Revised 2012).The estimates of salable area and cost are revised periodically by the management. The effect of such changes to estimates is recognized in the period such changes are determined. As per this guidance Note, the revenue have been recognized on percentage of completion method provided all of the following conditions are meet at the reporting date:-

i) Required critical approvals for commencement of the project have been obtained.

ii) At least 25% of estimated construction and development cost (Excluding land cost) have been incurred.

iii) At least 25% of the saleable project area is secured by the agreements to sell/application form (containing salient terms of the agreement to sell) and .

iv) At least 10% of the total revenue as per agreement to sell are realized in respect of these agreements .

B. COST OF REVENUE:

Cost of constructed properties/project includes cost of land (including cost of development right/land under agreements to purchase) estimated internal development charges, direct overheads construction costs and development/construction materials, which is to the statement of profit and loss based on the revenue recognized as per the accounting policy, in consonance with the concept of matching costs and revenue, final adjustment is made upon completions of the specific project. Cost incurred /items purchased specifically for projects are taken as consumed as and when incurred/received.

C. UNBILLED RECEIVABLE:

Unbilled receivables disclosed under note no 18 & 49A . "Trade Receivable" represents revenue recognized based on percentage of completion method over and above the amount due as per the payment plans agreed with the customer

D. Revenue from Electricity Sales

Income from sale of electricity generated has been recognized on the basis of actual unit generated and transmitted to the SEB as per power purchase agreement.

E. Dividend Incomes:-

Revenue is recognized when the shareholder's right to receive payment is established (provided that it is probable that the economic benefit will flow to the company and the amount of income can be measured reliably). Dividend from subsidiaries is recognized even if the same is declared after the balance sheet date but pertains to period on or before the date of balance sheet as per the Companies Act., 2013.

F. Interest Income:-

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on, time basis, by

reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

2.4 Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as a lessor

Rental income from operating leases is recognised on straight-line basis over the term of the relevant lease. Initial direct cost incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on straight-line basis over the lease term.

The Group as a lessee

Assets held under finance leases are initially recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated balance sheet as a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in Consolidated Statement of Profit and Loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Group's general policy on borrowing costs. Contingent rentals are recognised as expenses in the periods in which they are incurred.

Lease payments under an operating lease shall be recognised as an expense on a straight-line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

2.5 Foreign currency Transaction:

The Functional and reporting currency of the company is INR. Transactions other than functional currency are treated as foreign currency transactions.

i) Initial Recognition
Foreign currency transactions are recorded in the functional currency, by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction.
ii) Conversion
Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.
iii) Treatment of Exchange Differences

Exchange differences arising on settlement/restatement of short term foreign currency monetary assets and liabilities of the Company are recognized as income or expense in the Statement of Profit and Loss.

Exchange differences arising on long-term foreign currency monetary items related to acquisition of a fixed asset are capitalized and depreciated over the remaining useful life of the asset. Exchange differences arising on other long-term foreign currency monetary items are accumulated in the "Foreign Currency Monetary Translation Account" and amortized over the remaining life of the concerned monetary item.

iv)Translation of Foreign operation

The results and financial position of a foreign operation (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Assets and liabilities for each balance sheet presented (i.e. including comparatives) are translated at the closing rate at the date of that balance sheet;
- Income and expenses for each statement of profit and loss presented (i.e. including comparatives) are translated at average exchange rates; and
- All resulting exchange differences have been recognised in other comprehensive income.

On disposal of a foreign operation, the associated exchange differences are re-classified to profit or loss, as part of the gain or loss on disposal.

Cumulative currency translation differences for a foreign operation are deemed to be zero at the date of transition, viz., April 01, 2016. Gain or loss on a subsequent disposal of any foreign operation excludes translation differences that arose before the date of transition and includes only translation differences arising after the date of transition.

2.6 Borrowing costs:

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use..

All other borrowing costs are recognized in the Statement of Profit and Loss in the period in which they are incurred.

The Company determines the amount of borrowing costs eligible for capitalization as the actual borrowing costs incurred on that borrowing during the period less any interest income earned on temporary investment of specific borrowings pending their expenditure on qualifying assets, to the extent that an entity borrows funds specifically for the purpose of obtaining a qualifying asset. In case if the Company borrows generally and uses the funds for obtaining a qualifying asset, borrowing costs eligible for capitalization are determined by applying a capitalization rate to the expenditures on that asset.

The Company suspends capitalization of borrowing costs during extended periods in which it suspends active development of a qualifying asset.

2.7 Retirement and other employee benefits:

(a) Payment to defined contribution retirement benefit plans are recognized as an expense when

employees have rendered service entitling them to the contributions.

(b) Provident fund of the Company is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid.

(c) Pension Fund of the Company is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid.

(d)Gratuity liability is a defined benefit obligation of the company. The Company provides for gratuity to all eligible employees as calculated by actuarial valuer. The benefit is in the form of Lump sum payments to vested employees on resignation, retirement, on death while in employment or on termination of employment of and amount equivalent to 15 days basic salary payable to each completed year of services. Vesting occurs upon completion of 5 years of services. The company has not made annual contributions to funds administered by trustees or managed by insurance companies.

(e) Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. The Company presents the entire leave as a non current liability in the balance sheet,

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefits expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income and such re-measurement gain / (loss) are not reclassified to the statement of profit and loss in the subsequent periods. They are included in retained earnings in the statement of changes in equity.

2.8 TAXATION:

Tax expense comprises of current tax, deferred tax and Dividend Tax which are described as follows -:

(a) Current Tax

Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates. Current tax is calculated using tax rates that have been enacted or substantively enacted by the end of reporting period. Current Tax is generally charged to profit & loss except when they relate to items which are recognized in other comprehensive income or equity.

(b) Deferred Tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred Tax is generally charged to profit & loss except when they relate to items which are recognized in other comprehensive income or equity.

Deferred tax asset and deferred tax liabilities are off-set if a legally enforceable right exist to set-off current tax asset against current tax liabilities and the deferred taxes relates to the same taxable entity and the same taxation authority.

(c) Dividend Tax

Tax on distributed profits payable in accordance with the provisions of section 115 O of the Income Tax Act., 1961 which is accounted in the year in which dividend get declared.

2.9 Property, Plant and Equipment

PROPERTY, PLANT & EQUIPMENT is recognized when it is probable that future economic benefits associated with the items will flow to the company and the cost of the item can be measured reliably.

PROPERTY, PLANT &EQUIPMENTS are stated at cost net of Cenvat less accumulated depreciation and impairment losses, if any. Cost of acquisition is inclusive of freight, duties, attributable overheads, taxes and incidental/preoperative expenses and interest on loans attributable to the acquisition of assets up to the date of commissioning of assets.

Assets in the course of construction are capitalized in the assets under construction account. At the point when the asset is operating at management's intended use, the cost of construction is transferred to the appropriate category of the PROPERTY, PLANT & EQUIPMENT and depreciation commences.

Capital subsidy received against specific assets is reduced from the value of relevant PROPERTY, PLANT & EQUIPMENT.

Free hold land is carried at historical cost.

Leasehold land is not amortized as all leasehold land is on 99 years lease with local authority and such leasehold land is outside the scope of Ind AS-16.

All other items of property plant and equipment are stated at historical cost. Historical cost includes expenditure that is directly attributable to the acquisition of items.

Subsequent costs are included in assets carrying amount or recognized as a separate asset, as the case may be,

only when it is probable that future economic benefits with the PROPERTY, PLANT & EQUIPMENT will flow to the entity and cost of the item will be measured reliably.
Carrying amount of component is recognized as a separate asset. Such component is derecognized when replaced.
Items of stores and spares that meet the definition of property, plant and equipment are capitalized at cost. Otherwise, such items are classified as inventories.

Repairs and maintenance are charged to profit and loss account as and when they are incurred.

An items of PROPERTY, PLANT & EQUIPMENT is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of asset. Any gain or loss arising on the disposal or retirement of an item of PROPERTY, PLANT & EQUIPMENT is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in statement of profit & loss.

Transition to IND AS

- On transition to Ind AS, Company elected to continue with the carrying value of all its PROPERTY, PLANT & EQUIPMENT recognized as at 1st April, 2016 as per previous GAAP and use that carrying value as the deemed cost of property, plant and equipment less accumulated depreciation and cumulative impairment on the transition date of April 1, 2016.
- Such deemed cost exemption has been availed by the company as per para D-5 of Ind AS-101 First time adoption of Ind AS.

Depreciation and estimates

- Depreciation is calculated using written down value method to allocate their cost, net off there residual value (In Cineplex division depreciation is provided on SLM basis).
- The useful life of asset has been taken as specified in schedule II of Companies Act, 2013
- The residual value is not more than 5% of asset.
- The residual value is taken after considering the restoration cost.
- The assets' residual values and useful lives of the assets are reviewed and adjusted if appropriate at the end of each reporting period.

Class of Assets	Years
Building	15 to 50 years
Plant & Machinary	3 to 15 years
Furniture & Fixtures	3 to 10 years
Vehicles	4 to 5 years
Office Equipments	3 to 10 years

2.10 Intangible Assets

Intangible assets (which comprises of software acquired) and depreciation /amortization on WDV method as per Companies Act 2013 and impairment losses if any.

Amortization is recognized on a written down value basis over their estimated useful lives. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulatedimpairment losses.

Transition to IND AS

- On transition to Ind AS, Company elected to continue with the carrying value of all its Intangible Assets recognized as at 1st April, 2016 as per previous GAAP and use that carrying value as the deemed cost of Intangible assets less accumulated depreciation and cumulative impairment on the transition date of April 1, 2016.
- Such deemed cost exemption has been availed by the company as per para D-5 of Ind AS-101 First time adoption of Ind AS.

2.11 Capital Work in Progress

Capital work in progress are stated at cost and inclusive of preoperative expenses, project development expenses etc.

2.12 Expenditure on New project and substantial expansion

Expenditure directly relating to construction activity is capitalized. Indirect expenditure incurred during construction period is capitalized as part of the indirect construction cost to the extent to which the expenditure is indirectly related to construction or is incidental thereto. Other indirect expenditure (including borrowing costs)incurred during the construction period which is neither related to the construction activity nor is incidental thereto is charged to the statement of profit and loss. Income earned during construction period is deducted from the total of the indirect expenditure.

2.13.Impairment of Non-Financialassets:

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 in the Statement of Profit and Loss whenever the carrying amount of an asset or a cash generating unit exceeds its recoverable amount. The recoverable amount of the assets (or where applicable, that of the cash generating unit to which the asset belongs) is estimated as the higher of its net selling price and its value in use. A previously recognized impairment loss is increased or reversed depending on changes in circumstances.

However the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

2.14 INVENTORIES

Inventories are valued as follows:-

(A)	(a)	Raw Material, Stores & Spares, Components, construction material.	At cost (FIFO method) or net realizable value, whichever is lower.
	(b)	Process Stocks	At cost or net realizable value, whichever is lower. Cost for this purpose includes direct material cost plus appropriate share of manufacturing overheads allocated on absorption cost basis.
	(c)	Finished Goods	At Cost or net realizable value, whichever is lower. Cost for this purpose includes direct material cost plus appropriate share of overhead.
	(d)	Goods in transit	Are stated at actual cost plus freight, if any.
	(e)	Stores & spares	At Cost or net realizable value, whichever is lower.

* Net realizable value is estimated selling price in the ordinary course ofbusiness.

Hotel/Hostel Division :

Stock of operating supplies i.e. crockery, cutlery, glassware, utensils, linen etc. in circulation are written offas and when issued from the stores .

2.15 Provisions, contingent liabilities & Assets:

A Provision is recognized when an enterprise has a present obligation as a result of past event, it is probable that an outflow of resources will be required to settled the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not disclosed to its present value and are determined based on best management estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

A contingent liability is a possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the enterprise.

A contingent asset is a possible asset that arises from past events the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the enterprise.

Other contingent liabilities and assets are not recognized but are disclosed in the notes.

2.16 Financial instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

2.16.1 Financial assets

Initial recognition and measurement

The Company initially recognises loans and advances, deposits, debt securities issues andsubordinated liabilities on the date on which they originate. All other financial instruments (including regular way purchases and sales of financial assets) are recognised on the trade date, which is the date on which the Company becomes a party to the contractual provisions of the instrument. A financial asset or liability is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue.

Classification of financial assets

On initial recognition, a financial asset is classified to be measured at amortised cost, fair value through other comprehensive income (FVTOCI) or FVTPL.

Subsequent measurement

Debt Instruments-

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. For the purposes of subsequent measurement, debt instruments are classified in three categories:

- Debt instruments at amortised cost;
- Debt instruments at fair value through other comprehensive income (FVTOCI);
- Debt instruments at fair value through profit or loss (FVTPL).

Debt instruments at amortised cost

A debt instrument is measured at the amortised cost if both the following conditions are met:
a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.
After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on

acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

Interest free loan to subsidiary & joint ventures is carried at their fair value. For fair valuation 10 year risk free bond rate of Reserve bank of India rate is used. Difference between fair value and actual proceeds is recognized as the capital contribution to subsidiary & joint ventures and added to net investment in subsidiary& joint ventures.

Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:
a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals in the statement of profit and loss. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to the statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Effective interest method

The effective interest method is a method of calculating the amortized cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. Income is recognized on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognized in profit or loss and is included in the 'Other income' line item.

Equity Instruments-

For the purposes of subsequent measurement, equity instruments are classified in two categories:
-Equity instruments measured at fair value through other comprehensive income (FVTOCI)

All equity investments are measured at fair value. The Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument -by-instrument basis. The classification is made on initial recognition and is irrevocable..

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Quoted Investments are subsequently measured at closing quoted price and differences arising is charged to

other comprehensive Income. Unquoted Investments are subsequently measured at intrinsic value of share and any differences arising is charged to other comprehensive Income.

Investment in subsidiaries and joint venture

Investment in subsidiaries is carried at deemed cost in the separate financial statements.

Investment in joint ventures and associates are valued at cost after adjusting impairment.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at mortised cost and FVTOCI debt instruments. The impairment methodology applied depends on whether there has-been a significant increase in credit risk since initial recognition.

2.16.2 Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss (FVTPL) include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Company chooses to subsequently measure it loans and borrowings at amortized cost using the interest rate mentioned in loan agreement of loans taken before 01.04.2017.. Gains and losses are

recognised in profit or loss when the liabilities are de-recognised as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another financial liability from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

2.17 Fair Value Measurement

The Company measures financial instruments, such as, equity instruments at fair value at each reporting date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:
- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.
The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:
- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

- Level 2- Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

- Level 3- Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's management determines the policies and procedures for both recurring fair value measurement, such as instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for disposal in discontinued operation.

External valuers are involved for valuation of significant assets, such as properties and unquoted financial assets, and significant liabilities, such as contingent consideration, if any.

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Company's accounting policies. For this analysis, the management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The management, in conjunction with the Company's external valuers, also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

2.18 Non Current Asset held for Sale and discontinued operations

Non-current assets (or disposal group) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. The criteria for held for sale is regarded met only when the assets is available for immediate sale in its present condition, subject only to terms that are usual and customary for sale of such assets, its sale is highly probable; and it will genuinely be sold, not abandoned.

Non-current assets held for sale are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets.
An impairment loss is recognised for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset(or disposal group), but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset (or disposal group) is recognised at the date of de-recognition.

Property, plant and equipment and intangible assets once classified as held for sale are not depreciated or

amortized.
A discontinued operation is a component of an entity that either has been disposed of, or is classified as held for sale, and:
- represents a separate major line of business or geographical area of operations,
- is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the balance sheet.
Discontinued operations are excluded from the results of continuing operations and are presented as profit or loss before / after tax from discontinued operations in the statement of profit and loss.

2.19 Segment Reporting Policies

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. Chief operating decision maker review the performance of the Company according to the nature of products manufactured traded and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of segments is based on the activities performed by each segment.

2.20 Segment accounting policies

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting financial statements of the Company as a whole.

2.21 Cash and Cash equivalents
Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

2.22 Dividend to equity holders of the Company

The Company recognises a liability to make dividend distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognized directly in equity.

2.23 Earningsper Share

a. Basic EPS

Basic EPS is calculated by dividing the profit attributable to shareholders by the weighted average number of shares outstanding during financial year adjusted for bonus elements in the equity shares issued during the year.

b. Diluted EPS

Diluted EPS adjusts the figures used in the determination of basic EPS to take into account:

- The after income tax effect of interest and other financing costs associated with the dilutive potential equity share and
- The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential shares

2.24 First-time adoption - mandatory exceptions, optional exemptions

These are the Company's first financial statements prepared in accordance with Ind AS. The significant accounting policies set out in note 2 have been applied in preparing the financial statements for the year ended March 31, 2018, the comparative information presented in these financial statements for the year ended March 31, 2017 and in the preparation of an opening Ind AS balance sheet as at April 01, 2016 (the date of transition). In preparing its opening Ind AS balance sheet, the Company has adjusted the amount reported previously in financial statements prepared in accordance with the Accounting Standards notified under Section133 of the Companies Act, 2013, read with paragraph 7 of the Companies (Accounts) Rules, 2014 (previous GAAP or Indian GAAP).
An explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows is set out in the following tables and notes.

(a) Optional exemptions applied

Ind AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under IndAS. The Company has applied the following exemptions:

(i) Business combinations
Ind AS 101 provides the option to apply Ind AS 103 prospectively from the transition date or from a specific date prior to the transition date. This provides relief from full retrospective application that would require restatement of all business combinations prior to the transition date. The Company elected to apply Ind AS 103 prospectively to business combinations occurring after its transition date. Business combinations occurring prior to the transition date have not been restated.

(ii) Deemed cost
Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment (PROPERTY, PLANT &EQUIPMENT) as recognized in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for decommissioning liabilities in case there is no change in the functional currency. This exemption can also be used for intangible assets covered by Ind AS 38 'Intangible Assets'.

(iii) Investment in subsidiaries and joint venture
As per Ind AS 27, investment in subsidiaries and joint venture needs to be accounted into the books either at cost or at value determined in accordance with Ind AS 109. If a first time adopter measures such an investment at cost in accordance with Ind AS 27, it shall measure its investment at one of the following amounts in its separate opening balance sheet:

- Cost determined in accordance with the Ind AS 27; or
- Deemed cost

Deemed cost shall be either:
(a) The fair value at the entity's date of transition to Ind AS; or
(b) The carrying value as per the previous GAAP at the date of transition.

A first time adopter may choose either (a) or (b) above to measure its investment in each subsidiary and joint venture.

(b) Ind AS mandatory exceptions applied

(i) Estimates
An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies),unless there is objective evidence that those estimates were in error.

Ind AS estimates as at April 01, 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP. The Company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP:

-Investment in equity instruments carried at FVTPL or FVTOCI;
-Investment in debt instruments carried at FVTPL; and
-Impairment of financial assets based on expected credit loss model.

(ii) De-recognition of financial assets and liabilities

Ind AS 101 requires a first-time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS.
However, Ind AS 101 allows a first-time adopter to apply the derecognition requirements in Ind AS 109 retrospectively from a date of the entity's choosing, provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities, derecognised as a result of past transactions, was obtained at the time of initially accounting for those transactions. The Company has elected to apply the de-recognition provisions of Ind AS 109, prospectively from the date of transition to Ind AS.

(iii) Classification and measurement of financial assets
Ind AS 101 requires an entity to assess classification and measurement of financial assets (investment in debt instruments)on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

3. Critical judgments and estimates

The preparation of financial statements in conformity with the generally accepted accounting principles (GAAP) requires the management to make judgment, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and Liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

The areas involving critical estimates or judgments are:

- Estimation of current tax expense and payable

- Estimated useful life of Property Plant and equipment
- Estimated Useful life of intangible assets
- Estimation of defined benefit obligations
- Estimation for the value of contingent liabilities
- Recognition of revenue
- Estimation of repayment period of loan to subsidiaries and joint ventures

Key sources of estimation uncertainty and critical accounting judgements

In the course of applying the policies outlined in all notes under section 2 above, the Company is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future period, if the revision affects current and future period.

Key sources of estimation uncertainty

i) Useful lives of property, plant and equipment

Management reviews the useful lives of property, plant and equipment at least once a year. Such lives are dependent upon an assessment of both the technical lives of the assets and also their likely economic lives based on various internal and external factors including relative efficiency and operating costs. Accordingly, depreciable lives are reviewed annually using the best information available to the Management.

ii) Impairment of property plant and equipment

Determining whether the property, plant and equipment are impaired requires an estimate in the value in use of plant and equipment. The value in use calculation requires the Management to estimate the future cash flows expected to arise from the property, plant and equipment and a suitable discount rate in order to calculate present value. When the actual cash flows are less than expected, a material impairment loss may arise

iii) Provisions and liabilities

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events that can reasonably be estimated. The timing of recognition requires application of judgment to existing facts and circumstances which may be subject to change. The amounts are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

iv) Impairment of investments in joint ventures and associate

Determining whether the investments in joint ventures and associate are impaired requires an estimate in the value in use of investments. In considering the value in use, the Management have anticipated the future commodity prices, capacity utilization of plants, operating margins, mineable resources and availability of infrastructure of mines, discount rates and other factors of the underlying businesses / operations of the investee companies. Any subsequent changes to the cash flows due to changes in the above mentioned factors could impact the carrying value of investments.

v) Contingencies

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible but not probable of crystallizing or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognized.

vi) Fair value measurements

When the fair values of financial assets or financial liabilities recorded or disclosed in the financial statements cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgements include consideration of inputs such as liquidity risk, credit risk and volatility. Information about the valuation techniques and inputs used in determining the fair value of various assets and liabilities are disclosed in note 2.23.

vii) Taxes

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

OM METALS INFRAPROJECTS LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET

AS AT 31st March, **2018**

4. Property Plant & Equipment

Particulars	Freehold land	Leasehold land	Buildings (Owned)	Plant and machinery	Furniture and fixtures	Office equipment	Computer	Vehicles	Temprory wodden hut	Tangibles Total
Cost/Deemed cost										
As At 01.04.2016	**127213160.00**	**223900350.50**	**304339161.13**	**959083434.63**	**48890248.63**	**13101331.00**	**12097739.23**	**104875176.73**	**49071927.10**	**1842572528.95**
Addition	0	0	218178003.39	43086827.50	147356.50	2208247.00	825803.96	10542894	183600	**275172732.35**
Deduction	0	0	0	32693073.68	1210	0	0	2242791	0	**34937074.68**
As At 31.03.2017	**127213160.00**	**223900350.50**	**522517164.52**	**969477188.45**	**49036395.13**	**15309578.00**	**12923543.19**	**113175279.73**	**49255527.10**	**2082808186.62**
Addition		0	0	49804678.59	621632.91	620392.86	218623	3632508	0	54897835.36
Deduction		8248269	19066254.85	26986284.61	7894662.41	3180837	1489178	3787607.32	0	70653093.19
As at 31.03.2018	127213160.00	215652081.50	503450909.67	992295582.43	**41763365.63**	12749133.86	11652988.19	113020180.41	49255527.10	2067052928.79
Accumulated Depreciation and Impairment										
As at 01.04.2016		483208.74	**96413209.61**	**502025053.31**	**40503276.75**	**12003051.64**	**10352564.65**	**79736301.69**	**48665886.10**	**790182552.49**
depreciation expenses	0	0	8258655.53	89649090.74	2158061.46	1502492.90	1172530.74	9923359.55	368587.00	**113032777.92**
Deduction	0	0	0	10163191	1149.04	0.00	0	1971508	0.00	**12135848.04**
As at 31.03.2017	**0.00**	**483208.74**	**104671865.14**	**581510953.05**	**42660189.17**	**13505544.54**	**11525095.39**	**87688153.24**	**49034473.10**	**891079482.37**
depreciation expenses	0	0	28092392.09	79416836.58	1514993.85	1084963.22	593327.12	7985181.57	139601	118827295.4
Deduction		483208.74	9473589.41	21310631.81	7487800.28	3021262.80	1244883.00	3259961.00	0.00	46281337.04
As at 31.03.2018	0.00	0.00	123290667.82	639617157.82	36687382.74	11569244.96	10873539.51	92413373.81	49174074.10	963625440.76
Carryng Value										
As at 31.03.2018	127213160	215652081.5	380160241.9	352678424.6	5075982.89	1179888.9	779448.68	20606806.6	81453	1103427488.03
As at 31.03.2017	127213160.00	223417141.76	417845299.38	387966235.40	6376205.96	1804033.46	1398447.80	25487126.49	221054.00	1191728704.89
As at 01.04.2016	127213160.00	223417141.76	207925951.52	457058381.32	8386971.88	1098279.36	1745174.58	25138875.04	406041.00	1052389976.46
useful Life of the Assets (Years)	NA	60-99	30	15.00	10.00	6.00	3.00	(8-15)	3.00	
Method of depreciation	NA	NA	WDV	WDV	WDV	WDV	WDV	WDV	WDV	

Note :

Rs. In Lacs

	Particular	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
1	Leasehold land which is yet to be registered in the company's name	gross Block 6445.41	6445.41	6445.41
2	Temporary Labour Quarter/shed/hut and Faridabad unit are	492.56	492.56	490.71
3	Vehicles includes vehicles registered in the name of a director of the	company 59.06	59.06	59.06
4	Building at Delhi which is yet to be registered in the company's name	2100	2100	2100
5A	Plant & machinery given on rent (Gross Block)	346.51	346.51	346.51
5B	Rent Received on plant & machinery	122.49	49.61	74.95
6	SLM method in cineplex division is applied and the above division is			
7	other Adjustment comprises			
	Foreign Exchange flucation	414.09	-189.87	0
8	Total PPE includes in PPE share in Joint operations	103.949	163.989	171.167
9	Depreciation in Joint operations Kameng and Ujjain calculated by			

Notes

1. Certain Property Plant & Equipment are pledged against borrowings, the details relating to which have been described in Note 21 pertaining to borrowings
2. Capital Work in progress Includes borrowing cost which is capitalized during the year

OM METALS INFRAPROJECTS LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET
AS AT 31st March, 2018

5. Investment property

Particulars	Leasehold land	Leasehold Land Residential	Buildings (Owned)	Tangibles Total
Cost/Deemed cost				
As At 01.04.2016	**486840094.00**	**5828345.02**	**39441166.34**	**532109605.36**
Addition	0		0	**0.00**
Deduction	0	500000	0	**500000.00**
As At 31.03.2017	**486840094.00**	**5328345.02**	**39441166.34**	**531609605.36**
Addition	3418681			**3418681.00**
Deduction		402336	0	**402336.00**
As at 31.03.2018	**490258775.00**	**4926009.02**	**39441166.34**	**534625950.36**
Accumulated depreciation and impairment				
as at 01.04.2016	**0.00**	**0.00**	**27574958.06**	**27574958.06**
depreciation expenses			1105742.00	**1105742.00**
Deduction				**0.00**
as at 31.03.2017	**0.00**		**28680700.06**	**28680700.06**
depreciation expenses			1002649	**1002649.00**
Deduction				
as at 31.03.2018	0.00		29683349.06	29683349.06
Carrying Value				
as at 31.03.2018	490258775.00	4926009.02	9757817.28	504942601.30
as at 31.03.2017	486840094.00	5328345.02	10760466.28	502928905.30
as at 01.04.2016	486840094.00	5828345.02	11866208.28	504534647.30
useful Life of the Assets (Years)	60-99	60-99	(3-60)	
Method of depreciation			WDV	

Disclosure pursuant to Ind AS 40 "Investment Property"

a. Amount recognised in the Statement of Profit and Loss for investment property:

(Rs. In lacs)

Sr. no.	2017-18	2016-17	2015-16
1	72	72	72

b. Fair market value of Investment property

(Rs. In lacs)

Sr. no.	2017-18	2016-17	2015-16
1. Fair Value of investment property (Om metal Auto private limited)	2159.01	2148.06	2148.06
2. A21--22-Industrial Estate Kota	142.85	142.65	142.45
3. A-37-38 Industrial Estate Kota	142.85	142.65	142.45
4. B-26 Industrial Estate Kota	77.06	76.76	76.46
5. Special 1, IPI Kota	1777.77	1777.77	1580.24
6. Residential cum Commercial Land, Deoli	627.7	544.27	536.18

OM METALS INFRAPROJECTS LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET
AS AT 31st March,2018

6. Intangible Assets

Software	
Cost/Deemed cost	
As At 01.04.2016	25714.5
Addition	256658
Deduction	0
As At 31.03.2017	**282372.5**
Addition	105373
Deduction	0
As at 31.03.2018	**387745.5**
Accumulated Amortization and impairment	
as at 01.04.2016	7714.5
Amortization expenses	37332
Deduction	0
as at 31.03.2017	**45046.5**
Amortization expenses	122648
Deduction	
as at 31.03.2018	**167694.5**
Carryng Value	
as at 31.03.2018	220051
as at 31.03.2017	237326
as at 01.04.2016	18000
Useful Life of the assets (Range)	3
MethodOf Amortization	WDV
1. Total Intangible includes in Intangibles share in Joint operations Rs. 0.08, 0.14, 0.36 Lacs in respective years	
2. Depreciation in Joint operations Kameng and Ujjain calculated by written down value method as per Income Tax Act,1961	

OM METALS INFRAPROJECTS LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET
AS AT 31st March. 2018

7. Investments (non current)							
		As at 31.03.2018		**As at 31.03.2017**		**As at 01.04.2016**	
Particular	**Paid up value**	**No. of Shares**	**Value In Rs.**	**No. of Shares**	**Value In Rs.**	**No. of Shares**	**Value In Rs.**
Investment in equity investments							
Ordinary Share (Fully paid up)							
Joint Ventures / Associates(At cost or deemed cost)							
Sanmati Infra Developers Pvt. Ltd.	10.00	500000	5000000.00	500000	5000000.00	500000	5000000.00
Sanmati Infra Developers Pvt. Ltd. (Share Warrents)	10.00	450000	4500000.00	450000	4500000.00	450000	4500000.00
Bhilwara Jaipur Toll Road P. Ltd.	10.00	3382208	530748166.00	3382208	530748166.00	3382208	508970060.00
Bihar Logistics P. Ltd.	10.00	5000	188637.00	5000	188637.00	0	0.00
Gujrat Warehousing P. Ltd.	10.00	5000	167876.00	5000	167876.00	0	0.00
Uttar Pradesh Logistics P. Ltd.	10.00	5000	69324.00	5000	69324.00	0	0.00
West Bengal Logistics P. Ltd.	10.00	5000	50000.00	5000	50000.00	0	0.00
Om Kerui Joint Venture Pvt. Ltd.	10.00	0	0.00	9900	99000.00	0	0.00
Gurha Thermal Power Company Ltd.	10.00	25000	250000.00	25000	250000.00	25000	250000.00
Om Gaima Projects P Ltd.	10.00	0	0.00	0	0.00	10199	1198783.00
			540974003.00		**541073003.00**		**519918843.00**
Others							
Add-Elcina Electronics Pvt. Ltd.	1.00	0	0.00	26000	26000	26000	26000
Sun Boarn Energy Pvt. Ltd.	10.00	0	0.00	10000	100000	10000	100000
			0.00		126000.00		126000.00

OTHER INVESTMENTS (QUOTED)							
(At fair Value through OCI)							
Investments in Equity Instruments							
Manglam Timber Ltd.	10.00	800	17920.00	800	22800.00	800	13760.00
Reliance Capital Ltd.	10.00	3	1270.50	3	1845.00	3	1103.00
Reliance Communication Ltd.	5.00	60	1305.00	60	2298.00	60	2994.00
Reliance Infrastructure Ltd.	10.00	4	1707.00	4	2274.00	4	2123.00
Reliance Power Ltd	10.00	15	542.25	15	720.00	15	745.00
Reliance Industries Ltd.	10.00	100	88280.00	100	263840.00	100	207820.00
State Bank of India	10.00	50	12505.00	50	14630.00	50	9685.00
Century Enka Ltd.	10.00	20	6031.00	20	8548.00	20	3448.00
ICICI Corporate Bond	22.81		0.00		0.00	328764	7592000.00
			129560.75		**316955.00**		**7833678.00**

7. Investments (non current) - Continued							
	Paid up value	As at 31.03.2018		As at 31.03.2017		As at 01.04.2016	
Particular		No. of Shares	Value In Rs.	No. of Shares	Value In Rs.	No. of Shares	Value In Rs.
Investment in Government securities (unquoted)							
(At Amortized Cost)							
National Saving Certificate (Deposited							
with in Sales Tax Dept. interest is to be			30000.00		30000.00		30000
adjusted on realisation)							
			30000.00		30000.00		30000.00
Investment in Subsidiaries(Unquoted)(At cost or deemed cost)							
Om Metals Consortium Pvt. Ltd.	10.00	2352860	676614053	2352860	676614053.00	2352860	667334284.00
Om Metals Real Estate Pvt. Ltd.	10.00	10000	49893266	10000	49893266.00	10000	49893266.00
Odisha Marine Services Pvt. Ltd.	10.00	0	0.00		0.00	5100	51000
Sky wave Impex Ltd	10.00	0	0.00		0.00	450237	11706162
Worship Infraproject Pvt. Ltd.(formerly known as Om Metals SPML Infraprojects P. Ltd.)	10.00	99990	19249990.00	4999	49990.00	4999	49990.00
Chahel infrastructure Ltd. (formerly known as Om spml infrastructure limited)	10.00	343092	48844920.00	343092	48844920.00	343092	48844920
			794602229.00		775402229.00		777879622.00
Investment in J V /Partnership (At Cost/ Deemed cost)							
Om Metals SPML Joint Venture Mapanga Rawanda			2103522.81		2600927.64		0
Om Metals Consortium PF(Capital contri.)(Net)			218706501.33		218233035.33		217225368.38
OMML-JSC-JV Kameng(Capital contri.)			160201505.73		246633164.69		280198168.55
SPML Om Metals JV Ujjain			37748907.24		17457770.09		-8907868.50
Om Metal Ray Construction - JV			12327819.44		12836695.99		14727692.92
Om-spml JV Ghana			2636692.00		0		0
			433724948.55		**497761593.74**		**503243361.35**
Grand Total			**1769460741.30**		**1814709780.74**		**1809031504.35**
Quoted							
Aggregate book value			1.30		3.17		78.34
Aggregate market value			1.30		3.17		78.34
Unquoted							
Aggregated carrying value			17693.31		18143.93		18011.98
Investment at Deemed Cost/Cost			17693.01		18143.63		18011.68
Investment at amortized Cost			0.30		0.30		0.30
Investment at Fair Value through other Comprehensive Income			1.30		3.17		78.34
7. Investments (non current) - Continued							

Details Of Investment in Subsidaries

Particular	Metals Consorti	Om Metals Real Estate Pvt. Ltd.
Investment as on 31.03.2016	470100600	100000
Add:Capital contribution in form of Interest free loan	197233684	49793266.00
Investment as on 01.04.2016	**667334284**	**49893266**
Add:Capital contribution in form of Interest free loan	9279769	
Add: Investment Purchased/(sold)	0	
Investment as on 31.03.2017	**676614053**	**49893266**
Add:Capital contribution in form of Interest free loan		
Add: Investment Purchased/(sold)		
Investment as on 31.03.2018	**676614053**	**49893266**

Details Of Investment in Joint Ventures

Particulars	Bihar Logistics P. Ltd.	Gujrat Warehousing P.Ltd.	Uttar Pradesh Logistics P.Ltd.	Bhilwara Jaipur Toll Road Pvt. Ltd.
Investment as on 31.03.2016				**508970060.00**
Add:Capital contribution in form of Interest free loan				
Investment as on 01.04.2016		**0**	**0**	**508970060**
Add:Capital contribution in form of Interest free loan	50000	50000	50000	21778106
Add: Investment Purchased/(sold)	138637	117876.00	19324.00	
Investment as on 31.03.2017	**188637.00**	**167876.00**	**69324.00**	**530748166.00**
Add:Capital contribution in form of Interest free loan				
Add: Investment Purchased/(sold)				
Investment as on 31.03.2018	**188637.00**	**167876.00**	**69324.00**	**530748166.00**

1. The company has issued an under taking to associate bankers for non – disposal of its investment in an Joint Venture (Bhilwara Jaipur Toll Road Pvt. Ltd) till date entity repay its debts as follows:

Name of Banker	2017-18		2016-17	
	No of Shares	Amount	No of Shares	Amount
1. Pledged (lender bank of BJTR private limited)				
Total share	1321437	199051247	1321437	199051247
2. To be Pledged (lender bank of BJTR private limited)				
Total share	403487	60523050	403487	60523050

Note- details as furnished by company secretory of BJTR private limited

OMMETALS INFRAPROJECTS LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET

AS AT 31st March, 2018

8. Loans (Non Current) (unsecured)					**(in Rs.)**
			As at	**As at**	**As at**
Particulars			**31.03.2018**	**31.03.2017**	**01.04.2016**
Unsecured, Considered good unless otherwise stated					
Loans and Advances to Related Parties					
(i) To Subsidiaries			895261228.40	839218236.91	752789324.00
(ii) To Joint Ventures/Associates			298369482.66	151225293.00	59681170.00
			1193630711.06	**990443529.91**	**812470494.00**
Note:					
Considered good			1193630711.06	990443529.91	812470494.00
Loans to related parties*			1193630711.06	990443529.91	812470494.00
*for business purpose					
Details of loans and advance in the nature of loan to subsudary and joint venture					
Subsidaries					
Om metals consortium private limited			677866162.91	594976590.00	792210274.50
Add: Disbursement during the year			0.00	38742309.93	0.00
Add: Interest			50297668.39	44147263.00	0.00
Less: Capital Contribution in form of Interest Free Loans/tds			5029766.9	0.02	197233684.50
			723134064.40	**677866162.91**	**594976590.00**
Om metals Real Estate private limited			161352074.00	150206734.00	200000000.00
Add: Disbursement during the year			0.00		
Add: Interest			11972322.22	11145340.00	
Less: Capital Contribution in form of Interest Free Loans			1197232.22	0.00	49793266.00
			172127164.00	**161352074.00**	**150206734.00**
Orrisa Marine Service Private Limited			0	0	7606000
Total advances to Subsidaries			**895261228.40**	**839218236.91**	**752789324.00**
Joint Ventures					
Bihar Logistics Pvt. Ltd JV-50%			8212431	578797.00	0
GURHA TERMAL POWER COMPANY LTD			66234778	59151802.00	52398720
Gujrat Warehousing Pvt Ltd JV-50%			39208459	492124.00	0
Uttar Pradesh Logistics Pvt Ltd-JV-50%			91971	80676.00	0
Om Metals Bangal Food Parkl JV			0	0	7282450
Bhilwara Jaipur Toll Road Private Limited			184621844	90921894	
Total advances to Joint Ventures			**298369482.66**	**151225293.00**	**59681170.00**

OMMETALS INFRAPROJECTS LIMITED
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9. Other financial Assets (Non Current)

(in Rs.)

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Security Deposits*	88199714.11	95229147.67	217569498.00
Fixed Deposit with Banks	93484855.64	205455447.54	338955059.00
	181684569.75	**300684595.21**	**556524557.00**
Security Deposit with related party (interest free)			
Name			
Om Auto motors Private limited	7000000	4000000	4000000
Om hydromech private limited	35000000.00	35000000.00	3500000.00
Jupiter metal private limited	0	0.00	4000000.00
little Star finance private limited	3500000	3500000	3500000
Sanyon properties private limited	17000000	17000000	17000000
C.P. Kothari		0	1000000
D.P. kothari	1500000	1500000	1500000
Anita Kothari	2000000	2000000	2000000

10. Current tax Assets(Net)

(i) Income taxes paid (Net of Provision)	78947703.05	69293060.67	47870379.30
	78947703.05	**69293060.67**	**47870379.30**

11. Other non Current Assets (Unsecured)

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Capital Advance		0.00	2633035.30
Others Loans and Advances(Prepaid)	357129.00	9522438.13	6638602.47
Other(including amount deposited with Govt. authority	20962570.38	9610204.00	9610204.00
	21319699.38	**19132642.13**	**18881841.77**

12. INVENTORIES (at lower of cost and net relisable value)						
Raw Material (at cost)			108174731.53	85232698.76	116266152.4	
Work in Progress (at cost)			672083291.09	649552411.40	471756136.5	
Finished Goods			140329157.58	109374478.28	53772102.61	
Store & spares (at cost)			1845834.79	2216283.53	2918826.77	
			922433014.99	**846375871.97**	**644713218.31**	

Note:
Inventories have been hypothicated as security againest certain bank borrowings of the company

Cost of inventory recognised as an expense

Particulars	2017-18	2016-17	2015-16
Cost of Material Consumed	974779203.10	1074811507.23	618950615.58
Changes in inventories of finished goods, work-in-progress and stock-in-trade	-53485558.99	-233398650.53	4585240.66
Stores and spares consumed	58788429.78	84259793.58	71539439.49
Power and fuel	77796204.94	109984759.69	52192930.37

Details of Stock in Transit			Rs. In lacs	
Particular				
Raw Material	38.31	112.06	124.58	

OM METALS INFRAPROJECTS LIMITED
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13. Trade receivables					**(in Rs.)**
			As at	**As at**	**As at**
Particulars			**31.03.2018**	**31.03.2017**	**01.04.2016**
(Unsecured considered good except to the extent stated)					
Outstanding for a period exceeding 6 months from the date they are					
due for payment					
Considered Good			373898508.24	195220068.22	189064505.9
Considerd Doubtfull				0.00	1408490
Other debtors					
Considered Good			370513355.69	661898390.84	492281415.9
			744411863.93	**857118459.06**	**682754411.76**
Provision for doubtful made			1469027.26		
Total			**742942836.67**	**857118459.06**	**682754411.76**
Ageing of Receivables That are past due but not impaired					
Particulars					
<180 days			370513355.69	661898390.84	492281415.91
>180days			372429480.98	195220068.22	190472995.85
			742942836.67	**857118459.06**	**682754411.76**

In determining the allowances for doubtful trade receivables, the Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and rates used in the provision matrix. There has been no significant change in the credit quality of receivables past due for more than 180 days.

Before accepting any new customer, the Company uses an external credit scoring system to assess the potential customer's credit quality and defines credit limits by customer. Limits and scoring attributed to customers are reviewed once a year. and defines credit limits by customer. Limits and scoring attributed to customers are reviewed once a year.The Company does not generally hold any collateral or other credit enhancements over these balances nor does it have a legal right of offset against any amounts owed by the Company to the counterparty

Trade receivables have been given as Primery security towards borrowings

In determining the recoverability of a trade receivable, the Company considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the end of the reporting period. The concentration of credit risk is limited due to the fact that the customer base is large and mostly unrelated.

