



KALPATARU®



JMC Projects (India) Ltd.  
a Kalpataru Group Enterprise



scaling new heights

ANNUAL REPORT 2011-12



## CORPORATE INFORMATION

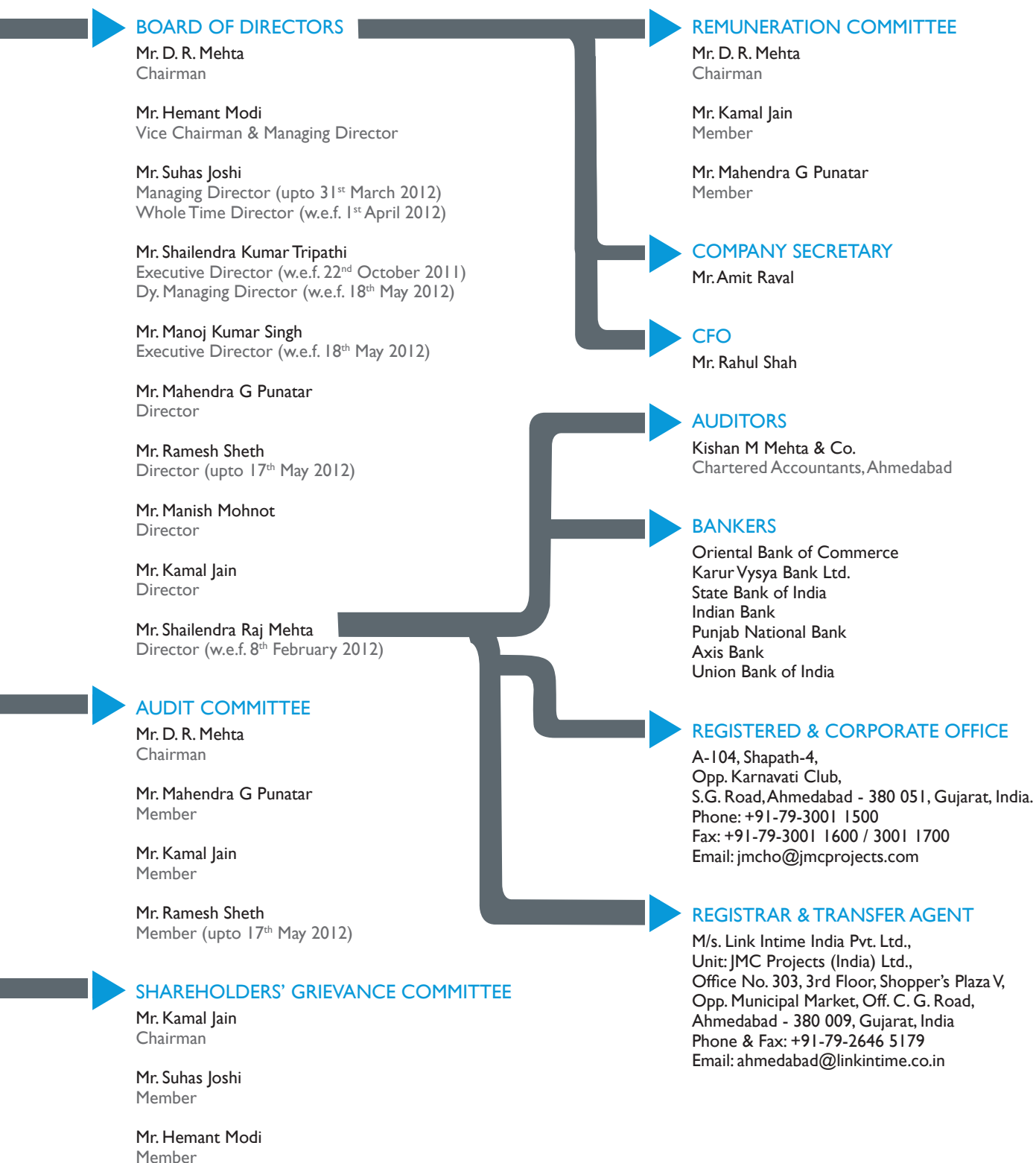
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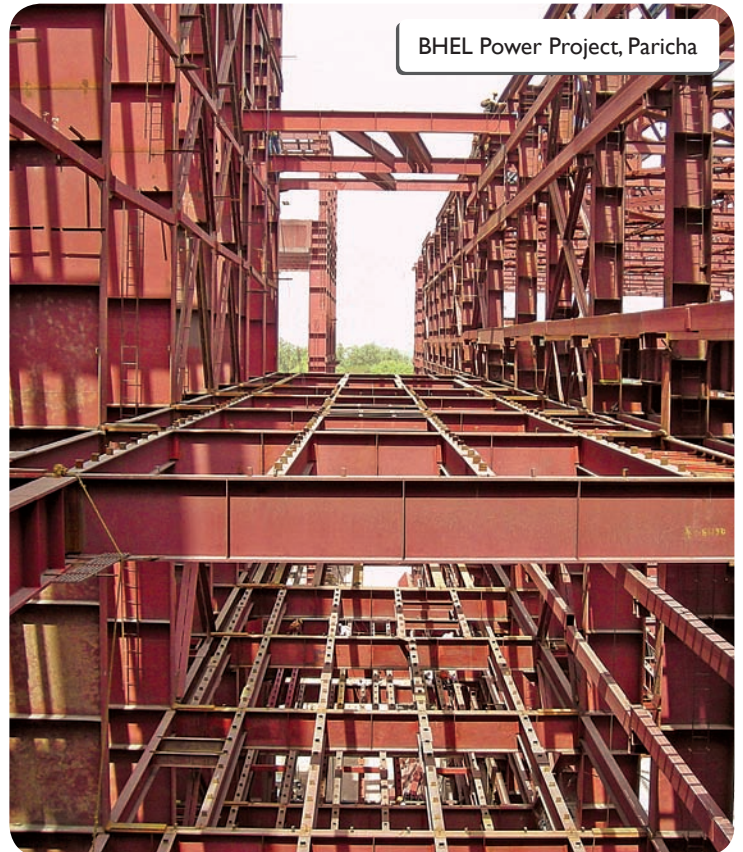
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J P Greens Town Centre, Noida

In 2012, as we celebrate twenty five years of experience with a growing workforce of nearly 3,000 employees, we are well poised to take the big league and scale new heights.



BHEL Power Project, Paricha





## SCALING NEW HEIGHTS

In 1986, JMC Projects began with a team of just 3 employees. In 2012, as we celebrate **twenty five years** of experience with a growing workforce of nearly 3,000 employees, we are well poised to take the big league and scale new heights.

With the expertise that encompasses **an extensive range** of civil and structural projects for infrastructure and power plant projects, commercial and residential buildings and industrial projects at various locations across the country, JMC Projects is set to transform today's society and make tomorrow a better place.

Our confidence in being an active and significant partner of India's infrastructure growth story stems from **our skills, know-how, experience, dedication** and most importantly our proven track record for completing demanding projects of high significance.

In fact, this year, we have made a **giant leap** in the industry, with a sizeable increase in the projects undertaken. An increase which has been the result of our unwavering commitment to the highest levels of workmanship and safety to ensure that all work is completed on time, within budget and above expectations.

At JMC Projects, we enjoy challenges and this year we have set ourselves even more challenging targets so that we continue to build firmly on our legacy of construction and **scale greater heights**.



AlphaOne Mall, Ahmedabad



Salarpuria Symphony, Bengaluru

# PRESTIGIOUS PROJECTS

During the year, the Company has completed several prestigious projects. A glimpse of them is as follows:



Business Park Cessna, Bengaluru



Corporate Office - Dr. Reddy's Laboratories, Hyderabad



Pimpri Chinchwad Flyover, Pune



National Centre for Biological Sciences, Bengaluru



Software Park for Vikas Telecom, Bengaluru



Office Complex - Punit Logistics, Bengaluru



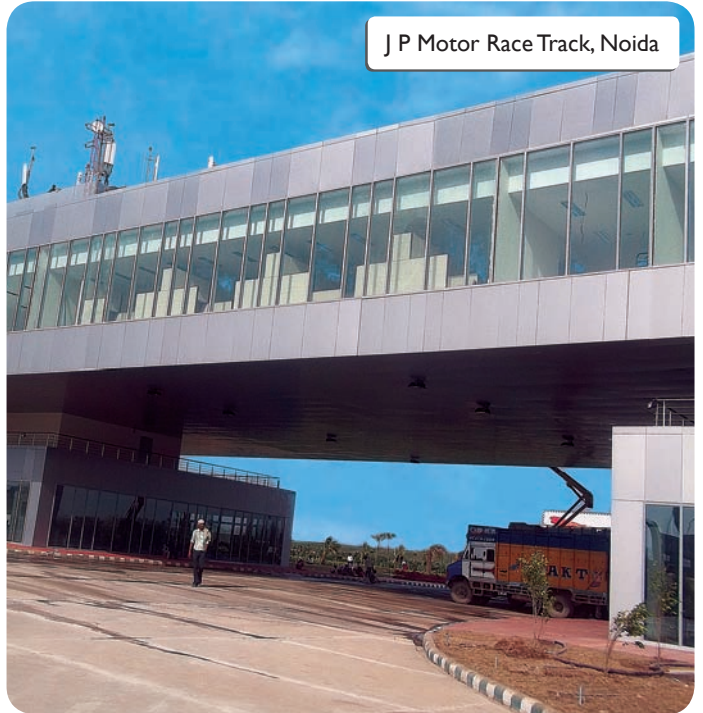
Development Centre - DSNL, Hyderabad



Reliance Power Project, Hisar



J P Motor Race Track, Noida



Residential Building for Provident Housing, Bengaluru



Software Park - Wipro, Hyderabad







## FROM THE VICE CHAIRMAN & MANAGING DIRECTOR'S DESK



*Dear Shareholders,*

I am very pleased to present the annual report of JMC Projects (India) Ltd., in its 25th year of inspiring growth story. The year 2011-12, has been a year of achievements. Your Company has grown over the years but this year, its growth has broken all its previous records.

Before I take you through the landmark achievements of your Company for the year, let me dwell upon briefly the unfolding global economic scenario and the possible impact thereof on the domestic industry, in particular on the infrastructure sector. The global economy is in the grip of uncertainty and downside risks persist. With the unbridled rise in crude and commodity prices, inflation has hit the levels that have not been witnessed in the last decade.

The year 2011-12 has been a challenging year for the Indian economy with a GDP growth rate of 6.9%, a significant decline as compared to the past years. Besides global uncertainty and escalating crude oil prices, many internal factors too have marred India's growth story. Logjam in Government policy making, stifling investment, high inflation, weakening Indian rupee and corruption related controversies hindered economic progress. The infrastructure sector too suffered setbacks due to delay in policy making.

### **Business Performance**

Against a backdrop of significant economic challenges and the lag effect in the infrastructure sector, your Company demonstrated great operational prudence and posted a stupendous performance.

With a turnover of ₹ 2,060 crores, am happy to state that your Company has achieved a topline growth of over 50%. However, while your Company reported a remarkable turnover growth, profit margins suffered on the back of steep increase in labour and material costs and delay in certain projects due to reasons beyond our control.

Operationally, I am very pleased to share that we expanded our BOOT (Build Own Operate and Transfer) portfolio to four projects with a project outlay of around ₹ 2,000 crores. Another area of progress was the way in which we controlled internal costs, executed projects faster despite challenges and delivered more to our clients.

I am very pleased to share that we expanded our BOOT (Build Own Operate and Transfer) portfolio to four projects with a project outlay of around ₹ 2,000 crores.



As we enter 2012 with a healthy order book of over ₹ 5,675 crores, we are extremely positive of taking a quantum leap.

We at JMC Projects, are focussed on improving the progress we have made in the current year and build greater resilience into the business. Your Company is set to take bigger strides in the industry with a sizeable increase in the projects undertaken. As we enter 2012 with a healthy order book of over ₹ 5,675 crores, we are extremely positive of taking a quantum leap. In relentlessly pursuing our aim to improve margins, your Company has identified areas and methods to reduce costs. With sharp volatility in input prices increasing the pressure on margins and unabated competition, this policy will help us improve our performance in the time to come.

### Future Outlook

In the industry where JMC Projects has positioned itself, the opportunities are unprecedented. The Budget 2012 has strategically focused on the infrastructure sector to balance current challenges and long terms needs. Increase in investment has been envisaged through a combination of public investment and Public Private Partnership. To propel domestic investments in the infrastructure sector, the Finance Ministry has doubled the limit of tax free infra bonds to ₹ 60,000 crores from ₹ 30,000 crores and introduced 8,800 km of road projects. As a leading player in the sector, on the back of these initiatives, the future prospects of your Company are bright indeed. However, on account of the current economic uncertainty the future cannot be defined.

The quality, drive and expertise of our employees are second to none. At JMC Projects, we are proud of our skilled workforce of over 3,000 employees who have been the real reason behind the Company's growth trajectory. Our ability to deliver quality projects well within time and attain our set targets has been possible through our human asset. Cognisant of their contribution, your Company strives to build capacities by encouraging its employees to participate in training sessions and stay abreast of industry happenings and provide them with an environment to develop their inner talent and expertise.

Lastly, I take this opportunity to thank our employees for their tireless efforts in ensuring that JMC Projects delivers on its promises. I would also like to thank our customers, shareholders, suppliers, JV partners, business associates and bankers for reposing faith in us. And as we continue our journey of achieving greater success, I look forward to your continued support.

Hemant Modi  
Vice Chairman & Managing Director



# FINANCIAL HIGHLIGHTS

Particulars	Financial Year				
	2007- 08	2008 - 09	2009 -10	2010 -11	2011-12 #
Total Income	92,062	131,944	132,100	138,672	208,753
Growth %	84%	43%	0%	5%	51%
Total Expenditure	84,764	121,129	121,111	126,800	192,922
Operating Profit (PBDIT)	7,298	10,815	10,989	11,872	15,831
Interest	874	2,637	2,186	2,717	4,688
Profit Before Depreciation and Tax (PBDT)	6,424	8,178	8,803	9,155	11,143
Depreciation	1,655	2,983	3,482	3,950	4,706
Profit Before Tax (PBT)	4,769	5,195	5,321	5,205	6,437
Provision for Income Tax / FBT / Deferred Tax	1,698	1,519	1,351	1,026	1,243
Profit After Tax (PAT)	3,071	3,676	3,970	4,179	5,194
Equity Share Capital	1,814	1,814	2,177	2,612	2,612
Preference Share Capital	2,525	2,525	-	-	-
Net Worth*	17,054	20,195	24,993	37,200	41,480
Long Term Borrowings	2,846	6,928	6,866	10,254	13,780
Short Term Borrowings	8,434	12,716	10,125	8,412	15,061
Total Borrowings	11,280	19,644	16,991	18,666	28,841
Capital Employed (Net Worth + Total Borrowings)	28,334	39,839	41,984	55,866	70,321
Debt Equity Ratio (Total)	0.66:1	0.97:1	0.68:1	0.50:1	0.70:1
Debt Equity Ratio (Long Term)	0.17:1	0.34:1	0.27:1	0.28:1	0.33:1
Book Value per Equity Share (₹)	94	111	115	142	159
Earning per Equity Share (₹)	16.14	19.29	19.27	17.91	19.88
Equity Dividend %	20%	20%	20%	20%	20%
Operating Profit %	7.98%	8.26%	8.39%	8.64%	7.62%
Profit Before Tax %	5.21%	3.97%	4.06%	3.79%	3.10%
Profit After Tax %	3.36%	2.81%	3.03%	3.04%	2.50%
Return (Pre-tax) on Average Net Worth %	32%	28%	24%	17%	16%
Return on Average Capital Employed %**	24%	23%	18%	16%	18%
Order Backlog at the year end***	208,800	180,900	267,100	415,000	567,500
No. of Employees	2,180	2,207	2,342	3,073	3,133

# The figures for the FY 2011-12 are based on as per revised Schedule VI of the Companies Act, 1956.

\* Net Worth calculated from FY 2008-09 to 2010-11 is after adjustment of miscellaneous expenditure to the extent not written off & exclusion of Debenture Redemption Reserve.

\* Net Worth calculated for the FY 2011-12 is after exclusion of Debenture Redemption Reserve and Employee Share Options Outstanding.

\*\* For calculating return, interest is added back in Profit before Tax.

\*\*\* Includes orders in the name of joint ventures.







## DIRECTORS' REPORT

TO,

### THE MEMBERS,

Your Directors have pleasure in presenting the 26<sup>th</sup> Annual Report on the business and operations together with the Audited accounts for year ended March 31, 2012.

The performance of the Company for the year ended on March 31, 2012 is summarized below.

(₹ in million)

FINANCIAL RESULTS	For the year ended on March 31, 2012	For the year ended on March 31, 2011
Total Revenue	20,875.30	13,844.66
Profit before Depreciation, Interest & Tax	1,570.79	1,195.60
Less: Depreciation	470.61	395.02
Interest	456.52	279.49
Profit before Tax	643.66	521.09
Provision for Tax (including Deferred Tax)	124.30	120.74
Net Profit after Tax (for the period)	519.36	400.35
Add: Surplus brought forward from previous year	1,099.96	829.70
Profit available for Appropriation	1,619.32	1,230.05
APPROPRIATIONS		
Proposed Dividend on Equity Shares of ₹ 10/- each	52.24	52.24
Corporate Dividend Tax Equity Dividend (including surcharge)	8.47	8.47
Transfer to Debenture Redemption Reserves	32.50	24.38
Transferred to General Reserve	52.50	45.00
Balance carried to Balance Sheet	1,473.61	1,099.96
TOTAL	1,619.32	1,230.05

### DIVIDEND

Your Directors are pleased to recommend payment of dividend for the year ended March 31, 2012 @ ₹ 2/- per Equity Share of the face value of ₹ 10/- (i.e. 20%) on 26,118,348 paid up Equity Shares, subject to approval of shareholders at the Annual General Meeting.

### TRANSFER TO RESERVES

We propose to transfer ₹ 32.5 millions to Debenture Redemption Reserves, ₹ 52.5 millions to General Reserves and retain balance amount of ₹ 1,473.6 millions in the Profit and Loss Account.

### RESULTS OF OPERATION

During the year ended March 31, 2012, your Company has achieved Total Revenue (i.e. Revenue from Operation & Other income) of ₹ 20,875.3 millions as against ₹ 13,844.7 millions for the previous

year ended March 31, 2011. The Company has achieved Profit before tax of ₹ 643.7 millions for the current year as against ₹ 521.1 millions for the previous year.

### NEW CONTRACTS

During the year under review, the Company has received new contracts of approx. ₹ 35,750 millions. The details of some of the major contracts received during the year:

#### Industrial & Building Projects

- Civil Work of Raheja Reflection Phase-II for Raheja Universal at Mumbai
- Residential Towers for Emmar MGF Business Park at Gurgaon
- Office cum factory building for Jaquar & Co. near Gurgaon

- Residential Towers “Kasa Isles” for Jaiprakash Associates at Noida
- High rise Residential Towers “CYPRESS Court” for Jaypee Green at Noida
- Construction of Campus (IT Block & Multi Level Car Parking) for Huawei Technologies India Pvt. Ltd, Bangalore
- Residential project “Mantri Alpyne” for Mantri Developers at Bangalore
- Construction of RMZ Latitude-Residential & Office Development for Millennia Realtors at Bangalore
- Office Complex for RGA-Pratiech Park Building for RGA Software at Bangalore
- Luxury Mall & Residential-Phase-3 for Clasic Mall Development at Chennai
- Construction of Corporate Tower for Jindal Steel & Power at Raigarh

#### Infrastructure Projects

- BOT Road project from Nagpur to Wainganga on Toll basis in Maharashtra for NHAI through SPV
- BOT Road project - 4 Laning of Rewa (MP) - UP Border on NH7 Road in Madhya Pradesh for NHAI through SPV
- Design & construction of 2 Lane flyover At Vanjarpatti on Bhiwandi Wada Road SH-45 for MMRDC
- Water pipe line project for Nadiad Mahanagar Palika at Nadiad, Gujarat

#### Power Projects

- Construction of 2x525 MW Power Plant for Monnet Power Company at Angul, Orissa
- Civil, Structural & Architectural works including pilling & ground Improvement etc. for 1 x 250 MW and 2 x 250 MW units for BHEL at Baruni, Bihar

#### Railway Projects

- Construction of Roadbed, Supply of ballast, major & minor bridges, residential & services building & general electric work for Keoti - Rowghat Section in Connection with a new Rail Link between Dallirajhara & Rowghat in Raipur Division of south east Central Railway in state of Chhattisgarh
- Construction of Roadbed, 4 major bridges Track Linking (excluding supply of rails, thick web switches & PSC line sleepers) & general electrical works in connection with doubling between Jaroli & Jakhapura

- Construction of Roadbed, major & minor bridges, track linking (excluding supply of rails and Line PSC sleepers) and general electrical work in connection with doubling between Tamluk - Basulya

As on March 31, 2012 the aggregate value of orders on hand stands at ₹ 56,750 millions.

#### New Orders Received After March 31, 2012

- Design & Construction of elevated viaduct & 6 elevated stations, including architectural & finishing work at Mukundpur - Yamuna Vihar Corridor Phase- II for Delhi Metro Rail Corporation in JV with China Harbour Engineering Co.
- Hinduja Software Technology Park at Bangalore

#### FUTURE PROSPECTS

The Company has improved order book position in the current financial year and it is expected to improve further in the coming years in view of the enormous business opportunities expected in the road, power, railways, urban infrastructure etc. The Company has sufficient order book position to fuel the growth in the coming years. The Company also plans to foray into international business and is carrying out feasibility study of infrastructure and building construction business in Middle east and SAARC countries. Looking at the current scenario of global economy, it is perceived that the margins may remain under pressure to some extent. The liquidity situation in India is getting difficult for funding DBFOT projects which may pose challenge for the Company.

#### EMPLOYEE STOCK OPTION SCHEME

During the year under review, none of the employees has opted for conversion of the Options into Equity shares.

The disclosure required to be made under Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme), Guidelines, 1999, is provided in Annexure ‘A’ forming part of this Report.

#### FINANCE

During the year, the Company has invested ₹ 609.1 millions as Equity in Special Purpose Vehicles (SPVs) incorporated for its Road Projects which was funded to the extent of ₹ 300 millions from proceeds of the preferential issue and balance of ₹ 309.1 millions from its internal accruals.

Total addition in the fixed assets was ₹ 949.6 million during the year which was funded through 10 million US\$ External Commercial Borrowing, Rupee Term Loans and internal accruals. The Company has sufficient fund based & non-fund based limits to cater its existing fund requirement.







## FIXED DEPOSIT

During the year, the Company has accepted deposits from Public and Shareholders within the prescribed limits. As on March 31, 2012, deposits stood at ₹ 135.84 millions, out of which a sum of ₹ 1.42 million relating to 37 depositors remained unclaimed. The Company had sent reminders to all the depositors for their unclaimed deposits out of which some deposits were claimed and paid subsequently. There were no deposits which were claimed and remained unpaid by the Company as on March 31, 2012.

## DIRECTORS

On October 22, 2011, Mr. Shailendra Kumar Tripathi President, was appointed as Executive Director of the Company subject to approval of Members. He has been appointed as Dy. Managing Director w.e.f. May 18, 2012. He will be looking after strategic planning, business development, execution and other operational areas of the Company.

Mr. Shailendra Raj Mehta was appointed as Non-Executive & Independent Director w.e.f. February 8, 2012, subject to approval of Members.

Mr. Manoj Kumar Singh is appointed as Executive Director w.e.f. May 18, 2012, subject to approval of Members. He will be mainly responsible for Buildings & Factories as well as Power Projects of the Organization.

Mr. Hemant Modi, Vice Chairman and Managing Director of the Company, whose tenure expired on March 31, 2012, was re-appointed by the Board of Directors for further period of one year w.e.f. April 1, 2012 as Vice Chairman and Managing Director, subject to approval of Members.

Mr. Suhas Joshi, Managing Director of the Company, whose tenure expired on March 31, 2012, was appointed by the Board of Directors for further period of one year w.e.f. April 1, 2012 as Whole-time Director, subject to approval of Members.

Mr. Ramesh Sheth, an independent Director of the Company resigned with effect from May 18, 2012. The Board of Directors places on record its appreciation for valuable contribution made by Mr. Sheth in his professional capacity.

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. D. R. Mehta and Mr. M. G. Punatar are liable to retire by rotation at the 26<sup>th</sup> Annual General Meeting. Both the Directors have offered themselves for re-appointment.

The brief particulars of all the above directors have been provided in the Corporate Governance Report pursuant to Clause 49 of the Listing Agreement.

## DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements of Section 217(2AA) of the Companies Act, 1956, it is hereby confirmed:

- that in preparation of annual accounts for the year ended March 31, 2012, the applicable accounting standards have been followed and that no material departures have been made from the same;
- that 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 of the Company for year ended on that date;
- that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that the Directors have prepared the annual accounts for the year ended March 31, 2012 on a going concern basis.

## CORPORATE GOVERNANCE

Pursuant to clause 49 of the Listing Agreement entered into with the Stock Exchanges, a separate section on Corporate Governance and certificate obtained from Practicing Company Secretary confirming its compliance, is provided and forming part of this Report. Report on Management Discussion and Analysis is provided in separate section and forming part of this report.

## SUBSIDIARIES

### JMC Mining & Quarries Ltd. (JMQL)

JMQL has achieved Total Revenue of ₹ 11.2 millions for the current year as against ₹ 33.7 millions for the previous year. During the year the Company has incurred loss of ₹ 1.1 million as against profit before tax of ₹ 0.5 million in previous year. The performance of the Company was impacted due to discontinuation of crushing process resulting into lower Turnover and consequently unabsorbed fixed costs.

