

OM METALS INFRAPROJECTS LIMITED

ANNUAL REPORT 2011-12



OM METALS INFRAPROJECTS LIMITED

NOTICE

Notice is hereby given that the 40th Annual General Meeting of the members of the Company of Om Metals Infraprojects Limited will be held on 29th September, 2012 At 11.30 A.M at Om Towers, Church Road, M.I.Road, Jaipur-302001 to transact the following business:

1. To receive consider and adopt the audited Balance Sheet of the Company as at 31st March, 2012 and the Profit and Loss Account for the year ended as on 31st March 2012 together with the Report of Auditors and Directors thereon.
2. To appoint a Director in place Shri Trilok Chand Kothari who retires from office by rotation and being eligible, offers him for re- election.
3. To appoint Auditors who shall hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and fix their remuneration and in this regard to consider, and if thought fit, to pass with or without modification(s), the following resolution as on Ordinary Resolution:

“RESOLVED That M/s M.C. Bhandari & Co., Chartered Accountants, retiring auditors of the Company , be and is hereby appointed as Statutory Auditor of the Company , to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Director exclusive of traveling and other out of pocket expenses.

“RESOLVED That M/s Milind Vijiyvargiya & Associates, Chartered Accountants branch auditor of engg. & Real estate division and M/s B. Khosla & Co., Chartered Accountants be and hereby re-appointed as Branch Auditors for Hotel Division of the Company , to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Director exclusive of traveling and other out of pocket expenses.”

4. To confirm payment of Interim dividend of Rs. 0.10 per share as final dividend.

NOTES FOR MEMBERS ATTENTIONS:

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**

IN ORDER TO BE EFFECTIVE, THE INSTRUMENT APPOINTING A PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

- 2) Relevant details in respect of item no.2 pursuant to Clause 49 of the Listing Agreement, is annexed hereto.
- 3) Members/ Proxies should bring the Attendance Slip, duly filed in, for attending the Meeting.

- 4) Shareholders are requested to bring their copy of Annual Report to the meeting.
- 5) In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 6) Members, who hold shares in dematerialized form, are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested form, are requested to write their Folio no. in Attendance Slip for attending the Meeting.
- 7) All the documents referred to in the accompanying notice shall be open for public inspection at the registered office of the Company on all working days between 11 A.M. to 1 P.M. prior to date of Annual General Meeting
- 8) Corporate members intending to send their authorized representative to attend the Annual General Meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.
- 9) In terms of section 109A of the Companies Act, 1956 nomination facility is available to individual shareholders. The shareholders who are desirous of availing this facility may kindly write to Company's Registrar and Share Transfer Agents at the address mentioned below for nomination form quoting their Folio Number.
- 10) Members desirous of getting any information about the accounts of the Company are requested to send their queries at the registered office of the Company at least 10 days prior to the date of the Meeting so that the requisite information can be readily made available at the meeting.
- 11) All members who have either not received or have not yet encashed their dividend warrant(s) till financial year 2011-12 are requested to write to the Company for obtaining the duplicate dividend warrant without any delay.
- 12) Members are requested to furnish their Bank Account Details, change of address etc. to the company's registrars and share transfer Agents mentioned below, in respect of shares held in physical form and to their respective Depository Participant, if the shares are held in electronic form.
- 13) Register of Members and share transfer books of the Company will remain closed from 26.09.2012 to 29.09.2012
- 14) Members are requested to visit the website of the Company viz www.ommetals.com for viewing the quarterly and annual financial results and for more information on the Company
- 15) For any investor-related queries, communication may be sent by e-mail at cs@ommetals.com.
- 16) The Annual Report of the Company for the year 2011-12 circulated to the members of the Company will also be made available on the Company's website viz www.ommetals.com

REGISTRAR & SHARE TRANSFER AGENTS:

M/s Skyline Financial Services Pvt.Ltd.

D-153, A, 1st Floor, Okhla Industrial Area,

Phase-I, New Delhi-110020

Tel: 011-30857575

Fax: 011-3085762

E-mail: admin@skylinerta.com

E-mail: skyline_fspl@rediffmail.com

ANNEXURE II

Details of Directors seeking appointment/ re-appointment in the ensuing Annual General Meeting to be held on 29th September 2012:

Name	TRILOK CHAND KOTHARI
Date of Birth	11.06.1927
Appointed on	01.10.1994
Qualifications	P.Hd, D. Lit
Expertise in specific functional area	Banking, taxation and Company law related affairs.
Directorships held in other public Companies	Nil
Membership/Chairmanships of committees across public Companies	Om Metals Infraprojects Ltd.: Chairmanship in Investors Grievance Committee
Shareholding in the Company	3174260

*Directorships in foreign companies, alternate directorship in private companies and membership in governing councils, chambers and other bodies not included.

Date: 31st August, 2012

By order of the Board

Place: Jaipur

Sd/-

Regd. Office: Om Towers, Church Road

M.I.Road, Jaipur-302001

Rajasthan

Chairman

Director's Report

Dear Shareholders,

Your Directors have pleasure in presenting 40th Annual Report and audited accounts of the Company for the year ended 31st March, 2012.

RESULTS OF OPERATION

(Rs. In Lacs)

Particulars	Year Ended March 31,	
	2012 Audited	2011 Audited
Total Turnover	21744.12	24009.83
Operating Profit (EBITDA)	6461.92	6567.59
Financial Charges	2370.94	1712.78
Depreciation	1217.76	1145.47
Profit before Tax	2873.22	3709.34
Provision for Taxes	470.86	845.84
Profit after Tax	2402.35	2863.50
Add : Profit brought forward from previous year	13281.34	10836.29
Profit available for appropriation	15683.69	13699.80
Retained Profit carried forward to the next year	15451.77	13281.34

Business

The strength of your Company lies in identification, execution and successful implementation of the projects in the infrastructure space. To strengthen the long-term projects and ensuring sustainable growth in assets and revenue, it is important for your Company to evaluate various opportunities in the different business verticals in which your Company operates. Your Company currently has several projects under implementation and continues to explore newer opportunities, both domestic and international. Your Board of Directors considers this to be in strategic interest of the Company and believe that this will greatly enhance the long-term shareholders' value.

At present your Company operates in three business sectors- Heavy Engineering cum construction, Real Estate and Infrastructure Projects.

The Company has reported a Profit Before Tax (PBT) of Rs.2873 lacs, as against Rs.3709 lacs in the previous year. The increased finance cost and stressed the surge proportionate to surge in turnover.

DIVISIONAL ANALYSIS

ENGINEERING DIVISION

The Turnover of this division this year is Rs. 183.65 crore and profit is Rs 18.03 crore against Turnover of Rs 224.69 crore & profit is Rs 26.50 in the last year. The Engineering Division focuses on turnkey engineering procurement and construction contracts for Hydro mechanical equipment for Hydro Power and Irrigation projects. The Company post qualification in civil work for dam will qualify for complete EPC for dam except EM package and shall address a larger share of hydro power project. This is a feat for diversifying in the civil construction space and the Company will not have to take recourse to civil companies for meeting PQ norms for bidding in civil space. The Company is now all geared up to encash the burgeoning opportunities in executing complete EPC contract in the space of H M components and civil structure as well for Hydro projects of 38000 MW power generation planned in next 10 years by GOI. The projects in Hydro power space involve multifarious activities viz. civil construction, electromechanical component and Hydro mechanical equipments. the company also doing EPC for road project and this will further increase the addressing area in infra space.

REAL ESTATE, HOTELS AND MULTIPLEX

The Turnover of this division this year is Rs.33.79 crore and profit is Rs 6 crore against Turnover of Rs 8.66 crore & profit is Rs 2.13 crore in the last year.

The turnover from hotel Om Tower in Jaipur and Multiplex in Kota remained at same levels. With the revival in economical growth –revenue is expected to increase buoyed by increasing domestic and international tourism ahead.

Though in real estate front we have not seen any major revenue generation but we launched another residential project "Om Urban Heights" the response of which is very motivating.

The company has started construction on premium and prestigious land in Jaipur for developing state of the art high end residential apartments. Top notch agencies have been hired in every field for timely completion of project.

In Mumbai bandra project-Post CRZ and MOEF clearance – other statutory clearance and extensions from SRA and other different agencies are on fast track and we have successfully constructed the temporary transit camps for shifting slum dwellers and this will pave the way to begin construction activities of rehab apartments and commercially roll out sellable apartments in Bandra Reclamation- A project initiated by MHADA.

Future plans

Going ahead, the Company aims to further enhance its skill-sets, core strengths, capacity enhancement, Build a fleet of construction equipments to effectively and efficiently tackle even bigger and more complex projects in this niche space, within and outside India.

The Company is all geared up to encash the burgeoning opportunities in the Hydro Mechanical segment and utilise the PQ earned from Kalisindh project in Civil space by providing turnkey solution in civil as well as Hydro mechanical space to minimum 38, 000 MW additional Hydel power generation planned in next 10 years by GOI.

The consortium formed between the company and SPML Infra remained L1 and has been awarded a LOI for development of 70 MW lignite based thermal project in Rajasthan.

The lease income from Inox is continuing in Multiplex & hotel in jaipur is doing satisfactory business and we are confident of surge in tourism industry.

OTHER REAL ESTATE PROJECTS IN DIFFERENT SPV'S ARE DISCUSSED IN SUBSIDIARY SECTION.

Liquidity

The proceeds from the allotment of 2,00,00,000 shares at Rs.60/share to QIB's (Qualified Institutional Buyers) was partly utilized in capacity expansion in Engineering division and real estate developments. The partial proceeds have been invested in Subsidiary company and liquid funds and we are awaiting potential overseas/domestic Business acquisition opportunity to utilize the available credit limits.

Out strong cash flows enable us to manage financial and business risks.

APPROPRIATIONS

Dividends

During the year under review, your directors had declared and paid interim dividend of Rs.0.10 per share in March, 2012. The Directors recommend it to treat as final dividend.

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

TRANSFER TO RESERVES

The Board of Directors proposes to transfer Rs 1, 20, 00,000 to General Reserve in accordance with the Companies (Transfer of Profit to Reserves) Rules, 1975.

Subsidiaries

OM Metals Consortium Pvt Ltd. – This 100% subsidiary Company is developing a high end residential project on a very prime parcel of 19000 sq mt land at Statue circle Jaipur. It has hired your company as EPC Contractor for structure building under architectural leadership of Studio 18, a renowned architecture firm of USA. the construction is in progress and scheduled for completion with in 36 month.

OM Metals Real Estate Pvt. Ltd. This 100% subsidiary is holding stakes in different SPV's for different projects in Hyderabad, Faridabad, Jaipur. The development of all these projects are in some stages of clearances.

Step Subsidiaries/Associates

Om Metals Ratnakar Pvt Ltd. – a step subsidiary 9467 sq ft office space in Prime and aesthetic NBCC plaza, Delhi purchased in this 100% subsidiary to house the entire corporate and business development affairs of the Group, is fully functional and contributing to expansion and diversification of the company in high potential areas.

Om Hydromech Pvt. Ltd. a step subsidiary -An industrial land has been acquired in Bhilai from Bank of Baroda in open auction for setting up fabrication yard as a expansion mode. Bank of Baroda is unable to give clear title of the land and we have approached DRT for refund of the auction money . The matter is pending at court.

Om Automotors Private Limited: a step subsidiary- This company has acquired office space at Jaipur.

Om Kothari Hotels Private Limited : a step subsidiary -During the year the company purchased a plot for construction of flats. The approval of map is pending with UIT , Kota and hope the construction shall be started in the second quarter of 2012.

Om Metals Developer Pvt Ltd. – Post development agreement with Mahindra life space for residential housing project at Hyderabad on 25:75 basis-the developer is speedily endeavouring for statutory clearances and drawing approvals.

OM Shivay Real Estate Pvt. Ltd. With the completion of the flyover at Badarpur near Faridabad, the traffic congestion has gone down considerably. And it has also eased the accessibility to the plot nearby. Minor litigation on the verge of the final hearing in local court.

NKP holding (P) Ltd. 3000 sq. M1 land in NCR near delhi-faridabad boarder is in possession with the company where we hold 50% ownership through OREPL. The land is suitable for corporate park and is adjacent to the land owned by our associate Om Shivay Real estate (P) Ltd.

Om Sansation Properties (P) Ltd. This company owns agricultural land in andra Pradesh and our ownership in this company is 25%.

Sanmati Buildcon (P) Ltd. 33 acre appx land is owned by this company in sohna dist gurgaon (Haryana) and we own 33.33% in this company.

Partnerships

OM Metals Consortium—This prestigious partnership firm for development of SRA project in Bandra Reclamation facing Bandra-Worli sea Link has completed the construction of the temporary transit camp and is expecting to shift the slums dwellers by the end of the current FY. The construction of the sellable apartments will take place later on during the year once the LOI conditions are fully met..

Other SPV's

Pondicherry Port Ltd. An SPV earmarked for the development of sea port in Pudducherry. All the statutory approvals when in place shall enable the company start the project.

Sanmati Infradeveloper Pvt Ltd. – This SPV wherein we own 25% stake along with other stake holders Subhash Projects (25%) and Urban Infrastructure Trustees Ltd (UITL) (50%) is a holding company of Pondicherry SEZ Co.Ltd(PSEZCL). PSEZCL owns a multi product SEZ in Pudduchery where 840 acre land has been acquired and balance 26 acre is pending. We are awaiting formal notification from Ministry of Commerce ..

Bhilwara Jaipur Toll Road Pvt Ltd.—The construction of the 212 km road project in Jaipur-Bhilwara Stretch is in progress and the funding has been tied up from ICICI Bank & Punjab National Bank jointly. Om metals is doing the entire EPC for this road project.

OM Metals-SPML Infraprojects Pvt Ltd. A 457 cr Kalisindh Dam project in a SPV created with SPML infra on 50:50 is running in full swing and Om Metals has been executing EPC contract for major work.

COMPANIES CEASED TO BE SUBSIDIARIES:

1. Om Metal Auto Private Limited with effect from 30.09.2011
2. Om Gaima Projects Private Limited with effect from 15.07.2011

CONSOLIDATED FINANCIAL STATEMENTS

As required under Clause 49 of the listing agreement with stock Exchanges, the consolidated financial statements of the Company are attached with the Annual Accounts of the Company.

As per Section 212 of the Companies Act, 1956, we are required to attach the Directors' report, Balance Sheet, and Profit and Loss account of our subsidiaries. The Ministry of Corporate Affairs, Government of India vide its circular

no. 2/2011 dated February 8, 2011 has provided an exemption to companies from complying with Section 212, provided such companies publish the audited consolidated financial statements in the Annual Report. Accordingly, the Annual Report 2011-12 does not contain the financial statements of our subsidiaries. The audited annual accounts and related information of our subsidiaries, where applicable, will be made available upon request. These documents will also be available for inspection during business hours at our registered office in Jaipur, India.

The investment in significant associates like Om Metals Consortium, Om Metals Consortium (P) Ltd., Om Ray JV, OMIL-JSC JV, Pondicherry Port Ltd., Sanmati Infradeveloper Pvt. Ltd., Bhilwara Jaipur Toll Road (P) Ltd., Om Metals SPML Infraprojects (P) Ltd. have been treated as per AS 27/23 and accordingly have been consolidated in financial statements in compliance with AS.

The consolidated financial statement of the Company pursuant to AS 23 and AS 27 have been prepared and attached.

Directors

In accordance with the provisions of sections 255 and 256 of the Companies Act, 1956 and the Articles 61 of the Articles of Association of the Company Shri Trilok Chand Kothari retires by rotation at the ensuing AGM of the Company and being eligible offer themselves for re-appointment.

AUDITOR & AUDITORS REPORT

M/s. M.C. Bhandari & Co., Chartered Accountants, Statutory auditor M/s. B. Khosla & Co. Chartered Accountants Branch Auditor of hotel division and M/s Milind Vijiyvargiya & Associates Chartered Accountants Branch Auditor of engg. & Real estate division will retire at the conclusion of the Annual General Meeting and being eligible offer themselves for reappointment, if may be in accordance with Section 224(1B) of the Companies Act, 1956. The board recommends their re-appointment.

The Notes to the Accounts referred to in the Auditors Report are self explanatory and therefore do not call for any further explanation.

PARTICULARS OF TECHNOLOGY ABSORPTION, CONSERVATION OF ENERGY AND FOREIGN EXCHANGE EARNING AND OUTGO.

As required under section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of Board of Directors) absorption, conservation of energy and foreign exchange earnings and outgo are set out in Annexure A to the Directors Report.

PARTICULARS OF EMPLOYEES

There is no employee in respect of whom information u/s 217(2A) of the Companies Act, 1956 is required to be given.

PERSONNEL

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

LISTING

The Equity Shares of the Company continue to remain listed with the National Stock Exchange, Bombay Stock Exchange (BSE) and Delhi Stock Exchange. The listing fees payable to the exchanges for the financial year 2011-12 have been paid.

DELISTING:

The Company has voluntarily delisted the equity shares of the Company from Jaipur Stock Exchange of India and Ahmadabad Stock Exchange of India. The delisting procedure is in process.

EXTERNAL RATING

CARE has assigned ratings symbol of A & PR1 to company and company has accepted it.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under section 217(2AA) of the Companies Act, 1956, your directors confirm that:

- (i) in the preparation of account for the period ended March 31, 2012 the applicable Accounting Standards had been followed and that there are no material departures;
- (ii) The directors had 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 year end of the financial year and of the profit of the Company for that period,
- (iii) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of the Companies Act 1956 for safe guarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (iv) the accounts for the period ended March 31, 2012 are on a going concern basis.

CEO/CFO CERTIFICATION

The Managing Director and Chief Financial Officer of the Company have submitted certificate to the Board as required under Clause 49 of the Listing agreement for the year ended 31st March, 2012.

UNCLAIMED DIVIDEND

Section 205 of the Companies Act, 1956, mandates that companies transfer dividend that has been unclaimed for a period of seven years from the unpaid dividend account to the Investor Education and Protection Fund (IEPF). In accordance with the following schedule, the dividend for the years mentioned as follows, if unclaimed within a period of seven years, will be transferred to IEPF.

Year	% Of Dividend Declared		Date of Declaration	Due date of Transfer	Amount(₹)
	Interim	Final			
2011-12	10%	-	10/03/2012	09/04/2019	133744.10
2010-11	15%	-	11/11/2010	10/12/2017	42195.05
2009-10	20%	-	28/01/2010	27/02/2017	76699.80
2008-09	10%	-	14/03/2009	13/04/2016	65228.00
2007-08	-	10%	30/09/2008	29/10/2015	99035.00
2006-07	20%	-	16/03/2007	15/04/2014	108030.40
2005-06	30%	-	14/02/2006	13/03/2013	109408.30
2005-06	-	20%	30/09/2006	29/10/2013	150607.00
2004-05	-	20%	30/09/2005	29/10/2012	105424.40

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

Transfer to Investor protection fund account

The Company has transferred unclaimed dividend to Investor Protection Fund A/c of the year 2004-05 amounting to Rs. 100679/-

CORPORATE WEBSITE

The website of the Company, WWW. OMMETALS.COM carries a comprehensive database of information of interest to the stakeholders including the corporate profile, information with regard projects, financial performance of your Company and others.

MANAGEMENT INFORMATION AND DISCUSSION REPORT

Management Analysis and Discussion Report for the year under review, as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges in India, is presented in a separate section forming part of the annexure B to the Directors Report.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

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

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

CORPORATE GOVERNANCE

Your Company has been practicing principles of good corporate governance practices over the years. Your Company has complied with the Corporate Governance Code as stipulated under the Listing Agreement with the Stock Exchanges. A separate section on Corporate Governance along with certificate from the Auditors confirming compliance is annexed and forms part of the annexure C to the Directors' Report.

JOINT VENTURES & FOREIGN COLLABORATIONS

Foreign Collaboration

- ATB Riva Calzoni SpA, Italy
- JSC Ukr Hydro Mech, Ukraine

Domestic JVs

OMIL JSC JV This JV is executing project for NEEPCO in Kameng HE Project.