14. CASH AND CASH EQUIVALENTS					
Balances with Banks					
On Current Account			227119375.70	16330367.56	64302541.86
On Term Deposit accounts with maturity less then 3 months			26822881.86	25895295.55	98258225
at inception					
On Unpaid Dividend accounts			1348424.40	496601.80	790220.65
Cash in Hand			1000438.63	2593748.09	1034389
			256291120.59	45316013.10	164385376.51
15. Bank Balances Other than cash and cash equivalents					
In term deposit account					
With maturity more than 3 months but less than 12 months			227126541.95	14710752.97	60932751
at inception					
With maturity more than 12 months at inception			93484855.64	205455447.54	338955059
			320611397.59	220166200.51	399887810.00
Amount disclosed under other Financial Assets (Non Current)			93484855.64	205455447.54	338955059
			227126541.95	**14710752.97**	**60932751.00**
Note					
Earmarked balance (In term deposit account)			2461.81	997.10	1800.78
The deposits maintained by the Company with banks comprise of time deposits, which can be withdrawn by the Company at any point without prior notice or penalty on the principal.					
					(in Rs.)
			As at	As at	**As at**
Particulars			**31.03.2018**	**31.03.2017**	**01.04.2016**
16. Loans (Current)					
(Unsecured, Considered good unless otherwise stated)					
Loans and Advances to Related Parties					
(i) To Subsidiary			840365809.5	1085542196.85	1234848781.85
(ii) Joint Venture			180053974.50	117458939.74	0.00
Loans and Advances to Other Party			54194764.00	71193193.50	3486693.40
			1074614548	**1274194330.09**	**1238335475.25**

Details of loans and advance in the nature of loan to subsidiary and joint venture					
Name of company					
Subsidaries					
Om metals consortium private limited			722889456.6	800000000	800000000
Om metal real estate private limited			117389194.00	285455038.00	434761623.00
Chahel Infrastructure limited (Formerly known as Om metal-spml infrastructure private limited)			87158.85	87158.85	87158.85
			840365809.45	1085542196.85	1234848781.85
Joint ventures					
Bhilwara jaipur toll road private limited			**179721242.00**	**117300000.00**	**0.00**
Om keroi joint venture (p) ltd				158939.74	**0.00**
Om-spml JV Ghana			332732.50		
			180053974.50	117458939.74	**0.00**
17. Other Financial Assets(Current)					
Interest Accrued on Fixed Deposits			1559305.31	1374295.56	10658703.5
			1559305.31	1374295.56	10658703.5
18. Other Current assets					
Advances recoverable in cash or or in kind			62296454.85	67120606.46	**126055120.6**
or for value to be received					
Prepaid Expenses			1592432.00	14569678.11	14781116
Balance with customs and central excise authorities etc.			45328732.27	42161373.34	55729242.45
Tax Payment (net of provision of current tax)				58342116.20	83600511.8
Advance to Staff			2951622.52	2178316.91	1425446
Unbilled Receivables (Less Advance Received from Customers)			147521751.49	113543944.10	94410338.68
			259690993.13	297916035.12	376001775.5
			457085531.41	**528711463.78**	**625948430.46**

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19. SHARE CAPITAL			
Particulars	**Figures as at 31.03.2018 (Rs.)**	**Figures as at 31-03-17 (Rs.)**	**Figures as at 01-04-16 (Rs.)**
AUTHORISED			
150000000 Equity Share Of Rs.1/- each	150000000.00	150000000.00	150000000.00
ISSUED,SUBSCRIBED AND PAID UP			
96303809 Equity Share Of Rs.1/- each	96303809.00	96303809.00	96303809.00
Total	96303809.00	96303809.00	96303809.00

Notes:

1 Above issued,subscribed and paidup capital includes :-

(a) 42554000 nos.of fully paid Equity Share of Rs.1/- each were alloted as bonus shares by way of capitalisation of reserves and Profit & Loss Account

(b) 20112659 Shares of Rs. 1 each have been allotted for consideration other than cash, pursuant to the scheme of amalgamation sanctioned by Hon'ble High Court of Rajasthan dated 19.01.2007 to the share holders of erstwhile :-

Om Rajasthan Carbide Limited	5476259
Jupiter Manufacturing Co. (P) Limited	5318400
Om Structurals India (P) Limited	5808000
Om Kothari Cement & Chemicals (P) Limited	1410000
SAH Buildcon (P) Limited	1050000
Richa Builders (P) Limited	1050000
Total :-	**20112659**

2. Rights, preferences and restrictions attached to equity shares .The Company has a single class of equity shares. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

3	Details of Share holders holding more than 5 % equity shares as at 31.03.2018						
		31.03.2018		31.03.2017		01.04.2016	
	Share Holder	No. of Share	Ownership Interest %	No. of Share	Ownership Interest %	No. of Share	Ownership Interest %
1	T.C. Kothari & Sons Family trust	11408180	11.85%	11408180	11.85%	11408180	11.85%
2	C. P. Kothari	6975245	7.24%	6975245	7.24%	6165245	6.40%
3	Sunil Kothari	7150886	7.43%	7150886	7.43%	7150886	7.43%
4	Anita Kothari	5893345	6.12%	5893345	6.12%	5893345	6.12%
5	D.P. Kothari	4858346	5.04%	4858346	5.04%	4858346	5.04%
4	interest , the above share holding represents both legal and benificial ownership of shares.						

OM METALS INFRAPROJECTS LIMITED
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20. Other Equity

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
General reserve	245000000.00	245000000.00	237500000.00
Retained earnings	3613613864.41	3232993226.66	3040006910.64
other comprehensive income			
Re measurments of the net defined benefit plans	170221.92	-102660.21	0.00
Equity instruments through other comprehensive income	-133475.98	-10935.14	0.00
Fctr	-1252069.47		
Other reserve			
Capital Reserve	1231810945.25	1231810945.25	1231810945.25
security premium	1224764600.00	1224764600.00	1224764600.00
Revaluation Reserve		0.00	2000000.00
TOTAL	**6313974086.12**	**5934455176.41**	**5736082455.89**

(i) General reserve

these transfers was to ensure that if a dividend distribution in a given year is more than 10% of the paid-up capital of the Company for that year, then the total dividend distribution is less than the total

transfer anyamount from the surplus of profit or loss account to the General reserves.

(ii) Dividends

The Company declares and pays interm dividends in Indian rupees 337.06 lacs for the year 2017-18 and final dividend Rs. 192.61 lacs for the year 2016-17.

(iii) Capital Reserve

Reserve is created on amalgamation as per statutory requirement for Rs. 81.67 crore and balance Rs. 41.51 crore on account of sales of assets and investments

OM METALS INFRAPROJECTS LIMITED						
NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET						
AS AT 31st March, 2018						
21. Borrowings						
Particulars			As at 31.03.2017		As at 01.04.2016	
	Non-current		**Non-current**		**Non-current**	
(A) TERM LOAN From Banks						
(in Indian currency)	**240515449.45**	172766229.57	10047487.23	35447183.80	42392011.92	36596188.29
(B) TERM LOAN From Banks (overseas)						
In Foreign currency)	34164096.33	259888679.00	239462971.81	0.00	0.00	0.00
(C) TERM LOAN From NBFC						
(in Indian currency)	6163690.97	2765361.19	6267944.76	20930259.69	22920361.45	27707530.17
(D) Unsecured						
Inter Corporate Deposits	52452751.00	0.00	47105809.00	0.00	41597616.00	0.00
(in Indian currency)						
	333295987.75	435420269.76	302884212.8	56377443.49	106909989.37	64303718.46

21. Borrowings- Continued								
Name Of Banker/NBFC/Other	As at 31.03.2018		As at 31.03.2017		As at 01.04.2016			
	Non-current		Non-current		Non-current			
1. Term Loan From SBI (SBBJ)				**121786.00**	**121786.00**	**335224.00**	**Terms of repayments**	Security
2. Loan From HDFC Bank	0.00	0.00	0.00	1590873.36	1590873.36	1575313.56		
3. Loan From HDFC Bank		0.00		679352.56	679352.56	672682.55		
4. Loan From HDFC Bank	256184.15	575708.79	831892.94	524436.02	0.00	0.00	**Loan of Rs. 1370000/- sanctioned on 28.08.2012 for innova Car purchase at Kalisindh. Amount to be repaid in 60 installments of Rs. 30302/- starting from 15.07.2012 at an interest rate of % till 15.07.2017**	**Rupees term loan from bank is secured/to be secured by first charge by way of hypothecation of vehicle and further secured by way of personal guarantees of D.P. Kothari and Sunil Kothari directors of the company and C. P. Kothari(Former Chairman and Relative of Directors)**
5. Loan From HDFC Bank	259265.3	582630.36	841895.66	530735.86	0.00	0.00	Loan of Rs. 4590000/-(Two Loans of Rs. 2295000/- each) sanctioned on 14.03.2015 at Kopili for Plant & Machinery purchase. Amount to be repaid in 35 installments of Rs. 76035/- starting from 15.04.2015 at an interest rate of 10.15 % till 15.02.2018	Rupees term loan from bank is secured/to be secured by first charge by way of hypothecation of Plant & Machinery.
6. Loan From HDFC Bank			0.00	0.00	0.00	242974.66	Loan of Rs. 1960000/- sanctioned on 14.03.2015 at SSNL Gujrat for Plant & Machinery purchase. Amount to be repaid in 35 installments of Rs. 64940/- starting from 15.04.2015 at an interest rate of 10.15 % till 15.02.2018	Rupees term loan from bank is secured/to be secured by first charge by way of hypothecation of Plant & Machinery.
7. Loan From HDFC Bank						134965.99	Loan of Rs. 1600763/- sanctioned on 06.09.2016 at Rampur for Plant & Machinery purchase. Amount to be repaid in 35 installments of Rs. 52443/- starting from 05.10.2015 at an interest rate of 9.60 % till 05.08.2019	Rupees term loan from bank is secured/to be secured by first charge by way of hypothecation of Plant & Machinery.
8. Loan From ICICI Bank						160751.00	Loan of Rs.1620000/-(Two Loans of Rs. 810000/- each) sanctioned on 06.09.2016 at Kota for Plant & Machinery purchase. Amount to be repaid in 35 installments of Rs. 53074/- starting from 05.10.2016 at an interest rate of 9.60 % till 05.08.2019	Rupees term loan from bank is secured/to be secured by first charge by way of hypothecation of Plant & Machinery.
9. Loan From ICICI Bank						121816.00	Loan of Rs.2478000/- sanctioned on 31.10.2013 at Jaipur for Plant & Machinery purchase. Amount to be repaid in 35 installments of Rs. 82503/- starting from 13.08.2013 at an interest rate of 11.15 % till 05.06.2016	Rupees term loan from bank is secured/to be secured by first charge by way of hypothecation of Plant & Machinery.
10. Loan From ICICI Bank						307365.00	Loan of Rs.2060000/- sanctioned on 22.06.2013 at Kalisindh for Plant & Machinery purchase. Amount to be repaid in 35 installments of Rs. 68350/- starting from 05.07.2013 at an interest rate of 10.25 % till 05.05.2016	Rupees term loan from bank is secured/to be secured by first charge by way of hypothecation of Plant & Machinery.

11. Loan From ICICI Bank						307360.00	Loan of Rs.512000/- sanctioned on 06.02.2014 at Jaipur for Bolero purchase. Amount to be repaid in 36 installments of Rs. 17255/- starting from 22.02.2014at an interest rate of 13.01 % till 22.01.2017	Rupees term loan from bank is secured/to be secured by first charge by way of hypothecation of Vehicle.
11. Loan From ICICI Bank					0.00	65078.00	Loan of Rs.388000/- sanctioned on 06.02.2014 at Jaipur for Bolero purchase. Amount to be repaid in 36 installments of Rs. 13076/- starting from 22.02.2014 at an interest rate of 13.01 % till 22.01.2017	Rupees term loan from bank is secured/to be secured by first charge by way of hypothecation of Vehicle.
12. Loan from HDFC Bank	150000000.00	102208219.18					Loan of Rs.900000/- sanctioned on 20.02.2014 at Jaipur for Scorpio purchase. Amount to be repaid in 36 installments of Rs. 29678/- starting from 15.03.2014 at an interest rate of 11.49 % till 15.02.2017	Rupees term loan from bank is secured/to be secured by first charge by way of hypothecation of Vehicle.
13. Loan from HDFC Bank	90000000.00	61324931.51					Loan of Rs.900000/- sanctioned on 20.02.2014 at Jaipur for Scorpio purchase. Amount to be repaid in 36 installments of Rs. 29679/- starting from 15.03.2014 at an interest rate of 11.50 % till 15.02.2017	Rupees term loan from bank is secured/to be secured by first charge by way of hypothecation of Vehicle.
14. Loan from HDFC Bank		8074739.73	8373698.63	32000000.00	40000000.00	32672657.53	Loan of Rs.2060000/- sanctioned on 22.06.2013 at Kalisindh for Plant & Machinery purchase. Amount to be repaid in 35 installments of Rs. 68350/- starting from 05.07.2013 at an interest rate of 10.25 % till 05.05.2016	
Total (A)	240515449.45	172766229.57	10047487.23	35447183.80	42392011.92	36596188.29	Loan of Rs. 25 cr sanctioned on 01.07.2017 at Delhi. Amount to be repaid in 3 years in 10 qtrly installments of at interest rate of 10.4% Rs. 2.5 cr each upro 01.07.2020	Rupees term loan from bank is secured/to be secured by first charge by way of hypothecation of
21. Borrowings-Continued							Loan of Rs. 25 cr sanctioned on 18.12.2017 at Delhi. Amount to be repaid in 2.5 years in 10 qtrly installments of at interest rate of 10.4% Rs. 1.5 cr each upto 01.07.2020	
							repayable to Hdfc from oct 2015 to aprail 2018 in 10 qtrly installments of Rs. 80 Lacs with rate of interest @11.00% fixed for first year and then Base rate+130bps.	Secured by way of hypothecation of plant & machinery and other movable fixed assetsof the plastic packagin unit and guaranteed by promoters i.e. Shri C.P. Kothari, D.P. Kothari and sunil kothari and exclusive charges on land and building at faridabad. Properties in the name of Om hydromech Private limited.
(B) TERM LOAN From Banks (overseas)								
1. Loan from HDFC Bank , behrin	**34164096.33**	**259888679.00**	**239462971.81**	**0.00**	**0.00**	**0.00**		
Total (B)	34164096.33	259888679.00	239462971.81	0.00	0.00	0.00		

C. Term Loan from NBFC(Secured)							**repayable Of HDFC, Behrin In Oct, 2018**	**Secured by way of hypothication of plant & machinery and & personal guranteeof all the directorsof the company and furter secured by LC issued by the indian bank.**
1. Term Loan from Tata Capital	**0.00**	**0.00**	0	**18000000.00**	**18000000.00**	**0.00**		
2. Term Loan from Daimler Financial	1783179.97	983268.19	2766447.76	885648.69	3652096.45	797721.26		
3. Term Loan from Toyota Financial		102039.00	102039.00	622727.00	724766.00	563591.00		
4. Term Loan from Toyota Financial		0.00	0	543499.00	543499.00	498977.00	**Loan of Rs.1,80,00,000/- sanctioned on 21.11.2015 at Delhi for Plant & Machinery purchase. Amount to be repaid till 27.08.2017 at an interest rate of 12.50 %**	**Rupees term loan from bank is secured/to be secured by first charge by way of hypothecation of Plant & Machinery.**
5. Term Loan from Kotak Mahindra Prime	2409672.00	989786.00	3399458.00	878385.00			Loan of Rs.48,00,000/- sanctioned on 22.12.2015 at Mumbai for Purchase of Mercedes Benz. Amount to be repaid in 60 installments of Rs. 102280/- starting from 21.12.2015 till 23.10.2020 at an interest rate of 10.50 %	Rupees term loan from bank is secured/to be secured by first charge by way of hypothecation of Vehicle.
6. Term Loan from Tata Capital						20204809.62	Loan of Rs.1722613/- sanctioned on 13.05.2015 at Jaipur for Purchase of Innova. Amount to be repaid in 36 installments of Rs. 55606/- starting from 20.06.2015 till 20.05.2018 at an interest rate of 10.02 %	Rupees term loan from bank is secured/to be secured by first charge by way of hypothecation of Vehicle.
7. Term Loan from Tata Capital						4898620.29	Loan of Rs.1500000/- sanctioned on 11.12..2014 at Jaipur for Purchase of Altis. Amount to be repaid in 36 installments of Rs. 48110/- starting from 20.04.2015 till 20.03.2018 at an interest rate of 9.58 %	Rupees term loan from bank is secured/to be secured by first charge by way of hypothecation of Vehicle.
8. Term Loan from Toyta Capital						743811.00	Loan of Rs.5000000/- sanctioned on 30.03.2016 at Delhi for car finance. Amount to be repaid in 60 installments of Rs. 108712/- starting from 01.05.2016 till 01.04.2021 at an interest rate of 12 %	Rupees term loan from bank is secured/to be secured by first charge by way of hypothecation of Vehicle.
9. Term Loan from Toyota Financial services india limited	1970839.00	690268.00					Amount of Rs. 15cr sanctioned against machinery purchase	Rupees term loan from bank is secured/to be secured by first charge by way of hypothecation of Plant & Machinery.
							Amount of Rs. 2.5 cr sanctioned against machinery purchase	Rupees term loan from bank is secured/to be secured by first charge by way of hypothecation of Plant & Machinery.
							loan of Rs. 15 lacss sanctioned for car finance , amount to be repaid	Rupees term loan from bank is secured/to be secured by first charge by way of hypothecation of Vehicle
Total (C)	6163690.97	2765361.19	6267944.76	20930259.69	22920361.45	27707530.17	Loan of rs 30 lacs in 48 monthly instalment @ 7.97% at monthly rest for car purchase	Rupees term loan from bank is secured/to be secured by first charge by way of hypothecation of Vehicle
D. Inter Corporate Deposits (Unsecured)								
1. Pondicherry Sez Co. Limited	**52452751.00**	**0.00**	**47105809.00**	**0.00**	**41597616.00**	**0.00**		
Total (D)	52452751.00	0	47105809.00	0.00	41597616.00	0		
							There is no repayment schedule specified.	
Total (A+B+C+D)	333295987.75	435420269.8	302884212.80	56377443.49	106909989.37	64303718.46		

OM METALS INFRAPROJECTS LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET

AS AT 31st March, 2018

22. Other Financial Liabilities				in Rs.
	31.03.2018	**31.03.2018**	**31.03.2017**	**31.03.2017**
	Non Curent	**Current Matu.**	**Non Curent**	**Current Matu.**
Others				
Advance and Security deposit from Customers	168991740.35	122469065.50	201980812.00	277172644.00
	168991740.35	122469065.50	201980812.00	277172644.00
23. Provisions				
				As at
Particulars				**31.03.2018**
Provision for Employees Benefits				
For Gratuity				5868120.00
Compenseted Absences				2044719.00
				7912839.00

24. Income Taxes

Indian companies are subject to Indian income tax on a standalone basis. Each entity is assessed to tax on taxable profits determined for each fiscal year beginning on April 1 and ending on March 31. For each fiscal year, the respective entities' profit or loss is subject to the higher of the regular income tax payable or the minimum alternative tax ("MAT").

Statutory income taxes are assessed based on book profits prepared under generally accepted accounting principles in India adjusted in accordance with the provisions of the (Indian) Income tax Act, 1961. Such adjustments generally relate to depreciation of fixed assets, disallowances of certain provisions and accruals, deduction for tax holidays, the set-off of tax losses and depreciation carried forward and retirement benefit costs. Statutory income tax is charged at 30% plus a surcharge and education cess. MAT is assessed on book profits adjusted for certain items as compared to the adjustments followed for assessing regular income tax under normal provisions. MAT for the fiscal year 2016-17 is 21.34%. MAT paid in excess of regular income tax during a year can be set off against regular income taxes within a period of fifteen years succeeding the fiscal year in which MAT credit arises subject to the limits prescribed.

Particulars	For the year ended	
	31.03.2018	31.03.2017
Current Tax		
Tax provision	2186.50	614.36
Tax refund/reversal pertaining to earlier years	19.18	0.00
Foregin Tax	0.00	50.39
Total Current Tax	**2205.68**	**664.75**
Deferred Tax		
Deferred Tax	-196.82	112.65
Tax provision/(reversal)for earlier years	0.00	-85.14
Total Deferred tax	**-196.82**	**27.51**
Total tax expense debited to profit & Loss A/c	2008.86	692.26

24. Income Taxes - Continued

A reconciliation of income tax expense applicable to accounting profit/ (loss) before tax at the statutory income tax rate to recognised income tax expense for the year indicated are as follows:

Particulars	For the year ended	
	31.03.2018	31.03.2017
Profit/loss befor tax	6452.54	2767.27
Enacted Tax rate in India	34.608%	34.608%
Expected income tax expense/ (benefit) at statutory tax rate	2233.09	957.70
Expenses not deductible in determining taxable profits	486.48	1102.90
Income Exempt from taxation	724.11	-161.17
Effect of tax pertaining to prior years	-19.18	85.14
Expenses deductible in determining taxable profits	-265.93	-481.92
Additional deduction as per tax	-0.13	-10.61
Others	-1149.59	-799.78
Tax Expense for the year	**2008.86**	**692.26**
Effective income tax rate	31.133%	25.016%

Deferred Tax Liabilities (Net)

The company has recognized deferred taxes, which result from timing difference between the book profit and tax profit . The details of which are as under :-

Particulars	**As at 31.03.2018**	**As at 31.03.2017**	**As at 01.04.2016**
Deffered Tax Liability			
Provisions	3234618.067	3766174.021	2432152.683
Tangible Assets	31068229.29	50185643.04	39884521.06
Intangible Assets	42576.45	17466.07494	0
Quoted Investment	21984.53	86841.81994	60788.43293
Unquoted Investment			
Total	**34367408.34**	**54056124.96**	**42377462.17**
Deffered Tax Assets			
Asset on foreign operation	387152.5	473492	0
Total	**387152.5**	**473492**	**0**
Net deffered tax (Assets)/liability to be presented in balance sheet	**33980255.84**	**53582632.96**	**42377462.17**
Deferred tax asset balance as on 31st march 2016	53582632.96	42377462.17	33862971
Net deferred tax laibility to be debited or credited to profit & loss	**-19602377.13**	**11205170.79**	**8514491.173**

OM METALS INFRAPROJECTS LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET

AS AT 31st March, 2018

Particular		As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
25. Short Term Borrowings (current)				
Secured				
Working Capital Loan(From Banks)				
(a) Indian Rupee		395660296.13	684253325.92	510142368.13
(See note No.1)				
		395660296.13	**684253325.92**	**510142368.13**
Working Capital Loans and non Fund base facilities wiz. Bank Guarantees and Letter of Credit from banks i.e.SBI,IDBI,BOB, HDFC, Standered Chartered Bank & Indusind Bank are secured by way of hypothecation of all company`s current assets including all stocks and book debts and other movable,both present and future on ranking pari - passu basis inter se between the lender. These loans are further secured / to be secured on pari-passu charges by way of first/second charge by way of mortgage, by deposit of titledeeds in respect of immovable properties (except on which secured loans taken from bank and other NBFC) & personal guarantees of the Shri D.P.Kothari,and Sunil Kothari Directors of the company and Shri C.P.Kothari (former Chairman and relative of Directors), and further secured by way of equitable mortgage of land & building belonging to other companies wiz Jupiter Metals (P) Ltd,Lambodar Finvest Pvt. Ltd.,Om Hydromach Pvt. Ltd. and Om Kothari parawarik Trust and Hypothacation of Plant & machinery and current assets of OMML JSC JV Kameg (Arunachal Pradesh).				
26. Trade Payables				
(a)Micro, small and Medium		1043944.25	4421085.00	1172070.00
enterprises Development Act, 2006				
(b) Others (Trade Payable and others)		327842965.21	380220121.85	391533785.73
		328886909.46	**384641206.85**	**392705855.73**
27. Other Financial Liabilities (Current)				
Current Maturity of Long Term Borrowings		435420269.76	56377443.49	64303718.46
Current Due of Other Long Term Liabilies		122469065.50	277172644.00	255424959.00
Sundry Creditors for capital goods*		10104750.00	86869928.00	253918150.30
Interest accrued but not due		6635353.74	2594274.70	0.00
Security Deposit		5318861.65	1773317.00	
		579948300.65	**424787607.19**	**573646827.76**
*letter of crdit issued by the bank of rs. 2218.20 Lacs given to the supplier in P.Y.				
28. Provisions (current)				
Provision for Employees Benefits				
Compenseted Absences		481661.00	474976.00	191671.00
Gratuity		2054260.00	2506637.00	1218307.00
Others Benefits		403800.00	134400.00	134400.00
Income Tax (Net)		77328553.74	2625810.38	14893050.00
		80268274.74	**5741823.38**	**16437428.00**
29. Other Current liablities				
Unpaid/ Unclaimed Dividend		1348424.25	496601.80	790221.00
(as referred in Sec 124 of the Companies Act,2013)				
Advance against sale of Proporty		0.00	81064378.00	81064378.00
Advance from Customers		136880.71	18939308.40	36498315.90
Statutory Levies		30905883.23	28785290	19870390.09
Other Payables		13338989.70	8011179	7376788
		45730177.89	**137296757.20**	**145600092.99**

OM METALS INFRAPROJECTS LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE STATEMENT OF PROFIT

AND LOSS FOR THE YEAR ENDED ON 31st March, 2018

Particulars	**2017-18**	**2016-17**
	(Rs.)	**(Rs.)**
30. Revenue From Operations		
Sale of Products		
Sales of Gate, components & allied receipts(Engg)		
including EPC contract receipts and CSD Closure	2215298862	2199649158.89
Real Estate Business	69985685.45	70372480.17
Sale of Services		
Guest Accomodation,Banquet,Health Club,Laundry receipt of Hotel	30453762.60	37360208.48
Sale of Food,Liquar and Beverages	22695811.91	27369087.68
Other Operating Revenue		
Transportation and Drawing Design receipts	8679127.00	3785286.00
Job Work & Trial &Testing Receipts	630641609.10	154191929.20
Receipts from wind power electric generation	2621964.00	2487343.00
Profit/loss From Om Metals Consortium(PF)	276086.00	947666.95
Share in Profit of Om Metals Consortium (P.F.)/ Om Ray	-508876.55	-1890996.93
	2980144031.58	**2494272163.44**
Note- Overseas including Nepal		
Particulars of Sales of Products		
Gate and Gate Components	568687470.79	303565368.75
Contract Receipts	2037825826.28	1607741182.93
Real Estate Business	69985685.45	70372480.17
CSD & Water Closure	234719668.00	283774007.21
Sale of Services including FOB	30453762.60	37360208.48
Others	38471618.46	31937687.00
Total	**2980144031.58**	**2334750934.54**
1. Receipt from operations		
Overseas	65073280.74	70064880.75
Domestic	2915070750.84	2424207282.69
	2980144031.58	2494272163.44
2. Transportation receipt		
Overseas	**3616879.00**	**0.00**
Domestic	**5062248.00**	**0.00**
	8679127.00	**0.00**
Note- Overseas including Nepal		

OM METALS INFRAPROJECTS LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE STATEMENT OF PROFIT
AND LOSS FOR THE YEAR ENDED ON 31st March, 2018

Particulars	2017-18	2016-17
	(Rs.)	(Rs.)
31. OTHER INCOME		
Interest income earned on financial assets		
Loans to related parties*	85861928.33	61810842.00
Bank deposit	19504322.98	31243816.68
Other Interest income	660624.73	881523.50
Dividend Income from long term investment	2200.00	64.00
Rent and hire receipts	20830681.00	27393961.00
Miscellenous Income	10103388.06	2652396.22
Profit on Sale of Fixed Assets(Net)	1791288.06	0.00
Sundry Balance/ Excess provision W/off	5198693.55	16226962.41
Total	**143953126.71**	**140209565.81**

*Provision for interest made on loan and advance given to the related parties

Particulars	2017-18	2016-17
	(Rs.)	(Rs.)
32. Cost of Material Consumed		
Opening Stock	85232698.76	116266152.43
Add : Purchases including accessories,boughtout item / semi finished (including Goods in Transit	1065217127.75	1050565491.56
	1150449826.51	1166831643.99
Less: Sale of Raw Material	67495891.88	6787438.00
	1082953934.63	1160044205.99
Less : Closing Stock	108174731.53	85232698.76
	974779203.10	**1074811507.23**
Imported	100779670.63	153879840.52
Indigenous	873999532.47	920931666.71
	974779203.10	**1074811507.23**

Particulars of the Material Consumed		
Particulars		
Structural Steel and Bought out items	501653545.06	720400635.82
Bitumen	1501047.28	1065011.00
Cement	134099883.40	105728792.72
Civil Materials Other	29810633.18	54724746.89
Raw Material Packaging	122619441.05	169393163.00
Others	185094653.13	23499157.80
	974779203.10	**1074811507.23**

OM METALS INFRAPROJECTS LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE STATEMENT OF PROFIT
AND LOSS FOR THE YEAR ENDED ON 31st March, 2018

33. Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		
OPENING INVENTORIES		
Finished Goods	109374478.28	53772102.65
Work in Progress	649552411.40	471756136.50
	758926889.68	**525528239.15**
CLOSING INVENTORIES		
Finished Goods	140329157.58	109374478.28
Work in Progress	672083291.09	649552411.40
	812412448.67	**758926889.68**
INCREASE (DECREASE) IN INVENTORIES	**-53485558.99**	**-233398650.53**
34. Purchase of Stock In Trade		
Purchase of machinery	**2240131.00**	
	2240131.00	**0.00**

Particulars	**2017-18**	**2016-17**
	(Rs.)	**(Rs.)**
35. EMPLOYEE BENEFITS EXPENSE		
Salaries,Wages,Bonus and Allowances etc.	190977378.20	180803317.27
Contribution of PF, ESI and other welfare fund scheme	4247355.30	3495303.00
Gratuity and Leave Encashment Excpenses	1553294.00	1589938.00
Employee Welfare Exp. Including compensation	12262267.27	11131903.77
	209040294.77	**197020462.04**

OM METALS INFRAPROJECTS LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE STATEMENT OF PROFIT

AND LOSS FOR THE YEAR ENDED ON 31st March, 2018

36. Finance Costs		
Bank charges and Guarantee commission	62228689.29	54457080.41
Foreign Currency Fluctuation	66860.50	267673.27
Interest Expenses		
a) On Term Loan	39931236.88	18608193.34
b) On working capital/others	63454085.36	112957141.8
	165680872.03	**186290088.86**

37.Depreciation and amortization expense		
Depreciation on Property Plant & Equipment	118827295.68	113032777.92
Amortisation of Investment Property	1002649.00	1105742.00
Amortisation of Intangible Assets	122648.00	37332.00
	119952592.68	114175851.92

OM METALS INFRAPROJECTS LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE STATEMENT OF PROFIT

AND LOSS FOR THE YEAR ENDED ON 31st March, 2018

38 Other Expenses		
Particulars	**2017-18**	**2016-17**
Manufacturing,and Operating Expenses		
Power and Fuel Expenses	77796204.94	109984759.69
Stores, Spares and Tools Consumed.	58788429.78	84259793.58
Job work and other charges	581957625.23	357253709.27
Rent/Hire charges for equipment	29006832.25	47426724.53
Repairs and Maintenance		
a) To Machinery	12267998.89	11506591.62
b) To Building	7476022.27	8052228.00
Insurance Expenses	7068081.70	8415463.39
Increase/Decrese of excise duty on Invantories	-5869630.00	5869630.00
	768491565.06	**632768900.08**

Establishment and Selling Exp.		
Frieght and Transportation Expenses	33003366.73	48948445.73
Claim/Compensation/ Liquidation Expenses	116208118.79	0.00
Rent	15546001.50	11979889.80
Rates and taxes	77022123.17	90546033.69
Telephone, telex and postage	4316427.03	7015955.48
Travelling and conveyance expenses	27821035.14	31462866.71
Legal, consultancy, retainership, professional	33635391.12	42281966.95
arbitration expenses		
Corporate Social Responsibility(CSR)	5004837.00	7439205.00
Commission & Brokage	1382545.08	2611035.00
General repairs	2976356.24	3170763.00
Vehicle hiring / running and maintenance	18032630.34	22011521.15
Miscellenous expenses	37614461.98	41548565.43
Payment To Auditors(Including Branch Auditors)	1967000.00	1979250.00
Charity and donation	75000.00	154000.00
Advertisment and Business Promotion	13612955.99	14001375.67
Loss on Sales of Investment/ fixed assets	0.00	800951.18
Provision for Bad & Doubtful Debts	1819027.26	0.00
Anti Profiteering GST Exp.	30000000.00	0.00
	420037277.37	**325951824.79**
Grand Total	**1188528842.43**	**958720724.87**

OM METALS INFRAPROJECTS LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE STATEMENT OF PROFIT

AND LOSS FOR THE YEAR ENDED ON 31st March, 2018

38 Other Expenses - Continued

Note:

Auditors remuneration (excluding service tax) included in miscellaneous expenses:

Particulars	**For Year ended 31.03.2018**	**For Year ended 31.03.2017**
Audit fees	1047500	955425
Certificate and other services	546375	668000
Branch Auditors	373125	355500
Total	**1967000.00**	**1979250.00**

39. Segment Reporting:

(a) Primary Segment: Business Segment

Based on the guiding principles given in Accounting Standard AS –17 "Segment Reporting" notified under Companies (Accounting standard) Rules 2006, the Company's operating business are organized and managed separately according to the nature of products manufactured and services provided . The identified reportable segments is turnkey contracts of Gates, Cranes, Hoist for Irrigation & Power projects in the Engineering Division and other segment includes cinema in multiplex division ceased on 01.07.2017, packaging unit, running of hotel cum revolving restaurant in hotel division and construction of multistory building in real estate division.

Secondary Segment: Geographical segment:

The analysis of Geographical segment is based on the geographical location i.e. domestic and overseas markets of the customers.

Secondary Segment Reporting (By Geographical segment)

The following is the distribution of the company`s revenue from operation (net) by Geographical markets, regardless of where the goods were produced:

(Rs. In Lacs)

Particulars	2017-18	2016-17
Revenue from domestic Market	29114.54	24242.07
Revenue from Overseas Market	686.90	700.65
Total	29801.44	24942.72

Geographical segment wise receivables:

Particulars	2017-18	2016-17
Receivable of domestic Market	7096.01	8248.21
Receivables of Overseas Market	333.42	322.97
Total	7429.43	8571.18

Geographical segment wise Property, Plant & Equipment (Includes Investment Property):

Particulars	2017-18	2016-17
In India	16079.95	16940.89
Outside India	3.75	5.69
Total	16083.70	16946.58

a) Segment accounting polices :

In addition to the significant accounting policies applicable to the business segment as set in note 2, the accounting policies in relation to segment accounting are as under:

i) Segment revenue & expenses :

Joint revenue and expenses of segments are allocated amongst them on a reasonable basis. All other segment revenue and expenses are directly attributable to the segments.

ii) Segment assets and liabilities:

Segment assets include all operating assets used by a segment and consist principally of operating cash, receivables, inventories and fixed assets, net of allowance and provisions, which are reported as direct off sets in the balance sheet. Segment Liabilities include all operating Liabilities and

consist principally of trade payables & accrued liabilities. Segment assets and liabilities do not include deferred income taxes except in the Engineering division. While most of the assets/liabilities can be directly attributed to individual segments, the carrying amount of certain assets /liabilities pertaining to two more segments are allocated to the segments on a reasonable basis.

iii) Inter segment sales :

Inter segment sales between operating segments are accounted for at market price. These transactions are eliminated in consolidation. The main division is engineering division and funds provided by engineering division to other division and interest on such balances are not charged.

(iv) other segment having revenue from sale of external customers in excess of 10% of total revenue of all segments is shown separately and others are shown in other segment l

d) Information about business segments for the year 31.03.2018 :

	Particuars	Engg, Div.		Packaging Division		Kameng		Ujjain		Other Divisions		Total	
		Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
(1)	**Segment Revenue :**												
	External sales/income (Net)	19904.84	18940.08	2363.72	2837.74	2892.82	1358.90	3873.41	1559.54	1265.77	1461.08	30300.56	26157.34
	Other reciept	281.53	431.41	7.21	7.25	23.82	5.65	50.18	0.33	39.41	27.67	402.15	472.31
	Interest Receipts	1053.63	930.55	1.50	0.00	0.00	0.00	0.34	5.07	4.80	3.26	1060.27	938.88
	Inter segment sales /Other Recpt.	-6.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	-522.02	-1223.69
	Total Revenue	**21234.00**	**20302.04**	**2372.43**	**2844.99**	**2916.64**	**1364.54**	**3923.93**	**1564.94**	**1309.98**	**1492.01**	**31240.96**	**26344.83**
(2)	**Segment Results :**												
	Segments External results before Int. and Tax and inter segment expenses	4421.80	3561.99	-165.84	233.94	1612.28	504.26	545.66	230.01	38.77	99.96	6452.67	4630.16
	Add: Exceptional Items	1656.67	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1656.67	0.00
	Operationg profit before Int.	6078.47	3561.99	-165.84	233.94	1612.28	504.26	545.66	230.01	38.77	99.96	8109.34	4630.16
	Financial exp.	1490.62	1564.46	98.93	133.19	14.17	20.29	49.14	141.55	3.95	3.41	1656.81	1862.90
	Income tax current	1450.00	412.00	0.00	0.00	564.00	171.41	172.50	30.95	0.00	0.00	2186.50	614.36
	Income Tax Foreign	0.00	50.39	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	50.39
	Wealth Tax	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Deferred tax assets/Lia.	-196.53	113.01	0.00	0.00	0.00	0.00	0.00	0.00	-0.29	-0.36	-196.82	112.65
	Income Tax Exp. Earlier Year	18.22	0	0.00	0.00	0.00	0.00	0.96	0.00	0.00	0.00	19.18	0.00
	Net Profit before OCI	**3316.16**	**1422.13**	**-264.77**	**100.75**	**1034.11**	**312.56**	**323.06**	**57.51**	**35.11**	**96.91**	**4443.67**	**1989.86**
3 (i)	**Other Information :**												
	Segment Assets	69093.65	69919.63	3059.68	3508.61	3150.08	2184.91	1311.99	767.06	7234.13	5960.37	83849.53	82340.58
	Total Assets	**69093.65**	**69919.63**	**3059.68**	**3508.61**	**3150.08**	**2184.91**	**1311.99**	**767.06**	**7234.13**	**5960.37**	**83849.53**	**82340.58**
	Segmets Liabilities :												
	Share Capital	963.04	963.04	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	963.04	963.04
	Reserve & Surplus	54234.49	51554.84	-230.88	33.89	2963.35	1929.25	380.58	57.52	5792.20	5769.05	63139.74	59344.55
	Long Term Borrowings	2971.61	550.48	341.64	2478.37	0.00	0.00	0.00	0.00	19.70	0.00	3332.95	3028.85
	Short Term borrowings	3945.59	6842.53	0.00	0.00	0.00	0.00	0.00	0.00	11.01	0.00	3956.60	6842.53
	Segment liabilities	6639.12	9485.92	2948.92	996.35	186.73	255.67	931.41	709.54	1411.22	191.31	12117.40	11638.79
	Deferred tax liabilities	339.80	522.82	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	339.80	522.82
	Total Liabilities	**69093.65**	**69919.63**	**3059.68**	**3508.61**	**3150.08**	**2184.91**	**1311.99**	**767.06**	**7234.13**	**5960.37**	**83849.53**	**82340.58**
	Depreciation	585.57	496.54	494.51	510.87	10.20	18.70	2.99	5.25	106.25	110.40	1199.52	1141.76

Notes to the standalone financial statements

40. Retirement and other employee benefits:

(a) Defined contribution plans

The Company operates defined contribution retirement benefit plan for all qualifying employees. Company directly contribute to the provident fund and having no obligation for further contribution

Particulars	2017-18	2016-17
Provident Fund	2882890	2680209
Contribution Employee State Insurance	736025	420952

(b) Defined Benefit Plans

As per detailed discussion with directors and the explanations and certification provided by them, Gratuity has been provided on the basis of actuarial valuation using the project unit credit method and same is non-funded. The obligation for leave encashment is recognized in the same manner as gratuity The plans in India typically expose the Company to actuarial risks such as: investment risk, interest rate risk, longevity risk and salary risk.

Investment risk The liability is not funded and is not relevant in company

Interest risk The rate used to discount post employment benefit obligation should be determined by reference to market yields at the balance sheet date on Government bonds. The currency and term of government bonds should be in consistent with the currency and estimated term of post employment benefit obligation. .

Salary risk: Salary increase should take into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

No other post-retirement benefits are provided to these employees.

		Gratuity unfunded		Leave encashment Unfunded	
		2017-18	2016-17	2017-18	2016-17
i	**expenses recognized in the statement of profit & loss for the year ended**				
	1 Current Service Cost	521000	332414	265323	321300
	2 Interest Cost	573519	577896	166127	150737
	3 Expected return on plan assets	NA	NA	NA	NA
	4 Past Service Cost	NA	NA	NA	NA
	5 Net Actuarial (Gains)/Losses	(426146)	64810	8844	92082
	Total expenses	668373	975120	446160	564119

ii	**Net asset/(liability) recognized in the balance Sheet as at 31.03.2017**				
	1 Present value of Defined Benefit Obligation	7922380	8651404	2526380	2461314
	2 Fair Value of plan assets	NA	NA	NA	NA
	3 Funded status [Surplus/(Deficit)]	(7922380)	(8651404)	(2526380)	(2461314)
	4 Net asset/(Liability)	7922380	8651404	2526380	2461314
iii	**change in obligation during the year ended**				
	1 Present value of Defined Benefit Obligation at beginning of the year	8651404	7825225	2461314	2006446
	2 Current Service Cost	521000	332414	292648	293975
	3 Interest Cost	573519	577896	166127	150737
	4 Plan amendment cost	NA	NA	NA	NA
	5 Actuarial (Gains)/Losses	(426146)	64810	8844	92082
	6 Benefits Payments	(1397397)	(148941)	(402553)	(82026)
	7 Present value of Defined Benefit Obligation at the end of the year	7922380	8651404	2526380	2461314

		Gratuity unfunded		**Leave encashment Unfunded**	
		2017-18	**2016-17**	**2017-18**	**2016-17**
iv	**Change in assets during the year ended**				
	1 Plan assets at the beginning of the year	NA	NA	NA	NA
	2 Expected return on plan assets	NA	NA	NA	NA
	3 Contributions by Employer	1397397	148941	402553	82026
	4 Actual benefits paid	1397397	148941	402553	82026
	5 Actuarial Gains/(Losses)	(426146)	64810	8844	92082
	6 Plan assets at the end of the year	NA	NA	NA	NA

v	**Classification for the purpose of Revised schedule VI is as follows:**				
	Current liability	2054260	2506637	481661	474976
	Non-current liability	5868120	6144767	2044719	1986338
vi	**Actuarial assumptions**				
	Discount Rate Engg. Div. Hotel Div.	 7.44% 7.89%	 6.50% 7.40%	 7.44% 7.89%	 6.50% 7.40%
	2 Expected rate of return on plan assets	-	-	-	-
	3 Mortality	Indian Assured Lives Mortality(2006-2008)Ultimate	Indian Assured Lives Mortality(2006-2008)Ultimate	Indian Assured Lives Mortality(2006-2008)Ultimate	Indian Assured Lives Mortality(2006-2008)Ultimate
	4 Turnover rate : Staff	5%	5%	5%	5%
	5 Salary escalator	8%	8%	8%	8%
	6 Maximum limit	2000000	1000000	No Limit	No Limit

Notes: a) The discount rate is based on the prevailing market yield on government securities as at the balance sheet date for the estimated term of obligation.b) The estimates of future salary increase considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.c) The gratuity and Leave Encashment liabilities are unfunded. Accordingly information regarding planned assets are not applicable.

41 Financial instruments

41.1 . Capital risk management

The Company being in a capital intensive industry, its objective is to maintain a strong credit rating healthy capital ratios and establish a capital structure that would maximize the return to stakeholders through optimum mix of debt and equity.

The Company's capital requirement is mainly to fund its capacity expansion, repayment of principal and interest on its borrowings and strategic acquisitions. The principal source of funding of the Company has been, and is expected to continue to be, cash generated from its operations supplemented by funding from bank borrowings and the capital markets.

The Company regularly considers other financing and refinancing opportunities to diversify its debt profile, reduce interest cost and elongate the maturity of its debt portfolio, and closely monitors its judicious allocation amongst competing capital expansion projects and strategic acquisitions, to capture market opportunities at minimum risk.

The Company monitors its capital using gearing ratio, which is net debt divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents, Bank balances other than cash and cash equivalents and current investments.

Particulars	As at 31st March 2018	As at 31st March 2017	As at 01st April 2016
Long term borrowings	3332.96	3028.84	1069.10
Current maturities of long term debt	4354.20	563.77	643.04
Short term borrowings	3956.60	6842.53	5101.42
Total	11643.76	10435.14	6813.56
Less: cash and cash equivalents	2562.91	453.16	1643.85
Less: bank balances other than cash and cash equivalents	2271.27	147.11	609.33
Net debt	6809.6	9834.87	4560.38
Total equity	64102.78	60307.59	58323.86
Gearing ratio	0.10	0.16	0.07

Note

1. Equity includes all capital and reserves including capital reserves of the company that are managed as capital
2. Debt is defined as long and short term borrowings (including financial guarantees contracts)

41.2 Categories of financial instruments

Particulars	31.03.2018		31.03.2017		01.04.2016	
	Carrying values	Fair value	Carrying values	Fair value	Carrying value	Fair value
Financial assets						
Measured at amortised cost						
Loans (Non Current)	11936.31	11936.31	9904.44	9904.44	8124.70	8124.70
Loans (Current)	10746.15	10746.15	12741.94	12741.94	12383.35	12383.35
Other financial assets(Non current)	1816.85	1816.85	3006.85	3006.85	5565.25	5565.25
Trade receivables	7429.43	7429.43	8571.18	8571.18	6827.54	6827.54
Cash and cash equivalents	2562.91	2562.91	453.16	453.16	1643.85	1643.85
Bank balances other than cash and cash equivalents	2271.27	2271.27	147.11	147.11	609.33	609.33
Non-current Investments (NSC)	0.30	0.30	0.30	0.30	0.30	0.30
Other financial assets(current)	15.59	15.59	13.74	13.74	106.59	106.59
Total financial assets at amortised cost (A)	**36778.81**	**36778.81**	**34838.72**	**34838.72**	**35260.91**	**35260.91**

Financial assets						
Measured at fair value through other comprehensive income						
Non-curent Investments	1.30	1.30	3.17	3.17	78.34	78.34
Total financial assets at fair value through other comprehensive income (B)	**1.30**	**1.30**	**3.17**	**3.17**	**78.34**	**78.34**
Financial assets						
Measured at fair value through profit and loss						
Non-current Investments	0.00		0.00		0.00	
Current Investments	0.00		0.00		0.00	
Other financial assets	0.00		0.00		0.00	
Total financial assets at fair value through profit and loss (C)	0.00		0.00	0.00	0.00	0.00
Total financial assets (A+B+C)	**36778.81**	**36778.81**	**34832.72**	**34832.72**	**35260.91**	**35260.91**
Financial Liabilities						
Measured at amortised cost						
Long term Borrowings*	7687.16	7687.16	3592.62	3592.62	1712.14	1712.14
Short term Borrowings	3956.60	3956.60	6842.53	6842.53	4712.96	4712.96
Trade Payables	3288.87	3288.87	3846.41	3846.41	3927.06	3927.06
Other financial liabilities (Non Current)	1689.92	1689.92	2019.81	2019.81	3538.09	3538.09
Other financial liabilities (Current)	5799.48	5799.48	4247.88	4247.88	5736.47	5736.47
Total financial Liabilities at amortised cost	**22422.03**	**22422.03**	**20549.25**	**20549.25**	**19626.72**	**19626.72**

***including current maturity of long term debt**

41.3 Financial Risk Management

The Company has a Risk Management Committee established by its Board of Directors for overseeing the Risk Management Framework and developing and monitoring the Company's risk management policies. The risk management policies are established to ensure timely identification and evaluation of risks, setting acceptable risk thresholds, identifying and mapping controls against these risks, monitor the risks and their limits, improve risk awareness and transparency. Risk management policies and systems are reviewed regularly to reflect changes in the market conditions and the Company's activities to provide reliable information to the Management and the Board to evaluate the adequacy of the risk management framework in relation to the risk faced by the Company.