### Brij Bhoomi Expressway Pvt. Ltd. (BBEPL)

BBEPL is Special Purpose Vehicle (SPV) incorporated as a wholly owned Subsidiary of the Company for execution of a road project between Agra – Aligarh in the State of U.P. on DBFOT basis awarded by NHAI. As the construction activity is still going on, there was no Revenue from operations during the year. The Company has invested ₹ 112.6 millions in Brij Bhoomi Expressway Pvt. Ltd. by way of equity share capital during the year under review.

### Wainganga Expressway Pvt. Ltd. (WEPL)

National Highways Authority of India (NHAI) has awarded a road project from Nagpur to Wainganga on Design, Build, Finance, Operate and Transfer (DBFOT) basis to the Company. In terms of requirement of NHAI, the Company has incorporated a wholly



owned Subsidiary Company namely Wainganga Expressway Pvt. Ltd. on June 2, 2011. During the year, the Company has invested ₹ 300 millions in Wainganga Expressway Pvt. Ltd. by way of equity share capital and also provided loan of ₹ 205.7 millions. As the construction work is still going on, there was no Revenue from operations during the year.

#### Vindhyachal Expressway Pvt. Ltd. (VEPL)

National Highways Authority of India (NHAI) has awarded a road project from Rewa, Madhya Pradesh to Uttar Pradesh Border on BOT basis to the Company. In terms of requirement of NHAI, the Company has incorporated a wholly owned Subsidiary Company namely Vindhyachal Expressway Pvt. Ltd. on January 16, 2012.

The statement pursuant to Section 212 of the Companies Act, 1956 containing details of subsidiaries of the Company forms part of this Annual Report.

In terms of the General Circular No. 2/2011 dated February 8, 2011 read together with General Circular No. 3/2011 dated February 21, 2011, issued by the Government of India - Ministry of Corporate Affairs under Section 212(8) of the Companies Act, 1956, granting general exemption to companies from attaching financial statements of subsidiaries, copies of the Balance Sheet, Profit and Loss Account, Report of the Board of Directors and Auditors Report of the subsidiary companies for the year ended March 31, 2012 are not attached to the Balance Sheet of the Company. The annual accounts of the subsidiary companies will also be kept open for inspection at the Registered Office of the Company and that of the respective subsidiary companies.

#### CONSOLIDATED FINANCIAL STATEMENTS

In compliance of clause 32 and clause 50 of the Listing Agreement with the Stock Exchanges, the Company has prepared Consolidated Financial Statements of the Company and its subsidiaries as per the Accounting Standard on Consolidated Financial Statements (AS - 21). The Audited Consolidated Financial Statements along with the Auditors' Report have been annexed with this Annual Report. The Auditors' Report to the Board of Directors does not contain any qualification.

#### CORPORATE SOCIAL RESPONSIBILITY

Being a dominant player in the construction sector, JMC is actively involved in various CSR activities. As JMC employs huge work force, these activities are mainly directed for their benefit & also to serve as motivational force for them. The various activities in which JMC is involved in are crèche, organizing free medical camps at various project sites, various worker welfare schemes & also taking care of the their children through various educational programs.

##### The major activities in these areas include:

- Medical facilities / aids to labour by engaging doctors at labour camps on regular basis

- Free medical check up for the labour is done in all the sites at regular intervals
- Arranging blood donation camps
- Crèche / Day care centre for providing free primary educations to the children of workers at sites
- Organizing free food, distribution of sweets on festivals and other extra-curricular activities
- Performing plays related social awareness such as HIV AIDS, save water, save electricity, childhood marriage etc.
- Distribution of toys, School bags, Study materials etc. to the children of workers
- Sponsorship of libraries in the schools in the nearby areas of project sites
- Organizing Pulse Polio event for kids of workers at site
- Celebration of World Environment Day by organizing tree plantation and other related activities at various project sites
- Donations to philanthropic and charitable organizations

#### QUALITY, HEALTH & SAFETY MANAGEMENT SYSTEM

To strive for excellence through continual improvement and to maintain its commitment to customer's expectations for quality and services, the Company adheres to the Quality Management Systems as per International Standard ISO 9001:2008. Company has implemented Integrated Management System by integrating ISO 14001:2004 (Environmental Management System), BS OHSAS 18001:2007 (Occupational Health & Safety System) with ISO 9001:2008. The Company has been consistently pursuing best construction practices with uncompromising quality, environment and safety standards which are recognized by our clients / associates and Govt. bodies through following awards / accreditations :

- National Safety Award - 2011 presented by Hon'ble Minister Shri Mallikarjun Karge, Minister for Labour and Employment, Govt. of India for Accident Free year and lowest average frequency rate at our Salarpuria Symphony Project, Bangalore. This is the highest safety award of Government of India.
- ACC - L&T Endowment Award - 2011 presented by BJP President, Mr. Nitin Gadkari for excellence in construction of industrial structure for EISAI Pharmaceutical unit at Visakhapatnam.
- Bangalore Metro Rail project has been announced for CIDC award (Construction Industrial Development Council) for the best environmental health and safety practice.
- ITC- Haridwar Project site has been awarded British Safety Council International Safety Award with distinction.







- “NSCI Safety Award” from National Safety Council of India for Pimpri - Chinchwad flyover near Pune.
- “Achievement Award for EHS” from Construction Industry Development Council for Reliance power plant project at Rosa, U.P.

## EMPLOYEES

We firmly believe that employees are corner stone of the organization and investing in them thoughtfully and strategically reaps rewards that pay-off in the long run. Through regular training and skill enhancement program, we strive to bring congruence between personal career goals of the employees and overall objective of the organization. The Company has put in comprehensive system in place for identifying and addressing various training needs at all the levels of the organization. We believe this will help in creating challenges and empowering work environment that rewards dedication and work ethics to our employees. We also provide them training on behavioral aspects, such as personality development, communication skills etc. to help improving their efficiency. During the year, Company has organized total 1,560 Training programs involving 7,455 man days. These training programs include technical trade, managerial skills, functional skills, behavioral skills, etc.

Every year, the Company sponsors a batch of employees for Post Graduate Diploma in Management course conducted by reputed University / College to enhance managerial skills for middle and senior level employees.

We continue to conduct programs for employees and their families like, Annual Picnic, medical check ups at regular interval, distribution of long service awards etc. We have created Employees' Welfare Trust, which helps the needy employees for their financial support.

## PARTICULARS OF EMPLOYEES

The information required under section 217(2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules, 1975 as amended, the names and other particulars of employees are required to be set out in annexure to the Directors' Report.

However, having regard to the provisions of Section 219(1)(b)(iv) of the said Act, the Annual Report excluding the aforesaid information is being sent to all members of the Company & others entitled thereto.

Any member interested in obtaining such particulars may write to the Registered Office of the Company.

## STATUTORY DISCLOSURE

Particulars required to be furnished by the Companies (Disclosure of particulars in the report of the Board of Directors) Rule, 1988.

- Part A & B pertaining to Conservation of Energy and Technology Absorption is not applicable to the Company. The Company has, however, used information technology extensively in its operations.
- During the period, the Company has not earned any foreign exchange, while the outgo of foreign exchange is of ₹ 31.5 million (P.Y. ₹ 84.1 million) towards Capital goods, ₹ 35.6 million (P.Y. ₹ 53 million) for Construction Materials, ₹ 0.2 million (P.Y. ₹ 0.5 million) towards foreign traveling, ₹ 9.2 million (P.Y. ₹ 2.9 million) towards Interest on foreign currency working capital loan, ₹ 8.3 million (P.Y. ₹ 16.6 million) towards Professional, Technical & Consultancy fees and ₹ 0.1 million (P.Y. ₹ Nil) towards Advertisement expenses.

## AUDITORS & AUDITORS' REPORT

The Board of Directors has proposed to reappoint M/s. Kishan M. Mehta & Co., Chartered Accountants as Statutory Auditor of the Company, who have consented to act as auditors, if re-appointed. Members are requested to consider their re-appointment.

Auditor's comments on your Company's accounts for year ended March 31, 2012 are self explanatory in nature and do not require any explanation as per provisions of Section 217(3) of the Companies Act, 1956.

## ACKNOWLEDGEMENT

Your Directors place on record deep gratitude to the stakeholders, Banks, clients, suppliers and business associates for their continued support and confidence. Your Directors also place on record their appreciation of the dedication, commitment and contribution made by employees at all levels and look forward their continued support in future as well.

On behalf of the Board of Directors

**Shailendra Kumar Tripathi**  
Dy. Managing Director

**Suhas Joshi**  
Whole-time Director

Place : Ahmedabad  
Date : May 19, 2012



## Annexure A to Directors' Report

Information required to be disclosed under SEBI (ESOS & ESPS) Guidelines, 1999  
Employee Stock Option Scheme 2007

PARTICULARS	ESOP – 2007
Options Granted	6,00,000
The Pricing Formula	20% discount to the closing market price on the date prior to the date of the meeting of the Remuneration Committee in which Options are granted. The closing market price quoted on BSE on July 20, 2007 was ₹ 272, and these options were granted at ₹ 217 per share on July 21, 2007.
Options Vested and in force as on March 31, 2012	3,60,032
Options exercised	Nil
Total number of shares arising as a results of exercise of Options (equity shares of ₹ 10/- each)	Nil
Fund raised by exercise of Options	Nil
Total Options Lapsed (on a cumulative basis upto March 31, 2012)	2,39,968
Variation of terms of Options	Nil
Total number of Options in force as on March 31, 2012	
- Vested	3,60,032
- Unvested	Nil
EMPLOYEE WISE DETAILS	
Options granted to Senior Managerial Personnel and in force as on March 31, 2012.	1,09,650
Any other employee who receives a grant, in any one year, of Options amounting to 5% of more of Options granted during that year	32,550 options granted to Mr. Kamal Jain, Non-Executive Director on July 21, 2007.
Identified employees who were granted Options, during one year, equal to or exceeding 1% of issued capital (excluding outstanding warrants and conversion) of the company at the same grant.	Nil







## MANAGEMENT DISCUSSION AND ANALYSIS

The Company presents its performance for the financial year 2011-12 and the outlook for the future based on current business environment which may vary due to future economic, political and other developments in India as well as overseas.

### 1. ECONOMIC SCENARIO

After having grown at 8.4% in preceding two years, the Indian economy witnessed slowing down of growth in Gross Domestic Product (GDP) for 2011-12 to 6.9%, lower than the original estimate of 8% due to weak domestic and global economic scenario. The Euro zone crisis, the turmoil in the Middle East resulting in rising crude oil prices and the overall negative sentiments were major external factors that adversely impacted growth. The monetary and fiscal policies were tightened to contain inflationary pressure to a great extent which impacted investment and consumption growth. In spite of disappointing performance in current year, India still remains among the front runners in economic growth.

### 2. INDUSTRY SCENARIO

After suffering a major setback last year due to policy delays, the infrastructure industry is expecting a marginal improvement in the situation this year. The slow growth in the infrastructure sector was primarily driven by a range of sector-specific issues, such as land acquisition, environmental clearances, high interest rate regime and macro-economic factors. The power sector continues to hit the most due to several factors, including environmental clearances, issues on coal linkages, high international fuel cost and uncertainty in government's policy about transfer of high tariff cost.

The governments all over the world are infusing capital into physical infrastructure to generate demands for goods and services thus creating more jobs. Although Indian government has taken few steps to revive the sector but they were not commensurate with the current situation. Among the key measures was allowing Indian Infrastructure Finance Company Limited (IIFCL) to raise ₹ 100 billion through issue of tax free bonds.

In order to finance projects worth ₹ 750 billion over the next 18 months, IIFCL has been given permission to raise additional funds worth ₹ 300 billion. Other measures are liberalization of the External Commercial Borrowing (ECBs) policy, Increase in Foreign Institutional Investors limit in Corporate Bonds, Exemption of Countervailing Duty on Cement, TMT bars and Structural steel.

Setting up an of public-private partnership (PPP) model by the Government to expand the road network led to rapid growth in the past few years. National Highways Development Programme

(NHDP) has created the biggest construction opportunity in the road and highways sectors. The programme aims at developing 50,000 km of national highways in seven phases by 2015.

The Golden Quadrilateral, providing four-lane connectivity to four metros, is nearing completion and the North-South and East West corridors are half completed. To boost urban infrastructure across the country and to lift the infrastructure and construction sectors from slowdown, Government of India has allocated ₹ 118,420 million under the Jawaharlal Nehru National Urban Renewal Mission (JNNURM)

Bharat Nirman initiative is a time bound plan for the development of housing, rural roads, power, irrigation, telecom and drinking water supply. This would in turn boost business opportunities to small and large players alike in the construction and infrastructure sector.

In Railways sector, large opportunities are coming up in the form of dedicated freight corridor (DFC) and the Delhi-Mumbai Industrial Corridor and planned expansion/ upgrade of Indian Rail Network.

The Dedicated Freight Corridor (DFC) is said to be the biggest venture of Indian Railways to date, envisaging construction of dedicated freight lines on the eastern and western sides of the country, covering 2,729 km through seven states. The two corridors will be interlinked at Khurja. DFC Corporation of India Ltd (DFCIL) was set up in 2006 to implement the project with a paid up capital of ₹ 500 million.

The Construction Industry has an immense potential to generate huge employment opportunities. The industry offers employment to around 7% of the total employed work force.

### 3. OPPORTUNITIES

Acknowledging that India has a long way to go in terms of meeting its infrastructure requirements, the 12th Five Year Plan (2012-17) envisages USD 1 trillion investments in the sector, double the investment planned for 11<sup>th</sup> Five year plan. Of the total targeted investment, private sector is expected to invest USD 500 billion.

However, during the 11<sup>th</sup> Plan period ended in March, investment in infrastructure sector fell short of its target of USD 500 billion. Total investments during the past five years were about USD 425 billion.

The Union Budget 2012-13 has turned out well overall for the infrastructure industry. The Hon'ble Finance Minister has proposed good steps bringing cheer to the infrastructure segment. The Government plan to invest around USD 1 trillion in infrastructure and will encourage more projects on PPP



model for massive infrastructure development. The sign for the road construction segments are very promising considering the Governments plan to invest Rs 190,000 million and introduce external commercial borrowing. It has planned 8,800 km of road construction, which will provide more avenues for the projects.

Apart from this, the economic upsurge and population growth shall generate demand in real estate sector. Industrial Building construction also would see a satisfactory growth in the next fiscal. The Company is also evaluating new business opportunities abroad.

#### 4. CONCERNS

Prices of the construction materials such as steel, cement, sand, aggregates have increased substantially due to inflationary pressure and various other reasons. Welfare schemes like NREGA provides employment opportunity in rural area which has affected the availability of labor for construction industry in urban area. This has consequent upward pressure on construction wages. Thus there is strong need for more technology that requires less labour. Apart from these, delay in land acquisition, environmental clearances, increasing finance costs would remain major challenges in future.

#### 5. SEGMENT WISE PERFORMANCE

The Management Information System of the Company recognizes and monitors "construction" as the only Business Segment and hence requirement of disclosure of segment wise performance is not applicable to the Company as required under clause 41 of the Listing Agreement.

#### 6. OUTLOOK

Large scale Infrastructure development activities are being witnessed as India plans to double its investments in infrastructure sector during 12<sup>th</sup> Five year plan to USD 1 trillion which is approximately the size of current GDP. Housing sector demand is also set to grow as there is huge unmet demand on account of population growth. Similarly demand for the industrial civil construction is also expected to increase in the years to come. Thus from a long term standpoint, the outlook of construction industry looks positive.

#### 7. INTERNAL CONTROLS AND THEIR ADEQUACY

The Company's business is spread to various states and many of the sites are located at remote places. The Company has adequate systems and procedural guidelines concerning all operational areas encompassing tendering, budgeting, execution, quality, safety, procurement, asset management, finance, accounts & audit, human resource etc. which are adequate and necessary

considering the size and level of operations of the Company. The management has been making constant efforts to review and upgrade existing systems and processes to gear up and meet with the changing needs of the business.

#### 8. FINANCIAL DISCUSSION AND ANALYSIS

The financial statements have been prepared in compliance with the requirement of revised Schedule VI notified by the Ministry of Corporate Affairs, the Companies Act, 1956 and prescribed Accounting Standards. The management accepts responsibility for the integrity and objectivity of these financial statements as well as estimates and judgments used in preparing financial statements. However, investors are cautioned that this discussion contains prospective views that involve risks and uncertainties.

#### RESULTS OF OPERATION

##### Operational Highlights / Achievements

The value of the order booked during the F.Y 2011-12 was over ₹ 35,750 millions and value of orders on hand as on March 31, 2012 stood at around ₹ 56,750 million. During the year the Company has been awarded certain prestigious orders, some of which are highlighted as under:

##### Infrastructure

- Madhya Pradesh Road Development corporation Ltd. (MPRDC) has awarded development of Road project for Rewa – Hanumana upto MP/UP Boarder. The project shall be executed by Vidhyachal Expressway Pvt. Ltd. (VEPL) a 100% subsidiary of the Company. The project is a part of NH7, which is the longest highway of India, running over 2,369 km from Varanasi to Kanyakumari.
- National Highway Authority of India (NHAI) has awarded Road Project for four laning of Nagpur - Wainganga Bridge upto Bhandara city. The project shall be executed by Wainganga Expressway Pvt. Ltd. (WEPL) a 100 % subsidiary of the Company. The project is part of NH-6 joining Kolkata on Eastern end and Hajira, Gujarat on Western end.
- Nadiad Water supply project at Nadiad; laying of water supply pipeline for Nadiad Municipal Corporation.

##### Factories and Buildings

- Construction of Campus (IT Block & Multi Level Car Parking) for Huawei Technologies India Pvt. Ltd, Bangalore.
- Construction of Admin Office and Factory Building at Manesar for M/s Jaquar & Co. Pvt. Ltd., Haryana.
- Construction of Residential Tower for Jayprakash Associates Ltd. at Noida.





- Construction of 3 & 4 BHK Residential tower at Palm Hills for Emmar MGF at Gurgaon.
- Construction of proposed building in Raheja Reflection –II at Mumbai.
- Construction RML Latitude, Residential and Office Development at Bangalore.

#### Power

- Construction work including piling and ground improvement for 1 x 250 MW and 2 x 250 MW units for BHEL at Barauni, Bihar.
- Construction of 2 x 525 MW power plant of Monnet Power Co. Ltd at Angul, Orissa.

#### Railways

- Construction of Roadbed, supply of Ballast, Major & Minor bridges, Residential and service buildings & General Electrical work etc for Keoti-Rowghat Section (53 Km) in connection with a new Rail link between Dallirajhara and Rowghat in Raipur Division of South East Central Railway in the State of Chhattisgarh.
- Construction of Roadbed, 4 Major & Minor bridges, Track Linking (excluding supply of Rails, thick web switches and Line PSC Sleepers), S&T and OHE & General Electrical work in connection with Doubling between Jaroli (Incl) and Jakhapura (incl) (170.903 KM) on Khurda Road Division of East coast Railway in the state of Orissa in Joint Venture with Vijaywarghi and Bright Power.
- Construction of Roadbed, Major & Minor bridges, Track Linking (excluding supply of Rails and Line PSC Sleepers), S&T and OHE & General Electrical work in connection with Doubling between Tamluk (Junction Cabin) - Basulya Sutahata (24.4 Km) in Kharagpur Division of South Eastern Railway in the state of West Bengal in Joint Venture with GPT-Vijaywargi-Bright Power.

#### REVENUES

The Company achieved milestone of ₹ 20,000 million Turnover in the FY 2011-12.

The Turnover for the Company has increased from ₹ 13,700 million to ₹ 20,600 million, up by 50%.

#### Other Operating Revenue & Other Income

Other Operating Revenue increased to ₹ 164.5 million for FY 2011-12 from ₹ 102.3 million for FY 2010-11, mainly on account Sale of Construction Materials, Scrap Sale and Liabilities Written Back.

Other Income increased to ₹ 111.5 million for FY 2011-12 from ₹ 43.8 million for FY 2010-11, on account of interest and rental income from machineries.

#### Operating Margin

EBIDTA (with other income) for the year FY 2011-12 was ₹ 16,53.7 million as compared to ₹ 1,254.3 million for the year FY 2010-11. In terms of percentage EBIDTA stood at 8% for the year FY 2011-12 as compared to 9.1% for FY 2010-11. Thus the operating margin remained marginally lower; this was mainly due to inflationary pressure on commodity prices like steel and cement.

#### COSTS & EXPENSES

##### Employee Costs

Manpower Cost for the FY 2011-12 was ₹ 1,420.7 million, increased from ₹ 1,232.7 million. In terms of percentage of Turnover it reduced to 6.90% as compared to 9% of Turnover in the previous year.

##### Other Expenses

Other expenses as a percentage of turnover have marginally increased from 5.52% in FY 2010-11 to 5.79% in FY 2011-12. Other expenses mainly include general and administrative expenses such as traveling and conveyance, communications, security, insurance, information technology expenses, sundry expenses, rates and taxes, professional and legal charges etc.

##### Interest & Finance charges

Finance cost including bank charges for the year FY 2011-12 increased to ₹ 539.4 million from ₹ 338.2 million for FY 2010-11; in terms of percentage it increased to 2.62% for FY 2011-12 from 2.47% for FY 2010-11. Increase in the interest cost was mainly on account of Capital Expenditure and hike in interest rate.

##### Depreciation

Depreciation cost as a percentage of turnover has reduced from 2.88% in FY 2010-11 to 2.28% in FY 2011-12.

##### Taxes on Income and Deferred Tax Provision

The Company's Deferred Tax Asset has substantially increased from ₹ 33.44 million in 2010-11 to ₹ 115.38 million in 2011-12 and credited in the Profit and Loss A/c for FY 2011-12.

As on March 31, 2011, the balance of deferred tax liability stood at ₹ 37.57 million; and as on March 31, 2012 the balance of Deferred Tax Asset is ₹ 77.8 million.

For FY 2011-12, the Company has made Income Tax provision of ₹ 239.7 million; net Tax Expense was ₹ 124.3 million.





## FINANCIAL STATUS

### Net Worth

The net worth of the Company has increased from ₹ 3,766.4 million as on March 31, 2011 to ₹ 4,224.7 million as at March 31, 2012. The increase in amount of net worth is on account of internal accruals.

### Borrowings

The total borrowing has increased from ₹ 1,866.6 million as on March 31, 2011 to ₹ 2,884.3 million as on March 31, 2012. The Debt-Equity Ratio has stood at 0.69 as on March 31, 2012 which was 0.50 on March 31, 2011.

During the year the Company has raised fund through External Commercial Borrowings (ECB) amounting to USD 10 Million, which is fully hedged.

### Investments

Total Investments of the Company increased to ₹ 1,178.1 million as on March 31, 2012 as against ₹ 869 million as on March 31, 2011; increase is mainly on account of equity investments in its subsidiaries which are executing road projects on BOT basis.

### Capital Expenditure

During FY 2011-12, the Company made net additional investment of ₹ 949.6 million in fixed assets to increase its project execution capacity. Major funding of the capital expenditure was made from the proceeds of ECB, Rupee Term Loans and internal accruals.

### Current Assets & Liabilities

The Company's current assets primarily consist of debtors, inventories, cash & bank balances and loans & advances. Total current assets as on March 31, 2012 was ₹ 9,786.8 million as against ₹ 8,800.2 million as on March 31, 2011.

The Company's current liabilities primarily consist of short term borrowings, trade payables, short term provisions and other current liabilities. Total current liabilities as on March 31, 2012 was ₹ 6,970.4 million as against ₹ 6,377.7 million as on March 31, 2011.

### Current Ratio

The current ratio as at March 31, 2012 marginally improved from 1.40 as compared to 1.38 at the end of previous year.

## 9. Human Resources

The Company has built up a pool of excellent human resources with a variety of skill sets appropriate to its business requirements. Employee Relations have been cordial and employee morale is high.

The Company emphasis is on continuous training and up-gradation of technical and management skills. In order to enhance the level of service to customers as well as to enhance overall organizational performance, the Company has internal employee appraisal system.

The Company focuses on attracting the good people, retaining the better and advancing the best. Towards this end, various initiatives have been undertaken. Focused training programs have been devised for high performers.

Short Term and Long Term Manpower Plans have been drawn out to align HR plans with overall business plans.

## 10. Cautionary statement

Statements in Management Discussion and Analysis describing the company's objectives, expectations or predictions may be forward looking within the meaning of applicable securities, law and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include stiff competition leading to price-cuts, high volatility in prices of major inputs such as steel, cement, building materials, petroleum products, change in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.





## REPORT ON CORPORATE GOVERNANCE

The Securities and Exchange Board of India (SEBI) has stipulated Corporate Governance Standards for listed companies vide Clause 49 of the Listing Agreement with Stock Exchanges.

Corporate Governance is a corporate discipline extended to transparency, integrity and accountability towards all stakeholders. Corporate Governance helps to achieve excellence to enhance stakeholders' value by focusing on long-term value creation without compromising on integrity, social obligations and regulatory compliances.

### Company's Philosophy on Corporate Governance

At JMC Projects, we believe and constantly try to achieve good governance through timely disclosures, transparency, accountability and responsibility in all our dealings with our employees, shareholders, clients and community at large.

The Board of Directors represents the interest of the Company's stakeholders, for optimizing long-term value by way of providing necessary guidance and strategic vision to the Company. The Board also ensures that the Company's management and employees operate with the highest degree of ethical standards through compliance of Code of Conduct.

### I Board of Directors

#### Composition

Your Company's Board consists of 9 Directors as on March 31, 2012, of which 4 are Non-Executive and Independent, 2 are Non-Executive and 3 are Executive Directors. The Chairman of the Board is Non-Executive and Independent Director. The Company is in compliance of clause 49 of the Listing Agreement.