Om Ray JV This JV is executing project in Karnataka.

OM METALS SEW JV: This JV created for project in Sripad sagar (AP) has been executing project in full swing.

FIXED DEPOSITS

During the year under review, your Company has not accepted any deposits from Public under Section 58A of Companies Act, 1956.

ACKNOWLEDGEMENTS

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

On behalf of the Board of Directors,

Regd. Office:

Om Towers, Church Road

M I Road, Jaipur

Date:30th MAY,2012

Sd/-

(Dr T C Kothari)

Chairman

Annexure to Director's Report

Information under Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of particulars in the report of board of Directors) Rules, 1988 and forming part of the Directors Report for the year ending 31st March, 2012.

Annexure : A

A. Conservation of energy:

(a) Energy conservation measures taken:

Greater emphasis has been laid on creating awareness amongst all employees for the optimal utilization of power and prevent misuse of energy at all levels.

(b) Additional investments proposals, if any being implemented for reduction of consumption of energy. Efforts are being made in the direction of reducing energy consumption.

– NIL –

(c) Impact of the measure at (a) and (b) above for reduction of energy consumption and consequent impact on the cost production of goods.

Impact has not been measured.

(d) Total energy consumption and energy consumption per unit of production in respect of industries specified in the Schedule thereto.

It is not feasible to maintain product category wise energy consumption data since there are a large variety of products with different energy intensities.

B. Technology Absorption :

(a) Research & Development :

(i) Specific areas in which R & D was carried out by the company.

- Cutting & Welding which is required on fabrication of Gates, Hoist etc.
- Replacement of electric hoists to hydraulic hoists.
- Improvement in product quality.
- Energy Conservation.
- Better utilization of Scrap.

(ii) Benefits derived:

- Production improved gradually.

(b) **Future Plan of Action :**

The company is having on going process to reduce the weight of gates, to suit to incoming private power projects.

(c) **Expenditure on R & D**

No expenditure was made on R & D because owned staff is working on R & D and their salaries & wages included in respective head of expenditure.

C. Technology Absorption, Adoption and Innovation:

(i) Efforts in brief, made towards technology absorption and innovation. Progress was made in the up gradation of technology and innovation in the following areas:

Replacement of electric hoist to hydraulic hoist.

Cutting and welding for gate and hoist fabrication.

Efforts for technology development and innovation are going on.

2. Benefits derived as a result of the effort product improvement.

- Cost reduction.
- Product development & Import substitution etc.

3. Technology imported during the last 5 year.

– NIL –

D. Foreign Exchange Earning and Outgo :

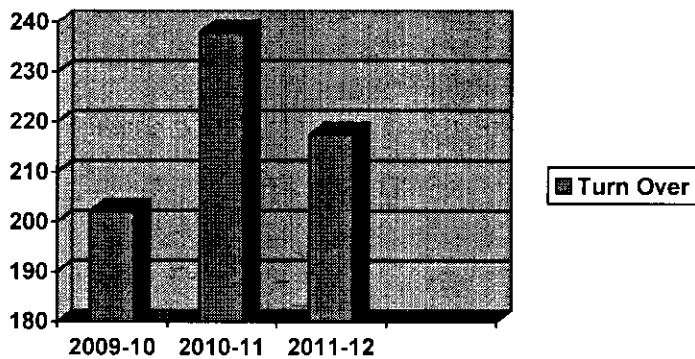
(i) Activities relating to exports, initiatives taken to increase exports, development of new export, development of new export markets for products and service and export plans.

(ii) Total foreign exchange used and earned.

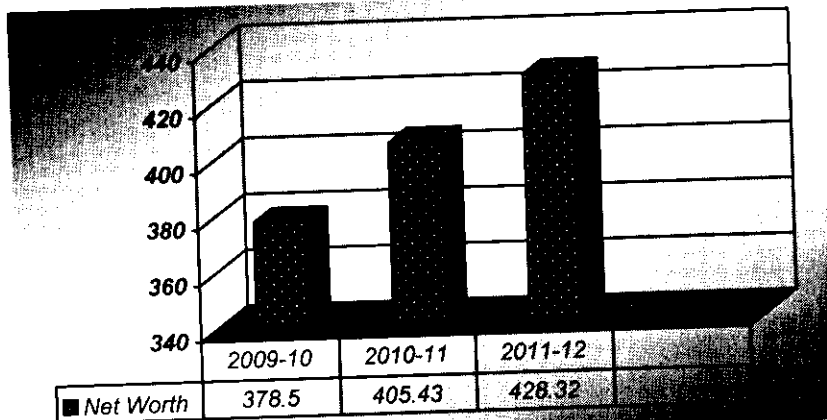
(Rs. in Lacs)

	31.03.2012	31.03.2011
i. Earning by ways of :		
(a) Exports	NIL	NIL
(b) Service	6.36	8.42
ii. Outgo by way of		
(a) CIF value of imports	703.54	2726.40
(b) Travelling & Others	66.17	67.71
(c) Capital Goods	316.10	754.92

Financial Snapshot



EBIDTA



Shareholder Information

1. Annual General Meeting

Date and Time : 29th September, 2012

Venue : Om Towers, Church Road.

M I Road, Jaipur

2. Financial Calendar

Annual Report 2012

Om Metals Infraprojects Limited

Financial reporting for the quarter ending June 30, 2012 : Mid August, 2012
Financial reporting for the quarter ending September 30, 2012 : Mid November 2012
Financial reporting for the quarter ending December 31, 2012 : Mid February, 2013
Financial reporting for the year ended March 31, 2013 : End May, 2013
Annual General Meeting for the year ended March 31, 2013 : End Sept. 2013

3. Registered Office : Om Towers, Church Road,
MI Road, Jaipur Rajasthan

4. Website : <http://www.ommetals.com/>

5. Listing on Stock Exchange at

Bombay Stock Exchange Ltd	ISIN
Phiroze Jeejeebhoy Towers	INE239D01028531092
Dalal Street	BSE CODE :
Mumbai-400 001	531092

NATIONAL STOCK EXCHANGE OF INDIA Exchange Plaza, C-1 Block, G Bandra Kurla Complex, Bandra (E), Mumbai	NSE SYMBOL : OMMETALS
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Note: Listing Fees has been paid to all the Stock Exchanges as per their schedule

6. Registrar and Transfer Agents :

M/s Skyline Financial Services Pvt. Ltd.

D-153A, 1st Floor, Okhla Indus. Area,
Phase -I , New Delhi -110 020

(For share transfers and other Communication relating to Share certificates, dividend And change of address)

7. Nature of complaints received during the year:

Two complaints in relating to non -receipt of dividend change of address and Non-receipt of share Certificate/Transfer/ Transmission, etc.

8. Dematerialization of shares and liquidity: As on 31.3.2012

Total shares in Dematerialization form was 9.62 Cr. And total Shares of the Company were Rs. 9.63 Cr.

9. Investor Correspondence

Other than Secretarial Matters: info@onmetals.com

On Secretarial Matters: cs@ommetals.com

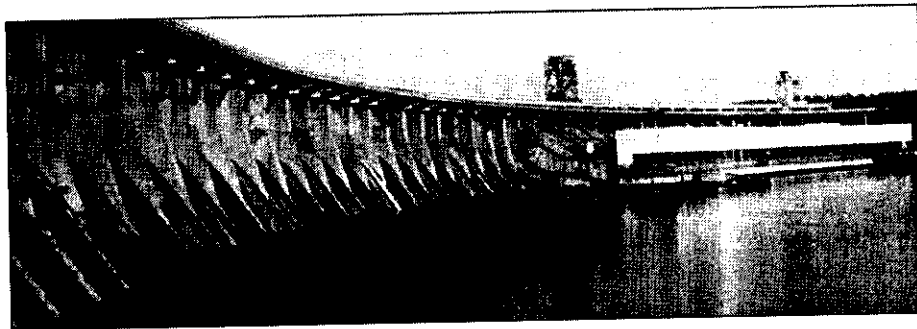
10. Major changes in Equity Share Capital during the year: NIL

**ANNEXURE “B”
MANAGEMENT DISCUSSION & ANALYSIS**

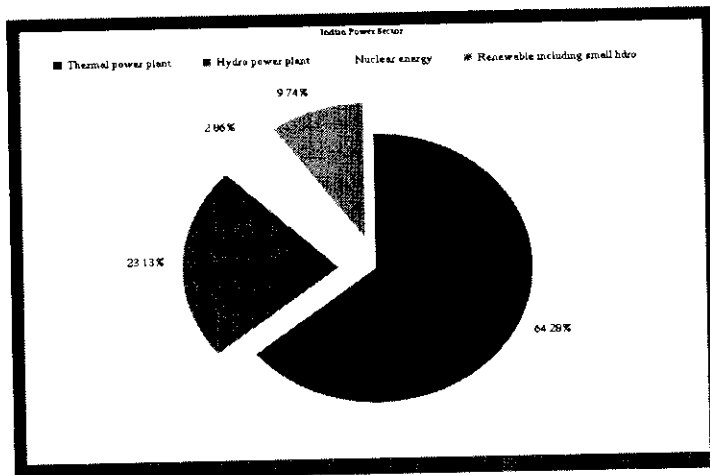
INTRODUCTION:

The financial statement have been prepared and presented under the historical cost convention on the accrual basis of accounting and comply with the accounting standards issued by the Institute of Chartered Accounting of India(ICAI) and the relevant provisions of the Companies Act, 1956(the ‘Act’) to the extent applicable. The preparation of financial statement requires management to make estimates and expenses of the period, assets and liabilities, as of the date of the financial statements. These estimates are made on a prudent and reasonable basis, to reflect the true and fair view of the financial statement.

RENEWABLE ENERGY IN INDIA: STATUS AND FUTURE PROSPECTS



INDIAN POWER SECTOR



Infrastructure Sector in India

The fast growth of the economy in recent years has placed increasing stress on physical infrastructure such as electricity, railways, roads, ports, airports, irrigation, and urban and rural water supply and sanitation, all of which already suffer from a substantial deficit from the past in terms of capacities as well as efficiencies in the delivery of critical infrastructure services. The pattern of inclusive growth of the economy projected for the Eleventh Plan, with GDP growth averaging 9% per year can be achieved only if this infrastructure deficit can be overcome and adequate investment takes place to support higher growth and an improved quality of life for both urban and rural communities.

Infrastructure has been defined to include electricity (including non-conventional energy), telecommunications, roads and bridges, railways (including MRTS), ports, airports, irrigation (including watershed development), water supply and sanitation, storage and gas distribution sectors.

The total investment in infrastructure, defined as above, in 2006–07 was estimated to be around 5% of GDP. From a macroeconomic perspective and taking account of investment in infrastructure in other relatively fast growing countries, it can be argued that the gross capital formation (GCF) in infrastructure should rise as a share of GDP from 5% in 2006–07 to 9% by the end of the Plan period. The experience of many other emerging developing countries would suggest that GCF in infrastructure may need to be accelerated to an even higher level—around 11%—by the terminal year of the Eleventh Plan. However, an increase of this order cannot be achieved starting from a level of less than 5% of GDP observed in 2005–06. Moreover, it may not be a necessary condition for achieving a 9% growth in the Eleventh Plan period since many East Asian countries have invested more than is essential. The target of 9% by the end of the Eleventh Plan seems reasonable.

Transport Sector in India

India's transport sector is large and diverse; it caters to the needs of 1.1 billion people. In 2007, the sector contributed about 5.5 percent to the nation's GDP, with road transportation contributing the lion's share. Good physical connectivity in the urban and rural areas is essential for economic growth. Since the early 1990s, India's growing economy has witnessed a rise in demand for transport infrastructure and services. However, the sector has not been able to keep pace with rising demand and is proving to be a drag on the economy. Major improvements in the sector are required to support the country's continued economic growth and to reduce poverty.

Challenges: The major challenges facing the sector are:

- **India's roads are congested and of poor quality.** Lane capacity is low - most national highways are two lanes or less. A quarter of all India's highways are congested. Many roads are of poor quality and road maintenance remains under-funded - only around one-third of maintenance needs are met. This leads to the deterioration of roads and high transport costs for users.
- **Rural areas have poor access.** Roads are significant for the development of the rural areas - home to almost 70 percent of India's population. Although the rural road network is extensive, some 33 percent of India's villages do not have access to all-weather roads and remain cut off during the monsoon season. The problem is more acute in India's northern and northeastern states which are poorly linked to the country's major economic centers.

- **The railways are facing severe capacity constraints.** All the country's high-density rail corridors face severe capacity constraints. Also, freight transportation costs by rail are much higher than in most countries as freight tariffs in India have been kept high to subsidize passenger traffic.
- **Urban centers are severely congested.** In Mumbai, Delhi and other metropolitan centers, roads are often severely congested during the rush hours. The dramatic growth in vehicle ownership during the past decade - has reduced rush hour speeds especially in the central areas of major cities.
- **Ports are congested and inefficient.** Port traffic has more than doubled during the 1990s, touching 650 million tons in 2006-07. This is expected to grow further to about 900 million tons by 2011-12. India's ports need to significantly ramp up their capacity and efficiency to meet this surging demand.
- **Airport infrastructure is strained.** Air traffic has been growing rapidly leading to severe strain on infrastructure at major airports, especially in the Delhi and Mumbai airports which account for more than 40 percent of nation's air traffic.

Key Government Strategies

India's Eleventh Five Year Plan identifies various deficits in transport sector which include inadequate roads/highways, old technology, saturated routes and slow speed on railways, inadequate berths and rail/road connectivity at ports and inadequate runways, aircraft handling capacity, parking space and terminal building at airports. Government aims to modernize, expand, and integrate the country's transport services. It also seeks to mobilize resources for this purpose and to gradually shift the role of government from that of a producer to an enabler. In recent years, the Government has made substantial efforts to tackle the sector's shortcomings and to reform its transport institutions. These include:

- Increasing public funding for transportation in its Five Year Plans.
- Launching the ambitious National Highway Development Program which has seven phases and is expected to be completed by 2012. It includes improved connectivity between Delhi, Mumbai, Chennai and Kolkata, popularly called the Golden Quadrilateral, in the first phase, North- South and East- West corridors in phase two, four laning of more than 12,000 km in phase three, two laning of 20,000km and six laning of 6,500 km respectively in phase four and five, development of 1,000km of expressway in phase six and other important highway projects in phase seven. Total expected investment is INR 2.2 trillion.
- Accelerated Road Development Program for the North East Region to provide road connectivity to all State capitals and district headquarters in the region.
- Financing the development and maintenance of roads by creating a Central Road Fund (CRF) through an earmarked tax on diesel and petrol.
- Operationalising the National Highway Authority of India (NHAI) to act as an infrastructure procurer and not just provider.
- Improving rural access by launching the Pradhan Mantri Gram Sadak Yojana (Prime Minister's Rural Roads Program).

- Reducing the congestion on rail corridors along the highly trafficked Golden Quadrilateral and improving port connectivity by launching the National Rail Vikas Yojana (National Railway Development Program)
- Enhancing sector capacity and improving efficiencies through clear policy directive for greater private sector participation. Large parts of the NHDP and NMDP are to be executed through public private partnerships (PPP).

Roads

Roads are the dominant mode of transportation in India today. They carry almost 90 percent of the country's passenger traffic and 65 percent of its freight. The density of India's highway network -- at 0.66 km of highway per square kilometer of land -- is similar to that of the United States (0.65) and much greater than China's (0.16) or Brazil's (0.20). However, most highways in India are narrow and congested with poor surface quality, and 40 percent of India's villages do not have access to all-weather roads.

National Highways Authority of India (NHAI) is mandated to implement National Highways Development Project (NHDP) which is:

- India 's Largest ever highways project
- World class roads with uninterrupted traffic flow

The National Highways have a total length of 70934 km to serve as the arterial network of the country. The development of National Highways is the responsibility of the Government of India. The Government of India has launched major initiatives to upgrade and strengthen National Highways through various phases of National Highways Development project (NHDP), which are briefly as under:

NHDP Phase I : NHDP Phase I was approved by Cabinet Committee on Economic Affairs (CCEA) in December 2000 at an estimated cost of Rs.30,000 crore comprises mostly of GQ (5,846 km) and NS-EW Corridor (981km), port connectivity (356 km) and others (315 km).

NHDP Phase II : NHDP Phase II was approved by CCEA in December 2003 at an estimated cost of Rs.34,339 crore (2002 prices) comprises mostly NS-EW Corridor (6,161 km) and other National Highways of 486 km length, the total length being 6,647 km. The total length of Phase II is 6,647 km.

NHDP Phase-III: Government approved on 5.3.2005 up gradation and 4 laning of 4,035 km of National Highways on BOT basis at an estimated cost of Rs. 22,207 crores (2004 prices). Government approved in April 2007 up gradation and 4 laning at 8074 km at an estimated cost of Rs. 54,339 crore.

NHDP Phase V: CCEA has approved on 5.10.2006 six laning of 6,500 km of existing 4 lane highways under NHDP Phase V (on DBFO basis). Six laning of 6,500 km includes 5,700 km of GQ and other stretches.

NHDP Phase VI: CCEA has approved on November 2006 for 1000 km of expressways at an estimated cost of Rs.16680 crs.

NHDP Phase VII: CCEA has approved on December 2007 for 700 km of Ring Roads, Bypasses and flyovers and selected stretches at an estimated cost of Rs. 16680 crs .

Hydro-power in India

Severe power shortage is one of the greatest obstacles to India's development. Over 40 percent of the country's people -- most living in the rural areas -- do not have access to electricity and one-third of Indian businesses cite expensive and unreliable power as one of their main business constraints. India's energy shortfall of 10 percent (rising to 13.5 percent at peak demand) also works to keep the poor entrenched in poverty. Power shortages and disruptions prevent farmers from improving their agricultural incomes, deprive children of opportunities to study, and adversely affect the health of families in India's tropical climate. India's energy shortfall of 10 percent (rising to 13.5 percent at peak demand) also works to keep the poor entrenched in poverty. Power shortages and disruptions prevent farmers from improving their agricultural incomes, deprive children of opportunities to study, and adversely affect the health of families in India's tropical climate. Poor electricity supply thus stifles economic growth by increasing the costs of doing business in India, reducing productivity, and hampering the development of industry and commerce which are the major creators of employment in the country.

To boost economic growth and human development, one of the Government of India's top priorities is to provide all its citizens with reliable access to electricity by 2012. To ensure that the uncovered 40 percent of Indian homes get electricity by 2012, and to serve rising demand from those already being served by the power grid, the government estimates that the country will need to install an additional 100,000 Mega Watts (MW) of generating capacity by 2012, expanding grid-based generation to about 225,000 MW. Given that India added about 23,000 MW during the last Five Year Plan of 2002-2007, this will be quite a quantum jump. The Government of India has decided to acquire an increasing portion of this additional power from the country's vast untapped hydropower resources, only 23 percent of which has been harnessed so far. India's energy portfolio today depends heavily on coal-based thermal energy, with hydropower accounting for only 26 percent of total power generation. The Government of India has set the target for India's optimum power system mix at 40 percent from hydropower and 60 percent from other sources.