The risk management policies aims to mitigate the following risks arising from the financial instruments:

- Market risk
- Credit risk; and
- Liquidity risk

41.4 Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market prices. The Company is exposed in the ordinary course of its business to risks related to changes in foreign currency exchange rates, commodity prices and interest rates.

41.5 Foreign currency risk management

The Company's functional currency is Indian Rupees (INR). The Company undertakes transactions denominated in foreign currencies; consequently, exposure to exchange rate fluctuations arise. Volatility in exchange rates affects the Company's revenue from export markets and the costs of imports, primarily in relation to raw materials. The Company is exposed to exchange rate risk under its trade and debt portfolio.

Adverse movements in the exchange rate between the Rupee and any relevant foreign currency result's in increase in the Company's overall debt position in Rupee terms without the Company having incurred additional debt and favorable movements in the exchange rates will conversely result in reduction in the Company's receivables in foreign currency.

The carrying amounts of the Company's monetary assets and monetary liabilities at the end of the reporting period are as follows:

Currency exposure as at

Amount in lacs

Particulars	Nepal Rupee			EURO		
	2018	2017	2016	2018	2017	2016
Financial assets						
Measured at amortised cost						
Non-current Investments						
Current Investments						
Other financial assets(Non current)	0.00	2.83	2.83			
Trade receivables	533.47	487.04	1170.10			
Cash and cash equivalents	10.82	84.85	142.82			
Bank balances other than cash and cash equivalents						
Loans	98.16	178.00	60.64			
Total financial assets	**642.45**	**752.72**	**1376.39**			
Financial Liabilities						
Measured at amortised cost						
Long term Borrowings				4.23	36.48	
Short term Borrowings						
Trade Payables	16.85	46.59	133.08			
Other financial liabilities (Non Current)						
Other financial liabilities (Current)				32.25		
Total financial Liabilities	**16.85**	**46.59**	**133.08**	**36.48**	36.48	

Note

The company does not hedge its foreign currency transactions and transaction with foreign operation so sensitivity analysis related to hedging is not required.

Unhedged currency risk position

Amount in lacs

Particulars	Nepal Rupee			EURO		
	2018	2017	2016	2018	2017	2016
Amount receivable in foreign currency						
Trade receivable	533.47	487.04	1170.10			
Balance with banks						
In fixed deposit account						
In current account	9.18	83.29	141.72			
Advanced /loans to subsidiaries	98.16	178.00	60.64			
Security Deposit	0	2.83	2.83			
Total	640.81	751.13	1375.29			
Amount payable in foreign currency						
Loans payable				36.48	36.48	
Acceptance						
Trade payables	16.85	46.59	133.08			
Payable for capital projects						
Other provision	**-7.78**	**36.67**	**11.56**			
Total	**9.07**	**86.26**	**144.64**	**36.48**	36.48	

41.6 Commodity price risk -:

The Company's revenue is exposed to the market risk of price fluctuations in its division is as under:

Engineering Division: the company generally takes Turnkey projects from government departments. The contract price is generally fix and free from any price risk subject to change in any government policy or rules.

Real Estate Division: the company is exposed to risk of prices of Residential and commercial units. These prices may be influenced by factors such as supply and demand, and regional economic conditions.

Packaging Division: the company is exposed to risk of prices of goods. These prices may be influenced by factors

such as supply and demand, Cost of Production and regional economic conditions.

Hotel Division : the company is exposed to risk of prices/ rates of Rooms. These prices may be influenced by factors such as supply and demand i.e. inflow of tourist and the seasonal effects, and regional economic conditions.

Market forces generally determine prices for the Real Estate Division and Packaging Division of the Company Adverse changes in any of these factors may reduce the revenue that the Company earns from the sale of its products.

The Company primarily purchases its raw materials in the open market from third parties. The Company is therefore subject to fluctuations in prices for the purchase of Building Material and other raw material inputs. The Company purchased substantially all of its Raw Material from third parties in the open market.

The Company aims to sell the products at prevailing market prices. Similarly the Company procures raw materials on prevailing market rates as the selling prices of its products and the prices of input raw materials move in the same direction.

41.7 Credit risk management:

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks.

Company's credit risk arises principally from the trade receivables, loans, investments in debt securities, cash & cash equivalents.

Trade receivables:

The company's customer profile includes public sector enterprises, state owned companies and private corporate as well as large individuals. Accordingly company's customer risk is low. The company's average project execution cycle is around 24 to 36 months, general payment terms includes mobilization advances, monthly progress payments with a credit period ranging from 45 to 90 days and certain retention money to be released at the end of the project.

Customer credit risk is managed centrally by the Company and subject to established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard.
The history of trade receivables shows a negligible allowance for bad and doubtful debts.

41.8 Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk because funds are borrowed at both fixed and floating interest rates. Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rate. The borrowings of the Company are principally denominated in rupees and US dollars with a mix of fixed and floating rates of interest. The Company has exposure to interest rate risk, arising principally on changes in base lending rate and LIBOR rates.

Rs. In lacs

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01st April 2016
Fixed rate borrowings	524.53	471.06	415.97
Floating rate borrowings	7162.63	3121.56	1296.16
Total borrowings	7687.16	3592.62	1712.13

41.9 Liquidity risk management

Liquidity risk refers to the risk of financial distress or extraordinary high financing costs arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and requiring financing. The Company requires funds both for short term operational needs as well as for long term capital expenditure growth projects. The Company generates sufficient cash flow for operations, which together with the available cash and cash equivalents and short term investments provide liquidity in the short-term and long-term. . The Company has established an appropriate liquidity risk management framework for the management of the Company's short, medium and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods and its non-derivative financial assets. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows.

Rs. In lacs

Particulars	31.03.2018			
	<1 year	1-5year	>5year	Total
Financial assets				
Non-current Investments		9748.59	7946.02	17694.61
Loans (Non current)		11936.31		11936.31
Loans (current)	10746.15			10746.15
Trade receivables	7429.43			7429.43
Cash and cash equivalents	2562.91			2562.91
Bank balances other than cash and cash equivalents	2271.27			2271.27
Other financial assets	15.59	1816.85		1832.44
Total financial assets	**23025.35**	**23694.25**	**7753.52**	**54473.12**
Financial Liabilities				
Long term Borrowings	4354.20	3332.96		7687.16
Short term Borrowings	3956.60			3956.60
Trade Payables	3288.87			3288.87
Other financial liabilities (Non Current)		1689.92		1689.92
Other financial liabilities (Current)	5799.48			5799.48
Total financial Liabilities	**17399.15**	**5022.88**	**0.00**	**22422.03**

Particulars	31.03.2017			
	<1 year	1-5year	>5year	Total
Financial assets				
Non-current Investments		10393.08	7754.02	18147.10
Loans (Non current)		9904.44		9904.44
Loans (current)	12741.94			12741.94
Trade receivables	8571.18			8571.18
Cash and cash equivalents	453.16			453.16
Bank balances other than cash and cash equivalents	147.11			147.11
Other financial assets	13.74	3006.85		3020.59
Total financial assets	**21927.13**	**23304.87**	**7753.52**	**52985.52**
Financial Liabilities				
Long term Borrowings	563.77	3028.84		3592.61
Short term Borrowings	6842.53			6842.53
Trade Payables	3846.41			3846.41
Other financial liabilities (Non Current)		2019.81		1871.33
Other financial liabilities (Current)	4247.88			3980.14
Total financial Liabilities	**15216.7**	**5048.65**	**0.00**	**19285.36**

Particulars	31.03.2016			
	<1 year	1-5year	>5year	Total
Financial assets				
Non-current Investments		10311.59	7778.80	18090.39
Loans (Non current)		8124.70		8124.70
Loans (current)	12383.35			12383.35
Trade receivables	6827.54			6827.54
Cash and cash equivalents	1643.85			1643.85
Bank balances other than cash and cash equivalents	609.33			609.33
Other financial assets	106.59	5565.25		5671.84
Total financial assets	**21570.66**	**24002.04**	**7778.30**	**53351.00**
Financial Liabilities				
Long term Borrowings	643.04	1069.10		1712.14
Short term Borrowings	5101.42			5101.42
Trade Payables	3927.06			3927.06
Other financial liabilities (Non Current)		3538.09		3538.09
Other financial liabilities (Current)	5736.47			5736.47
Total financial Liabilities	**15407.99**	**4607.19**	**0.00**	**20015.18**

Collateral

The Company has pledged of its trade receivables, part of investments and cash and cash equivalents in order to fulfill certain collateral requirements for the banking facilities extended to the Company. There is obligation to return the securities to the Company once these banking facilities are surrendered.

42. Level wise disclosure of financial instruments

Rs. In lacs

Particulars	As at 31st March 2018	As at 31st March 2017	As at 01st April 2016	Level	Valuation techniques and key inputs
Non-current investments in equity shares measured at FVTOCI	1.30	3.17	78.38	1	Quoted bid prices in an active market
Long term Borrowings					
Carrying value	3332.96	3028.84	1069.10	2	Discounted cash flow observable future cash flows are based on terms discounted at a rate that reflects market risks.
Fair value	3332.96	3028.84	1069.10	2	

There is no instruments like preference shares measured at fair value using level iii technique so no sensitivity analysis and reconciliation are not given

43. Details of disputed tax demands

The details of disputed income tax, service tax, and sales tax & Excise duty as on 31-03-2018 are as follows

Nature of the Statute	Nature of Dues	Forum where dispute is pending	Demand Amount (Rs. in Lacs.)	Amount paid under protest (Rs. in lacs.)	Period to which the amount relates
Central Sales Tax Act, 1956. and Sales Tax/VAT Act of various states	Sales Tax & Entry Tax	Commissioner (Appeals)/Tribunal	241.51	0.00	1990-91, 2009-10 to 2011-12
		High Court	16.91	0.00	2003-04
Central Excise Act, 1944	Excise Duty	Tribunal (CESTATE)	471.49	0.00	2009-10 to 2011-12
		Commissioner(Appeal)and Show Case	605.34	21.50	2000-01 to 2014-15
Income Tax Act, 1961	Income Tax	ITAT	1.91	1.91	2012-13 & 2013-14
		CIT Appeal	757.77	361.47	2007-08 to 2015-16
		High Court	31.81	0	1995-96 & 1976-77

Service tax law , finance Act, 1994	Service Tax	Commissioner (Appeals)/Tribunal	190.56	0.00	2003-04 to 2005-06 & 2009-10 to 2011-12
Wealth Tax Act.	Wealth Tax	ITAT	0.28	0.28	1992-1993
Kameng	Income Tax	CIT Appeal	14.97	3.00	2014-15

Note: 1) Amount as per demand orders including interest and penalty wherever mentioned in the order.
2) Taxation, forex and statutory compliances are being handled in the direct supervision of the board, figures above and int his report wherever has been discussed in detail with board and considered as per their certification and documents furnished

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44. CONTINGENT LIABILITIES AND COMMITMENTS CONTINGENT LIABILIITIES (NOT PROVIDED FOR) IN RESPECT OF FOLLOWING:

a)

(RS. IN LACS)

S. No.	Particulars	As at 31.03.2018	As at 31.03.2017
i)	Outstanding bank guarantee *	29559.04	29959.61
ii)	Letter of credits accepted**	770.43	1841.94
iii)	Other Claims against the Company not acknowledged a debt relating to supplies and service matters	60.47	157.76
iv)	Labour cases	Amount Un-ascertainable	Amount Un-ascertainable
v)	Show cause/demand/notices by excise deptt., service tax, income tax authorities being disputed by the company. (See note no 42 above.)(Net)	1932.42	1842.71
vi)	Outstanding amount against corporate guarantee given to bank on account of loans given by such bank. (***)	21549.78	23651.10

Based on favorable decisions in similar cases, legal opinion taken by the company., discussions with the solicitors, etc., the company believes that there is fair chance of decisions in its favors in respect of all the items listed in (iii) (iv) &(v) above and hence no provisions is considered necessary against the same.

- Outstanding bank guarantee includes issued by banks, in favor of following joint venture/partnership firm.

(Rs. in Lacs)

Name of Joint Venture (JV) /partnership firm (PF)	O/s. Bank guarantee as at 31.03.2018	O/s. Bank guarantee as at 31.03.2017
OML+JSC, UKRAIN , KAMENG (JV)	3979.78	4118.00
Om Metals Consortium (PF)	0.00	950.00
Worship Infraprojects Pvt. Ltd (Om Metal SPML Infraprojects Pvt Ltd)	5234.44	5326.85
Gurha Thermal Power Co. Ltd.(JV)	264.00	264.00
Om Metals Consortium Pvt.Ltd	20.00	20.00
SPML OMIL JV (Ujjain)	2347.17	2850.20
Om Kerui Joint Venture Private Limited	0.00	273.91
Bihar Logistics Private Limited	299.46	60.00
Gujarat Logistics Private Limited	277.33	60.00
Om Metal SPML JV (Tanzania)	0.00	1588.55
Om Metal SPML JV (Mpanga, Ravanda)	3270.08	1313.62
Om Metal SPML JV (Nepal)	0.00	129.68
Om Metal SPML SIP JV (MP)	0.00	50.00
Om Metal SPML JV Ghana	2382.09	0.00
Gammon Om Metals Heera Kund	308.00	0.00
Om Metals SPML Infraprojects Isarda	326.80	0.00
Om Metal PIP Consortium - Konda	460.00	0.00
Om Metal Veerprabhu consortium	232.00	0.00

Outstanding Letter of Credits includes issued by banks

Particulars	O/s. LC as at 31.03.2018	O/s. LC as at 31.03.2017
Capital and other Goods of the company	770.43	1488.51
SPML OMIL JV (Ujjain)	0.00	353.43

***** Outstanding shortfall undertaking /corporate guarantees given to bank on account of loans given by such bank.**

Name of Company	Sanction Amount	Corporate Guarantee (Loan O/S)	Sanction Amount	Corporate Guarantee (Loan O/S)
	2018		2017	
Bhilwara Jaipur Toll Road Pvt. Ltd	26279.00	21549.78	26279.00	23651.10
Total	**26279.00**	**21549.78**	**26279.00**	**23651.10**

(i) The company om metal consortium private limited has taken loan from banks and the company has given undertaking to the bankers for any shortfall in the project amounting to Rs. 1000 Lacs (p.y. Rs. 2000 Lacs) .

(b) In compliance with the Accounting Standards as applicable to its nature of business, the company raised claims with various projects / other parties amounting to Rs. 54209.07 lakhs (Rs. 57822.32 Lakhs in Previous Years), against these claims, the Arbitrator awarded claims of Rs. 5600 Lacs (Rs 2446.50 lacs in the Previous Year). The company has not been recognizing the revenue on the aforesaid Arbitration Awards on its claimed including interest as awarded from time to time. There are also some counter claims by the Project Authorities/ Other Parties amounting to Rs 1354.06 Lacs (Rs 7849.14 lacs included in previous year) against these claims, the Arbitrator awarded claims to the client of Rs. 82.24 lacs (Rs 82.24 lacs in the Previous Year). These Awards are further challenged by the clients as well as the Company in the higher courts as the case may be. In accordance with past practice, the Company has not made adjustment because the same has not become rule of the court due to the objections filed by Project Authorities/ Other parties and by the Company.

Other commitments

a. The company has issued an under taking to associate bankers for non – disposal of its investment in an associate (Bhilwara Jaipur Toll Road Pvt. Ltd) till date entity repay its debts as follows:

Name of Banker	2017-18		2016-17	
	No of Shares	Amount	No of Shares	Amount
1. Pledged (lender bank of BJTR private limited)				
Total share	1321437	199051247	1321437	199051247
2. To be Pledged (lender bank of BJTR private limited)				
Total share	403487	60523050	403487	60523050

Note- details as furnished by company secretory of Bhilwara Jaipur toll Road private limited

b) The company from time to time provides need based funding to subsidiaries and joint ventures entity towards capital and other requirements.

c) Estimated amount of contracts remaining to be executed on capital account and not provided for Rs. Nil (Rs. Nil in the previous year)

d) The Company has imported capital goods under the export promotion capital goods scheme to utilize the benefit of a zero or concessional customs duty rate. These benefits are subject to future exports within the stipulated period. Such export obligations at year end aggregate to

Particulars	2018	2017
Other Commitments		
The division of the Company has imported capital goods under the export promotion capital goods scheme to utilize the benefit of a zero or concessional customs duty rate. These benefits are subject to future exports. Such export obligations at year end aggregate to (Duty Saved Rs. 917.90 lacs)	5381.79	5381.79

45. Related Party disclosure under Accounting Standard IND AS-24 "Related party disclosures" notified under Companies (Accounting standard) Rules 2006.

During the year, the company entered into transactions with the related parties. Those transactions along with related balance as at 31st March 2018 and for the year ended are presented below.

List of related parties with whom transactions have taken place during the year along with nature and volume of transactions are summarized as follows:

List of related parties and relationship**:**

Name of the related party	Relationship	% of holding	Incorporated in
Subsidiaries and step down Subsidiaries			
Om Metals Real Estate (P) Limited	Subsidiary company	100%	India
Om Metals Consortium (P) Limited	Subsidiary company	100%	India
Odisha Marine (P) Ltd.	Subsidiary company (ceased w.e.f. 21-03-2017)	51%	India
Chahel Infrastructure Ltd (Om-SPML Infrastructure Ltd.) (formally non as Pondicherry Port Ltd.	Subsidiary company (w.e.f. 30-03-2016)	94.46%	India
Worship Infraprojects Pvt Ltd (Previously known as Om Metals SPML Infraprojects Private Limited)	Incorporated on 10-05-2010 Previously Classified as JV as acquired as subsidiary on 05/12/2017	100%	India
SkywaveImpex Ltd	Subsidiary company (ceased w.e.f. 21-03-2017)	100%	India

Om Auto Motors (P) Ltd	Step Down Subsidiary (Subsidiary co. of Om Metals Real Estate Pvt. Ltd.) (ceased w.e.f. 21 -03-2017)	100%	India
Om Metals Ratanakar (P) Limited	Step Down Subsidiary (Subsidiary co. of Om Metals Real Estate Pvt. Ltd.)(Ceased w.e.f. 21 -03-2017)	100%	India
Om Kerui Joint Venture Pvt. Ltd.	Incorporated on 23.08.2016 , ceased w e f 31/03/2018	99%	India
Om Hydromech Private Limited	Step Down Subsidiary (Subsidiary co. of Om Metals Real Estate Pvt. Ltd.)(Ceased w.e.f. 21 -03-2017)	100%	India
Joint Operations			
OMIL-JSC JV, Kameng	Incorporated on----	60%	India
SPML -OM Metal JV (Ujjain)	w.e.f. 18 -04-2015	50%	India
Om Metals SPML JV (Mpanga Rawanda & Ghana)	Incorporated on 22.09.2016	50%	India
Joint venture/Partnership Firm			
Bhilwara Jaipur Toll Road Pvt. Limited	Incorporated on 06-04-2010	49%	India
Worship Infraprojects Pvt Ltd (Previously known as Om Metals SPML Infraprojects Private Limited)	Incorporated on 10 -05-2010 Now Classified as subsidiary ceased as JV on 05/12/2017	50%	India
Gurha Thermal Power Co. Ltd. (JV)	Incorporated on 16-04-2009	50%	India
Om Gaima Project Pvt. Ltd.	Company closed on 21.03.2017		India

Om Metal consortium (PF)		17.5%	India
Om Ray Venture (PF)		99.5%	India
Bihar Logistic Pvt. Ltd.	Incorporated on 25.03.2017	50%	India
Gujrat Warehousing Pvt. Ltd.	Incorporated on 24.01.2017	50%	India
Uttar Pradesh Logistic Pvt. Ltd.	Incorporated on 24.01.2017	50%	India
West Bengal Logistic Pvt. Ltd.	Incorporated on 20.01.2017	50%	India
Associate Company			
Sanmati Infra Developer Pvt. Ltd.			
Enterprises controlled or are under same management with reporting enterprise			
Jupiter Metals (P) Ltd			
Om Kothari Pariwarik Trust			
Om Kothari Foundation			
Bahubali Housing Co. (P) Limited			
Little Star (P) Limited			
Sanyon Properties Pvt. Ltd.			
Om Metals Auto P.Ltd.			
Om Ratnakar Private Limited			
Om Automotors Pvt. Ltd.			
Om Hydromech Pvt. Ltd.			
Key Management personnel	Key Managerial Personnel		
Shri C.P. Kothari	Chairman (resigned on 30.07.2016)		
Shri D.P. Kothari	Managing Director (resigned on 30.07.2016 and appointed as chairman on 01.05.2017)		
Shri Sunil Kothari	Managing Director		
Shri Vikas Kothari	President & Director		
Ms Reena Jain	Company Secretary		
Shri Sunil Kumar Jain	Chief Financial Officer		
One Level below Key Managerial Personnel			
Shri Bharat Kothari	Executive Director(Projects)		
Shri Bhahubali Kothari	Executive Director(Projects)		
Shri Vishal Kothari	Executive director (Real Estate Rajasthan Circle)		
Shri Siddratah Kothari	Executive director (Packaging Division)		
Mrs. Monica Bakliwal	COO (Hotel Division)		
Relatives of Key management persons	Relative of directors		
Smt. Anita Kothari			

List of transactions with related parties are as following except those from them company has not entered any transaction.

	Name of related Party	Amount of Transactions 2017-18	Amount of Transactions 2016-17	As on 01/04/2016
A	**Subsidiaries and step down subsidiaries**			
1	Om Metals Real Estate (P) Ltd			
	Opening			
	Share Capital	498.93	498.93	1.00
	Loan Account	1,613.52	1,502.07	2,000.00
	Current Account	2,854.55	4,347.62	4,347.62
	Transactions			
	Share Capital (Capital Contribution)	-		497.93
	Loan Account			
	Interest	119.72	111.45	
	Net increase/ decrease	(11.97)		(497.93)
	Current Account (Net increase/ decrease)	(1,680.66)	(1,493.07)	
	Closing			
	Share Capital	498.93	498.93	498.93
	Loan Account	1,721.27	1,613.52	1,502.07
	Current Account	1,173.89	2,854.55	4,347.62
2	Om Metals Consortium (P) Ltd			
	Opening			
	Share Capital	6,766.14	6,673.34	4,701.00
	Loan Account	6,778.66	5,949.76	7,922.10
	Current Account	8,000.00	8,000.00	8,000.00
	Transactions			
	Share Capital (Capital Contribution)	-	92.80	1,972.34
	Loan Account			
	Interest	502.97	441.47	
	Net increase/ decrease	(50.30)	387.43	(1,972.34)
	Current Account			
	Net increase/ decrease	(1,383.67)	-	
	Contract receipt	612.56	1,402.02	
	Closing			
	Share Capital	6,766.14	6,766.14	6,673.34
	Loan Account	7,231.33	6,778.66	5,949.76
	Current Account	7,228.89	8,000.00	8,000.00
3	Odisha marine (P) Ltd			
	Opening			
	Share Capital	-	0.51	0.51
	Loan Account	-	76.06	76.06
	Transactions			
	Share Capital	-	(0.51)	
	Net increase/ decrease	-	(76.06)	
	Closing			
	Share Capital	-	-	0.51
	Loan Account	-	-	76.06
4	Chehel Infrastructure Ltd (Formally non as Om-SPML Infrastructure Ltd and Pondicherry Port Ltd)			
	Opening Balance			
	Share Capital	488.45	488.45	488.45
	Loan Account	0.87	0.87	0.87
	Transactions			
	Loan Account			
	Net increase/ decrease			
	Closing Balance			
	Share Capital	488.45	488.45	488.45
	Loan Account	0.87	0.87	0.87

5	Worship Infraproject Pvt Ltd (Formally non as Om Metals SPML Infra Project Pvt Ltd			
	Opening Balance			
	Share Capital	0.50	0.50	0.50
	Debtor Account	495.28	488.76	488.76
	Transactions			
	Contract Receipts	425.79	1,229.46	
	Share Capital	192.00		
	Net increase/ decrease	(1,016.02)	(734.18)	
	Closing Balance			
	Share Capital	192.50	0.50	0.50
	Debtor Account	(94.95)	495.28	488.76
6	Skywave Impex Ltd			
	Opening Balance			
	Share Capital	-	-	0
	Creditors	101.85	96.94	96.94
	Transactions			
	Creditors			
	Net increase/ decrease	(0.80)	4.91	
	Closing Balance			
	Share Capital	-	-	
	Creditors	101.85	101.85	96.94
7	Om Auto Motors Pvt. Ltd			
	Opening Balance			
	Security Deposit	40.00	40.00	40.00
	Creditors	-	-	
	Transactions			
	Rent	7.80	(7.80)	
	Security Deposit	30.00		
	Net increase/ decrease	(6.26)	7.80	
	Closing Balance			
	Security Deposit	70.00	40.00	40.00
	Creditors	1.54	-	
8	Om Metals Ratanakar (P) Ltd			
	Opening Balance			
	Security Deposit	-	1,500.00	1,500.00
	Creditors	458.30	-	
	Transactions			
	Rent	-	1.20	
	Security Deposit	-	(1,500.00)	
	Net increase/ decrease	(458.30)	457.10	
	Closing Balance			
	Security Deposit	-	-	1500.00
	Creditors	-	458.30	
9	Om Kerui Joint Venture Pvt Ltd			
	Opening Balance			
	Share	0.99		
	Creditors	1.59		
	Transactions			
	Share	(0.99)	0.99	
	Net increase/ decrease	(1.59)	1.59	
	Closing Balance			
	Security Deposit	-	0.99	
	Loan Account	-	1.59	

10	Om Hydromech Pvt Ltd			
	Opening Balance			
	Security Deposit	350.00		
	Creditors	8.02		
	Transactions			
	Security Deposit	-	350.00	
	Rent PAID	8.40		
	Net increase/ decrease	(1.77)	8.02	
	Closing Balance			
	Security Deposit	350.00	350.00	
	Creditors	14.65	8.02	
B	**Joint Operations**			
1	Omil - JSC JV Kameng			
	Addihnal Investment in Excess of Company share	1,602.01	2,466.33	2,801.98
2	SPML - Om Metals JV - Ujjain			
	Addishnal Investment in Excess of Company share	377.49	174.58	(89.08)
3	**Om Metals SPML JV, Rawanda**			
	Addishnal Investment in Excess of Company share	21.04	26.01	-
4	**Om Metals SPML Joint venture Ghana**			
	Addishnal Investment in Excess of Company share	26.37	-	-
	Joint Ventures/ Partnership Firms			
1	Bhilwara Jaipur Toll Road Pvt Ltd			
	Opening Balance			
	Share Capital	5,307.48	5,089.70	5,089.70
	Loan Account	909.22	-	-
	Current Account	1,173.00	-	-
	Debtor Account	1,635.83	1,167.00	1,167.00
	Transactions			
	Share Capital (Capital Contribution)	-	217.78	
	Loan Account			
	Interest	113.99		
	Net increase/ decrease	823.00	909.22	
	Current Account (Net increase/ decrease)	624.21	1,173.00	
	Debtor Account			
	Net increase/ decrease	(113.29)	(53.17)	
	Contract recipts/ Claim	(87.73)	522.00	
	Closing Balance			
	Share Capital	5,307.48	5,307.48	5,089.70
	Loan Account	1,846.21	909.22	-
	Current Account	1,797.21	1,173.00	-
	Debtor Account	1,434.81	1,635.83	1,167.00

2	Gurha Thermal Power Co. Ltd., (JV)			
	Opening Balance			
	Share Capital	2.50	2.50	2.50
	Loan Account	591.52	523.99	523.99
	Transactions			
	Share Capital (Capital Contribution)	-	-	-
	Loan Account			
	Interest	73.48	65.18	
	Net increase/ decrease	(2.65)	2.35	
	Closing Balance			
	Share Capital	2.50	2.50	2.50
	Loan Account	662.35	591.52	523.99
3	Om Gaima Project Pvt Ltd			
	Opening Balance			
	Investments	-	11.99	11.99
	Transactions			
	Net Increase/ Decrease	-	(11.99)	
	Closing Balance			
	Investments	-	-	11.99
	Reaserve			
4	Om Metal Consortium (PF)			
	Opening Balance			
	Investments	2,182.33	2,172.25	2,172.25
	Transactions			
	Net Increase/ Decrease	4.74	10.08	
	Closing Balance			
	Investments	2,187.07	2,182.33	2,172.25
	Reaserve			
5	Om Ray Venture (PF)			
	Opening Balance			
	Investments	128.37	147.28	147.28
	Transactions			
	Share of Profit / Loss	(5.09)	(18.91)	
	Closing Balance			
	Investments	123.28	128.37	147.28
	Reaserve			
6	Bihar Logistic Pvt Ltd			
	Opening Balance			
	Share Capital	1.89	-	
	Loan Account	5.79	-	
	Transactions			
	Share Capital (Capital Contribution)	-	1.89	
	Loan Account			
	Interest	1.22	-	
	Net increase/ decrease	75.12	5.79	
	Closing Balance			
	Share Capital	1.89	1.89	
	Loan Account	82.13	5.79	

7	Gujarat Warehousiong Pvt Ltd			
	Opening Balance			
	Share Capital	1.68	-	-
	Loan Account	4.92	-	-
	Transactions			
	Share Capital (Capital Contribution)	-	1.68	-
	Loan Account			
	Interest	5.87	-	
	Net increase/ decrease	381.29	4.92	
	Closing Balance			
	Share Capital	1.68	1.68	-
	Loan Account	392.08	4.92	-
8	Uttar Pradesh Logistic Pvt Ltd			
	Opening Balance			
	Share Capital	0.69	-	-
	Loan Account	0.81	-	-
	Transactions			
	Share Capital (Capital Contribution)	-	0.69	-
	Loan Account			
	Interest	0.06		
	Net increase/ decrease	0.05	0.81	
	Closing Balance			
	Share Capital	0.69	0.69	-
	Loan Account	0.92	0.81	-
9	West Bengal Logistic Pvt Ltd			
	Share Capital	0.50	-	-
	Transactions			
	Share Capital (Capital Contribution)	-	0.50	-
	Closing Balance			
	Share Capital	0.50	0.50	-
C	**Associate Company**			
1	Sanmati Infra Developer Pvt Ltd			
	Warrant Subs Money	45.00	45.00	45.00
	Share Investment	50.00	50.00	50.00
	Transactions			
	Loan & Advance	-	45.47	-
	Net increase/ decrease	-	(45.47)	
	Closing Balance			
	Warrant Subs Money	45.00	45.00	45.00
	Share Investment	50.00	50.00	50.00
D	**Enterprises Controlled or are under same management with reporting enterprises**			
1	Jupiter Metals (P) Ltd			
	Security Deposit	-	40.00	40.00
	Transactions			
	Net increase/ decrease	-	(40.00)	-
	Closing Balance			
	Loan & Advance	-	-	40.00

2	Om Kothari Pariwarik Trust			
	Opening Balance			
	Hire / Rent Charges	1.44	1.92	1.92
	Transactions			
	Net Increase/ Decrease		-2.62	
	Hire / Rent Charges	1.92	2.14	
	Closing Balance			
	Hire / Rent Charges	3.36	1.44	1.92
3	Om Kothari Foundation			
	Opening Balance	-0.99	-1.23	-1.23
	Transactions			
	Net Increase/ Decrease	2.56	75.11	
	Donation/ CSR	-1.57	-74.87	
	Closing Balance			
	Hire / Rent Charges	0.00	-0.99	-1.23
4	Bahubali Housing co. P. Ltd			
	Opening Balance			
	Opening Balance (Cr)	5.05	-31.74	-31.74
	Security Deposit (Cr)	0	-35	-35
	Transactions			
	Office Rent	8.4	-8.4	
	Payment Made	-13.45	28.39	
	Repayment Security Deposit	0	35	
	Closing Balance			
	Hire / Rent Charges	0.00	5.05	-31.74
	Security Deposit (Cr)	0.00	0	-35
5	Little Star Finance (P) Ltd			
	Opening Balance			
	Opening Balance (Cr)	7.56	0	0
	Security Deposit	35	35	35
	Transactions			
	Office Rent	8.4	8.4	
	Payment Made	-15.96	0	
	Closing Balance			
	Hire / Rent Charges	0.00	7.56	0
	Security Deposit (Cr)	35.00	35	35
6	Sanyon Properties Pvt Ltd			
	Opening Balance			
	Opening Balance (Cr)	16.34	10.94	10.94
	Security Deposit (Cr)	170.00	170.00	170.00
	Transactions			
	Office Rent	6.00	6.00	
	Payment Made	-1.36	0	
	Closing Balance			
	Hire / Rent Charges	20.98	16.34	10.94
	Security Deposit (Cr)	170.00	170.00	170.00

7	**Om Metals Auto P Ltd**			
	Opening Balance			
	Security Deposit (Cr)	5.00	0.01	0.01
	Opening Balance (Cr)	37.90	5.00	5.00
	Transactions			
	Rent Receipts(Inc. Service Tax & GST)	90.32	82.74	
	Room Rent Receipts	0.00	0.60	
	Vehicle Repair, Insurance & Other	19.07	29.86	
	Net Increase Decrease	-94.32	-84.07	
	Vehicle Purchases	-4.10	-5.8	
	Closing Balance			
	Security Deposit	5.00	5.00	0.01
	Creditors(Cr)	65.07	37.90	5.00
E	**Key Management Personnel**			
1	Shri C P Kothari			
	Opening Balance			
	Sundry Creditors	0.00	0	
	Security Deposit	0.00	-10.00	-10.00
	Transactions			
	Directors Salary	0.00	27.85	
	Net Increase or Decrease	0.00	-17.85	
	Closing Balance			
	Sundry Creditors	0.00	0.00	
	Security Deposit	0.00	0.00	-10.00
2	Shri D P Kothari			
	Opening Balance			
	Sundry Creditors	0.00	0.00	0.00
	Security Deposit	7.50	7.50	7.50
	Transactions			
	Directors Salary	77.00	-27.85	
	Security Deposit	7.50	0.00	
	Hire Charges/ Rent Paid	19.20	-19.20	
	Net Increase or Decrease	-96.20	47.05	
	Closing Balance			
	Sundry Creditors	0.00	0.00	0.00
	Security Deposit	15.00	7.50	7.50
3	Shri Sunil Kothari			
	Opening Balance			
	Sundry Creditors	10.30	2.57	2.57
	Transactions			
	Directors Salary	84.00	84.00	
	Net Increase or Decrease	-94.30	-76.27	
	Closing Balance			
	Sundry Creditors	0.00	10.30	2.57

4	Shri Vikas Kothari			
	Opening Balance			
	Sundry Creditors	14.18	19.98	19.98
	Transactions			
	Directors Salary	-30.00	-30.00	
	Net Increase or Decrease	40.04	35.80	
	Closing Balance			
	Sundry Creditors	4.14	14.18	19.98
5	Mrs. Reena Jain (Company Sec.)			
	Opening Balance			
	Sundry Creditors	0.00	0.00	
	Transactions			
	Salary and Allowances	6.06	6.00	
	Net Increase or Decrease	-6.06	-6.00	
	Closing Balance			
	Sundry Creditors	0.00	0.00	
6	Mr. S K Jain (C F O)			
	Opening Balance			
	Sundry Creditors	0.00	0.00	
	Transactions			
	Salary and Allowances	12.26	12.00	
	Net Increase or Decrease	-12.26	-12.00	
	Closing Balance			
	Sundry Creditors	0.00	0.00	
F	**One Level at par Key Managerial Personnels**			
1	Shri Bharat Kothari			
	Opening Balance			
	Sundry Creditors	5.71	1.52	1.52
	Transactions			
	Salary and Allowances	30.00	30.00	
	Net Increase or Decrease	-35.71	-25.81	
	Closing Balance			
	Sundry Creditors	0.00	5.71	1.52
2	Shri Bahubali Kothari			
	Opening Balance			
	Sundry Creditors	5.56	0.00	0.00
	Transactions			
	Salary and Allowances	30.00	30.00	
	Net Increase or Decrease	-33.70	-24.44	
	Closing Balance			
	Sundry Creditors	1.86	5.56	0.00

3	Shri Vishal Kothari			
	Opening Balance			
	Sundry Creditors	46.45	23.86	23.86
	Transactions			
	Salary and Allowances	30.00	30.00	
	Net Increase or Decrease	-74.42	-7.41	
	Closing Balance			
	Sundry Creditors	2.03	46.45	23.86
4	Shri Sidharth Kothari			
	Opening Balance			
	Sundry Creditors	16.20	0.00	0.00
	Transactions			
	Salary and Allowances	18.00	18.00	
	Net Increase or Decrease	-34.20	-1.80	
	Closing Balance			
	Sundry Creditors	0.00	16.20	0.00

Notes to the Standalone Financial Statements

47. Leases

(a) The company has takenOffice Premises anddirector's residence on cancelable Operating Lease. The tenure of these agreements range between 3 to 5 Years.

The amount of lease rentals paid of Rs.155.46 Lacs (P.Y. Rs. 119.80 lacs) has been charged under the head "Rent" in Note 37.

(b) The company has entered into separate cancelable Operating lease for Premises and Machinery. The tenure of these agreements range between Six months to three years.

The amount of lease rentals paid of Rs.290.07 (P.Y. Rs. 474.27Lacs) has been charged under the head "Rent /Hire charges for Equipments" in Note 37.

48. Details of dues to Micro Small and medium enterprises as per MSMED Act. 2006 as identified by the company.

Particulars	2018	2017
The principal amount due and remaining unpaid to any supplier as at the end of each accounting year	10.44	44.21
The interest due an unpaid principal amount remaining as at the end of the each accounting year	-	-
The amount of interest paid by the buyer in terms of section 16 of the Micro Small and medium enterprises Development Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) But without adding the interest specified under Micro Small and medium enterprises Development Act, 2006	*-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year, and	-	-
The amount of further interest remaining due and payable even in the succeeding years , until such date when the interest dues as above are actually paid to the Small Enterprises for the purpose of disallowance as a deductible expenditure U/s. 23 of the Micro Small and medium enterprises Development Act, 2006	-	-

48A. Earning per Shares (E.P.S.)

S. No.	Particulars	2018	2017
i)	Calculation of weighted average number of face value of equity shares of Rs. 1 each		
	No. of shares at the beginning of the year.	96303809	96303809
	Total equity shares outstanding at the end of the year	96303809	96303809
	Weighted average no of equity shares outstanding during the year.	96303809	96303809
ii)	Net Profit after Tax available for equity shares holders (Rs.)	444518226.04	198872720.7
iii)	Basic and diluted earning per shares (Rs.)	4.62	2.07
iv)	Nominal value of equity shares (Rs.)	1	1

49. (a)Disclosure in respect of project which falls under the Revised guidance Note issued by the Institute of Chartered Accountants of India "Accounting for Real Estate transactions (Revised 2012)

(Rs. In Lacs)

Descriptions	2018	2017
Amount of Project Revenue Recognized as revenue during the year	699.85	774.53
Aggregate amount of cost incurred	6313.52	5760.04
profit recognized during the year	150.82	83.61
Amount of advance received	1610.93	1273.51
Amount of work in progress and value of inventories	3899.53	3760.97
Excess of revenue recognized over actual bills raised (Unbilled revenue)	1475.22	1134.77

b. Disclosure in respect with Accounting Standard – 7 (revised) amount due from / to customers as construction contracts of Engineering Division .

(Rs. In Lacs)

Descriptions	2018	2017
Contract Revenue for the period	26693.41	21858.52
Recognised profit / losses during the year (Before tax)	5028.8	2569.96
Advance outstanding from customers	1505.49	4033.2
Gross amount due from customers for contract work	6738.76	7739.7

Note-the above information is given only in respect of contracts entered into on or after 01.04.2003 and Figures of previous year are regrouped as needful.

50. (a) Incompliance with Accounting Standard - 28 on financial reporting of interest in joint venture/partnership firm. Following disclosure are made in respect of jointly controlled entities in which the company is a joint venture /partner

(b) Om Metal Consortium and Om Ray Joint Venture is a partnership firm. Following are partner & their share ratio as per revised deed drawn on in Profit/Loss

Name of partner	Om Metal Consortium	Om Ray Joint Venture
	Share ratio	Share Ratio
Om Metals Infraprojects Limited	17.50%	99.50%
Subhash projects & marketing Ltd.	5.00%	
Nikhil Township (P) Limited	15.00%	
Amrfina Construction (P) Ltd.	5.00%	
Maurya Housing Limited	5.00%	
Om Infra Tech (P) Limited	2.50%	
Gore Goan Hotel Realty Pvt Ltd	50%	
Ray Construction Limited		0.50%

51. The Company has an investment aggregating Rs. 7946.02 Lacs (previous year Rs.7736.01 lacs) and long term loans and advances Rs. 8952.61 lacs (previous year Rs.8392.18 Lacs) to subsidiaries of the Company, out of which Chahel infrastructure limited has incurred losses, and such losses will be recovered from future operations. Therefore the decline in the value of above investments is temporary in nature and the loans and advances and other current assets are good and recoverable.

52. The company has invested/guaranteed OMIL-JSC JV, Kameng as working capital and non-fund based banking facilities. The commercial understanding between partners through a letter of undertaking on 31.3.2009 that om metals will receive higher sum of profit to compensate its additional investment in this joint venture after completion of project

53. The company has been inducting funds in Bhilwara Jaipur Toll Road Private Limited (BJTR) to service debt due to shortfall in revenue of BJTR. This funding has been treated as short term to the extent of share of SPML Infra Limited i.e. 51%. Company is exploring all possibilities of recovering its fund and working for another possibility that NHAI will take over the complete project to convert the state highway into national highway as addressed by Minsitry of Road and Trasport in public meeting.

54. The projects which has been allotted to Om Metals-Spml JV but om metals being a lead partner, contract payment is given to lead partner and TDS is deducted from lead partner this calls for entrie revenue recognition in the books of lead partner.

55. In every payments of running bill, project authority deduct retention amount which is either released by submitting bank guarantee or released after successful completion of project. This retention amount keeps accumulating. Hence the seretention amount debtors is considered good and recoverable from project even if those are older than 6 months. Some amount has been written off as these amount looks difficult to recover as project authority (NHPC) has claimed compensation from company in chamera project.

56. Insurance cover has not been taken for bulky items at kota factory like steel plates etc. which are not easy for burglary or theft.

57. Due to high labour turnover at hilly or remote locations of project site its very difficult to accomplish the labour compliances in these regions.

58. After the award of work some time the other partner of JV falls short of its financial commitment in JV and the one partner has to meet all financial obligation this call for lesser profit percentage to the other partner in JV and the JV agreement is modified to effect to this.

59. The company has incorporated a 49% associate in Dubai in April 2018 for smoother execution of African projects and for exploring opportunities in Middle east countries.

60. The company has executed conveyance deed for sale of Multiplex property in current year which was agreed to be sold in 2014 and advance was taken in 2014 as per consideration agreed that time. The conveyance deed has been executed at the consideration agreed in 2014 but now DLC rate is changed on conveyance deed's execution date. So the income tax on capital gain has been calculated on the same consideration agreed in agreement and provision of income tax made accordingly.

61. Before the balance sheet date, some technical issues arose in Kameng (joint Operation) supplied/installed items which JV is rectifying from its best resources and no provisions has been made

for the same because the amount is not ascertainable

62. Corporate Social Responsibility

As per section 135 of the Companies Act, 2013, a company meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years of corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief and rural development projects. A CSR committee has been formed by the Company as per the Act. The funds were primarily allocated to a corpus and utilized through the year on these activities which are specified in Schedule VII of the Companies Act, 2013

- Gross amount required to be spent by the Company during the year is Rs.49.15 Lacs.
- Amount spent during the year:

Rs. In lacs

Particulars	Amount Spent	Yet to be spent	Total
On construction/acquisition of any asset	50.05	-	50.1
Total	50.05	-	50.1

63. Liabilities no longer required written back During the year, the management was written back liabilities. No longer required aggregating Rs.... (PY Rs. 91.40 Lacs) which were outstanding for a long period of time and being carried by the management as a measure of prudence. Such written back liability includes trade payable which were outstanding more than one year.