The Composition of the Board as on March 31, 2012 is as under:

Director	Designation	Category	No. of outside Directorship held <sup>(1)</sup>	Outside Committees <sup>(2)</sup>	
				Chairman	Member
Mr. D. R. Mehta	Chairman	Independent Non-Executive	8	-	-
Mr. Hemant Modi	Vice Chairman & Managing Director	Promoter Executive	3	-	-
Mr. Suhas Joshi	Managing Director	Promoter Executive	3	-	-
Mr. Shailendra Kumar Tripathi <sup>(3)</sup>	Executive Director	Non-Promoter Executive	-	-	-
Mr. Kamal Jain	Director	Promoter Non-Executive	12	-	-
Mr. M. G. Punatar	Director	Independent Non-Executive	1	-	1
Mr. Ramesh Sheth <sup>(4)</sup>	Director	Independent Non-Executive	1	-	-
Mr. Manish Mohnot	Director	Promoter Non-Executive	8	-	1
Mr. Shailendra Raj Mehta <sup>(5)</sup>	Director	Independent Non-Executive	-	-	-

(1) Including Private Companies and Foreign Companies.

(2) Represents Chairmanship / Membership of Audit Committee and Shareholders' Grievance Committee only

(3) Appointed w.e.f. October 22, 2011

(4) Resigned w.e.f. May 18, 2012

(5) Appointed w.e.f. February 8, 2012

None of the Directors of Board is a member of more than 10 Committees and no Director is the Chairman of more than 5 committees across all the companies in which he is a Director. The necessary disclosures regarding Committee positions have been made by all the Directors.

#### Board Meetings

The Board normally meets once in a quarter. Additional meetings are held as and when required. During the year under review, Board of Directors of JMC met 4 times, viz., May 11, 2011, July 28, 2011, October 22, 2011 and February 8, 2012. The gap between any two meetings did not exceed four months, as stipulated under clause 49 of the Listing Agreement. The agenda papers along with notes and other supporting were circulated in advance of the Board Meeting with sufficient information as required under Clause 49 of the Listing Agreement.

## Directors Attendance Record in Board Meetings &amp; Last Annual General Meeting

Name of Director	No. of Board Meetings held	No. of Board Meetings attended	Attendance at Last Annual General Meeting
Mr. D. R. Mehta	4	4	Yes
Mr. Hemant Modi	4	4	Yes
Mr. Suhas Joshi	4	4	Yes
Mr. Shailendra Kumar Tripathi ^	2	2	N.A.
Mr. Kamal Jain	4	4	Yes
Mr. M G Punatar	4	2	No
Mr. Ramesh Sheth \$	4	3	Yes
Mr. Manish Mohnot	4	4	Yes
Mr. Shailendra Raj Mehta *	1	1	N.A.

^ Appointed w.e.f. October 22, 2011

\$ Resigned w.e.f. May 18, 2012

\* Appointed w.e.f. February 8, 2012

## Code of Conduct

The Board has laid down the code of conduct for all Board Members and Senior Managerial Personnel of the Company. The Code of Conduct is available on the website of the Company at [www.jmcprojects.com](http://www.jmcprojects.com). All Board Member and Senior Managerial Personnel have affirmed compliance with the code of conduct for the year ended on March 31, 2012. A declaration to this effect duly signed by CEO of the Company is attached herewith and forms part of Corporate Governance Report.

## II. Committees of Board

## Audit Committee

## Composition

The Audit Committee comprises of 4 members. All members of the Audit Committee are Non-Executive Directors, out of which 3 are Independent Directors. The Committee met 4 times during the year on May 11, 2011, July 28, 2011, October 22, 2011 and February 8, 2012. The composition of committee and particulars of attendance at the meetings are provided below:

Name of Director	Category	Status	No. of Meetings held / attended
Mr. D. R. Mehta	Non-Executive & Independent	Chairman	4 / 4
Mr. M. G. Punatar	Non-Executive & Independent	Member	4 / 2
Mr. Kamal Jain	Non-Executive Promoter	Member	4 / 4
Mr. Ramesh Sheth	Non-Executive & Independent	Member	4 / 3

## Broad Terms of Reference

The broad terms of reference as laid down by the Board includes overseeing of the Company's financial reporting process, the appointment of the statutory auditor, reviewing the quarterly and annual financial statements before submission to the board for approval, compliance with listing and other legal requirements relating to financial statements, reviewing adequacy of the internal controls, reviewing the adequacy of internal audit function etc.

The Company has complied with all the requirements of Clause 49 (II) of the Listing Agreement.

Statutory Auditors and Chief Financial Officer are regular invitee to the Audit Committee meetings. The Company Secretary is the Secretary to the Audit Committee. The Committee also invites senior executives, where it considers appropriate, to attend meetings of the Audit Committee.

The Audit Committee has reviewed the Management Discussion and Analysis of financial condition and results of operations forming part of this Annual Report and other information as mentioned in Clause 49 (II) (E) of the Listing Agreement.





### Shareholders' Grievance Committee

The Shareholders' Grievance Committee *inter alia* reviews shareholders' / investors' grievances. During the year under review, the Committee met 4 times on May 11, 2011, July 28, 2011, October 22, 2011 and February 8, 2012. The composition of committee and particulars of attendance at the meetings are provided below.

Name of Director	Category	Status	No. of Meetings held / attended
Mr. Kamal Jain	Non-Executive	Chairman	4 / 4
Mr. Suhas Joshi	Executive	Member	4 / 4
Mr. Hemant Modi	Executive	Member	4 / 4

Mr. Amit Raval, Company Secretary is the Compliance Officer.

During the year, the Company has not received any complaints and has resolved 1 pending complaint, which was received during previous year 2010-11. The status of complaints is periodically reported to the Committee. There is no outstanding complaint at the end of the year.

### Remuneration Committee

#### Composition

The Remuneration Committee comprises of 3 Non-Executive Directors, of which 2 directors are Independent. During the year under review, the Committee met 3 times on May 11, 2011, October 22, 2011 and March 23, 2012. The composition of committee and particulars of attendance at the meetings are provided below.

Name of Director	Category	Status	No. of Meetings held / attended
Mr. D. R. Mehta	Non-Executive & Independent	Chairman	3 / 3
Mr. Kamal Jain	Non-Executive Promoter	Member	3 / 3
Mr. M. G. Punatar	Non-Executive & Independent	Member	3 / 3

#### Terms of Reference

The broad terms of reference as laid down by the Board include periodical review of the terms of appointment of executive directors, their remuneration package including commission and to frame and approve terms and conditions of the Employee Stock Option Scheme, to determine the detailed terms and conditions of the Employee Stock Option Scheme in accordance with SEBI guidelines.

Non-Executive Directors have no transaction with the Company, except receiving sitting fees for attending Board Meetings and Audit Committee Meetings. The details of remuneration, sitting fees paid and other perquisites provided to each Director for the year ended on March 31, 2012 are as under:

(₹ in lacs)

Name of Director	Remuneration			Commission	Sitting Fees	Total Remuneration
	Salary	Perquisites	Retirement Benefits			
Mr. D. R. Mehta	-	-	-	-	0.60	0.60
Mr. Hemant Modi	60.00	1.18	4.60	43.04	-	108.82
Mr. Suhas Joshi	60.00	2.23	4.60	43.04	-	109.87
Mr. Shailendra Kumar Tripathi <sup>(1)</sup>	51.06	0.04	3.80	13.31	-	68.21
Mr. Kamal Jain	-	-	-	-	0.60	0.60
Mr. M. G. Punatar	-	-	-	-	0.30	0.30
Mr. Ramesh Sheth <sup>(2)</sup>	-	-	-	-	0.45	0.45
Mr. Manish Mohnot	-	-	-	-	0.40	0.40
Mr. Shailendra Raj Mehta <sup>(3)</sup>	-	-	-	-	0.10	0.10

<sup>(1)</sup> Appointed w.e.f. October 22, 2011

<sup>(2)</sup> Resigned w.e.f. May 18, 2012

<sup>(3)</sup> Appointed w.e.f. February 8, 2012

The other details of Directors as on March 31, 2012 are as under:

Name of Director	Age (years)	Designation	Date of Initial Appointment	Nature of employment	No. of equity shares held	No. of Stock options held <sup>(1)</sup>
Mr. D. R. Mehta	74	Chairman	11/12/2008	-	-	-
Mr. Hemant Modi	56	Vice Chairman & Managing Director	05/06/1986	Contractual	400,801	-
Mr. Suhas Joshi	57	Managing Director	05/06/1986	Contractual	100,473	-
Mr. Shailendra Kumar Tripathi	48	Executive Director	22/10/2011	Contractual	-	-
Mr. Kamal Jain	54	Director	05/02/2005	-	-	32,550
Mr. M. G. Punatar	76	Director	30/01/2006	-	-	-
Mr. Ramesh Sheth	78	Director	01/10/2007	-	-	-
Mr. Manish Mohnot	40	Director	29/05/2009	-	-	-
Mr. Shailendra Raj Mehta	52	Director	08/02/2012	-	-	-

<sup>(1)</sup> Employee Stock Options have been granted to eligible employees including Non-Executive Director on July 21, 2007 and the same will be vested over a period of 4 years from date of vesting.

No Director is a relative of any other directors on the Board as defined in Clause 49 of the Listing Agreement. There is no pecuniary relationship or transaction of the Company with any of the Non-Executive Directors, except payment of sitting fees.

#### Subsidiary Companies

During the year, two wholly owned Subsidiary Companies have been incorporated namely Wainganga Expressway Pvt. Ltd. and Vindhyachal Expressway Pvt. Ltd. As of March 31, 2012, the Company has four subsidiary companies namely JMC Mining & Quarries Ltd., Brij Bhoomi Expressway Pvt. Ltd., Wainganga Expressway Pvt. Ltd. and Vindhyachal Expressway Pvt. Ltd. which are Non-Material Non-Listed subsidiary companies. The Audit Committee reviews the financial statements, particularly, the investments made in subsidiary companies. Minutes of said subsidiary companies are being placed before the Board for its review. The Board also reviews the accounts of the said subsidiary companies on a quarterly basis.

#### Disclosures

##### A. Basis of Related Party Transaction

For related party transactions, refer to note no. 38 of the Notes on Accounts contained in financial statements in this Annual Report.

##### B. Disclosure of accounting treatment in preparation of Financial Statement

Company has followed the guidelines of accounting standards laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements.

##### C. Risk Management

Construction industry operates in extremely complex and dynamic environment which exposes your Company to various internal and external risks. Risk identification, assessment and mitigation assume paramount importance in view of the expanding size and geographical horizons of the Company. The Company has put in place Risk Management Policy and Procedures for assessing, timely responding and mitigating these risks on continuous basis. The Policy seeks to address the risks involved in major areas i.e. Pre-bidding / Tendering Risks, Execution Risks, Contractual Risks and Financial / Statutory Compliance Risks with a view to avoid / mitigate adverse impact, if any.

The Company has laid down procedures to periodically inform Board Members about Risk assessment and mitigation.

##### D. Proceeds from Public Issues / Rights Issue / Preferential Issue etc.

During the financial year 2011-12, the Company had fully utilized an amount of ₹ 9,004.50 lacs, which was raised through issuance of 4,350,000 Equity Shares of ₹10/- each at a premium of ₹ 207/- per equity share to the holding Company Kalpataru Power Transmission Ltd. on a Preferential basis in November 2010.

##### E. Details of non-compliance by the Company

Company has complied with all the requirement of regulatory authorities and clause 49 of the Listing Agreement. No penalty / strictures were imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital market during the last three years.

##### F. Management Discussion and Analysis

The Management Discussion and Analysis Report have been separately given in this Annual Report as required under Clause 49 of the Listing Agreement.





## Shareholder's Information

## Details of the Directors seeking appointment / re-appointment in forthcoming Annual General Meeting

Name of Directors	Mr. D. R. Mehta	Mr. M G Punatar	Mr. Shailendra Kumar Tripathi	Mr. Shailendra Raj Mehta	Mr. Hemant Ishverlal Modi	Mr. Suhas Vasantrao Joshi	Mr. Manoj Kumar Singh
Date of Birth	June 25, 1937	October 23, 1935	May 2, 1964	July 9, 1959	June 23, 1955	March 12, 1955	December 13, 1962
Date of Initial appointment	December 11, 2008	January 30, 2006	October 22, 2011	February 8, 2012	June 5, 1986	June 5, 1986	May 18, 2012
Qualifications	Bachelor of Arts & Law Management Graduate of Royal Institute of Public Administration, London and Alfred Sloan School of Management, MIT, Boston.	B.E. & M.S.E. (Structural Engineering)	B. E. Civil	M.A., M. Phil, Ph.D. (Economics)	B.E. & M.E. (Civil)	B. E. (Civil )	B. E. (Civil ) MBA (Finance)
Expertise in Specific functional field	Experience of over 40 years at important positions in Government of Rajasthan and Government of India.	Planning and Designing structures like bridges, transmission line towers, production, etc.	Implementation of various infrastructure projects involving highways and airports including project implementation under Public Private Partnership model.	Visiting professor at IIM, Ahmedabad & Academic Director of Duke Corporation Education in US. He has strong research interest in areas of Technology, Strategy, Entrepreneurship and Simulation.	Experience of over 28 years in project management, execution and construction of Industrial structures and institutional and infrastructure projects.	Experience of over 29 years in execution of various projects. He is responsible for all activities at various sites, which inter alia include planning and scheduling, site management, procurement and control of material usage.	Experience of over 25 years in execution of many Industrial constructions like Petrochemical & Refinery Plants, Steel plants, Cement Plants, Power projects and many Infrastructure projects.
No. of Shares held in the Company	Nil	Nil	Nil	Nil	4,00,801 Equity Shares	1,00,473 Equity Shares	Nil
List of other Public Limited Companies (in India) in which holds Directorship as on March 31, 2012	<ul style="list-style-type: none"> <li>• Poly Medicare Limited</li> <li>• Jain Irrigation Systems Ltd.</li> <li>• Atul Rajasthan Date Palms Limited</li> <li>• Glenmark Generics Limited</li> <li>• Glenmark Pharmaceuticals Limited</li> <li>• Spice Retail Limited</li> <li>• S Mobility Limited</li> </ul>	Kalpitaru Power Transmission Ltd.	None	None	<ul style="list-style-type: none"> <li>• JMC Mining and Quarries Ltd.</li> <li>• JMC Infrastructure Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>• JMC Mining and Quarries Ltd.</li> <li>• JMC Infrastructure Ltd.</li> </ul>	None
Chairmanship / Membership of Committee(s) of Director of the Company	Audit Committee – Chairman Remuneration Committee - Chairman	Audit Committee Member Remuneration Committee Member	None	None	Shareholders' Grievance Committee - Member	Shareholders' Grievance Committee – Member	None
Chairman / Member of the Committee(s) of Board of Directors of other Public Limited Companies in which he is a Director	Remuneration Committee - Member	Audit Committee Member	None	None	None	None	None



### Information about last 3 Annual General Meetings

The details of last 3 Annual General Meetings are as under:

AGM	Financial Year	Date & Time of AGM	Place of Meeting
23 <sup>rd</sup> AGM	2008-09	July 28, 2009 at 4.00 p.m.	ATMA Auditorium, Ashram Road, Ahmedabad
24 <sup>th</sup> AGM	2009-10	July 29, 2010 at 12.00 p.m.	ATMA Auditorium, Ashram Road, Ahmedabad
25 <sup>th</sup> AGM	2010-11	July 28, 2011 at 2.30 p.m.	ATMA Auditorium, Ashram Road, Ahmedabad

### Special Resolution in last 3 AGMs

At the Annual General Meeting held on July 28, 2009, three special resolutions were passed, out of which, two for re-appointment of Mr. Hemant Modi as Vice Chairman & Managing Director; and Mr. Suhas Joshi as Managing Director of the Company and third resolution for the amendment of Articles of Association of the Company.

At the Annual General Meeting held on July 29, 2010, one special resolution was passed for amending Clause (5)(a) relating to restructuring of Authorized Capital of the Company.

At the Annual General Meeting held on July 28, 2011, one special resolution was passed for amending clause relating to Gratuity payable to Mr. Hemant Modi & Mr. Suhas Joshi, pursuant to amendment in The Payment of Gratuity Act, 1972.

### Postal Ballot

During the year under review, no resolution was passed through postal ballot.

### CEO / CFO Certification

The Board of Directors has been provided CEO / CFO certification from Vice Chairman and Chief Financial Officer in accordance with the provisions of Clause 49(V) of the Listing Agreement in quarterly Board Meetings in which financial results were approved.

### Means of Communication

The Company has published its Quarterly Financial Results in Economic Times – English & Gujarati, Hindu Business Line - English.

The results were also displayed on Company's web-site [www.jmcprojects.com](http://www.jmcprojects.com). The same were also submitted to Stock Exchanges after conclusion of the Board Meetings.

### General Information for Shareholders

#### Annual General Meeting, Book Closure & Dividend Payment

The information of forthcoming Annual General Meeting, Book Closure and Dividend payment details have been provided in the Notice of Annual General Meeting enclosed along with this Annual Report.

### Financial Calendar

Financial year : April 1 to March 31

### Financial Results

First quarter : July end  
 Second quarter : October end  
 Third quarter : January end  
 Annual Results : May end

### Listing

Presently, the equity shares of the Company are listed on Bombay Stock Exchange of India (BSE) and National Stock Exchange of India Ltd. (NSE). The details of listing of securities are as under.

Name of Stock Exchange	Stock Code
Bombay Stock Exchange Ltd.	: 522263
National Stock Exchange of India Ltd.	: JMCPROJECT
ISIN (Dematerialized Securities)	: INE890A1016

The Company has paid listing fees to Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd. for financial year 2012-2013 within time.



**Market Price Data**

The High & Low share price and High & Low Index during each month in financial year 2011-12 on Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd. are as under:

Month	Bombay Stock Exchange Ltd.				National Stock Exchange Ltd.			
	High Share Price ₹	Low Share Price ₹	Index during the month		High Share Price ₹	Low Share Price ₹	Index during the month	
			High	Low			High	Low
Apr-11	169.40	152.00	19,811.14	18,976.19	170.80	151.00	5944.45	5693.25
May-11	156.50	135.05	19,253.87	17,786.13	156.00	131.95	5775.25	5328.70
Jun-11	158.95	135.05	18,873.39	17,314.38	159.70	136.00	5657.90	5195.90
Jul-11	170.10	153.30	19,131.70	18,131.86	171.00	153.30	5740.40	5453.95
Aug-11	161.90	125.00	18,440.07	15,765.53	158.00	125.05	5551.90	4720.00
Sep-11	149.80	122.25	17,211.80	15,801.01	150.00	125.00	5169.25	4758.85
Oct-11	131.95	115.00	17,908.13	15,745.43	132.85	114.00	5399.70	4728.30
Nov-11	135.70	107.45	17,702.26	15,478.69	139.95	107.00	5326.45	4639.10
Dec-11	116.50	84.20	17,003.71	15,135.86	121.50	84.50	5099.25	4531.15
Jan-12	120.95	82.15	17,258.97	15,358.02	123.00	79.00	5217.00	4675.80
Feb-12	148.00	117.10	18,523.78	17,061.55	149.05	117.05	5629.95	5225.75
Mar-12	135.70	93.80	18,040.69	16,920.61	135.80	93.50	5499.40	5328.70

**Share Transfer System**

Applications for transfer of shares in physical form are very minimal and processed by the Company's Registrar & Transfer Agent M/s. Link Intime India Pvt. Ltd. The Share Transfer Committee constituted for transfer / transmission of shares, issue of duplicate shares and allied matters considers and approves the share transfer once in fortnight subject to transfer instrument being valid and complete in all respects.

The Company has obtained half yearly certificates from Practicing Company Secretary for compliance of share transfer formalities as per the requirement of Clause 47(c) of the Listing Agreement with Stock Exchanges. The Practicing Company Secretary has also carried out quarterly Share Capital Audit of the Company on a quarterly basis pursuant to SEBI circular no. 16 dated December 31, 2002 and the same has been submitted to Stock Exchanges.

**Distribution of Shareholding as of March 31, 2012**

No. of Shares of ₹ 10/- each.	Shareholders		Share Amount	
	Number	% of Total	In ₹	% of Total
Upto – 500	10,419	86.44%	12,823,540	4.91%
501 – 1000	834	6.92%	6,312,480	2.42%
1001 – 2000	432	3.58%	6,379,380	2.44%
2001 – 3000	147	1.22%	3,711,700	1.42%
3001 – 4000	51	0.42%	1,795,330	0.69%
4001 – 5000	45	0.37%	2,064,450	0.79%
5001 – 10000	71	0.59%	5,060,700	1.94%
10001 – and above	55	0.46%	223,035,900	85.39%
<b>TOTAL</b>	<b>12,054</b>	<b>100.00%</b>	<b>261,183,480</b>	<b>100.00%</b>

## Shareholding Pattern as of March 31, 2012

Sr.	Category	No. of Shares	% of shares held
A	Promoter & Promoter Group Share Holding		
	Promoters	18,050,182	69.11%
	Persons Acting in Concert	70,389	0.27%
	<b>Total Promoter &amp; Promoter Group (A)</b>	<b>18,120,571</b>	<b>69.38%</b>
B	Public Share Holding		
	1. Institutional :		
	Mutual Fund	1,135,430	4.35%
	Foreign Institutional Investors	1,593,478	6.10%
	2. Non-Institutional :		
	Corporate Bodies	441,828	1.69%
	NRIs	593,599	2.27%
	Indian Public	4,071,508	15.59%
	Trust	82,500	0.32%
	Clearing Members	79,434	0.30%
	<b>Public Shareholding (B)</b>	<b>7,997,777</b>	<b>30.62%</b>
	<b>TOTAL (A + B)</b>	<b>26,118,348</b>	<b>100.00%</b>

No person in Promoter or Promoter Group of the Company has pledged any shares of JMC Projects (India) Ltd.

### Dematerialization of Shares & Liquidity

As on March 31, 2012, 99.50% shares were held in dematerialized form and balance 0.50% shares were held in physical form.

### Outstanding GDRs / ADRs / Warrants / Options or any Convertible Instruments

The Company has issued 600,000 Stock Options to eligible employees, which are convertible into equity shares within four years from the date of vesting of options, subject to exercise of option by the employee concerned. The exercise period for conversion of these options has been started, however no employee has exercised his option for conversion of shares and as of March 31, 2012, the total no. of such options which have been vested but not exercised are 3,60,032. The Company has no outstanding GDRs / ADRs / Warrants or any other Convertible Instruments as on March 31, 2012, except as stated above.

## Certificate by Chief Executive Officer

All the Board members and Senior Management Personnel have, for the year ended March 31, 2012, affirmed compliance with the Code of Conduct laid down by the Board of Directors in terms of Listing Agreement with the Stock Exchanges.

Place : Ahmedabad

Date : May 7, 2012

Hemant Modi  
CEO, Vice Chairman  
& Managing Director

## Corporate Governance Compliance Certificate

CIN : L45200GJ1986PLC008717

Nominal Capital : ₹ 500,000,000/-

To,  
The Members of  
JMC PROJECTS (INDIA) LIMITED

In accordance with Clause 49 of the Listing Agreement entered into by JMC Projects (India) Limited with the Stock Exchanges, I have examined all the relevant records of the Company relating to its compliance of conditions of Corporate Governance as stipulated in Clause 49, for the financial year ended on March 31, 2012.

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

In my opinion and to the best of my information and according to the explanations given to me and the re-presentations made by the Directors and the Management, I certify that the Company has complied with the mandatory conditions of Corporate Governance as stipulated in abovementioned Listing Agreement.

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

Place : Ahmedabad

Date : May 19, 2012

Name of Company Secretary : Tapan Shah  
Membership No. : FCS4476  
C. P. Number : 2839







To  
The Members of  
JMC Projects (India) Limited

1. We have audited the attached Balance Sheet of JMC PROJECTS (INDIA) LIMITED ("the Company") as at 31st March, 2012 and also the Statement of Profit & Loss and Cash Flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003, issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956 ('the Act') and on the basis of such checks as we considered appropriate, and according to the information and explanations given to us, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments, in the Annexure referred to in paragraph 3 above, we report that :
  - a. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of such books.
  - c. The Balance Sheet, Statement of Profit & Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account.
  - d. In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub section (3C) of section 211 of the Companies Act, 1956.
  - e. In our opinion and to the best of our information and according to the explanations given to us, the accounts read with the notes thereon, and subject to third party confirmations, give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India:
    - i) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2012;
    - ii) In the case of Statement of Profit & Loss, of the profit of the Company for the year ended on that date; and
    - iii) In the case of Cash Flow statement, of the cash flows for the year ended on that date.
5. On the basis of written representation received from directors and taken on record by the board of directors, we report that none of the directors is disqualified as on March 31, 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.

For KISHAN M. MEHTA & CO  
Chartered Accountants  
Registration No. 105229W

(KISHAN M MEHTA)  
Partner  
Mem. No. 13707  
Ahmedabad  
DATED: 19<sup>th</sup> May, 2012



## Annexure

Reg: JMC PROJECTS (INDIA) LIMITED

(Referred to in paragraph 3 of our report of even date)

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets,
  - (b) As explained to us, the fixed assets have been physically verified by the management in accordance with a phased programme of verification of its fixed assets adopted by the Company, which in our opinion is reasonable, considering the size and the nature of its business. The frequency of verification is reasonable and no material discrepancies have been noticed on such physical verification.
  - (c) During the year, the Company has not disposed off any substantial part of fixed assets.
- (ii) (a) The inventory has been physically verified by the management during the year at reasonable intervals. In our opinion, the frequency of verification is reasonable.
  - (b) In our opinion and according to the information and explanations given to us, procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
  - (c) The Company is maintaining proper records of inventory. In our opinion discrepancies noticed on physical verification of inventory have been properly dealt with in the books of accounts.
- (iii) (a) The Company has granted unsecured loan to two parties covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was ₹ 108.77 Lacs and year end balance of loan granted to such party was ₹ 93.07 Lacs.
  - (b) In our opinion the rate of interest and other terms and conditions of loans given by the Company are not prima facie, prejudicial to the interest of the Company.
  - (c) The parties have been regular in the payment of principal and interest as per stipulation, if any.
  - (d) There is no overdue amount of loan granted to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956.
  - (e) The Company has not taken any loans, secured or unsecured, from companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Therefore the provisions of sub clause (e), (f) and (g) of clause (iii) of para 4 of the Order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchases of inventory and fixed assets and for sale of goods and services. During the course of our audit, no major weaknesses have been noticed in the internal controls in respect of these areas.
- (v) (a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that the particulars of contracts or arrangement that need to be entered into the Register maintained under Section 301 of the Companies Act, 1956 have been so entered.
  - (b) According to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 have been made at the prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (vi) In our opinion and according to the information and explanations given to us, the Company has complied with the provision of section 58A & 58AA or any other relevant provisions of the Companies Act, 1956 and rules framed there under. We are informed that no order had been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any Tribunal.
- (vii) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (viii) The provisions of Section 209 (I) (d) of the Companies Act, 1956 regarding maintenance of cost record are not applicable to the Company.
- (ix) (a) According to the information & explanations given to us and records examined by us, the Company is generally regular in depositing with the appropriate authorities undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, VAT, Wealth Tax, Service Tax, Custom duty, Excise duty, Cess and other undisputed statutory dues applicable to it.