When developed in accordance with good environmental and social practices, hydropower plants have the advantage of producing power that is both renewable and clean, as they emit less greenhouse gases than traditional fossil fuel plants and do not emit polluting suspended particulate matter (from the high ash-content of indigenous coal). Hydropower plants can also start up and shut down quickly and economically, giving the network operator the vital flexibility to respond to wide fluctuations in demand across seasons and at different times of the day. This flexibility is particularly important in a highly-populated country like India where household electricity demand is a significant portion of total demand and this demand is concentrated in a short period of time (usually in the evening). As an illustration, if the approximately 150 million households in India were to turn on two 100 watt light bulbs at 7 pm, the power system would experience an instantaneous surge in demand of about 30,000 MW! Today, this peak demand is often met by households turning on small gasoline and diesel generation units, which, in addition to being polluting, are a serious health hazard in congested areas. And, with rising wealth, households are switching on a lot more than two

light bulbs. Although hydropower plants are subject to daily and seasonal variations in water flows (which affects the production of electricity at that point in time), they are not subject to the fluctuations in fuel costs that trouble thermal power plants. While hydropower plants have large up-front capital costs, they also have long and productive lives, which significantly help reduce costs over time. For example, the Bhakra Nangal plant, now more than 40 years old, has operating costs of only Rs 0.10 or US\$ 0.002 per unit. Hydropower plants are thus generally cheaper in the long run than natural gas-based plants, which are constantly at risk from fuel price increases in the global market. While India plans to develop mainly run-of-the-river projects, multipurpose hydropower plants with water storage facilities can help manage critical water resources in an integrated manner by serving as flood controllers as well as sources of irrigation and much-needed drinking water. The Tehri Dam in Uttarakhand, for instance, which was commissioned in 2006, today caters to one-third of the drinking water needs of Delhi, India's capital. Besides which, India's hydro-resources are largely available in some of the least-developed parts of the country and hydropower plants, if designed appropriately offer significant potential for regional development and poverty alleviation. Hydropower projects that forge equitable systems of benefit-sharing and implement targeted local area development can help local communities improve the quality of their lives quite significantly.

Challenges of hydropower development

While hydropower plays an important role in the energy and development strategies of India, such natural resource projects are inherently challenging. Environmental and social impacts are inevitable but they can be mitigated. Hydropower development in India has seen significant strides in understanding and addressing these impacts and the lessons learned from past engagements are now being incorporated in project selection and design. These lessons, coupled with suggestions from civil society, have resulted in changes to the laws and regulations that govern hydropower development today. As a result, there have been improvements on the ground, including greater public consultation with people affected by such projects; better monitoring of the environmental and social aspects of projects; and improvements in resettlement policy and practice. The Government has also ensured that the methodology used by Central power agencies to select sites has improved, as has the capacity of various hydropower developing agencies to deal with complexities in project identification, engineering and design. The Government of India has requested World Bank support for its plans to increase the country's hydropower capacity. It has also requested Bank assistance to help its power sector agencies build on their recent achievements with the aim of attaining international standards in hydropower design, construction and operation. The Bank has been engaged in hydropower in India since the late 1950s. Several of its past engagements have been difficult, with Bank support for a number of potential hydropower projects, including the Sardar Sarovar project on the river Narmada, being cancelled before they were commissioned. The two most recent Bank engagements, the Nathpa Jhakri and Koyna IV projects which were completed in 2002 and 1998 respectively, have benefited from the lessons (FAQs) of earlier hydropower development, including more socially and environmentally sensitive safeguard policies.

Proposed hydropower projects in India

At the request of the Government of India, the World Bank is supporting one hydropower project in the country -- the Rampur Hydropower Project downstream from Nathpa Jhakri on the River Satluj in Himachal Pradesh and is currently evaluating proposals for supporting two more hydropower projects in the country - the Vishnugad Pipalkoti Hydropower Project on the River Alaknanda in Uttarakhand and the Luhri Hydro

Electric Project on the River Sutlej in Himachal Pradesh. While the Rampur Project is under construction, the Vishnugad-Pipalkoti and Luhri Projects are in varying stages of preparation.

In a federal country like India, cooperation and support of State Governments is essential for development of world class infrastructure. The State Governments' support in maintenance of law and order, land acquisition, rehabilitation and settlement of displaced persons, shifting of utilities and obtaining environmental clearances is necessary. Many State Governments have also initiated several PPP projects to improve infrastructure.

1. INDIA'S REAL ESTATE SECTOR

1.1 Overview

With around 1.1 billion people, India is the second most populous country after China and it is expected to overtake it by 2030. Its economic transformation over the past decade has pushed up real GDP growth to an average of 6 per cent per annum since 1992.

India is emerging as an important business location, particularly in the services sector. Its favourable demographics and strong economic growth make the country an attractive place for property investors, given that demand for property is determined chiefly by business development and demographic trends.

1.2.1 Residential Real Estate Development

The growth in the residential real estate market in India has been largely driven by rising disposable incomes, a rapidly growing middle class, low interest rates, fiscal incentives on both interest and principal payments for housing loans, heightened customer expectations, as well as increased urbanisation and growing number of nuclear families.

According to National Council of Applied Economic Research (NCAER), income classes with annual incomes between Rs. 2 million and Rs. 5 million per year, Rs. 5 million and Rs. 10 million per year, and in excess of Rs. 10 million per year are expected to increase in size by 23 per cent, 25 per cent and 28 per cent, respectively, from fiscal

2010 to fiscal 2015. These higher income households are expected to be the target customers for the luxury and super luxury residential developments.

The residential sector is expected to continue to demonstrate robust growth over the next five years, assisted by the rising penetration of housing finance and favourable tax incentives.

1.2.2 Hospitality Industry

The hotel industry in India has grown as a result of a growing economy, increased business travel

and tourism.

Further, investments in the premium segment of the hotel industry are expected to be between Rs. 20 billion and Rs. 23 billion in the aggregate over the next five years.

According to an industry report, the majority of segments in the Indian hotel industry have shown robust recent growth in room rates as well as occupancy rates. With increased demand and limited availability of quality accommodation, the average room rates in metropolitan markets have grown by approximately 50 per cent over the last two years, the exceptions being Bangalore, where the rates have more than doubled, and Kolkata, where they have risen only marginally notwithstanding strong growth in occupancy rates. The general increase in room rates and occupancy rates is expected to contribute significantly to the demand for new hotel developments.

1.2.3 Special Economic Zones (SEZ)

SEZs are specifically delineated duty free enclaves deemed to be foreign territories for purposes of Indian custom controls, duties and tariffs. There are three main types of SEZs: integrated SEZs, which may consist of a number of industries; services SEZs, which may operate across a range of defined services; and sector specific SEZs, which focus on one particular industry line. Regulatory approvals have been received for SEZs proposed to be developed by a number of developers. SEZs, by virtue of their size, are expected to be a significant new source of real estate demand.

4. OPPORTUNITIES AND CHALLENGES

4.1 Opportunities

The opportunities in the Indian real estate sector, has been highlighted as follows:

- There is a shortage of 12 million housing units in urban areas
- There is scope for 400 township projects over the next five years spread across 30 to 35 cities, each having a population of 0.5 million
- Total project value dedicated to low and middle income housing in the next seven years is estimated at USD 40 billion
- Instruments such as residential mortgage-backed security (MBS), commercial MBS and collateralized debt obligations (CDO) are being used to make capital work more efficiently and de-risk project incomes from promoter risk while creating a robust secondary market for commercial real estate.

4.2 Impediments to Investment

Despite the huge investment potential there are certain snags related to investment in India's real estate. Topping the list of impediments is the opaque nature of the business in India. There are challenges of investing in India relate to transparency, limited market history and forecasting difficulties, as well as title complexities and imperfections. Ownership records and land titles are one of the biggest blind spots in property valuations. Further there is no title insurance in the country. Title insurance, as the name suggests, guarantees against massive losses in case of faulty title. While domestic funds are able to negotiate these issues, foreign funds too are learning to handle them.

Major Impediments

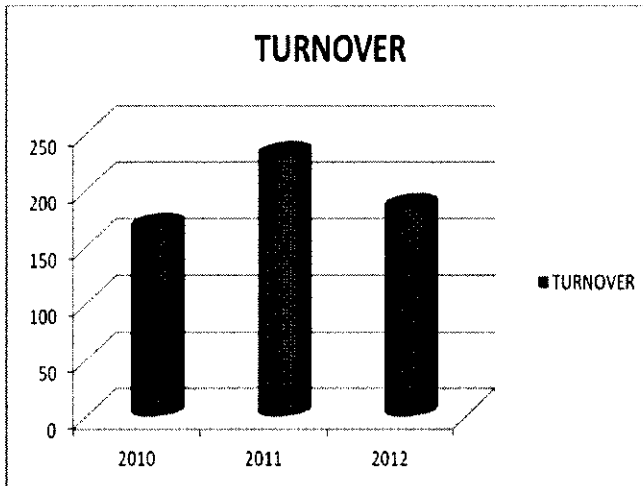
- Limited market history of property
- Procedural complexities
- Title complexities
- No title insurance available
- Lack of urban planning

Stamp duties and archaic laws such as Urban Land Ceiling Act (ULCA) and Rent Control Act need to be rationalized or scrapped. The ULCA provide for the imposition of ceiling on vacant land in urban agglomerations, for the acquisition of such land in excess of the ceiling limit, to regulate the construction of buildings on such land and for matters connected therewith, with a view to preventing the concentration of urban land in the hands of a few persons and speculation and profiteering therein and with a view to bringing about an equitable distribution of land in urban agglomerations to subserve the common good.

BUSINESS SEGMENTS

ENGINEERING DIVISION

The company has achieved another milestone by qualifying and securing a civil cum H M components contract for Kalisindh project in Rajasthan . This project enables the Company far backward integration and qualify it for securing civil construction contracts for dams.

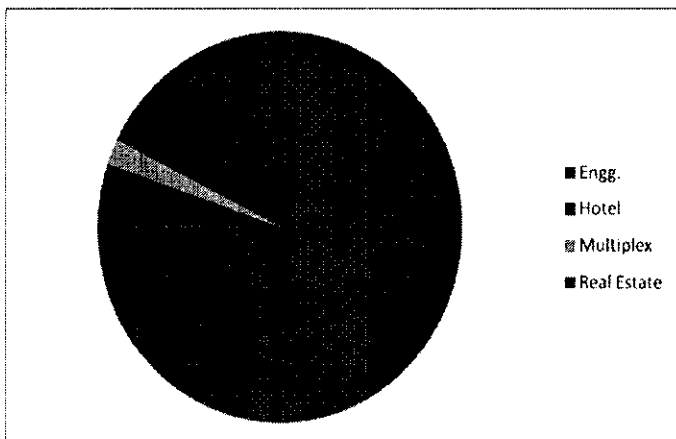


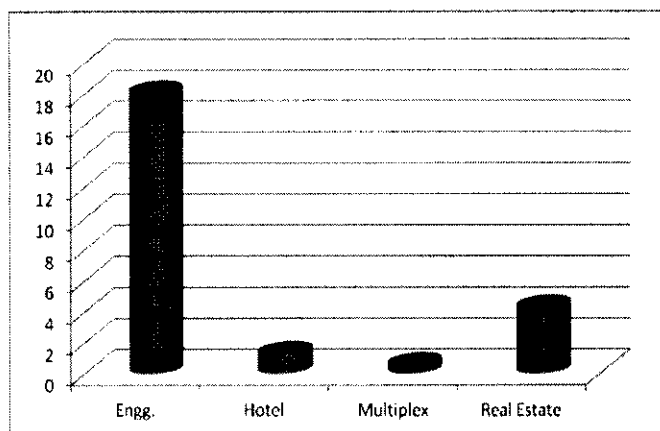
SALES ENGINEERING DIVISION

A detailed order book status is given below.

UNEXECUTED ORDER BOOK - CURRENT STATUS

With strong focus on hydro power generation by the government, we expect our order book position to exceed Rs. 1000 crores mark by end of next year and a target figure of Rs. 2000 crores by 2013.



SEGMENT OPERATING PROFIT (IN %)**REAL ESTATE**

Post successful completion of residential project 'Om Enclave' at Kota, we have launched another project of 2 lac sq ft at Kota as OM Urban heights got overwhelming response in this.

In Hyderabad residential project- we have inked a development agreement with Mahindra Life space that shall do complete branding and construction of 1 million sq ft residential apartments with all up class amenities and shall hand over 25% of built up space to the SPV Company 'Om Metals developer Pvt. Ltd.'

JAIPUR and FARIDABAD projects are facing some sort of litigation and we are hopeful to come over by second quarter of the on going fiscal. Few prestigious realty project in hand are:

PROJECT	PROJECT LOCATION	PROPOSED BUILT UP AREA_sq ft(om"s share)
Bandra Reclamation Residential Apartment	MUMBAI	100000
Corporate Park	FARIDABAD	200000
Residential township	HYDERABAD	80000
Om Urban Heights – Residential	Kota	200000
OM Enclave-COMMERCIAL	KOTA	350000
IT/Corporate Park	JAIPUR	600000
TOTAL		1530000

MANUFACTURING FACILITIES

The facilities set up a plant at Tax free Zone of Jammu (J&K), Calcutta Silliguri (West Bengal) and additional capacity at plant at Kota for manufacturing Hydraulic Gates for Hydro Mechanical Works is working in full swing.

STRATEGIES

Om Metals is the leading player in the hydro mechanical segment. However the company is not content with garnering a majority of the market share. Our team at OMIL is always striving to constantly upgrade its benchmarks to meet and conquer the growing competitiveness of this segment. We will be further consolidating our position as one of India's leading hydro mechanical equipment manufacturers by securing and executing larger and more complex projects.

To cement our position in the industry, we are also looking at inorganic growth opportunities in the global arena, in order to grow and boost our international presence.

At OMIL, we expect to make a growing, strategic and very opportunistic investment in real estate & infrastructure projects to enhance the shareholder value.

RISK MANAGEMENT

OMIL has developed a comprehensive Risk Management System, across the company. The system includes, strategic and operational risk assessments, and action plans that provide a comprehensive set of reports to identify, and assist in, the management of risk. The management has initiated company-wide risk management, identification and reporting exercise, which incorporates risk management into everyday organizational management. Exception and trend analysis is directly reported to Executive Management and the Audit Committee.

OPTION 1

Fundamentals of our risk management system

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

Goals of risk management

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

Organizational, responsibilities and tools

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

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

Cautionary Statement

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

ANNEXURE "C" REPORT ON CORPORATE GOVERNANCE

The securities and Exchange Board of India (SEBI) ushered in a formal code of corporate governance (the code) through clause 49 in the listing agreement executed by the Company with stock exchanges. Clause 49 lays down several corporate governance practices which listed Companies are required to adopt. The code has been periodically upgraded to ensure the adoption of best corporate governance practices by the corporate. While most of the practices laid down in clause 49 require mandatory compliance, others are recommendatory in nature. This report sets out the compliance status of the Company with the requirements of corporate governance, as set out in clause 49, for the financial year 2011-12

Company's Philosophy on Code of Corporate Governance

Our corporate governance philosophy is based on the following principles:

1. Satisfy the spirit of the law and not just the letter of the law. Corporate governance standards should go beyond the law
2. Be transparent and maintain a high degree of disclosure levels. When in doubt, disclose
3. Make a clear distinction between personal conveniences and corporate resources
4. Communicate externally, in a truthful manner, about how the Company is run internally
5. Have a simple and transparent corporate structure driven solely by business needs
6. Management is the trustee of the shareholders' capital and not the owner.

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

Om Metals believes in and always strives towards maximizing value for all shareholders while ensuring accountability and transparency in conduct of business within acceptable legal and ethical framework by adhering to good Corporate Governance practices.

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

1. Board of Directors

In terms of the Articles of Association of the Company strength of the board should not be less than three and more than twelve.

1.1 Composition of the Board

As on 31st March, 2012, the Board comprised six directors out of which three are Executive -Directors and three are Non-Executive Directors. Chairman of the Board is also a Non-Executive Director. Out of six Directors two Directors are Independent Directors. The directors bring to the board wide range of experience and skills.

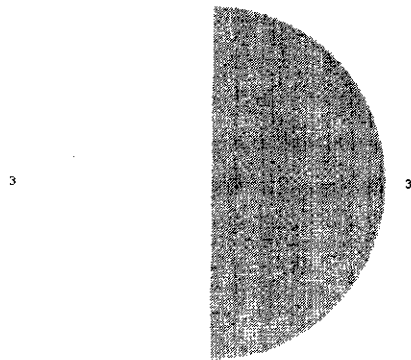
The size and composition of the Board conforms to the requirements of Corporate Governance norms as stipulated under the provisions of the Listing Agreement entered into with the Stock Exchanges.

Name of Director	Status/Designation	Category
Shri T. C. Kothari	Non Executive Chairman	Promoter & Non Executive Director
Shri C. P. Kothari	Managing Director	Promoter & Executive Director
Shri D. P. Kothari	Director	Promoter & Executive Director
Shri Sunil Kothari	Director	Promoter & Executive Director
Shri P. C. Jain	Director	Non Executive Independent Director
Shri Kamal Kumar Chandwar	Director	Non Executive Independent Director

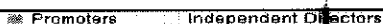
The following is the composition of board on 31st March, 2012.

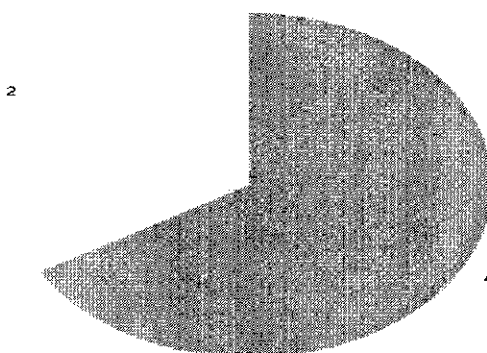
As On	Executive Directors	Non-Executive Directors	Total No. Directors
31 st March, 2012	03	03	06

■ Executive Directors ■ Non-Executive Directors



As On	Promoters	Independent	Total No.
31 st March, 2012	04	02	06


 Promoters Independent Directors



1.2 Responsibilities

The primary role of the board is that of trusteeship to protect and enhance shareholders' value. As trustee, the board ensures that the company has clear goals and policies for achieving these goals. The board oversees the Company's strategic direction, reviews corporate performance authorizes and monitors strategic decision, ensures regulatory compliance and safeguard interests of shareholders.

1.3 Board Meetings

The meetings are convened by giving appropriate notice after obtaining approval of the Chairman of the Board. Detailed agenda, management reports and other explanatory reports are circulated in advance for the proper and meaningful decisions at the meetings.

During the year under review 8 Board Meetings were held as against the minimum requirement of 4 meetings viz; on 30.05.2011, 11.08.2011, 25.10.2011, 14.11.2011, 30.12.2011, 14.02.2012, 22.02.2012 and 10.03.2012

The maximum interval between any two meetings during this period was not more than 4 months as stipulated under the listing agreement.

Except the Managing Director and whole time director, all other Directors are liable to retire by rotation as per provisions of the Companies Act, 1956.

Details of attendance of each Director at the Board Meetings, last Annual general meeting, and number of other Directorship and Membership in committees thereof are as under:

Name of Director	Category	Designation	Attendance Particulars		Directorship of other Indian Companies		Committees' Memberships	
			Board Meetings	Last AGM	Public	Private	Member	Chairman
Dr. T.C. Kothari	Promoter & Non-Executive Director	Chairman	08	Yes	0	0	4	3
Mr. C.P. Kothari	Promoter & Executive Director	Managing Director	07	Yes	1	5	-	-
Mr. D.P. Kothari	Promoter & Executive Director	Whole-time Director	07	Yes	0	4	-	-
Mr. Sunil Kothari	Promoter & executive Director	Whole-time Director	07	Yes	2	12	-	-
Mr. P.C. Jain	Independent & Non-Executive Director	Director	07	Yes	0	4	4	-
Mr. Kamal Chandwar	Independent & Non-Executive Director	Director	07	Yes	0	3	3	1

Directorships in other Companies

The Directors of the Company also hold positions as directors, committee members, trustees, partners and shareholders in other companies, trusts, associations and firms. The number of committee memberships/chairmanships/committee positions held by the directors in other companies is in compliance with clause 49 of the listing agreement. The necessary disclosures regarding directorships/chairmanships/ committee positions have been made by the directors.

Functioning of the Management

The Day-to day management of the company is conducted by the chief executive officer & managing director subject to the supervision and control of the board of Directors.

Detail of Remunerations/Stock options/Shareholding of Directors/relationship of Directors.