64. Other Additional information.

a. i. The details of finished goods opening, production, sales and closing stock are given as per annexure A.

ii. The details of material consumption are given as per annexure B.

Rs. In lacs

S. No.	Particulars	Current Year	Previous Year
I	C.I.F. Value of Imports		
	Raw Material	1007.8	1538.8
	Stores & Spares	0.77	13.39
	Machinery	0	301.29
ii)	EXPENDITURE IN FOREIGN CURRENCY (PAID OR PROVIDED) INCLUDING OVERSEAS BRANCHES		
	Travelling & Conveyance	36.7	63.31
	Legal & Consultancy	3.38	8.79
	Overseas Employees Cost	2.75	55.19
	Material Cost & Stores & Spares	9.02	442.97
	Other Operating Business Exp	56.34	405.74
	Foreign Tax	11.67	50.39
iii)	Income in Foreign Currency		
	Sales ,Erection & Contract Receipts	686.9	700.65
	Room Rent & Other Services	0	6.8
	Total :-	650.73	700.65
iv)	Net dividend remitted in foreign currency/foreign intuitional investors		
	No. of NRI share holders		0
	No of shares held by them		0
	Dividend paid (Rs. In lacs)		0
	Year to which dividend relates		NA

ii) VALUE OF RAW MATERIAL & STORES AND COMPONENTS CONSUMED :

Particulars	2018	%	2017	%
Raw Material				
Imported	1007.8	10%	1538.8	14%
Indigenous	8740	90%	9209.32	86%
Total :-	9747.8	100%	10748.12	100%
Stores & Spares				
Imported	587.89	100%	842.6	100%
Indigenous				
Total	587.89	100%	842.6	100%

65. First time adoption of Ind as reconciliation

(a) Reconciliation of Balance sheet

(b) Reconciliation of total comprehensive income

(c) Effect of IND AS adoption on total equity

(d) Effect on IND AS adoption on cash flow for the year ended 2017

Reconciliation of Balance sheet	As per annexure A attached
Reconciliation of total comprehensive income	As per annexure A attached
Effect of IND AS adoption on total equity	As per annexure A attached
Effect on IND AS adoption on cash flow for the year ended 2017	As per annexure A attached

Notes:

1. To comply with the Companies (Accounting Standard) Rules, 2006, certain account balances have been regrouped as per the format prescribed under Division II of Schedule III to the Companies Act, 2013.

2. Fair valuation of investments

Certain equity investments (other than investments in subsidiaries, joint ventures and associates) have been measured at fairvalue through other comprehensive income (FVTOCI). The difference between the fair value and previous GAAP carrying value on transition date has been recognized as an adjustment to opening retained earnings / separate component of other equity.

3. Financial liabilities and related transaction costs:

Borrowings and other financial liabilities which were recognized at historical cost under previous GAAP have been recognizedat amortised cost under IND AS with the difference been adjusted to opening retained earnings.Under previous GAAP, transaction costs incurred in connection with borrowings were amortised equally over the tenure of the borrowings. Under IND AS, transaction costs are deducted from the initial recognition amount of the financial liability andcharged over the tenure of borrowing using the effective interest method.Difference in the un-amortised borrowing cost as per IND AS and previous GAAP on transition date has been adjusted to thecost of asset under construction or opening retained earnings, as applicable.

4. Financial assets at amortised cost:

Certain financial assets held on with an objective to collect contractual cash flows in the nature of principal and interest havebeen recognized at amortised cost on transition date as against historical cost under the previous

GAAP with the differencehasbeen adjusted to the opening retained earnings.

5. Deferred tax as per balance sheet approach:

Under previous GAAP, deferred tax was accounted using the income statement approach, on the timing differences between thetaxableprofits and accounting profits for the period. Under IND AS, deferred tax is recognized following balance sheet approachon the temporary differences between the carrying amount of asset or liability in the balance sheet and its tax base. In addition,various transitional adjustments has also lead to recognition of deferred taxes on new temporary differences.

6. Excise duty:

Under previous GAAP, revenue from sale of goods was presented net of excise duty whereas under IND AS the revenue fromsale of goods is presented inclusive of excise duty. The excise duty is presented on the face of the Statement of Profit and Lossas part of expenses.

7. Defined benefit liabilities:

Under IND AS, Re-measurements i.e. actuarial gains and losses and the return on plan assets, excluding amounts included inthe net interest expense on the net defined liability, are recognized in other comprehensive income instead of profit or loss inprevious GAAP.

8. Other comprehensive income:

Under IND AS, all items of income and expense recognized in the period should be included in profit or loss for the period, unless a standard requires or permits otherwise. Items of income and expense that are not recognized in profit or loss butare shown in the statement of profit and loss and "other comprehensive income" includes re-measurements of defined benefitplans, foreign currency monetary item translation difference account, effective portion of gains and losses on cash flow hedginginstruments and fair value gain or losses on FVTOCI equity instruments. The concept of other comprehensive income did notexist under previous GAAP.

9. Investment In Subsidiary & Joint Venture

Interest free loan to subsidiary & joint ventures is carried at their fair value. For fair valuation 10 year risk free bond rate of Reserve bank of India rate is used. Difference between fair value and actual proceeds is recognized as the capital contribution to subsidiary & joint ventures and added to net investment in subsidiary& joint ventures.

Figures for previous year have been re-arranged/regrouped wherever necessaryto Make them comparable.

SIGNED FOR IDENTIFICATION

For and on behalf of Board of Directors

For Mahipal Jain & Company
CHARTERED ACCOUNTANTS
Firm`s Registration No. 007284C

(PRIYANK VIJAY)
PARTNER
M.No.403547

Place: Delhi
DATED: 30.05.2018

(REENA JAIN)
(Company Secretary)

S.K. Jain
(C.F.O.)

Dharam Prakash Kothari)
Chairman
DIN : 00200342

(Sunil Kothari)
Managing Director
DIN :00220940

(Vikas Kothari)
President & Director
DIN :00223868

Annexure A

OM METALS INFRAPROJECTS LIMITED

Reconcilation of Standalone Balance Sheet as at 31st March, 2017

(In Rs.)

	As at 30.09.2017	As at 30.06.2017	IGAAP	Effects of transition to Ind AS	As at 31.03.2017	IGAAP	Effects of transition to Ind AS	As at 01.04.2016
I ASSETS								
Non-current assets								
(a) Property, plant and equipment	1679908748	-488180043	1191728705	1541457693	-489067717	1052389976	-489067717	1052389976
(b) Investment property		502928905	502928905		504534647	504534647	504534647	504534647
(c) Capital work-in-progress	3970539	3923628	7894166	1283603	1650000	2933603	1650000	2933603
(d) Intangible assets	230126	7200	237326	0	18000	18000	18000	18000
(e) Financial assets								
(i) Investments	1324487830	490221951	1814709781	1340446616	468584888	1809031504	468584888	1809031504
(ii) Loans	2075446329	-1085002799	990443530	2071005164	-1258534670	812470494	-1258534670	812470494
(iii) Other financial assets		300684595	300684595		556524557	556524557	556524557	556524557
(f) Current tax assets (Net)		69293061	69293061		47870379	47870379	47870379	47870379
(g) Other non-current assets	54936170	-35803528	19132642	46023344	-27141502	18881842	-27141502	18881842
Total non-current assets	5138979742	-241927031	4897052711	5000216420	-195561417	4804655003	-195561417	4804655003
Current assets								
(a) Inventories	824152263	22223609	846375872	617376970	27336248	644713218	27336248	644713218
(b) Financial assets								
(i) Investments								
(ii) Trade receivables	780458185	76660274	857118459	824371497	-141617086	682754412	-141617086	682754412
(iii) Cash and cash equivalents	210377640	-165061627	45316013	469372447	-304987070	164385377	-304987070	164385377
(iv) Bank balances other than (iii) above		14710753	14710753		60932751	60932751	60932751	60932751
(v) Loans	844921120	429273210	1274194330	692130313	546205162	1238335475	546205162	1238335475
(vi) Other Financial assets		1374296	1374296		10658704	10658704	10658704	10658704
(c) Other current assets	114918240	182997795	297916035	104117362	271884413	376001776	271884413	376001776
Total current assets	2774827448	562178310	3337005758	2707368590	470413122	3177781712	470413122	3177781712
Total assets	7913807190	320251280	8234058469	7707585010	274851705	7982436715	274851705	7982436715
II EQUITY AND LIABILITIES								
Equity								
(a) Equity share capital	96303809	0	96303809	96303809	0	96303809	0	96303809
(b) Other equity	5688792196	245662981	5934455176	5582747441	153335015	5736082456	153335015	5736082456
Total equity	5785096005	245662981	6030758985	5679051250	153335015	5832386265	153335015	5832386265
Non-current liabilities								
(a) Financial liabilities								
(i) Borrowings	302884214	-1	302884213	105197331	1712659	106909989	1712659	106909989
(ii) Other financial liabilities	187133253	14847560	201980812	288368889	65439844	353808733	65439844	353808733
(b) Provisions	8445639	-314534	8131105	8247443	174250	8421693	174250	8421693
(c) Deferred tax liabilities(Net)	52281680	1300953	53582633	33862971	8514491	42377462	8514491	42377462
Total non-current liabilities	550744785	15833978	566578763	435676634	75841243	511517878	75841243	511517878
Current liabilities								
(a) Financial liabilities								
(i) Borrowings	684253326	0	684253326	471296203	38846165	510142368	38846165	510142368
(ii) Trade payables	350377599	34263606	384641205	382952918	9752938	392705856	9752938	392705856
(iii) Other financial liabilities		424787607	424787607		573646828	573646828	573646828	573646828
(b) Provisions	28311019	-22569196	5741823	16524523	-87095	16437428	-87095	16437428
(c) Other current liabilities	515024456	-377727699	137296757	722083482	-576483389	145600093	-576483389	145600093
Total current liabilities	1577966400	58754319	1636720719	1592857126	45675447	1638532573	45675447	1638532573
Total liabilities	2128711185	74588297	2203299482	2028533760	121516690	2150050450	121516690	2150050450
Total equity and liabilities	7913807190	320251279	8234058469	7707585010	274851705	7982436715	274851705	7982436715

Annexure A

OM METALS INFRAPROJECTS LIMITED

Reconcilation of Standalone Statement of Profit and loss for the Year ended 31.03.2017

Particulars	IGAAP	Effects of transition to Ind AS	As at 31.03.2017
I Revenue from operations	2313946742.17	180325421.27	2494272163.44
II Other Income	64614103.15	75595462.66	140209565.81
III Total Income	**2378560845.32**	**255920883.93**	**2634481729.25**
IV Expenses:			
Cost of materials consumed	1122164069.18	-47352561.95	1074811507.23
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	-243308762.73	9910112.20	-233398650.53
Excise Duty		60134947.00	60134947.00
Employee benefit expense	174326306.29	22694155.75	197020462.04
Financial costs	170105702.84	16184386.02	186290088.86
Depreciation and amortization expense	111780670.12	2395181.80	114175851.92
Other expenses	849108774.16	109611950.71	958720724.87
Total Expenses	**2184176759.86**	**173578171.53**	**2357754931.39**
V Profit before exceptional items and tax (III-IV)	194384085.46	82342712.40	276726797.86
VI Exceptional item			0
VII Profit/(loss) before tax (V-VI)	194384085.46	82342712.40	276726797.86
VIII Tax expense/ benefits			
(1) Current Income Tax	41200000.00	20236245.20	61436245.20
(2) Income Tax Foreign	5038946.25	0.00	5038946.25
(3) Deferred tax (Assets)Liability	18418709.50	-7153419.11	11265290.39
(4) Income Tax/Wealth Tax Expenses Earlier Years		0.00	0.00
IX Profit/(Loss) for the year after tax	129726429.71	69259886.31	198986316.02
X Profit/(Loss) from the discontinuing operation		0.00	0
Profit/(Loss) from the discontinuing (fixed assets)			0
Tax expenses/(credit) of discontinuing operation		0.00	0
Profit/(Loss) from the discontinuing operation (after tax)	0.00	0.00	0.00
XI Profit for the year	129726429.71	69259886.31	198986316.02
XII Other Comprehensive Income			
A i) Items that will not be reclassified to profit or loss			
a) Re-measurements of the defined benefit plans			-156992.00
b) Equity instruments through Other comprehensive income			-16722.95
ii) Income tax relating to items that will not be reclassified to profit or loss			60119.60
Total (A)	0.00	0.00	-113595.35
B i) Items that will be reclassified to profit or loss			
(a) The effective portion of gains and loss on hedging instruments			
(b) Changes in Foreign Currency Monetary Item translation difference account(FCMITDA)			
ii) Income tax relating to items that will be reclassified to profit or loss			
Total (B)	0.00	0.00	0.00
Total Other comprehensive income / (loss) (A+B)		0.00	-113595.35
XIII Total comprehensive income / (loss)	129726429.71	69259886.31	198872720.67
Earning per equity share:			
(1) Basic			
(2) Diluted			

	Annexure - A- Reconciliations between previous GAAP and Ind AS of Standalone Financial Statements				
	Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represent the reconciliations from erstwhile Indian GAAP to Ind AS				
A	**Reconciliation of Equity between IND-AS and previous GAAP**			**Standalone**	
				March 31 2017	**April 1 2016**
	Nature of Adjustment				
	Shareholder's Equity as per previous GAAP			5688792195.79	5582747441.08
	Fair Valuation for assets/liabilities			250915.05	267638
	Adjustment in relation to retrospective application of Ind AS 19			-244147.00	-87155
	Deferred tax adjustment as per ind as 12			-8454372.4	-8514492
	Reserves of joint operation			161669023.8	161669023.8
	Change in Profit as per profit & loss due to Ind As			69259886.75	
	Proposed dividend & Dividend Tax			23181675	
	Shareholder's Equity as per Ind AS			**5934455177.00**	**5736082455.89**
	March 2017 figures are on cumulative basis				
B	**Reconciliation of Profit/(loss) after tax between IND-AS and previous GAAP**			**Standalone**	
				March 31 2017	
	Net profit/(loss) as per Previous GAAP				129726429.7
	Adjustments				
	Increase in sales due to joint operation			180325421.3	
	Increase in interest receipt due to fair valuation and joint operation			75595462.66	
	Increase in expenses due to joint operation and ind as 19			173578171.5	
	Net increase in Profit				82342712.4
	increase in current income tax due to joint operation				20236245.2
	Re-measurement (gain) / loss Employee Benefit Schemes taken to Other Comprehensive Income				
	Increase in deferred tax as per Ind As -12				-7153419.11
	Net profit/(loss) as per Ind AS				198986316
	Add: Other comprehensive income				-113595.35
	Total comprehensive income/(loss) as per Ind AS				198872720.7

	OM METAL INFRAPROJECTS LIMITED			
	Reconciliation of Standalone Cash Flow Statement for the year ended March 31, 2018			
	Annexure -A **Particulars**	**IGAAP**	**Effects of transition to Ind AS**	**As at 31.03.2017**
1	**Cash Flow from operation Activities**			
A	Net Profit before Taxation and Extraordinary Item			
	Contuning operations	194384085.5	82342712.40	276726797.86
	Discontuning operations			
	Add:-			
	Depreciation	111780670.1	2395181.80	114175851.92
	Interest	170105702.8	16184386.02	186290088.86
	Loss on Sales of Investment/ fixed assets	2743928.18	-1942977.00	800,951.18
		479014386.6	**98979303.22**	**577993689.8**
	Less:-			
	Interest & div Receipt	31569655.68	62366526.50	93936182.18
	Dividend		64.00	64.00
	Profit on sale of Fixed Assets	1942977	-1942977.00	0.00
	Trans Credit			0.00
	Excess provision written back	6440031.5	-6440031.50	
	Sundry balance w/o	9139631.26	-9139631.26	
		49092295.44	**44843950.74**	**93936246.18**
	Operating Profit before working capital changes	**429922091.2**	**54135352.48**	**484057443.6**
	Adjustments for working capital Changes:			
	(Increase)/decrease of Trade and Other receivable	42252066.65	-216616113.95	-174364047.30
	(Increase)/decrease of Inventories	-206775292.9	5112639.20	-201662653.66
	(Increase)/decrease of Other current assets		78085740.41	78085740.41
	(Increase)/decrease of Other Financial Assets		9284407.94	9284407.94
	Short term Loans and Advances		-35858854.84	-35858854.84
	Increase/(decrease) of Other Financial Liabilities		-148859220.57	-148859220.57
	Increase/(decrease) of Trade and Other Payable	-239634345.6	231569695.10	-8064650.49
	Increase/(decrease) of Other Current Liabilities		-6731700.79	-6731700.79
	Prov. For gratuity	1419680	-1419680.00	
		27184199.36	-31297735.02	-4113535.66
	Less:-			
	Direct Taxes Paid	-54075242.37	-24667188.70	-78742431.07
	Net cash flow from operating activities	-26891043.01	-55964923.72	-82855966.73
2	**Cash flow from investing activities :**			
	Sale of PPE	24744203.64	-1942977.00	22801226.64
	Purchase of PPE	-273763076.9	-1409655.41	-275172732.35
	Dividend Received		64.00	64.00
	sale/(Purchase) of Investment property		500000.00	500000.00
	Purchase of Intangible Assets		-256658.00	-256658.00
	Profit/loss on sale of Fixed Assets		-800951.18	-800951.18
	(Purchase) of Investments	-4446158.84	-1905830.90	-6351989.74

	Sale of Investments	17661016.82	-17661016.82	
	Bank balances other than cash and cash equivalents		46221998.03	46221998.03
	Other Financial Assets		255839961.79	255839961.79
	Long term Loans and Advances	-155572307.5	-22400728.37	-177973035.91
	Interest received	31569655.68	62366526.50	93936182.18
	Other Non-Current Assets	-8912826.41	-12760655.32	-21673481.73
	Net cash flow from/used in investing activities	-368719493.6	305790077.3	-62929416.27
3	**Cash Flow from financing activities :**			
	Interest and Bank Commission paid	-170105702.8	-16184386.02	-186290088.9
	Long Term Borrowings	197686882.9	-1712659.43	195974223.43
	Other Long Term Liabilities	-101235637.2	-50882871.77	-152118509.00
	Short Term Borrowings	212957123.1	-38846165.35	174110957.79
	Dividend Paid			
	Dividend Tax Paid			
	Net cash used in financing activities	139302665.9	-107626082.6	31676583.36
	Increase/(Decrease) in cashand cash equivalents			
	A. Cash Flow from Operating Activities	-26891043.01	-55964923.72	-82855966.73
	B. Cash Flow from Investing Activities	-368719493.6	305790077.32	-62929416.27
	C. Cash Flow from Financing Activities	139302665.9	-107626082.57	31676583.36
	Net Increase / Decrease in Cash Flow During Year	-256307870.7	142199071	-114108799.6
	Cash and cash equivalents at beginning of year	469372446.6	-304987070.10	164385376.51
	Cash and cash equivalents at end of the year	213064575.9	-162787999.1	50276576.87

Joint venture (JV) Companies and Partnership firm (PF): Current Year										
Name of Company/firm	Proportion of ownership interest	Country of incorporation or registration	Accounting period ended	Assets	Liabilities	Income	Expenditure	Contingent Liabilities includes BG / LC	Capital commitment	Date of Creations of JV/firm
Om Metals Consor. (PF)	17.50%	India	31.03.2018	2271.12	6.76	4	0	Nil	Nil	18.07.2005
Om Rays Venture (P.F.)	99.50%	India	31.03.2018	124.48	0.77	0	5.06	Nil	Nil	05.07.2005
Bhilwara Jaipur Toll Road (P) Ltd	49%	India	31.03.2018	18142.53	13192.48	1664.53	2125.78	Refer Note 44	Nil	06.04.2010
Bihar Logistic Private Limited	50%	India	31.03.2018	31.58	46.65	0	16.26	Refer Note 44	Nil	25.03.2017
Gujrat Warehousing Private Limited	50%	India	31.03.2018	182.79	201.37	0	19.72	Refer Note 44	Nil	24.01.2017
Uttar Pradesh Logistic Private Limited*	50%	India	31.03.2018					Nil	Nil	24.01.2017
West Bengal Logistic Private Limited*	50%	India	31.03.2018					Nil	Nil	20.01.2017
Gurha Thermal Power Co. Ltd. (JV	50%	India	31.03.2018	881.89	879.39	0	0			

·Balance sheets not available

Joint venture (JV) Companies and Partnership firm (PF): Previous year

Proportion of ownership interest	Country of incorporation or registration	Accounting period ended	Assets	Liabilities	Income	Expenditure	Contingent Liabilities includes BG / LC	Capital commitment	Date of Creations of JV/firm
17.50%	India	31.03.2017	2270.01	877.54	5.16	1.6	Nil	Nil	18.07.2005
99.50%	India	31.03.2017	128.78	1.06	1.09	20	Nil	Nil	05.07.2005
49%	India	31.03.2017	18439.72	14719.79	1396.69	2082.99	Refer Note 44	Nil	06.04.2010
50%	India	31.03.2017	445.74	257.43	653.79	643.8	Refer Note 44	Nil	10.05.2010
50%	India	31.03.2017	4.37	3.18	0	0	Refer Note 44	Nil	25.03.2017
50%	India	31.03.2017	4.41	3.32	0	0	Refer Note 44	Nil	24.01.2017
50%	India	31.03.2017	46.5	62.5	0	0.66	Nil	Nil	24.01.2017
50%	India	31.03.2017	0.47	0.32	0	0.34	Nil	Nil	20.01.2017
50%	India	31.03.2017	783.12	780.61	0	0	Refer Note 44	Nil	16.04.2009

Consolidated Financial Statements

Independent Auditor's Report On Consolidated Financial Statements

To the Members of
OM METALS INFRAPROJECTS LIMITED

Report on the Financial Statement

We have audited the accompanying consolidated Ind AS financial statements of **OM METALS INFRAPROJECTS LIMITED** (“the Group”), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, including the Statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information

Management's Responsibility for the Consolidated Ind AS Financial Statements

The Group's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these consolidated Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Group in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Group's preparation of the consolidated Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Group's Directors, as

well as evaluating the overall presentation of the consolidated Ind AS financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Other Matters

(i) We did not audit the financial statements of Four unincorporated integrated joint ventures/PF, included in the Consolidated financial statements, whose financial statements reflect Group's net share in profit of Rs 1354.83 Lacs for the year ended 31 March 2018. These financial statements have been audited by other auditors whose audit reports have been furnished to us, by the management, and our opinion on the Consolidated financial statements of the Group for the year then ended to the extent they relate to the financial statements not audited by us as stated in this paragraph is based on solely on the audit reports of the other auditors. Our opinion is not qualified in respect of this matter.

(ii) We did not the audit the financial statements of Group's overseas branch of group located at Nepal reflecting Loss before tax of Rs. 22.26 Lacs for the year ended 31 March 2018, which are incorporated in Engineering Division of parent Group. These financial statements are audited by branch auditor and certified by the Group's management, as reported by the Branch Auditor of the Engineering Division. In our opinion on the consolidated financial statements of the group for the year then ended to the extent they relate to the financial statements as stated in this paragraph is based solely on, on such management certified financial statements. Our opinion is not qualified in respect of this matter.

(iii) The Financial statements in connection with the trade receivables amounting to Rs. 57.57 Lacs which are subject matters of arbitration proceedings/ negotiations with the project authorities due to some disputes. The management of the Group, keeping in view the status and the outcome of arbitration proceedings and the basis of which steps to recover these amounts are currently in process, is confident of recovering the aforesaid dues.Our report is not qualified in respect of these matters.

(iv) Consolidated financial statements includes unaudited financial statement of joint operation Om-SPML JV Rwanda, for which we qualify the report.

(v) We did not audit the financial statements of one Subsidary, four joint ventures and one associate included in the Consolidated financial statements, whose financial statements reflect Group's net share in loss of Rs 247.35 Lacs for the year ended 31 March 2018. These financial statements have been audited by other auditors whose audit reports have been furnished to us, by the management, and our opinion on the Consolidated financial statements of the Group for the year then ended to the extent they relate to the financial statements not audited by us as stated in this paragraph is based on solely on the audit reports of the other auditors. Our opinion is not qualified in respect of this matter.

(vi) We did not recive audited financial statements of two joint ventures namely Uttar Pradesh Logistics private limited and West Bangal Logistics private limited and the same are not included in consolidated financial statements for which we qualify our opinion. Further the investment in share capital in both the company is around 1 lacs only which is immaterial according to the size of the Group.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the consolidated

Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Group as at March 31, 2018, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

(b) In our opinion, proper books of account as required by law have been kept by the Group so far as it appears from our examination of those books;

c) The Balance Sheet, Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

(d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

(e) On the basis of written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2018, from being appointed as a director in terms of Section 164 (2) of the Act;

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in “Annexure 1” to this report;

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Group does not have any pending litigations which would impact its financial position;

ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group;

For Mahipal Jain & Co.
Chartered Accountants
Firm Registration No 007284C

CA Priyank Vijay}
Partner
M.No. 403547

Place : Delhi
Dated : 30.05.2018

Annexure to the Independent Auditor's Report of even date to the members of **OM METALS INFRAPROJECTS LIMITED**, on the Consolidated financial statements for the year ended 31st March 2018

Annexure 1 to INDEPENDENT AUDITOR'S REPORT

Independent Auditor's report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

1. In conjunction with our audit of the consolidated financial statements of **OM METALS INFRAPROJECTS LIMITED** ("the Group") as of and for the year ended 31 March 2018, we have audited the internal financial controls over financial reporting (IFCoFR) of the Group of as of that date.

Management's Responsibility for Internal Financial Controls

2. The Group's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control Over Financial Reporting (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Group's business, including adherence to Group's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Group's IFCoFR based on our audit. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India (ICAI) and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of IFCoFR, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate IFCoFR were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the IFCoFR and their operating effectiveness. Our audit of IFCoFR included obtaining an understanding of IFCoFR, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the

assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the group's IFCoFR.

Meaning of Internal Financial Controls over Financial Reporting

6. A group's IFCoFR is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A group's IFCoFR includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the group; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the group are being made only in accordance with authorisations of management and directors of the group; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the group's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

7. Because of the inherent limitations of IFCoFR, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the IFCoFR to future periods are subject to the risk that IFCoFR may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Group has, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control Over Financial Reporting (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (ICAI).

For Mahipal Jain & Co.
Chartered Accountants
Firm Registration No 007284C

CA Priyank Vijay}
Partner
M.No. 403547

Place : Delhi
Dated : 30.05.2018

OM METALS INFRAPROJECTS LIMITED

Consolidated Balance Sheet as at 31st March,2018

(In Rs.)

	Notes	31.03.2018	31.03.2017	01.04.2016
I ASSETS				
Non-current assets				
(a) Property, plant and equipment	4	1,103,866,016	1,192,287,782	1,052,995,317
(b) Investment property	5	514,464,832	512,451,136	514,056,878
(c) Capital work-in-progress		46,660,751	7,894,166	2,933,603
(d) Intangible assets	6	289,051	306,326	268,705
(e) Goodwill		25,957,535	25,468,819	25,468,819
(f) Financial assets				
(i) Investments				
A. Investment in Joint venture & associates (accounted as per equity method	7A	505,212,140	549,442,809	556,853,435
B. others	7B	443,610,765	537,829,463	526,077,702
(ii) Loans	8	433,097,612	323,921,998	427,841,588
(iii) Other financial assets	9	182,634,570	301,234,595	557,074,557
(g) Current tax assets (Net)	10	94,050,482	94,740,519	78,002,020
(h) Other non-current assets	11	21,319,699	19,132,642	18,881,842
Total non-current assets		3,371,163,454	3,564,710,256	3,760,454,467
Current assets				
(a) Inventories	12	3,194,850,741	2,863,836,989	2,575,333,482
(b) Financial assets				
(i) Investments				
(ii) Trade receivables	13	759,483,256	876,673,296	755,889,033
(iii) Cash and cash equivalents	14	264,220,372	125,753,263	225,326,473
(iv) Bank balances other than (iii) above	15	227,126,542	14,814,118	61,087,183
(v) Loans	16	415,281,907	419,872,460	242,256,761
(vi) Other Financial assets	17	1,769,649	1,529,848	10,782,256
(c) Other current assets	18	298,631,239	612,039,350	677,698,903
Total current assets		5,161,363,705	4,914,519,324	4,548,374,090
Total assets		8,532,527,159	8,479,229,580	8,308,828,556
II EQUITY AND LIABILITIES				
Equity				
(a) Equity share capital	19	96,303,809	96,303,809	96,303,809
(b) Other equity	20	6,210,076,028	5,903,110,621	5,730,463,852
Total equity		6,306,379,837	5,999,414,430	5,826,767,661

Non Controlling Interest		(1,615,221)	17,313,864	16,420,670
Non-current liabilities				
(a) Financial liabilities				
(i) Borrowings	21	352,815,469	371,947,132	322,187,221
(ii) Other financial liabilities	22	168,991,740	201,980,812	353,808,733
(b) Provisions	23	7,912,839	8,131,105	8,421,693
(c) Deferred tax liabilities(Net)	24	47,552,230	65,262,891	55,838,899
Total non-current liabilities		577,272,278	647,321,940	740,256,546
Current liabilities				
(a) Financial liabilities				
(i) Borrowings	25	395,660,296	684,253,326	510,142,368
(ii) Trade payables	26	423,354,749	403,762,480	470,687,183
(iii) Other financial liabilities	27	679,948,300	574,787,608	573,646,828
(b) Provisions	28	80,310,664	13,046,580	19,836,440
(c) Other current liabilities	29	71,216,257	139,329,352	151,070,861
Total current liabilities		1,650,490,266	1,815,179,347	1,725,383,679
Total liabilities		2,226,147,322	2,479,815,151	2,482,060,895
Total equity and liabilities		8,532,527,160	8,479,229,581	8,308,828,556

See accompanying notes to the Standalone Financial Statements
As per our Report of even date annexed

For Mahipal Jain & Company
Firm`s Registration No. 007284C
Chartered Accountants

Priyank Vijay
Partner
M.No 403547

Place : Delhi
Dated : 30/05/2018

For and on behalf of Board of Directors
Om Metals Infraprojects Ltd.

D.P.Kothari
(Chairman)
DIN- 00200342

Sunil Kothari
(Mg.Director)
DIN- 00220940

Vikas Kothari
(President & Director)
DIN- 00223868

Reena Jain
(Company Secretary)

S.K.Jain
(CFO)

OM METALS INFRAPROJECTS LIMITED

Consolidated Statement of Profit and loss for the year ended 31.03.2018

Particulars	Note No	2017-18	2016-17
I Revenue from operations	30	3097296626	2494463303
II Other Income	31	111273219	125141278
III Total Income		**3208569845**	**2619604581**
IV Expenses:			
Cost of materials consumed	32	1105925892	1113875277
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	33	-296732294	-320239503
Purchase of stock in trade	34	2231131	0
Excise Duty		37774311	60134947
Employee benefit expense	35	217592190	203592980
Financial costs	36	195484010	214960853
Depreciation and amortization expense	37	120132042	114576820
Other expenses	38	1329179023	986784368
Total Expenses		**2711586305**	**2373685742**
V Profit before exceptional items and tax (III-IV)		496983540	245918839
VI Exceptional item			
VII Profit/(loss) before tax (V-VI)		496983540	245918839
VIII Tax expense/ benefits			
(1) Current Income Tax		192047700	71114245
(2) Income Tax Foreign			5038946
(3) Deferred tax (Assets)Liability		-17790228	9484111
(4) Income Tax/Wealth Tax Expenses Earlier Years		2086634	1070608
IX Profit/(Loss) for the year after tax		320639434	159210928
X Profit/(Loss) from the discontinuing operation		3860805	0
Profit/(Loss) from the discontinuing (fixed assets)		161806676	
Tax expenses/(credit) of discontinuing operation		31715000	0
Profit/(Loss) from the discontinuing operation (after tax)		133952481	0
XI Profit for the year		454591915	159210928
XII Share of Profit or loss from Joint Venture and associates		-43971670	-28564785
XIII Total Profit for the year		410620245	130646143
XIV Other Comprehensive Income			
A i) Items that will not be reclassified to profit or loss			
a) Re-measurements of the defined benefit plans		417302	-156992
b) Equity instruments through Other comprehensive income		-187394	0
ii) Income tax relating to items that will not be reclassified to profit or loss		-79566	60120
Total (A)		150341	-96872

B i) Items that will be reclassified to profit or loss			
(a) The effective portion of gains and loss on hedging instruments			
(b) Changes in Foreign Currency Monetary Item translation difference account(FCMITDA)			
ii) Income tax relating to items that will be reclassified to profit or loss			
Total (B)		0	0
Total Other comprehensive income / (loss) (A+B)		150341	-96872
XIII Total comprehensive income / (loss)		410770587	130549271
Profit attributable			
a) Parent		410881487	130014216
b) Non controlling Interest		-110901	535054
Earning per equity share:			
(1) Basic		4.27	1.36
(2) Diluted		4.27	1.36

Significant Accounting Policies and Notes to the financial statements 1&2

Signed in terms of our report of even date annexed

For Mahipal Jain & Company
Firm`s Registration No. 007284C
Chartered Accountants

Priyank Vijay
Partner
M.No 403547

Place : Delhi
Dated : 30/05/2018

For and on behalf of Board of Directors

Om Metals Infraprojects Ltd.

D.P.Kothari
(Chairman)
DIN- 00200342

Sunil Kothari
(Mg.Director)
DIN- 00220940

Vikas Kothari
(President & Director)
DIN- 00223868

Reena Jain
(Company Secretary)

S.K.Jain
(CFO)

OM METALS INFRAPROJECTS LIMITED

Statement Of Changes In Equity for the yearn ended on 31.03.2018

A. Equity Share Capital								(In RS.)		
						As at 01.04.2016	Movement during the year	As at 31.03.2017	Movement during the year	As at 31.03.2018
Share Capital						96303809	0	96303809	0	96303809

B. Statement of changes in other equity

Particulars	Reserve & surplus					OCI for Acturial loss	OCI for Share valuation	OCI for FCTR	Capital Contribution	Total
	Capital Reserve	Security Premium Reserve	Revaluation Reserve	General Reserve	Retained Earnings					
Balance as at 1st april 2016	1,231,810,945	1,224,764,600	2,000,000	237,500,000	3,029,686,558					5,725,762,103
Ind As adjustments						..				
- Deferred Tax liablity created					(22,197,192)	..				(22,197,192)
- Increase in Value of quoted investment					267,638					267,638
- Ind as Adjustment					(11,198,654)				37,829,957	26,631,303
Balance as on 01.04.2016	1,231,810,945	1,224,764,600	2,000,000	237,500,000	2,996,558,350	..			37,829,957	5,730,463,852
- Ind as Adjustment					36,649,275				6,500,000	43,149,275
Profit for the year	-	-	-	-	130,111,089	-				130,111,089
Other comprehensive income for the year	-	-	-	-	-	(156,992)	(16,723)			(173,715)
Deferred tax on OCI						54,332	5,788			60,120
Total income for the year	**1,231,810,945**	**1,224,764,600**	**2,000,000**	**237,500,000**	**3,163,318,714**	**(102,660)**	**(10,935)**		**44,329,957**	**5,903,610,621**
Adjustments related to fixed asset					1,500,000					1,500,000
Amount transferred to general reserve/ retained earnings			(2,000,000)	7,500,000	(7,500,000)					(2,000,000)
Total comprehensive income for the year as at 31st march 2017	**1,231,810,945**	**1,224,764,600**	**-**	**245,000,000**	**3,157,318,714**	**(102,660)**	**(10,935)**		**44,329,957**	**5,903,110,621**
Dividend on equity share for the year					(52,967,095)					(52,967,095)
Dividend distribution tax					(10,780,152)					(10,780,152)
Ind As adjustments					(39,140,643)					(39,140,643)
Profit for the year					410,731,146				223,880	410,731,146
Other comprehensive income for the year						417,302	(187,394)	(1,252,069)		(1,022,162)
Deferred tax on OCI						(144,420)	64,853			(79,566)
balance as on 31.03.2018	**1,231,810,945**	**1,224,764,600**	**-**	**245,000,000**	**3,465,161,970**	**170,222**	**(133,476)**	**(1,252,069)**	**44,553,837**	**6,210,076,028**

	OM METAL INFRAPROJECTS LIMITED		
	CONSOLIDATED Cash Flow Statement for the year ended March 31, 2018		
	Particulars	**Year ended**	
		31.03.2018	**31.03.2017**
1	**Cash Flow from operation Activities**		
A	Net Profit before Taxation and Extraordinary Item		
	Contuning operations	496983540	245918839
	Discontuning operations	165667481	0
	Add:-		
	Depreciation	120132042	114576820
	Interest	195484010	214960853
		978267074	**575456512**
	Less:-		
	Interest	72939373	65926068
	Profit on Sale of Investment		
	Profit on Sale of Fixed Assets		
	Excess Depreciation Written Back		
	Dividend	2200	64
	Profit./(loss) on sale of Fixed Assets / Investments	1791288	12049049
		74732861	**77975181**
B	Operating Profit before working capital changes	903534213	497481331
	Adjustments for :		
	Trade and Other receivable	117190040	-120784263
	Inventories	-331013752	-288503506
	Other current assets	313408111	65659553
	Other Financial Assets	-239801	9252408
	Short term Loans and Advances	4590554	-177528541
	Other current liabilities	-68116096	-11741508
	Other Financial Liabilities	105160692	1140780
	Trade and Other Payable	19379427	-67011861
	Provisions	-176292	1571635
		1063717096	**-90463973**
	Less:-		
	Direct Taxes Paid	158408958	85585284
	Net cash flow from operating activities	**905308138**	**-176049257**

	Cash flow from investing activities :		
	(Purchase) of fixed assets including goodwill	-54956735	-275345732
	sale of fixed assets	22347466	22801227
	sale/(Purchase) of Intangible Assets	-105373	-256658
	sale/(Purchase) of Investment Property	-3016345	500000
	Decrease/(Increase) in Capital WIP	-38766585	-4960563
	sale/(Purchase) of Investments	101413283	31457511
	Dividend Received	2200	64
	Profit on sale of Fixed Assets	1791288	12049049
	Bank balances other than cash and cash equivalents	-212312424	46273065
	Other financial assets	118600025	255839962
	Long term Loans and Advances	-109175614	103919590
	Interest received	72939373	65926068
	Other Non-Current Assets	-1497020	-16989299
	Reserve created on transalation	-1252069	0
	Profit/(loss) of Joint Venture	-43971670	-28564785
	Net cash flow from/used in investing activities	**-147960200**	**212649497**
	Cash Flow from financing activities :		
	Interest and Bank Commission paid	-195484010	-214960853
	Change In Non Controlling Interest	-18929086	893194
	Dividend Paid	-52967095	0
	Dividend Tax Paid	-10780152	0
	Other financial liabilities	-32989072	-151827921
	Provisions	-218266	-290588
	Short Term Borrowings	-288593030	174110958
	long Term Borrowings	-19131663	49759910
	Capital contribution received	211544	6141850
	Net cash used in financing activities	**-618880829**	**-136173450**
	Increase/(Decrease) in cashand cash equivalents		
	A. Cash Flow from Operating Activities	905308138	-176049257
	B. Cash Flow from Investing Activities	-147960200	212649497
	C. Cash Flow from Financing Activities	-618880829	-136173450
	Net Increase / Decrease in Cash Flow During Year	138467109	-99573210
	Cash and cash equivalents at beginning of year	125753263	225326473
	Cash and cash equivalents at end of the year	**264220372**	**125753263**
		264220372	125753263
	statements	0	0

Significant Accounting Policies and Notes to the financial statements

For and on behalf of Board of Directors

As per our Report of even date annexed

Om Metals Infraprojects Ltd.

For Mahipal Jain & Company
Firm`s Registration No. 007284C
Chartered Accountants

Vikas Kothari
(President & Director)
DIN- 00223868

Reena Jain
(Company Secretary)

D.P.Kothari
(Chairman)
DIN- 00200342

Priyank Vijay
Partner
M.No 403547

Place : Delhi
Dated : 30/05/2018

S.K.Jain
(CFO)

Sunil Kothari
(Mg.Director)
DIN- 00220940

OM METALS INFRAPROJECTS LIMITED

NOTES ANNEXED TO AND FORMING PART OF CONSOLIDATED BALANCE SHEET AS AT 31.03.2018 AND CONSOLIDATED STATEMENT OF PROFIT AND LOSS AND ALSO THE CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED ON THAT DATE

1. Group Overview:

The Consolidated Financial Statements comprise financial statements of Om Metals Infraprojects Limited ("The Parent Group") and its subsidiaries (hereinafter referred to as group) for the year ended on 31st March, 2018.

Om Metals Infraprojects Limited is bellwether in the field of turnkey execution - from design , detail engineering , manufacture , supply, installation , testing and commissioning of complete range of Hydro mechanical equipment of hydroelectric power and irrigation projects with its manufacturing facilities located at Kota Rajasthan and project sites.

Group's business is also diversified in following areas:

- Plastic division - Manufacturing of plastic closures for bottles used in water, food and beverages industries.
- Multiplex Division - Sale of ticket (Om Cine Plex). The operation of Multiplex division given to Inox Leisure Limited on Fixed sharing basis ceased with effect from 01.07.2017
- Hotel and Hostel Division
- Real Estate Division

Om Metals Infraprojects Limited (parent)is a Public Limited company, registered under Companies Act, 1956, listed in Bombay Stock Exchange and National Stock Exchange. The registered office of Group is situated at J-28, Subhash Marg, C-scheme , Jaipur-302001.

2 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

2.1 Statement of Compliance

Consolidated Financial Statements have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) prescribed under the section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Accounting
Standards) Amendment Rules, 2016. The aforesaid financial statements have been approved by the Board of Directors in the meeting held on 30/05/2018. For all periods up to and including the year ended 31 March 2017, the Group prepared its Consolidated financial statements in accordance with requirements of the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 ("Previous GAAP"). These are the first Ind AS Consolidated Financial Statements of the Group. The date of transition to Ind AS is 1 April, 2016. Refer note 2.29 below for the details of first-time adoption exemptions availed by the Group.

2.2 Basis of preparation and presentation

In accordance with the notification issued by the Ministry of Corporate Affairs, the Group is required to prepare its Consolidated Financial Statements as per the Indian Accounting Standards ('Ind AS') prescribed under section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Accounting Standards) Amendment Rules, 2016 with effect from 1 April, 2017. Accordingly, the Group has prepared these Consolidated Financial Statements which comprise the Consolidated Balance Sheet as at 31 March, 2018, the consolidated Statement of Profit and Loss, the Consolidated Statements of Cash

Flows and the Consolidated Statement of Changes in Equity for the year ended 31 March, 2018, and a summary of significant accounting policies and other explanatory information (together hereinafter referred to as "Consolidated Financial Statements" or "financial statements").

The Consolidated Financial Statements have been prepared on the historical cost basis except for certain financial instruments measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes in to account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for share based payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 17, and measurements that have some similarities to fair value but are not fair value, such as net realizable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1,2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurements in its entirety, which are described as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

Level 2 inputs are inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 inputs are unobservable inputs for the asset or liability.

2.3 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Parent Company and its subsidiaries and associates as at 31st March 2018.

Subsidiaries:

Subsidiaries are all entities over which the Group has control. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has

- has power over the investee
- is exposed to, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns the company reassess whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company has less than majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including;

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;

- Potential voting rights held by the Company, other vote holders or other parties;
- rights arising from other contractual arrangements; and

- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intra group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Consolidation procedure:
Subsidiaries:

(a) Combine, on line by line basis like items of assets, liabilities, equity, income, expenses and cash flows of the Parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

(b) Offset (eliminate) the carrying amount of the Parent's investment in each subsidiary and the Parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

(c) Eliminate in full intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intra-group transactions that are recognised in assets, such as inventory and property, plant and equipment (PPE), are eliminated in full). Intra-group losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise

from the elimination of profits and losses resulting from intra-group transactions.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Parent Company and to the non controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Parent Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on 31st March. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

Changes in the Group's ownership interest in existing subsidiaries:

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the group.

When the Group loses control of a subsidiary, a gain or loss is recognised in consolidated statement of profit and loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non controlling interests.

All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable Ind AS). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under Ind AS 109, or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

2.4 Goodwill:

Goodwill arising on an acquisition of a business is initially recognized at cost at the date of acquisition. After initial recognition, goodwill is measured at cost less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or group of cash generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in consolidated statement of profit and loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

2.5 Investment in Associates and Joint Ventures

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of associates or joint ventures are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with Ind AS 105 – Non-current Assets Held for Sale and Discontinued Operations. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

After application of the equity method of accounting, the Group determines whether there is any objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the net

investment in an associate or a joint venture and that event (or events) has an impact on the estimated future cash flows from the net investment that can be reliably estimated. If there exists such an objective evidence of impairment, then it is necessary to recognize impairment loss with respect to the Group's investment in an associate or a joint venture.