- (b) According to the information and explanations given to us, details of dues which have not been deposited on account of dispute are below.

Name of the Statute	Particulars	Period of which the amount relates	Forum where the dispute is pending	Amount ( ₹ In Lacs )
Tamil Nadu Minor Mineral Concession Rules	Royalty	2003-04	High Court	426.90
Finance Act, 1994	Service Tax	2007-08 to 2009-10	Customs, Excise and Service Tax Appellate Tribunal, Ahmedabad	2695.13
The Central Excise Act, 1944	Excise Duty	2006-07 to 2008-09	Customs, Excise and Service Tax Appellate Tribunal, Bangalore	107.88
The West Bengal VAT Act, 2003	VAT	2008-09	Joint Commissioner, Sales Tax, Kolkata	12.01
Madhya Pradesh VAT Act, 2002	VAT	2007-08 & 2008-09	High Court	295.17
Madhya Pradesh VAT Act, 2002	Entry Tax	2008-09	High Court	52.05
Gujarat VAT Act, 2003	VAT & CST	2006-07	Dy. Commissioner, Commercial Tax, Ahmedabad	249.98
Rajasthan Tax on entry of Goods into Local Areas Act	Entry Tax	2007-08	Deputy Commissioner (Appeals)	2.89

- (x) There are no accumulated losses of the Company as on 31<sup>st</sup> March 2012. The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a bank, financial institution or debenture holders.
- (xii) The Company has not granted any loans or advances on the basis of security, by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the Company is not a chit fund or nidhi mutual benefit fund / Society, therefore, the provisions of para 4 (xiii) of the Companies (Auditor's Report) Order, 2003, are not applicable to the Company.
- (xiv) In our opinion, the Company is not dealing or trading in shares, securities, debentures and other investments. Accordingly, the provisions of para 4(xiv) of the Companies (Auditor's Report) Order, 2003, are not applicable to the Company.
- (xv) The Company has given guarantees in respect of loans taken by the subsidiary Company from bank, amounting to ₹ 40.00 Lacs. According to the information and explanations given to us, the terms and conditions on which the Company has given guarantees are not prejudicial to the interest of the Company.
- (xvi) According to the information and explanations given to us, in our opinion the term loans raised during the year have been applied for the purpose for which they were raised.
- (xvii) According to the information and explanations given to us and on an overall examination of the Balance Sheet and Cash Flow Statement of the Company, we report that no funds raised on short-term basis have been used for long term investment.
- (xviii) The Company has not issued any Debentures during the year.
- (xix) The Company has not raised money by way of public issue during the year.
- (xx) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statement and as per the information and explanation given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

For KISHAN M. MEHTA & CO  
Chartered Accountants  
Registration No. 105229W

(KISHAN M MEHTA)  
Partner  
Mem. No. 13707  
Ahmedabad  
DATED: 19<sup>th</sup> May, 2012

# BALANCE SHEET AS AT 31ST MARCH 2012

( ₹ in Lacs )

PARTICULARS	Note No.	As at 31st March 2012	As at 31st March 2011
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
(a) Share Capital	1	2,611.83	2,611.83
(b) Reserves and Surplus	2	39,634.95	35,052.46
		42,246.78	37,664.29
<b>Non Current Liabilities</b>			
(a) Long-Term Borrowings	3	13,780.32	8,022.11
(b) Deferred Tax Liabilities (Net)	4	-	375.73
(c) Other Long Term Liabilities	5	23,818.54	14,439.27
(d) Long-Term Provisions	6	2,596.82	2,033.62
		40,195.68	24,870.73
<b>Current Liabilities</b>			
(a) Short-Term Borrowings	7	11,425.23	7,231.45
(b) Trade Payables	8	40,132.50	32,208.91
(c) Other Current Liabilities	9	16,718.87	22,302.02
(d) Short-Term Provisions	10	1,427.34	2,034.78
		69,703.94	63,777.16
<b>TOTAL</b>		152,146.40	126,312.18
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
(a) Fixed Assets			
(i) Tangible Assets	11	27,204.26	22,604.24
(ii) Intangible Assets		-	-
(iii) Capital Work-in-Progress	11	220.70	511.67
(iv) Intangible Assets under Development		-	-
		27,424.96	23,115.91
(b) Non Current Investments	12	11,781.21	5,690.14
(c) Deferred Tax Assets (Net)	4	778.07	-
(d) Long-Term Loans and Advances	13	9,382.90	4,195.96
(e) Other Non-Current Assets	14	4,911.35	5,308.11
		54,278.49	38,310.12
<b>Current Assets</b>			
(a) Current Investments	15	-	3,000.00
(b) Inventories	16	21,199.34	13,010.12
(c) Trade Receivables	17	41,922.54	50,925.23
(d) Cash and Bank Balances	18	1,864.12	2,717.36
(e) Short-Term Loans and Advances	19	11,960.70	5,806.18
(f) Other Current Assets	20	20,921.21	12,543.17
		97,867.91	88,002.06
<b>TOTAL</b>		152,146.40	126,312.18

Significant Accounting Policies & Notes 1 to 46 to these Financial Statements are accompanying.

As per our report attached

**For Kishan M. Mehta & Co.**  
Chartered Accountants  
Firm Registration No. 105229W

**Kishan M. Mehta**  
Partner  
Membership No. 13707

For and on behalf of the Board of Directors

**Shailendra Tripathi**  
Dy. Managing Director

**Suhas Joshi**  
Whole-time Director

**Kamal Jain**  
Director

**Rahul Shah**  
CFO

**Amit Raval**  
Vice President & Company Secretary

AHMEDABAD, May 19, 2012

MUMBAI, May 18, 2012





## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2012

( ₹ in Lacs )

PARTICULARS	Note No.	Year ended 31st March 2012	Year ended 31st March 2011
<b>INCOME</b>			
Revenue from Operations	21	207,637.76	138,008.67
Other Income	22	1,115.27	437.92
<b>TOTAL REVENUE</b>		<b>208,753.03</b>	<b>138,446.59</b>
<b>EXPENSES</b>			
Construction Materials Consumed	23	81,313.55	43,403.38
(Increase) / Decrease in Inventories of Work-in-Progress	24	(3,725.37)	(712.63)
Employee Benefit Expense	25	14,207.48	12,327.37
Finance Cost	26	5,394.01	3,381.62
Depreciation and Amortization Expense	11	4,706.08	3,950.16
Other Expenses	27	100,420.67	70,885.78
<b>TOTAL EXPENSES</b>		<b>202,316.42</b>	<b>133,235.68</b>
Profit before exceptional and extraordinary items and tax		6,436.61	5,210.91
Exceptional Items		-	-
Profit before extraordinary items and tax		6,436.61	5,210.91
Extraordinary Items		-	-
Profit before tax		6,436.61	5,210.91
Tax Expense :			
Current Tax		2,396.79	1,541.88
Deferred Tax		(1,153.80)	(334.45)
<b>Profit / (Loss) for the year</b>		<b>5,193.62</b>	<b>4,003.48</b>
Earnings per equity share : [Nominal value ₹ 10/- per share]			
Basic (in ₹)		19.88	17.16
Computed on the basis of profit for the year			
Diluted (in ₹)		19.88	17.16
Computed on the basis of profit for the year			

Significant Accounting Policies &amp; Notes 1 to 46 to these Financial Statements are accompanying.

As per our report attached  
**For Kishan M. Mehta & Co.**  
 Chartered Accountants  
 Firm Registration No. 105229W

**Kishan M. Mehta**  
 Partner  
 Membership No. 13707

For and on behalf of the Board of Directors

**Shailendra Tripathi**  
 Dy. Managing Director

**Suhas Joshi**  
 Whole-time Director

**Kamal Jain**  
 Director

**Rahul Shah**  
 CFO

**Amit Raval**  
 Vice President & Company Secretary

AHMEDABAD, May 19, 2012

MUMBAI, May 18, 2012

# CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2012

(₹ in Lacs)

PARTICULARS	Year ended 31st March 2012	Year ended 31st March 2011
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
PROFIT BEFORE TAX AND EXTRAORDINARY ITEMS	6,436.61	5,204.67
ADD / (DEDUCT) ADJUSTMENTS FOR :		
Depreciation	4,706.08	3,950.16
Interest Paid	4,565.17	2,740.00
Unrealised (Profit) / Loss from Exchange Rate Variation	10.94	(28.40)
Loss on Assets Lost	63.53	46.63
Deferred Employee Compensation written off	(4.02)	62.83
Interest Income	(669.45)	(252.97)
Dividend Income	(49.82)	(41.15)
(Profit) / Loss on Sale of Assets (Net)	(41.24)	(49.42)
Share of Profit in Joint Venture	(7.14)	(61.79)
Share of Loss on Investment	-	0.45
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	15,010.66	11,571.01
ADJUSTMENTS FOR :		
Trade & Other Receivables	(10,500.38)	(18,866.68)
Inventories	(8,189.22)	(6,322.86)
Trade & Other Payables	11,664.55	22,563.21
CASH GENERATED FROM OPERATIONS	7,985.61	8,944.68
Direct Taxes Paid	(2,216.46)	(2,226.18)
Prior Period Items	-	6.23
NET CASH FLOW FROM OPERATING ACTIVITIES	5,769.15	6,724.73
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(9,205.17)	(6,746.09)
Sale of Fixed Assets	167.74	1,427.29
Long term & Current Investments	(3,091.07)	(8,003.82)
Share of Profit In Joint Venture	7.14	61.79
Share of Loss on Investment in Joint Venture	-	(0.45)
Deposit With Banks	(1,696.22)	192.17
Interest Received	669.45	252.97
Dividend Received	49.82	41.15
NET CASH FLOW FROM INVESTING ACTIVITIES	(13,098.31)	(12,774.99)
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Issue of Equity Share Capital	-	8,991.19
Proceeds from issue of Non-Convertible Debentures	-	5,000.00
Proceeds From Term Borrowings	9,744.81	1,135.58
Repayment of Term Loans	(3,986.60)	(2,747.36)
Working Capital Finance	4,193.78	(1,712.84)
Interest Paid	(4,565.17)	(2,740.00)
Dividend Paid	(522.37)	(435.37)
Corporate Dividend Tax Paid	(84.74)	(72.31)
NET CASH FLOW FROM FINANCING ACTIVITIES	4,779.71	7,418.89
NET INCREASE / (DECREASE) IN CASH PAID & CASH EQUIVALENTS	(2,549.45)	1,368.63
OPENING BALANCE OF CASH & CASH EQUIVALENTS	2,633.57	1,264.94
CLOSING BALANCE OF CASH & CASH EQUIVALENTS	84.12	2,633.57

As per our report attached  
For Kishan M. Mehta & Co.  
Chartered Accountants  
Firm Registration No. 105229W

Kishan M. Mehta  
Partner  
Membership No. 13707

For and on behalf of the Board of Directors

Shailendra Tripathi  
Dy. Managing Director

Suhas Joshi  
Whole-time Director

Kamal Jain  
Director

Rahul Shah  
CFO

Amit Raval  
Vice President & Company Secretary

AHMEDABAD, May 19, 2012

MUMBAI, May 18, 2012





## SIGNIFICANT ACCOUNTING POLICIES

### i Accounting Convention

Financial statements are prepared in accordance with applicable Accounting Standards under the historical cost convention on accrual basis.

### ii Use of Estimates

The presentation of financial statements requires certain estimates and assumptions. These estimates and assumptions affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual result and estimates are recognized in the period in which the results are known / materialized.

### iii Revenue Recognition

#### a. Construction Contracts

Running Account Bills for work completed are recognized on percentage of completion method based on completion of physical proportion of the contract work. Income on account of claims and extra item work are recognized to the extent Company expects reasonable certainty about receipts or acceptance from the client. When it is probable that total contract cost will exceed the total contract revenue, the expected loss is recognized immediately.

#### b. Others

Dividends are recorded when the right to receive the payment is established. Interest income is recognized in time proportionate basis.

### iv Fixed Assets

Fixed Assets are stated at cost less accumulated depreciation less impairment losses, if any. Cost is inclusive of all identifiable expenditure incurred to bring the assets to their working condition for intended use. When an asset is disposed off, demolished or destroyed, the cost and related depreciation are removed from the books of accounts and resultant profit or loss, is reflected in the Statement of Profit & Loss. Direct cost as well as related incidental and identifiable expenses incurred on acquisition of fixed assets that are not yet ready for their intended use or put to use as at the Balance Sheet date are stated as Capital Work in Progress.

### v Depreciation

Depreciation is provided on the straight line method on all depreciable assets at the rate prescribed in schedule XIV of the Companies Act, 1956 on pro-rata basis except that considering the useful life based on technical evaluation by the management, higher rate than the prescribed rates are applied on a few shuttering items of Machinery @ 30%, on office equipments @ 12.5%, on all vehicles @ 15% and on remaining Plant and Machineries which are acquired on or after 1st October, 2005 @ 12.5% .

### vi Impairment of Fixed Assets

The carrying cost of assets is reviewed at each Balance Sheet date to determine whether there is any indication of impairment of assets. If any indication exists, the recoverable value of such assets is estimated. An impairment loss is recognized when the carrying cost of assets exceeds its recoverable value. An impairment loss is reversed, if there has been a change in the estimates used to determine the recoverable amount and recognized in compliance with AS - 28.

### vii Investments

Investments are stated at cost. Provision for diminution in the value of long term investments is made only if such a decline is other than temporary in the opinion of the Management.

### viii Retirement Benefits

- Gratuity liability is covered by payment thereof to Gratuity fund, the defined benefit plan under Group Gratuity Cash Accumulation Scheme of Life Insurance Corporation of India and SBI Life Insurance under irrevocable trust. The Company's liability towards gratuity are determined on the basis of actuarial valuation done by independent actuary.
- Contribution to Provident Fund and Superannuation Fund, the defined contribution plans as per the schemes are charged to Statement of Profit & Loss.
- Provision for Leave encashment liability is made based on actuarial valuation as at the Balance Sheet date.
- All other short-term benefits for employees are recognized as an expense at the undiscounted amount in the Statement of Profit & Loss of the year in which the related service is rendered.



## SIGNIFICANT ACCOUNTING POLICIES

### ix Inventories

- a. Construction materials, stores, spares and tools are valued at lower of cost or net realizable value. Cost include cost of purchase and other expenses incurred in bringing inventory to their respective present location and condition. Cost is determined using FIFO method of inventory valuation.
- b. Work in progress is valued at lower of cost or net realizable value. In case where work is completed but Running Account bill can not be raised on client due to contractual conditions, the work in progress is valued at contract rates.

### x Provision for Taxes

#### a. Current Tax:

Tax on income for the current period is determined on the basis of estimated taxable income and tax credit computed in accordance with provisions of the Income Tax Act, 1961.

#### b. Deferred Tax:

Deferred tax is recognized, on timing differences, being the difference between the taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. It is calculated using the applicable tax rates and tax laws that have been enacted or substantially enacted as on the balance sheet date. Deferred tax assets which arises mainly on account of unabsorbed losses or unabsorbed depreciation are recognized and carried forward only to the extent that there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized.

### xi Foreign Currency Transaction

- a. Transactions denominated in Foreign Currency are recorded at the exchange rate prevailing on the date of transaction.
- b. In respect of transactions covered by forward exchange contracts, the difference between the forward rate and the exchange rate at the date of the transaction is recognized as income or expense over the life of the contract. Any income or expense on account of exchange rate difference either on settlement or on translation is recognized in Statement of Profit & Loss.
- c. Assets & Liabilities remaining unsettled at the end of the year, other than covered by forward exchange contracts are translated at exchange rate prevailing at the end of the year and the difference is adjusted in Statement of Profit & Loss.

### xii Borrowing Costs

Borrowing Costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that takes necessarily substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

### xiii Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and that probability requires an outflow of resources.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no disclosure is made.

### xiv Accounting for Project Mobilisation expenses

Expenditure incurred on creation of site infrastructures is written off in proportion to work done at respective sites so as to absorb such expenditure during the tenure of the contract.

### xv Other Accounting Policies

Accounting Policies not specifically referred to, are consistent with the generally accepted accounting practices.







## NOTES ON FINANCIAL STATEMENTS AS AT 31ST MARCH 2012

	( ₹ in Lacs )	
	As at 31st March 2012	As at 31st March 2011
<b>NOTE - I</b>		
<b>SHARE CAPITAL</b>		
Authorised:		
35,000,000 (35,000,000) Equity Shares of ₹ 10/- each	3,500.00	3,500.00
1,500,000 (1,500,000) Preference Shares of ₹ 100/- each	1,500.00	1,500.00
<b>TOTAL</b>	<b>5,000.00</b>	<b>5,000.00</b>
Issued, Subscribed and Paid up:		
26,118,348 (26,118,348) Equity Shares of ₹ 10/- each fully paid up	2,611.83	2,611.83
<b>TOTAL</b>	<b>2,611.83</b>	<b>2,611.83</b>

## a. Reconciliation of the Shares outstanding at the beginning and at the end of the year

## Equity Shares

	As at 31st March 2012		As at 31st March 2011	
	Nos.	( ₹ in Lacs )	Nos.	( ₹ in Lacs )
At the beginning of the year	26,118,348	2,611.83	21,768,348	2,176.83
Issued during the year	-	-	4,350,000	435.00
Bought back during the year	-	-	-	-
Outstanding at the end of the year	26,118,348	2,611.83	26,118,348	2,611.83

## b. Terms / Rights attached to Equity Shares

The Company has only one class of Equity Shares having par value of ₹ 10/- per share. Each holder of Equity Shares is entitled to one vote per share. The dividend is declared and paid on being proposed by the Board of Directors after the approval of the Shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive remaining assets of the Company, after distribution of all liabilities. The distribution will be in proportion to the number of Equity Shares held by the shareholders.

## c. Shares held by Holding Company and its Subsidiaries / Associates.

Out of Equity Shares issued by the Company, the Shares held by Holding and its Subsidiaries / Associates are as below :

	( ₹ in Lacs )	
	As at 31st March 2012	As at 31st March 2011
Kalpataru Power Transmission Ltd.		
17,548,908 (17,548,908) Equity Shares of ₹ 10/- each fully paid *	1,754.89	1,754.89

- \* In previous year, on November 20, 2010, the Company had allotted 4,350,000 (Forty Three Lacs Fifty Thousand Only) Equity Shares of ₹ 10/- each on preferential basis to Kalpataru Power Transmission Ltd. (KPTL), the Holding Company as per the approval u/s. 81 of the Companies Act, 1956 by the Shareholders at their Extra Ordinary General Meeting held on November 6, 2010 at a price of ₹ 207/- per share. For preferential allotment of Equity Shares to KPTL, to comply SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 1997, KPTL made an open offer to the shareholders of the Company for acquisition, to the extent of 20% of increased paid up equity share capital, at a price of ₹ 207/- per share, calculated as per said regulations and consequently KPTL acquired 1,658,661 Equity Shares of ₹ 10/- each from the Shareholders of the Company.

## d. Details of shareholders holding more than 5% shares in the Company

	As at 31st March 2012		As at 31st March 2011	
	Nos.	% holding	Nos.	% holding
Equity Shares of ₹ 10/- each fully paid				
Kalpataru Power Transmission Ltd., the Holding Company	17,548,908	67.19%	17,548,908	67.19%

## e. Shares reserved for issue under options

The Company has reserved issuance of 1,000,000 (1,000,000) Equity Shares of ₹ 10/- each for offering to the eligible employees of the Company under Employee Stock Option Plan (ESOP). On 21st July 2007, the Company granted 600,000 Options to the eligible employees at a price of ₹ 217/- each, and these Options would vest over the period of 4 years from the date of grant based on specified criteria. (Refer Note No.42)

## NOTES ON FINANCIAL STATEMENTS AS AT 31ST MARCH 2012

( ₹ in Lacs )

	As at 31st March 2012		As at 31st March 2011
NOTE - 2			
RESERVES & SURPLUS			
Securities Premium:			
As per last Balance Sheet	21,209.18		12,652.99
Add: Share Premium during the year	-		8,569.50
Less: Shares Issue expenses	-		13.31
		21,209.18	21,209.18
Debenture Redemption Reserve			
As per last Balance Sheet	243.75		-
Transfer from Surplus of Profit	325.00		243.75
		568.75	243.75
Employee Share Options Outstanding			
Employee share options granted - at the beginning of the year	202.04		162.40
Add : Compensation for options granted	-		-
Add : Deferred Employee Share Compensation	(4.02)		39.64
Less : Transferred to Securities Premium on exercise of Share Options	-		-
		198.02	202.04
General Reserve:			
As per last Balance Sheet	2,397.91		1,947.91
Add: Transfer from Surplus of Profit	525.00		450.00
		2,922.91	2,397.91
Surplus of Profit			
Balance as per Last Balance Sheet	10,999.58		8,296.96
Add : Profit for the year as per Statement of Profit & Loss	5,193.62		4,003.48
Less : Appropriations			
Proposed Dividend	(522.37)		(522.37)
Corporate Tax on Proposed Dividend	(84.74)		(84.74)
Transfer to Debenture Redemption Reserve	(325.00)		(243.75)
Transfer to General Reserve	(525.00)		(450.00)
Net Surplus of Profit		14,736.09	10,999.58
TOTAL		39,634.95	35,052.46





## NOTES ON FINANCIAL STATEMENTS AS AT 31ST MARCH 2012

(₹ in Lacs)

	As at 31st March 2012	As at 31st March 2011
<b>NOTE - 3</b>		
<b>LONG TERM BORROWINGS</b>		
<b>A. Secured Loans</b>		
(a) Debentures		
500 ( 500 ) 9.5% Secured Redeemable Non - Convertible Debentures of ₹ 10,00,000/- each.	5,000.00	5,000.00
(b) Term Loans:		
(i) From Banks:	8,416.89	1,956.85
(ii) Loan against Vehicles / Equipments	73.80	96.23
	8,490.69	2,053.08
<b>B. Unsecured Loans</b>		
(i) Fixed Deposits from Public	289.63	969.03
<b>TOTAL</b>	<b>13,780.32</b>	<b>8,022.11</b>

Notes:

Nature of Security	Terms of Repayment
<p><b>A. (a) 9.5% Secured Redeemable Non-Convertible Debentures (NCDs) :</b> First charge on movable fixed assets of the Company to the extent of 1.25 times of the amount of NCDs in pari passu with consortium term lender Banks and HDFC Bank, and first charge by mortgage of a land at Maharajpura, Kadi, Gujarat.</p> <p><b>(b) (i) Term Loans from Banks :</b> Term Loans from three consortium Banks amounting to ₹ 1,940.58 lacs (P.Y. ₹ 3,046.16 lacs) are secured by first charge in pari passu with Debenture holders upto 1.25 times of the amount of NCDs &amp; HDFC Bank on Plant &amp; Machinery except financed by others &amp; Second charge on current assets as mentioned in Note No. 9.</p> <p>Term Loan from HDFC bank Ltd. amounting to ₹ 4,166.67 lacs (P.Y. ₹ Nil) is secured by first charge on all the movable fixed assets except financed by others in pari-passu with three consortium term loan lenders and debenture holders to the extent of 1.25 times of the amount of NCDs.</p> <p>External Commercial Borrowing of US\$ 10 Million (P.Y. Nil) is secured by first charge on specific movable fixed assets financed by them.</p> <p><b>(b) (ii) Loan against Vehicles / Equipments :</b> Loans of ₹ 110.20 lacs (P.Y. ₹ 144.14 lacs) are secured by way of charge on specific equipments and vehicles financed by them on different loans.</p>	<p>NCDs are repayable in trenches at the end of 3rd, 4th and 5th year ₹ 1,500 lacs, ₹ 2,000 lacs and ₹ 1,500 lacs, respectively, from date of allotment i.e. July 15, 2010.</p> <p>Term Loan from Oriental Bank of Commerce is repayable in 16 quarterly installments of ₹ 168.75 lacs each from March, 2010 with varying rate of interest linked to base rate of Bank from time to time.</p> <p>Term Loan from Karur Vysya Bank Ltd. is repayable in 16 quarterly installments of ₹ 47.17 lacs each from February, 2011 with varying interest rate linked to base rate of Bank from time to time.</p> <p>Term Loan from Indian Bank is repayable in 16 quarterly installments of ₹ 37.50 lacs each from March, 2010 with varying interest rate linked to base rate of Bank from time to time.</p> <p>Term Loan from HDFC Bank Ltd. is repayable in 12 quarterly installments of ₹ 416.67 lacs each from October, 2011 and carry interest @ 11% p.a. on ₹ 30 crores and @ 11.35% p.a. on ₹ 20 crores</p> <p>13 quarterly installments of US\$ 769,230.77 each from 25th October, 2013 and carry interest @ 6 months LIBOR plus spread.</p> <p>60 monthly installments beginning from the month subsequent to disbursement, along with interest ranging from 8.20% to 12.50% p.a. for different loans.</p> <p>Fixed deposits maturing at 12, 24 and 36 months from the date of deposit carry interest @ 9.50%, 10% and 10.50% p.a. respectively. Deposits by senior citizen carry additional interest @ 0.50% p.a.</p>
<p><b>B. Unsecured Loans - Fixed Deposits :</b> Fixed Deposits from public.</p>	



## NOTES ON FINANCIAL STATEMENTS AS AT 31ST MARCH 2012

	( ₹ in Lacs )	
	As at 31st March 2012	As at 31st March 2011
<b>NOTE - 4</b>		
<b>DEFERRED TAX LIABILITY / (ASSET)</b>		
Deferred Tax Liability		
Depreciation	525.81	769.21
Others	230.87	860.25
Less : Deferred Tax Asset		
U/s. 43B, 40 (a)(ia) of Income Tax Act and Others (Net)	(1,534.75)	(1,253.73)
<b>TOTAL</b>	<b>(778.07)</b>	<b>375.73</b>
<b>NOTE - 5</b>		
<b>OTHER LONG TERM LIABILITIES</b>		
Trade Payables	2,187.21	3,658.67
Others		
Advance from Clients	21,466.38	10,615.80
Payable to Joint Venture Entities	164.95	164.80
<b>TOTAL</b>	<b>23,818.54</b>	<b>14,439.27</b>
<b>NOTE - 6</b>		
<b>LONG TERM PROVISIONS</b>		
Provision for employee benefits		
Leave Encashment	229.45	167.74
Other Provisions		
Defect Liability Period Expenses	2,367.37	1,865.88
<b>TOTAL</b>	<b>2,596.82</b>	<b>2,033.62</b>
<b>NOTE - 7</b>		
<b>SHORT TERM BORROWINGS</b>		
Secured		
Working Capital Loans Repayable on Demand from Banks #	8,838.26	7,002.04
Overdraft from a Bank against Fixed Deposits	11.68	-
Bills Payables #	2,440.22	-
Unsecured		
Fixed Deposits from Public	135.07	229.41
<b>TOTAL</b>	<b>11,425.23</b>	<b>7,231.45</b>

# Working Capital Loans and Bills Payables are secured in favour of consortium bankers, by way of :

- First charge against hypothecation of stocks, work in progress, stores and spares, bills receivables, book debts and other current assets except second charge on current assets in favour of a bank for Bank Guarantee of ₹ 4,901 Lacs provided on behalf of Joint Venture in which the Company is one of the member and three consortium bankers for term loan financed by them.
- Second charge on plant and machineries.
- First charge on the office premises of the Company.