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

Details of remuneration paid to Directors of the Company during the year ended 31st March 2012 are here as under (In Lacs):

Name of Director and Allowances	Salary and Benefits	Perks Sitting	Consultancy	Fees	Total
Dr.T.C. Kothari	N.A	NIL	Rs. 1.200	N.A	Rs. 1.200
Mr. C.P. Kothari	Rs 48.00	Rs.10.12	N.A	N.A	Rs.58.12
Mr D.P. Kothari	Rs42.00	Rs.4.21	N.A	N.A	Rs. 46.21
Mr Sunil Kothari	Rs48.00	Rs.4.21	N.A.	N.A.	Rs. 52.21
Mr. P.C. Jain	N.A	N.A	N.A	N.A	NIL
Mr. Kamal Chandwar	N.A	N.A	N.A	N.A	NIL

Stock Options

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

Shareholding of the Directors in the Company as on March 31, 2012

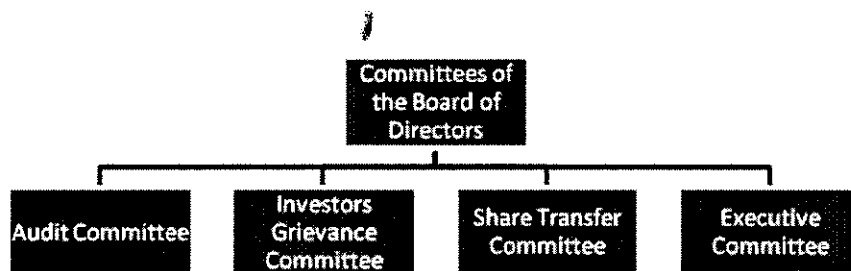
Name of the directors	No. of Shares of Rs. 1/- each held singly or jointly	% to total paid -up capital of The Company
Dr.T.C. Kothari	3174260	3.30
Mr. C.P. Kothari	5424818	5.63
Mr D.P. Kothari	3564668	3.70

Mr Sunil Kothari	6045108	6.28
Mr. P.C. Jain	0	0.00
Mr. Kamal Chandwar	0	0.00

Relationships of Directors and their business interest in the Company as on March 31, 2012

Name of the directors	Relationships with other Directors	Relationships with the company, if Any
Dr.T.C. Kothari	Father of Mr. C.P. Kothari, Mr. D.P. Kothari and Mr. Sunil Kothari	Promoter
Mr. C.P. Kothari	Son of Dr. T.C. Kothari and Brother of Mr. D.P. Kothari & Mr. Sunil Kothari	Promoter
Mr D.P. Kothari	Son of Dr. T.C. Kothari and Brother of Mr. C.P. Kothari & Mr. Sunil Kothari	Promoter
Mr SunilKothari	Son of Dr. T.C. Kothari and Brother of Mr. C.P. Kothari & Mr. D.P. Kothari	Promoter
Mr. P.C. Jain	None	None
Mr. Kamal Chandwar	None	None

2. COMMITTEES OF THE BOARD OF DIRECTORS



2.1 Audit Committee

The Constitution, quorum, scope etc of the Audit Committee of the Company are according to the provisions of the listing Agreement

Constitution and composition of the committee

The Board of Directors of the Company had constituted an Audit committee in December 2000 and the Audit committee comprises of three Non executive Directors (including two independent directors) viz; Dr. T.C Kothari, Mr. P.C. Jain and Mr. Kamal Kumar Chandwar.

The Chairman of the committee is Mr. Kamal Kumar Chandwar.

Constitution of audit committee and other related information as on 31st March 2012 are as under:

Name of Director	Status	No. of Meetings	
		Held	Attended
Mr. Kamal Chandwar	Chairman	4	4
Mr. P.C. Jain	Member	4	4
Dr. T. C Kothari	Member	4	4

SCOPE OF THE AUDIT COMMITTEE

Terms of reference of the Audit Committee are in accordance with the provisions of Clause 49 of the Listing Agreement and Section 292A of the Companies act, 1956 and are as follows:

- (a) Overseeing the Company's financial reporting process and ensuring correct disclosure of financial information.
- (b) Reviewing the Company's financial and risk management policies.
- (c) Reviewing with management the quarterly, half yearly and annual financial statements before submission to the Board focusing primarily on (i) any changes in accounting policies and practices; (ii) qualifications in draft audit report; (iii) significant adjustments arising out of audit; (iv) compliance with accounting standards; (v) compliance with stock Exchange and legal requirements concerning financial statements and (vi) any related party transactions
- (d) Reviewing adequacy of internal audit functions and internal audit reports
- (e) Discussing with external auditors before the audit commences, nature and scope of audit as well as having post-audit discussion to ascertain any area of concern.

Meetings

During the Financial year 2011-12, 4 Audit Committee Meetings were held on 28.05.2011, 10.08.2011, 11.11.2011 and 12.02.2012.

2.2. Shareholders'/Investors' Grievance Committee

The Company has constituted shareholders/investors Grievance Committee in line with the provisions of listing agreement.

Composition:

The Board of Company has constituted a Shareholders' grievance Committee, comprising Dr. T. C Kothari, Mr. Kamal Chandwar and Mr. P.C. Jain. Dr. T. C Kothari, Non- Executive Director is Chairman of the Committee.

Scope of the committee

The Committee, inter alia, approves issue of duplicate certificates, reviews all matters connected with the share transfers, looks into the redressal of shareholder's complaints like transfer of shares, non-receipt of declared dividends, etc. the Committee also oversees the performance of the Registrar and share transfer Agents.

Meetings

Shareholders' Grievance Committee meets generally every month in the last week of month to approve the share related work.

Details of Shareholder's correspondence received during the year are as under:

Nature of complaints	No. of complaints received	No. of complaints resolved
Change of Address	0	0
Non-receipt of share certificate/Transfer/ Transmission	0	0
Non-Receipt of dividend	0	0
Others	2	2
TOTAL	02	02

The Company and the Registrar & Transfer Agents have attended to most of the shareholder's correspondence within a period of month from date of receipt of correspondence during the year 2011-12.

Pursuant to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended, the Company has formulated, adopted and implemented "Om Metals Code of Conduct for Prevention of Insider Trading" and "Code for Corporate Disclosure Practices"

The Investor Grievance Committee monitors the compliance of the provisions of the codes.

2.3 Share Transfer Committee

The share transfer Committee oversees the issue relating to shares including transfer, transmission of shares etc.

Composition

The Share transfer committee of the Company comprises of two directors, one of whom is executive and the other being non executive.

The committee was reconstituted on January 1, 2009 with Dr. T.C. Kothari as the chairman and Mr. P.C. Jain as the member.

Meeting details

The committee meeting is normally held in a month and the committee met 12 times during the financial year 2011-12. The attendance of the member of the share transfer committee recorded is as under:

Name of Director	Status during his tenure	No. of Meetings	
		Held	Attended
Dr. T.C. Kothari	Chairman	12	12
Mr. P. C. Jain	Member	12	12

Executive Committee

In order to deal with administrative and routine matters, an executive committee of the board was constituted.

Composition

The executive of the company comprised of three directors, two of whom are non executive and one being executive. The Committee was reconstituted on January 1, 2009 with Dr. T.C. Kothari as the chairman, Mr. P.C. Jain, Mr. Kamal Chandwar as Member.

Declaration under Clause 49 of the Listing Agreement

This is to confirm that the Company has adopted a Code of Conduct for Directors and Senior Management Personnel, which is displayed on the Company's website.

I confirm that the Company has in respect of the Financial Year ended March 31, 2012 received from each Member of the Board and Senior Management Personnel, a declaration of compliance with the Code of Conduct as applicable to each one of them.

Place : New Delhi

Dated: 30th MAY, 2012

Sd/-

C.P. Kothari

Managing Director

Subsidiary Company

During the year, the board took on record the minutes of the meetings of the Board of directors of the subsidiary companies. Om Metals Real Estate Private Limited and Om Metals consortium Private Limited.

3 Disclosures

None of the transactions entered into by the Company with any of the related parties were in conflict with the interest of the Company.

No penalty or strictures were imposed on the Company by any of the Stock Exchanges, SEBI or other statutory authorities on any matter related to capital markets during the last three years.

4. INVESTOR RELATIONS**4.1 Means of Communication**

- The means of communication between the Company and the Shareholder are transparent and friendly.
- The Company does not have a system of sending results to shareholders individually but queries, if any, are replied immediately.
- During the financial year 2011-12, quarterly unaudited financial results generally published in Economic Times, Hindustan Times. For information of the Shareholders, the Company also publishes at least 7 days in advance, notice of Board Meeting at which the financial results are proposed to be approved by the Board.

4.2 General Body Meetings

The AGM provides an opportunity for the shareholders to seek clarification and to obtain a better understanding of Group's performance. Shareholders are encouraged to meet and communicate with the Board at the AGM and to vote on all resolutions.

Details of Annual General Meetings held during last three years are here as under:

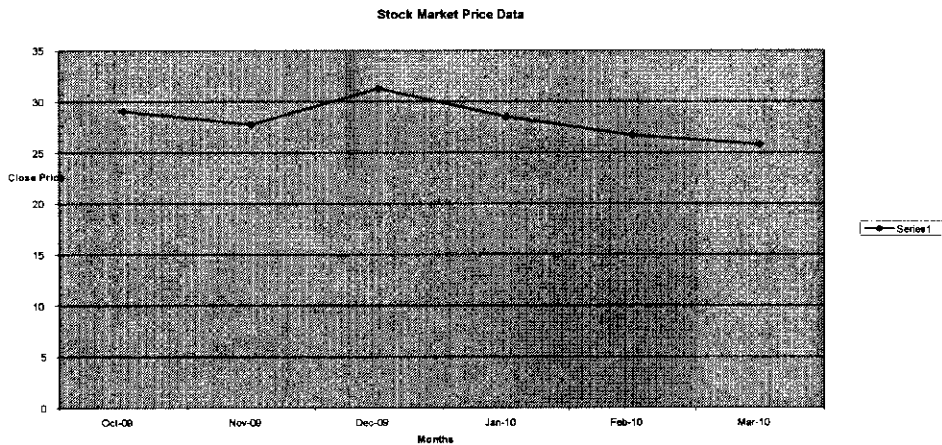
AGM for Financial year ended	Date	Time	Location
2008-09	30.09.2009	11:00a.m.	Om Tower, M.I. Road, Jaipur
2009-10	30.09.2010	11:00a.m.	Om Tower, M.I. Road, Jaipur
2010-11	30.09.2011	11:00a.m.	Om Tower, M.I. Road, Jaipur

Resolution passed through Postal Ballot

The following resolutions were passed through the Postal Ballot during the year 2011-12

1. Ordinary Resolution under Section 293 (1) (d) of the Companies Act, 1956 to borrow monies in excess of the aggregate of the paid-up capital of the Company and its free reserves not exceed Rs.500 crores over and above the aggregate of paid up capital and free reserves at any time
2. Ordinary Resolution under Section 293 (1) (a) of the Companies Act, 1956 to mortgage and/or charge, in addition to the mortgages and/or charges created/to be created by the Company,
3. Special Resolution to authorize the Board of Directors of the Company to make any loans/ investments or give guarantee or provide any security beyond the prescribed ceiling of the Act in the Companies under Section 372A

'Management Discussion and Analysis' Report forms an integral part of the Directors' Report.



Shareholders holding more than 1% of the shares

The details of shareholders (non-founders) holding more than 1% of the equity as at March 31, 2012 are as follows :

Sr. No.	Name of the shareholder	Number of shares	%
1	Udgam Commercial Limited	4438892	4.61
2	Reliance Capital Trustee Company Ltd. A/C Reliance Diversified Power Sector Fund	4083292	4.24
3.	Systematix Shares and Stocks (I) Ltd.	2442063	2.54
4	Systematix Finvest Private Limited	2305397	2.39
5	Systematix Fincorp India Limited	1305000	1.36
6	Madhukar Sheth	1181707	1.23
7	Madhukar Sheth	1056314	1.10
TOTAL		16812665	17.46

Distribution of Shareholding as on March 31, 2012.

No. of Shares	No. of shareholders	% of shareholders	No. of shares	% of shareholding
1 - 5000	5943	75.70	1080740	1.12
5001-10000	839	10.69	728410	0.76
10001-20000	442	5.63	704008	0.73
20001-30000	176	2.24	460784	0.48
30001 - 40000	60	0.76	221332	0.23
40001 - 50000	95	1.21	462538	0.48
5001 - 10000	117	1.49	878635	0.91
100001 and above	179	2.28	91767362	95.29
Total	7851	100.00	96303809.00	100.00

Nominal Value	Shareholders		Total Paid-up Amount	
	Number	%	Rs.	%
1 - 5000	5943	75.70	1080740	1.12
5001-10000	839	10.69	728410	0.76
10001-20000	442	5.63	704008	0.73
20001-30000	176	2.24	460784	0.48
30001 - 40000	60	0.76	221332	0.23
40001 - 50000	95	1.21	462538	0.48
5001 - 10000	117	1.49	878635	0.91
100001 and above	179	2.28	91767362	95.29
Total	7851	100.00	96303809.00	100.00

Distribution of Shareholding (as on 31st March 2012)

Category	No. of Shareholders	No. of Shares held	% of Total
Promoters	30	67055929	69.63%
Mutual Funds and UTI	1	4083292	4.24%

FII's	0	0	0
Corporate Bodies	277	14600434	15.16%
Indian Public	7449	10365566	10.76 %
NRIs/OCBs	94	198588	0.21%
Trusts	0	0	0
Any Other (specify) (Clearing houses & Clearing members)	0	0	0
Total	7851	96303809	100.00

Dematerialisation of Shares and liquidity

As on 31st March 2012 , 96253107 Equity Shares i.e. 99.94% of paid up capital of the Company were held in dematerialised mode and rest were in physical form.

Outstanding GDR/ADR

NIL

Plant/Site Location

- 1.Factory at B-117/118, Indraprastha Industrial Area, Kota, Rajasthan
2. Kameng in Arunachal Pradesh, Largi, Koldam in Himachal Pradesh, Siliguri in West Bengal, Goshikhurd in Maharashtra, Sewa in Jammu & Kashmir, and various other projected sites.
3. Hotel Om Tower, Church Road, M.I. Road, Jaipur ,Rajasthan

Address for Investor Correspondence

For any assistance regarding dematerialisation of shares, share transfers, transmissions, change of address or any other query please write to :

M/s Skyline Financial Services Pvt. Ltd.

D-153, A, 1st Floor, Okhla Industrial Area, Phase-I,
New Delhi-110020

Tel: 011-30857575

Fax: 011-3085762

E-mail: admin@skylinerta.com

Non-Mandatory requirements under clause 49 of the listing agreement

1. The Board: The separate office is maintained for the non-executive chairman and the Company reimburses expenses incurred by the non-Executive chairman in performance of his duties, if applicable.

No specific tenure has been specified for the independent Directors but they are liable to retire by rotation and seek re-election by the Shareholders.

2. Shareholder's Rights: The Company publishes the financial results in the newspapers where its registered office is situated, Annual Report is also sent individually to the shareholders of the Company.

3. Whistle - Blower Policy: The Company promotes a favourable environment for employees to have an open access to the respective Functional Heads, Head-HRD, Managing directors as well as Chairman so as to ensure ethical and fair conduct of the business of the Company.

Certificate of Managing Director and Chief Financial Officer in Financial Statements Under Clause 49 of the Listing Arrangement

Dear Sir,

Sub: CEO Certificate

(Issued in accordance with the provision of the clause 49 of the Listing Agreement)

We, C.P. Kothari, Managing Director and S.K.Jain, Chief Financial Officer of Om Metals Infraprojects Limited hereby confirm that:

- a. We have reviewed financial statements and the cash flow statement for the Financial Year ended March 31, 2012 and that to the best of our knowledge and belief:
- I. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - II. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the period which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit Committee that:
- I. There have been no significant changes in internal control over financial reporting during the year;
 - II. There have been no significant changes in accounting policies during the year; and
 - III. There have been no instances of significant fraud of which we have become aware and the inconvenient therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: New Delhi
Dated: 30.05.2012

Sd/-
C. P. Kothari
Managing Director

Sd/-
S.K.Jain
CFO

Auditors' Certificate on Compliance with the Conditions of Corporate under Clause 49 of the Listing Agreement

OM METALS INFRAPROJECTS LTD.

Auditor's Certificate on Compliance with the Conditions of Corporate under Clause 49 of the Listing Agreement.

To,

The Members of Om Metals Infraprojects Limited.

We have examined the compliance of conditions of corporate governance by Om Metals Infraprojects Limited for the year ended on 31st March 2012 as stipulated in Clause 49 of the Listing agreement of the Company with Bombay Stock Exchange and National Stock Exchange of India.

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

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

We state that in respect of investor grievances received during the year ended 31st March 2012 no investor grievances are pending against the Company as on 31st March 2012 as per records maintained by the Company and presented to the Investors Grievance Committee.

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

Sd-
S.K.Mahipal
Partner

For and on Behalf of
M.C.Bhandari & co.
Chartered Accountants

Place: Kota
Dated: 30.5.2012

M.C. Bhandari & Co.
Chartered Accountants
38, Shopping Centre
Kota –324007 (Raj.)

Phone 0744-2361530

AUDITOR'S REPORT

To the Members of
Om Metals Infra-projects Limited

1. We have audited the attached balance sheet of OM METALS INFRA PROJECTS LIMITED, (The company), as at 31.03.2012 and also the Statement of profit and loss and the cash flow statement of the company for the year ended on that date annexed thereto, in which are incorporated financial statements of Engineering, Real Estate & Hotel Divisions of the Company audited by other auditors. 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 principal used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) order , 2003 (as amended) issued by the Central Government of India in terms of subsection (4A) of section 227 of the Companies Act, 1956, 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 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 accounts as required by law have been kept by the company so far as appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from the Engineering, real Estate and Hotel divisions not visited by us. The branche Auditor's reports have been forwarded to us and have been appropriately dealt with.
 - c) The balance sheet, Statement of Profit and loss and cash flow statement dealt with by this report are in agreement with the books of account and audited returns from the Engineering .Real Estate and Hotel Divisions.

- d) In our opinion, the balance sheet, Statement of profit and loss and cash flow statement dealt with by this report comply with the applicable accounting standards referred to in sub-section (3C) of section 211 of the Companies Act 1956, except the company has not complied with the requirements of AS – 15 relating retirement benefit so far as it relates to provision of the liability as per actuarial valuation and its disclosures in the statement of accounts. The impact of this non compliance in the figures of current liability (Provisions) and profits could not be given due to non availability of actuarial valuation of the above liability.
- e) On the basis of written representations received from the directors, as on 31.03.2012 and taken on record by the Board of Directors, we report that none of the directors of the company is disqualified as on 31.03.2012 from being appointed as a director in terms of clause (g) of Sub- section (1) of section 274 of the Companies Act, 1956.
- f) In our opinion and to the best our information and according to the explanations given to us, the said accounts give the information required by the Companies Act. 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India except where otherwise stated.
- i) in the case of the balance sheet , of the State of affairs of the Company as at 31.03.2012 and.
- (ii) in the case of the Statement of profit and Loss , of the profit for the year ended on that date and
- (iii) in the case of the cash flow statement , of the cash flows of the company for the year ended on that date .

For M.C. BHANDARI & CO.
FIRM REG. NO.303002E
CHARTERED ACCOUNTANTS

Place: 38 Shopping Centre,
Kota (Raj.)

Dated: 30.05.2012

Sd/-
(S.K. MAHIPAL)
PARTNER
M.No.70366

ANNEXURE

ANNEXURE REFERRED TO IN PARAGRAPH 3 OF OUR REPORT OF EVEN DATE TO THE MEMBERS OF M/S OM METALS INFRAPROJECTS LIMITED, ON THE ACCOUNTS AS AT AND FOR THE YEAR ENDED ON 31ST MARCH, 2012

On the basis of the information and explanations given to us and on the basis of such checks as we considered appropriate, our statement on the matters specified in para 3 and 4 of the said order is given below. In preparing the report, we have considered the report made under the aforesaid order by other auditors, who have audited the accounts of the Divisions of Engg., Real estate and Hotel of the Company.