The Group discontinues the use of the equity method from the date when the investment ceases to be an associate or a joint venture, or when the investment is classified as held for sale.

When a group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

Joint control is the contractually agreed sharing of control of an arrangement, 481 which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

When the Group has joint control of the arrangement based on contractually determined right to the assets and obligations for liabilities, it recognises such interests as joint operations. In respect of its interests in joint operations, the Group recognises its share in assets, liabilities, income and expenses line-by-line in the standalone financial statements of the entity which is party to such joint arrangement per “Ind AS 111- Joint Arrangements” which then becomes part of the consolidated financial statements of the Group when the financial statements of the Parent Company and its subsidiaries are combined for consolidation. Interests in joint operations are included in the segments to which they relate.

2.6 Basis of classifications of current and non current

All the assets and liabilities have been classified as current or non-current in the balance sheet,

An asset has been classified as current if (a) it is expected to be realized in, or is intended for sale or consumption in, the Group's normal operating cycle; or (b) it is held primarily for the purpose of being traded; or (c) it is expected to be realized within twelve months after the reporting date; or (d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date. All other assets have been classified as non-current.

A liability has been classified as current when (a) it is expected to be settled in the Group's normal operating cycle; or (b) it is held primarily for the purpose of being traded; or (c) it is due to be settled within twelve months after the reporting date; or (d) the Group does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. All other liabilities have been classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

2.7 Revenue Recognition

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Group and the Revenue can be reliably measured. The Group recognizes revenue on sale of products, net of discounts, rebates granted returns and duties when the products are delivered to customer which is when significant risk and rewards of ownership pass to the customer. Revenue from operations (gross) is net of adjustments on account of cancellation / returns. Revenue is measured at fair value of the consideration received or receivable.

Sales tax/Value added tax (VAT)/Goods and Service Tax (GST) is not received by the company on its own account. Rather, its is tax collected on value added to the commodity/ services by the seller on behalf of the Government. Accordingly, it is excluded from revenue. However such tax expense is included in cost where Company is not availing any tax credit of the same.

Revenue from sale of by-products are included in revenue.

A. Engineering Division

i) **Accounting of Turnkey Projects**:-

In case of item rate contracts, physical measurement of work actually completed becomes the basis of running bills approved by the awarders at the balance sheet date. Escalation and erection receipts are accounted for on the basis of bills/invoices acknowledged or paid by the project authorities. As per Ind AS-18, Revenue should be recognized by Stage of Completion Method. In case of the Group, Stage of completion is determined by running bills approved by the awarder.

ii) **Accounting of supply contract for sales of goods**:-

Revenue from supply contract is recognized when following conditions are satisfied -:

a. the Group has transferred to the buyer the significant risks and rewards of ownership of the goods;
b. the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
c. The amount of revenue can be measured reliably;
d. It is probable that the economic benefits associated with the transaction will flow to the Group; and
e. The costs incurred or to be incurred in respect of the transaction can be measured reliably.

iii) **Accounting policy for claims**:-

Claims are accounted as income in the period of receipt of Arbitration award or acceptance by client or evidence of acceptance received by client or evidence of payment received. Interest awarded, being in the nature of additional compensation under the terms of the contract, is accounted as contract revenue on receipt of favorable award.

iv) **Accounting for Joint Control Contracts**:-

- Contracts executed under joint control under work sharing arrangement (Consortium) are accounted in accordance with the Accounting policy followed by the Group as that of an independent contracts to the extent of Group's share in the work executed.
- In respect of contract executed in joint ventures under profit sharing arrangement (Assessment as AOP/Firm under Income Tax Laws) , the services rendered to the Joint Ventures are accounted as income on accrual basis. The profit/Loss is accounted for, as and when it is determined by the Joint Venture and the net investment in the Joint venture is reflected as investment, loans and advance or current liabilities.

- Profit from those joint ventures which are either AOP or Firms, are accounted directly in investment accounts and respective investment get increased.

B. Packaging Division, OM CINE PLEX / Hostel/Hotel (discontinued from 01.07.2017)

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the Revenue can be reliably measured. Revenue from operations (gross) is net of adjustments on account of cancellation / returns.

C. Real Estate Division

A. For projects commenced on or after 1-April-2012 and also to projects which have already commenced but where revenue is being recognized for the first time on or after 1-April-2012.

Revenue from constructed properties/project is recognized in accordance with the "Revised guidance note issued by the institute of Chartered Accountants of India ("ICAI") on "Accounting for Real Estate Transaction (Revised 2012).The estimates of salable area and cost are revised periodically by the management. The effect of such changes to estimates is recognized in the period such changes are determined. As per this guidance Note, the revenue have been recognized on percentage of completion method provided all of the following conditions are meet at the reporting date:-

i) Required critical approvals for commencement of the project have been obtained.

ii) At least 25% of estimated construction and development cost (Excluding land cost) have been incurred.

iii) At least 25% of the saleable project area is secured by the agreements to sell/application form (containing salient terms of the agreement to sell) and .

iv) At least 10% of the total revenue as per agreement to sell are realized in respect of these agreements .

B. COST OF REVENUE:

Cost of constructed properties/project includes cost of land (including cost of development right/land under agreements to purchase) estimated internal development charges, direct overheads construction costs and development/construction materials, which is to the statement of profit and loss based on the revenue recognized as per the accounting policy, in consonance with the concept of matching costs and revenue, final adjustment is made upon completions of the specific project. Cost incurred /items purchased specifically for projects are taken as consumed as and when incurred/received.

C. UNBILLED RECEIVABLE:

Unbilled receivables disclosed under note no 18 . "Trade Receivable" represents revenue recognized based on percentage of completion method over and above the amount due as per the payment plans agreed with the customer

D. Revenue from Electricity Sales

Income from sale of electricity generated has been recognized on the basis of actual unit generated and transmitted to the SEB as per power purchase agreement.

E **Dividend Incomes**:-

Revenue is recognized when the shareholder's right to receive payment is established (provided that it is probable that the economic benefit will flow to the Group and the amount of income can be measured reliably). Dividend from subsidiaries is recognized even if the same is declared after the balance sheet date but pertains to

period on or before the date of balance sheet as per the Companies Act., 2013.

F **Interest Income**:-

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on, time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

2.8 Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as a lessor

Rental income from operating leases is recognised on straight-line basis over the term of the relevant lease. Initial direct cost incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on straight-line basis over the lease term.

The Group as a lessee

Assets held under finance leases are initially recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated balance sheet as a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in Consolidated Statement of Profit and Loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Group's general policy on borrowing costs. Contingent rentals are recognised as expenses in the periods in which they are incurred.

Lease payments under an operating lease shall be recognised as an expense on a straight-line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

2.9 Foreign currency Transaction:

The functional currency of the Company and its subsidiaries is determined on the basis of the primary economic environment in which it operates. The functional currency of the Company is Indian National Rupee (INR).

Transactions other than functional currency are treated as foreign currency transactions.

i) Initial Recognition

Foreign currency transactions are recorded in the functional currency, by applying to the foreign

currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction.

ii) Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

iii) Treatment of Exchange Differences

Exchange differences on monetary items are recognised in Statement of Profit and Loss in the period in which they arise except for:

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- exchange differences on transactions entered into in order to hedge certain foreign currency risks
- exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to Statement of Profit and Loss on repayment of the monetary items; and
- exchange difference arising on settlement / restatement of long-term foreign currency monetary items recognized in the financial statements for the year ended March 31, 2017 prepared under previous GAAP, are capitalized as a part of the depreciable fixed assets to which the monetary item relates and depreciated over the remaining useful life of such assets. If such monetary items do not relate to acquisition of depreciable fixed assets, the exchange difference is amortised over the maturity period / upto the date of settlement of such monetary item, whichever is earlier and charged to the Statement of Profit and Loss. The un-amortised exchange difference is carried under other equity as "Foreign currency monetary item translation difference account" net of tax effect thereon, where applicable

iv)Translation of Foreign operation

- The results and financial position of a foreign operation (none of which has the currency of a hyper inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows
- Assets and liabilities for each balance sheet presented (i.e. including comparatives) are translated at the closing rate at the date of that balance sheet;
- Income and expenses for each statement of profit and loss presented (i.e. including comparatives) are translated at average exchange rates; and
- All resulting exchange differences have been recognised in other comprehensive income.

On disposal of a foreign operation, the associated exchange differences are re-classified to profit or loss, as part of the gain or loss on disposal.

Cumulative currency translation differences for a foreign operation are deemed to be zero at the date of transition, viz., April 01, 2016. Gain or loss on a subsequent disposal of any foreign operation excludes translation differences that arose before the date of transition and includes only translation differences arising after the date of transition.

Goodwill and fair value adjustments to identifiable assets acquired and liabilities assumed through acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

2.10 Borrowing costs:

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use..

All other borrowing costs are recognized in the Statement of Profit and Loss in the period in which they are incurred.

The Group determines the amount of borrowing costs eligible for capitalization as the actual borrowing costs incurred on that borrowing during the period less any interest income earned on temporary investment of specific borrowings pending their expenditure on qualifying assets, to the extent that an entity borrows funds specifically for the purpose of obtaining a qualifying asset. In case if the Group borrows generally and uses the funds for obtaining a qualifying asset, borrowing costs eligible for capitalization are determined by applying a capitalization rate to the expenditures on that asset.

The Group suspends capitalization of borrowing costs during extended periods in which it suspends active development of a qualifying asset.

2.11 Government grants:

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attached to them and that the grants will be received.

Government grants are recognised in the Consolidated Statement of Profit and Loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

Government grants relating to tangible fixed assets are treated as deferred income and released to the Statement of profit and loss over the expected useful lives of the assets concerned.

2.12 Retirement and other employee benefits:

(a) Payment to defined contribution retirement benefit plans are recognized as an expense when employees have rendered service entitling them to the contributions.

(b) Provident fund of the Group is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the provident fund. The Group recognizes contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid.

(c) Pension Fund of the Group is a defined contribution scheme. The Group has no obligation, other than

the contribution payable to the provident fund. The Group recognizes contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid.

(d)Gratuity liability is a defined benefit obligation of the Group. The Group provides for gratuity to all eligible employees as calculated by actuarial valuer. The benefit is in the form of Lump sum payments to vested employees on resignation, retirement, on death while in employment or on termination of employment of and amount equivalent to 15 days basic salary payable to each completed year of services. Vesting occurs upon completion of 5 years of services. The Group has not made annual contributions to funds administered by trustees or managed by insurance companies.

(e) Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The Group measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Group treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. The Group presents the entire leave as a non current liability in the balance sheet,

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefits expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income and such re-measurement gain / (loss) are not reclassified to the statement of profit and loss in the subsequent periods. They are included in retained earnings in the statement of changes in equity.

2.13 TAXATION:

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

Current tax is the amount of tax payable based on the taxable profit for the period as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws in the countries where the Group operates and generates taxable income.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from

the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Group will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Group.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they are relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Dividend Tax

Tax on distributed profits payable in accordance with the provisions of section 115 O of the Income Tax Act., 1961 which is accounted in the year in which dividend get declared.

2.14 Property, Plant and Equipment

PROPERTY, PLANT & EQUIPMENT is recognized when it is probable that future economic benefits associated with the items will flow to the Group and the cost of the item can be measured reliably.

PROPERTY, PLANT &EQUIPMENTS are stated at cost net of Cenvat less accumulated depreciation and impairment losses, if any. Cost of acquisition is inclusive of freight, duties, attributable overheads, taxes and incidental/preoperative expenses and interest on loans attributable to the acquisition of assets upto the date of commissioning of assets.

Assets in the course of construction are capitalized in the assets under construction account. At the point when the asset is operating at management's intended use, the cost of construction is transferred to the appropriate category of the PROPERTY, PLANT & EQUIPMENT and depreciation commences.

Capital subsidy received against specific assets is reduced from the value of relevant PROPERTY, PLANT & EQUIPMENT.

Free hold land is carried at historical cost.

Leasehold land is not amortized as all leasehold land is on 99 years lease with local authority.

All other items of property plant and equipment are stated at historical cost. Historical cost includes expenditure that is directly attributable to the acquisition of items.

Subsequent costs are included in assets carrying amount or recognized as a separate asset, as the case may be, only when it is probable that future economic benefits with the PROPERTY, PLANT & EQUIPMENT will flow to the entity and cost of the item will be measured reliably.

Carrying amount of component is recognized as a separate asset. Such component is derecognized when replaced.

Items of stores and spares that meet the definition of property, plant and equipment are capitalized at cost. Otherwise, such items are classified as inventories.

Repairs and maintenance are charged to profit and loss account as and when they are incurred.

An items of PROPERTY, PLANT & EQUIPMENT is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of asset. Any gain or loss arising on the disposal or retirement of an item of PROPERTY, PLANT & EQUIPMENT is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in statement of profit & loss.

Transition to IND AS

- On transition to Ind AS, Group elected to continue with the carrying value of all its PROPERTY, PLANT & EQUIPMENT recognized as at 1st April, 2016 as per previous GAAP and use that carrying value as the deemed cost of property, plant and equipment less accumulated depreciation and cumulative impairment on the transition date of April 1, 2016.
- Such deemed cost exemption has been availed by the Group as per para D-5 of Ind AS-101 First time adoption of Ind AS.

Depreciation and estimates

- Depreciation is calculated using written down value method to allocate their cost, net off there residual value (In Cineplex division depreciation is provided on SLM basis).
- Depreciation of Property, Plant and Equipment under joint control is recognised as per income tax act, 1961.
- The useful life of asset has been taken as specified in schedule II of Companies Act, 2013
- The residual value is not more than 5% of asset.
- The residual value is taken after considering the restoration cost.
- The assets' residual values and useful lives of the assets are reviewed and adjusted if appropriate at the end of each reporting period.

Class of Assets	Years
Building	15 to 50 years
Plant & Machinery	3 to 15 years
Furniture & Fixtures	3 to 10 years
Vehicles	4 to 5 years
Office Equipments	3 to 10 years

2.15 Intangible Assets

Intangible assets (which comprises of software acquired) and depreciation /amortization on WDV method as per Companies Act 2013 and impairment losses if any.

Amortization is recognized on a written down value basis over their estimated useful lives. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

Transition to IND AS

- On transition to Ind AS, Group elected to continue with the carrying value of all its Intangible Assets recognized as at 1st April, 2016 as per previous GAAP and use that carrying value as the deemed cost of Intangible assets less accumulated depreciation and cumulative impairment on the transition date of April 1, 2016.
- Such deemed cost exemption has been availed by the Group as per para D-5 of Ind AS-101 First time adoption of Ind AS.

2.16 Capital Work in Progress

Capital work in progress are stated at cost and inclusive of preoperative expenses, project development expenses etc.

2.17 Expenditure on New project and substantial expansion

Expenditure directly relating to construction activity is capitalized. Indirect expenditure incurred during construction period is capitalized as part of the indirect construction cost to the extent to which the expenditure is indirectly related to construction or is incidental thereto. Other indirect expenditure (including borrowing costs)incurred during the construction period which is neither related to the construction activity nor is incidental thereto is charged to the statement of profit and loss. Income earned during construction period is deducted from the total of the indirect expenditure.

2.18 .Impairment of Non-Financial assets:

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 in the Statement of Profit and Loss whenever the carrying amount of an asset or a cash generating unit exceeds its recoverable amount. The recoverable amount of the assets (or where applicable, that of the cash generating unit to which the asset belongs) is estimated as the higher of its net selling price and its value in use. A previously recognized impairment loss is increased or reversed depending on changes in circumstances.

However the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

2.19 INVENTORIES

(A)	(a)	Raw Material, Stores & Spares, Components, construction material.	At cost (FIFO method) or net realizable value, whichever is lower.
	(b)	Process Stocks	At cost or net realizable value, whichever is lower. Cost for this purpose includes direct material cost plus appropriate share of manufacturing overheads allocated on absorption cost basis.
	(c)	Finished Goods	At Cost or net realizable value, whichever is lower. Cost for this purpose includes direct material cost plus appropriate share of overhead.
	(d)	Goods in transit	Are stated at actual cost plus freight, if any.
	(e)	Stores & spares	At Cost or net realizable value, whichever is lower.

* Net realizable value is estimated selling price in the ordinary course of business.

Hotel/Hostel Division :

Stock of operating supplies i.e. crockery, cutlery, glassware, utensils, linen etc. in circulation are written off as and when issued from the stores .

2.20 Provisions, contingent liabilities & Assets:

A Provision is recognized when an enterprise has a present obligation as a result of past event, it is probable that an outflow of resources will be required to settled the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not disclosed to its present value and are determined based on best management estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

A contingent liability is a possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the enterprise.

A contingent asset is a possible asset that arises from past events the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the enterprise.

Other contingent liabilities and assets are not recognized but are disclosed in the notes..

2.21 Financial instruments

Financial assets and financial liabilities are recognized when the Group becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

2.21.1 Financial assets

Initial recognition and measurement

The Group initially recognises loans and advances, deposits, debt securities issues and subordinated liabilities on the date on which they originate. All other financial instruments (including regular way purchases and sales of financial assets) are recognised on the trade date, which is the date on which the Group becomes a party to the contractual provisions of the instrument. A financial asset or liability is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue.

Classification of financial assets

On initial recognition, a financial asset is classified to be measured at amortised cost, fair value through other comprehensive income (FVTOCI) or FVTPL.

Subsequent measurement

Debt Instruments-

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. For the purposes of subsequent measurement, debt instruments are classified in three categories:

- Debt instruments at amortised cost;
- Debt instruments at fair value through other comprehensive income (FVTOCI);
- Debt instruments at fair value through profit or loss (FVTPL).

Debt instruments at amortised cost

A debt instrument is measured at the amortised cost if both the following conditions are met:
a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.
After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

Interest free loan to subsidiary & joint ventures is carried at their fair value. For fair valuation 10 year risk free bond rate of Reserve bank of India rate is used. Difference between fair value and actual proceeds is recognized as the capital contribution to subsidiary & joint ventures and added to net investment in subsidiary& joint ventures.

Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:
a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses & reversals in the statement of profit and loss. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to the statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Effective interest method

The effective interest method is a method of calculating the amortized cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. Income is recognized on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognized in profit or loss and is included in the 'Other income' line item.

Equity Instruments-

For the purposes of subsequent measurement, equity instruments are classified in two categories:
-Equity instruments measured at fair value through other comprehensive income (FVTOCI)

All equity investments are measured at fair value. The Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument -by-instrument basis. The classification is made on initial recognition and is irrevocable..

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Quoted Investments are subsequently measured at closing quoted price and differences arising is charged to other comprehensive Income. Unquoted Investments are subsequently measured at intrinsic value of share and any differences arising is charged to other comprehensive Income .

Investment in subsidiaries and joint venture

Investment in subsidiaries is carried at deemed cost in the separate financial statements.
Investment in joint ventures and associates are valued at cost after adjusting impairment.

Derecognition

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an

associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

On derecognition of a financial asset other than in its entirety (e.g. when the Group retains an option to repurchase part of a transferred asset), the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

Impairment of financial assets

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVTOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk since initial recognition.

2.21.2 Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables. All financial liabilities are recognised initially at fair value and, in thecae of loans and borrowings and payables, net of directly attributable transaction costs. The Group's financial liabilities include trade and other payables, loans and borrowings.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss (FVTPL) include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Group chooses to subsequently measure it loans and borrowings at amortized cost using the interest rate mentioned in loan agreement of loans taken before 01.04.2017.. Gains and losses are recognised in profit or loss when the liabilities are de-recognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

Derecognition

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

2.22 Fair Value Measurement

The Group measures financial instruments, such as, equity instruments at fair value at each reporting date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:
- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group.
The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of

unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:
- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

- Level 2- Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

- Level 3- Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Group's management determines the policies and procedures for both recurring fair value measurement, such as instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for disposal in discontinued operation.

External valuers are involved for valuation of significant assets, such as properties and unquoted financial assets, and significant liabilities, such as contingent consideration, if any.

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Group's accounting policies. For this analysis, the management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The management, in conjunction with the Group's external valuers , also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

2.23 Non Current Asset held for Sale and discontinued operations

Non-current assets (or disposal group) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. The criteria for held for sale is regarded met only when the assets is available for immediate sale in its present condition, subject only to terms that are usual and customary for sale of such assets, its sale is highly probable; and it will genuinely be sold, not abandoned.

Non-current assets held for sale are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets.
An impairment loss is recognised for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset (or disposal group) is recognised at the date of de-recognition.

Property, plant and equipment and intangible assets once classified as held for sale are not depreciated or amortized.
A discontinued operation is a component of an entity that either has been disposed of, or is classified as held for sale, and:
- represents a separate major line of business or geographical area of operations,
- is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the balance sheet.
Discontinued operations are excluded from the results of continuing operations and are presented as profit or loss before / after tax from discontinued operations in the statement of profit and loss.

2.24 Segment Reporting Policies

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. Chief operating decision maker review the performance of the Group according to the nature of products manufactured traded and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of segments is based on the activities performed by each segment.

2.25 Segment accounting policies

The Group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting financial statements of the Group as a whole.

2.26 Cash and Cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

2.27 Dividend to equity holders of the Group

The Group recognises a liability to make dividend distributions to equity holders of the Group when the distribution is authorised and the distribution is no longer at the discretion of the Group. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognized directly in equity.

2.28 Earnings per Share

a. Basic EPS

Basic EPS is calculated by dividing the profit attributable to shareholders by the weighted average number of shares outstanding during financial year adjusted for bonus elements in the equity shares issued during the year.

b. Diluted EPS

Diluted EPS adjusts the figures used in the determination of basic EPS to take into account:

- The after income tax effect of interest and other financing costs associated with the dilutive potential equity share and
- The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential shares

2.29 First-time adoption - mandatory exceptions, optional exemptions

Overall principle

The Group has prepared the opening Consolidated Balance Sheet as per Ind AS of 1 April, 2016 (the transition date) by,

- recognising all assets and liabilities whose recognition is required by Ind AS,
- not recognising items of assets or liabilities which are not permitted by Ind AS,
- by reclassifying items from previous GAAP to Ind AS as required under Ind AS, and
- applying Ind AS in measurement of recognised assets and liabilities.

These are the Group's first financial statements prepared in accordance with Ind AS. The significant accounting policies set out in note 2 have been applied in preparing the financial statements for the year ended March 31, 2018, the comparative information presented in these financial statements for the year ended March 31, 2017 and in the preparation of an opening Ind AS balance sheet as at April 01, 2016 (the date of transition). In preparing its opening Ind AS balance sheet, the Group has adjusted the amount reported previously in financial statements prepared in accordance with the Accounting Standards notified under Section133 of the Companies Act, 2013, read with paragraph 7 of the Companies (Accounts) Rules, 2014 (previous GAAP or Indian GAAP).
An explanation of how the transition from previous GAAP to Ind AS has affected the Group's financial position, financial performance and cash flows is set out in the following tables and notes.

(a) Optional exemptions applied

Ind AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under IndAS. The Group has applied the following exemptions:

(i) Business combinations

Ind AS 101 provides the option to apply Ind AS 103 prospectively from the transition date or from a specific date prior to the transition date. This provides relief from full retrospective application that would require restatement of all business combinations prior to the transition date. The Group elected to apply Ind AS 103 prospectively to business combinations occurring after its transition date. Business combinations occurring prior to the transition date have not been restated.

(ii) Deemed cost

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment (PROPERTY, PLANT &EQUIPMENT) as recognized in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for decommissioning liabilities in case there is no change in the functional currency. This exemption can also be used for intangible assets covered by Ind AS 38 'Intangible Assets'.

(iii) Investment in subsidiaries and joint venture

As per Ind AS 27, investment in subsidiaries and joint venture needs to be accounted into the books either at cost or at value determined in accordance with Ind AS 109. If a first time adopter measures such an investment at cost in accordance with Ind AS 27, it shall measure its investment at one of the following amounts in its separate opening balance sheet:

- Cost determined in accordance with the Ind AS 27; or
- Deemed cost

Deemed cost shall be either:
(a) The fair value at the entity's date of transition to Ind AS; or
(b) The carrying value as per the previous GAAP at the date of transition.

A first time adopter may choose either (a) or (b) above to measure its investment in each subsidiary and joint venture.

(b) Ind AS mandatory exceptions applied

(i) Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies),unless there is objective evidence that those estimates were in error.

Ind AS estimates as at April 01, 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP. The Group made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP:

-Investment in equity instruments carried at FVTPL or FVTOCI;
-Investment in debt instruments carried at FVTPL; and
-Impairment of financial assets based on expected credit loss model.

(ii) De-recognition of financial assets and liabilities

Ind AS 101 requires a first-time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS.
However, Ind AS 101 allows a first-time adopter to apply the derecognition requirements in Ind AS 109 retrospectively from a date of the entity's choosing, provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities, derecognised as a result of past transactions, was obtained at the time of initially accounting for those transactions. The Group has elected to apply the de-recognition provisions of Ind AS 109, prospectively from the date of transition to Ind AS.

(iii) Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets (investment in debt instruments)on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

3. Critical judgments and estimates

The preparation of financial statements in conformity with the generally accepted accounting principles (GAAP) requires the management to make judgment, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and Liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

The areas involving critical estimates or judgments are:

- Estimation of current tax expense and payable
- Estimated useful life of Property Plant and equipment
- Estimated Useful life of intangible assets
- Estimation of defined benefit obligations
- Estimation for the value of contingent liabilities
- Recognition of revenue
- Estimation of repayment period of loan to subsidiaries and joint ventures

Key sources of estimation uncertainty and critical accounting judgements

In the course of applying the policies outlined in all notes under section 2 above, the Company is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future period, if the revision affects current and future period.

Key sources of estimation uncertainty

i) Useful lives of property, plant and equipment

Management reviews the useful lives of property, plant and equipment at least once a year. Such lives are dependent upon an assessment of both the technical lives of the assets and also their likely economic lives based on various internal and external factors including relative efficiency and operating costs. Accordingly, depreciable lives are reviewed annually using the best information available to the Management.

ii) Impairment of property plant and equipment

Determining whether the property, plant and equipment are impaired requires an estimate in

the value in use of plant and equipment. The value in use calculation requires the Management to estimate the future cash flows expected to arise from the property, plant and equipment and a suitable discount rate in order to calculate present value. When the actual cash flows are less than expected, a material impairment loss may arise

iii) Provisions and liabilities

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events that can reasonably be estimated. The timing of recognition requires application of judgment to existing facts and circumstances which may be subject to change. The amounts are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

iv) Impairment of investments in joint ventures and associate

Determining whether the investments in joint ventures and associate are impaired requires an estimate in the value in use of investments. In considering the value in use, the Management have anticipated the future commodity prices, capacity utilization of plants, operating margins, mineable resources and availability of infrastructure of mines, discount rates and other factors of the underlying businesses / operations of the investee companies. Any subsequent changes to the cash flows due to changes in the above mentioned factors could impact the carrying value of investments.

v) Contingencies

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible but not probable of crystalising or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognized.

vi) Fair value measurements

When the fair values of financial assets or financial liabilities recorded or disclosed in the financial statements cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgements include consideration of inputs such as liquidity risk, credit risk and volatility. Information about the valuation techniques and inputs used in determining the fair value of various assets and liabilities are disclosed in note 2.23.

vii) Taxes

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

OM METALS INFRAPROJECTS LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET
AS AT 31st March, 2018

5. Investment property

Particulars	Leasehold land	Leasehold Land Residential	Buildings (Owned)	Agricultur e land	Tangibles Total
Cost/Deemed cost					
As At 01.04.2016	**486840094**	5828345	39441166	9522231	541631836
Addition					0
Deduction		500000			500000
As At 31.03.2017	**486840094**	**5328345**	**39441166**	**9522231**	**541131836**
Addition	3418681				3418681
Deduction		402336			402336
As at 31.03.2018	**490258775**	**4926009**	**39441166**	**9522231**	**544148181**
Accumulated Depreciation and Impairment					
As at 01.04.2016	**0**	0	27574958	0	27574958
depreciation expenses	**0**	**0**	**1105742**	**0**	1105742
Deduction					0
As at 31.03.2017	0	0	28680700	0	28680700
depreciation expenses	**0**	**0**	**1002649**	**0**	1002649
Deduction					0
As at 31.03.2018	0	0	29683349	0	29683349
Carryng Value					
As at 31.03.2018	490258775	4926009	9757817	9522231	514464832
As at 31.03.2017	486840094	5328345	10760466	9522231	512451136
As at 01.04.2016	486840094	5828345	11866208	9522231	514056878
useful Life of the Assets (Years)	NA	NA	30	NA	
Method of depreciation	NA	NA	WDV	NA	

Disclosure pursuant to Ind AS 40 "Investment Property"

A. Amount recognised in the Statement of Profit and Loss for investment property:

					(Irs. In lacs)
Particulars			**2017-18**	**2016-17**	**2015-16**
Rental income derived from investment property					
(Om metal Auto private limited)			72	72	72

b. Fair market value of Investment property				
				(Irs. In lacs)
	Particulars	**2017-18**	**2016-17**	**2015-16**
Om Metal Infraprojects Limited	1. Fair Value of investment property			
	(Om metal Auto private limited)	2159.01	2148.06	2148.06
	2. A21--22-Industrial Estate Kota	142.85	142.65	142.45
	3. A-37-38 Industrial Estate Kota	142.85	142.65	142.45
	4. B-26 Industrial Estate Kota	77.06	76.76	76.46
	5. Special 1, IPI Kota	1777.77	1777.77	1580.24
	6. Residential cum Commercial Land, Deoli	627.7	544.27	536.18
Om Metal Consortium Private Limited	Agriculture Land	220.75	206.03	191.31

OM METALS INFRAPROJECTS LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET

AS AT 31st March, 2018

6. Intangible Assets **(In Rs.)**

Particulars	**Software**
Cost/Deemed cost	
As At 01.04.2016	1405715
Addition	**256658**
Deduction	
As At 31.03.2017	**1662373**
Addition	**105373**
Deduction	
As at 31.03.2018	1767746
Accumulated Depreciation and Impairment	
As at 01.04.2016	1137010
Amortization expenses	**219037**
Deduction	
As at 31.03.2017	1356047
Amortization expenses	**122648**
Deduction	
As at 31.03.2018	1478695
Carryng Value	
As at 31.03.2018	289051
As at 31.03.2017	306326
As at 01.04.2016	268705
useful Life of the Assets (Years)	3
Method of depreciation	WDV

1. Total Intangible includes in Intangibles share in Joint operations Rs. 0.08, 0.14, 0.36 Lacs in respective years

2. Depreciation in Joint operations Kameng and Ujjain calculated by written down value method as per Income Tax Act,1961

OMMETALS INFRAPROJECTS LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET

AS AT 31ST March, 2018

7.Investments (non current)

(In Rs.)

	Particular	Paid Up Value	31.03.2018		31.03.2017		01.04.2016	
			No. of Shares	Value	No. of Shares	Value	No. of Shares	Value
	Investment in equity investments							
	Ordinary Share (Fully paid up)							
7A	**Joint Ventures / Associates(At cost or deemed cost)**							
	Sanmati Infra Developers Pvt. Ltd.	10.00	500000	-17650554	500000	4409739	500000	5000000
	Sanmati Infra Developers Pvt. Ltd. (Share Warrents)	10.00	450000	4500000	450000	4500000	450000	4500000
	Bhilwara Jaipur Toll Road P. Ltd.(note 2 below)	10.00	3382208	415992004	3382208	462117027	3382208	508970060
	Bihar Logistics P. Ltd. (Note 1A below)	10.00	5000	-1437194	5000	188637	0	
	Gujrat Warehousing P. Ltd.(Note 1A below)	10.00	5000	-1798967	5000	167875	0	
	Uttar Pradesh Logistics P. Ltd.(Note 1A below)	10.00	5000	69324	5000	69324	0	
	West Bengal Logistics P. Ltd.(Note 1A below)	10.00	5000	50000	5000	50000	0	
	Om Kerui Joint Venture Pvt. Ltd.	10.00	9900	0	9900	99000	0	
	Gurha Thermal Power Company Ltd.(Note 1A below)	10.00	25000	250000	25000	250000	25000	250000
	Om Gaima Projects P Ltd.	10.00					10189	1198783
	Om Metal Developers Private Limited	10.00	3250	68708923	3250	40964414	3250	276400
	Om Metal Infotech Private Limited(Note 1B below)	10.00	5000	36528602	5000	36466793	5000	36498192
	Sanmati buildcon private Limited(Note 1B below)	10.00	16000	0	16000	160000	16000	160000
			4411358	**505212140**	**4411358**	**549442809**	**4391647**	**556853435**

7B.	**Others**							
	Add-Elcina Electronics Pvt. Ltd.	1.00	0	0	26000	26000	26000	26000
	Sun Boarn Energy Pvt. Ltd.	10.00	0	0	10000	100000	10000	100000
	Mayura Capital Advisors Private Limited	10.00					10000	100000
	N.K.P. Holdings Private Limited **	10.00	1111150	1	1111150	1	1111150	1
	Om Sensational Properties Private Limited *	10.00	1250	12500	1250	12500	1250	12500
	Om Shivaya Real Estate Private Limited *	10.00	193800	2550000	193800	2550000	193800	2550000
	Om Metal Ratnaker Private Limited (Sub.)	10.00	0	0	0	0	10000	100000
	Om Hydromech (P) Limited	10.00	0	0	0	0	10000	100000
	Om Auto Motor (P) Limited	10.00	0	0	0	0	10000	100000
	Om Kothari Hotel (P) Limited	10.00	0	0	0	0	10000	100000
	Sunergy Promotors pvt ltd	10.00	1900	7138755				
			1308100	**9701256**	**1342200**	**2688501**	**1392200**	**3188501**

OMMETALS INFRAPROJECTS LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET

AS AT 31ST March, 2018

OTHER INVESTMENTS (QUOTED)							
(At fair Value through OCI)							
Investments in Equity Instruments							
Manglam Timber Ltd.	10.00	800	17920	800	22800	800	13760
Reliance Capital Ltd.	10.00	3	1271	3	1846	3	1103
Reliance Communication Ltd.	5.00	60	1305	60	2298	60	2994
Reliance Infrastructure Ltd.	10.00	4	1707	4	2274	4	2123
Reliance Power Ltd	10.00	15	542	15	720	15	745
Reliance Industries Ltd.	10.00	100	88280	100	263840	100	207820
State Bank of India	10.00	50	12505	50	14630	50	9685
Century Enka Ltd.	10.00	20	6031	20	8548	20	3448
ICICI Corporate Bond	22.81	328764	0	0	0	328764	7592000
			129561	**1052**	**316956**	**329816**	**7833678**

Investment in Government securities (unquoted)							
(At Amortized Cost)							
National Saving Certificate (Deposited							
with in Sales Tax Dept. interest is to be			55000		55000		55000
adjusted on realisation)							
			55000	0	55000	0	55000
Investment in Subsidiaries(Unquoted)(At cost or deemed cost)							
Odisha Marine Services Pvt. Ltd.	10.00			0	0	5100	51000
Skywave Impex Ltd	10.00			0	0	450237	11706162
							0
				0	0	455337	11757162
Investment in J V /Partnership							
Om Metals SPML JV Mapanga Rawanda			2103523		2600928		0
Om Metals Consortium PF(Capital contri.)(Net)			218706501		218233035		217225368
OMML-JSC Ukarain(Capital contri.)			160201506		277888995		280198169
SPML Om Metals JV Ujjain			37748907		23209353		-8907869
Opm Spml JV Ghana			2636692				
Om Ray Construction - JV			12327819		12836696		14727693
			433724948	0	534769006	0	503243361
Grand Total			**948822905**	**5754610**	**1087272272**	**6569000**	**1082931137**

* Investment are taken at historical cost due to unavailability of balance sheet of company

** Shares in company are impaired from Rs. 11111500 to Rs. 1 due to loss making and non availability of balance sheets of the company.

OMMETALS INFRAPROJECTS LIMITED							
NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET							
AS AT 31ST March, 2018							
Quoted							
Aggregate book value			1.30		3.17		78.34
Aggregate market value			1.30		3.17		78.34
Unquoted							
Aggregated carrying value			9486.93		10869.55		10750.97
Investment at cost/deemed cost			9486.93		10869.55		10750.97
Investment at Amortized Cost			0.55		0.55		0.55
Investment at Fair Value through Other Comprehensive Income			1.30		3.17		78.34

Note 1 A Investment in Joint Ventures

Particulars		Bihar Logistics P. Ltd.	Gujrat Warehousing P.Ltd.	Uttar Pradesh Logistics P.Ltd.	Gurha Thermal Power Company Ltd.
Investment as on 31.03.2016					**250000**
Add:Capital contribution in form of Interest free loan					**0**
Investment as on 01.04.2016			**0**	**0**	**250000**
Add:Capital contribution in form of Interest free loan		50000	50000	50000	0
Add: Investment Purchased/(sold)		138637	117876	19324	0
Investment as on 31.03.2017		**188637**	**167876**	**69324**	**250000**
Add:Capital contribution in form of Interest free loan					
Add: Investment Purchased/(sold)					
Investment as on 31.12.2017		**188637**	**167876**	**69324**	**250000**

Note 1B Investment in Joint Ventures Om Metal Real Estate Private Limited

Particular	Om Metals Infotech (P) Limited JV	Sanmati Buildcon Private Limited JV
Investment as on 31.03.2016	50000	160000
Add:Capital contribution in form of Interest free loan	36448191.73	0.00
Investment as on 01.04.2016	**36498191.73**	**160000.00**
Add:Capital contribution in form of Interest free loan	0.00	
Add: Investment Purchased/(sold)	0	
Investment as on 31.03.2017	**36498191.73**	**160000.00**

Note 2. The company has issued an under taking to associate bankers for non – disposal of its investment in an associate (Bhilwara Jaipur Toll Road Pvt. Ltd) till date entity repay its debts as follows:

Name of Banker	2017-18		2016-17	
	No of Shares	Amount	No of Shares	Amount
1. Pledged (lender bank of BJTR private limited)				
Total share	1321437	199051247	1321437	199051247
2. To be Pledged (lender bank of BJTR private limited)				
Total share	403487	60523050	403487	60523050

Note- details as furnished by company secretory of BJTR private limited

OMMETALS INFRAPROJECTS LIMITED				
NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET				
AS AT 31st March, 2018				
8.Loans (Non Current)				(In Rs.)
Particulars		**31.03.2018**	**31.03.2017**	**01.04.2016**
Unsecured, Considered good unless otherwise stated				
Loans and Advances to Related Parties				
(i) To Subsidiaries		0	0	150747131
(ii) To Joint Ventures/Associates		431097612	321921998	275094457
Loans & Advances to Others		2000000	2000000	2000000
		433097612	**323921998**	**427841588**
Note:				
Considered good		431097612	321921998	425841588
Loans to related parties for business purpose*				
Details of loans and advance in the nature of loan to subsudary and joint venture				
Name of company		**31.03.2018**	**31.03.2017**	**01.04.2016**
Subsidaries				
Orrisa Marine Service Privvate Limited		0	0	7606000
Om Metal Ratnaker Private Limited (Sub.)		0	0	12184865
Om Hydromech (P) Limited		0	0	34938130
Om Auto Motor (P) Limited		0	0	17551722
Om Kothari Hotel (P) Limited		0	0	52654414
Mayura Capital Advisors (P) Ltd.		0	0	25812000
				150747131.00

Joint Ventures			
Bihar Logistics Pvt. Ltd JV-50%	8212431	578797	
GURHA TERMAL POWER COMPANY LTD	66234778	59151802	52398720
Gujrat Warehousing Pvt Ltd JV-50%	39208459	492124	0
Uttar Pradesh Logistics Pvt Ltd-JV-50%	91971	80676	0
Om Metals Bangal Food Parkl JV		0	7282450
West Bangal Logistics Pvt. Limited.	0	0	
Om Metals Developers Private Limited JV	53862877	99518680	151861479
Om Metals Infotech (P) Limited JV	78865252	71178025	63551808
Sanmati Buildcon Private Limited JV			
Bhilwara Jaipur toll road	184621844	90921894	
	431097612	**321921998**	**275094457**

OMMETALS INFRAPROJECTS LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET

AS AT 31st March, 2018

Details of loans and advances in the nature of loans to subsidiaries (including interest receivable):	31.03.2017	
Name of Company	Maximum amountout standing during the year	Amount outstanding
Orrisa Marine Service Private Limited	7606000	0
Om Metal Ratnaker Private Limited (Sub.)	161385692	0
Om Hydromech (P) Limited	35754290	0
Om Auto Motor (P) Limited	17551722	0
Om Kothari Hotel (P) Limited	65654414	0
Mayura Capital Advisors (P) Ltd.	38312000	0
	326264118	**0**

Details of loans and advances in the nature of loans to subsidiaries (including interest receivable):	01.04.2016	
Name of Company	Maximum amount outstanding during the year	Amount outstanding
Orrisa Marine Service Private Limited	7606000	7606000
Om Metal Ratnaker Private Limited (Sub.)	161385692	12184865
Om Hydromech (P) Limited	35754290	34938130
Om Auto Motor (P) Limited	17551722	17551722
Om Kothari Hotel (P) Limited	65654414	52654414
Mayura Capital Advisors (P) Ltd.	38312000	25812000
	326264118	**150747131**

9. Other financial Assets (Non Current)			
Particulars	**31.03.2018**	**31.03.2017**	**01.04.2016**
Security Deposits	88349714	95379148	217719498
Fixed Deposit with Banks	94284856	205855448	339355059
	182634570	**301234595**	**557074557**
Note:			
Security Deposit eith related party (interest free)			
Name	**31.03.2018**	**31.03.2017**	**01.04.2016**
Om Auto motors Private limited	4000000	4000000	4000000
Om hydromech private limited	3500000	3500000	3500000
Jupito metals private limited	0	0	4000000
bahubli housing private limited	3500000	3500000	3500000
little Star finance private limited	3500000	3500000	3500000
Saynyon properties private limited	17000000	17000000	17000000
Om metal Auto Private Limited	500000	500000	500000
C.P. Kothari	0	0	1000000
D.P. kothari	1500000	750000	750000
Anita Kothari	2000000	1250000	1250000

OMMETALS INFRAPROJECTS LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET
AS AT 31st March, 2018

10. Non Current tax Assets(Net)			
Particulars	**31.03.2018**	**31.03.2017**	**01.04.2016**
(i) Income taxes paid (Net of Provision)	94050482	94740519	78002020
	94050482	**94740519**	**78002020**
11. Other non Current Assets (Unsecured)			
Particulars	**31.03.2018**	**31.03.2017**	**01.04.2016**
Capital Advance	0	0	2633035
Others Loans and Advances(Prepaid)	357129	9522438	6638602
Other(including amount deposited with Govt. authority	20962570	9610204	9610204
	21319699	**19132642**	**18881842**
12. INVENTORIES (at lower of cost and net relisable value)			
Particulars	**31.03.2018**	**31.03.2017**	**01.04.2016**
Raw Material (at cost)	110892106	85232699	116266152
Work in Progress (at cost)	2932791143	2667013528	2402376401
Finished Goods	140329158	109374478	53772103
Store & spares (at cost)	10838335	2216284	2918827
	3194850741	**2863836989**	**2575333482**
Note:			
Inventories have been hypothicated as security againest certain bank borrowings of the company			
Cost of inventory recognised as an expense			
Particulars		**31.03.2018**	**31.03.2017**
Cost of Material Consumed		1105925892	1113875277
Changes in inventories of finished goods, work-in-progress and stock-in-trade		-296732294	-320239503
Stores and spares consumed		58788430	84259794
Power and fuel		83374658	109984760
Details of Stock in Transit			
Particular			
Raw Material			**31.12.2017**

OMMETALS INFRAPROJECTS LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET
AS AT 31st March, 2018

13. Trade Receivable	**31.03.2018**	**31.03.2017**	**01.04.2016**
Debtors exceeding six months			
(Unsecured considered good except to the extent stated)			
due for payment			
Considered Doubtfull	1469027	1408490	1408490
Considered Good	388969900	214774905	263607617
Less: Provision	(1469027)	(1408490)	(1408490)
Others			
Considered Doubtfull		0	
Considered Good	370513356	661898391	492281416
	759483256	**876673296**	**755889033**
Aging of Receivables that are past due but not impaired			
Particulatrs			
<180 days	388969900	214774905	263607617
>180 days	370513356	661898391	492281416
	759483256	**876673296**	**755889033**

In determining the allowances for doubtful trade receivables, the Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and rates used in the provision matrix. There has been no significant change in the credit quality of receivables past due for more than 180 days.

Before accepting any new customer, the Company uses an external credit scoring system to assess the potential customer's credit quality and defines credit limits by customer. Limits and scoring attributed to customers are reviewed once a year. and defines credit limits by customer. Limits and scoring attributed to customers are reviewed once a year. The Company does not generally hold any collateral or other credit enhancements over these balances nor does it have a legal right of offset against any amounts owed by the Company to the counter party.