## NOTES ON FINANCIAL STATEMENTS AS AT 31ST MARCH 2012

( ₹ in Lacs )

	As at 31st March 2012	As at 31st March 2011
<b>NOTE - 8</b>		
<b>TRADE PAYABLES</b>		
Acceptances	6,900.95	5,432.81
Others	33,231.55	26,776.10
<b>TOTAL</b>	<b>40,132.50</b>	<b>32,208.91</b>
<b>NOTE - 9</b>		
<b>OTHER CURRENT LIABILITIES</b>		
Current Maturities of Long Term Debt		
Term Loans from Banks - [Refer Note 3 A(b)(i)]	2,680.36	3,153.27
Loan against Vehicles / Equipments [Refer Note 3 A(b)(ii)]	36.39	47.91
Fixed Deposits from Public [Refer Note 3 B]	919.56	211.58
Interest Accrued but not due on Borrowings	335.18	176.40
Unclaimed Dividend	6.83	5.21
Unclaimed Matured Fixed Deposits and Interest	16.13	7.03
Others		
Payables for Capital Goods	1,472.18	927.09
Advance from Clients	8,706.72	14,056.90
Other Statutory Liabilities *	2,485.25	3,661.15
Unclaimed Share Application Money	0.49	0.51
Security Deposits	59.78	54.97
<b>TOTAL</b>	<b>16,718.87</b>	<b>22,302.02</b>
* Includes VAT Payable ₹ 395.20 lacs (P.Y. ₹ 668.54 lacs) [Net of Advance ]		
<b>NOTE - 10</b>		
<b>SHORT TERM PROVISIONS</b>		
<b>Provision for Employee Benefits</b>		
Leave Encashment	29.23	93.91
Gratuity	112.93	6.32
<b>Other Provisions</b>		
Defect Liability Period and Project Expenses	678.07	1,327.44
Proposed Dividend	522.37	522.37
Corporate Tax on Proposed Dividend	84.74	84.74
<b>TOTAL</b>	<b>1,427.34</b>	<b>2,034.78</b>



# NOTES ON FINANCIAL STATEMENTS AS AT 31ST MARCH 2012

## NOTE - 11

### TANGIBLE ASSETS

(₹ in Lacs)

Description	Gross Block				Depreciation				Net Block		
	As at 01/04/2011	Additions	Disposals	As at 31/03/2012	As at 01/04/2011	For the Year	Recouped	As at 31/03/2012	As at 31/03/2012	As at 31/03/2011	
Freehold Land	23.78	-	-	23.78	-	-	-	-	23.78	23.78	
Office Building	217.24	-	-	217.24	17.68	3.55	-	21.23	196.01	199.56	
Store Building	182.22	14.83	-	197.05	14.93	3.38	-	18.31	178.74	167.29	
Plant & Equipments	33,498.87	9,251.37	367.71	42,382.53	12,512.80	4,384.18	210.85	16,686.13	25,696.40	20,986.07	
Furniture & Fixtures	289.00	0.53	10.09	279.44	109.96	18.26	6.09	122.13	157.31	179.04	
Vehicles	1,255.53	93.97	89.06	1,260.44	733.16	153.70	63.51	823.35	437.09	522.37	
Office Equipments	912.66	135.16	23.12	1,024.70	460.27	127.44	19.51	568.20	456.50	452.39	
Electrical Installation	171.74	0.28	0.10	171.92	97.99	15.58	0.10	113.47	58.45	73.75	
<b>TOTAL</b>	<b>36,551.04</b>	<b>9,496.14</b>	<b>490.08</b>	<b>45,557.10</b>	<b>13,946.79</b>	<b>4,706.09</b>	<b>300.06</b>	<b>18,352.82</b>	<b>27,204.26</b>	<b>22,604.24</b>	
Previous Year	31,263.79	7,012.75	1,725.50	36,551.04	10,297.63	3,950.16	301.00	13,946.79	22,604.24	-	
Capital Work-in-Progress	511.67	1,244.94	1,535.91	220.70	-	-	-	-	220.70	511.67	

(₹ in Lacs)

	As at 31st March 2012	As at 31st March 2011
<b>NOTE - 12</b>		
<b>NON CURRENT INVESTMENTS</b>		
<b>Trade Investments</b>		
<b>Unquoted Equity Instruments</b>		
Investments in Subsidiaries :		
<b>Equity Shares of Subsidiary Company</b>		
(a) JMC Mining & Quarries Limited		
500,000 (500,000) Equity Shares of ₹ 10/- each fully paid up	50.00	50.00
(b) Brij Bhoomi Expressway Pvt. Ltd.		
21,250,000 (10,000,000) Equity Shares of ₹ 10/-each fully paid up	2,125.00	1,000.00
Out of above, 10,837,500 ( - ) shares are pledged in favour of bankers of this subsidiary		
(c) Wainganga Expressway Pvt. Ltd.		
30,000,000 ( - ) Equity Shares of ₹ 10/-each fully paid up	3,000.00	-
Out of above, 15,300,000 ( - ) shares are pledged in favour of bankers of this subsidiary		
(d) Vindhyachal Expressway Pvt. Ltd.		
50,000 ( - ) Equity Shares of ₹ 10/-each fully paid up	5.00	-
<b>Equity Shares of Joint Venture Company</b>		
(a) Kurukshetra Expressway Pvt. Ltd.		
32,099,090 (5,099,800) Equity Shares of ₹ 10/- each fully paid up	5,909.84	509.98
Out of above, 14,228,511 (4,900) shares are pledged in favour of bankers of this JV Company		
<b>Equity Shares of Others</b>		
(a) Nutan Nagrik Sahakari Bank Limited		
4,600 (4,600) Equity Shares of ₹ 25/- each fully paid up	1.15	1.15
<b>Share Application Money</b>		
(a) Kurukshetra Expressway Pvt. Ltd.	-	3,439.81
(b) Brij Bhoomi Expressway Pvt. Ltd.	1.00	-
<b>Investment in Joint Venture</b>		
(a) Aggrawal JMC - JV	689.22	689.20
<b>TOTAL</b>	<b>11,781.21</b>	<b>5,690.14</b>



## NOTES ON FINANCIAL STATEMENTS AS AT 31ST MARCH 2012

( ₹ in Lacs )

	As at 31st March 2012	As at 31st March 2011
<b>NOTE - 13</b>		
<b>LONG TERM LOANS &amp; ADVANCES</b>		
Unsecured considered good		
Advance for Capital Goods	183.91	294.22
Loans and Advance to Related Parties		
Loans to Subsidiaries *	2,125.10	-
Security Deposits	883.22	898.95
Others		
Advance to Creditors	3,712.49	799.67
Loans and Advances to Employees	0.56	0.81
Advance VAT (Net of Payable)	2,291.83	2,016.52
Excise Duty Drawback	185.79	185.79
<b>TOTAL</b>	<b>9,382.90</b>	<b>4,195.96</b>
* Loans to Subsidiaries include :		
JMC Mining & Quarries Ltd. ₹ 62.19 lacs ( P.Y. ₹ Nil )		
Wainganga Expressway Pvt. Ltd. ₹ 2,057.00 Lacs ( P.Y. ₹ Nil )		
Vindhyachal Expressway Pvt. Ltd. ₹ 5.91 lacs ( P.Y. ₹ Nil )		
<b>NOTE - 14</b>		
<b>OTHER NON CURRENT ASSETS</b>		
Unsecured considered good		
Long Term Trade Receivables	2,979.05	2,524.48
Others		
Deposit with Banks & Others with remaining Maturity of more than 12 months	50.00	10.00
Unamortized Expenses		
Site Infrastructure	1,731.95	2,773.54
Ancillary cost of borrowing	149.52	-
Accrued Income	0.83	0.09
<b>TOTAL</b>	<b>4,911.35</b>	<b>5,308.11</b>
<b>NOTE - 15</b>		
<b>CURRENT INVESTMENTS</b>		
Unquoted		
(Valued at cost or fair value, whichever is lower)		
Investment in Mutual Fund - Fully Paid up		
(29,762,495) Units of Kotak Mahindra Mutual Fund	-	3,000.00
<b>TOTAL</b>	<b>-</b>	<b>3,000.00</b>
<b>NOTE - 16</b>		
<b>INVENTORIES</b>		
Construction Material	14,013.93	10,505.89
Spares, Tools & Stores	1,902.92	947.11
Work-in- Progress	5,282.49	1,557.12
<b>TOTAL</b>	<b>21,199.34</b>	<b>13,010.12</b>

(a) As Valued, Verified and Certified by the Management.

(b) Basis of valuation is lower of cost or net realizable value, except for work in progress, where work is completed but Running Account bills could not be raised on clients due to contractual conditions, is valued at contracted rates.

## NOTES ON FINANCIAL STATEMENTS AS AT 31ST MARCH 2012

( ₹ in Lacs )

	As at 31st March 2012	As at 31st March 2011
<b>NOTE - 17</b>		
<b>TRADE RECEIVABLES</b>		
Unsecured and considered good		
Debts outstanding over six months from due date of payment	8,050.84	13,585.56
Other Debts Including Retention Money of ₹ 12,519.93 lacs (P.Y. ₹ 11,743.38 lacs)	33,871.70	37,339.67
<b>TOTAL</b>	<b>41,922.54</b>	<b>50,925.23</b>
<b>NOTE - 18</b>		
<b>CASH AND BANK BALANCES</b>		
<b>Cash and Cash Equivalents</b>		
Balance with Banks		
Current Accounts	28.25	512.34
Demand Deposits (with less than 3 months of remaining maturity)	1,500.00	-
Cheques on hand	-	1,991.41
Cash on hand	49.04	124.62
<b>Other Bank Balance</b>		
Deposits as Margin Money against Borrowings and Commitments	280.00	83.78
Dividend Accounts (Unclaimed)	6.83	5.21
<b>TOTAL</b>	<b>1,864.12</b>	<b>2,717.36</b>
<b>NOTE - 19</b>		
<b>SHORT TERM LOANS AND ADVANCES</b>		
Unsecured and considered good		
Loans and Advance to Related Parties *	1,839.69	104.70
Others		
Security Deposits	967.51	407.87
Advance Income Tax (Net of Provision)	1,831.17	2,011.50
Advance VAT / Entry Tax (Net of Payable)	712.82	879.27
Cenvat Credit Receivable	901.90	566.85
Inter Corporate Deposit	318.59	68.72
Advance to Creditors	4,736.70	1,328.29
Loans and Advances to Employees	14.38	17.44
Prepaid Expenses	637.94	421.54
<b>TOTAL</b>	<b>11,960.70</b>	<b>5,806.18</b>
* Loans and Advance to Related Parties Include :		
Kalpataru Power Transmission Ltd. ₹ 1,839.69 lacs (P.Y. Nil)		
JMC Mining & Quarries Ltd. ₹ Nil (P.Y. ₹ 64.00 lacs)		
JMC Infrastructure Ltd. ₹ Nil (P.Y. ₹ 40.70 lacs)		
<b>NOTE - 20</b>		
<b>OTHER CURRENT ASSETS</b>		
Accrued Income	129.47	51.86
Unamortized Expenses		
Site Infrastructure	2,783.04	893.03
Ancillary cost of borrowing	59.97	-
Accrued value of work done (Refer Note 20.1)	17,940.72	10,166.41
Receivables for Sale of Fixed Assets	7.94	1,431.82
Insurance Claims Receivable	0.07	0.05
<b>TOTAL</b>	<b>20,921.21</b>	<b>12,543.17</b>

### NOTE - 20.1

Accrued value of work done of ₹ 17,940.72 lacs represents work done pending for clients' certification. [Net of provision for inclusive taxes and advance received totaling to ₹ 3,187.96 lacs (P.Y. ₹ 50.94 lacs.) against such accrued value of work done.]







## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2012

( ₹ in Lacs )

	2011-12	2010-11
<b>NOTE - 21</b>		
<b>REVENUE FROM OPERATIONS</b>		
<b>Sale of Services</b>		
Contract Revenue	184,864.07	126,768.15
Accrued Value of Work Done	21,128.68	10,217.35
<b>Other Operating Revenue</b>		
Construction Material Sales	638.72	395.21
Scrap Sales	607.06	410.59
Share of Profit in Joint Ventures	7.14	61.79
Liabilities Written Back	392.09	155.58
<b>TOTAL</b>	<b>207,637.76</b>	<b>138,008.67</b>
<b>NOTE - 22</b>		
<b>OTHER INCOME</b>		
<b>Interest Income</b>		
From Deposits	421.92	140.83
From Others	247.53	120.95
<b>Dividend Income</b>		
From Current Investments	49.82	41.15
Net Gain on Sale of Fixed Assets	41.24	49.42
Rent Income	354.76	85.57
<b>TOTAL</b>	<b>1,115.27</b>	<b>437.92</b>
<b>NOTE - 23</b>		
<b>CONSTRUCTION MATERIALS CONSUMED</b>		
Opening Stock of Construction Materials	10,502.45	5,459.96
Add: Purchases during the year	84,820.34	48,449.31
Less: Closing Stock of Construction Materials	14,009.24	10,505.89
<b>TOTAL</b>	<b>81,313.55</b>	<b>43,403.38</b>
<b>NOTE - 24</b>		
<b>(INCREASE) / DECREASE IN INVENTORIES OF WORK-IN-PROGRESS</b>		
Work in Progress (at close)	(5,282.49)	(1,557.12)
Less : Work in Progress (at commencement)	1,557.12	844.49
<b>TOTAL</b>	<b>(3,725.37)</b>	<b>(712.63)</b>
<b>NOTE - 25</b>		
<b>EMPLOYEE BENEFIT EXPENSE</b>		
Salaries, Wages and Bonus	12,393.26	10,705.80
Contribution to Provident & Other Funds	840.03	749.82
Employee Share Option Scheme Expenses	(4.02)	39.64
Staff Welfare Expenses	978.21	832.11
<b>TOTAL</b>	<b>14,207.48</b>	<b>12,327.37</b>



## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2012

(₹ in Lacs)

	2011-12	2010-11
<b>NOTE - 26</b>		
<b>FINANCE COST</b>		
Interest for Fixed Period Loans	1,585.60	1,227.89
Interest - Others	2,979.57	1,567.03
Bank Commission and Charges	620.95	552.63
Other Financial Charges	84.92	57.24
Exchange Rate Variation	122.97	(23.17)
<b>TOTAL</b>	<b>5,394.01</b>	<b>3,381.62</b>
<b>NOTE - 27</b>		
<b>OTHER EXPENSES</b>		
Construction Expenses		
Work Charges	32,983.36	28,740.91
Composite Work Charges	37,599.92	21,418.02
Opening Stock of Spares, Tools & Stores	492.05	382.60
Add: Purchases during the year	983.55	749.38
Less: Closing Stock of Spares, Tools & Stores	608.83	492.05
Consumption of Spares, Tools & Stores	866.77	639.93
Machinery - Running & Maintenance Expenses	3,262.83	2,755.60
Electricity Charges	1,154.68	562.91
Rent & Hire Charges	5,357.60	3,172.91
Security Expenses	811.84	604.92
Site Expenses	6,405.33	4,840.43
Defect Liability Period Expenses	43.95	584.21
	<b>88,486.28</b>	<b>63,319.84</b>
Building & General Repairs	46.02	47.26
Vehicle Maintenance Charges	276.37	262.75
Traveling Expenses	490.63	451.70
Conveyance Expenses	68.84	58.10
Directors' Traveling Expenses	11.51	12.52
Insurance Charges	356.20	303.25
Printing & Stationery Expenses	165.40	153.81
Office Rent	600.80	634.22
Office Expenses	99.39	101.33
Postage & Telephone Charges	193.57	182.38
Bad Debts Written Off	58.15	91.00
Professional & Legal Charges	744.20	536.29
Auditor's Remuneration (Refer Note 27.1)	21.50	42.58
Rates & Taxes	8,120.99	4,114.67
Business Promotion Expenses	216.39	142.88
Advertisement Expenses	33.10	33.23
Computer & IT Expenses	162.31	140.25
Sundry Expenses	175.99	172.10
Training Expenses	26.89	35.59
Loss on Assets Lost	63.53	46.63
Loss on Investment in Joint Ventures	0.16	0.60
Directors' Sitting Fees	2.45	2.80
<b>TOTAL</b>	<b>100,420.67</b>	<b>70,885.78</b>





## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2012

### 27.1 Auditors' Remuneration

Particulars	( ₹ in Lacs )	
	2011-12	2010-11
Audit Fees	20.22	25.37
Taxation Matters	-	5.41
Company Law Matters	1.12	1.65
Other Services & Reports	0.15	8.89
Reimbursement of Expenses	-	1.26
<b>TOTAL</b>	<b>21.50</b>	<b>42.58</b>

### 28 Contingent Liabilities in respect of :

Particulars	( ₹ in Lacs )	
	2011-12	2010-11
A. Bank Guarantees	98.79	478.29
B. Guarantee given to a bank in respect of financial assistance in favour of Subsidiary Company.	40.00	40.00
C. Guarantees given in respect of performance of contracts of Joint Venture Entities & Associates in which Company is one of the member/holder of substantial equity.	20,107.30	23,609.82
D. Claims against the Company not acknowledged as debts. (Refer note below)	1,047.97	2,230.17
E. Show Cause Notice Issued by Service Tax / Excise Dept.	2,805.19	2,603.43
F. Disputed Royalty Demand under Tamilnadu Minor Mineral Concession Rules in appeal before High Court	426.90	426.90
G. Disputed Income Tax Demand in appeal before Appellate Authorities (Excludes Amount considered in [I] hereinafter).	580.51	653.76
H. Disputed VAT Demand in appeal before Appellate Authorities	1,438.79	172.43
I. Income Tax (Net of Deferred Tax) on the claim made of the deductions u/s. 80-IA (4) of the Income Tax Act, 1961. (Refer note 29)	2,068.64	1,191.50

Note : In case where Company has raised the claims on clients against which counter claims have been raised by clients, the excess of counter claims raised by client over the amount of its claims only are considered in the above figures.

- 29 The Finance Act (2), 2009 has amended section 80-IA (4) of the Income Tax Act, 1961 by substituting an explanation to section 80-IA with retrospective effect from 01-04-2000. On the basis of the legal opinion of the experts and decided cases, the Company has continued to claim deduction under section 80-IA (4) of the Act on eligible projects and consequently the Company considers it appropriate not to create a liability for provision of Income Tax. However, an amount of Income tax (Net of Deferred Tax) of ₹ 877.14 Lacs for the current year and of ₹ 1,191.50 Lacs for the earlier years since FY 2006-07 (both - include the amount of tax applicable on the share of profit of Joint Venture Business claiming such deduction) has been disclosed as a contingent liability in note no. 28[I] to these Accounts.

### 30 Capital & Other Commitments

Particulars	( ₹ in Lacs )	
	2011-12	2010-11
<b>Capital Commitments</b>		
Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advances)	384.55	161.54

- 31 In the opinion of the Management, the assets other than Fixed Assets and Non Current Investments have a realizable value, in the ordinary course of business, approximately of the amount at which they are stated in these financial statements.

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2012

### 32 C.I.F. Value of Imports

( ₹ in Lacs )

Particulars	2011-12	2010-11
Value of imports Calculation on CIF Basis :		
Capital Goods	314.97	841.13
Construction Material	355.78	530.00

### 33 Expenditure in Foreign Currency

( ₹ in Lacs )

Particulars	2011-12	2010-11
Foreign Traveling	1.96	5.01
Interest	91.56	29.27
Professional, Technical and Consultancy Fees	83.36	165.71
Advertisement Expenses	0.56	-

### 34 Lease Transactions

The Company's significant leasing / licensing arrangements are mainly in respect of residential / office premises and equipments (operating lease). Lease agreements in respect of residential / office premises and certain equipments are cancelable and renewable by mutual consent on mutually agreed terms. Certain equipments are on non-cancelable operating lease. The aggregate lease rental / hire charges payable on these premises / equipments are charged as rent & hire charges amounting to ₹ 2,442.05 lacs. (P.Y. ₹ 1,451.51 lacs). Future estimated minimum lease rentals and their present values in respect of non-cancelable operating leases are as under.

( ₹ in Lacs )

Particulars	< 1 Year	1 to 5 Years	Total
Future minimum lease payments	952.51	2,112.17	3,064.68
Present value of minimum lease payments	909.22	1,885.38	2,794.60

### 35 The disclosure in respect of Provision for Defect Liability Period Expenses is as under.

( ₹ in Lacs )

Particulars	2011-12	2010-11
Carrying amount at the beginning of the year	3,143.33	2,812.25
Add : Provision during the year	1,196.57	946.76
Less : Reversal of provision during the year	1,152.62	362.55
Less : Utilisation during the year	141.84	253.13
Carrying amount at the end of the year	3,045.44	3,143.33

### 36 Earning Per Share (EPS)

( ₹ in Lacs )

Particulars	2011-12	2010-11
i) Net profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹ in lacs)	5,193.61	4,003.48
ii) Weighted average number of equity shares used as denominator for calculating EPS (Nos.)	26,118,348	23,329,581
iii) Basic and Diluted Earnings per Share (in ₹)	19.88	17.16
iv) Face Value per Equity Share (in ₹)	10.00	10.00





## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2012

### 37. Retirement Benefits

#### a. Defined Contribution Plan

The Company makes contribution towards provident fund and superannuation fund to defined contribution retirement plans for qualifying employees. The provident fund plan is operated by the regional provident fund commissioner and the superannuation fund is administered by the LIC. Under the schemes, the Company is required to contribute a specified percentage of payroll cost to the retirement contribution schemes to fund benefits.

The Company recognised ₹ 572.25 Lacs (P.Y. ₹ 483.64 Lacs) for Provident Fund contributions and ₹ 131.26 Lacs (P.Y. ₹ 120.53 Lacs) for Superannuation contributions in the Statement of Profit & Loss. The contribution payable to these plans by the Company are at rates specified in the rules.

#### b. Defined Benefit Plan

The Company makes annual contributions to the employee's Group Gratuity Cash Accumulation Scheme of the Life Insurance Corporation of India and SBI Life Insurance, a funded benefit plan for qualifying employees. The scheme provides for lump sum payment to vested employees at retirement, upon death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service or part thereof in excess of six months. Vesting occurs upon completion of five years of service.

The present value of the defined benefit obligation and the related current service cost are measured using the projected unit credit method as per actuarial valuation carried out at balance sheet date.

The following table sets out the funded status of the gratuity plan and the amount recognised in the Company's financial statements as at 31st March 2012.