1. In respect of its fixed assets.

- a) The Company has maintained proper records showing full particulars, including quantitative details and situation on fixed assets.
 - b) As explained to us, the company has a programme of physically verifying all its fixed assets over a period of three years, which in our opinion is reasonable having regard to the size of the company and nature of its fixed assets. In accordance in with this programme, some of fixed assets were physically verified by the management during the year. The discrepancies noticed on such physical verification between the physical balances and the fixed assets records were not material and have been properly dealt with in the books of accounts .
 - (c) The assets disposed off during the year are not substantial and therefore do not affect the going concern status of the company.
- 2(a) The inventory other than goods in transit of the company has been physically verified during the year by the management at the year end. In our opinion, the frequency of such verification is reasonable according to the nature of the business.
- (b) In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the company and the nature of its business.
 - (c) On the basis of our examination of records of inventories, we are of the opinion that the company has maintained proper records of inventories. The discrepancies noticed on physical verification of inventories as compared to book records were not material, having regard to the size or the operations of the Company and have been properly dealt within the books of account.

- 3.a) According to the information and explanations given to us, the company has, granted the loans , secured or unsecured to companies , firms and other parties covered in the register maintained under section 301 of the Companies act, 1956 to two Wholly owned subsidiaries,one Associate and one joint venture. The maximum amount outstanding at any time during the year was Rs. 24051.92Lacs and the year end balance is Rs. 19546.33 Lacs which is interest free Loans and further explained to us these loans have been made for setting up new projects and making strategic investments in other subsidiaries/ joint ventures .
- b) In our opinion and according to the information and explanations given to us, after considering the purpose for which loans have been granted as indicated in paragraph 4 (iii) (a) of the Companies (Auditor's Report) order , 2003 (here in after referred to as the order) , The rate of interest and other terms and conditions of the loans granted , are prima-facia , not prejudicial to the interest of the company.
- c) The said interest free loan given to subsidiaries and joint ventures of the company is repayable over a period of 3 to 5 years.
- d) In respect of loans and advances granted by the company, the same is repayable over a period of 3 to 5 years and therefore the question of overdue amount does not arise .
- e) As informed , the company has not taken any loans, secured or unsecured from companies, firm or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Therefore, provisions of clauses 4(iii)(f) and (g) of the Companies (Auditor's Report) Order, 2003(as amended) are not applicable to the company.
4. In our opinion and according to the information and explanations given to us, having regard to the explanation that some of the items purchased/job work are of special nature and suitable alternative sources do not exist for obtaining comparable quotations. There is an adequate internal control system commensurate with the size of the company and the nature of its business with regard to the purchase of inventories and fixed assets and with regard to the sale of goods and services . During the course of our audit, we have not observed any major weaknesses in such internal control system.
5. (a) According to the information and explanations provided by the management, we are of the opinion that the particulars of Contracts or arrangements referred to in section 301 of the Act that need to be entered into the register maintained under section 301 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts/arrangements entered in the register maintained under section 301 of the Companies Act 1956 and exceeding the value of Rupees five lacs in respect of each party during the year have been made at prices which appear reasonable as per information available with the company.

6. According to the information and explanations given to us, the Company has not accepted any deposits from the Public. Therefore the provisions of clause (vi) of the Companies (Auditor's report) order, 2003 are not applicable to the company.
7. In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
8. We have broadly reviewed the books of account and records maintained by the company pursuant to the rules prescribed by the Central Government under section 209 (1) (d) of the Companies Act, 1956. However, the contents of these books and records have not been examined by us.
- 9a) According to the information and explanations given to us and the books and records of the company examined by us, the company has generally been regular in depositing undisputed statutory dues including provident fund, investor education and protection fund, employees state insurance, income tax, sales tax/VAT, wealth tax, service tax, customs duty, excise duty, cess and other material statutory dues applicable to the company. However in some cases TDS, PF and ESI dues have been deposited beyond the stipulated time limit.
- b) According to the information and explanations given to us and the records of the company examined by us, there are no undisputed amounts payable in respect of provident fund, investor education and protection fund, employee's state insurance, income tax, sales tax/VAT, wealth tax, service tax, customs duty, excise duty, cess and other undisputed statutory dues were outstanding at the year end for a period of more than six months from the date they became payable.
- c) According to the information and explanations given to us, the following are the details of the disputed statutory dues that were not deposited with the appropriate authorities.

Nature of the Statute	Nature of Dues	Forum where dispute is pending	Demand Amount (Rs. in Lacs.)	Period to which the amount relates
Central Sales Tax Act, 1956, and Sales Tax/VAT Act of various states	Sales Tax	Commissioner (Appeals)/Tribunal	41.51	1984-85, 1985-86, 1990-91, 2007-2008, 2008-09.
		High court	24.10	1986-87 & 2003-2004
Central Excise Act, 1944	Excise Duty	Tribunal/Commissioner (Appeal)	785.60	1997-98, 2001 to 2010-11

Income Tax Act, 1961	Income Tax	ITAT/CIT Appeal	2638.33	1992-93,96-97,2007-08,2008-09
Service tax Rules	Service Tax	Commissioner (Appeals)/Tribunal	190.56	2003-2004 to 2005-2006 & 2010-11 & 2011-12
Wealth Tax Act.	Wealth Tax	ITAT	0.28	1992-1993

Note : 1)* Against it , the company paid Rs.1467.05 lacs.

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

3) In the matter of income tax, the department has preferred an appeal to the hon'ble High Court, Jaipur/ order processed u/s 263 for the A.Y. 1977-78,1996-97 and 2002-03 to 2007-08. The total income involved in these matters is Rs. 42.50 Crores, however the amount of tax liability is indeterminate.

10. The Company has no accumulated losses at the end of the financial year March 31, 2012. Further, the Company has not incurred any cash losses during the financial year ended March 31, 2012 and in the immediately preceding financial year ended March 31, 2011.
11. Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of dues to financial institutions and banks during the year.
12. In our opinion and according to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities, Paragraph 4 (xii) of the order is not applicable.
13. In our opinion, the company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore, the provisions of clause 4 (xiii) of the Companies (Auditor's report) order, 2003 (as amended) are not applicable to the company.
14. In respect of dealing/trading in shares , securities and other investments , in our opinion and according to the information and explanations given to us, proper records have been maintained of the transactions and contracts and timely entries have been made there in . The shares, securities, and other investments have been held by the company in its own name.
15. According to the information and explanations given to us, the Company has given guarantee for loan taken by its Joint Ventures from bank, the terms and conditions whereof in our opinion are not prima-facie prejudicial to the interest of the company.

16. The company has raised new term loans during the year. The term loans outstanding at the beginning of the year and those raised during the year have been applied for the purposes for which they were raised.
17. According to the information and explanations given to us, and on an overall examination of the Balance sheet of the company, we report that no funds raised on short term basis have been used for long term investment.
18. The company has not made any preferential allotment of shares during the year to parties and Companies covered in the register maintained under section 301 of the Companies Act, 1956.
19. According to the information and explanations given to us, no securities has been created for debentures issued during the year since they are unsecured.
20. The company has not raised any money through a public issue during the year
21. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no material fraud on or by the company has been noticed or reported during the course of our audit .

For M.C. BHANDARI & CO.
FIRM REG. NO.303002E
Chartered Accountants

Place: Kota

Dated: 30.05.2012

Sd/-
(S.K. MAHIPAL)
PARTNER
M. NO.70366

OM METALS INFRAPROJECTS LIMITED

Balance Sheet as at 31st March, 2012

Particulars	Note No	As At 31.03.2012	As at 31.03.2011
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2.1	96303809.00	96303809.00
(b) Reserves and Surplus	2.2	4186868301.17	3958021841.24
Sub Total		4283172110.17	4054325650.24
(2) Share application money pending allotment			
(3) Non-Current Liabilities			
(a) Long-term borrowings	2.3	156219332.97	88218972.91
(b) Deferred tax liabilities (Net)	2.4	43878125.00	51591972.00
(c) Other Long term liabilities	2.5	490371634.23	473259164.95
(d) Long term provisions	2.6	7321945.00	7184979.00
Sub Total		697791037.20	620255088.86
(4) Current Liabilities			
(a) Short-term borrowings	2.7	1016740638.08	663895366.37
(b) Trade payables	2.8	174310848.96	370758193.43
(c) Other current liabilities	2.9	473586080.25	486121618.42
(d) Short-term provisions	2.10	1638484.00	769033.00
Sub Total		1666276051.29	1521544211.22
Total		6647239198.66	6196124950.32
II.Assets			
(1) Non-current assets			
(a) Fixed assets	2.11		
(i) Tangible assets		1531998867.29	1513658650.87
(ii) Intangible assets		0.00	0.00
(iii) Capital work-in-progress		12614874.00	33017379.00
Sub Total		1544613741.29	1546676029.87
(b) Non-current investments	2.12	1141715397.34	590152707.94
(c) Long term loans and advances	2.13	1624980283.31	2575008672.14
(d) Other non-current assets	2.14	94265725.00	18707725.00
Sub Total		4405575146.94	4730545134.95
(2) Current assets			
(a) Inventories	2.15	615065951.29	354101485.93
(b) Trade receivables	2.16	830384260.03	866298704.27
(c) Cash and cash equivalents	2.17	76082994.83	85738122.01
(d) Short-term loans and advances	2.18	715495632.00	158306076.01
(e) Other Current Assets	2.19	4635213.57	1135427.15
Sub Total		2241664051.72	1465579815.37
Total		6647239198.66	6196124950.32
		0.00	0.00

Significant Accounting Policies and Notes to the financial statements

1&2

Signed in terms of our report of even date annexed

For M.C.Bhandari & Co.
Firm's Registration No. 303002E
Chartered Accountants

Sd/-
S. K. Mahipal
Partner
M.No.70366

Place : Kota
Dated : 30-05-2012

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

Sd/-
T.C.Kothari
(Chairman)
Sd/-
C.P.Kothari
(Mg.Director)
sd/-
D.P.Kothari
(Director)
sd/-
Sunil Kothari
(Director)
sd/-
Reena Jain
(Company Secretary)
sd/-
S.K.Jain
(CFO)

OM METALS INFRAPROJECTS LIMITED

Profit and Loss statement for the year ended 31st March, 2012

Particulars	Note No	2011-2012	2010-2011
Revenue from operations	2.20	2130390892.60	2379397099.95
Less: Excise Duty		4659716.09	29430544.00
		2125731176.51	2349966555.95
Other Income	2.21	48680927.80	51016664.64
Total Revenue		2174412104.31	2400983220.59
<u>Expenses:</u>			
Cost of materials consumed	2.22	948115977.88	1146432061.94
Purchase of Stock-in-Trade		0.00	1460669.00
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	2.23	-235543140.77	-103283442.00
Employee benefit expense	2.24	138757284.46	102631413.95
Financial costs	2.25	237094297.14	17127796.41
Depreciation and amortization expense	2.26	121775818.81	114547128.63
Other expenses	2.27	707998396.86	668495034.05
Total Expenses before dep		1918198634.38	2101560661.98
Profit before Exceptional Items and tax		256213469.93	299422558.61
Exceptional Items			
Add: Depreciation Written Back		1574349.00	0.00
Add : Excess Provision(Income Tax) Written Back		29533820.00	71511617.48
Profit before Tax		287321638.93	370934176.09
Tax expense:			
(1) Current Income Tax and Wealth tax		54800000.00	86150000.00
(2) Deferred tax (Assets)		7713847.00	1566020.00
Profit/(Loss) for the period		240235485.93	286350196.09
Earning per equity share:			
(1) Basic		2.49	2.97
(2) Diluted		2.49	2.97

Significant Accounting Policies and Notes to the financial statements

1&2

Signed in terms of our report of even date annexed

For M.C.Bhandari & Co.
Firm's Registration No. 303002F
Chartered Accountants

sd/-
S. K. Mahipal
Partner
M.No.70366

Place : Kota
Dated : 30-05-2012

For and on behalf of Board of Directors

Om Metals Infraprojects Ltd.

sd/-
T.C.Kothari
(Chairman)
sd/-
C.P.Kothari
(Mg.Director)
sd/-
D.P.Kothari
(Director)
sd/-
Sunil Kothari
(Director)
sd/-
Reena Jain
(Company Secretary)
sd/-
S.K.Jain
(CFO)

OM METALS INFRAPROJECTS LIMITED

Cash Flow Statement for the year ended March 31, 2012

Particulars	Year ended	
	31.03.2012	31.03.2011
1 Cash Flow from operation Activities		
A Net Profit before Taxation and Extraordinary Item	287321638.93	370934176.09
Add:-		
Depreciation	121775818.81	114547128.63
Interest and Bank Commission Paid	237094297.14	171277796.41
Loss on sale of Fixed Assets	0.00	262146.00
Loss on Sale of Investment	0.00	0.00
Public Issue Exp. Written off	0.00	11434868.00
Bad Debts Written Off	0.00	2103271.00
Less:-	646191754.88	670559386.13
Interest Receipt	17805072.11	22274647.88
Profit on Sale of Investment	2762795.00	7864383.98
Profit on Sale of Fixed Assets	1343417.00	0.00
Excess Depreciation Written Back	1574349.00	0.00
Excess Provision written back	29533820.00	71511617.48
B	53019453.11	101650649.34
Operating Profit before working capital changes	593172301.77	568908736.79
Adjustments for :		
Trade and Other receivable	32414657.82	-99563685.20
Inventories	-260964465.36	170698274.06
Trade and Other Payable	-208982882.64	218456603.32
Provision for Gratuity & Leave Encashment	706417.00	964421.00
Less:-	156346028.59	859464349.97
Direct Taxes Paid	63894999.01	140788265.93
Net cash flow from operating activities	(A) 92451029.58	718676084.04
Cash flow from investing activities :		
Purchase of fixed assets	-155337379.82	-270419103.35
Decrease/(Increase) in Capital WIP	20402505.00	-20309440.50
Purchase of Investments	-563345244.40	-89846163.13
Sale of Fixed Assets	17942754.59	309197.00
Loans and Advances	431767651.85	-1511327513.88
Interest received	17805072.11	22274647.88

Sale of Investment	14545350.00	35930240.94
Other Non-Current Assets	-75558000.00	-18707725.00
Net cash flow from/used in investing activities	(B) -291777290.67	-1852095860.04

Cash Flow from financing activities :

Interest and Bank Commission paid	-237094297.14	-171277796.41
Long Term Borrowings	68000360.06	-97417377.32
Other Long Term Liabilities	17112469.28	318205151.72
Short Term Borrowings	352845271.7	515057039.54
Dividend / Dividend Tax Paid	-11192670.00	-16845572.00
Net cash used in financing activities	(C) 189671133.91	547721445.53

Increase/(Decrease) in cash and cash equivalents

A. Cash Flow from Operating Activities	92451029.58	718676084.04
B. Cash Flow from Investing Activities	-291777290.67	-1852095860.04
C. Cash Flow from Financing Activities	189671133.91	547721445.53
Net Increase / Decrease in Cash Flow During Year	-9655127.18	-585698330.47
Cash and cash equivalents at beginning of year	85738122.01	671436452.48
Cash and cash equivalents at end of the year	76082994.83	85738122.01

NOTES TO ACCOUNTS

18

The schedule referred to above and the notes on Accounts form an integral part of the Cash flow Statement

As per our Report of even date annexed

For M.C.Bhandari & Co.
Chartered Accountants

Sd/-
S. K. Mahipal
Partner
M.No.70366

Place : Kota
Dated : 30.05.2012

For and on behalf of Board of Directors

Sd/-
T.C.Kothari
(Chairman)

Sd/-
C.P.Kothari
(Mg. Director)

Sd/-
D.P.Kothari
(Director)

Sd/-
Sunil Kothari
(Director)

Sd/-
Reena Jain
(Company Secretary)

Sd/-
S.K.Jain
(CFO)

OM METALS INFRAPROJECTS LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31st March, 2012

Note - 2.1

Particulars	<u>Figures as at</u> <u>31-03-2012</u> (Rs.)	<u>Figures as at</u> <u>31-03-2011</u> (Rs.)
<u>SHARE CAPITAL :</u>		
<u>AUTHORISED</u>		
150000000 Equity Share Of Rs.1/- each	150000000.00	150000000.00
<u>ISSUED,SUBSCRIBED AND PAID UP</u>		
96303809 Equity Share Of Rs.1/- each	96303809.00	96303809.00
Total	96303809.00	96303809.00

Notes:

- 1 Above issued,subscribed and paidup capital includes :-
- (a) 42554000 nos.of fully paid Equity Share of Rs.1/- each were allotted as bonus shares by way of capitalisation of reserves and Profit & Loss Account
- (b) 20112659 Shares of Rs. 1 each have been allotted for consideration other than cash, pursuant to the scheme of amalgamation sanctioned by Hon'ble High Court of Rajasthan dated 19.01.2007 to the share holders of erstwhile :-
- | | |
|---|-----------------|
| Om Rajasthan Carbide Limited | 5476259 |
| Jupiter Manufacturing Co. (P) Limited | 5318400 |
| Om Structurals India (P) Limited | 5808000 |
| Om Kothari Cement & Chemicals (P) Limited | 1410000 |
| SAH Buildcon (P) Limited | 1050000 |
| Richa Builders (P) Limited | 1050000 |
| Total :- | 20112659 |
- (2) The company has only one class of share referred to as equity shares having a par value of Rs. 1/- each holder of equity shares is entitled to one vote per share.
- (3) The details of Share holders holding more than 5 % equity shares as at 31.03.2012
- | Share Holder | No. of Share | Ownership Interest % |
|-------------------------------------|--------------|----------------------|
| 1 T.C. Kothari & Sons | 11408180 | 11.85% |
| 2 C. P. Kothari (Managing Director) | 5424818 | 5.63% |
| 3 Sunil Kothari (Director) | 6045108 | 6.28% |

- (4) The reconciliation of the number of shares outstanding as at March 31, 2012 and March 31, 2011 is set out below:

Particulars	As at	
	31.03.2012	31.03.2011
Number of shares at the beginning	96303809	96303809
Number of shares at the end	96303809	96303809

OM METALS INFRAPROJECTS LIMITED

**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET
AS AT 31st March, 2012**

<u>Reserves and Surplus</u> Particulars	<u>Note - 2.2</u>	
	<u>As at</u> <u>31-03-2012</u> (Rs.)	<u>As at</u> <u>31-03-2011</u> (Rs.)
A. <u>Revaluation Reserve</u>		
As per last balance sheet	3531882.53	3757803.70
Less: - Transferred to P & L Statement	196356.00	225921.17
	3335526.53	3531882.53
 B. <u>Capital Reserve</u>		
As per last Balance sheet	1231810945.25	1231810945.25
 C. <u>Security Premium Reserve</u>		
As per last balance sheet	1224764600.00	1224764600.00
 D. <u>General Reserve</u>		
As per last balance sheet	169780381.00	144780381.00
Add:- Transferred from Profit and Loss Statement	12000000.00	25000000.00
	181780381.00	169780381.00
 E. <u>Profit and Loss Account</u>		
Opening Balance	1328134032.46	1083629408.37
Add. Net Profit after Tax Transferred from Profit and Lossac	240235485.93	286350196.09
Amount available for appropriation	1568369518.39	1369979604.46
 Appropriations :		
Interim Dividend	9630381.00	14445572.00
Dividend Tax	1562289.00	2400000.00
Amount transferred to General Reserve	12000000.00	25000000.00
Surplus - Closing balance	1545176848.39	1328134032.46
 Total	4186868301.17	3958021841.24

OM METALS INFRAPROJECTS LIMITED

**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET
AS AT 31st March, 2012**

Particulars	Note 2.3	
	Figures as at 31-03-2012 (Rs.)	Figures as at 31-03-2011 (Rs.)
<u>LONG TERM BORROWINGS</u>		
a) <u>TERM LOAN :</u>		
From Banks (SBBJ) See note No.1	123317351.26	16694190.00
From Others banks See note No.2	29419647.92	66648757.19
Sub-Total	152736999.18	83342947.19
From Other Parties		
From Financial Institution	3482333.79	4876025.72
	156219332.97	88218972.91

Note :

1 Rupees term loan from banks are secured/to be secured by first charge by way of mortgage, by deposit of title deeds in respect of immovable properties and hypothecation of the movable fixed assets of the company, both present and future (save and except book debt and other current assets) of Hotel division Jaipur (Raj.), Multiplex Division, Kota (Raj.) and property located at VKJ Jaipur (Raj.) on Enclave including wind mill subject to prior charges created/to be created in favor of banks on current assets and movables for securing working capital borrowings and further secured by way of personal guarantees of Shri T.C. Kothari, C. P. Kothari, D.P. Kothari and Sunil Kothari directors of the company. Rupees term loan from banks are further secured by way of equitable mortgage of lease of land belonging to M/s. Om Kothari Pariwari Trust (Family trust) located at Jaipur for Hotel division and further secured by way of personal guarantee of the trustee of the trust.