Trade receivables have been given as collateral towards borrowings.

In determining the recover ability of a trade receivable, the Company considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the end of the reporting period. The concentration of credit risk is limited due to the fact that the customer base is large and unrelated.

14. CASH AND CASH EQUIVALENTS			
Particulars	**31.03.2018**	**31.03.2017**	**01.04.2016**
Balances with Banks			
On Current Account	232583863	91406611	68987942
On Term Deposit accounts with maturity less then 3 months	26822882	30606309	153973458
at inception			
On Unpaid Dividend accounts	1348424	496602	790221
Cash in Hand	3465203	3243741	1574852
	264220372	**125753263**	**225326473**
15. Bank Balances Other than cash and cash equivalents			
In term deposit account			
With maturity more than 3 months but less than 12 months	227126542	14814118	61087183
at inception			
With maturity more than 12 months at inception	94284856	205855448	339355059
	321411398	220669566	400442242
Amount disclosed under other Financial Assets (Non Current)	94284856	205855448	339355059
	227126542	**14814118**	**61087183**
Note			
Earmarked balance (In term deposit account)		997.10	1800.78
The deposits maintained by the Company with banks comprise of time deposits, which can be withdrawn by the Company at any point without prior notice or penalty on the principal.			

OMMETALS INFRAPROJECTS LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET
AS AT 31st March, 2018

16. Loans (Current)	**31.03.2018**	**31.03.2017**	**01.04.2016**
(Unsecured, Considered good unless otherwise stated)			
Loans and Advances to Related Parties			
(i) To Subsidiary			
(ii) Joint Venture	281725749	195992873	76310674
Loans and Advances to Other Party	133556158	223879588	165946087
	415281907	**419872460**	**242256761**
Details of loans and advance in the nature of loan to joint venture			
Name of company	**31.03.2018**	**31.03.2017**	**01.04.2016**
Joint ventures			
Bhilwara jaipur toll road	179721242	**117300000**	**0**
Om keroi joint venture (p) ltd	0	**158940**	**0**
Om Spml Jv Ghana	332733	**0**	**0**
Om metal-spml infrastructure private limited	0	**87159**	**0**
Sanmati buildcon Private Limited	0	**1890000**	**1890000**
Om Metal Infotech private limited	101671774	**76556774**	**74420674**
	281725749	**195992873**	**76310674**

17. Other Financial Assets(Current)			
Interest Accrued on Fixed Deposits	1769649	1529848	10782256
	1769649	**1529848**	**10782256**
18. Other Current assets			
Advances recoverable in cash or or in kind	79838549	70420357	129210494
or for value to be received			
Prepaid Expenses	1592432	14569678	14781116
Balance with customs and central excise authorities etc.	65070633	54973382	70013063
Tax Payment (net of provision of current tax)	1537251	60474438	83600512
Advance to Staff	2951623	2178317	1425446
Unbilled Receivables (Less Advance Received from Customers)	147521752	409128576	378373671
Others	119000	294601	294601
	298631239	**612039350**	**677698903**

OM METALS INFRAPROJECTS LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET

AS AT 31st March, 2018

19. SHARE CAPITAL			
Particulars	**Figures as at**	**Figures as at**	**Figures as at**
	31.03.2018	**31-03-17**	**31-03-16**
	(Rs.)	**(Rs.)**	**(Rs.)**
AUTHORISED			
150000000 Equity Share Of Rs.1/- each	150000000	150000000	150000000
ISSUED,SUBSCRIBED AND PAID UP			
96303809 Equity Share Of Rs.1/- each	96303809	96303809	96303809

Notes:

1 Above issued,subscribed and paidup capital includes :-

(a) 42554000 nos.of fully paid Equity Share of Rs.1/- each were alloted as bonus shares by way of capitalisation of reserves and Profit & Loss Account.

(b) 20112659 Shares of Rs. 1 each have been allotted for consideration other than cash, pursuant to the scheme of amalgamation sanctioned by Hon'ble High Court of Rajasthan dated 19.01.2007 to the share holders of erstwhile :-

- Om Rajasthan Carbide Limited 5476259
- Jupiter Manufacturing Co. (P) Limited 5318400
- Om Structurals India (P) Limited 5808000
- Om Kothari Cement & Chemicals (P) Limited 1410000
- SAH Buildcon (P) Limited 1050000
- Richa Builders (P) Limited 1050000

Total :- **20112659**

2. Rights, preferences and restrictions attached to equity shares .The Company has a single class of equity shares. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

3. Details of Share holders holding more than 5 % equity shares as at 31.03.2018

Share Holder	**31.03.2018**		**31.03.2017**		**01.04.2016**	
T.C. Kothari & Sons Family Trust	No. of Share	Ownership Interest %	No. of Share	Ownership Interest %	No. of Share	Ownership Interest %
C. P. Kothari	11408180	11.85%	11408180	11.85%	11408180	11.85%
Sunil Kothari	6975245	7.24%	6975245	7.24%	6165245	6.40%
Anita Kothari	7150886	7.43%	7150886	7.43%	7150886	7.43%
D.P. Kothari	5893345	6.12%	5893345	6.12%	5893345	6.12%
	4858346	5.04%	4858346	5.04%	4858346	5.04%

4. As per the records of the company including its register of share holder/members and other declaration received from share holders regarding beneficial interest , the above share holding represents both legal and beneficial ownership of shares.

OM METALS INFRAPROJECTS LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET

AS AT 31st March, 2018

	20. Other Equity			
	Particulars	**31.03.2018**	**31.03.2017**	**01.04.2016**
1	**General reserve**	245000000	245000000	237500000
2	**Retained earnings**	3465161970	3157318714	2996558350
3	**other comprehensive income**			
	Re measurments of the net defined benefit plans	170222	-102660	0
	Equity instruments through other comprehensive income	-133476	-10935	0
	Foreign currency Translation Reserve	-1252069	0	0
4	**Other reserve**			
	Capital Reserve	1231810945	1231810945	1231810945
	security premium	1224764600	1224764600	1224764600
	Capital Contribution	44553837	44329957	37829957
5	**Revaluation Reserve**	0	0	2000000
	TOTAL	**6210076028**	**5903110621**	**5730463852**

(i) General reserve

Under the erstwhile Indian Companies Act 1956, a General Reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. The purpose of these transfers was to ensure that if a dividend distribution in a given year is more than 10% of the paid-up capital of the Company for that year, then the total dividend distribution is less than the total distributable results for that year.

Consequent to introduction of Companies Act 2013, the requirement of mandatory transfer of a specified percentage of the net profit to general reserve has been withdrawn and the Company can optionally transfer anyamount from the surplus

of profit or loss account to the General reserves.

(ii) Dividends The Company declares and pays dividends in Indian rupees.

(iii) Capital Reserve Reserve is created on amalgamation as per statutory requirement for Rs. 81.67 crore and balance Rs. 41.51 crore on account of sales of assets and investments

OM METALS INFRAPROJECTS LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET

AS AT 31st March, 2018

21. Borrowings

Particulars	31.03.2018		31.03.2017		01.04.2016	
	Non-current	Current	Non-current	Current	Non-current	Current
(A) TERM LOAN From Banks						
(in Indian currency)	240515449	272766230	62128961	185447184	244515300	36596188
(B) TERM LOAN From Banks (overseas)	34164096	259888679	239462972	0	0	0
In Foreign currency)						
(C) TERM LOAN From NBFC	6163691	2765361	6267945	20930260	22920361	27707530
(in Indian currency)						
(D) Unsecured						
Inter Corporate Deposits	71972232	0	64087254	0	54751560	0
(in Indian currency)						
	352815469	**535420270**	**371947132**	**206377444**	**322187221**	**64303718**

Name Of Banker/NBFC/Other	As at 31.03.2018		As at 31.03.2017		As at 01.04.2016		Terms of repayments	Security
	Non-current	Current	Non-current	Current	Non-current	Current		
A. Term Loan from Banks (Secured)								
1. Term Loan From SBI (SBBJ)				121786.00	121786.00	335224.00	Loan of Rs. 1370000/- sanctioned on 28.08.2012 for innova Car purchase at Kalisindh. Amount to be repaid in 60 installments of Rs. 30302/- starting from 15.07.2012 at an interest rate of % till 15.07.2017	Rupees term loan from bank is secured/to be secured by first charge by way of hypothecation of vehicle and further secured by way of personal guarantees of D.P. Kothari and Sunil Kothari directors of the company and C. P. Kothari(Former Chairman and Relative of Directors)
2. Loan From HDFC Bank	0.00	0.00	0.00	1590873	1590873.00	1575314.00	Loan of Rs. 4590000/- (Two Loans of Rs. 2295000/- each) sanctioned on 14.03.2015 at Kopili for Plant & Machinery purchase. Amount to be repaid in 35 installments of Rs. 76035/- starting from 15.04.2015 at an interest rate of 10.15 % till 15.02.2018	Rupees term loan from bank is secured/to be secured by first charge by way of hypothecation of Plant & Machinery.
3. Loan From HDFC Bank		0.00		679353.00	679353.00	672682.00	Loan of Rs. 1960000/- sanctioned on 14.03.2015 at SSNL Gujrat for Plant & Machinery purchase. Amount to be repaid in 35 installments of Rs. 64940/- starting from 15.04.2015 at an interest rate of 10.15 % till 15.02.2018	Rupees term loan from bank is secured/to be secured by first charge by way of hypothecation of Plant & Machinery.

4. Loan From HDFC Bank	256184.15	575708.79	831893.00	524436.00	0.00	0.00	Loan of Rs. 1600763/- sanctioned on 06.09.2016 at Rampur for Plant & Machinery purchase. Amount to be repaid in 35 installments of Rs. 52443/- starting from 05.10.2015 at an interest rate of 9.60 % till 05.08.2019	Rupees term loan from bank is secured/to be secured by first charge by way of hypothecation of Plant & Machinery.
5. Loan From HDFC Bank	259265.3	582630.36	841896.00	530736.00	0.00	0.00	Loan of Rs.1620000/- (Two Loans of Rs. 810000/- each) sanctioned on 06.09.2016 at Kota for Plant & Machinery purchase. Amount to be repaid in 35 installments of Rs. 53074/- starting from 05.10.2016 at an interest rate of 9.60 % till 05.08.2019	Rupees term loan from bank is secured/to be secured by first charge by way of hypothecation of Plant & Machinery.
6. Loan From HDFC Bank			0.00	0.00	0.00	242975.00	Loan of Rs.2478000/- sanctioned on 31.10.2013 at Jaipur for Plant & Machinery purchase. Amount to be repaid in 35 installments of Rs. 82503/- starting from 13.08.2013 at an interest rate of 11.15 % till 05.06.2016	Rupees term loan from bank is secured/to be secured by first charge by way of hypothecation of Plant & Machinery.
7. Loan From HDFC Bank						134966.00	Loan of Rs.2060000/- sanctioned on 22.06.2013 at Kalisindh for Plant & Machinery purchase. Amount to be repaid in 35 installments of Rs. 68350/- starting from 05.07.2013 at an interest rate of 10.25 % till 05.05.2016	Rupees term loan from bank is secured/to be secured by first charge by way of hypothecation of Plant & Machinery.
8. Loan From ICICI Bank						160751.00	Loan of Rs.512000/- sanctioned on 06.02.2014 at Jaipur for Bolero purchase. Amount to be repaid in 36 installments of Rs. 17255/- starting from 22.02.2014at an interest rate of 13.01 % till 22.01.2017	Rupees term loan from bank is secured/to be secured by first charge by way of hypothecation of Vehicle.
9. Loan From ICICI Bank						121816.00	Loan of Rs.388000/- sanctioned on 06.02.2014 at Jaipur for Bolero purchase. Amount to be repaid in 36 installments of Rs. 13076/- starting from 22.02.2014 at an interest rate of 13.01 % till 22.01.2017	Rupees term loan from bank is secured/to be secured by first charge by way of hypothecation of Vehicle.
10. Loan From ICICI Bank						307365.00	Loan of Rs.900000/- sanctioned on 20.02.2014 at Jaipur for Scorpio purchase. Amount to be repaid in 36 installments of Rs. 29678/- starting from 15.03.2014 at an interest rate of 11.49 % till 15.02.2017	Rupees term loan from bank is secured/to be secured by first charge by way of hypothecation of Vehicle.

11. Loan From ICICI Bank						307360.00	Loan of Rs.900000/- sanctioned on 20.02.2014 at Jaipur for Scorpio purchase. Amount to be repaid in 36 installments of Rs. 29679/- starting from 15.03.2014 at an interest rate of 11.50 % till 15.02.2017	Rupees term loan from bank is secured/to be secured by first charge by way of hypothecation of Vehicle.
12. Loan From ICICI Bank					0.00	65078.00	Loan of Rs.2060000/- sanctioned on 22.06.2013 at Kalisindh for Plant & Machinery purchase. Amount to be repaid in 35 installments of Rs. 68350/- starting from 05.07.2013 at an interest rate of 10.25 % till 05.05.2016	Rupees term loan from bank is secured/to be secured by first charge by way of hypothecation of Plant & Machinery.
13. Loan from HDFC Bank	150000000.00	102208219.18					Loan of Rs. 25 cr sanctioned on 01.07.2017 at Delhi. Amount to be repaid in 3 years in 10 qtrly installments of at interest rate of 10.4% Rs. 2.5 cr each upro 01.07.2020	Rupees term loan from bank is secured/to be secured by first charge by way of hypothecation of immovable properties
14. Loan from HDFC Bank	90000000.00	61324931.51					Loan of Rs. 25 cr sanctioned on 18.12.2017 at Delhi. Amount to be repaid in 2.5 years in 10 qtrly installments of at interest rate of 10.4% Rs. 1.5 cr each upto 01.07.2020	Rupees term loan from bank is secured/to be secured by first charge by way of hypothecation of immovable properties
15. Loan from HDFC Bank	0.00	8074739.73	8373699.00	32000000.00	40000000.00	32672658.00	repayable to Hdfc from oct 2015 to aprail 2018 in 10 qtrly installments of Rs. 80 Lacs with rate of interest @11.00% fixed for first year and then Base rate+130bps.	Secured by way of hypothication of plant & machinery and other movable fixed assetsof the plastic packagin unit and guaranteed by promoters i.e. Shri C.P. Kothari, D.P. Kothari and sunil kothari and exclusive charges on land and building at faridabad. Properties in the name of Om hydramack Private limited.
16. Loan from Axis Bank	0	100000000	52081473	150000000	202123288.00		Repayment in eight quarterly installment of Rs. 500 lacs commencing from 30th June 2017 With morotium period of two years at interest rate of 12.85%	Secured by way of Equtable Mortgage of Property located at Jaipur, present and future with ranking pari-passu charges and further guaranteed by Personal Guaranted of Directors
Total (A)	240515449.45	**272766229.57**	**62128961.00**	**185447184.00**	**244515300.00**	**36596189.00**		

C. Term Loan from NBFC(Secured)

1. Term Loan from Tata Capital	0.00	0.00	0.00	18000000.00	18000000.00	0.00	Loan of Rs.1,80,00,000/- sanctioned on 21.11.2015 at Delhi for Plant & Machinery purchase. Amount to be repaid till 27.08.2017 at an interest rate of 12.50 %	Rupees term loan from bank is secured/to be secured by first charge by way of hypothecation of Plant & Machinery.
2. Term Loan from Daimler Financial	1783179.97	983268.19	2766448.00	885649.00	3652096.00	797721.00	Loan of Rs.48,00,000/- sanctioned on 22.12.2015 at Mumbai for Purchase of Mercedes Benz. Amount to be repaid in 60 installments of Rs. 102280/- starting from 21.12.2015 till 23.10.2020 at an interest rate of 10.50 %	Rupees term loan from bank is secured/to be secured by first charge by way of hypothecation of Vehicle.
3. Term Loan from Toyota Financial		102039.00	102039	622727.00	724766.00	563591.00	Loan of Rs.1722613/- sanctioned on 13.05.2015 at Jaipur for Purchase of Innova. Amount to be repaid in 36 installments of Rs. 55606/- starting from 20.06.2015 till 20.05.2018 at an interest rate of 10.02 %	Rupees term loan from bank is secured/to be secured by first charge by way of hypothecation of Vehicle.
4. Term Loan from Toyota Financial	0.00	0.00	0.00	543499.00	543499.00	498977.00	Loan of Rs.1500000/- sanctioned on 11.12..2014 at Jaipur for Purchase of Altis. Amount to be repaid in 36 installments of Rs. 48110/- starting from 20.04.2015 till 20.03.2018 at an interest rate of 9.58 %	Rupees term loan from bank is secured/to be secured by first charge by way of hypothecation of Vehicle.
5. Term Loan from Kotak Mahindra Prime	2409672.00	989786.00	3399458.00	878385.00			Loan of Rs.5000000/- sanctioned on 30.03.2016 at Delhi for car finance. Amount to be repaid in 60 installments of Rs. 108712/- starting from 01.05.2016 till 01.04.2021 at an interest rate of 12 %	Rupees term loan from bank is secured/to be secured by first charge by way of hypothecation of Vehicle.
6. Term Loan from Tata Capital						20204810.00	Amount of Rs. 15cr sanctioned against machinery purchase	Rupees term loan from bank is secured/to be secured by first charge by way of hypothecation of Plant & Machinery.
7. Term Loan from Tata Capital						4898620.00	Amount of Rs. 2.5 cr sanctioned against machinery purchase	Rupees term loan from bank is secured/to be secured by first charge by way of hypothecation of Plant & Machinery.
8. Term Loan from Toyta Capital						743811.00	loan of Rs. 15 lacss sanctioned for car finance , amount to be repaid	Rupees term loan from bank is secured/to be secured by first charge by way of hypothecation of Vehicle.
9. Term Loan from Toyota Financial services india limited	1970839.00	690268.00					Loan of rs 30 lacs in 48 monthly instalment @ 7.97% at monthly rest for car purchase	Rupees term loan from bank is secured/to be secured by first charge by way of hypothecation of Vehicle.
Total (C)	**6163690.97**	**2765361.19**	**6267945.00**	**20930260.00**	**22920361.00**	**27707530.00**		

D. Inter Corporate Deposits (Unsecured)								
1. Paundicherry Sez Co. Limited	52452751.00	0	47105809.00	0.00	41597616.00	0.00	There is no repayment schedule specified.	
2. SPML Infrastructure Limited	19519481.00		16981445.00		13153944.00		There is no repayment schedule specified.	
Total (D)	**71972232.00**	**0.00**	**64087254.00**	**0.00**	**54751560.00**	**0.00**		
Total (A+B+C+D)	**352815468.75**	**535420269.76**	**371947131.81**	**206377444.00**	**322187221.00**	**64303719.00**		

22. Non Current Other Financial Liabilities								
Particulars			31.03.2018		31.03.2017		01.04.2016	
			Non Curent	Current Matu.	Non-current	Current	Non-current	Current
Others								
Advance and Security deposit from Customers			168991740.35	122469065.50	201980812	277172644	353808733	255424959
			168991740.35	122469065.50	201980812.00	277172644.00	353808733.00	255424959.00

OM METALS INFRAPROJECTS LIMITEDNOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET

AS AT 31st March, 2018

23. Provisions Non Current			
Particulars	**31.03.2018**	**31.03.2017**	**01.04.2016**
Provision for Employees Benefits			
For Gratuity	5868120	6144767	6606918
Compenseted Absences	2044719	1986338	1814775
	7912839	**8131105**	**8421693**

24. Income Taxes

Indian companies are subject to Indian income tax on a standalone basis. Each entity is assessed to tax on taxable profits determined for each fiscal year beginning on April 1 and ending on March 31. For each fiscal year, the respective entities' profit or loss is subject to the higher of the regular income tax payable or the minimum alternative tax ("MAT").

Statutory income taxes are assessed based on book profits prepared under generally accepted accounting principles in India adjusted in accordance with the provisions of the (Indian) Income tax Act, 1961. Such adjustments generally relate to depreciation of fixed assets, disallowances of certain provisions and accruals, deduction for tax holidays, the set-off of tax losses and depreciation carried forward and retirement benefit costs. Statutory income tax is charged at 30% plus a surcharge and education cess. MAT is assessed on book profits adjusted for certain items as compared to the adjustments followed for assessing regular income tax under normal provisions. MAT for the fiscal year 2016-17 is 21.34%. MAT paid in excess of regular income tax during a year can be set off against regular income taxes within a period of fifteen years succeeding the fiscal year in which MAT credit arises subject to the limits prescribed.

(Rs. in Lacs)

Particulars	For the year ended	
	31.03.2018	31.03.2017
Current Tax		
Tax provision	2237.63	711.14
Tax refund/reversal pertaining to earlier years	20.87	10.71
Foregin Tax	0.00	50.39
Total Current Tax	**2258.49**	**772.24**
Deferred Tax		
Deferred Tax	-177.90	94.84
Tax provision/(reversal)for earlier years		-221.97
Total Deferred tax	**-177.90**	**-127.13**
Total tax expense debited to profit & Loss A/c	2080.59	645.11

OM METALS INFRAPROJECTS LIMITEDNOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET

AS AT 31st March, 2018

A reconciliation of income tax expense applicable to accounting profit/ (loss) before tax at the statutory income tax rate to recognised income tax expense for the year indicated are as follows:

Particulars	For the year ended	
	31.03.2018	31.03.2017
Profit/loss befor tax	6626.51	2459.19
Enacted Tax rate in India	34.61%	34.61%
Expected income tax expense/ (benefit) at statutory tax rate	2293.30	851.08
Expenses not deductible in determining taxable profits	486.48	1102.90
Income Exempt from taxation	724.11	-161.17
Effect of tax pertaining to prior years	-19.18	221.97
Expenses deductible in determining taxable profits	-265.93	-481.92
Additional deduction as per tax	-0.13	-10.61
Others	-1138.06	-877.14
Tax Expense for the year	2080.59	645.11
Effective income tax rate	31.40%	26.23%

Deferred Tax Liabilities (Net)

The company has recognized deferred taxes, which result from timing difference between the book profit and tax profit . The details of which are as under :-

Particular	31.03.2018	31.03.2017	01.04.2016
Deffered Tax Liability			
Provisions	3234618	3766174	2432153
Tangible Assets	30864333	49932483	39663257
Intangible Assets	42576	17466	0
Borrowing	9928958	11525789	9835789
Quoted Investment	21985	86842	60788
Unquoted Investment	3846912	3846912	3846912
Total	**47939382**	**69175666**	**55838899**
Deffered Tax Assets		995150	
Asset on foreign operation	387153	473492	
Loss	0	2444133	
Total	**387153**	**3912775**	**0**
Net deffered tax (Assets)/liability	47552230	65262891	55838899
Deferred tax asset balance as on 31st march 2016	65262891	55838899	33641707
Net deferred tax liability created/(reversed)	**-17710661**	**9423992**	**22197192**
Debited to p & l	**-17790228**	**9484111**	
Debited to OCI	**79566**	**-60120**	

OM METALS INFRAPROJECTS LIMITEDNOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET

AS AT 31st March, 2018

25. Short Term Borrowings (current)	31.03.2018	31.03.2017	01.04.2016
Secured			
Working Capital Loan(From Banks)			
(a) Indian Rupee	395,660,296	684,253,326	510,142,368
(See note No.1)			
	395,660,296	**684,253,326**	**510,142,368**

Working Capital Loans and non Fund base facilities wiz. Bank Guarantees and Letter of Credit from banks i.e.SBI,IDBI,BOB, HDFC, Standered Chartered Bank & Indusind Bank are secured by way of hypothecation of all company`s current assets including all stocks and book debts and other movable, both present and future on ranking pari - passu basis inter se between the lender. These loans are further secured / to be secured on pari-passu charges by way of first/second charge by way of mortgage, by deposit of title deeds in respect of immovable properties (except on which secured loans taken from bank and other NBFC) & personal guarantees of the Shri D. P. Kothari, and Sunil Kothari Directors of the company and Shri C. P. Kothari (former Chairman and relative of Directors), and further secured by way of equitable mortgage of land & building belonging to other companies wiz Jupiter Metals (P) Ltd, Lambodar Finvest Pvt. Ltd.,Om Hydromach Pvt. Ltd. and Om Kothari parawarik Trust and Hypothacation of Plant & machinery and current assets of OMML JSC JV Kameg (Arunachal Pradesh).

26. Trade Payables			
(a)Micro, small and Medium	1043944	4421085	1172070
enterprises Development Act, 2006			
(b) Others (Trade Payable and others)	422310805	399341395	469515113
	423354749	**403762480**	**470687183**

27. Other Financial Liabilities (Current)			
Current Maturity of Long Term Borrowings	535420270	206377444	64303718
Current Due of Other Long Term Liabilies	122469066	277172644	255424959
Sundry Creditors for capital goods*	10104750	86869928	253918150
Interest Accrued but not due	6635353	2594275	0
Security Deposit	5318862	1773317	0
	679948300	**574787608**	**573646828**
*letter of crdit issued by the bank of rs. 2218.20 Lacs given to the supplier in P.Y.			

28. Provisions (current)			
Provision for Employees Benefits			
Compenseted Absences	481661	474976	191671
Gratuity	2054260	2506637	1218307
Others Benefits	403800	134400	134400
Income Tax (Net)	77370943	9930567	18292062
	80310664	**13046580**	**19836440**

29. Other Current liablities			
Unpaid/ Unclaimed Dividend	1348424	496602	790221
(as referred in Sec 205 C of the Companies Act,1956)			
Advance against sale of Proporty	0	81064378	81064378
Advance from Customers	21081787	18939308	36498316
Statutory Levies	33692056	30817885	25341158
Other Payables	15093990	8011179	7376788
	71216256.84	**139329352.40**	**151070860.64**

OM METALS INFRAPROJECTS LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED STATEMENT
OF PROFIT AND LOSS FOR THE YEAR ENDED
ON 31st March, 2018

Particulars	**2017-18**	**2016-17**
	(Rs.)	**(Rs.)**
30. Revenue From Operations		
Sale of Products		
Sales of Gate, components & allied receipts(Engg)		
including EPC contract receipts and CSD Closure	2217539869	2206119986
Real Estate Business	206878172	64092792
Sale of Services		
Guest Accomodation,Banquet,Health Club,Laundry receipt of Hotel	30453763	37360208
Sale of Food,Liquar and Beverages	22695812	27369088
Other Operating Revenue		
Transportation and Drawing Design receipts	8679127	3785286
Job Work & Trial &Testing Receipts	608660709	154191929
Receipts from wind power electric generation	2621964	2487343
Profit/loss From Om Metals Consortium(PF)	276086	947667
Share in Profit of Om Metals Consortium (P.F.)/ Om Ray	-508877	-1890997
	3097296626	**2494463303**
Note- Overseas including Nepal		

OM METALS INFRAPROJECTS LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31st March, 2018

Particulars	2017-18	2016-17
	(Rs.)	(Rs.)
Gate and Gate Components	568687471	303565369
Contract Receipts	2021390115	1614212010
Real Estate Business	206878172	25523805
CSD & Water Closure	234719668	283774007
Sale of Services including FOB	30453763	37360208
Others	35167437	230027904
Total	**3097296626**	**2494463303**
Receipt from operations		
Overseas	65073281	70064881
Domestic	3032223345	2424398422
	3097296626	2494463303
2. Transportation receipt		
Overseas	**3616879**	**0**
Domestic	**5062248**	**0**
	8679127	**0**
Note- Overseas including Nepal		

Particulars	2017-18	2016-17
	(Rs.)	(Rs.)
31. OTHER INCOME		
Interest income earned on financial assets		
Loans to related parties*	29818937	31102963
Bank deposit	19504323	31243817
Other Interest income	23616113	3579289
Dividend Income from long term investment	2200	64
Rent and hire receipts	20830681	27393961
Miscellenous Income	10103388	2652396
Excess provision written Back	243467	6531858
Profit on Sale of Fixed Assets(Net)	1791288	12850000
Sundry Balance W/off	5362822	9786931
Claims	0	0
Total	**111273219**	**125141278**
*Provision for interest made on loan and advance given to the related parties		

OM METALS INFRAPROJECTS LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE
CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED
ON 31st March, 2018

Particulars	2017-18	2016-17
	(Rs.)	(Rs.)
32. Cost of Material Consumed		
Opening Stock	85232699	116266152
Add : Purchases including accessories,boughtout item / semi finished (including Goods in Transit	1199081190	1089629261
	1284313888	1205895414
Less: Sale of Raw Material	67495891	6787438
	1216817997	1199107976
Less : Closing Stock	110892106	85232699
	1105925892	**1113875277**
Imported	100779671	153879841
Indigenous	1005146221	959995436
	1105925892	**1113875277**
Particulars of the Material Consumed		
Particulars		
Structural Steel and Bought out items	574573780.56	751532703.00
Bitumen	1501047.00	1065011.00
Cement	139170117.63	107164503.00
Civil Materials Other	29810633.18	54724746.89
Raw Material Packaging	122619441.05	169393163.00
Others	238250872.24	29995149.80
	1105925891.66	**1113875276.69**

33. Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		
OPENING INVENTORIES		
Finished Goods	109374478	53772103
Work in Progress	2667013528	2402376401
	2776388006	**2456148503**
CLOSING INVENTORIES		
Finished Goods	140329158	109374478
Work in Progress	2932791143	2667013528
	3073120301	**2776388006**
INCREASE (DECREASE) IN INVENTORIES	**-296732294**	**-320239503**

34. Purchase of Stock in Trade		
Purchase of Machinery	2231131.00	0.00
	2231131.00	**0.00**

OM METALS INFRAPROJECTS LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31st March, 2018

Particulars	2017-18	2016-17
	(Rs.)	(Rs.)
35. EMPLOYEE BENEFITS EXPENSE		
Salaries,Wages,Bonus and Allowances etc.	199454773	186825804
Contribution of PF, ESI and other welfare fund scheme	4247355	3495303
Exgratia Expenses	74500	234916
Employee Welfare Exp. Including compensation	12262267	11681935
Interest Cost	739646	728633
Service Cost	813648	626389
	217592190	**203592980**
36. Finance Costs		
Bank charges and Guarantee commission	62736034	54524321
Foreign Currency Fluctuation	66861	267673
Interest Expenses		
a) On Term Loan	59660751	43337189
b) On working capital/others	73020365	116831670
	195484010	**214960853**
37.Depreciation and amortization expense		
Depreciation on Tangible Assets	119006745	113252041
Amortisation of Investment Properties	1002649	1105742
Amortisation of Intangible Assets	122648	219037
	120132042	114576820

OM METALS INFRAPROJECTS LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31st March, 2018

38 Other Expenses		
Particulars	**2017-18**	**2016-17**
Manufacturing,and Operating Expenses		
Power and Fuel Expenses	83374658	109984760
Stores, Spares and Tools Consumed.	58788430	84259794
Job work and other charges	704926638	364323112
Rent/Hire charges for equipment	29931632	47426725
Repairs and Maintenance		
a) To Machinery	12267999	11506592
b) To Building	7476022	8052228
Insurance Expenses	7520358	8731154
Increase/Decrese of excise duty on Invantories	-5869630	5869630
Drawing & Design Exp	112000	7098279
Defect Libability rectification	37143059	0
	935671167	**647252272**

Establishment and Selling Exp.	2017-18	2016-17
Frieght and Transportation Expenses	33003367	48948446
Compensation Expenses	22140900	0
Rent	15546002	11979890
Rates and taxes	77835016	95787578
Telephone, telex and postage	4465756	7069341
Travelling and conveyance expenses	28079649	31836440
Legal, consultancy, retainership, professional	38962994	47922431
arbitration expenses		
Corporate Social Responsibility(CSR)	5004837	7439205
Commission & Brokage	2077567	2711035
General repairs	3110881	3170763
Vehicle hiring / running and maintenance	18032630	22016721
Miscellenous expenses	40706257	43444919
Payment To Auditors(Including Branch Auditors)	2192000	1556250
Charity and donation	75000	154000
Advertisment and Business Promotion	13961954	14694126
Loss on Sales of Investment/ fixed assets	0	800951
Director Expenses	1038887	0
Provision for bad debts	350000	0
Anti Profiteering Expenses	30000000	0
Liqudiation Compensation Expenses	56924160	0
	393507857	**339532096**
Grand Total	**1329179023**	**986784368**

Auditors remuneration (excluding service tax) included in miscellaneous expenses:		
Particulars	**For Year ended 31.03.2018**	**For Year ended 31.03.2017**
Audit fees	2192000.00	1556250.00
Certificate and other services	546375	668000
Total	**2738375.00**	**2224250.00**

39. Segment Reporting:

(a) Primary Segment: Business Segment

Based on the guiding principles given in Accounting Standard AS –17 "Segment Reporting" notified under Companies (Accounting standard) Rules 2006, the Company's operating business are organized and managed separately according to the nature of products manufactured and services provided . The identified reportable segments is turnkey contracts of Gates, Cranes, Hoist for Irrigation & Power projects in the Engineering Division and other segment includes cinema in multiplex division ceased on 01.07.2017, packaging unit, running of hotel cum revolving restaurant in hotel division and construction of multistory building in real estate division.

Secondary Segment: Geographical segment:

The analysis of Geographical segment is based on the geographical location i.e. domestic and overseas markets of the customers.

Secondary Segment Reporting (By Geographical segment)

The following is the distribution of the company`s revenue from operation (net) by Geographical markets, regardless of where the goods were produced:

(b) **(Rs.In Lacs)**

Particulars	2017-18	2016-17
Revenue from domestic Market	30322.23	24243.98
Revenue from Overseas Market	650.73	700.65
Total	30972.96	24944.63

Geographical segment wise receivables:

Particulars	2017-18	2016-17
Receivable of domestic Market	7261.41	8443.76
Receivables of Overseas Market	333.42	322.97
Total	7594.83	8766.73

Geographical segment wise Property, Plant & Equipment (Includes Investment Property):

Particulars	2017-18	2016-17
In India	16179.56	17041.7
Outside India	3.75	5.69
Total	16183.31	17047.39

c) Segment accounting polices :

In addition to the significant accounting policies applicable to the business segment as set in note 2, the accounting policies in relation to segment accounting are as under:

i) Segment revenue & expenses :

Joint revenue and expenses of segments are allocated amongst them on a reasonable basis. All other segment revenue and expenses are directly attributable to the segments.

ii) Segment assets and liabilities:

Segment assets include all operating assets used by a segment and consist principally of operating cash, receivables, inventories and fixed assets, net of allowance and provisions, which are reported as direct off sets in the balance sheet. Segment Liabilities include all operating Liabilities and consist principally of trade payables & accrued liabilities. Segment assets and liabilities do not include deferred income taxes except in the Engineering division. While most of the assets/liabilities can be directly attributed to individual segments, the carrying amount of certain assets /liabilities pertaining to two more segments are allocated to the segments on a reasonable basis.

iii) Inter segment sales :

Inter segment sales between operating segments are accounted for at market price. These transactions are eliminated in consolidation. The main division is engineering division and funds provided by engineering division to other division and interest on such balances are not charged.

(iv) Othersegment having revenue from sale of external customers in excess of 10% of total revenue of all segments is shown separately and others are shown in other segment l

d) Information about business segments for the year 31.03.2018 :

	Particuars	Engg, Div.		Packaging Division		Kameng		Ujjain		Other Divisions		Joint Operations		Real Estate		Total	
		Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
(1)	Segment Revenue :																
	External sales/income (Net)	19927.15	19004.78	2363.72	2837.74	2892.82	1358.90	3873.41	1559.54	2210.80	2380.45	6766.23	2918.44	2068.79	640.93	30972.97	24944.60
	Other reciept	268.40	432.33	7.21	7.25	23.82	5.65	50.18	0.33	350.87	153.84	74.00	5.98	36.12	0.00	729.39	592.15
	Interest Receipts	443.6	391.03	1.50	0.00	0.00	0.00	0.34	5.07	-277.48	3.75	0.34	5.07	216.88	259.41	383.34	659.26
	Inter segment sales /Other Recpt.	-6.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	-6.00	0.00
	Total Revenue	**20633.15**	**19828.14**	**2372.43**	**2844.99**	**2916.64**	**1364.54**	**3923.93**	**1564.94**	**2284.19**	**2538.05**	**6840.57**	**2929.48**	**2321.79**	**900.34**	**32079.70**	**26196.01**
(2)	Segment Results :																
	Segments External results before Int. and Tax and inter segment expenses	4439.79	3551.06	-165.84	233.94	1612.28	504.26	545.66	230.01	-144.73	250.08	2157.94	734.27	471.68	73.39	6924.68	4608.80
	Add: Exceptional Items	1656.67	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		0.00	1656.67	0.00
	Operationg profit before Int.	6096.46	3551.06	-165.84	233.94	1612.28	504.26	545.66	230.01	-144.73	250.08	2157.94	734.27	471.68	73.39	8581.35	4608.80
	Financial exp.	1516.22	1603.34	98.93	133.19	14.17	20.29	49.14	141.55	163.63	136.39	63.31	161.84	211.68	248.04	1954.84	2149.61
	Income tax current	1454.73	418.78	0.00	0.00	564.00	171.41	172.50	30.95	1.00	0.00	736.50	202.36	45.40	90.00	2237.63	711.14
	Income Tax Foreign	0.00	50.39	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	50.39
	Wealth Tax	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Deferred tax assets/Lia.	-202.55	119.96	0.00	0.00	0.00	0.00	0.00	0.00	-0.28	-0.41	0.00	0.00	24.93	-24.71	-177.90	94.84
	Income Tax Exp. Earlier Year	19.91	0.64	0.00	0.00	0.00	0.00	0.96	0.00	0.00	-0.62	0.96	0.00	0.00	10.69	20.87	10.71
	Net Profit before OCI	**3308.15**	**1357.95**	**-264.77**	**100.75**	**1034.11**	**312.56**	**323.06**	**57.51**	**-309.08**	**114.72**	**1357.17**	**370.07**	**189.67**	**-250.63**	**4545.91**	**1592.11**
3 (i)	Other Information :																
	Segment Assets	69456.86	70779.51	3059.68	3508.61	3150.08	2184.91	1311.99	767.06	-2675.90	-2126.12	4462.07	2951.97	14082.24	13186.93	85325.27	84792.29
	Total Assets	**69456.86**	**70779.51**	**3059.68**	**3508.61**	**3150.08**	**2184.91**	**1311.99**	**767.06**	**-2675.90**	**-2126.12**	**4462.07**	**2951.97**	**14082.24**	**13186.93**	**85325.27**	**84792.29**
	Segmets Liabilities :																
	Share Capital	963.04	963.04	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	963.04	963.04
	Reserve & Surplus	54291.76	51618.87	-230.88	33.89	2963.35	1929.25	380.58	57.52	-7053.80	-5625.68	3343.93	1986.77	11518.87	11051.14	62100.76	59031.10
	Long Term Borrowings	3166.80	720.29	341.64	2478.37	0.00	0.00	0.00	0.00	341.65	2999.18	0.00	0.00	19.70	0.00	3528.15	3719.47
	Short Term borrowings	3945.59	6842.53	0.00	0.00	0.00	0.00	0.00	0.00	11.01	0.00	0.00	0.00	0.00	0.00	3956.60	6842.53
	Segment liabilities	6650.58	10006.65	2948.92	996.35	186.73	255.67	931.41	709.54	4025.24	475.87	1118.14	965.21	2507.24	2135.79	14301.20	13583.52
	Deferred tax liabilities	439.09	628.13	0.00	0.00	0.00	0.00	0.00	0.00	0.00	24.50	0.00	0.00	36.43	0.00	475.52	652.63
	Total Liabilities	**69456.86**	**70779.51**	**3059.68**	**3508.61**	**3150.08**	**2184.91**	**1311.99**	**767.06**	**-2675.90**	**-2126.12**	4462.07	2951.97	**14082.24**	**13186.93**	**85325.27**	**84792.29**
	Depreciation	585.57	496.54	494.51	510.87	10.20	18.70	2.99	5.25	590.06	610.47	13.19	23.95	12.50	14.81	1201.32	1145.77
	* We have classified only 3 segments based on turnover having more than 10%																

40. Retirement and other employee benefits:

(a)Defined contribution plans

The Company operates defined contribution retirement benefit plan for all qualifying employees. Company directly contribute to the provident fund and having no obligation for further contribution

Particulars	2017-18	2016-17
Provident Fund	2882890	2680209
Contribution Employee State Insurance	736025	420952

(b) Defined Benefit Plans

As per detailed discussion with directors and the explanations and certification provided by them, Gratuity has been provided on the basis of actuarial valuation using the project unit credit method and same is non-funded. The obligation for leave encashment is recognized in the same manner as gratuity.

The plans in India typically expose the Company to actuarial risks such as: investment risk, interest rate risk, longevity risk and salary risk.

Investment risk The liability is not funded and is not relevant in company

Interest risk the rate used to discount post-employment benefit obligation should be determined by reference to market yields at the balance sheet date on Government bonds. The currency and term of government bonds should be in consistent with the currency and estimated term of post-employment benefit obligation. .

Salary risk: Salary increase should take into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.
No other post-retirement benefits are provided to these employees.

		Gratuity unfunded		Leave encashment Unfunded	
		2017-18	2016-17	2017-18	2016-17
i	**expenses recognized in the statement of profit & loss for the year ended**				
	1 Current Service Cost	521000	332414	265323	321300
	2 Interest Cost	573519	577896	166127	150737
	3 Expected return on plan assets	NA	NA	NA	NA
	4 Past Service Cost	NA	NA	NA	NA
	5 Net Actuarial (Gains)/Losses	-426146	64810	8844	92082
	Total expenses	668373	975120	446160	564119
ii	**Net asset/(liability) recognized in the balance Sheet as at 31.03.2017**				
	1 Present value of Defined Benefit Obligation	7922380	8651404	2526380	2461314
	2 Fair Value of plan assets	NA	NA	NA	NA
	3 Funded status [Surplus/(Deficit)]	-7922380	-8651404	-2526380	-2461314
	4 Net asset/(Liability)	7922380	8651404	2526380	2461314
iii	**change in obligation during the year ended**				
	1 Present value of Defined Benefit Obligation at beginning of the year	8651404	7825225	2461314	2006446
	2 Current Service Cost	521000	332414	292648	293975
	3 Interest Cost	573519	577896	166127	150737
	4 Plan amendment cost	NA	NA	NA	NA
	5 Actuarial (Gains)/Losses	-426146	64810	8844	92082
	6 Benefits Payments	-1397397	-148941	-402553	-82026
	7 Present value of Defined Benefit Obligation at the end of the year	7922380	8651404	2526380	2461314
Iv	**Change in assets during the year ended**				
	1 Plan assets at the beginning of the year	NA	NA	NA	NA
	2 Expected return on plan assets	NA	NA	NA	NA
	3 Contributions by Employer	1397397	148941	402553	82026
	4 Actual benefits paid	1397397	148941	402553	82026
	5 Actuarial Gains/(Losses)	-426146	64810	8844	92082
	6 Plan assets at the end of the year	NA	NA	NA	NA
V	**Classification for the purpose of Revised schedule VI is as follows:**				
	Current liability	2054260	2506637	481661	474976
	Non-current liability	5868120	6144767	2044719	1986338
Vi	**Actuarial assumptions**				
	Discount Rate				
	Engg. Div.	7.44%	6.50%	7.44%	6.50%
	Hotel Div.	7.89%	7.40%	7.89%	7.40%
	2 Expected rate of return on plan assets	-	-	-	-
	3 Mortality	Indian Assured Lives Mortality(2006-2008)Ultimate	Indian Assured Lives Mortality(2006-2008)Ultimate	Indian Assured Lives Mortality(2006-2008)Ultimate	Indian Assured Lives Mortality(2006-2008)Ultimate
	4 Turnover rate : Staff	5%	5%	5%	5%
	5 Salary escalator	8%	8%	8%	8%
	6 Maximum limit	2000000	1000000	No Limit	No Limit

Notes: a) The discount rate is based on the prevailing market yield on government securities as at the balance sheet date for the estimated term of obligation.b) The estimates of future salary increase considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.c) The gratuity and Leave Encashment liabilities are unfunded. Accordingly information regarding planned assets are not applicable.

41 Financial instruments

41.1 Capital risk management

The Company being in a capital intensive industry, its objective is to maintain a strong credit rating healthy capital ratios and establish a capital structure that would maximize the return to stakeholders through optimum mix of debt and equity.

The Company's capital requirement is mainly to fund its capacity expansion, repayment of principal and interest on its borrowings and strategic acquisitions. The principal source of funding of the Company has been, and is expected to continue to be, cash generated from its operations supplemented by funding from bank borrowings and the capital markets.

The Company regularly considers other financing and refinancing opportunities to diversify its debt profile, reduce interest cost and elongate the maturity of its debt portfolio, and closely monitors its judicious allocation amongst competing capital expansion projects and strategic acquisitions, to capture market opportunities at minimum risk.

The Company monitors its capital using gearing ratio, which is net debt divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents, Bank balances other than cash and cash equivalents and current investments.