#### Disclosures as per AS - 15

(₹ in Lacs)

	Particulars	2011-12	2010-11
i	Change in benefit obligations:		
	Projected benefit obligation at the beginning of the year	535.50	425.74
	Service Cost	156.80	120.39
	Interest Cost	44.18	34.06
	Actuarial Gain	(47.32)	(7.02)
	Liability Transferred in	15.58	-
	Benefits Paid	(71.82)	(37.66)
	Projected benefit obligation at the end of the year	632.91	535.50
ii	Change in plan assets:		
	Fair value of plan assets at the beginning of the year	529.19	334.99
	Expected return on plan assets	43.66	26.80
	Employer's contribution	15.58	199.02
	Benefit paid	(71.82)	(37.66)
	Actuarial gain	3.38	6.05
	Fair value of plan assets at the end of the year	519.98	529.19
iii	Net gratuity cost for the year ended		
	Service cost	156.80	120.39
	Interest of defined benefit obligation	44.18	34.06
	Expected return on plan assets	(43.66)	(26.80)
	Net actuarial gain recognised in the year	(50.70)	(13.07)
	Net gratuity cost	106.61	114.58
	Actual return on plan assets	47.04	32.85
iv	Amount recognised in the Balance Sheet:		
	Liability at the end of the year	632.91	535.50
	Fair Value of Plan Assets at the end of the year	519.98	529.19
	Amount recognised in Balance Sheet	112.93	6.32
v	Assumptions used in accounting for the gratuity plan:		
	Discount rate	8.75%	8.25%
	Salary Escalation rate	7.00%	7.00%
	Expected rate of return on plan assets	8.75%	8.25%



# NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2012

## 38 Related Party Disclosure

Kalpataru Power Transmission Ltd.	Holding Company
<b>Subsidiary, Fellow Subsidiary Companies &amp; Fellow Associate</b>	
JMC Mining and Quarries Ltd.	Subsidiary Company
Brij Bhoomi Expressway Pvt. Ltd.	Subsidiary Company
Wainganga Expressway Pvt. Ltd.	Subsidiary Company
Vindhyachal Expressway Pvt. Ltd.	Subsidiary Company
Energylink (India) Ltd.	Subsidiary of Holding Company
Shree Shubham Logistics Ltd.	Subsidiary of Holding Company
Amber Real Estate Ltd.	Subsidiary of Holding Company
Adeshwar Infrabuild Ltd.	Subsidiary of Holding Company
Kalpataru Power Transmission Nigeria Ltd.	Subsidiary of Holding Company
Kalpataru Power Transmission (Mauritius) Ltd.	Subsidiary of Holding Company
Kalpataru SA (Proprietary) Ltd.	Subsidiary of Holding Company
Kalpataru Power Transmission – USA, INC.	Subsidiary of Holding Company
Saicharan Properties Ltd.	Subsidiary of Holding Company
Jhajjar Power Transmission Pvt. Ltd.	Subsidiary of Holding Company
Gestamp Solar Steel Structures Pvt. Ltd.	Associate of Holding Company
<b>Joint Ventures</b>	
JMC - Associated JV	Joint Venture
Aggrawal - JMC JV	Joint Venture
JMC - Sadbhav JV	Joint Venture
JMC - Taher Ali JV (Package I, II & III)	Joint Venture
JMC - PPPL JV	Joint Venture
JMC - ATEPL JV	Joint Venture
JMC - Tantia JV	Joint Venture
JMC - MSKE JV	Joint Venture
GIL - JMC JV	Joint Venture
Kurukshetra Expressway Pvt. Ltd.	Joint Venture
JMC-GPT- Vijaywargi-Bright Power JV	Joint Venture
JMC-Vijaywargi-Bright Power JV	Joint Venture
KPTL-JMC-Yadav JV	Joint Venture
JMC - GPT JV	Joint Venture
<b>Key Managerial Personnel (KMP)</b>	
Mr. Hemant Modi	Vice Chairman & Managing Director
Mr. Suhas Joshi	Managing Director
Mr. Shailendra Tripathi	Executive Director
<b>Relatives of Key Managerial Personnel (RKMP)</b>	
Ms. Suverna I. Modi	Relative of key Managerial Personnel
Ms. Sonal H. Modi	Relative of key Managerial Personnel
Ms. Ami H. Modi	Relative of key Managerial Personnel
Ms. Madhuri S. Joshi	Relative of key Managerial Personnel
<b>Enterprises over which significant influence exercised (EKMP)</b>	
JMC Infrastructure Ltd.	Significant Influence of Mr. Hemant Modi & Mr. Suhas Joshi
Kalpataru Properties Pvt. Ltd.	Enterprise under significant influence of Holding Company
SAI Consulting Engineers Private Ltd.	Significant Influence of Mr. Hemant Modi





## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2012

(₹ in Lacs)

Sr. No.	Particulars of Transactions with Related Parties	Holding Company	Subsidiary / Fellow Subsidiary Companies	Joint Ventures	KMP / RKMP	EKMP
<b>I. Transactions During the Year</b>						
1	Purchase of Material	- (3.82)	0.22 (33.03)	- (-)	- (-)	0.89 (14.36)
2	Other Expenses	- (2.06)	- (0.25)	- (-)	- (-)	51.05 (8.67)
3	Rent Paid	5.29 (77.60)	26.58 (8.00)	- (-)	- (-)	374.41 (372.08)
4	Reimbursement of Expenses	- (15.75)	38.41 (-)	1.50 (107.78)	- (-)	1.77 (-)
5	Construction Expenses	336.15 (-)	- (-)	- (-)	- (-)	- (-)
6	Contract Revenue	1,478.43 (2,054.78)	3,744.22 (657.62)	35,567.62 (18,834.30)	- (-)	- (-)
7	Income From Sale of Scrap	- (-)	- (0.74)	- (-)	- (-)	- (-)
8	Managerial Remuneration	- (-)	- (-)	- (-)	284.16 (238.24)	- (-)
9	Fixed Deposits accepted/renewed during the year	- (-)	- (-)	- (-)	3.50 (3.50)	- (-)
10	Interest Income	14.03 (-)	7.47 (0.57)	- (-)	- (-)	3.84 (7.24)
11	Interest Paid	- (-)	- (-)	158.09 (95.78)	3.04 (3.03)	- (-)
12	Share of Profit in Joint Venture	- (-)	- (-)	7.14 (61.79)	- (-)	- (-)
13	Share of Loss in Joint Venture	- (-)	- (-)	0.16 (0.45)	- (-)	- (-)
14	Share Capital (Including Premium) raised	- (9,004.50)	- (-)	- (-)	- (-)	- (-)
15	Sale of Car	- (-)	- (-)	- (-)	2.00 (-)	- (-)
16	Purchase of Machinery	- (-)	- (-)	2.65 (-)	- (-)	- (-)
<b>II. Balance as on 31.03.2012</b>						
1	Trade Receivables	190.79 (180.34)	807.37 (16.98)	4,751.59 (8,254.34)	- (-)	- (-)
2	Receivables against Reimbursement of Expenses	- (-)	29.11 (-)	0.06 (-)	- (-)	- (-)
3	Guarantees given	- (-)	1,290.00 (40.00)	3,250.00 (3,250.00)	- (-)	- (-)
4	Liabilities at the end of the year	75.29 (3.82)	- (-)	177.69 (164.80)	- (-)	5.02 (1.12)
5	Fixed Deposits	- (-)	- (-)	- (-)	30.50 (30.50)	- (-)
6	Loans & Advances given	1,839.69 (-)	2,125.10 (69.62)	- (-)	- (-)	30.50 (40.70)
7	Advance taken from Clients	- (-)	6,104.98 (313.10)	2,738.72 (2,855.85)	- (-)	- (-)
8	Investment in Joint Venture entity	- (-)	- (-)	689.22 (689.20)	- (-)	- (-)
9	Investment in Shares	- (-)	5181.00 (1,050.00)	5,909.84 (3,949.79)	- (-)	- (-)

Note: Figures shown in bracket represents corresponding amounts of previous year.

# NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2012

## 39 Disclosure as per Accounting Standard - 7

( ₹ in Lacs )

Particulars	2011-12	2010-11
(1) Contract revenue recognized as revenue during the year	205,992.74	136,985.50
(2) Contract costs incurred and recognized profit less recognized losses	300,577.38	333,123.89
(3 ) Advances Received	28,131.53	23,271.62
(4) Retention Amount	9,562.68	9,465.62
(5) Gross amount Due from Customers	24,220.41	11,628.99

Note :The information in point no. (2) to (5) are in respect of contracts in progress as on 31st March 2012.

## 40 Segmental Reporting

The Company recognizes construction as the only business segment, hence there are no reportable segments under AS - 17.

## 41 Joint Ventures

- I The Company is having consortium Joint Ventures named JMC-Associated JV, JMC-Taher Ali JV (Package I, II & III), JMC- PPPL JV, JMC ATEPL JV, JMC-Tantia JV, JMC-MSKE JV, GIL - JMC JV, JMC - GPT- Vijaywargi-Bright Power JV, JMC- Vijaywargi-Bright Power JV, KPTL- JMC-Yadav JV and JMC - GPT JV under work sharing arrangement. The revenue for work done is accounted, in accordance with the accounting policy followed by the Company, as that of independent contract to the extent work is executed.
- II In respect of contracts executed in Joint Venture entities, the services rendered to the Joint Venture entities are accounted as revenue for the work done. The share of profit / loss in Joint Venture entities other than Joint Venture Company has been accounted for and the same is reflected as investments or current liabilities in books of the Company.

The details of Joint Venture entities :

Name of the Joint Venture	Name of Venture Partner	Method of Accounting	Share of Interest
a. Aggrawal - JMC JV	Dinesh Chandra Aggrawal Infracon Pvt. Ltd.	Percentage of Completion	50.00%
b. JMC - Sadbhav JV	Sadbhav Engineering Ltd.	Percentage of Completion	50.50%
c. Kurukshetra Expressway Pvt. Ltd.	SREI Infrastructure Finance Ltd.	Percentage of Completion	49.61%

Details of proportionate share in the Assets, Liabilities, Income and Expenditure of the Company in its Joint Venture entities are given below.

( ₹ in Lacs )

Particulars	Aggrawal JMC JV		JMC Sadbhav JV		Kurukshetra Expressway Pvt. Ltd.	
	2011-12	2010-11	2011-12	2010-11	2011-12	2010-11
% of Holding	50.00%	50.00%	50.50%	50.50%	49.61%	48.57%
Assets	531.51	588.47	1,390.93	1,391.20	20,603.99	4,232.13
Liabilities	186.90	243.87	1,473.27	1,473.47	14,683.28	378.27
Income	9.23	2,540.99	-	-	-	0.01
Expenditure	9.21	2,486.96	0.08	0.23	-	2.96



## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2012

### 42 Employees Stock Option

The Company has provided share-based payment plan to its employees for the year ended 31st March 2012. The Company has followed Intrinsic Value Method and has given accounting treatment as per Guidelines issued by Securities & Exchange Board of India. The details are as follows:

Name of the Scheme	ESOP -2007
Date of Grant	21st July, 2007
Number of options granted	600,000
Method of Settlement (Cash / Equity)	Equity
Vesting Period	4 Years
Vesting Conditions	
Exercise Period	Within 4 Years from the date of vesting
Grant Price	₹ 217/- per Option
Method of Accounting	Intrinsic Value Method

The details of activity under ESOP - 2007 have been summarized below:

Particulars	2011 - 12		2010 - 11	
	Number of Options	Weighted Average Exercise Price (in ₹)	Number of Options	Weighted Average Exercise Price (in ₹)
Outstanding at the beginning of the year	400,735	-	442,910	-
Add: Granted during the year	-	-	-	-
Less: Forfeited during the year	-	-	-	-
Exercised during the year	-	-	-	-
Expired during the year	40,703	-	42,175	-
Outstanding at the end of the year	360,032	-	400,735	-
Unvested at the end of the year	-	-	129,124	-
Exercisable at the end of the year	360,032	-	271,611	-
Fair value of options granted on the date of grant	-	126.57	-	126.57

#### Fair Value Methodology

The fair value of options to compute proforma net income and earning per share is taken based on the report of an independent valuer using "Black & Scholes Model". The key assumptions and the fair value are as under:

Particulars	
Risk Free Interest Rate (%)	7.56%
Option Life (Years)	4 Years
Expected Volatility	57%
Expected Dividend Yield (%)	0.55%
Weighted Average Fair Value per Option (₹)	126.57

# NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2012

## Proforma Accounting

Had the compensation cost for the stock options granted under ESOP - 2007 been recognized based on fair value at the date of grant in accordance with Black & Scholes Model, the proforma amount of net profit and earning per share of the Company would have been as under.

	( ₹ in Lacs )	
Particulars	2011 - 12	2010 - 11
Profit as reported for calculation of Basic EPS	5,193.61	4,003.48
Add: Employee Stock Compensation under intrinsic value method	(4.02)	39.64
Adjusted Proforma Profit for calculation of Basic EPS	5,189.59	4,043.12
Earning Per Share - Basic		
- As reported (in ₹)	19.88	17.16
- Proforma (in ₹)	19.87	17.33
Profit as reported for calculation of Diluted EPS	5,193.61	4,003.48
Add: Employee Stock Compensation under intrinsic value method	(4.02)	39.64
Adjusted Proforma Profit for calculation of Diluted EPS	5,189.59	4,043.12
Earning Per Share - Diluted		
- As reported (in ₹)	19.88	17.16
- Proforma (in ₹)	19.87	17.33

### 43. Micro & Small Enterprises

The disclosure in respect of the amount payable to enterprises which have provided goods and services to the Company and which qualify under the definition of micro and small enterprises, as defined under Micro, Small and Medium Enterprises Development Act, 2006 has been made in the Financial statement as at 31st March 2012 based on the information received and available with the Company. On the basis of such information, credit balance of such enterprises is NIL as at 31st March 2012. Auditors have relied upon the information provided by the Company.

### 44. Compliance of Clause 32 of Listing Agreement

The Company has given loan to JMC Infrastructure Ltd., an Enterprise under significant influence of Key Managerial Personnel (EKMP), having no repayment schedule and outstanding balance is ₹ 30.50 Lacs (P.Y. ₹ 40.70 Lacs ). The maximum outstanding balance during the year was ₹ 40.70 Lacs.

### 45. The Management is of the opinion that as on the Balance Sheet date, there are no indications of a material impairment loss on Fixed Assets, hence the need to provide for impairment loss does not arise.

### 46. During the year ended 31st March 2012, the revised Schedule VI notified under the Companies Act, 1956, has become applicable to the Company, for preparation and presentation of its financial statements. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The Company has also reclassified the previous year figures in accordance with the requirement applicable in the current year.

## Signatures to Accounting Policies and Notes on Financial Statements I to 46

As per our report attached

**For Kishan M. Mehta & Co.**  
Chartered Accountants  
Firm Registration No. 105229W

**Kishan M. Mehta**

Partner  
Membership No. 13707

For and on behalf of the Board of Directors

**Shailendra Tripathi**  
Dy. Managing Director

**Suhas Joshi**

Whole-time Director

**Kamal Jain**  
Director

**Rahul Shah**  
CFO

**Amit Raval**

Vice President & Company Secretary

AHMEDABAD, May 19, 2012

MUMBAI, May 18, 2012







## Auditor's Report on Consolidated Financial Statements

To  
The Members of  
JMC Projects (India) Limited

1. We have audited the attached Consolidated Balance Sheet of the JMC PROJECTS (INDIA) LIMITED ("the Company") and its subsidiaries and a Jointly Controlled Entity (collectively referred as "the Group") as at 31st March, 2012 and also the Consolidated Statement of Profit & Loss and Consolidated Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's Management and have been prepared by the management on the basis of separate financial statements and other financial information regarding components. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. We did not audit the financial statements of the Subsidiaries and Jointly Controlled Entity, whose financial statement reflects Total Assets of ₹ 31771.61 Lacs as at 31st March, 2012, Total Revenue of ₹ 222.36 Lacs and Net Cash Inflow of ₹ 729.75 Lacs for the year ended on that date. These financial statements and other financial information have been audited by other auditors, whose reports have been furnished to us, and our opinion, is based solely on the report of the other auditors.
4. We report that these consolidated financial statements have been prepared by the Company's Management in accordance with the requirements of Accounting Standard - 21, Consolidated Financial Statements and Accounting Standard - 27, Financial Reporting of Interest of Joint Ventures as notified under the Companies (Accounting Standards) Rules, 2006.
5. Based on our audit and on consideration of reports of other auditor on separate financial statements and on the other financial information of the components and to the best of our information and according to the explanations given to us, we are of the opinion that the said consolidated financial statements give true and fair view in conformity with the accounting principles generally accepted in India:
  - a. In the case of the Consolidated Balance Sheet, of the Consolidated state of affairs of the Group as at 31st March, 2012;
  - b. In the case of the Consolidated Statement of Profit & Loss, of the Consolidated profit of the Group for the year ended on that date; and
  - c. In the case of the Consolidated Cash Flow Statement, of the consolidated cash flows of the Group for the year ended on that date.

For KISHAN M. MEHTA & CO

Chartered Accountants  
Registration No. 105229W

(KISHAN M MEHTA)

Partner  
Mem. No.13707  
Ahmedabad  
DATED: 19th May, 2012



# CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2012

( ₹ in Lacs )

PARTICULARS	Note No.	As at 31st March 2012	As at 31st March 2011
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
(a) Share Capital	1	2,611.83	2,611.83
(b) Reserves and Surplus	2	38,543.18	34,647.10
		41,155.01	37,258.93
<b>Non Current Liabilities</b>			
(a) Long-Term Borrowings	3	31,001.45	8,022.11
(b) Deferred Tax Liabilities (Net)	4	-	364.51
(c) Other Long Term Liabilities	5	18,883.69	14,450.14
(d) Long-Term Provisions	6	2,597.11	2,033.62
		52,482.25	24,870.38
<b>Current Liabilities</b>			
(a) Short-Term Borrowings	7	11,505.33	7,266.93
(b) Trade Payables	8	40,890.31	32,278.31
(c) Other Current Liabilities	9	17,046.23	22,177.30
(d) Short-Term Provisions	10	1,430.98	2,035.25
		70,872.85	63,757.79
<b>TOTAL</b>		164,510.11	125,887.10
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
(a) Fixed Assets			
(i) Tangible Assets	11	27,356.24	22,763.47
(ii) Intangible Assets		-	-
(iii) Capital Work-in-Progress	11	220.70	513.11
(iv) Intangible Assets under Development		24,260.00	4,037.77
		51,836.94	27,314.35
(b) Non Current Investments	12	692.84	810.09
(c) Deferred Tax Assets (Net)	4	791.21	-
(d) Long-Term Loans and Advances	13	7,259.82	4,199.21
(e) Other Non-Current Assets	14	4,911.35	5,308.31
		65,492.16	37,631.96
<b>Current Assets</b>			
(a) Current Investments	15	-	3,000.00
(b) Inventories	16	21,233.73	13,054.63
(c) Trade Receivables	17	41,759.47	50,676.92
(d) Cash and Bank Balances	18	3,109.53	3,213.04
(e) Short-Term Loans and Advances	19	11,988.99	5,767.37
(f) Other Current Assets	20	20,926.23	12,543.18
		99,017.95	88,255.14
<b>TOTAL</b>		164,510.11	125,887.10

Significant Accounting Policies & Notes 1 to 42 to these Financial Statements are accompanying

As per our report attached

**For Kishan M. Mehta & Co.**  
Chartered Accountants  
Firm Registration No. 105229W

**Kishan M. Mehta**  
Partner  
Membership No. 13707

For and on behalf of the Board of Directors

**Shailendra Tripathi**  
Dy. Managing Director

**Suhas Joshi**  
Whole-time Director

**Kamal Jain**  
Director

**Rahul Shah**  
CFO

**Amit Raval**  
Vice President & Company Secretary

AHMEDABAD, May 19, 2012

MUMBAI, May 18, 2012





# STATEMENT OF CONSOLIDATED PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2012

( ₹ in Lacs )

PARTICULARS	Note No.	Year ended 31st March 2012	Year ended 31st March 2011
<b>INCOME</b>			
Revenue from Operations	21	207,143.23	137,846.67
Other Income	22	1,141.14	447.91
<b>TOTAL REVENUE</b>		<b>208,284.37</b>	<b>138,294.58</b>
<b>EXPENSES</b>			
Construction Materials Consumed	23	81,286.75	43,382.05
(Increase) / Decrease in Inventories of Work-in-Progress	24	(3,717.15)	(708.48)
Employee Benefit Expense	25	14,220.82	12,359.40
Finance Cost	26	5,403.14	3,392.25
Depreciation and Amortization Expense	11	4,720.27	3,966.67
Other Expenses	27	100,611.85	71,146.46
<b>TOTAL EXPENSES</b>		<b>202,525.68</b>	<b>133,538.35</b>
Profit before exceptional and extraordinary items and tax		5,758.69	4,756.23
Exceptional Items		-	-
Profit before extraordinary items and tax		5,758.69	4,756.23
Extraordinary Items		-	-
Profit before tax		5,758.69	4,756.23
Tax Expense :			
Current Tax		2,396.79	1,542.01
Deferred Tax		(1,155.71)	(332.70)
<b>Profit / (Loss) for the year</b>		<b>4,517.61</b>	<b>3,546.92</b>
Earnings per equity share : [Nominal value ₹ 10/- per share]			
Basic (in ₹ )		17.30	15.20
Computed on the basis of profit for the year			
Diluted (in ₹ )		17.30	15.20
Computed on the basis of profit for the year			

Significant Accounting Policies & Notes 1 to 42 to these Financial Statements are accompanying As per our report attached

**For Kishan M. Mehta & Co.**  
Chartered Accountants  
Firm Registration No. 105229W

**Kishan M. Mehta**  
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Membership No. 13707

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Director

**Rahul Shah**  
CFO

**Amit Raval**  
Vice President & Company Secretary

AHMEDABAD, May 19, 2012

MUMBAI, May 18, 2012

# CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2012

( ₹ in Lacs )

PARTICULARS	Year ended 31st March 2012	Year ended 31st March 2011
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
PROFIT BEFORE TAX AND EXTRAORDINARY ITEMS	5,758.69	4,750.28
ADD/(DEDUCT) ADJUSTMENTS FOR :		
Depreciation	4,720.27	3,966.77
Interest Paid	4,697.27	2,749.29
Unrealised (Profit) / Loss from Exchange Rate Variation	10.94	(28.40)
Loss on Assets Lost	63.53	46.63
Deferred Employee Compensation written off	(4.02)	39.64
Preliminary Expenses written off	0.08	0.08
Interest Income	(668.28)	(252.98)
Dividend Income	(50.12)	(41.45)
(Profit) / Loss on Sale of Assets (Net)	(41.47)	(49.42)
Share of Profit in Joint Venture	(6.98)	(61.79)
Share of Loss on Investment	-	0.45
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	1,4479.91	11,119.10
ADJUSTMENTS FOR :		
Trade & other Receivables	(8,525.72)	(18,529.76)
Inventories	(8,179.10)	(6,314.31)
Trade Payables	7,862.76	22,395.94
CASH GENERATED FROM OPERATIONS	5,637.85	8,670.97
Direct Taxes Paid	(2,221.94)	(2,227.11)
Prior Period Items	(10.48)	6.01
NET CASH FLOW FROM OPERATING ACTIVITIES	3,405.43	6,449.87
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(30,650.46)	(10,786.58)
Sale of Fixed Assets	1,385.54	1,427.28
Share of Profit in Joint Venture	6.98	61.79
Share of Loss on Investment	-	(0.45)
Deposit With Banks	(1,240.25)	202.24
Long Term & Current Investments	3,117.25	(3,171.29)
Interest Received	668.28	252.98
Dividend Received	50.12	41.45
NET CASH FLOW FROM INVESTING ACTIVITIES	(26,662.54)	(11,972.58)
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Issue of Equity Share Capital	-	9,015.48
Proceeds from issue of Non-Convertible Debentures	-	5,000.00
Proceeds from Term Borrowings	26,965.94	1,135.58
Repayment of Term Loans	(3,986.60)	(2,767.97)
Working Capital Finance	4,238.40	(1,751.58)
Interest Paid	(4,697.27)	(2,749.29)
Dividend Paid	(522.37)	(435.37)
Corporate Dividend Tax Paid	(84.74)	(72.31)
NET CASH FLOW FROM FINANCING ACTIVITIES	21,913.36	7,374.54
NET INCREASE / (DECREASE) IN CASH PAID & CASH EQUIVALENTS	(1,343.75)	1,851.83
OPENING BALANCE OF CASH & CASH EQUIVALENTS	3,128.28	1,276.45
CLOSING BALANCE OF CASH & CASH EQUIVALENTS	1,784.53	3,128.28

As per our report attached

For **Kishan M. Mehta & Co.**  
Chartered Accountants  
Firm Registration No. 105229VV

**Kishan M. Mehta**  
Partner  
Membership No. 13707

For and on behalf of the Board of Directors

**Shailendra Tripathi**  
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**Suhas Joshi**  
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Director

**Rahul Shah**  
CFO

**Amit Raval**  
Vice President & Company Secretary

AHMEDABAD, May 19, 2012

MUMBAI, May 18, 2012





## SIGNIFICANT ACCOUNTING POLICIES

### i Consolidation of Accounts

The consolidated financial statements are prepared in accordance with Accounting Standard AS 21 on “Consolidated Financial Statements” issued by the Institute of Chartered Accountants of India. The Consolidated Financial Statements comprise the financial statements of JMC Projects (India) Ltd. (hereinafter referred to as ‘Holding Company’), its subsidiaries, JMC Mining and Quarries Ltd., Brijbhoomi Expressway Pvt. Ltd., Wainganga Expressway Pvt. Ltd. and Jointly Controlled Entities, Kurukshetra Expressway Pvt. Ltd.

### ii Accounting Convention

Financial statements are prepared in accordance with applicable Accounting Standards under the historical cost convention on accrual basis.

### iii Principles of consolidation

- a The financial statement of the subsidiary companies and Jointly Controlled Entity (JCE) used in the consolidation are drawn up to the same reporting date as of the Company.
- b The consolidated financial statements of the Company and its subsidiaries have been combined on line to line basis by adding together like items of assets, liabilities, income and expenses. Inter company balances, transactions and unrealised profits or losses have been fully eliminated.
- c The Company’s interest in Jointly Controlled Entity (JCE) is proportionately consolidated on a line-by-line basis by adding together the book values of assets, liabilities, income and expenses. Unrealised profit / loss on inter company transactions and inter company balances to the extent applicable, have been eliminated except in two such entities, the interest have been reported by not using proportionate consolidation but only share in profit / loss from Joint Venture Entities have been accounted for, for the reasons explained in note no.39(II) herein.

### iv Use of Estimates

The presentation of consolidated financial statements requires certain estimates and assumptions. These estimates and assumptions affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual result and estimates are recognized in the period in which the results are known/materialized.