2 Loan from HDFC Bank Rs. 271.55 Lacs ICICI Bank Rs. 77.70 Lacs and Kotak Mahindra Bank Rs. 5.02 Lacs are secured by way of hypothecation of related vehicle /machinery financed by them.

3 Schedule of repayment of term loans of banks and others Bank		(Rs. in lacs)
Particulars		Installment Payable
2014		355.78
2015		84.91
2016		7.99
Total		448.68

4 Interest Rates are lending banks's Base rates + 4 to 5 % at monthly rest

Note 2.4

Deferred Tax Liabilities (Net)

The company has recognized deferred taxes, which result from timing difference between the book profit and tax profit. The details of which are as under :-

Particulars	Balance as at 31.03.2011	Arising during the year	Balance as at 31.03.2012
A. Deferred Tax Liabilities			
Depreciation and amortization	54164673	-7476672	46688001
B. Deferred Tax Assets			
1. Provision for leave with wages	455266	195323	650589
2. Provision for gratuity	2117435	41852	2159287
Total : (B)	2572701	237175	2809876

Net Deferred tax liabilities (A-B)	51591972	-7713847	43878125
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Note 2.5

Other Long term Liabilities

Others

Advance and Security deposit from Customers		485241634.23	468129164.95
		5130000.00	5130000.00
Others		490371634.23	473259164.95
	Total		

Note 2.6

Long Term Provision

Provision for Employees Benefits

For Gratuity		6655224.00	6229583.00
For Leave Encashment		666721.00	955396.00
		7321945.00	7184979.00

Note 2.7

Short Term Borrowings

Secured

Working Capital Loan(From Banks)		776620390.08	634359495.37
(a) Indian Rupee			
(See note No.1)		100120000.00	0.00
b) Foreign Currency Loan			
(See note No.1)			
Short Term Loan against FDR		259803.00	2416355.00
From Bank(See note No.2)			

Unsecured

From Banks

Foreign Currency Loan(Buyres Credit)		139740445.00	27119516.00
(See note No.3)			

Sub-Total

1016740638.08	663895366.37
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Notes

1 Working Capital Loans from banks i.e.SBBJ Bank,SBI,IDBI,BOB, SBOP, HDFC, Standered Chartered Bank are secured by way of hypothecation of all company's current assets including all stocks and book debts and other movable,both present and future on ranking pari - passu basis inter se between the lender. These loans are further secured / to be secured on pari-passu charges by way of first/second charge by way of mortgage, by deposit of titledeeds in respect of immovable properties (except on which secured loans taken from banks and other parties) & personal guarantees of the Shri T.C.Kothari , Shri C.P.Kothari, Shri D.P.Kothari,and Sunil Kothari Directors of the company and further secured by way of equitable mortgage of land & building belonging to Jupiter Metals (P) Ltd and Hypothacation of Plant & machinery of OMML JSC JV Kameg (Arunachal Pradesh).

2 Secured by way of deposit of FDR.

3 Foreign Currency Loans are secured by way of Letter of Credit issued by Bank.

4 Bank gurantees and lettet of credit agregating to Rs..... are secured by way of hypothecation of stock ,receivables and further secured by way of coleteral in the shape of equitable mortgage of property

Note 2.8

Trade Payables

(a)Micro, small and Medium enterprises Development Act, 2006 (Ref note 2.33)	2629525.06	2846908.00
(b) Others	171681323.90	367911285.43
	174310848.96	370758193.43

Note 2.9

Other Current Liabilities

Current Maturity of Long Term Borrowings	76089198.36	189020785.23
Current Maturity of Other Long Term Liabilies	375724481.68	229651052.18
Unpaid/ Unclaimed Dividend (as referred in Sec 205 C of the Companies Act,1956)	991051.05	752265.05

Other Payables

Government dues (Taxes)	5821332.16	9551586.96
Advance from Customers	14960017.00	57145929.00
	473586080.25	486121618.42

Note 2.10

Short Term Provision

Provision for Employees Benefits		
Leave Encashment (Current)	1338484.00	769033.00
Others		
Wealth Tax	300000.00	0.00
	1638484.00	769033.00

* Including bonus of Rs. 4.11 lacs for Hotel Division.

OM METALS INFRAPROJECTS LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET As At 31st March, 2012
Fixed Assets

Note 2.11

PARTICULARS	AS AT 04/01/2011	ADDITIONS	SALES/ TRANSFER	TOTAL COST AS AT UP TO 31-03-11	DEPRECIATION UP TO 31-03-11	Dep and Amort During the year	TANSFER WRITTEN BACK	TOTAL DEPRE- CIATION	W.D.V. 31-03-2012	W.D.V. 31-03-2011
Tangible Assets										
Free Hold Land	127213160.00	0.00	0.00	127213160.00	0.00	0.00	0.00	0.00	127213160.00	127213160.00
Lease hold land including Tanancy	724071139.00	2808800.00	0.00	726879939.00	656460.74	68313.00	0.00	724773.74	726155165.26	723414678.26
Agriculture Land	2473002.02	0.00	0.00	2473002.02	0.00	0.00	0.00	0.00	2473002.02	2473002.02
Building/ Temp. Labour Quarter She	317205156.03	4751210.00	769200.00	321187166.03	84302609.52	11365810.24	471196.02	95197223.74	225989942.29	232802546.51
Plant & Machinery	578331910.36	#####	17196677.65	661238877.93	227299109.96	74222466.01	8365935.96	#####	368084237.92	351032800.40
Furniture & Fixture	41712699.28	6827851.00	2314146.66	46226403.62	25373627.04	4598533.41	1608119.36	26364041.09	17862362.53	16339072.24
Office Equipments	14112888.80	4403538.50	2427.00	18514000.30	7148627.96	1536406.05	1117.51	8683916.50	9830083.80	6964260.84
Computer	9347558.83	1780536.00	607026.00	10521068.83	7588678.67	1470472.00	578703.43	8480447.24	2040621.59	1758880.16
Vehicle	89687477.83	23964798.00	11867882.00	101794393.83	38127241.20	18014173.00	6707299.00	49434115.20	52350278.63	51560236.63
Temp. Wooden Hut	29888101.00	10696001.10	0.00	40584102.10	29888091.00	10696001.10	0.00	40584092.10	10.00	10.00
TOTAL	1934043081.59	#####	32757359.31	2056623112.10	420384440.72	121972174.81	17732370.72	#####	1531988667.29	1513658650.87

Figures for the previous year 1664411809.24 ##### 787821.00 1934043091.59 305827868.92 114773049.80 216478.00 ##### 1513658650.87 1356563940.32

Note: 2.11(a) Lease hold land includes Rs. Lacs (Previous Year Rs. Lacs) in respect of which lease deeds are pending execution

2.11(b) Gross block of Fixed Assets includes Rs.55.17 Lacs (P.Y. Rs. 55.17 Lacs) on account of Revaluation of Fixed assets carried out since inception. Consequent to the said revaluation there is an additional charge of depreciation of Rs. 1.96 Lacs (P.Y. Rs.2.26 Lacs) and equivalent amount has been withdrawn from revaluation reserve and credited to the Profit and Loss account. This Has no impact on profit for the year.

In continuation to 2.11

Note 2.11

Tangible assets provided on operating lease to Om Metals Auto P Ltd , (a related party) as at March 31, 2012 are as follows:

Particulars	Cost	Accumulated Dep	Net Book Value
Lease hold Land	19701526.00	0.00	19701526.00
Buildings	36589487.50	19088849.00	17500638.50
Total	56291013.50	19088849.00	37202164.50

The rental income from Om MetalsAuto Pvt. Ltd. for the Year ended March 31,2012 and March 31,2011 amounted to Rs. 75 Lacs and Rs.84.00 Lacs respectively.

Note -2.12

Non Current Investment

<u>LONG TERM INVESTMENTS (at cost):</u> <u>TRADE INVESTMENTS INCL. JV</u> Ordinary Share (Fully paid up)	No. of Shares	Face Value	As At	As At
			<u>31-03-2012</u> Amount	<u>31-03-2011</u> Amount
<u>Joint Ventures (Unquoted)</u>				
	181596			
Pondicherry Port Ltd. JV	(24996)	10.00	47229960.00	249960.00
Bhilwara Jaipur Toll Road P. Ltd.	572606	10.00	87529760.00	49990.00
Om Metals SPMI. Infraprojects P. Ltd	4999	10.00	49990.00	49990.00
			134809710.00	349940.00
<u>In Associates</u>				
Sanmati Infra Developers Pvt. Ltd. (Share Warrents)	450000	10.00	4500000.00	4500000.00
Om Metal Auto pvt. Ltd.	147000 (275500.00)	10.00	13475445.00	25255000.00
Om Gaima P Ltd.	10189	10.00	1198783.00	1198783.00
			19174228.00	30953783.00
<u>Others</u>				
Sanmati Resorts Ltd.	500000	10.00	5000000.00	5000000.00
Sun Boarn Energy Pvt. Ltd.	10000	10.00	100000.00	100000.00
			5100000.00	5100000.00

OTHER INVESTMENTS (QUOTED)

Investments in Equity Instruments				
Manglam Timber Ltd.	800	10.00	17040.00	17040.00
Reliance Capital Ltd.	3	10.00	897.00	897.00
Reliance Communication Ltd.	60	5.00	8972.00	8972.00
Reliance Infrastructure Ltd.	4	10.00	1196.00	1196.00
Reliance Power Ltd	15	10.00	8972.00	8972.00
Reliance Industries Ltd.	100	10.00	17963.00	17963.00
State Bank of India	50	10.00	5000.00	5000.00
Century Enka Ltd.	20	10.00	6000.00	6000.00
SBI Megnum Equity Fund	150000	10.00	1500000.00	1500000.00
SBI PSU Fund			500000.00	500000.00
			2066040.00	2066040.00
Investment in Government and Trust securities (unquoted)				
National Saving Certificate (Deposited with in Sales Tax Dept. interest is to be adjusted on realisation)			30000.00	33000.00
			30000.00	33000.00
Investment in Subsidiaries				
Om Metal Real Estate Pvt. Ltd.	10000	10.00	100000.00	100000.00
	2210000			
Om Metals Consortium Pvt. Ltd.	(10000)	10.00	440100000.00	100000.00
			440200000.00	200000.00
Investment in J V /Partnership (Refer note 2.39)				
Om Metals Consortium PF(Capital contri.)(Net)			363592860.94	355957860.94
OMML-JSC Ukarain(Capital contri.)(Net)			170005328.40	188754854.00
Om Ray Construction - JV			6737230.00	6737230.00
			540335419.34	551449944.94
Grand Total			1141715397.34	590152707.94

NOTE:

- | | | | |
|-----------------------------------|----------------------|---------|--------|
| 1. Aggregate value of investments | Quoted | 20.66 | 20.66 |
| | Unquoted | 5992.84 | 366.03 |
| | Market price -quoted | 22.16 | 22.72 |
2. Out of Share Investment in Bhilwara Jaipur Toll Road Pvt. Ltd. 128583 no. of shares have been pladged with PNB Bank and 121305 No. of Shares have been pladged with ICICI Bank Ltd. Against The Term Loan taken by Bhilwara Jaipur Toll Road Pvt. Ltd from them.

OM METALS INFRAPROJECTS LIMITED

**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET
AS AT 31st March, 2012**

Note -2.13

Long term Loans and Advances

Particulars	31.03.2012	31.03.2011
Unsecured, Considered good unless otherwise stated		
Capital Advance	422500.00	796416.00
Security Deposits	72393498.06	73072627.06
Loans and Advances to Related Parties		
(i) To Subsidiaries	1312616132.89	2294143105.89
(ii) To Joint Ventures/Associates (See note 2.41)	42017023.16	51776050.00
Other Loans and Advances		
(i) Inter corporate deposits	10018876.00	8440233.00
(ii) Income taxes paid including & MAT credit entitlement(Net of Provision)	185709059.20	146780240.19
(iii) Others Loans and Advances	1803194.00	0.00
Sub Total	1624980283.31	2575008672.14
2.13(a) Security Deposit with related parties	257.00	155.00

Note -2.14

Other Non Current Assets

Unsecured, Considered good unless otherwise stated		
<u>Non Current Bank Balances</u>		
FDR with Banks	26895725.00	18707725.00
Share Application Bhilwara Jaipur Toll Road PVT. Ltd.	67370000.00	0.00
	94265725.00	18707725.00

2.14(a) FDR with Banks includes FDR ag. Margin money RS.261.85 Lacs

Note -2.15

INVENTORIES

Raw Material	77851702.93	53736039.59
Work in Progress	528258118.27	287963471.00
Finished Goods	6708143.50	11459650.00
Store & spares	2247986.59	942325.34
Total	615065951.29	354101485.93
2.15(a) Raw Material includes goods in Transit	219.82	141.23

Trade Receivable

(Unsecured considered good except to the extent stated)

Debtors outstanding for a period exceeding 6 months.	28828069.73	57420971.15
Other debtors	801556190.30	808877733.12
Sub Total (B)	830384260.03	866298704.27

I Includes dues from companies where Directors are interested

	420.41	0.00
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OM METALS INFRAPROJECTS LIMITED

**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET
AS AT 31st March, 2012**

Note -2.17

CASH AND CASH EQUIVALENTS

Balances with Banks

On Current Account (Note 1 and 4)	29157693.77	7940947.72
On Saving Bank accounts	10330.84	93492.84
On Fixed Deposit accounts	44497724.00	76569788.36
 Cash on Hand	 2417246.22	 1133893.09
 Sub Total (C)	 76082994.83	 85738122.01
A Note		
1 Deposit with original Maturity for more than 03 monthsbut Less than 12 Months	25	0.00
2 Includes Deposit accounts with more than 12 months maturity	9.31	0.00
3 Includes Balance with Banks held in Margin Money deposits against guarantee and Letter of Credits	410.66	765.70
4 Includes balances with foreign Banks/	0	0
5 The deposits maintained by the Company with banks comprise of time deposits, which can be withdrawn by the Company at any point without prior notice or penalty on the principal.		
6 Balnce in current deposit accounts include Unpaid dividend	9.91	7.52

Note -2.18

Short Term Loans and Advances

(Unsecured, Considered good unless otherwise stated)

Others

Advances recoverable in cash or in kind or for value to be received	79944478.32	141036298.59
Prepaid Expenses	9369060.00	1337949.00
Loans and Advances to Related Parties		
(i) To Subsidiary	600000000.00	0.00
Balance with customs and central excise authorities etc.	24344060.93	14130542.00
Advance to Staff	1838032.75	1801286.42

715495632.00	158306076.01
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Note -2.19

Other Current assets

Interest Accrued on Fixed Deposits	4597096.57	1092500.15
Others	38117.00	42927.00
	4635213.57	1135427.15

OM METALS INFRAPROJECTS LIMITED

**NOTES ANNEXED TO AND FORMING PART OF THE PROFIT AND LOSS
STATEMENT FOR THE YEAR ENDED ON 31st March, 2012**

Note- 2.20

Particulars	2011-12 (Rs.)	2010-11 (Rs.)
<u>Revenue From Operations</u>		
<u>Sale of Goods</u>		
Sales of Gate, components & allied receipts(Engg)	1776231974.23	2225096097.50
Sale of Food,Liquar and Beverages	28593512.12	24319201.74
Real Estate Business	253699343.12	22485404.87
<u>Sale of Services</u>		
Guest Accomodation,Banquet,Health Club,Laundry receipt of Hotel	40288781.59	42328084.84
<u>Other Operating Revenue</u>		
Transportation receipts	18338757.00	51278974.00
Drawing & design receipts	84808.00	4468.00
Receipts from wind power electric generation	1788084.54	1560401.00
Receipt from share of operating profit from Cinema	11365632.00	12324468.00
	2130390892.60	2379397099.95
<u>Particulars of Sales of Products</u>		
Gate and Gate Components	980962576.23	1521701440.50
Contract Receipts	795269398.00	703394657.00
Total	1776231974.23	2225096097.50

Note - 2.21

OTHER INCOME

Interest from deposit and others(Gross)	17805072.11	22274647.88
Dividend receipts	1809.00	119645.23
Rent and hire receipts	9632640.00	10142400.00
Miscellaneous receipts	7137925.69	8693755.55
Claims	9997269.00	1921832.00
Profit on Sale of Investment	2762795.00	7864383.98
Profit on Sale of Fixed Assets	1343417.00	0.00
Total	48680927.80	51016664.64

OM METALS INFRAPROJECTS LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE PROFIT AND LOSS
STATEMENT FOR THE YEAR ENDED ON 31st March, 2012

Note - 2.22

Particulars	2011-12 (Rs.)	2010-11 (Rs.)
<u>Cost of Material Consumed</u>		
Imported	63106573.00	272640000.00
Indigenous	885009404.88	873792061.94
	<u>948115977.88</u>	<u>1146432061.94</u>

Particulars of the Material Consumed

Particulars		
1 Structural Steel and Bought out items	530093545.75	920631039.40
2 Civil Materials	195798804.00	90575994.00
3 Land Purchase	179834745.00	93430055.00
3 Others	42388883.13	41794973.54
	<u>948115977.88</u>	<u>1146432061.94</u>

OM METALS INFRAPROJECTS LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE PROFIT AND LOSS
STATEMENT FOR THE YEAR ENDED ON 31st March,2012

Note - 2.23

Particulars	2011-12 (Rs.)	2010-11 (Rs.)
<u>Changes in inventories of finished goods, work-in-progress and Stock-in-Trade</u>		
<u>OPENING INVENTORIES</u>		
Finished Goods	11459650.00	21717317.00
Work in Progress	287963471.00	174422362.00
Sub Total	299423121.00	196139679.00
<u>CLOSING INVENTORIES</u>		
Finished Goods	6708143.50	11459650.00
Work in Progress	528258118.27	287963471.00
Sub Total	534966261.77	299423121.00
INCREASE (DECREASE) IN INVENTORIES	-235543140.77	-103283442.00

Note - 2.24

<u>EMPLOYEE BENEFIT EXPENSES</u>		
Salaries, Wages, Bonus and Allowances etc.	121625402.85	87658915.00
Contribution of PF, ESI and other welfare fund scher	2609352.00	2061400.00
Gratuity	664871.00	2006807.00
Employee Welfare Exp. Including compensation	13857658.61	10904291.95
Total	138757284.46	102631413.95

OM METALS INFRAPROJECTS LIMITED

**NOTES ANNEXED TO AND FORMING PART OF THE PROFIT AND LOSS
STATEMENT FOR THE YEAR ENDED ON 31st March, 2012**

Note - 2.25

Particulars	2011-12 (Rs.)	2010-11 (Rs.)
<u>Financial Cost</u>		
Bank charges and Guarantee commission	40738288.84	44893100.27
Foreign Currency Fluctuation	11631703.36	0.00
<u>Interest paid</u>		
a) On Term Loan	29044142.29	22194318.50
b) On working capital/others	155680162.65	104190377.64
Total	<u>237094297.14</u>	<u>171277796.41</u>