Particulars	As at 31st March 2018	As at 31st March 2017	As at 01st April 2016
Long term borrowings	3528.15	3719.47	3221.87
Current maturities of long term debt	5354.2	2063.77	643.04
Short term borrowings	3956.6	6842.53	5101.42
Total	12838.95	12625.77	8966.33
Less: cash and cash equivalents	2642.2	1257.53	2253.26
Less: bank balances other than cash and cash equivalents	2271.27	148.14	610.87
Net debt	7925.48	11220.1	6102.2
Total equity	63063.8	59994.14	58267.68
Gearing ratio	0.12	0.18	0.1

Note

1. Equity includes all capital and reserves including capital reserves of the company that are managed as capital
2. Debt is defined as long and short term borrowings (including financial guarantees contracts)

41.2 Categories of financial instruments

Particulars	31.03.2018		31.03.2017		01.04.2016	
	Carrying values	Fair value	Carrying values	Fair value	Carrying value	Fair value
Financial assets						
Measured at amortized cost						
Loans (Non Current)	4330.98	4330.98	3239.22	3239.22	4278.42	4278.42
Loans (Current)	4152.82	4152.82	4198.72	4198.72	2422.57	2422.57
Other financial assets(Non current)	1826.35	1826.35	3012.35	3012.35	5570.75	5570.75
Trade receivables	7594.83	7594.83	8766.73	8766.73	7558.89	7558.89
Cash and cash equivalents	2642.2	2642.2	1257.53	1257.53	2253.26	2253.26
Bank balances other than cash and cash equivalents	2271.27	2271.27	148.14	148.14	610.87	610.87
Non-current Investments (NSC)	0.55	0.55	0.55	0.55	0.55	0.55
Other financial assets(current)	17.7	17.7	15.3	15.3	107.82	107.82
Total financial assets at amortised cost (A)	**22836.7**	**22836.7**	**20638.54**	**20638.54**	**22803.13**	**22803.13**
Financial assets						
Measured at fair value through other comprehensive income						
Non-curent Investments	1.30	1.3	3.17	3.17	78.34	78.34
Total financial assets at fair value through other comprehensive income (B)	**1.30**	**1.30**	**3.17**	**3.17**	**78.34**	**78.34**
Financial assets						
Measured at fair value through profit and loss						
Non-current Investments	0		0		0	
Current Investments	0		0		0	
Other financial assets	0		0		0	
Total financial assets at fair value through profit and loss (C)	0		0	0	0	0
Total financial assets (A+B+C)	**22838**	**22838**	**20641.71**	**20641.71**	**22881.47**	**22881.47**
Financial Liabilities						
Measured at amortised cost						
Long term Borrowings*	3528.15	3528.15	3719.47	3719.47	3221.87	3221.87
Short term Borrowings	3956.6	3956.6	6842.53	6842.53	5101.42	5101.42
Trade Payables	4233.55	4233.55	4037.62	4037.62	4706.87	4706.87
Other financial liabilities (Non Current)	1689.92	1689.92	2019.81	2019.81	3538.09	3538.09
Other financial liabilities (Current)	6799.48	6799.48	5747.88	5747.88	5736.47	5736.47
Total financial Liabilities at amortised cost	**20207.7**	**20207.7**	**22367.31**	**22367.31**	**22304.72**	**22304.72**

*including current maturity of long term debt

41.3 Financial Risk Management

The Company has a Risk Management Committee established by its Board of Directors for overseeing the Risk Management Framework and developing and monitoring the Company's risk management policies. The risk management policies are established to ensure timely identification and evaluation of risks, setting acceptable risk thresholds, identifying and mapping controls against these risks, monitor the risks and their limits, improve risk awareness and transparency. Risk management policies and systems are reviewed regularly to reflect changes in the market conditions and the Company's activities to provide reliable information to the Management and the Board to evaluate the adequacy of the risk management framework in relation to the risk faced by the Company.

The risk management policies aims to mitigate the following risks arising from the financial instruments:

- Market risk
- Credit risk; and
- Liquidity risk

41.4 Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market prices. The Company is exposed in the ordinary course of its business to risks related to changes in foreign currency exchange rates, commodity prices and interest rates.

41.5 Foreign currency risk management

The Company's functional currency is Indian Rupees (INR). The Company undertakes transactions denominated in foreign currencies; consequently, exposure to exchange rate fluctuations arise. Volatility in exchange rates affects the Company's revenue from export markets and the costs of imports, primarily in relation to raw materials. The Company is exposed to exchange rate risk under its trade and debt portfolio.

Adverse movements in the exchange rate between the Rupee and any relevant foreign currency result's in increase in the Company's overall debt position in Rupee terms without the Company having incurred additional debt and favorable movements in the exchange rates will conversely result in reduction in the Company's receivables in foreign currency.

The carrying amounts of the Company's monetary assets and monetary liabilities at the end of the reporting period are as follows: **Currency exposure as at**

Particulars	Nepal Rupee			EURO		
	2018	2017	2016	2018	2017	2016
Financial assets						
Measured at amortised cost						
Non-current Investments						
Current Investments						
Other financial assets(Non current)	0	2.83	2.83			
Trade receivables	533.47	487.04	1170.1			
Cash and cash equivalents	10.82	84.85	142.82			

Bank balances other than cash and cash equivalents						
Loans	98.16	178	60.64			
Total financial assets	**642.45**	**752.72**	**1376.39**			
Financial Liabilities						
Measured at amortised cost						
Long term Borrowings				4.23	36.48	
Short term Borrowings						
Trade Payables	16.85	46.59	133.08			
Other financial liabilities (Non Current)						
Other financial liabilities (Current)				32.25		
Total financial Liabilities	**16.85**	**46.59**	**133.08**	**36.48**	36.48	

Note

The company does not hedge its foreign currency transactions and transaction with foreign operation so sensitivity analysis related to hedging is not required.

Unhedged currency risk position

Amount in lacs

Particulars	**Nepal Rupee**			**EURO**		
	2018	**2017**	**2016**	**2018**	**2017**	**2016**
Amount receivable in foreign currency						
Trade receivable	533.47	487.04	1170.1			
Balance with banks						
In fixed deposit account						
In current account	9.18	83.29	141.72			
Advanced /loans to subsidiaries	98.16	178	60.64			
Security Deposit	0	2.83	2.83			
Total	640.81	751.13	1375.29			
Amount payable in foreign currency						
Loans payable				36.48	36.48	
Acceptance						
Trade payables	16.85	46.59	133.08			
Payable for capital projects						
Other provision	**-7.78**	**36.67**	**11.56**			
Total	**9.07**	**86.26**	**144.64**	**36.48**	36.48	

41.6 Commodity price risk -:

The Company's revenue is exposed to the market risk of price fluctuations in its division is as under:

Engineering Division: the company generally takes Turnkey projects from government departments. The

contract price is generally fix and free from any price risk subject to change in any government policy or rules.
Real Estate Division: the company is exposed to risk of prices of Residential and commercial units. These prices may be influenced by factors such assupply and demand, and regional economic conditions.

Packaging Division: the company is exposed to risk of prices of goods. These prices may be influenced by factors such as supply and demand, Cost of Production and regional economic conditions.
Hotel Division : the company is exposed to risk of prices/ rates of Rooms. These prices may be influenced by factors such as supply and demand i.e. inflow of tourist and the seasonal effects, and regional economic conditions.

Market forces generally determine prices for the Real Estate Division and Packaging Division of the Company Adverse changes in any of these factors may reduce the revenue that the Company earns from the sale of its products.
The Company primarily purchases its raw materials in the open market from third parties. The Company is therefore subjectto fluctuations in prices for the purchase of Building Material and other raw material inputs. The Company purchased substantially all of its Raw Material from third parties in the open market.

The Company aims to sell the products at prevailing market prices. Similarly the Company procures raw materials on prevailing market rates as the selling prices of its products and the prices of input raw materials move inthe same direction.

41.7Credit risk management:

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks.

Company's credit risk arises principally from the trade receivables, loans, investments in debt securities, cash & cash equivalents.

Trade receivables:
The company's customer profile includes public sector enterprises, state owned companies and private corporate as well as large individuals. Accordingly company's customer risk is low. The company's average project execution cycle is around 24 to 36 months, general payment terms includes mobilization advances, monthly progress payments with a credit period ranging from 45 to 90 days and certain retention money to be released at the end of the project.

Customer credit risk is managed centrally by the Company and subject to established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard.
The history of trade receivables shows a negligible allowance for bad and doubtful debts.

41.8 Interest rate risk
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changesin market interest rates. The Company is exposed to interest rate risk because funds are borrowed at both fixed and floating interest rates. Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rate. The borrowings of the Company are principally denominated in rupees and US dollars with a mix of fixed and floating rates of interest. The Company has exposure to interest rate risk, arising principally on changes in base lending rate and LIBOR rates.

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01st April 2016
Fixed rate borrowings	719.72	640.87	547.52
Floating rate borrowings	8162.64	5142.37	3317.4
Total borrowings	8882.36	5783.24	3864.92

41.9 Liquidity risk management

Liquidity risk refers to the risk of financial distress or extraordinary high financing costs arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and requiring financing. The Company requires funds both for short term operational needs as well as for long term capital expenditure growth projects. The Company generates sufficient cash flow for operations, which together with the available cash and cash equivalents and short term investments provide liquidity in the short-term and long-term. . The Company has established an appropriate liquidity risk management framework for the management of the Company's short, medium and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods and its non-derivative financial assets. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows.

Particulars	31.03.2018			
	<1 year	1-5year	>5year	Total
Financial assets				
Non-current Investments		9488.23		9488.23
Loans (Non current)		4330.98		4330.98
Loans (current)	4152.82			4152.82
Trade receivables	7594.83			7594.83
Cash and cash equivalents	2642.2			2642.2
Bank balances other than cash and cash equivalents	2271.27			2271.27
Other financial assets	17.7	1826.35		1844.05
Total financial assets	**16678.82**	**15645.56**		**32324.38**
Financial Liabilities				
Long term Borrowings	5354.2	3528.15		8882.35
Short term Borrowings	3956.6			3956.6
Trade Payables	4233.55			4233.55
Other financial liabilities (Non Current)		1689.92		1689.92
Other financial liabilities (Current)	6799.48			6799.48
Total financial Liabilities	**20343.83**	**5218.07**		**25561.9**

Particulars	31.03.2017			
	<1 year	1-5year	>5year	Total
Financial assets				
Non-current Investments		10872.72		10872.72
Loans (Non current)		3239.22		3239.22
Loans (current)	4198.72			4198.72
Trade receivables	8766.73			8766.73
Cash and cash equivalents	1257.53			1257.53
Bank balances other than cash and cash equivalents	148.14			148.14
Other financial assets	15.3	3012.35		3027.65
Total financial assets	14386.42	17124.29		31510.71
Financial Liabilities				
Long term Borrowings	2063.78	3719.47		5783.25
Short term Borrowings	6842.53			6842.53
Trade Payables	4037.62			4037.62
Other financial liabilities (Non Current)		2019.81		2019.81
Other financial liabilities (Current)	5747.88			5747.88
Total financial Liabilities	18691.81	5739.28		24431.09

Particulars	31.03.2016			
	<1 year	**1-5year**	**>5year**	**Total**
Financial assets				
Non-current Investments		10829.31		10829.31
Loans (Non current)		4278.42		4278.42
Loans (current)	2422.57			2422.57
Trade receivables	7558.89			7558.89
Cash and cash equivalents	2253.26			2253.26
Bank balances other than cash and cash equivalents	610.87			610.87
Other financial assets	107.82	5570.75		5678.57
Total financial assets	**21570.66**	**24002.04**		**33631.89**
Financial Liabilities				
Long term Borrowings	643.04	3221.87		3864.91
Short term Borrowings	5101.42			5101.42
Trade Payables	4706.87			3927.06
Other financial liabilities (Non Current)		3538.09		3538.09
Other financial liabilities (Current)	5736.47			5736.47
Total financial Liabilities	**16187.8**	**6759.96**		**22167.95**

Collateral

The Company has pledged of its trade receivables, part of investments and cash and cash equivalents in order to fulfill certain collateral requirements for the banking facilities extended to the Company. There is obligation to return the securitiesto the Company once these banking facilities are surrendered.

42. Level wise disclosure of financial instruments

Particulars	As at 31st March 2018	As at 31st March 2017	As at 01st April 2016	Level	Valuation techniques and key inputs
Non-current investments in equity shares measured at FVTOCI	1.30	3.17	78.33	1	Quoted bid prices in an active market
Long term Borrowings					
Carrying value	8882.35	5783.25	3864.91	2	Discounted cash flow –observable future cash flows are based on terms discounted at a rate that reflects market risks.
Fair value	8882.35	5783.25	3864.91	2	

There is no instruments like preference shares measured at fair value using level iii technique so no sensitivity analysis and reconciliation are not given

43. Details of disputed tax demands

The details of disputed income tax, service tax, and sales tax & Excise duty as on 31-03-2018 are as follows :

Nature of the Statute	Nature of Dues	Forum where dispute is pending	Demand Amount (Rs. in Lacs.)	Amount paid under protest (Rs. in lacs.)	Period to which the amount relates
Central Sales Tax Act, 1956. and Sales Tax/VAT Act of various states	Sales Tax & Entry Tax	Commissioner (Appeals)/Tribunal	241.51	0.00	1990-91, 2009-10 to 2011-12
		High Court	16.91	0.00	2003-04
Central Excise Act, 1944	Excise Duty	Tribunal (CESTATE)	471.49	0.00	2009-10 to 2011-12
		Commissioner(Appeal)and Show Case	605.34	21.50	2000-01 to 2014-15
Income Tax Act, 1961	Income Tax	ITAT	1.91	1.91	2012-13 & 2013-14
		CIT Appeal	757.77	361.47	2007-08 to 2015-16
		High Court	31.81	0	1995-96 & 1976-77
Service tax law , finance Act, 1994	Service Tax	Commissioner (Appeals)/Tribunal	190.56	0.00	2003-04 to 2005-06 & 2009-10 to 2011-12
Wealth Tax Act.	Wealth Tax	ITAT	0.28	0.28	1992-1993
Kameng	Income Tax	CIT Appeal	14.97	3.00	2014-15
Worship InfraProjects Private Ltd.	Income Tax	CIT Appeal	132.77	104.81	2013-14

Note: 1) Amount as per demand orders including interest and penalty wherever mentioned in the order.

44. CONTINGENT LIABILITIES AND COMMITMENTS

CONTINGENT LIABILITIES (NOT PROVIDED FOR) IN RESPECT OF FOLLOWING:

a)

(RS. IN LACS)

S. No.	Particulars	As at 31.03.2018	As at 31.03.2017
i)	Outstanding bank guarantee *	29559.04	29959.61
ii)	Letter of credits accepted**	770.43	1841.94
iii)	Other Claims against the Company not acknowledged a debt relating to supplies and service matters	60.47	157.76
iv)	Labour cases	Amount Un-ascertainable	Amount Un-ascertainable
v)	Show cause/demand/notices by excise deptt., service tax, income tax authorities being disputed by the company. (See note no 39 below.)(Net)	2065.19	1842.71
vi)	Outstanding amount against corporate guarantee given to bank on account of loans given by such bank. (***)	21549.78	23651.1

Based on favorable decisions in similar cases, legal opinion taken by the company., discussions with the solicitors, etc., the company believes that there is fair chance of decisions in its favors in respect of all the items listed in (iii) (iv) &(v) above and hence no provisions is considered necessary against the same.

Outstanding bank guarantee includes issued by banks, in favor of following joint venture/partnership firm.

Name of Joint Venture (JV) /partnership firm (PF)	O/s. Bank guarantee as at 31.03.2018	O/s. Bank guarantee as at 31.03.2017
OML+JSC, UKRAIN , KAMENG (JV)	3979.78	4118
Om Metals Consortium (PF)	0	950
Worship Infraprojects Pvt. Ltd (Om Metal SPML InfraprojectsPvtLtd)	5234.44	5326.85
Gurha Thermal Power Co. Ltd.(JV)	264	264
Om Metals Consortium Pvt.Ltd	20	20
SPML OMIL JV (Ujjain)	2347.17	2850.2
Om Kerui Joint Venture Private Limited	0	273.91
Bihar Logistics Private Limited	299.46	60
Gujarat Logistics Private Limited	277.33	60
Om Metal SPML JV (Tanzania)	0	1588.55
Om Metal SPML JV (Mpanga, Ravanda)	3270.08	1313.62
Om Metal SPML JV (Nepal)	0	129.68
Om Metal SPML SIP JV (MP)	0	50
Om Metal SPML JV Ghana	2382.09	0
Gammon Om Metals HeeraKund	308	0
Om Metals SPML InfraprojectsIsarda	326.8	0
Om Metal PSP Consortium – Kunda	460	0
Om Metal Veerprabhu consortium	232	0

** Outstanding Letter of Credits includes issued by banks

Particulars	O/s. LC as at 31.03.2018	O/s. LC as at 31.03.2017
Capital and other Goods of the company	770.43	1488.51
SPML OMIL JV (Ujjain)	0	353.43

*** Outstanding shortfall undertaking /corporate guarantees given to bank on account of loans given by such bank.

Name of Company	Sanction Amount	Corporate Guarantee (Loan O/S)	Sanction Amount	Corporate Guarantee (Loan O/S)
	2018		2017	
Bhilwara Jaipur Toll Road Pvt. Ltd	26279	21549.78	26279	23651.1
Total	**26279**	**21549.78**	**26279**	**23651.1**

(i) The company om metal consortium private limited has taken loan from banks and the company has given undertaking to the bankers for any shortfall in the project amounting to Rs. 1000 Lacs (p.y. Rs. 2000 Lacs) .

(b) In compliance with the Accounting Standards as applicable to its nature of business, the company raised claims with various projects / other parties amounting to Rs. 54209.07 lakhs (Rs. 57822.32 Lakhs in Previous Years), against these claims, the Arbitrator awarded claims of Rs. 5600 Lacs (Rs 2446.50 lacs in the Previous Year). The company has not been recognizing the revenue on the aforesaid Arbitration Awards on its claimed including interest as awarded from time to time. There are also some counter claims by the Project Authorities/ Other Parties amounting to Rs 1354.06 Lacs (Rs 7849.14 lacs included in previous year) against these claims, the Arbitrator awarded claims to the client of Rs. 82.24 lacs (Rs 82.24 lacs in the Previous Year). These Awards are further challenged by the clients as well as the Company in the higher courts as the case may be. In accordance with past practice, the Company has not made adjustment because the same has not become rule of the court due to the objections filed by Project Authorities/ Other parties and by the Company.

44. Other commitments

a. The company has issued an under taking to associate bankers for non – disposal of its investment in an associate (Bhilwara Jaipur Toll Road Pvt. Ltd) till date entity repay its debts as follows:

Name of Banker	2017-18		2016-17	
	No of Shares	Amount	No of Shares	Amount
1. Pledged (lender bank of BJTR private limited)				
Total share	1321437	199051247	1321437	199051247
2. To be Pledged (lender bank of BJTR private limited)				
Total Share	403487	60523050	403487	60523050

Note- details as furnished by company secretary of BJTR private limited

b) The company from time to time provides need based funding to subsidiaries and joint ventures entity towards capital and other requirements.

c) Estimated amount of contracts remaining to be executed on capital account and not provided for Rs. Nil (Rs. Nil in the previous year)

d) The Company has imported capital goods under the export promotion capital goods scheme to utilize the benefit of a zero or concessional customs duty rate. These benefits are subject to future exports within the stipulated period. Such export obligations at year end aggregate to

Particulars	2018	2017
Other Commitments		
The division of the Company has imported capital goods under the export promotion capital goods scheme to utilize the benefit of a zero or concessional customs duty rate. These benefits are subject to future exports. Such export obligations at year end aggregate to (Duty Saved Rs. 917.90 lacs)	5381.79	5381.79

45. Related Party disclosure under Accounting Standard IND AS-24 "Related party disclosures" notified under Companies (Accounting standard) Rules 2006.

During the year, the company entered into transactions with the related parties. Those transactions along with related balance as at 31st March 2018 and for the year ended are presented below.
List of related parties with whom transactions have taken place during the year along with nature and volume of transactions are summarized as follows:
List of related parties and relationship**:**

Name of the related party	Relationship	% of holding	Incorporated in
Subsidiaries and step down Subsidiaries			
Om Metals Real Estate (P) Limited	Subsidiary company	100%	India
Om Metals Consortium (P) Limited	Subsidiary company	100%	India
Odisha Marine (P) Ltd.	Subsidiary company (ceasedw.e.f. 21-03-2017)	51%	India
Chahel Infrastructure Ltd. (formally known as Om-SPML Infrastructure Ltd. & Pondicherry Port Ltd.)	Subsidiary company (w.e.f. 30-03-2016)	94.46%	India
Worship Infraprojects Pvt. Ltd. (Previously known as Om Metals SPML Infraprojects Private Limited)	Incorporated on 10-05-2010 Previously Classified as JV as acquired as subsidiary on 05/12/2017	100%	India

SkywaveImpex Ltd	Subsidiary company (ceased w.e.f. 21-03-2017)	100%	India
Om Auto Motors (P) Ltd	Step Down Subsidiary (Subsidiary co. of Om Metals Real Estate Pvt. Ltd.) (ceased w.e.f. 21-03-2017)	100%	India
Om Metals Ratanakar (P) Limited	Step Down Subsidiary (Subsidiary co. of Om Metals Real Estate Pvt. Ltd.)(Ceased w.e.f. 21-03-2017)	100%	India
Om Kerui Joint Venture Pvt. Ltd.	Incorporated on 23.08.2016, ceased w e f 31/03/2018	99%	India
Om Hydromech Private Limited	Step Down Subsidiary (Subsidiary co. of Om Metals Real Estate Pvt. Ltd.)(Ceased w.e.f. 21-03-2017)	100%	India
Joint Operations			
OMIL-JSC JV, Kameng	Incorporated on----	60%	India
SPML -OM Metal JV (Ujjain)	w.e.f. 18-04-2015	50%	India
Om Metals SPML JV (MpangaRawanda& Ghana)	Incorporated on 22.09.2016	50%	India
Joint venture/Partnership Firm			
Bhilwara Jaipur Toll Road Pvt. Limited	Incorporated on 06-04-2010	49%	India
Worship InfraprojectsPvt Ltd (Previously known as Om Metals SPML Infraprojects Private Limited)	Incorporated on 10-05-2010 Now Classified as subsidiary ceased as JV on 05/12/2017	50%	India
Gurha Thermal Power Co. Ltd. (JV)	Incorporated on 16-04-2009	50%	India
Om Gaima Project Pvt. Ltd.	Company closed on 21.03.2017		India
Om Metal consortium (PF)		17.50%	India
Om Ray Venture (PF)		99.50%	India
Bihar Logistic Pvt. Ltd.	Incorporated on 25.03.2017	50%	India
Gujrat Warehousing Pvt. Ltd.	Incorporated on 24.01.2017	50%	India

Uttar Pradesh Logistic Pvt. Ltd.	Incorporated on 24.01.2017	50%	India
West Bengal Logistic Pvt. Ltd.	Incorporated on 20.01.2017	50%	India
Om MetalsInfotech Private Limited	Incorporated on 05.01.2006	50%	India
Om Metals Developers Private Limited	Incorporated on 24.06.2006	40.63%	India
Associate Company			
Sanmati Infra Developer Pvt. Ltd.			
SanmatiBuildcon Private Limited	Ceased w.e.f. 31.03.2018	25%	India
Enterprises controlled or are under same management with reporting enterprise			
Jupiter Metals (P) Ltd			
Om Kothari Pariwarik Trust			
Om Kothari Foundation			
Bahubali Housing Co. (P) Limited			
Little Star (P) Limited			
Sanyon Properties Pvt. Ltd.			
Om Metals Auto P.Ltd.			
Om Ratnakar Private Limited			
Om Automotors Pvt. Ltd.			
Om Hydromech Pvt. Ltd.			
Key Management personnel	Key Managerial Personnel		
Shri C.P. Kothari	Chairman (resigned on 30.07.2016)		
Shri D.P. Kothari	Managing Director (resigned on 30.07.2016 and appointed as chairman on 01.05.2017)		
Shri Sunil Kothari	Managing Director		
Shri Vikas Kothari	President & Director		
Ms. Reena Jain	Company Secretary		
Shri S. K. Jain	CFO		
One Level below Key Managerial Personnel			
Shri Bharat Kothari	Executive Director(Projects)		
Shri Bahubali Kothari	Executive Director(Projects)		
Relatives of Key management persons	Relative of directors		
Smt. Anita Kothari			

List of transactions with related parties are as following except those from them company has not entered any transaction.

	Name of related Party	Amount of Transactions 2017-18	Amount of Transactions 2016-17	As on 01/04/2016
A	**Subsidiaries and step down subsidiaries**			
1	Om Metals Real Estate (P) Ltd			
	Opening			
	Share Capital	498.93	498.93	1.00
	Loan Account	1,613.52	1,502.07	2,000.00
	Current Account	2,854.55	4,347.62	4,347.62
	Transactions			
	Share Capital (Capital Contribution)	-		497.93
	Loan Account			
	Interest	119.72	111.45	
	Net increase/ decrease	(11.97)		(497.93)
	Current Account (Net increase/ decrease)	(1,680.66)	(1,493.07)	
	Closing			
	Share Capital	498.93	498.93	498.93
	Loan Account	1,721.27	1,613.52	1,502.07
	Current Account	1,173.89	2,854.55	4,347.62
2	Om Metals Consortium (P) Ltd			
	Opening			
	Share Capital	6,766.14	6,673.34	4,701.00
	Loan Account	6,778.66	5,949.76	7,922.10
	Current Account	8,000.00	8,000.00	8,000.00
	Transactions			
	Share Capital (Capital Contribution)	-	92.80	1,972.34
	Loan Account			
	Interest	502.97	441.47	
	Net increase/ decrease	(50.30)	387.43	(1,972.34)
	Current Account			
	Net increase/ decrease	(1,383.67)	-	
	Contract receipt	612.56	1,402.02	
	Closing			
	Share Capital	6,766.14	6,766.14	6,673.34
	Loan Account	7,231.33	6,778.66	5,949.76
	Current Account	7,228.89	8,000.00	8,000.00
3	Odisha marine (P) Ltd			
	Opening			
	Share Capital	-	0.51	0.51
	Loan Account	-	76.06	76.06
	Transactions			
	Share Capital	-	(0.51)	
	Net increase/ decrease	-	(76.06)	
	Closing			
	Share Capital	-	-	0.51
	Loan Account	-	-	76.06

4	Chehel Infrastructure Ltd (Formally non as Om-SPML Infrastructure Ltd and Pondicherry Port Ltd)			
	Opening Balance			
	Share Capital	488.45	488.45	488.45
	Loan Account	0.87	0.87	0.87
	Transactions			
	Loan Account			
	Net increase/ decrease			
	Closing Balance			
	Share Capital	488.45	488.45	488.45
	Loan Account	0.87	0.87	0.87
5	Worship Infraproject Pvt Ltd (Formally non as Om Metals SPML Infra Project Pvt Ltd			
	Opening Balance			
	Share Capital	0.50	0.50	0.50
	Debtor Account	495.28	488.76	488.76
	Transactions			
	Contract Receipts	425.79	1,229.46	
	Share Capital	192.00		
	Net increase/ decrease	(1,016.02)	(734.18)	
	Closing Balance			
	Share Capital	192.50	0.50	0.50
	Debtor Account	(94.95)	495.28	488.76
6	Skywave Impex Ltd			
	Opening Balance			
	Share Capital	-	-	0
	Creditors	101.85	96.94	96.94
	Transactions			
	Creditors			
	Net increase/ decrease	(0.80)	4.91	
	Closing Balance			
	Share Capital	-	-	
	Creditors	101.85	101.85	96.94
7	Om Auto Motors Pvt. Ltd			
	Opening Balance			
	Security Deposit	40.00	40.00	40.00
	Creditors	-	-	
	Transactions			
	Rent	7.80	(7.80)	
	Security Deposit	30.00		
	Net increase/ decrease	(6.26)	7.80	
	Closing Balance			
	Security Deposit	70.00	40.00	40.00
	Creditors	1.54	-	

8	Om Metals Ratanakar (P) Ltd			
	Opening Balance			
	Security Deposit	-	1,500.00	1,500.00
	Creditors	458.30	-	
	Transactions			
	Rent	-	1.20	
	Security Deposit	-	(1,500.00)	
	Net increase/ decrease	(458.30)	457.10	
	Closing Balance			
	Security Deposit	-	-	1500.00
	Creditors	-	458.30	
9	Om Kerui Joint Venture Pvt Ltd			
	Opening Balance			
	Share	0.99		
	Creditors	1.59		
	Transactions			
	Share	(0.99)	0.99	
	Net increase/ decrease	(1.59)	1.59	
	Closing Balance			
	Security Deposit	-	0.99	
	Loan Account	-	1.59	
10	Om Hydromech Pvt Ltd			
	Opening Balance			
	Security Deposit	350.00		
	Creditors	8.02		
	Transactions			
	Security Deposit	-	350.00	
	Rent PAID	8.40		
	Net increase/ decrease	(1.77)	8.02	
	Closing Balance			
	Security Deposit	350.00	350.00	
	Creditors	14.65	8.02	
B	**Joint Operations**			
1	Omil - JSC JV Kameng			
	Addihnal Investment in Excess of Company share	1,602.01	2,466.33	2,801.98
2	SPML - Om Metals JV - Ujjain			
	Addishnal Investment in Excess of Company share	377.49	174.58	(89.08)
3	**Om Metals SPML JV, Rawanda**			
	Addishnal Investment in Excess of Company share Mpanga	21.04	26.01	-
4	**Om Metals SPML Joint venture Ghana**			
	Addishnal Investment in Excess of Company share, Ghana	26.37	-	-

	Joint Ventures/ Partnership Firms			
1	Bhilwara Jaipur Toll Road Pvt Ltd			
	Opening Balance			
	Share Capital	5,307.48	5,089.70	5,089.70
	Loan Account	909.22	-	-
	Current Account	1,173.00	-	-
	Debtor Account	1,635.83	1,167.00	1,167.00
	Transactions			
	Share Capital (Capital Contribution)	-	217.78	
	Loan Account			
	Interest	113.99		
	Net increase/ decrease	823.00	909.22	
	Current Account (Net increase/ decrease)	624.21	1,173.00	
	Debtor Account			
	Net increase/ decrease	(113.29)	(53.17)	
	Contract recipts/ Claim	(87.73)	522.00	
	Closing Balance			
	Share Capital	5,307.48	5,307.48	5,089.70
	Loan Account	1,846.21	909.22	-
	Current Account	1,797.21	1,173.00	-
	Debtor Account	1,434.81	1,635.83	1,167.00
2	Gurha Thermal Power Co. Ltd., (JV)			
	Opening Balance			
	Share Capital	2.50	2.50	2.50
	Loan Account	591.52	523.99	523.99
	Transactions			
	Share Capital (Capital Contribution)	-	-	-
	Loan Account			
	Interest	73.48	65.18	
	Net increase/ decrease	(2.65)	2.35	
	Closing Balance			
	Share Capital	2.50	2.50	2.50
	Loan Account	662.35	591.52	523.99
3	Om Gaima Project Pvt Ltd			
	Opening Balance			
	Investments	-	11.99	11.99
	Transactions			
	Net Increase/ Decrease	-	(11.99)	
	Closing Balance			
	Investments	-	-	11.99
	Reaserve			

4	Om Metal Consortium (PF)			
	Opening Balance			
	Investments	2,182.33	2,172.25	2,172.25
	Transactions			
	Net Increase/ Decrease	4.74	10.08	
	Closing Balance			
	Investments	2,187.07	2,182.33	2,172.25
	Reaserve			
5	Om Ray Venture (PF)			
	Opening Balance			
	Investments	128.37	147.28	147.28
	Transactions			
	Share of Profit / Loss	(5.09)	(18.91)	
	Closing Balance			
	Investments	123.28	128.37	147.28
	Reaserve			
6	Bihar Logistic Pvt Ltd			
	Opening Balance			
	Share Capital	1.89	-	
	Loan Account	5.79	-	
	Transactions			
	Share Capital (Capital Contribution)	-	1.89	
	Loan Account			
	Interest	1.22	-	
	Net increase/ decrease	75.12	5.79	
	Closing Balance			
	Share Capital	1.89	1.89	
	Loan Account	82.13	5.79	
7	Gujarat Warehousiong Pvt Ltd			
	Opening Balance			
	Share Capital	1.68	-	-
	Loan Account	4.92	-	-
	Transactions			
	Share Capital (Capital Contribution)	-	1.68	-
	Loan Account			
	Interest	5.87	-	
	Net increase/ decrease	381.29	4.92	
	Closing Balance			
	Share Capital	1.68	1.68	-
	Loan Account	392.08	4.92	-

8	Uttar Pradesh Logistic Pvt Ltd			
	Opening Balance			
	Share Capital	0.69	-	-
	Loan Account	0.81	-	-
	Transactions			
	Share Capital (Capital Contribution)	-	0.69	-
	Loan Account			
	Interest	0.06		
	Net increase/ decrease	0.05	0.81	
	Closing Balance			
	Share Capital	0.69	0.69	-
	Loan Account	0.92	0.81	-
9	West Bengal Logistic Pvt Ltd			
	Share Capital	0.50	-	-
	Transactions			
	Share Capital (Capital Contribution)	-	0.50	-
	Closing Balance			
	Share Capital	0.50	0.50	-
10	Om Shivaya Real Estate (P) Limited			
	Opening			
	Share Capital	2550000	2550000	2550000
	Loan & advance	152686394	152459394	152459394
	Transactions			
	Share Capital sold	-	-	-
	Loan & advance recd./(paid)	-73625000	227000	-
	Closing			
	Share Capital	2550000	2550000	2550000
	Loan & advance	79061394	152686394	152459394
11	N.K.P. Holding Private Limited			
	Opening			
	Share Capital	1	1	11111500
	Transactions			
	Impairment	-	-	11111499
	Closing			
	Share Capital	1	1	1
12	Om Metals Infotech Private Limited			
	Opening			
	Share Capital	36498192	36498192	50000
	Loan & advance	147734799	137972482	174420674
	Transactions			
	Share Capital (capital contribution)			36448192
	Net increase/decrease.	25115000	2136100	-36448192
	Interest	7687227	7626217	-
	Closing			
	Share Capital	36498192	36498192	36498192
	Loan & advance	180537026	147734799	137972482

13	Om Metals Developers (P) Ltd			
	Opening			
	Share Capital	276400	276400	276400
	Loan & advance	99518680	151861479	151861479
	Transactions			
	Share Capital (capital contribution)			-
	Loan & advance recd(paid).	-54800000	-67605455	-
	Interest	9144197	16958507	-
	Closing			
	Share Capital	276400	276400	100000
	Loan & advance	53862877	99518680	52654414
C	**Associate Company**			
1	Sanmati Infra Developer Pvt Ltd			
	Warrant Subs Money	45.00	45.00	45.00
	Share Investment	50.00	50.00	50.00
	Transactions			
	Loan & Advance	-	45.47	-
	Net increase/ decrease	-	(45.47)	
	Closing Balance			
	Warrant Subs Money	45.00	45.00	45.00
	Share Investment	50.00	50.00	50.00
2	SanmatiBuildcon Private Limited			
	Opening			
	Share Capital	160000	160000	160000
	Loan & advance	1890000	1890000	1890000
	Transactions			
	Sale of Shares	160000	-	-
	Net increase/decrease.	-	-	-
	Interest	-	-	-
	Closing			
	Share Capital	-	160000	848871
	Loan & advance	1890000	1890000	1201129
D	**Enterprises Controlled or are under same management with reporting enterprises**			
1	Jupiter Metals (P) Ltd			
	Security Deposit	-	40.00	40.00
	Transactions			
	Net increase/ decrease	-	(40.00)	-
	Closing Balance			
	Loan & Advance	-	-	40.00

2	Om Kothari Pariwarik Trust			
	Opening Balance			
	Hire / Rent Charges	1.44	1.92	1.92
	Transactions			
	Net Increase/ Decrease		-2.62	
	Hire / Rent Charges	1.92	2.14	
	Closing Balance			
	Hire / Rent Charges	3.36	1.44	1.92
3	Om Kothari Foundation			
	Opening Balance	-0.99	-1.23	-1.23
	Transactions			
	Net Increase/ Decrease	2.56	75.11	
	Donation/ CSR	-1.57	-74.87	
	Closing Balance			
	Hire / Rent Charges	0.00	-0.99	-1.23
4	Bahubali Housing co. P. Ltd			
	Opening Balance			
	Opening Balance (Cr)	5.05	-31.74	-31.74
	Security Deposit (Cr)	0	-35	-35
	Transactions			
	Office Rent	8.4	-8.4	
	Payment Made	-13.45	28.39	
	Repayment Security Deposit	0	35	
	Closing Balance			
	Hire / Rent Charges	0.00	5.05	-31.74
	Security Deposit (Cr)	0.00	0	-35
5	Little Star Finance (P) Ltd			
	Opening Balance			
	Opening Balance (Cr)	7.56	0	0
	Security Deposit	35	35	35
	Transactions			
	Office Rent	8.4	8.4	
	Payment Made	-15.96	0	
	Closing Balance			
	Hire / Rent Charges	0.00	7.56	0
	Security Deposit (Cr)	35.00	35	35

6	Sanyon Properties Pvt Ltd			
	Opening Balance			
	Opening Balance (Cr)	16.34	10.94	10.94
	Security Deposit (Cr)	170.00	170.00	170.00
	Transactions			
	Office Rent	6.00	6.00	
	Payment Made	-1.36	0	
	Closing Balance			
	Hire / Rent Charges	20.98	16.34	10.94
	Security Deposit (Cr)	170.00	170.00	170.00
7	Om Metals Auto P Ltd			
	Opening Balance			
	Security Deposit (Cr)	5.00	0.01	0.01
	Opening Balance (Cr)	37.90	5.00	5.00
	Transactions			
	Rent Receipts(Inc. Service Tax & GST)	90.32	82.74	
	Room Rent Receipts	0.00	0.60	
	Vehicle Repair, Insurance & Other	19.07	29.86	
	Net Increase Decrease	-94.32	-84.07	
	Vehicle Purchases	-4.10	-5.8	
	Closing Balance			
	Security Deposit	5.00	5.00	0.01
	Creditors(Cr)	65.07	37.90	5.00
E	**Key Management Personnel**			
1	Shri C P Kothari			
	Opening Balance			
	Sundry Creditors	0.00	0	
	Security Deposit	0.00	-10.00	-10.00
	Transactions			
	Directors Salary	0.00	27.85	
	Net Increase or Decrease	0.00	-17.85	
	Closing Balance			
	Sundry Creditors	0.00	0.00	
	Security Deposit	0.00	0.00	-10.00
2	Shri D P Kothari			
	Opening Balance			
	Sundry Creditors	0.00	0.00	0.00
	Security Deposit	7.50	7.50	7.50
	Transactions			
	Directors Salary	77.00	-27.85	
	Security Deposit	7.50	0.00	
	Hire Charges/ Rent Paid	19.20	-19.20	
	Net Increase or Decrease	-96.20	47.05	
	Closing Balance			
	Sundry Creditors	0.00	0.00	0.00
	Security Deposit	15.00	7.50	7.50
3	Shri Sunil Kothari			
	Opening Balance			
	Sundry Creditors	10.30	2.57	2.57
	Transactions			
	Directors Salary	84.00	84.00	
	Net Increase or Decrease	-94.30	-76.27	
	Closing Balance			
	Sundry Creditors	0.00	10.30	2.57

4	Shri Vikas Kothari			
	Opening Balance			
	Sundry Creditors	14.18	19.98	19.98
	Transactions			
	Directors Salary	-30.00	-30.00	
	Net Increase or Decrease	40.04	35.80	
	Closing Balance			
	Sundry Creditors	4.14	14.18	19.98
5	Mrs. Reena Jain (Company Sec.)			
	Opening Balance			
	Sundry Creditors	0.00	0.00	
	Transactions			
	Salary and Allowances	6.06	6.00	
	Net Increase or Decrease	-6.06	-6.00	
	Closing Balance			
	Sundry Creditors	0.00	0.00	
6	Mr. S K Jain (C F O)			
	Opening Balance			
	Sundry Creditors	0.00	0.00	
	Transactions			
	Salary and Allowances	12.26	12.00	
	Net Increase or Decrease	-12.26	-12.00	
	Closing Balance			
	Sundry Creditors	0.00	0.00	
F	**One Level at par Key Managerial Personnels**			
1	Shri Bharat Kothari			
	Opening Balance			
	Sundry Creditors	5.71	1.52	1.52
	Transactions			
	Salary and Allowances	30.00	30.00	
	Net Increase or Decrease	-35.71	-25.81	
	Closing Balance			
	Sundry Creditors	0.00	5.71	1.52
2	Shri Bahubali Kothari			
	Opening Balance			
	Sundry Creditors	5.56	0.00	0.00
	Transactions			
	Salary and Allowances	30.00	30.00	
	Net Increase or Decrease	-33.70	-24.44	
	Closing Balance			
	Sundry Creditors	1.86	5.56	0.00
3	Shri Vishal Kothari			
	Opening Balance			
	Sundry Creditors	46.45	23.86	23.86
	Transactions			
	Salary and Allowances	30.00	30.00	
	Net Increase or Decrease	-74.42	-7.41	
	Closing Balance			
	Sundry Creditors	2.03	46.45	23.86

4	Shri Sidharth Kothari			
	Opening Balance			
	Sundry Creditors	16.20	0.00	0.00
	Transactions			
	Salary and Allowances	18.00	18.00	
	Net Increase or Decrease	-34.20	-1.80	
	Closing Balance			
	Sundry Creditors	0.00	16.20	0.00

47. Leases

(a) The company has takenOffice Premises anddirector's residence on cancelable Operating Lease. The tenure of these agreements range between 3 to 5 Years.

The amount of lease rentals paid of Rs.155.46Lacs (P.Y. Rs. 119.80 lacs) has been charged under the head "Rent" in Note 38.

(b) The company has entered into separate cancelable Operating lease for Premises and Machinery. The tenure of these agreements range between Six months to three years.

The amount of lease rentals paid of Rs.299.31(P.Y. Rs. 474.27Lacs) has been charged under the head "Rent /Hire charges for Equipments" in Note 38.

48. Details of dues to Micro Small and medium enterprises as per MSMED Act. 2006 as identified by the company.

Particulars	2018	2017
The principal amount due and remaining unpaid to any supplier as at the end of each accounting year	10.43	44.21
The interest due an unpaid principal amount remaining as at the end of the each accounting year	-	-
The amount of interest paid by the buyer in terms of section 16 of the Micro Small and medium enterprises Development Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) But without adding the interest specified under Micro Small and medium enterprises Development Act, 2006	*-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year, and	-	-
The amount of further interest remaining due and payable even in the succeeding years , until such date when the interest dues as above are actually paid to the Small Enterprises for the purpose of disallowance as a deductible expenditure U/s. 23 of the Micro Small and medium enterprises Development Act, 2006	-	-

48-A. Earning per Shares (E.P.S.)

(Rs. In Lacs)

S. No.	Particulars	2018	2017
i)	Calculation of weighted average number of face value of equity shares of Rs. 1 each		
	No. of shares at the beginning of the year.	96303809	96303809
	Total equity shares outstanding at the end of the year	96303809	96303809
	Weighted average no of equity shares outstanding during the year.	96303809	96303809
ii)	Net Profit after Tax available for equity shares holders (Rs.)	410770587	130549271
iii)	Basic and diluted earning per shares (Rs.)	4.27	1.36
iv)	Nominal value of equity shares (Rs.)	1	1

49. (a)Disclosure in respect of project which falls under the Revised guidance Note issued by the Institute of Chartered Accountants of India "Accounting for Real Estate transactions (Revised 2012)

(Rs. In Lacs)

Descriptions	2018	2017
Amount of Project Revenue Recognized as revenue during the year	2681.33	1160.22
Aggregate amount of cost incurred	39010.91	34582.64
profit recognized during the year	-36.46	-144.08
Amount of advance received	13795.48	8311.43
Amount of work in progress and value of inventories	26506.61	23935.58
Excess of revenue recognized over actual bills raised (Unbilled revenue)	1215.77	4090.47

(b) Disclosure in respect with Accounting Standard – 7 (revised) amount due from / to customers as construction contracts of group

(Rs. In Lacs)

Descriptions	2018	2017
Contract Revenue for the period	27141.61	21858.52
Recognised profit / losses during the year (Before tax)	5047.33	2569.96
Advance outstanding from customers	1505.49	4033.2
Gross amount due from customers for contract work	6904.16	8430.53

Note-the above information is given only in respect of contracts entered into on or after 01.04.2003 and Figures of previous year are regrouped as needful.