### v Revenue Recognition

#### a. Construction Contracts

Running Account Bills for work completed are recognized on percentage of completion method based on completion of physical proportion of the contract work. Income on account of claims and extra item work are recognized to the extent company expects reasonable certainty about receipts or acceptance from the client. When it is probable that total contract cost will exceed the total contract revenue, the expected loss is recognized immediately.

#### b. Others

Dividends are recorded when the right to receive the payment is established. Interest income is recognized on time proportionate basis.

### vi Fixed Assets

Fixed Assets are stated at cost less accumulated depreciation less impairment losses, if any. Cost is inclusive of all identifiable expenditure incurred to bring the assets to their working condition for intended use. When an asset is disposed off, demolished or destroyed, the cost and related depreciation are removed from the books of accounts and resultant profit or loss, is reflected in the Statement of Profit & Loss. Direct cost as well as related incidental and identifiable expenses incurred on acquisition of fixed assets that are not yet ready for their intended use or put to use as at the Balance Sheet date are stated as Capital Work in Progress.

#### Intangible Assets under Development:

All projects related expenditure for acquisition of toll collection rights viz. civil works, machinery under erection, construction and erection materials, pre-operative expenditure, expenditure indirectly related to the project and incidental to setting up project facilities, borrowing cost incurred prior to the date of commercial operation and trial run expenditure are shown under Intangible Asset Under





## SIGNIFICANT ACCOUNTING POLICIES

Development. These expenses are net of recoveries, claims and income (net of tax), if any, from surplus funds arising out of project specific borrowings.

### vii Depreciation

Depreciation is provided on the straight line method on all depreciable assets, except on assets for Mining activities at WDV method, at the rate prescribed in schedule XIV of the Companies Act, 1956 on pro-rata basis except that considering the useful life based on technical evaluation by the management, higher rate than the prescribed rates are applied on a few shuttering items of Machinery @ 30%, on office equipments @ 12.5%, on all vehicles @ 15% and on remaining Plant and Machineries which are acquired on or after 1st October, 2005 @ 12.5%.

### viii Impairment of Assets

The carrying cost of assets is reviewed at each Balance Sheet date to determine whether there is any indication of impairment of assets. If any indication exists, the recoverable value of such assets is estimated. An impairment loss is recognized when the carrying cost of assets exceeds its recoverable value. An impairment loss is reversed, if there has been a change in the estimates used to determine the recoverable amount and recognised in compliance with AS - 28.

### ix Investments

Investments are stated at cost. Provision for diminution in the value of long term investments is made, only if, such a decline is other than temporary in the opinion of the Management.

### x Retirement Benefits

- a. Gratuity liability is covered by payment there of to Gratuity fund, the defined benefit plan under Group Gratuity Cash Accumulation Scheme of LIC of India and SBI Life Insurance under irrevocable trust. The Company's liability towards gratuity are determined on the basis of actuarial valuation done by independent actuary.
- b. Contribution to Provident Fund and Superannuation Fund, the defined contribution plans as per the schemes, are charged to Statement of Profit & Loss.
- c. Provision for Leave encashment liability is made based on actuarial valuation as at the Balance Sheet date.
- d. All other short-term benefits for employees are recognised as an expense at the undiscounted amount in the Statement of Profit & Loss of the year in which the related service is rendered.

### xi Inventories

Construction materials, stores and spares are valued at lower of cost or net realizable value. Cost include cost of purchase and other expenses incurred in bringing inventory to their respective present location and condition. Cost is determined using FIFO method of inventory valuation.

Work in progress is valued at lower of cost or net realizable value. In case where work is completed but Running Account bill can not be raised on client due to contractual conditions, the work in progress is valued at contract rates.

### xii Provision for Taxes

#### a. Current Tax:

Tax on income for the current period is determined on the basis of estimated taxable income and tax credit computed in accordance with provisions of the Income Tax Act, 1961.

#### b. Deferred Tax:

Deferred tax is recognized, on timing differences, being the difference between the taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. It is calculated using the applicable tax rates and tax laws that have been enacted or substantially enacted as on the balance sheet date. Deferred tax assets which arises mainly on account of unabsorbed losses or unabsorbed depreciation are recognized and carried forward only to the extent that there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized.





## SIGNIFICANT ACCOUNTING POLICIES

### xiii Foreign Currency Transaction

- a Transactions denominated in Foreign Currency are recorded at the exchange rate prevailing on the date of transaction.
- b In respect of transactions covered by forward exchange contracts, the difference between the forward rate and the exchange rate at the date of the transaction is recognized as income or expense over the life of the contract. Any income or expense on account of exchange rate difference either on settlement or on translation is recognized in the Statement of Profit & Loss.
- c Assets & Liabilities remaining unsettled at the end of the year, other than covered by forward exchange contracts are translated at exchange rate prevailing at the end of the year and the difference is adjusted in the Statement of Profit & Loss.

### xiv Borrowing Costs

Borrowing Costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that takes necessarily substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

### xv Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized, when there is a present obligation as a result of past events and that probability requires an outflow of resources.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no disclosure is made.

### xvi Accounting for Project Mobilisation expenses

Expenditure incurred on creation of site infrastructures is written off in proportion to work done at respective sites so as to absorb such expenditure during the tenure of the contract.

### xvii Other Accounting Policies

Accounting Policies not specifically referred to, are consistent with the generally accepted accounting practices.

### xviii Particulars of subsidiaries included in consolidation.

Name of the Subsidiary	Country of Incorporation	% of Voting Power of JMC as at 31st March 2012	Subsidiary w.e.f.
JMC Mining and Quarries Ltd	India	100.00%	January 2, 1996
Brij Bhoomi Expressway Pvt. Ltd.	India	100.00%	December 6, 2010
Wainganga Expressway Pvt. Ltd.	India	100.00%	June 2, 2011

### xix Particulars of Jointly Controlled Entity (JCE) included in consolidation.

Name of Jointly Controlled Entity	Name of the Venture's Partner	% of Voting Power of JMC as at 31st March 2012	Date of Incorporation
Kurukshetra Expressway Pvt. Ltd.	SREI Infrastructure Finance Ltd.	49.61%	March 29, 2010



# NOTES ON CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH 2012

( ₹ in Lacs )

	As at 31st March 2012	As at 31st March 2011
<b>NOTE - I</b>		
<b>SHARE CAPITAL</b>		
Authorised:		
35,000,000 (35,000,000) Equity Shares of ₹ 10/- each	3,500.00	3,500.00
1,500,000 (500,000) Preference Shares of ₹ 100/- each	1,500.00	1,500.00
<b>TOTAL</b>	<b>5,000.00</b>	<b>5,000.00</b>
Issued, Subscribed and Paid up:		
26,118,348 (26,118,348) Equity Shares of ₹ 10/- each fully paid up	2,611.83	2,611.83
<b>TOTAL</b>	<b>2,611.83</b>	<b>2,611.83</b>

## a. Reconciliation of the Shares outstanding at the beginning and at the end of the reporting year :

Equity Shares	As at 31st March 2012		As at 31st March 2011	
	Nos.	( ₹ in Lacs )	Nos.	( ₹ in Lacs )
At the beginning of the year	26,118,348	2,611.83	21,768,348	2,176.83
Issued during the year	-	-	4,350,000	435.00
Bought back during the year	-	-	-	-
Outstanding at the end of the year	26,118,348	2,611.83	26,118,348	2,611.83

## b. Terms / Rights attached to Equity Shares

The Company has only one class of Equity Shares having par value of ₹ 10/- per share. Each holder of Equity Shares is entitled to one vote per share. The dividend is declared and paid on being proposed by the Board of Directors after the approval of the Shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive remaining assets of the Company, after distribution of all liabilities. The distribution will be in proportion to the number of Equity Shares held by the shareholders.

## c. Shares held by holding / ultimate holding company and / or their subsidiaries / associates

Out of Equity Shares issued by the Company, the Shares held by Holding / Ultimate Holding Company and / or their Subsidiaries / Associates are as below :

	( ₹ in Lacs )	
	As at 31st March 2012	As at 31st March 2011
Kalpataru Power Transmission Ltd.		
17,548,908 (17,548,908) Equity Shares of ₹ 10/- each fully paid *	1,754.89	1,754.89

\* In previous year, on November 20, 2010, the Company had allotted 4,350,000 (Forty Three Lacs Fifty Thousand Only) Equity Shares of ₹ 10/- each on preferential basis to Kalpataru Power Transmission Ltd. (KPTL), the Holding Company as per the approval u/s. 81 of the Companies Act, 1956 by the Shareholders at their Extra Ordinary General Meeting held on November 6, 2010 at a price of ₹ 207/- per share. For preferential allotment of Equity Shares to KPTL, to comply SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 1997, KPTL made an open offer to the shareholders of the Company for acquisition, to the extent of 20% of increased paid up equity share capital, at a price of ₹ 207/- per share, calculated as per said regulations and consequently KPTL acquired 1,658,661 Equity Shares of ₹ 10/- each from the Shareholders of the Company.

## d. Details of shareholders holding more than 5% shares in the Company

	As at 31st March 2012		As at 31st March 2011	
	Nos.	% holding	Nos.	% holding
Equity Shares of ₹ 10/- each fully paid				
Kalpataru Power Transmission Ltd., the Holding Company	17,548,908	67.19%	17,548,908	67.19%

## e. Shares reserved for issue under options

The Company has reserved issuance of 1,000,000 (1,000,000) Equity Shares of ₹ 10/- each for offering to the eligible employees of the Company under Employee Stock Option Plan (ESOP). On 21st July, 2007, the Company granted 6,00,000 Options to the eligible employees at a price of ₹ 217/- each, and these Options would vest over the period of 4 years from the date of grant based on specified criteria.





## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH 2012

( ₹ in Lacs )

	As at 31st March 2012	As at 31st March 2011
<b>NOTE - 2</b>		
<b>RESERVES &amp; SURPLUS</b>		
<b>Securities Premium:</b>		
As per last Balance Sheet	21,233.46	12,652.98
Add: Share Premium during the year	(10.92)	8,593.78
Less: Shares Issue expenses	-	13.31
	21,222.54	21,233.45
<b>Debenture Redemption Reserve</b>		
As per last Balance Sheet	243.75	-
Transfer from Surplus of Profit	325.00	243.75
	568.75	243.75
<b>Employee Share Options Outstanding</b>		
Employee share options granted - at the beginning of the year	202.04	162.40
Add : Deferred Employee Share Compensation	(4.02)	39.64
Less : Transferred to Securities Premium on exercise of Share Options	-	-
	198.02	202.04
<b>General Reserve:</b>		
As per last Balance Sheet	2,445.19	1,995.19
Add: Transfer from Surplus of Profit	525.00	450.00
	2,970.19	2,445.19
<b>Miscellaneous Expenditure to the extent not written off</b>	(0.20)	(0.28)
<b>Surplus of Profit</b>		
Balance as per Last Balance Sheet	10,522.95	8,276.88
Add: Surplus pursuant to change of shareholding in SPV	0.45	-
Add : Profit for the year as per Statement of Profit & Loss	4,517.59	3,546.92
Less : Appropriations		
Proposed Dividend	(522.37)	(522.37)
Corporate Tax on Proposed Dividend	(84.74)	(84.74)
Transfer to Debenture Redemption Reserve	(325.00)	(243.75)
Transfer to General Reserve	(525.00)	(450.00)
<b>Net Surplus of Profit</b>	13,583.88	10,522.95
<b>TOTAL</b>	38,543.18	34,647.10

## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH 2012

(₹ in Lacs)

	As at 31st March 2012	As at 31st March 2011
<b>NOTE - 3</b>		
<b>LONG TERM BORROWINGS</b>		
<b>A. Secured Loans</b>		
(a) Debentures		
500 ( 500 ) 9.5% Secured Redeemable Non - Convertible Debentures of ₹ 1,000,000/- each.	5,000.00	5,000.00
(b) Term Loans:		
(i) From Banks	25,638.02	1,956.85
(ii) Loan against Vehicles / Equipments	73.80	96.23
	25,711.82	2,053.08
<b>B. Unsecured Loans</b>		
(i) Fixed Deposits from Public	289.63	969.03
<b>TOTAL</b>	<b>31,001.45</b>	<b>8,022.11</b>

### Notes:

	Nature of Security	Terms of Repayment
--	--------------------	--------------------

#### A. (a) 9.5% Secured Redeemable Non-Convertible Debentures (NCDs) :

First charge on movable fixed assets of the Company to the extent of 1.25 times of the amount of NCDs in pari passu with consortium term lender Banks and HDFC Bank, and first charge by mortgage of a land at Maharajpura, Kadi, Gujarat.

NCDs are repayable in trenches at the end of 3rd, 4th and 5th year ₹ 1,500 lacs, ₹ 2,000 lacs and ₹ 1,500 lacs, respectively, from date of allotment i.e. July 15, 2010.

#### (b) (i) Term Loans from Banks :

Term Loans from three consortium Banks amounting to ₹ 1,940.58 lacs (P.Y. ₹ 3,046.16 lacs) are secured by first charge in pari passu with Debenture holders upto 1.25 times of the amount of NCD & HDFC Bank on Plant & Machinery except financed by others & second charge on current assets as mentioned in Note No. 9.

Term Loan from Oriental Bank of Commerce is repayable in 16 quarterly installments of ₹ 168.75 lacs each from March, 2010 with varying rate of interest linked to base rate of Bank from time to time.

Term Loan from Karur Vysya Bank Ltd. is repayable in 16 quarterly installments of ₹ 47.17 lacs each from February, 2011 with varying interest rate linked to base rate of Bank from time to time.

Term Loan from Indian Bank is repayable in 16 quarterly installments of ₹ 37.50 lacs each from March, 2010 with varying interest rate linked to base rate of Bank from time to time.

Term Loan from HDFC Bank Ltd. amounting to ₹ 4,166.67 lacs (P.Y. ₹ Nil) is secured by first charge on all the movable fixed assets except financed by others in pari-passu with three consortium term loan lenders and debenture holders to the extent of 1.25 times of the amount of NCDs.

Term Loan from HDFC Bank Ltd. is repayable in 12 quarterly installments of ₹ 416.67 lacs each from October, 2011 and carry interest @ 11% p.a. on ₹ 30 crores and @ 11.35% p.a. on ₹ 20 crores.

External Commercial Borrowing of US\$ 10 million (₹ 4,990 lacs) (P.Y. ₹ Nil) is secured by first charge on specific movable fixed assets financed by them.

13 quarterly installments of US\$ 769,230.77 each from 25th October, 2013 and carry interest @ 6 months LIBOR plus spread.







## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH 2012

Term Loans from Bank : Brij-Bhoomi : ₹ 3,100 lacs secured by following :

- a) first mortgage and charge on all the Borrower's immovable properties, if any, both present and future; save and except the Project Assets.
- b) a first charge by way of hypothecation of all the Borrower's movable assets; save and except the Project Assets.
- c) a first charge on Borrower's Receivables save and except the Project Assets
- d) a first charge over all the Accounts of the Borrower
- e) a first charge on all intangibles of the Borrower
- f) a first charge by way of assignment or otherwise creation of Security Interest in all the right, title, interest, benefits, claims and demands whatsoever of the Borrower in accordance with the provisions of the Substitution Agreement and the Concession Agreement
- g) a first charge by way of assignment or creation of security interest of (a) all the rights, title, interest, benefits, claims and demands whatsoever of the Borrower in the Project Documents
- h) pledge of equity shares held by the Promoter aggregating to 51% (fifty one percent) of paid up and voting equity share capital of the Borrower

Term Loans from Bank : KEPL : ₹ 28,464.78 lacs [As per JMC Holding : ₹ 14,121.13 lacs] secured by following :

- a) first mortgage and charge on all the Borrower's immovable properties, if any, both present and future; save and except the Project Assets.
- b) a first charge by way of hypothecation of all the Borrower's movable assets; save and except the Project Assets.
- c) a first charge on Borrower's Receivables save and except the Project Assets
- d) a first charge over all the Accounts of the Borrower
- e) a first charge on all intangibles of the Borrower save and except the Project Assets
- f) a first charge by way of assignment or otherwise creation of Security Interest in all the right, title, interest, benefits, claims and demands whatsoever of the Borrower in accordance with the provisions of the Substitution Agreement and the Concession Agreement
- g) a first charge by way of assignment or creation of security interest of (a) all the rights, title, interest, benefits, claims and demands whatsoever of the Borrower in the Project Documents
- h) pledge of equity shares held by the Promoter aggregating to 51% (fifty one percent) of paid up and voting equity share capital of the Borrower

### (b) (ii) Loan against Vehicles / Equipments :

Loans of ₹ 110.20 lacs (P.Y. ₹ 144.14 lacs) are secured by way of charge on specific equipments and vehicles financed by them on different loans.

### B. Unsecured Loans - Fixed Deposits :

Fixed Deposits from public.

Payable in 44 (forty four) unequal quarterly installments. Repayment shall commence after a moratorium period of not exceeding 24 (twenty four) months from Appointed Date or 31st March 2013, whichever is earlier.

Bank of Baroda Term Loan Account @ 13.25% under consortium finance Payable in 47 (Forty Seven) unequal quarterly installments, repayment shall commence from 30th June 2014 after a construction and moratorium period of 42 (forty two) months.

60 monthly installments beginning from the month subsequent to disbursement, along with interest ranging from 8.20% to 12.50% p.a. for different loans.

Fixed deposits maturing at 12, 24 and 36 months from the date of deposit carry interest @ 9.50%, 10% and 10.50% p.a. respectively. Deposits by senior citizen carry additional interest @ 0.50% p.a.

# NOTES ON CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH 2012

( ₹ in Lacs )

	As at 31st March 2012	As at 31st March 2011
<b>NOTE - 4</b>		
<b>DEFERRED TAX LIABILITY / (ASSET)</b>		
Deferred Tax Liability		
Depreciation	525.81	757.99
Others	230.87	860.25
Less : Deferred Tax Asset		
U/s. 43B, 40 (a)(ia) of Income Tax Act and Others (Net)	(1,547.89)	(1,253.73)
<b>TOTAL</b>	<b>(791.21)</b>	<b>364.51</b>
<b>NOTE - 5</b>		
<b>OTHER LONG TERM LIABILITIES</b>		
Trade Payables	2,198.08	3,669.54
Others		
Advance from Clients	16,520.66	10,615.80
Payable to Joint Venture Entities	164.95	164.80
<b>TOTAL</b>	<b>18,883.69</b>	<b>14,450.14</b>
<b>NOTE - 6</b>		
<b>LONG TERM PROVISIONS</b>		
Provision for employee benefits		
Leave Encashment	229.74	167.74
Other Provisions		
Defect Liability Period Expenses	2,367.37	1,865.88
<b>TOTAL</b>	<b>2,597.11</b>	<b>2,033.62</b>
<b>NOTE - 7</b>		
<b>SHORT TERM BORROWINGS</b>		
Secured		
Working Capital Loans Repayable on Demand from Banks #	8,918.36	7,037.52
Overdraft from a Bank against Fixed Deposits	11.68	-
Bills Payables #	2,440.22	-
Unsecured		
Fixed Deposits from Public	135.07	229.41
<b>TOTAL</b>	<b>11,505.33</b>	<b>7,266.93</b>

# Working Capital Loans are secured in favour of consortium bankers, by way of :

- First charge against hypothecation of stocks, work in progress, stores and spares, bills receivables, book debts and other current assets except second charge on current assets in favour of a bank for Bank Guarantee of ₹ 4,901 lacs provided on behalf of Joint Venture in which the Company is one of the member and three consortium bankers for term loan financed by them.
- Second charge on plant and machineries financed by consortium bankers.
- First charge on the office premises of the Company.
- In Mining and Quarries activity, working capital loan of ₹ 17.06 lacs (P.Y. ₹ 35.48 lacs) is secured against hypothecation of stock and book - debts and also secured by way of equitable mortgage of over freehold land situated at Survey No. 31 (Hissa no. 1 to 5) mouje: Sonipur; Taluka: Thasra; Dist: Kheda.
- In Toll collection activity, working capital loan of ₹ 63.04 lacs (P.Y. ₹ NIL) is secured by Fixed Deposits.



## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH 2012

( ₹ in Lacs )

	As at 31st March 2012	As at 31st March 2011
<b>NOTE - 8</b>		
<b>TRADE PAYABLES</b>		
Acceptances	6,900.96	5,432.85
Others	33,989.35	26,845.46
<b>TOTAL</b>	<b>40,890.31</b>	<b>32,278.31</b>
<b>NOTE - 9</b>		
<b>OTHER CURRENT LIABILITIES</b>		
<b>Current Maturities of Long Term Debt</b>		
Term Loans from Banks [Refer Note 3 A(b)(i)]	2,680.36	3,153.27
Loan against Vehicles / Equipments [Refer Note 3 A(b)(ii)]	36.39	47.91
Fixed Deposits from Public [Refer Note 3 B]	919.56	211.58
Interest Accrued but not due on Borrowings	352.87	176.40
Unclaimed Dividend	6.83	5.21
Unclaimed Matured Fixed Deposits and Interest	16.13	7.03
Others		
Payables for Capital Goods	1,485.67	930.93
Advance from Clients	8,728.63	13,761.04
Other Statutory Liabilities *	2,610.69	3,828.45
Unclaimed Share Application Money	0.49	0.51
Share application money pending allotment	148.83	-
Security Deposits	59.78	54.97
<b>TOTAL</b>	<b>17,046.23</b>	<b>22,177.30</b>
* Includes VAT Payable ₹ 395.20 lacs (P.Y. ₹ 668.54 lacs) [Net of Advance ]		
<b>NOTE - 10</b>		
<b>SHORT TERM PROVISIONS</b>		
<b>Provision for Employee Benefits</b>		
Leave Encashment	29.75	94.44
Gratuity	116.05	6.26
<b>Other Provisions</b>		
Defect Liability Period and Project Expenses	678.07	1,327.44
Proposed Dividend	522.37	522.37
Corporate Tax on Proposed Dividend	84.74	84.74
<b>TOTAL</b>	<b>1,430.98</b>	<b>2,035.25</b>



# NOTES ON CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH 2012

## NOTE - 11 FIXED ASSETS

(₹ in Lacs)

Description	Gross Block				Depreciation				Net Block	
	As at 01/04/2011	Additions	Disposals	As at 31/03/2012	As at 01/04/2011	For the Year Ended	Recouped	As at 31/03/2012	As at 31/03/2012	As at 31/03/2011
Freehold Land	81.33	3.03	-	84.36	-	-	-	-	84.36	81.33
Office Building	227.36	-	-	227.36	22.26	3.83	-	26.09	201.27	205.10
Store Building	182.22	14.83	-	197.05	14.93	3.38	-	18.31	178.74	167.29
Plant & Machinery	33,721.20	9,254.77	369.85	42,606.12	12,645.17	4,397.19	211.01	16,831.35	25,774.77	21,076.03
Electrical Installation	178.11	0.28	0.10	178.29	103.11	15.58	0.10	118.59	59.70	75.00
Office Equipments	915.11	136.03	23.12	1,028.02	461.59	128.00	19.51	570.08	457.95	453.52
Furniture & Fixtures	290.61	3.19	10.09	283.71	111.25	18.69	6.09	123.85	159.86	179.36
Vehicles	1,306.31	93.97	89.06	1,311.22	780.46	154.67	63.51	871.62	439.60	525.85
<b>TOTAL</b>	<b>36,902.25</b>	<b>9,506.10</b>	<b>492.22</b>	<b>45,916.13</b>	<b>14,138.77</b>	<b>4,721.34</b>	<b>300.22</b>	<b>18,559.89</b>	<b>27,356.25</b>	<b>22,763.48</b>
Previous Year	31,613.70	7,014.03	1,725.50	36,902.23	10,473.00	3,966.77	301.00	14,138.77	22,763.45	-
Capital Work-in-Progress	513.14	923.17	1,215.61	220.70	-	-	-	-	220.70	513.14
Intangible assets under development	4,037.74	20,222.26	-	24,260.00	-	-	-	-	24,260.00	4,037.74

Note: Intangible assets under development comprises of Toll Collection Rights as follows:

Particulars	₹ in Lacs
a) Construction cost	21,606.79
b) Pre-operative expenses	
Balance brought forward from previous year	905.86
Add: Expenditure incurred during the year	
1) Employee Cost	49.09
2) Professional Fees	242.79
3) Audit Fees	0.70
4) Other Expenses	323.66
5) Bank Charges (Incl Bank Guarantee and processing charges)	296.26
6) Interest During Construction	834.86
<b>TOTAL</b>	<b>24,260.00</b>

(₹ in Lacs)

	As at 31st March 2012	As at 31st March 2011
<b>NOTE - 12</b>		
<b>NON CURRENT INVESTMENTS</b>		
<b>Trade Investments</b>		
<b>Unquoted Equity Instruments</b>		
<b>Equity Shares of Others</b>		
(a) Nutan Nagarik Sahakari Bank Limited		
4,600 (4,600) Equity Shares of ₹ 25/- each fully paid up	3.62	3.62
<b>Share Application Money</b>		
(a) Kurukshetra Expressway Pvt. Ltd.	-	117.27
<b>Investment in Joint Venture</b>		
(a) Agrawal JMC - JV	689.22	689.20
<b>TOTAL</b>	<b>692.84</b>	<b>810.09</b>



## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH 2012

( ₹ in Lacs )

	As at 31st March 2012	As at 31st March 2011
<b>NOTE - 13</b>		
<b>LONG TERM LOANS &amp; ADVANCES</b>		
Unsecured considered good		
Advance for Capital Goods	183.91	294.22
Security Deposits	885.14	902.08
Others		
Advance to Creditors	3,712.59	799.79
Loans and Advances to Employees	0.56	0.81
Advance VAT (Net of Payable)	2,291.83	2,016.52
Excise Duty Drawback	185.79	185.79
<b>TOTAL</b>	<b>7,259.82</b>	<b>4,199.21</b>
<b>NOTE - 14</b>		
<b>OTHER NON CURRENT ASSETS</b>		
Unsecured considered good		
Long Term Trade Receivables	2,979.05	2,524.68
Others		
Deposit with Banks with remaining maturity of more than 12 months	50.00	10.00
Unamortized Expenses		
Site Infrastructures	1,731.95	2,773.54
Ancillary cost of borrowing	149.52	-
Accrued Income	0.83	0.09
<b>TOTAL</b>	<b>4,911.35</b>	<b>5,308.31</b>
<b>NOTE - 15</b>		
<b>CURRENT INVESTMENTS</b>		
Unquoted		
(Valued at cost or fair value whichever is lower)		
Investment in Mutual Fund - Quoted Fully Paid up		
( 29,762,495 ) Units of Kotak Mahindra Mutual Fund	-	3,000.00
<b>TOTAL</b>	<b>-</b>	<b>3,000.00</b>
<b>NOTE - 16</b>		
<b>INVENTORIES</b>		
Construction Material	14,048.13	10,548.01
Spares, Tools & Stores	1,903.11	949.19
Work-in- Progress	5,282.49	1,557.43
<b>TOTAL</b>	<b>21,233.73</b>	<b>13,054.63</b>

(a) As Valued, Verified and Certified by the Management.