Note - 2.26

Depreciation and amortization expense

Depreciation on Tangible Assets	121972174.81	114773049.80
Less : Transferred from revaluation reserve	196356.00	225921.17
	<u>121775818.81</u>	<u>114547128.63</u>

OM METALS INFRAPROJECTS LIMITED

**NOTES ANNEXED TO AND FORMING PART OF THE PROFIT AND LOSS
STATEMENT FOR THE YEAR ENDED ON 31st March, 2012**

Note - 2.27

Particulars	2011-12	2010-11
<u>Other Expenses</u>		
<u>Manufacturing, and Operating Expenses</u>		
Power and Fuel Expenses	68874695.86	25205186.02
Stores, Spares and Tools Consumed.	35103926.70	54580212.90
Job and other work exp.	279469223.82	196982516.30
Rent/Hire charges for equipment	26618432.00	63821401.00
Transportation Expenses	24223000.18	29682508.00
<u>Repairs & Maintenance</u>		
a) To Machinery	24969696.00	10914770.02
b) To Building	14445927.00	22442294.00
Insurance Expenses	7680995.00	6528465.00
Total	481385896.56	410157353.24
<u>Establishment and Selling Exp.</u>		
Remuneration to directors	13800000.00	13800000.00
Rent	13465636.00	14931026.00
Rates and taxes	28412070.00	45747834.00
Telephone, telex and postage	7675753.48	6789689.97
Travelling and conveyance expenses	34688803.52	29139645.42
Legal, consultancy, retainership, professional arbitration expenses	55085846.00	42330242.10
General repairs	4429101.30	4248263.00
Vehicle running & maintenance	18423414.15	12643114.88
Miscellaneous expenses	32483275.74	71593282.83

Payment To Auditors(Including Branch Auditors) (See Note 2.31)	709384.00	515020.00
Advertisement and Business Promotion	10309420.96	9537360.10
Foreign Currency Fluctuation	7129795.15	7062202.51
Total	226612500.30	258337680.81
Grand Total	707998396.86	668495034.05

Om Metals Infra Project Limited

Balance Sheet abstract and company's general business profile :

1	<u>Registration details</u>	
	Registration No.	L27203RJ1971PLCO03414
	Balance sheet date	31st March 2012
2	Capital raised during the year	(Rs. in Lacs)
	Public Issue	Nil
	Right Issue	Nil
	Bonus Issue	Nil
	Private placement (Promoter's contri.)	Nil
3	Position of Mobilisation and deployment of funds :	
	Total Liabilities	66472.39
	Total Assets	66472.39
	Sources of Funds :	
	Paid up Capital	963.04
	Reserves & Surplus	41868.68
	Deffered tax Liabilities	438.78
	Long Term Borrowings	1562.19
	Other Long Term Liabilities & Provisions	4976.94
	Short Term Borrowings	10167.41
	Other Current Liabilities	6495.35
	TOTAL :-	<u>66472.39</u>
	<u>Application of Funds :</u>	
	Net fixed assets	15446.14
	Investments	11417.15
	Long Term Loans and Advances	16249.80
	Other Non Current Asseta	942.66
	Current Assets	22416.64
		<u>66472.39</u>

4 **Performance of the company :**

Turn over	21744.12
Total Expenditure	18870.90
Profit before tax	2873.22
Profit after tax	2402.35
Earning per share in Rs.	2.49
Dividend rate %	10%

5 Generic names of there principal products/service of the company (As per monetary terms)

Item code No.	1. Mfg. Of gates & gates parts 2. Hotel cum Revolving Restaurant 3. Cinema 4. Real Estate
---------------	--

Products/ services description

For and on behalf of Board of Directors

Place : Kota

Dated : 30.05.2012

Sd/-

T.C.Kothari
(Chairman)

Sd/-

C.P.Kothari
(Mg.Director)

Sd/-

D.P.Kothari
(Director)

Sd/-

Reena Jain
(Company Secretary)

Sd/-

S.K.Jain
(CFO)

OM METALS INFRAPROJECTS LIMITED

NOTES ANNEXED TO AND FORMING PART OF BALANCE SHEET AS AT 31.03.2012 AND STATEMENT OF PROFIT AND LOSS AND ALSO THE CASH FLOW STATEMENT FOR THE YEAR ENDED ON THAT DATE

Note - 1

Company Overview :

The company in the field of turnkey execution - from design , detail engineering , manufacture , supply, installation , testing and commissioning of complete range of Hydro mechanical equipment of hydro electric power and irrigation projects . The company is also diversified in the real estate, hotel and infra structures segments.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

1.1 ACCOUNTING CONVENTION :

The financial statements have been prepared to comply in all material respects with the Accounting Standards notified by Companies (Accounting Standards) rules , 2006 (as amended) and the relevant provisions of the Companies Act. , 1956. The financial statements have been prepared under the historical cost convention method on an accrual basis except in case of assets for which provision for impairment is made and revaluation is carried out . The accounting policies have been consistently applied by the company and are consistent with those used in the previous year. claims of liquidated damages on supplies, Warranties, fuel escalation charges payable to the electricity board which are accounted for on acceptance and other claims accounted for receipt/ payment basis, In view of uncertainty involved.

1.2 FIXED ASSETS AND DEPRECIATION :

(a) Fixed Assets (Other than land & building, plant & machinery of the company which have been re-valued and stated at the revalued figures) are stated at cost net of cenvat less accumulated depreciation and impairment , if any. Cost of acquisition or construction is inclusive of freight, duties, taxes and incidental/preoperative expenses and interest on loans attributable to the acquisition of assets upto the date of commissioning of assets . Capital subsidy received against specific assets is reduced from the value of relevant fixed assets .

(b) The depreciation has been provided on straight line method of depreciation at the rates and in the manner prescribed in Schedule XIV of the Companies Act, 1956 except on assets used in Engineering Division, which is on written down value method.

- (c) Depreciation is not provided during the year in respect of assets sold, discarded etc during the year upto the date of sales/discard in the Engineering Division.
- (d) Depreciation is calculated on pro-rata basis from the date of additions except on assets of Engineering Division which are depreciated for a full year.
- (e) Lease hold land are not amortized .

1.3 Expenditure on New project and substantial expansion

Expenditure directly relating to construction activity is capitalized. Indirect expenditure incurred during construction period is capitalized as part of the indirect construction cost to the extent to which the expenditure is indirectly related to construction or is incidental thereto. Other indirect expenditure (including borrowing costs) incurred during the construction period which is not related to the construction activity nor is incidental thereto is charged to the statement of profit and loss . Income earned during construction period is deducted from the total of the indirect expenditure.

1.4 INVENTORIES

Inventories are valued as follows :-

(A)	(a)	Raw Material, Stores & Spares, Components, construction material. food & beverages, liquor, crockery, cutlery, glassware, utensils and linen	At cost (FIFO method) or net realizable value, whichever is lower.
	(b)	Process Stocks	At cost or net realizable value, which ever is lower. Cost for this purpose includes direct material cost and appropriate of manufacturing overheads on work done basis.

	©	Finished Goods	A Cost or net realizable value*, which ever is lower. Cost for this purpose includes direct material cost and a proportion of manufacturing overhead.
	(d)	Goods in transit	Are stated at actual cost plus freight, if any.

* Net realizable value is estimated selling price in the ordinary course of business.

B) Hotel Division :

Stock of operating supplies i.e. crockery, cutlery, glassware, utensils, linen etc. in circulation are written off as and when issued from the stores .

1.5 Foreign currency Transaction :

- a) Transactions in foreign currencies are recorded on initial recognition at the exchange rates prevailing at the time of transaction .
- b) Monetary items (i.e. receivables , payables , loans etc) denominated in foreign currencies at the year end are restated at year end rates. In case of monetary items which are covered by forward exchange contracts , the difference between the year end rate and rate on the date of the contract is recognized as exchange difference and the premium paid on forward contracts is recognized over the life of the contract.
- c) Non monetary foreign currency items are carried at cost.
- d) Any income or expenses on account of exchange difference either on settlement or on translation is recognized as revenue except in cases where they relate to acquisition of fixed assets in which case they are adjusted to the carrying cost of such assets.

1.6 Revenue Recognition :

a) Engineering Division :

Sales of products (Fabricated goods) escalation and erection receipts (sales is net of trade discount and sales tax) are accounted for on the basis of bills/invoices acknowledged or paid by the project authorities.

b) Other Divisions :

Sales comprises of sales of goods, room sales etc. are excluding sales tax/VAT . It is being accounted for net of returns/discount/claims etc .

c) Income of interest on refund of income tax is accounted for in the year, the order is passed by the concerned authority .

d) Revenue from real estate division are recognized on the percentage of completions method of accounting. Revenue is recognized , in relation to the sold areas only, on the basis of percentage of actual Direct cost incurred thereon including land as against the total estimated cost of the project under execution subject to such actual costs being 30% or more of the total estimated cost . The estimates of saleable area and cost are revised periodically by the management . The effect of such changes to estimates is recognized in the period such changes are determined.

e) Revenue is recognized when the shareholder's right to receive payment is established by the balance sheet date . Dividend from subsidiaries is recognized even if the same is declared after the balance sheet date but pertains to period on or before the date of balance sheet as per the requirement of Schedule VI of the Companies Act., 1956.

1.7 INVESTMENTS:

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

1.8 RESEARCH AND DEVELOPMENT :

The revenue expenditure on research and development is charged as an expense in the year in which it is incurred. Capital expenditure is included in fixed assets

1.9 Borrowing costs :

Borrowing costs directly attributable to the acquisition and construction of and assets that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consists of interest and other costs that an entity incurs in connection with the borrowing of funds.

1.11 TAXATION :

(a) Current Tax :

The income tax liability provided taking into considerations of claiming of deduction under section 80 IB of the Income Tax Act. and in accordance with the provisions of the Income Tax Act, 1961, as advised by income tax consultant.

(b) Deferred Tax Liabilities/(Assets)

Deferred tax is recognized, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

1.12 Retirement and other employee benefits :

a) Retirement benefit in the form of provident fund is a defined benefit obligation of the company and the contributions are charged to the statement of profit and loss of the year when the contributions to the funds are due. Shortfall in the funds, if any, is adequately provided for by the company.

b) Gratuity :

Gratuity liability is a defined benefit obligation of the company. The company provides for gratuity to all eligible employees. The benefit is in the form of lump sum payments to vested employees on resignation, retirement, on death

while in employment or on termination of employment of and amount equivalent to 15 days basic salary payable to each completed year of service. Vesting occurs upon completion of 5 years of services. The company has not made annual contributions to funds administered by trustees or managed by insurance companies. Actuarial valuation for the liabilities has , however has not been done.

c) Leave Salaries:

Liabilities for privilege leave benefits, in accordance with the rules of the company is provided for, as prevailing salary rate for the entire un-availed leave balance as at the balance sheet date.

1.13 Impairment of assets:

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimation of recoverable amount

1.14 Provisions, contingent liabilities & Assets:

A Provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settled the obligation , in respect of which a reliable estimate can be made. Provisions are not disclosed to its present value and are determined based on best management estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates . Other contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statement.

1.15 Earning per Share:

Basic earnings per share is calculated by dividing the Net Profit or Loss for the period attributable to equity share holders (After deducting taxes etc.) by the weighted average number of the equity shares outstanding during the period.

For the purpose of calculating diluted earning per share, the net profit or loss for the period attributable to equity share holders and the weighted average number of shares outstanding during the period are adjusted for the effect of all dilutive potential equity shares.

1.16 Use of Estimate:

The preparation of financial statements in conformity with the generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and Liabilities and disclosure of

contingent liabilities at the date of the financial statements and the results of operation during the reporting period end. Although these estimates are based upon management's best no knowledge of current events and actions , actual results could differ from these estimates . Difference between actual results and estimates is recognized in the period in which the results are known / materialized.

- 1.17 Operating Lease – Lease rentals in respect of assets taken are charged to statement of profit and loss as per the terms of the lease agreement.

2.28 CONTINGENT LIABILITIES AND COMMITMENTS
 CONTINGENT LIABILITIES (NOT PROVIDED FOR) IN RESPECT OF FOLLOWING :
 (RS. IN LACS)

S. No.	Particulars	As at 31.03.2012	As at 31.03.2011
i)	Outstanding bank guarantee *	15942.94	16991.11
ii)	Letter of credits accepted	2970.90	3334.28
iii)	Claims against the Company not acknowledged a debt relating to supplies and service matters including counter claims of project authorities.	1373.06	1373.06
iv)	Various labour cases	Amount not ascertainable	Amount not ascertainable
v)	show cause/demand/notices by excise deptt., service tax, income tax authorities being disputed by the company. (See note no 11 below.)(Net)	3680.08	3929.39
vi)	Outstanding Corporate Guarantee**	25600.00	5000.00

Based on favorable decisions in similar cases, legal opinion taken by the company., discussions with the solicitors, etc, the company believes that there is fair chance of decisions in it's favour in respect of all the items listed in (iii) (iv) &(v) above and hence no provisions is considered necessary against the same.

- *Outstanding bank guarantee includes issued by banks, in favour of following joint venture/partnership firm.

(Rs. in Lacs,)

Name of Joint Venture (JV) /partnership firm (PF)	O/s. Bank guarantee as at 31.03.2012	O/s. Bank guarantee as at 31.03.2011
OML+JSC, UKRAIN , KAMENG (JV)	1995.00	2195.00

Om Metals Consortium (PF)	950.00	950.00
Bhilwara Jaipur Toll Road Pvt. Ltd(JV)	539.00	539.00
Om Metal SPML Infraprojects Ltd	2799.18	3842.71

**Outstanding Corporate Guarantee includes Rs. 20600.00 Lacs (P.Y. NIL) in favor of Bhilwara Jaipur Toll Road PVT. LTD (J.V.) and Rs. 5000.00 lacs (P.Y. Rs. 5000.00 Lacs) in favor of Om Shivay Real Estate Pvt. Ltd.

2.29 Estimated amount of contracts remaining to be executed (capital commitments) not provided for Rs. 4.32 lacs (Rs. 72.93 lacs in the previous year)

2.30 Claims raised by the Company/Claims settled with various project authorities/other parties. amounting to Rs. 5792.88 lacs (Rs. 6492.88 Lacs in previous year) , against these claims, the company has received arbitration awards of Rs. 377.14lacs (Previous year Rs. 269.09 lacs) In accordance with past practice, the Company has not made adjustment because the same can not become rule of the court due to the objections filed by Project Authorities/ Other parties .

2.31 Payments to auditors including Branches Auditors (i.e Engineering, Real estate and Hotel division) :

(Rs. in Lacs).

Particulars	2012	2011
Audit fee's	7.09	5.15
Fees for consolidated Financial statement	1.65	0.55
Certificate and Other services	4.69	3.77
Out of pocket expenses	0.57	0.10
Total: -	14.00	9.57

Note

1. Audit fees includes service tax.
2. Rs. 0.28 Lacs (Previous year Rs. 0.65 Lacs) Paid for other services to auditors in which he is prop. of Chartered Accountant firm.

2.32 Managerial Remuneration : (Rs. in Lacs)

Particular	Current Year		Previous Year	
	Managing Director	Other Director	Managing Director	Other Director
Salary	48.00	90.00	48.00	90.0
Other Perquisites	10.12	8.42	6.68	20.49
Consultancy to Chairman	0	1.20	0	1.20
Total	58.12	99.62	54.68	111.69

Note: -

- i) Directors and executive i.e. Shri C.P. Kothari, Shri D.P. Kothari, Shri Sunil Kothari and Shri Vikash Kothari are covered under keyman insurance plan (LIC) of the company and premium paid of Rs. Nil lacs (previous year Rs. 19.58 Lacs)
- ii) The above remuneration is within the limit prescribed under the schedule XIII of the Companies' Act 1956.

2.33 Earning per Shares (E.P.S.)

S. No.	Particulars	2012	2011
i)	Calculation of weighted average number of face value of equity shares of Rs. 1 each		
	No. of shares at the beginning of the year.	96303809	96303809
	Total equity shares outstanding at the end of the year	96303809	96303809
	Weighted average no of equity shares outstanding during the year.	96303809	96303809
ii)	Net Profit after Tax available for equity shares holders (Rs.)	240235486	286350196
iii)	Basic and diluted earning per shares (Rs.)	2.49	2.97
iv)	Nominal value of equity shares (Rs.)	1	1

2.34 Details of dues to Micro Small and medium enterprises as per MSMED Act. 2006 as identified by the company.

(Rs. In lacs)

Particulars	2012	2011
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year	26.30	28.47
The amount of interest paid by the buyer in terms of section 16 of the Micro Small and medium enterprises Development Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during each accounting year .	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during	*-	-

the year) But without adding the interest specified under Micro Small and medium enterprises Development Act, 2006		
The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
The amount of further interest remaining due and payable even in the succeeding years , until such date when the interest dues as above are actually paid to the Small Enterprises for the purpose of disallowance as a deductible expenditure U/s. 23 of the Micro Small and medium enterprises Development Act, 2006	-	-

- As per contract with the vendors, no interest is payable on outstanding from MS MED Vendors

2.35 Segment Reporting policies :

a) Business Segment

Based on the guiding principles given in Accounting Standard AS –17 “Segment reporting” issued by the Institute of Chartered Accountants of India, the Company’s operating business are organized and managed separately according to the nature of products manufactured and services provided . The four identified reportable segments are , turn key contracts of Gates, Cranes, Hoist for Irrigation & Power projects in the Engineering Division and the other segments includes Cinema (Entertainment) in Multiplex Division , running of Hotel Cum revolving restaurant in Hotel division and construction of multi stories building in real estate division.

b) Geographical segments :

Since the company’s activities/operations are primarily with in the country and considering the nature of products/services it deals in , the risk and returns are same and as such there is only one geographical segments,

c) Segment accounting polices :

In addition to the significant accounting policies applicable to the business segment as set in note 1 the accounting policies in relation to segment accounting are as under:

i) Segment revenue & expenses :

Joint revenue and expenses of segments are allocated amongst them on a reasonable basis. All other segment revenue and expenses are directly attributable to the segments.

ii) Segment assets and liabilities:

Segment assets include all operating assets used by a segment and consist principally of operating cash, receivables, inventories and fixed assets, net of allowance and provisions, which are reported as direct off sets in the balance sheet. Segment Liabilities include all operating Liabilities and consist principally of trade payables & accrued liabilities. Segment assets and liabilities do not include deferred income taxes except in the Engineering division. While most of the assets/liabilities directly attributed to individual segments.

iii) Inter segment sales :

Inter segment sales between operating segments are accounted for at market price.

iv) The main division is Engineering Division and funds provided by Engineering Division to other division and interest on such balances are not charged.

2.35 Related Party disclosure under Accounting Standard AS-18 “ Related party disclosures” issued by the Institute of Chartered Accountants of India:

During the year, the company entered into transactions with the related parties. Those transactions along with related balance as at 31st March 2012 and for the year ended are presented in the following tables.