50. Anti Profiteering under GST

The Company is required to pass on profit accrued due to GST to its customers as per rules of GST prescribed by Government. The Company is providing GST Anti Profiteering as per section 171 of GST act on provisional /lumpsum basis which is to be passed to customer as per final calculation at the time of hand over / completion of the project or as per demand raised by relevant customer.

51. (a) Incompliance with Accounting Standard - 28 on financial reporting of interest in joint venture/partnership firm. Following disclosure are made in respect of jointly controlled entities in which the company is a joint venture /partner

(b) Om Metal Consortium and Om Ray Joint Venture is a partnership firm. Following are partner & their share ratio as per revised deed drawn on in Profit &loss

Name of partner	Om Metal Consortium	Om Ray Joint Venture
	Share ratio	Share Ratio
Om Metals Infraprojects Limited	17.50%	99.50%
Subhash projects & marketing Ltd.	5.00%	
Nikhil Township (P) Limited	15.00%	
Amrfina Construction (P) Ltd.	5.00%	
Maurya Housing Limited	5.00%	
Om Infra Tech (P) Limited	2.50%	
Gore Goan Hotel Realty Pvt Ltd	50%	
Ray Construction Limited		0.50%

52. The company has invested/guaranteed OMIL-JSC JV, Kameng as working capital and non-fund based banking facilities. The commercial understanding between partners through a letter of undertaking on 31.3.2009 that om metals will receive higher sum of profit to compensate its additional investment in this joint venture after completion of project

53. The company has been inducting funds in Bhilwara Jaipur Toll Road Private Limited (BJTR) to service debt due to shortfall in revenue of BJTR. This funding has been treated as short term to the extent of share of SPML Infrastructure Limited i.e. 51%. Company is exploring all possibilities of recovering its fund and working for another possibility that NHAI will take over the complete project to convert the state highway into national highway as addressed by Ministry of Road and Transport in public meeting.

54. There are projects which has been allotted to Om Metals -Spml JV but being a lead partner, revenue is been recognized in company's books and TDS is deducted in the name of om metals itself. All payments were received by om metals. Such projects are Upperbeda and SSNL Gujarat

55. In every payments of running bill, project authority deduct retention amount which is either released by submitting bank guarantee or released after successful completion of project. This retention amount

keeps accumulating. Hence these retention amount debtors is considered good and recoverable from project even if those are older than 6 months. Some amount has been written off as these amount looks difficult to recover as project authority (NHPC) has claimed compensation from company in chamera project.

56. Insurance cover has not been taken for bulky items at kota factory like steel plates etc. which are not easy for burglary or theft.

57. Due to high labour turnover at hilly or remote locations of project site it's very difficult to accomplish the labour compliances in these regions.

58 The project undertaken in joint venture Om Metals SPML Jv for Ghana project. Lesser financial commitment by another partner in Jv has carved for amendment in profit sharing ratio through an amended deed executed on 8.2.2018.

59. The company has incorporated a 49% associate in Dubai in April 2018 for smoother execution of African projects and for exploring opportunities in Middle East countries.

60. The company has executed conveyance deed for sale of Multiplex property in current year which was agreed to be sold in 2014 and advance was taken in 2014 as per consideration agreed that time. The conveyance deed has been executed at the consideration agreed in 2014 but now DLC rate is changed on conveyance deed's execution date. So the income tax on capital gain has been calculated on the same consideration agreed in agreement and provision of income tax made accordingly.

61. After the balance sheet date, some technical issues arose in Kameng (joint Operation) supplied/installed items which JV is rectifying from its best resources in future years and no provisions has been made for the same because the amount is not ascertainable

62. Corporate Social Responsibility

As per section 135 of the Companies Act, 2013, a company meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years of corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief and rural development projects. A CSR committee has been formed by the Company as per the Act. The funds were primarily allocated to a corpus and utilized through the year on these activities which are specified in Schedule VII of the Companies Act, 2013

Gross amount required to be spent by the Company during the year is Rs.49.15 Lacs.

Amount spent during the year:

Rs. In lacs

Particulars	Amount Spent	Yet to be spent	Total
On construction/acquisition of any asset	50.05	-	50.05
Total	50.05	-	50.05

63. Liabilities no longer required written back

During the year, the management was written back liabilities. No longer required aggregating Rs. (PY Rs. 91.40 Lacs) which were outstanding for a long period of time and being carried by the management as a measure of prudence. Such written back liability includes trade payable which were outstanding more than one year.

64. Other Additional information.

a. i. The details of finished goods opening, production, sales and closing stock are given as per annexure A.

ii. The details of material consumption are given as per annexure B.

b. Rs. In lacs

S. No.	Particulars	Current Year	Previous Year
I	C.I.F. Value of Imports		
	Raw Material	1007.8	1538.8
	Stores & Spares	0.77	13.39
	Machinery	0	301.29
ii)	EXPENDITURE IN FOREIGN CURRENCY (PAID OR PROVIDED) INCLUDING OVERSEAS BRANCHES		
	Travelling & Conveyance	36.7	63.31
	Legal & Consultancy	3.38	8.79
	Overseas Employees Cost	2.75	55.19
	Material Cost & Stores & Spares	9.02	442.97
	Other Operating Business Exp	56.34	405.74
	Foreign Tax		50.39
iii)	Income in Foreign Currency		
	Sales ,Erection & Contract Receipts	650.73	693.85
	Room Rent & Other Services	0	6.8
	Total :-	650.73	700.65
iv)	Net dividend remitted in foreign currency/foreign intuitional investors		
	No. of NRI share holders		0
	No of shares held by them		0
	Dividend paid (Rs. In lacs)		0
	Year to which dividend relates		NA

ii) VALUE OF RAW MATERIAL & STORES AND COMPONENTS CONSUMED:

Particulars	2018	%	2017	%
Raw Material				
Imported	1007.8	9.12%	1538.8	14%
Indigenous	10051.46	90.88%	9599.95	86%
Total :-	11059.26	100%	11138.75	100%
Stores & Spares				
Imported				
Indigenous	587.89	100%	842.6	100%
Total	587.89	100%	842.6	100%

65. First time adoption of Ind as reconciliation

(a) Reconciliation of Balance sheet

(b) Reconciliation of total comprehensive income

(c) Effect of IND AS adoption on total equity

(d) Effect on IND AS adoption on cash flow for the year ended 2017

Reconciliation of Balance sheet	As per annexure A attached
Reconciliation of total comprehensive income	As per annexure A attached
Effect of IND AS adoption on total equity	As per annexure A attached
Effect on IND AS adoption on cash flow for the year ended 2017	As per annexure A attached

Notes:

1. To comply with the Companies (Accounting Standard) Rules, 2006, certain account balances have been regrouped as per the format prescribed under Division II of Schedule III to the Companies Act, 2013.

2. Fair valuation of investments

Certain equity investments (other than investments in subsidiaries, joint ventures and associates) have been measured at fair value through other comprehensive income (FVTOCI). The difference between the fair value and previous GAAP carrying value on transition date has been recognized as an adjustment to opening retained earnings / separate component of other equity.

3. Financial liabilities and related transaction costs:

Borrowings and other financial liabilities which were recognized at historical cost under previous GAAP have been recognized at amortised cost under IND AS with the difference been adjusted to opening retained earnings. Under previous GAAP, transaction costs incurred in connection with borrowings were amortised equally over the tenure of the borrowings. Under IND AS, transaction costs are deducted from the initial recognition amount of the financial liability and charged over the tenure of borrowing using the effective interest method. Difference in the un-amortised borrowing cost as per IND AS and previous GAAP on transition date has been adjusted to the cost of asset under construction or opening retained earnings, as applicable.

4. Financial assets at amortised cost:

Certain financial assets held on with an objective to collect contractual cash flows in the nature of principal and

interest have been recognized at amortised cost on transition date as against historical cost under the previous GAAP with the differencehasbeen adjusted to the opening retained earnings.

5. Deferred tax as per balance sheet approach:

Under previous GAAP, deferred tax was accounted using the income statement approach, on the timing differences between thetaxableprofits and accounting profits for the period. Under IND AS, deferred tax is recognized following balance sheet approach on the temporary differences between the carrying amount of asset or liability in the balance sheet and its tax base. In addition, various transitional adjustments has also lead to recognition of deferred taxes on new temporary differences.

8. Excise duty:

Under previous GAAP, revenue from sale of goods was presented net of excise duty whereas under IND AS the revenue from sale of goods is presented inclusive of excise duty. The excise duty is presented on the face of the Statement of Profit and Losses part of expenses.

9. Defined benefit liabilities:

Under IND AS, Re-measurements i.e. actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined liability, are recognized in other comprehensive income instead of profit or loss in previous GAAP.

10. Other comprehensive income:

Under IND AS, all items of income and expense recognized in the period should be included in profit or loss for the period, unless a standard requires or permits otherwise. Items of income and expense that are not recognized in profit or loss but are shown in the statement of profit and loss and "other comprehensive income" includes re-measurements of defined benefit plans, foreign currency monetary item translation difference account, effective portion of gains and losses on cash flow hedging instruments and fair value gain or losses on FVTOCI equity instruments. The concept of other comprehensive income did not exist under previous GAAP.

11. Investment in Subsidiary & Joint Venture

Interest free loan to subsidiary & joint ventures is carried at their fair value. For fair valuation 10 year risk free bond rate of Reserve bank of India rate is used. Difference between fair value and actual proceeds is recognized as the capital contribution to subsidiary & joint ventures and added to net investment in subsidiary& joint ventures.

66. Figures for previous year have been re-arranged/regrouped wherever necessary To make them comparable.

For and on behalf of Board of Directors

(D. P. KOTHARI)
Chairman
DIN- 00200342

(Sunil Kothari)
Managing Director
DIN- 00220940

(Vikas Kothari)
President & Director
DIN- 00223868

(REENA JAIN)
(Company Secretary)

S.K. Jain
(C.F.O.)

SIGNED FOR IDENTIFICATION

For Mahipal Jain & Company
CHARTERED ACCOUNTANTS

Firm`s Registration No. 007284C

(PRIYANK VIJAY)
PARTNER
M.No.403547

Place: Delhi
DATED: 30/05/2018

Annexure A

OM METALS INFRAPROJECTS LIMITED

Reconcilation of Consolidated Balance Sheet as at 31st March, 2017

	IGAAP	Effects of transition to Ind AS	As at 31.03.2017	IGAAP	Effects of transition to Ind AS	As at 01.04.2016
I ASSETS						
Non-current assets						
(a) Property, plant and equipment	1856036804	-663749022	1192287782	1996196770	-943201453	1052995317
(b) Investment property	0	512451136	512451136		514056878	514056878
(c) Capital work-in-progress	59529377	-51635211	7894166	51118380	-48184777	2933603
(d) Intangible assets	1866010377	-1865704051	306326	2829416427	-2829147722	268705
(e) Goodwill		25468819	25468819		25468819	25468819
(f) Financial assets						
(i) Investments						
A. Investment in Joint venture & associates (accounted as per equity method	0	549442809	549442809		556853435	556853435
B. others	232163875	305665588	537829463	239051978	287025724	526077702
(ii) Loans	620813326	-296891328	323921998	627936191	-200094603	427841588
(iii) Other financial assets	0	301234595	301234595		557074557	557074557
(g) Current tax assets (Net)	0	94740519	94740519		78002020	78002020
(h) Other non-current assets	60327630	-41194988	19132642	51821955	-32940113	18881842
Total non-current assets	4694881390	-1130171133	3564710256	5795541702	-2035087235	3760454467
Current assets						
(a) Inventories	2902709259	-38872270	2863836989	2683527817	-108194335	2575333482
(b) Financial assets						
(i) Investments			0			0
(ii) Trade receivables	827828164	48845132	876673296	826156045	-70267012	755889033
(iii) Cash and cash equivalents	338307197	-212553934	125753263	646078506	-420752034	225326473
(iv) Bank balances other than (iii) above		14814118	14814118		61087183	61087183
(v) Loans	446574165	-26701705	419872460	270234394	-27977633	242256761
(vi) Other Financial Assets	0	1529848	1529848		10782256	10782256
(c) Other current assets	410742344	201297006	612039350	401900813	275798090	677698903
Total current assets	4926161129	-11641805	4914519324	4827897576	-279523486	4548374090
Total assets	9621042519	-1141812938	8479229580	10623439278	-2314610721	8308828556
II EQUITY AND LIABILITIES						
Equity						
(a) Equity share capital	96303809	0	96303809	96303809	0	96303809
(b) Other equity	5561875153	341235467	5903110621	6485371813	-754907961	5730463852
Total equity	5658178962	341235467	5999414430	6581675622	-754907961	5826767661
Govt Grant (viability Gap funding)	107852675	-107852675	0	31262000	-31262000	0
Non Controlling Interest	-3184353	20498217	17313864	-2969629	19390299	16420670
Non-current liabilities						
(a) Financial liabilities						
(i) Borrowings	1563474042	-1191526910	371947132	1635991066	-1313803844	322187221
(ii) Other financial liabilities	235970062	-33989250	201980812	400364177	-46555444	353808733
(b) Provisions	8445639	-314534	8131105	8247443	174250	8421693
(c) Deferred tax liabilities(Net)	52541919	12720972	65262891	34989543	20849356	55838899
Total non-current liabilities	1965099984	-1300464180	664635804	2107884600	-1351207384	756677216
Current liabilities						
(a) Financial liabilities						
(i) Borrowings	689163433	-4910107	684253326	546909952	-36767584	510142368
(ii) Trade payables	422254493	-18492012	403762480	429543546	41143636	470687183
(iii) Other financial liabilities		574787608	574787608		573646828	573646828
(b) Provisions	50099691	-37053111	13046580	37642621	-17806181	19836440
(c) Other current liabilities	836245955	-696916602	139329352	919782937	-768712076	151070861
Total current liabilities	1997763572	-182584225	1815179347	1933879056	-208495377	1725383679
Total liabilities	3962863556	-1483048405	2479815151	4041763656	-1559702760	2482060895
Total equity and liabilities	9621042519	-1141812938	8479229581	10623439278	-2314610722	8308828556

Annexure A

OM METALS INFRAPROJECTS LIMITED

Reconcilation of Consolidated Profit & Loss as at 31st March, 2017

Particulars	Note No	IGAAP	Effects of transition to Ind AS	As at 31.03.2017
I Revenue from operations	29	2790821891	-296358588	2494463303
II Other Income	30	96130389	29010889	125141278
III Total Income		**2886952280**	**-267347699**	**2619604581**
IV Expenses:				
Cost of materials consumed	31	1224655920	-110780644	1113875277
Purchase Of Stock In Trade		0	0	0
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	32	-302050451	-18189052	-320239503
Excise Duty		0	60134947	60134947
Employee benefit expense	33	208783707	-5190727	203592980
Financial costs	34	375554750	-160593896	214960853
Depreciation and amortization expense	35	133915562	-19338742	114576820
Other expenses	36	1016542175	-29757807	986784368
Total Expenses		**2657401663**	**-283715921**	**2373685742**
V Profit before exceptional items and tax (III-IV)		229550617	16368222	245918839
VI Exceptional item				0
VII Profit/(loss) before tax (V-VI)		229550617	16368222	245918839
VIII Tax expense/ benefits				
(1) Current Income Tax		93163203	-22048958	71114245
(2) Income Tax Foreign		5038946	0	5038946
(3) Deferred tax (Assets)Liability		18393892	-8909780	9484111
(4) Income Tax/Wealth Tax Expenses Earlier Years		2252733	-1182125	1070608
IX Profit/(Loss) for the year after tax		110701843	48509085	159210928
X Profit/(Loss) from the discontinuing operation			0	0
Profit/(Loss) from the discontinuing (fixed assets)			0	0
Tax expenses/(credit) of discontinuing operation			0	0
Profit/(Loss) from the discontinuing operation (after tax)		0	0	0
XI Profit for the year		110701843	48509085	159210928
XII Other Comprehensive Income				
XII Share of Profit or loss from Joint Venture and associates		-243893	-28320892	-28564785
XIII Total Profit for the year		110457950	20188193	130646143
XIV Other Comprehensive Income				
A i) Items that will not be reclassified to profit or loss				
a) Re-measurements of the defined benefit plans			-156992	-156992
b) Equity instruments through Other comprehensive income			0	0
ii) Income tax relating to items that will not be reclassified to profit or loss			60120	60120
Total (A)		0	-96872	-96872
B i) Items that will be reclassified to profit or loss				
(a) The effective portion of gains and loss on hedging instruments				
(b) Changes in Foreign Currency Monetary Item translation difference account(FCMITDA)				
ii) Income tax relating to items that will be reclassified to profit or loss				
Total (B)		0	0	0
Total Other comprehensive income / (loss) (A+B)		0	-96872	-96872
XIII Total comprehensive income / (loss)		110457950	20091320	130549271
Earning per equity share:				
(1) Basic		1	0	1
(2) Diluted				

	Annexure - A - Reconciliations between previous GAAP and Ind AS of Consolidated Financial Statements				
	Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represent the reconciliations from erstwhile Indian GAAP to Ind AS				
A	**Reconciliation of Equity between IND-AS and previous GAAP**			**Consolidated**	
				March 31 2017	**April 1 2016**
	Nature of Adjustment				
	Shareholder's Equity as per previous GAAP			5561875153.44	6485271813.32
	Fair Valuation for assets/liabilities			250915.05	267638.00
	Adjustment in relation to retrospective application of Ind AS 19			-244147.00	-87155.00
	Impairment as per Ind AS 36				-11111499.00
	Deferred tax adjustment as per ind as 12			-22137072.57	-22197192.17
	Reserves of joint operation			161669023.81	161669023.81
	Increase in capital contribution due to fair value changes			44329957.00	37829957.00
	Change in Profit as per profit & loss due to Ind As			69259886.75	
	Proposed dividend & Dividend Tax			23181675.00	
	Change in reserves due to change in subsidaries and joint venture consolidation			64925229.52	-921178733.96
	Shareholder's Equity as per Ind AS			**5903110621.00**	**5730463852.00**
	March 2017 figures are on cumulative basis				
B	**Reconciliation of Profit/(loss) after tax between IND-AS and previous GAAP**			**Consolidated**	
				March 31 2017	
	Net profit/(loss) as per Previous GAAP				110457950.00
	Adjustments				
	Increase in sales due to joint operation			180325421.27	
	Increase in interest receipt due to fair valuation and joint operation			75595462.66	
	Increase in expenses due to joint operation and ind as 19			173578171.53	
	Net increase in Profit				82342712.40
	increase in current income tax due to joint operation				20236245.20
	Re-measurement (gain) / loss Employee Benefit Schemes taken to Other Comprehensive Income				
	Increase in deferred tax as per Ind As -12				-7153419.11
	Change in profit due to changes in subsidary and joint venture consolidation				-49071693.27
	Net profit/(loss) as per Ind AS				130646143.04
	Add: Other comprehensive income				-96872.00
	Total comprehensive income/(loss) as per Ind AS				**130549271.04**

	OM METAL INFRAPROJECTS LIMITED			
	Annexure-A-Reconciliation of CONSOLIDATED Cash Flow Statement for the year ended March 31, 2018			
	Particulars	IGAAP	Effects of transition to Ind AS	As at 31.03.2017
1	**Cash Flow from operation Activities**			
A	Net Profit before Taxation and Extraordinary Item			
	Contuning operations	229306724.3	16612114	245918839
	Discontuning operations			
	Add:-			
	Depreciation	133915561.7	-19338742	114576820
	Interest and Bank Commission paid	375554749.9	-160593896	214960853
	loss on sale of fixed asset	2743928.18	-2743928	
	Preliminary exp written off	201520.2	-201520	
		741722484.3	-166265972.2	575456512.1
	Less:-			
	Interest & dividend	48300907.74	17625160	65926068
	Profit on Sale of Investment	12850000	-800951	12049049
	Profit on Sale of Fixed Assets	1942977	-1942977	
	Excess prov. debt Written Back	6531857.5	-6531858	
	Dividend		64	64
	Profit./(loss) share of om metal consotium pf	947666.95	-947667	
		70573409.19	7401771.94	77975181.13

B	Operating Profit before working capital changes	671149075.1	-173667744.1	497481331
	Adjustments for :			
	Trade and Other receivable	-10513650.21	-110270613	-120784263
	Inventories	-219181441.8	-69322065	-288503506
	Other current assets		65659553	65659553
	Other Financial Assets		9252408	9252408
	Short term Loans and Advances		-177528541	-177528541
	Other current liabilities		-11741508	-11741508
	Other Financial Liabilities		1140780	1140780
	Trade and Other Payable	-90826035.42	23814174	-67011861
	Provisions	1419680	151955	1571635
		352047627.7	-442511601.1	-90463973.37
	Less:-			
	Direct Taxes Paid	-103167147.9	188752431	85585284
	Net cash flow from operating activities	248880479.8	-253759169.6	-176049257
2	**Cash flow from investing activities :**			
	(Purchase) of fixed assets including goodwill	-275594021.2	248289	-275345732
	sale of fixed assets	34636123.5	-11834897	22801227
	sale/(Purchase) of Intangible Assets	-49186786.94	48930129	-256658
	Sale of subsidiary (including adjust for assets)	245209194.7	-245209195	0
	sale/(Purchase) of Investment Property	0	500000	500000
	Decrease/(Increase) in Capital WIP	-8410997.13	3450434	-4960563
	sale of Investments	20745770	10711741	31457511
	(Purchase) of Investments	-1007666.95	1007667	0
	Interest & Dividend Received	48300907.74	17625160	65926068.13

	Profit on sale of Fixed Assets		12049049	12049049
	Bank balances other than cash and cash equivalents		46273065	46273065
	Other financial assets		255839962	255839962
	Long term Loans and Advances	-169216905.7	273136495	103919590
	dividend received		64	64
	Other Non-Current Assets	-8505675	-8483624	-16989299
	Reserve created on transalation		0	0
	Profit/(loss) of Joint Venture		-28564785	-28564785
	Net cash flow from/used in investing activities	-163030056.9	375679554.3	212649497.4
3	**Cash Flow from financing activities :**			
	Interest and Bank Commission paid	-375554749.9	160593896	-214960853.5
	Change In Non Controlling Interest		893194	893194
	Dividend Paid		0	0
	Dividend Tax Paid		0	0
	Other financial liabilities		-151827921	-151827921
	Provisions		-290588	-290588
	Short Term Borrowings	142253481.4	31857476	174110958
	long Term Borrowings	-72517023.25	122276934	49759910
	Increase (decrease) in other long term liabilities & prov.	-164394115.3	164394115	
	Capital contribution received	0	6141850	6141850
	govt grant received	76590675	-76590675	0
	Net cash used in financing activities	-393621732.1	257448281.9	-136173450.2
	Increase/(Decrease) in cashand cash equivalents			
	A. Cash Flow from Operating Activities	248880479.8	-424929737	-176049256.9
	B. Cash Flow from Investing Activities	-163030056.9	375679554	212649497.4
	C. Cash Flow from Financing Activities	-393621732.1	257448282	-136173450.2
	Net Increase / Decrease in Cash Flow During Year	-307771309.2	208198099.4	-99573209.74
	Cash and cash equivalents at beginning of year	646078506.2	-420752034	225326473
	Cash and cash equivalents at end of the year	338307197.1	-212553934.3	125753262.8

OM METAL INFRAPROJECTS LIMITED Financial Information of "**Bhilwara jaipur Toll Road Private limited** "

Particulars	**As at 31.03.2018**	**As at 31.03.2017**	**As at 01.04.2016**
Non current Assets	3684358978	3,742,339,819.67	3,681,939,222.67
Current Assets	18198459	20,868,632.17	59,416,304.26
Non current liablities	2129267844	2,245,925,598.00	2,365,391,667.00
Current Liablity	563073896	516,226,956.00	412,930,019.58
Net Assets	**1,010,215,697.00**	**1,001,055,897.84**	**963,033,840.35**
Total No of shares	6,902,512.00	6,902,512.00	6,902,512.00
Equity value per share	146.35	145.03	139.52
%age of holding in joint venture	49%	49%	49%
Holding In amount	**495,005,691.53**	**490,517,389.94**	**471,886,581.77**

The Above Amount of assets and liablities include the following:

Particulars	**As at 31.03.2018**	**As at 31.03.2017**	**As at 01.04.2016**
Cash and Cash Equivalents	3978962	3,597,669.17	15,304,436.26
Current Financial Liablities (excluding trade and other payable and provisions)	400194568.5	337,708,589.00	285,117,725.40
Non-Current financial Laiblities (excluding trade and other payable and provisions)	2129267844	2,245,925,598.00	2,365,391,667.00

Particulars	**As at 31.03.2018**	**As at 31.03.2017**
Revenue	338819131	283480660.9
Profit/(loss) for the year	-94132701	-140,063,547.98
Other Comprehensive income for the year	0	-
Total comprehensive income for the year	-94,132,701.00	-140,063,547.98
Dividend received from the joint venture during the year		-

The above Profit/(loss) for the year include the followings:

Particulars	**As at 31.03.2018**	**As at 31.03.2017**
Depreciaton and amortization	45850538	39,466,820.00
Interest income	716314	1,462,780.00
Interest expenses	297031417.1	318,060,758.80
Income tax expenses (income)		-

Financial Information of "Chahel Infrastructures limited"(Formely Known as Om-Spml Infrastructure ltd. & Pondicherry port Ltd.)

Particulars	**As at 31.03.2018**	**As at 31.03.2017**	**As at 01.04.2016**
Non current Assets	27686	27,686.00	27,686.00
Current Assets	252293	546,215.00	853,373.00
Non current liablities	29448439	27,512,083.00	22,989,732.00
Current Liablity	145900	587,339.00	3,501,337.00
Net Worth	**-29,314,360.00**	**-27,525,521.00**	**-25,610,010.00**
Total No of shares	363,200.00	363,200.00	363,200.00
Equity value per share	-80.71	-75.79	-70.51
%age of holding in joint venture	94.46%	94.46%	94.46%
Holding In amount	**-27,690,344.46**	**-26,000,607.14**	**-24,191,215.45**
The Above Amount of assets and liablities include the following:			
Particulars	**As at 31.03.2018**	**As at 31.03.2017**	**As at 01.04.2016**
Cash and Cash Equivalents	252293	251,614.00	558,772.00
Current Financial Liablities (excluding trade and other payable and provisions)		-	-
Non-Current financial Laiblities (excluding trade and other payable and provisions)	29448439	27,512,083.00	22,989,732.00
Particulars		**As at 31.03.2018**	**As at 31.03.2017**
Revenue			
Profit/(loss) for the year		-2012719	-8,415,511.00
Other Comprehensive income for the year			-
Total comprehensive income for the year		-2,012,719.00	-8,415,511.00
Dividend received from the joint venture during the year			-
The above Profit/(loss) for the year include the followings:			
Particulars		**As at 31.03.2018**	**As at 31.03.2017**
Depreciaton and amortization			-
Interest income		94968	-
Interest expenses		2554418	3,870,423.00
Income tax expenses (income)			-

Financial Information of **"Gurha Thermal power company private limited"**

Particulars	**As at 31.03.2018**	**As at 31.03.2017**	**As at 01.04.2016**
Non current Assets	176365372	156,610,556.00	122,178,182.78
Current Assets	12948	12,948.00	14,931.00
Non current liablities	173506572	155,381,715.00	120,065,220.00
Current Liablity	2371748	741,789.00	1,627,893.78
Net Worth	**500,000.00**	**500,000.00**	**500,000.00**
Total No of shares	50,000.00	50,000.00	50,000.00
Equity value per share	10.00	10.00	10.00
%age of holding in joint venture	50.00%	50.00%	50.00%
%age of holding in joint venture	**250,000.00**	**250,000.00**	**250,000.00**

The Above Amount of assets and liablities include the following:

Particulars	**As at 31.03.2018**	**As at 31.03.2017**	**As at 01.04.2016**
Cash and Cash Equivalents	12948	12,948.00	14,931.00
Current Financial Liablities (excluding trade and other payable and provisions)		-	-
Non-Current financial Laiblities (excluding trade and other payable and provisions)	173506572	155,381,715.00	120,065,220.00

Particulars	**As at 31.03.2018**	**As at 31.03.2017**
Revenue	Nil	Nil
Profit/(loss) for the year	Nil	Nil
Other Comprehensive income for the year	Nil	Nil
Total comprehensive income for the year	Nil	Nil
Dividend received from the joint venture during the year	Nil	Nil

The above Profit/(loss) for the year include the followings:

Particulars	**As at 31.03.2018**	**As at 31.03.2017**
Depreciaton and amortization	Nil	Nil
Interest income	Nil	Nil
Interest expenses	Nil	Nil
Income tax expenses (income)	Nil	Nil

Financial Information of **"Om metals SPML JV Ujjain"**

Particulars	**As at 31.03.2018**	**As at 31.03.2017**	**As at 01.04.2016**
Non current Assets	14838401	14,370,301.00	11,394,581.00
Current Assets	260744570.8	102,785,358.33	142,913,127.01
Non current liablities	25000000.00	29,695,120.00	130,879,688.00
Current Liablity	161282107.13	112,213,101.87	106,042,683.01
Net Worth	**89,300,864.67**	**-24,752,562.54**	**-82,614,663.00**
%age of holding in joint venture	50.00%	50.00%	50.00%
Holding In amount	**44,650,432.34**	**-12,376,281.27**	**-41,307,331.50**
The Above Amount of assets and liablities include the following:			
Particulars	**As at 31.03.2018**	**As at 31.03.2017**	**As at 01.04.2016**
Cash and Cash Equivalents	11365137.49	348,314.40	141,866.26
Current Financial Liablities (excluding trade and other payable and provisions)	46449345	50,000,000.00	22,500,000.00
Non-Current financial Laiblities (excluding trade and other payable and provisions)	25000000	29,695,120.00	130,879,688.00
Particulars		**As at 31.03.2018**	**As at 31.03.2017**
Revenue			
Profit/(loss) for the year after tax		64612149.5	11,503,165.29
Other Comprehensive income for the year		-	-
Total comprehensive income for the year		64,612,149.50	11,503,165.29
Dividend received from the joint venture during the year		-	-
The above Profit/(loss) for the year include the followings:			
Particulars		**As at 31.03.2018**	**As at 31.03.2017**
Depreciaton and amortization		598887	1,050,145.00
Interest income		67904	1,015,041.00
Interest expenses		5617	911,156.47
Income tax expenses (income)		34500000	6,190,000.00

Financial Information of **"Om metals JSC JV kameng"**

Particulars	**As at 31.03.2018**	**As at 31.03.2017**	**As at 01.04.2016**
Non current Assets	44473482.7	54,136,393.81	31,859,039.31
Current Assets	16857330.44	192,345,179.57	235,584,696.26
Non current liablities	-	-	-
Current Liablity	31120644.4	42,610,649.22	74,448,437.22
Net Worth	**30,210,168.74**	**203,870,924.16**	**192,995,298.35**
%age of holding in joint venture	60.00%	60.00%	60.00%
Holding In amount	**18,126,101.24**	**122,322,554.50**	**115,797,179.01**

The Above Amount of assets and liablities include the following:

Particulars	**As at 31.03.2018**	**As at 31.03.2017**	**As at 01.04.2016**
Cash and Cash Equivalents	97468.6	-17,371.40	-1,938,675.78
Current Financial Liablities (excluding trade and other payable and provisions)	-	-	-
Non-Current financial Laiblities (excluding trade and other payable and provisions)	-	-	-

Particulars	**As at 31.03.2018**	**As at 31.03.2017**
Revenue		
Profit/(loss) for the year after tax	172350709.48	52,093,050.46
Other Comprehensive income for the year	-	-
Total comprehensive income for the year	172,350,709.48	52,093,050.46
Dividend received from the joint venture during the year	-	-

The above Profit/(loss) for the year include the followings:

Particulars	**As at 31.03.2018**	**As at 31.03.2017**
Depreciaton and amortization	1699679	3,116,849.00
Interest income	0	80,380.00
Interest expenses	645470	10,249.00
Income tax expenses (income)	94000000.00	28,568,742.00

Financial Information of **"Om ray partnership firm"**

Particulars	**As at 31.03.2018**	**As at 31.03.2017**	**As at 01.04.2016**
Non current Assets	3000	3,000.00	3,000.00
Current Assets	12508019.94	12,940,356.49	14,911,675.42
Non current liablities		-	-
Current Liablity	76540	-	80,322.00
Net Worth	**12,434,479.94**	**12,943,356.49**	**14,834,353.42**
%age of holding in joint venture	99.50%	99.50%	99.50%
Holding In amount	**12,372,307.54**	**12,878,639.71**	**14,760,181.65**

The Above Amount of assets and liablities include the following:

Particulars	**As at 31.03.2018**	**As at 31.03.2017**	**As at 01.04.2016**
Cash and Cash Equivalents	2770830.94	3,674,420.49	3,017,029.42
Current Financial Liablities (excluding trade and other payable and provisions)	-	-	-
Non-Current financial Laiblities (excluding trade and other payable and provisions)	-	-	-

Particulars		**As at 31.03.2018**	**As at 31.03.2017**
Revenue			
Profit/(loss) for the year after tax		-508876.55	-1,890,996.93
Other Comprehensive income for the year		-	-
Total comprehensive income for the year		-508,876.55	-1,890,996.93
Dividend received from the joint venture during the year			-

The above Profit/(loss) for the year include the followings:

Particulars		**As at 31.03.2018**	**As at 31.03.2017**
Depreciaton and amortization			-
Interest income		0	107,447.00
Interest expenses			-
Income tax expenses (income)		0	1,151,987.00

Financial Information of **"Bihar logistc Private Limited"**

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Non current Assets	4895194	313,755.00	
Current Assets	1421537	560,735.00	
Non current liablities	8793170	578,797.00	
Current Liablity	536584	57,056.00	
Net Worth	**-3,013,023.00**	**238,637.00**	
%age of holding in joint venture	50.00%	50.00%	
Holding In amount	**-1,506,511.50**	**119,318.50**	
The Above Amount of assets and liablities include the following:			
Particulars	**As at 31.03.2018**	**As at 31.03.2017**	**As at 01.04.2016**
Cash and Cash Equivalents	489220	407,061.00	
Current Financial Liablities (excluding trade and other payable and provisions)		-	
Non-Current financial Laiblities (excluding trade and other payable and provisions)	8793170	578,797.00	

Particulars	As at 31.03.2018	As at 31.03.2017
Revenue	0	
Profit/(loss) for the year after tax	-3251661	-
Other Comprehensive income for the year	0	-
Total comprehensive income for the year	-3251661	-
Dividend received from the joint venture during the year	0	-
The above Profit/(loss) for the year include the followings:		
Particulars	**As at 31.03.2018**	**As at 31.03.2017**
Depreciaton and amortization	18561	-
Interest income		-
Interest expenses	159937	-
Income tax expenses (income)	0	-

Financial Information of **"Gujrat warehousing Private Limited"**

Particulars	**As at 31.03.2018**	**As at 31.03.2017**	**As at 01.04.2016**
Non current Assets	33703367	272,999.00	
Current Assets	2855379	609,327.00	
Non current liablities	39743426.26	492,124.00	
Current Liablity	531126	172,326.00	
Net Worth	**-3,715,806.26**	**217,876.00**	**-**
%age of holding in joint venture	50.00%	50.00%	
Holding In amount	**-1,857,903.13**	**108,938.00**	**-**
The Above Amount of assets and liablities include the following:			
Particulars	**As at 31.03.2018**	**As at 31.03.2017**	**As at 01.04.2016**
Cash and Cash Equivalents	275551	609,327.00	
Current Financial Liablities (excluding trade and other payable and provisions)		-	
Non-Current financial Laiblities (excluding trade and other payable and provisions)	39743426.26	492,124.00	
Particulars		**As at 31.03.2018**	**As at 31.03.2017**
Revenue		0	
Profit/(loss) for the year after tax		-3933682.5	
Other Comprehensive income for the year		0	-
Total comprehensive income for the year		-3933682.5	-
Dividend received from the joint venture during the year		0	-
The above Profit/(loss) for the year include the followings:			
Particulars		**As at 31.03.2018**	**As at 31.03.2017**
Depreciaton and amortization			-
Interest income			
Interest expenses		624104	-
Income tax expenses (income)			

OM METALS INFRAPROJECTS LIMITED

(CIN: L27203RJ1971PLC003414)

Regd. Office: J-28, Subhash Marg, C-Scheme, Jaipur- 302001

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s): …….

Registered Address:…….

E-mail Id: ……Folio/Client Id: …….

DP Id: …….

I/We, being the member (s) of …….. Equity Shares of above named company, hereby appoint

1)…… of ……having e-mail id……or failing him

2)…….. of ……having e-mail id……or failing him

3)…… of ……having e-mail id…….

And whose signature(s) are appended below, as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 46th Annual General Meeting of the Company, to be held on Saturday, 29th September 2018 at 11:30 A.M. At Om Tower Church Road, M.I. Road, Jaipur-302001 and at any adjournment thereof in respect of such resolutions as are indicated below:

S .No. Resolutions

Ordinary Business

1. Consider and adopt:
   a) Audited standalone Financial Statement, Reports of the Board of Directors and Auditors
   b) Audited Consolidated Financial Statement
2. Confirm the payment of Interim Dividend
3. Re-appointment of Mr. Dharam Prakash Kothari, who retires by rotation.

Special Business

4. Ratification of Remuneration of Cost Auditor's of the company under section 148 of the companies act, 2013
5. Appointment of Mr. Naresh Kumar Paliwal as an Independent director
6. Re- Appointment of Mr. Vikas Kothari as whole-time director
7. To approve Transactions under Section 185 of the Companies Act, 2013
8. Approval to continue Mr. Gopi Raman Sharma as an Independent director
9. Appointment of Branch Auditor

Signed this ……..day of ……2018

Signature of Shareholder Signature of Proxy Holder

Re. 1/-Revenue Stamp

Notes:

1. A Proxy need not be a member of the Company.
2. This form of Proxy, in order to be effective, should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a Certified Copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.

OM METALS INFRAPROJECTS LIMITED

(CIN: L27203RJ1971PLC003414)

Regd. Office: J-28, Subhash Marg, C-Scheme, Jaipur- 302001

ATTENDANCE SLIP

(To be presented at the entrance)

46th ANNUAL GENERAL MEETING on Saturday, 29thSeptember, 2018 AT 11:30 A.M.

AT Om Tower, Church Road, M.I. Road Jaipur -302001

Regd. Folio No/Client ID…… DP ID……

Name and Address of Member……

……

Name of Proxyholder……

No. of shares held: ……

I hereby record my presence at the 46th Annual General Meeting of the Company held on Saturday, 29th September 2018 at 11:30 A.M. at Om Tower, Church Road M.I. Road Jaipur -302001.

Signature of Member/ Proxyholder

Notes:

Only Member/Proxy can attend the meeting.

Member/Proxy who wish to attend the meeting bring this attendance slip to the meeting and hand it over at the entrance of the meeting hall.

Member/Proxy should bring his/her copy of the Annual Report for reference at the meeting.

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: Om Metals Infraprojects Limited

Registered office: J-28, Subhash Marg, C-scheme, Jaipur-302001

BALLOT PAPER

S No	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal Address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

No	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	Consider and adopt: a) Audited standalone Financial Statement, Reports of the Board of Directors and Auditors b) Audited Consolidated Financial Statement			
2.	Confirm the payment of Interim Dividend			
3.	Re-appointment of Mr. Dharam Prakash Kothari, who retires by rotation.			
4.	Ratification of Remuneration of Cost Auditor's of the company under section 148 of the companies act, 2013			

5.	Appointment of Mr. Naresh Kumar Paliwal as an Independent director			
6.	Re-Appointment of Mr. Vikas Kothari as whole-time director			
7.	To approve Transactions under Section 185 of the Companies Act, 2013			
8.	Approval to continue Mr. Gopi Raman Sharma as an Independent director			
9.	Appointment of Branch Auditor			

Place:

Date:

(Signature of the shareholder)

OM METALS INFRAPROJECTS LIMITED

Registered Office :
Om Metals Infraprojects Ltd.
J –28, Subash Marg
C – Scheme, Jaipur
Tel : +91-141-5163323-33
E-mail : jaipur@ommetas.com

Corporate Office :
Om Metals Infraprojects Ltd
NBCC Plaza, Tower-III, 4th floor
Sector 5 Pushp Vihar, Saket
New Delhi – 110 017
Tel : 011 – 29565552 / 53 /54
Fax : 011 – 29565551
E-mail: info@ommetals.com

Mumbai :
Om Metals Infraprojects Ltd
Lodha Supremus, Opp. Kamala Mill,
Compound Senapati Bapat Marg,
Lower Parel, Mumbai-13
Tel. : 022-24920836/7
Email: info@ommetals.com

Kota
Om Metals Infraprojects Ltd
B – 117/118, Indraprastha Indl
Area, Kota – 324 005 (Rajasthan)
Tel : 0744 – 2425 107, 2420 756
Fax : 0744 – 2438 069
Email: info@ommetals.com

NSE Code - Om METALS
BSE Code - 531092
Facebook page - Om Metals Infraprojects Ltd.
Twitter handle - @ommetals

OM METALS INFRAPROJECTS LTD.

NBCC PLAZA TOWER III, 4TH FLOOR, SECTOR V, PUSHP VIHAR, SAKET, NEW DELHI-110017
Email ID info@ommetals.com website: www.ommetals.comPhone: 011-29565552/53/54/55 Fax: 011-29565551
CIN NO L27203RJ1971PLC003414

Statement on Impact of Audit Qualifications

Statement on Impact of Audit Qualifications for the (Standalone) Financial Year ended March 31, 2018

[See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]

I	Sr No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
	1.	Turnover / Total income	-	-
	2.	Total Expenditure		
	3.	Net Profit/(Loss)		
	4.	Earnings Per Share		
	5.	Total Assets		
	6.	Total Liabilities		
	7.	Net Worth		
	8.	Any other financial item(s) (as felt appropriate by the management)		
II		Audit Qualification (each audit qualification separately):		
		a. Details of Audit Qualification:	Balance sheet due to its foreign branch not audited for Om Metals SPML Joint Venture (Joint operation) in Rwanda	
		b. Type of Audit Qualification : Qualified Opinion / Disclaimer of Opinion / Adverse	Balance sheet not Audited	

MAHIPAL JAIN & CO. Chartered Accountants

Regd Off:- J-28,Subhas Marg,
C-Scheme, Jaipur-302001
Phone:-0141-4037740/41/42,4044284,
Fax:-0141-4044283

Head Ofice:- B-117/118, Indraprastha Ind Area,
Kota (Raj.)-324005
Phone:-0744-2425107, 2420756
Fax:-0744-2438069

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CIN NO L27203RJ1971PLC003414

		Opinion		
		c. Frequency of qualification: Whether appeared first time / repetitive / since how long continuing	First time for this Joint Venture	
		d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:	N A	
		e. For Audit Qualification(s) where the impact is not quantified by the auditor:		
		(i) Management's estimation on the impact of audit qualification:	Rs 337 lacs as capital work in progress	
		(ii) If management is unable to estimate the impact, reasons for the same:		
		(iii) Auditors' Comments on (i) or (ii) above:	Seems reasonable as per management View since its a new Joint Venture whose preliminary exp. Has only been started	
III		Signatories:		
		• CEO/Managing Director		
		• CFO		
		• Audit Committee Chairman		
		• Statutory Auditor	Priyanka Vijay	

Place: New Delhi

Date: 30.05.2018

MAHIPAL JAIN & CO. Chartered Accountants

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C-Scheme, Jaipur-302001
Phone:-0141-4037740/41/42,4044284,
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Statement on Impact of Audit Qualifications

Statement on Impact of Audit Qualifications (consolidated) for the Financial Year ended March 31, 2018

[See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]

I	Sr No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
	1.	Turnover / Total income	-	-
	2.	Total Expenditure		
	3.	Net Profit/(Loss)		
	4.	Earnings Per Share		
	5.	Total Assets		
	6.	Total Liabilities		
	7.	Net Worth		
	8.	Any other financial item(s) (as felt appropriate by the management)		
II		Audit Qualification (each audit qualification separately):		
		a. Details of Audit Qualification:	Balance sheet not available for U P warehousing pvt ltd and West Bengal Logistic (P) Ltd	
		b. Type of Audit Qualification : Qualified Opinion / Disclaimer of Opinion / Adverse Opinion	Balance sheet not available	

MAHIPAL JAIN & Co. Chartered Accountants

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CIN NO L27203RJ1971PLC003414

		c. Frequency of qualification: Whether appeared first time / repetitive / since how long continuing	First time for these two companies	
		d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:	N A	
		e. For Audit Qualification(s) where the impact is not quantified by the auditor:		
		(i) Management's estimation on the impact of audit qualification:	Rs 10 lacs loss	
		(ii) If management is unable to estimate the impact, reasons for the same:		
		(iii) Auditors' Comments on (i) or (ii) above:	Seems reasonable as per management View since its a new company whose operations has not been started	
III		Signatories:		
		• CEO/Managing Director		
		• CFO		
		• Audit Committee Chairman		
		• Statutory Auditor	Priyanka Vijay	

Place: New Delhi

Date: 30.05.2018

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