(b) Basis of valuation is lower of cost or net realizable value, except for work in progress, where work is completed but Running Account bills could not be raised on clients due to contractual conditions, is valued at contracted rates.

# NOTES ON CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH 2012

( ₹ in Lacs )

	As at 31st March 2012	As at 31st March 2011
<b>NOTE - 17</b>		
<b>TRADE RECEIVABLES</b>		
Unsecured and considered good		
Debts outstanding over six months from due date of payment	8,051.14	13,585.78
Other Debts Including Retention Money of ₹ 12,519.93 lacs (P.Y. ₹ 11,743.38 lacs)	33,708.33	37,091.14
<b>TOTAL</b>	<b>41,759.47</b>	<b>50,676.92</b>
<b>NOTE - 18</b>		
<b>CASH AND BANK BALANCES</b>		
<b>Cash and Cash Equivalents</b>		
Balance with Banks		
Current Accounts	235.23	1,006.90
Demand Deposits (with less than 3 months of remaining maturity)	1,500.00	-
Cheques on hand	-	1,991.41
Cash on hand	49.30	124.77
<b>Other Bank Balance</b>		
Deposits as Margin Money against Borrowings and Commitments	1,318.17	84.75
Dividend Accounts (Unclaimed)	6.83	5.21
<b>TOTAL</b>	<b>3,109.53</b>	<b>3,213.04</b>
<b>NOTE - 19</b>		
<b>SHORT TERM LOANS AND ADVANCES</b>		
Unsecured and considered good		
Loans and Advance to Related Parties *	1,839.69	40.70
Others		
Security Deposits	967.83	413.39
Advance Income Tax (Net of Provision)	1,847.94	2,022.79
Advance VAT / Entry Tax (Net of Payable)	717.01	879.27
Cenvat Credit Receivable	901.90	566.85
Inter Corporate Deposit	318.59	68.72
Advance to Creditors	4,736.88	1,330.66
Loans and Advances to Employees	15.28	18.62
Prepaid Expenses	643.87	426.37
<b>TOTAL</b>	<b>11,988.99</b>	<b>5,767.37</b>
* Loans and Advance to Related Parties include -		
Kalpataru Power Transmission Ltd. ₹ 1,839.69 lacs (P.Y. ₹ Nil)		
JMC Infrastructure Ltd. ₹ Nil (P.Y. ₹ 40.70 lacs)		
<b>NOTE - 20</b>		
<b>OTHER CURRENT ASSETS</b>		
Accrued Income	134.49	51.87
Unamortised Expenses		
Site Infrastructure	2,783.04	893.03
Ancillary cost of borrowing	59.97	-
Accrued value of work done (Refer Note 20.1)	17,940.72	10,166.41
Receivables for Sale of Fixed Assets	7.94	1,431.82
Insurance Claims Receivable	0.07	0.05
<b>TOTAL</b>	<b>20,926.23</b>	<b>12,543.18</b>

## NOTE - 20.1

Accrued value of work done of ₹ 17,940.72 lacs represents work done pending for clients' certification. [Net of provision for inclusive taxes and advance received totaling to ₹ 3,187.96 Lacs (P.Y. ₹ 50.94 Lacs.) against such accrued value of work done.]







# NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2012

(₹ in Lacs)

	2011-12	2010-11
<b>NOTE - 21</b>		
<b>REVENUE FROM OPERATIONS</b>		
<b>Sale of Services</b>		
Contract Revenue	184,291.58	126,645.55
Accrued Value of Work Done	21,128.68	10,217.35
<b>Other Operating Revenue</b>		
Construction Material Sales	716.55	353.44
Scrap Sales	607.19	412.96
Share of Profit in Joint Ventures	7.14	61.79
Liabilities Written Back	392.09	155.58
<b>TOTAL</b>	<b>207,143.23</b>	<b>137,846.67</b>
<b>NOTE - 22</b>		
<b>OTHER INCOME</b>		
<b>Interest Income</b>		
From Deposits	419.98	140.84
From Others	248.30	123.55
<b>Dividend Income</b>		
From Current Investments	50.12	41.45
Net Gain on Sale of Fixed Assets	41.47	49.42
Rent Income	381.27	92.65
<b>TOTAL</b>	<b>1,141.14</b>	<b>447.91</b>
<b>NOTE - 23</b>		
<b>CONSTRUCTION MATERIALS CONSUMED</b>		
Opening Stock of Construction Materials	10,502.45	5,459.96
Add: Purchases during the year	84,793.54	48,427.98
Less: Closing Stock of Construction Materials	14,009.24	10,505.89
<b>TOTAL</b>	<b>81,286.75</b>	<b>43,382.05</b>
<b>NOTE - 24</b>		
<b>(INCREASE) / DECREASE IN INVENTORIES OF WORK-IN-PROGRESS</b>		
Work in Progress (at close)	(5,316.69)	(1,599.54)
Less : Work in Progress (at commencement)	1,599.54	891.06
<b>TOTAL</b>	<b>(3,717.15)</b>	<b>(708.48)</b>
<b>NOTE - 25</b>		
<b>EMPLOYEE BENEFIT EXPENSE</b>		
Salaries, Wages and Bonus	12,404.06	10,734.18
Contribution to Provident & Other Funds	841.91	750.89
Employee Share Option Scheme Expenses	(4.02)	39.64
Staff Welfare Expenses	978.87	834.69
<b>TOTAL</b>	<b>14,220.82</b>	<b>12,359.40</b>



# NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2012

( ₹ in Lacs )

	2011-12	2010-11
<b>NOTE - 26</b>		
<b>FINANCE COST</b>		
Interest for Fixed Period Loans	1,594.73	1,238.52
Interest - Others	2,979.57	1,567.03
Bank Commission and Charges	620.95	552.63
Other Financial Charges	84.92	57.24
Exchange Rate Variation	122.97	(23.17)
<b>TOTAL</b>	<b>5,403.14</b>	<b>3,392.25</b>
<b>NOTE - 27</b>		
<b>OTHER EXPENSES</b>		
<b>Construrction Expenses</b>		
Work Charges	32,983.36	28,740.91
Composite Work Charges	37,599.92	21,418.02
Consumption of Spares, Tools & Stores	866.77	641.52
Machinery - Running & Maintenance Expenses	3,270.52	2,782.89
Electricity Charges	1,156.77	585.28
Rent & Hire Charges	5,361.89	3,173.68
Security Expenses	812.58	606.90
Site Expenses	6,408.26	4,850.24
Defect Liability Period Expenses	43.95	584.21
<b>Mining Activity Expenses</b>		
Royalty	30.28	44.71
Blasting explosive expenses	4.95	10.68
Drilling expenses	3.49	0.69
Rubble breaking charges	0.01	30.63
Power and Fuel	6.62	52.79
Dewatering expenses	0.04	0.15
Work Charges	4.00	26.12
Building & General Repairs	46.02	47.26
Vehicle Maintenance Charges	277.04	273.74
Travelling Expenses	490.96	451.99
Conveyance Expenses	68.84	58.10
Directors' Travelling Expenses	11.51	12.52
Insurance Charges	356.74	303.80
Printing & Stationery Expenses	165.50	154.22
Office Rent	600.80	634.23
Office Expenses	100.28	102.06
Postage & Telephone Charges	193.71	182.71
Bad Debts Written Off	58.15	91.00
Professional & Legal Charges	745.44	537.79
Auditor's Remuneration	24.75	43.47
Rates & Taxes	8,121.12	4,115.54
Business Promotion Expenses	216.39	142.88
Advertisement Expenses	33.37	33.33
Computer & IT Expenses	162.70	140.31
Sundry Expenses	292.09	186.45
Training Expenses	26.89	35.60
Loss on Assets Lost	63.53	46.63
Loss on Investment in Joint Ventures	0.16	0.61
Directors' Sitting Fees	2.45	2.80
<b>TOTAL</b>	<b>100,611.85</b>	<b>71,146.46</b>





## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2012

### 28 Contingent Liabilities in respect of :

(₹ in Lacs)

Particulars	2011-12	2010-11
A Bank Guarantees	98.79	478.29
B Guarantee given to a bank in respect of financial assistance to a Subsidiary Company.	40.00	40.00
C Guarantees given in respect of performance of contracts of Joint Ventures Entities & Associates in which company is one of the member / holder of substantial equity.	20,107.30	23,609.82
D Claims against the Company not acknowledged as debts. (Refer note below)	1,056.61	2,230.17
E Show cause Notice Issued by Service Tax / Excise Dept.	2,805.19	2,603.43
F Disputed Royalty Demand under Tamilnadu Minor Mineral Concession Rules in appeal before High Court	426.90	426.90
G Disputed Income Tax Demand in appeal before Appellate Authorities (Excludes Amount considered in [I] hereinafter).	580.51	653.76
H Disputed VAT Demand in appeal before Tribunal and High Court	1,438.79	172.43
I Income Tax (Net of Deferred Tax) on the claim made of the deductions u/s. 80-IA (4) of the Income Tax Act, 1961.	2,068.64	1,191.50

Note : In case where Company has raised the claims on clients against which counter claims have been raised by clients, the excess of counter claims raised by client over the amount of its claims only are considered in the above figures.

- 29 The Finance Act (2), 2009 has amended section 80-IA (4) of the Income Tax Act, 1961 by substituting an explanation to section 80-IA with retrospective effect from 01-04-2000. On the basis of the legal opinion of the experts and decided cases, the Company has continued to claim deduction under section 80-IA (4) of the Act on eligible projects and consequently the Company considers it appropriate not to create a liability for provision of Income Tax. However, an amount of Income tax (Net of Deferred Tax) of ₹ 877.14 lacs for the current year and of ₹ 1,191.50 lacs for the earlier years since FY 2006-07 (both - include the amount of tax applicable on the share of profit of Joint Venture Business claiming such deduction) has been disclosed as a contingent liability in note no. 28[I] to these Accounts.

### 30 Capital and other Commitments

(₹ in Lacs)

Particulars	2011-12	2010-11
Estimated amount of contracts remaining to be executed on capital account and not provided for (net-of advances)	384.55	161.54

- 31 In the opinion of the Management, the assets other than Fixed Assets and Non Current Investments have a realizable value, in the ordinary course of business, approximately of the amount at which they are stated in these financial statements.

### 32 C.I.F.Value of Imports

(₹ in Lacs)

Particulars	2011-12	2010-11
Value of imports Calculation on CIF Basis :		
Capital Goods	314.97	841.13
Construction Material	355.78	530.00

## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2012

### 33 Expenditure In Foreign Currency

(₹ in Lacs)

Particulars	2011-12	2010-11
Foreign Traveling	1.96	5.01
Interest	91.56	29.27
Professional, Technical and Consultancy Fees	83.36	165.71
Advertisement Expenses	0.56	-

### 34 Lease Transactions

The Company's significant leasing / licensing arrangements are mainly in respect of residential / office premises and equipments (operating lease). Lease agreements in respect of residential / office premises and certain equipments are cancelable and renewable by mutual consent on mutually agreed terms. Certain equipments are on non-cancelable operating lease. The aggregate lease rental / hire charges payable on these premises / equipments are charged as rent & hire charges amounting to ₹ 2,442.05 lacs. (P.Y. ₹ 1,451.51 lacs). Future estimated minimum lease rentals and their present values in respect of non-cancelable operating leases are as under.

(₹ in Lacs)

Particulars	< 1 Year	1 to 5 Years	Total
Future minimum lease payments	952.51	2,112.17	3,064.68
Present value of minimum lease payments	909.22	1,885.38	2,794.60

### 35 The disclosure in respect of Provision for Defect Liability Period Expenses is as under.

(₹ in Lacs.)

Particulars	2011-12	2010-11
Carrying amount at the beginning of the year	3,133	2,812.25
Add : Provision during the year	1,196.57	946.76
Less : Reversal of provision during the year	1,152.62	362.55
Less : Utilisation during the year	141.84	253.13
Carrying amount at the end of the year	3,045.44	3,143.33

### 36 Disclosure as per Accounting Standard - 7

(₹ in Lacs)

Particulars	2011-12	2010-11
(1) Contract revenue recognized as revenue during the year	205,992.74	136,985.50
(2) Contract costs incurred and recognized profit less recognized losses	300,577.38	333,123.89
(3) Advances Received	28,131.53	23,271.62
(4) Retention Amount	9,562.68	9,465.62
(5) Amount Due from Customers	24,220.41	11,628.99

Note : The information in point no. (2) to (5) are in respect of contracts in progress as on 31st March 2012.

### 37 Segmental Reporting

The Company recognizes construction as only business segment. Hence there are no reportable segments under AS - 17.





# NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2012

## 38 Related Party Disclosure

Kalpataru Power Transmission Ltd.

Holding Company

### Fellow Subsidiary Companies

Energylink (India) Ltd.  
Shree Shubham Logistics Ltd.  
Amber Real Estate Ltd.  
Adeshwar Infrabuild Ltd.  
Kalpataru Power Transmission Nigeria Ltd.  
Kalpataru Power Transmission (Mauritius) Ltd.  
Kalpataru SA (Proprietary) Ltd.  
Kalpataru Power Transmission – USA, INC  
Saicharan Properties Ltd.  
Jhajjar Power Transmission Pvt. Ltd.  
Gestamp Solar Steel Structures Pvt. Ltd.

### Nature of Relationship

Subsidiary of Holding Company  
Subsidiary of Holding Company  
Subsidiary of Holding Company  
Subsidiary of Holding Company  
Subsidiary of Holding Company  
Subsidiary of Holding Company  
Subsidiary of Holding Company  
Subsidiary of Holding Company  
Subsidiary of Holding Company  
Subsidiary of Holding Company  
Associate of Holding Company

### Joint Ventures

JMC - Associated JV  
Aggrawal - JMC JV  
JMC - Sadbhav JV  
JMC - Taher Ali JV (Package I, II & III)  
JMC - PPPL JV  
JMC - ATEPL JV  
JMC - Tantia JV  
JMC - MSKE JV  
GIL - JMC JV  
Kurukshetra Expressway Pvt. Ltd.  
JMC-GPT-Vijaywargi-Bright Power JV  
JMC-Vijaywargi-Bright Power JV  
KPTL-JMC-Yadav JV  
JMC - GPT JV

### Nature of Relationship

Joint Venture  
Joint Venture  
Joint Venture  
Joint Venture  
Joint Venture  
Joint Venture  
Joint Venture  
Joint Venture  
Joint Venture  
Joint Venture  
Joint Venture  
Joint Venture  
Joint Venture  
Joint Venture

### Key Managerial Personnel (KMP)

Mr. Hemant Modi  
Mr. Suhas Joshi  
Mr. Shailendra Tripathi

### Nature of Relationship

Vice Chairman & Managing Director  
Managing Director  
Executive Director

### Relatives of Key Managerial Personnel (RKMP)

Ms. Suverna I. Modi  
Ms. Sonal H. Modi  
Ms. Ami H. Modi  
Ms. Madhuri S. Joshi

### Nature of Relationship

Relative of key Managerial Personnel  
Relative of key Managerial Personnel  
Relative of key Managerial Personnel  
Relative of key Managerial Personnel

### Enterprises over which significant influence exercised (EKMP)

JMC Infrastructure Ltd.  
Kalpataru Properties Pvt. Ltd.  
SAI Consulting Engineers Pvt. Ltd.

### Nature of Relationship

Significant Influence of Mr. Hemant Modi & Mr. Suhas Joshi  
Enterprise under significant influence of Holding Company  
Significant Influence of Mr. Hemant Modi



# NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2012

( ₹ in Lacs )

Sr. No.	Particulars of Transactions with Related Parties	Holding Company	Fellow Subsidiary Companies	Joint Ventures	KMP / RKMP	EKMP
I.	Transactions During the Year					
1	Purchase of Material	- (3.82)	- (-)	- (-)	- (-)	0.89 (14.36)
2	Other Expenses	- (2.06)	- (0.25)	- (-)	- (-)	51.05 (8.67)
3	Rent Paid	5.29 (77.60)	- (-)	- (-)	- (-)	374.41 (372.08)
4	Reimbursement of Expenses	- (15.75)	- (-)	- (-)	- (-)	1.77 (-)
5	Construction Expenses	336.15 (-)	- (-)	- (-)	- (-)	- (-)
6	Contract Revenue	1,478.43 (2,054.78)	- (-)	9,940.51 (6,969.56)	- (-)	- (-)
7	Managerial Remuneration	- (-)	- (-)	- (-)	284.16 (238.24)	- (-)
8	Fixed Deposits accepted/renewed during the year	- (-)	- (-)	- (-)	3.50 (3.50)	- (-)
9	Interest Income	14.03 (-)	- (-)	- (-)	- (-)	3.84 (7.24)
10	Interest Paid	- (-)	- (-)	158.09 (95.78)	3.04 (3.03)	- (-)
11	Share of Profit in Joint Venture	- (-)	- (-)	7.14 (61.79)	- (-)	- (-)
12	Share of Loss in Joint Venture	- (-)	- (-)	0.16 (0.45)	- (-)	- (-)
13	Shares Capital (Including Premium) raised	- (9,004.50)	- (-)	- (-)	- (-)	- (-)
14	Sale of Car	- (-)	- (-)	- (-)	2.00 (-)	- (-)
15	Purchase of Machinery	- (-)	- (-)	2.65 (-)	- (-)	- (-)
II.	Balance as on 31.03.2012					
1	Trade Receivables	190.79 (180.34)	- (-)	2,741.61 (2,794.09)	- (-)	- (-)
2	Liabilities at the end of year	75.29 (3.82)	- (-)	177.69 (164.80)	- (-)	5.02 (1.12)
3	Fixed Deposits	- (-)	- (-)	- (-)	30.50 (30.50)	- (-)
4	Loans & Advances given	1,839.69 (-)	- (-)	- (-)	- (-)	30.50 (40.70)
5	Advance taken from Clients	- (-)	- (-)	2,738.72 (2,855.85)	- (-)	- (-)
6	Investment in Joint Venture entity	- (-)	- (-)	689.22 (689.20)	- (-)	- (-)

Note: Figures shown in bracket represents corresponding amounts of previous year.

## 39 Joint Ventures

- The Company is having consortium Joint Ventures named JMC-Associated JV, JMC-Taher Ali JV (Package I, II & III), JMC- PPPL JV, JMC ATEPL JV, JMC-Tantia JV, JMC-MSKE JV, GIL - JMC JV, JMC - GPT- Vijaywargi-Bright Power JV, JMC- Vijaywargi-Bright Power JV, KPTL-JMC-Yadav JV and JMC - GPT JV under work sharing arrangement. The revenue for work done is accounted, in accordance with the accounting policy followed by the Company, as that of independent contract to the extent work is executed.







## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2012

- II In respect of contracts executed in Joint Ventures entities, the services rendered to the Joint Venture entities are accounted as revenue for the work done. The share of profit / loss in following Joint Venture entities has been accounted for and the same is reflected as investments or current liabilities in books of the Company.

The Details of Joint Venture entities :

Name of the Joint Venture	Name of Venture Partner	Method of Accounting	Share of Interest
a. Aggrawal - JMC JV	Dinesh Chandra Aggrawal Infracon Pvt. Ltd.	Percentage of Completion	50.00%
b. JMC - Sadbhav JV	Sadbhav Engineering Ltd.	Percentage of Completion	50.50%

Details of proportionate share in the Assets, Liabilities, Income and Expenditure of the Company in its Joint Venture entities.

(₹ in Lacs.)

Particulars	Aggrawal JMC JV		JMC Sadbhav JV	
	2011-12	2010-11	2011-12	2010-11
% of Holding	50.00%	50.00%	50.50%	50.50%
Assets	531.51	588.47	1,390.93	1,391.20
Liabilities	186.90	243.87	1,473.27	1,473.47
Income	9.23	2,540.99	-	-
Expenditure	9.21	2,486.96	0.08	0.23

The aforesaid Joint Venture Entities have not been consolidated using proportionate consolidation and only the share of profit / loss therein has been accounted for, as in view of the management, both the Joint Venture entities are formed for specific projects and with a view to subsequent disposal on completion of specific projects in near future and accordingly they fell in the exception for proportionate consolidation as per para 29 of AS - 27.

- 40 The Management is of the opinion that as on the Balance Sheet date, there are no indications of a material impairment loss on Fixed Assets, hence the need to provide for impairment loss does not arise.
- 41 During the year ended March 31, 2012, the revised Schedule VI notified under the Companies Act, 1956, has become applicable to the Company, for preparation and presentation of its financial statements. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The Company has also reclassified the previous year figures in accordance with the requirement applicable in the current year.
- 42 Figures pertaining to the group companies have been reclassified wherever necessary to bring them in line with the Company's financial statements.

Signatures to Significant Accounting Policies and Notes on Consolidated Financial Statements I to 42

As per our report attached

For **Kishan M. Mehta & Co.**  
Chartered Accountants  
Firm Registration No. 105229W

**Kishan M Mehta**  
Partner  
Membership No. 13707

For and on behalf of the Board of Directors

**Shailendra Tripathi**  
Dy. Managing Director

**Suhas Joshi**  
Whole-time Director

**Kamal Jain**  
Director

**Rahul Shah**  
CFO

**Amit Raval**  
Vice President & Company Secretary

AHMEDABAD, May 19, 2012

MUMBAI, May 18, 2012

## STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956 RELATING TO SUBSIDIARY COMPANY

Particulars	Subsidiary Companies		
	JMC Mining & Quarries Limited	Brij Bhoomi Expressway Pvt. Ltd.	Wianganga Expressway Pvt. Ltd.
Financial year of the subsidiary companies ends on	March 31, 2012	March 31, 2012	March 31, 2012
Number of Equity Shares in the subsidiary companies held by JMC Projects (India) Ltd. at above date and % holding.	500,000 100%	21,250,000 100%	30,000,000 100%
The net aggregate profit less losses of the subsidiary company so far as it concerns with the members of JMC Projects (India) Ltd.			
1 Dealt with or provided for in the accounts of JMC Projects (India) Ltd. amounted to :			
(a) for the subsidiary's financial year ended on March 31, 2012	-	-	-
(b) for previous financial years of the subsidiary since it became subsidiary	-	-	-
2 Not dealt with or provided for in the accounts of JMC Projects (India) Ltd. amounted to :			
(a) for the subsidiary's financial year ended on March 31, 2012 (₹ In Lacs)	(8.91)	0.94	(11.31)
(b) for previous financial years of the subsidiary since it became subsidiary (₹ In Lacs)	(26.27)	(10.54)	-

### SUBSIDIARY COMPANY'S PARTICULARS

Particulars regarding subsidiary company, pursuant to general exemption granted by Ministry of Corporate Affairs vide its General Circular No: 2 /2011 dated February 8, 2011

(₹ In Lacs )

SN	Name of Subsidiary Company	JMC Mining and Quarries Ltd.	Brij Bhoomi Expressway Pvt. Ltd.	Wianganga Expressway Pvt. Ltd.
	Financial year of the subsidiary companies ends on	March 31, 2012	March 31, 2012	March 31, 2012
1	Capital	50.00	2,125.00	3,000.00
2	Reserves	21.95	(9.60)	(11.31)
3	Total Assets	222.78	5,834.36	5,510.49
4	Total Liabilities	222.78	5,834.36	5,510.49
5	Investments (except in case of investment in subsidiaries)	2.47	-	-
6	Turnover	84.26	104.63	-
7	Profit / (Loss) before Taxation	(10.82)	0.94	(11.31)
8	Provision for Taxation	(1.91)	-	-
9	Profit / (Loss) after Taxation	(8.91)	0.94	(11.31)
10	Proposed Dividend	-	-	-

### Exemption under Section 212(8) of the Companies Act, 1956:

In view of the general exemption granted under section 212(8) of the Companies Act, 1956 by Ministry of Corporate Affairs vide its General Circular No. 2/2011 dated February 8, 2011, the audited statement of accounts, reports of the Board of Directors and Auditors of the subsidiary companies are not annexed. Shareholders who wish to have a copy of the Annual Accounts and the related detailed information of the subsidiary companies can write to the Company at its Registered Office and the same will be available for inspection by any shareholder at the Registered Office of the Company and that of the subsidiary companies concerned on any working day during business hours, alternatively, the same has also been available on the website of the Company [www.jmcprojects.com](http://www.jmcprojects.com).



## CORPORATE INFORMATION

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### FORWARD LOOKING STATEMENT

In this annual report we have disclosed forward looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements, written and oral, that we periodically make contain forward looking statements that set out anticipated results based on the management's plan and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'project', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Investors should bear this in mind. We undertake no obligation to publicly update any forward looking statements, whether as a result of new information, future information or otherwise.



## scaling new heights

ANNUAL REPORT 2011-12



JMC Projects (India) Ltd.  
a Kalpataru Group Enterprise

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