List of related parties with whom transactions have taken place during the year along with nature and volume of transactions are summarized as follows :

List of related parties and relationship:

Name of the related party	Relationship
Om Metal Auto (P) Limited	Subsidiary company (Ceased w.e.f. 30.09.2011)
Om Auto Motors P Ltd	(Step Subsidiary), Subsidiary company of Om Metals Real Estate Pvt. Ltd.
Om Paradise & Malls P. Ltd	Subsidiary company (Ceased w.e.f. 06.04.2010)
Om Metals Real Estate (P) Limited	Subsidiary company
Om Metals Consortium (P) Limited	Subsidiary company
Omil Jsc JV Kameng	Joint Venture
Om Metals Ratanakar (P) Limited	(Step Subsidiary), Subsidiary company of Om Metals Real Estate Pvt. Ltd.
Om Hydromech Pvt. Ltd.	-do-
Skywave Impex Limited	Enterprises over which significant influence exercised by directors.
Lambodar Finvest (P) Ltd.	-do-
Jupiter Metals (P) Ltd	-do-
Om Kothari Pariwarik Trust	-do-

Om Kothari Foundation	-do-
Bahubali Housing Co. (P) Limited	-do-
Little Star (P) Limited	-Do-
Om Kothari Enterprises Limited	Associate Promoter holding more than 20% or under the same management
Baba Vinimay (P) Limited	-do-
Om Metals Infotech (P) Ltd.	-do-
Alchemy Ventures (P) Ltd.	-do-
Nextmile Trade com P. Ltd	-do-
Om Gaima Projects Private Limited	-do- (Subsidiary Ceased w.e.f. 15.07.2011)
Mayura Capital Advisors Pvt. Ltd.	-do-
Key Management persons	Key Managerial Personnel
Shri T.C. Kothari	Chairman
Shri C.P. Kothari	Managing Director
Shri D.P. Kothari	Director
Shri Sunil Kothari	Director
Shri Vikas Kothari	Executive
Shri Bharat Kothari	Executive
Shri Vivek Kothari	Executive
Shri Vishal Kothari	Executive
Relatives of Key management persons	Relative of directors
Smt. C. Manjula Kothari	
Smt. D. Manjula Kothari	

Seema Kothari	
Smt. Anita Kothari	
C.P. Kothari & Sons	
Monika Jain	

Transaction during the year with related parties (Excluding reimbursement)

Name of company	Nature of Transaction	2011-12	2010-11	2009-10	Engineering
A. with Subsidiaries Company					
1. Om Metal Auto P.Ltd (Ceased w.e.f. 01.07.2011)	Opening balance as at 01.04.11				
	Investment in Equity Share	252.55	252.55	52.55	252.55
	Loan & Advances	-80.54	9.46	6.16	80.54
	Share Application		0.00	200.00	
	Security Deposites	5.00	5.00	5.00	5.00
	Transactions				
	Rent Receipts(Ex. Service Tax)	75.00	84.00	84.00	75.00
	Room Rent Receipts	45.75	41.06	0.00	
	Sale of Fixed Assets	50.55			50.55
	Net movements in loans & Adv. Dr	1484.63	109.12	252.02	1403.5
	Net movements in loans & Adv. Cr.	1573.85	154.15	243.02	1492.72
	Job work Vehicle repair/		8.95	5.69	
	Sale of Investment	117.80			117.8
	Closing balance as on 31.03.12				
	Investment in Equity Share	134.75	252.55	252.55	134.75
	Loans & Advance Cr	-1.54	-80.54	9.46	-1.54
Security deposite	5	5.00	5.00	5	
2. Om Auto motors P. Ltd (Ceased w.e.f. 05.04.11)	Opening balance as at 01.04.11				
	Investment in Equity Share	0	1.00	0	0
	Transactions				
	De-investment in share	0	1.00		0
3. Om Paradise & Malls P. Ltd (Ceased w.e.f. 06.04.2010)	Opening balance as at 01.04.11				
	Investment in Equity Share	0	1.00	0	0
	Transactions				
Diinvestment in share	0	1.00	0.00	0	
4. Om Metals Real Estate P. Ltd.	Opening balance as at 01.04.11				
	Loans and advances	8578.56	7785.27	7244.13	8578.56
	Investment in Equity Share	1.00	1.00	1.00	1.00
5. Om Metal Consortium Pvt. Ltd	Transactions				
	Net movements in loans & Adv. Dr	355.09	871.53	650.06	355.09
	Net movements in loans & Adv. Cr.	2.74	78.24	108.92	2.74
	Closing balance as on 31.03.12				
	Investment in Equity Share	1	1.00	1.00	1
	Loans and advances Dr	8930.91	8578.56	7785.27	8930.91
6. OMIL JSC - JV Kameng (Jonit Venture)	Opening balance as at 01.04.11				
	Investment in Equity Share	1.00	0.00	0	1
	Loans and advances	14362.88			14362.88
	Transactions				
	Investment in Equity Share	0	1.00	1.00	0
	Net movements in loans & Adv. Dr	287.37	14362.88	0.00	287.37
	Net movements in loans & Adv. Cr.	55.00			55.00
	Investment in Equity Share	4400.00			4400.00
	Closing balance as on 31.03.12				
	Loan & Advances Dr	10195.25	14362.88		10195.25
Investment in Equity Share	4401	1.00	1.00	4401	
Transactions					
	Consultancy Charges	0.00	42.20	0.00	
	Closing balance as on 31.03.12				

7. Om Metals Ratnakar P. Ltd (StepSubsidiary)	Opening balance as at 01.04.11					
	Investment in Equity Share	0	0.00	0.00	0	
	Transactions					
	Rent & Society charges	31.00			31.00	
	Net movements in loans & Adv. Dr	0	37.01	117.40	0	
Net movements in loans & Adv. Cr	0	37.01	117.40	0		
	Closing balance as on 31.03.12	0	0.00	0.00	0	
8. Om Hydromech P. Ltd (StepSubsidiary)	Opening balance as at 01.04.11	0.00	0.00	0.00		
	Transactions					
	Net movements in loans & Adv. Dr	0.24	0.00			
	Net movements in loans & Adv. Cr	0.24	0.00			
	Closing balance as on 31.03.12	0.00	0.00			
With Associates Promotor/ Holding						
More than 20 % Equity						
1. Skywave Impex Ltd.	Opening balance as at 01.04.11 Dr					
	Advance against Job Work	28.26	65.10	89.49	28.26	
	Transactions Dr		44.00	49.58		
	Transactions Cr		80.85			
	Job work	47.90	82.50	73.96	47.90	
	Closing balance as on 31.03.12					
	Advance Ag. Job work	14.47	28.26	65.11	14.47	
2. Lambodar Fin Vest Pvt. Ltd.	Opening balance as at 01.04.11					
	Adv. For purchases Flats	-16.45	142.53	223.53	-16.45	
	Transactions					
	Net movements in loans & Adv. Dr	21.50	0.00	13.81	21.50	
	Net movements in loans & Adv. Cr.	21.50	0.00	13.81	21.50	
	Payment Received ag flats (Net)		93.02			
	Sales of Flats	125.55	252.00		125.55	
	Sales of Share	145.42			145.42	
	Advance refund			81.00		
		Closing balance as on 31.03.12				
	Credit Balance	-4.52			-4.52	
	Adv. For purchases Flats		16.45	142.53		
3. Jupiter Metal Pvt.Ltd.	Opening balance as at 01.04.11					
	Loans and advances Dr	15.86	170.04	7.42	15.86	
	Security deposit outstanding	100.00			100.00	
	Transactions					
	Job work	54.84	0.00	60.00	54.84	
	Purchase Cr	0	7.17	0.00	0	
	Net movements in loans Dr	108.9	94.35	233.19	108.9	
	Net movements in loans Cr	146.74	148.53	70.58	146.74	
	Machinery Rent Receipts Dr	0	1.26	0	0	
	Security given	0	100.00	0.00	0	
		Closing balance as on 31.03.12				
		Advance Dr.	-6.12	15.86	170.03	-6.12
		Security deposit outstanding	100	100.00	0.00	100
4.Om Kothari Pariwarik Trust	Opening balance as at 01.04.11	-4.83	0.00	0.00	-4.83	
	Transactions					
	Net movements in loans & Adv. Dr(Net)	8.14	0.38	14.54	8.14	
	Net movements in loans & Adv. Cr.	-8.14	5.21	14.54	-8.14	
	Hire/Rent charges	2.14	2.14	2.14	2.14	
	Closing balance as on 31.03.12 Cr	0	4.83	0.00	0	
5.Om Kothari Foundation	Opening balance as at 01.04.11	0	0.00	0.00		
	Transactions					
	Net movements in loans & Adv. Dr	14.47	58.64	64.49	14.16	
	Net movements in loans & Adv. Cr.	14.47	58.64	64.49	14.16	
	Donation	1.32	21.00	30.00	0	
	Hire/Rent charges	0.96	0.96	0.96	0	
	Closing balance as on 31.03.12	0	0.00	0.0	0	

6. Bahubali Housing Pvt. Ltd.	Opening balance as at 01.04.11				
	Credit Balance	-12.70	4.30	0.00	-12.70
	Security Deposits	70.00	70.00	70.00	70.00
	Transactions				
	Net movements in Debit side		0.21	3.00	18.13
	Net movements in Credit Side		8.61	7.31	7.56
	Office Rent	8.40	8.40	8.40	8.40
	Closing balance as on 31.03.12				
	Security Deposit Dr	70	70.00	70.00	70
	Creditors Cr.	-2.14	12.70	4.30	-2.14
7. Little Star Finance (P) Limited	Opening balance as at 01.04.11				
	Credit Balance (opening)	-15.93	8.46	18.45	-15.93
	Transactions in Dr		0.00	17.76	
	Office Rent	8.4	8.40	8.40	8.4
	Payment Made	24.33	0.93	0	24.33
	Closing balance as on 31.03.12				
Loans and advances Cr.	0	15.93	8.47	0	
8. Om Kothari Enterprises Ltd.	Opening balance as at 01.04.11				
	Loans and advances Dr	64.24	90.26	-9.11	64.24
	Transactions				
	Movements in Dr	49.8	35.23	148.72	20.19
	Movements in Cr	8.86	61.25	49.35	8.15
	Job work	35.34	62.50	50.00	35.34
Closing balance as on 31.03.12					
Loans and advances	40.93	64.24	90.26	40.93	
09. Baba Vinimay P Ltd.	Opening balance as at 01.04.11	0	0		0
	Transactions				
	Net movements in Dr	52.80	0.47	0.00	52.80
	Net movements in loans Cr		0.47	0.00	
	Job work	52.80			52.80
Closing balance as on 31.03.12	0.00	0.00	0.00	0.00	
10. Om Metals infotech Pvt. Ltd	Opening balance as at 01.04.11				
	Creditors	0.00	0.00	0.00	0.00
	Transactions				
	Net movements in loans Dr	12.59	46.31	19.55	3.59
	Net movements in loans Cr	12.59	46.31	19.55	3.59
	Closing balance as on 31.03.12				
Creditors	0.00	0.00	0.00	0.00	
11. Alchemy Ventures P. Ltd	Opening balance as at 01.04.11				
	Creditors	0	0.00	0.00	0
	Transactions				
	Net movements in loans Dr	6.46	1.61	23.53	0.02
	Net movements in loans Cr	6.46	1.61	23.53	0.02
Closing balance as on 31.03.12	0	0.00	0.00	0.00	
12. Nextmile Tradecom Pvt.Ltd.	Opening balance as at 01.04.11				
	Loans and advances (Dr)	9.44	19.92	41.65	9.44
	Transactions				
	Job work	61.92	104.03	75.00	61.92
	Net movements in Dr	0	93.42	52.63	29.32
	Net movements in Cr	7.29	103.90	74.35	6.04
Closing balance as on 31.03.12					
Advance Dr.	29.19	9.44	19.92	29.19	
13. Om Gaima Project P Ltd	Opening balance as at 01.04.11				
	Investment in Equity Share	11.99	0.49	0.00	11.99
	Loans and advances	6.61			6.61
	Transactions				
	Investment in Equity Share	0	11.50	0.49	0
	Net movements in loans & Adv. Dr	-0.81	6.61	0.00	-0.81
	Closing balance as on 31.03.12				
	Loan & Advances Dr	5.80	6.61		5.80
Investment in Equity Share	11.99	11.99	0.49	11.99	

14. Mayura Capital Advisors P. Ltd.	Opening balance as at 01.04.11 Loans and advances (Cr) Transactions Job work Closing balance as on 31.03.12	10.78 5.15 0.00	 22.92 10.78		
C. Directors of the company					
1. Shri T.C. Kothari	Opening Balance as on 01.04.11 Transaction Net movements in Dr Loans advance Cr Consult. & fees for board meeting Hire/rent charges Closing balance as on 31.03.12	0 25.73 25.73 1.20 0 0	0.00 10.02 7.74 1.20 1.08 0.00	 19.02 19.02 1.2 1.08 0	0 25.73 25.73 1.20 0 0
2. Shri C.P. Kothari	Opening Balance as on 01.04.11 Security deposit outstanding Transaction Net movements in Dr & Cr Hire charges/Rent paid Director Remuneration Closing balance as on 31.03.12 Credit balance Security deposit outstanding	10.00 16.25 1.08 48.00 17.01 10.00	10.00 56.79 4.08 48.00 10.00 10.00	10.00 22.03 4.08 48.00 10.00 10.00	10.00 64.66 1.08 48.00 15.58 10.00
3. Shri D.P. Kothari	Opening Balance as on 01.04.11 Security deposit outstanding Transaction Net movements in Dr & Cr Hire charges/Rent paid Director Remuneration Closing balance as on 31.03.12 Credit balance Security deposit outstanding	7.50 7.71 19.20 42.00 24.30 7.50	7.50 5.64 19.20 42.00 7.5 7.5	7.50 9.61 19.20 42.00 7.50 7.50	7.50 85.50 19.20 42.00 24.30 7.50
4. Shri Sunil Kothari	Opening Balance as on 01.04.11 Transaction Net movements in loans Dr. & Cr. Salary and allowances Hire charges/Rent paid Closing balance as on 31.03.12 Credit balance	36.69 48 1.08 26.59	10.74 48.00 1.08 	5.25 48.00 1.08 	36.69 48 1.08 26.59
D. Executive Directors					
1. Vikas Kothari	Opening Balance as on 01.04.11 Transaction Net movements in loans Dr. & Cr. Salary and allowances Closing balance as on 31.03.12	0 8.36 18.00 0	0.00 8.20 9.00 0.00	0.00 0.00 9.00 0.00	0 8.36 18.00 0
2. Shri Bharat Kothari	Opening Balance as on 01.04.11 Transaction Net movements in loans Dr. & Cr. Salary Closing balance as on 31.03.12	0 5.94 18 0	0.00 9.00 9.00 0.00	0.00 9.00 9.00 0.00	0 5.94 18 0
3. Shri Vivek Kothari	Opening Balance as on 01.04.11 Transaction Net movements in loans Dr. & Cr. Salary Closing balance as on 31.03.12	0 5 18 0	0.00 0.62 9.00 0.00	0.00 0.00 9.00 0.00	0 0 18 0
4. Shri Vishal Kothari	Opening Balance as on 01.04.11 Transaction Net movements in loans Dr. & Cr. Salary Closing balance as on 31.03.12	0 15.21 18 0	0.00 12.00 12.00 0.00	0.00 12.00 12.00 0.00	0 15.21 18 0

Relatives of Directors					
1. Smt. C. Manjula Kothari	Opening Balance as on 01.04.11				
	Security deposit outstanding	10	10.00	10.00	10
	Transaction				
	Net movements in loans Dr. & Cr.	10.33			10.33
	Hire charges/Rent paid	1.53	2.88	2.88	1.53
2. Smt. D. Manjula Kothari	Closing balance as on 31.03.12				
	Security deposit outstanding	0	10.00	10.00	0
	Opening Balance as on 01.04.11				
	Security deposit outstanding	10	10.00	10.00	10
	Transaction				
3. Seema Kothari	Net movements in loans Dr. & Cr.	3.44			3.44
	Hire charges/Rent paid	1.53	2.88	2.88	1.53
	Closing balance as on 31.03.12				
	Security deposit outstanding	0	10.00	10.00	0
	Opening Balance as on 01.04.11				
4. Smt. Anita Kothari	Security deposit outstanding	5	5.00	5.00	5
	Transaction				
	Net movements in loans Dr. & Cr.	3.18			3.18
	Hire charges/Rent paid	0	1.80	1.80	0
	Closing balance as on 31.03.12				
5. C.P. Kothari & Sons	Security deposit outstanding	0	5.00	5.00	0
	Opening Balance as on 01.04.11				
	Loans & Advance Dr.	0	0.00	0.00	0
	Transaction				
	Net movements in loans Dr.	8.66	6.80	1.67	2.94
6. Monika Jain	Net movements in loans Cr.	8.66	6.80	1.67	2.94
	Closing balance as on 31.03.12				
	Loans & Advance Dr.	0	0.00	0.00	0
	Opening Balance as on 01.04.11				
	Loans & Advance Dr.	0	0.00	0.00	0
Transaction	Salary	6.60	6.60	5.70	0
	Closing balance as on 31.03.12				
	Loans & Advance Dr.	0	0.00	0.00	0

2.36 The details of disputed income tax , service tax , sales tax & Excise duty as on 31-03-12 are as follows.

Nature of the Statute	Nature of Dues	Forum where dispute is pending	Demand Amount (Rs. in Lacs.)	Period to which the amount relates
Central Sales Tax Act, 1956. and Sales Tax/VAT Act of various states	Sales Tax	Commissioner (Appeals)/Tribunal	41.51	1984-85,1985-86 1990-91 , 2007-2008,2008-09.
		High court	24.10	1986-87 & 2003-2004
Central Excise Act, 1944	Excise Duty	Tribunal/Commissioner(Appeal)	785.60	1997-98, 2001 to 2010-11
Income Tax Act, 1961	Income Tax	ITAT/CIT Appeal	2638.33	1992-93,96-97,2007-08,2008-09
Service tax Rules	Service Tax	Commissioner (Appeals)/Tribunal	190.56	2003-2004 to 2005-2006 & 2010-11 &

		al		2011-12
Wealth Tax Act.	Wealth Tax	ITAT	0.28	1992-1993

Note : 1)* Against it , the company paid Rs 1467.07 lacs .

- 2) Amount as per demand orders including interest and penalty wherever mentioned in the order.
- 3) In the matter of income tax, the department has preferred an appeal to the hon`ble High Court, Jaipur/ order processed u/s 263 for the A.Y. 1977-78,1996-97 and 2002-03 to 2007-08. The total income involved in these matters is Rs. 42.50 Crores, however the amount of tax liability is indeterminate.

2.37 Advance for Capital goods includes Rs 4.23 Lacs paid to Topkhana desh grih Nirman Samiti for purchasing of Land at Jaipur for construction of building . The matter is under subjudice

2.38 Expenses and receipts relating to earlier year amounting to Rs .Nil and Rs. Nil Lacs respectively (Previous year Rs. 3.93 Lacs and Rs. Nil lacs) debited/credited to respective expenses and Income heads .

2.39 Incompliance with Accounting Standard - 27 on financial reporting of interest in joint venture/partnership firm. Following disclosure are made in respect of jointly controlled entities in which the company is a joint venturer/partner .

(Rs. in lacs)

Joint venture (JV) Companies and Partnership firm (PF): Current Year

S. No.	Name of Company /firm	OML + JSC Ukrain , Kaming (JV)	Om Metals Consor. (PF)	Sanmati Infra Developer (P) Ltd	Pondichary port limited	Om Rays Constructio n (P.F.)	Om Gaima Pvt. Ltd.
1	Proportion of ownership interest	60%	35% See note (b)	25%	50%	99.5% of Contract value	46.96%
2	Country of incorporation or registration	India	India	India	India	India	India
3	Accounting period ended	31.03.12	31.03.12	31.03.12	31.03.12	31.03.12	31.03.12
4	Assets	0					
5	Liabilities						
6	Income						
7	Expenditure						
8	Contingent Liabilities	-	N.A.	N.A.	N.A.	N.A.	
9	Capital commitment	-	-	N.A.	N.A.	N.A.	
10	Date of Creations of JV/firm	01.04.06	18.07.05	18.01.06	25.01.06	05.07.2005	20.02.09

1	Proportion of ownership interest	60%	35% See note (b)	25%	50%	99.5% of Contract value	50.95%
2	Country of incorporation or registration	India	India	India	India	India	India
3	Accounting period ended	31.03.11	31.03.11	31.03.11	31.03.11	31.03.11	31.03.11
4	Assets	2481.53					7.63
5	Liabilities	1721.59					7.14
6	Income	1298.28	-				-
7	Expenditure	1245.01	-				5.17
8	Contingent Liabilities	NIL	NIL	NIL	NIL	NIL	NIL
9	Capital commitment	NIL.	NIL.	NIL.	NIL.	NIL.	NIL
10	Date of Creations of JV/firm	01.04.06	18.07.05	18.1.06	25.01.06	05.07.05	20.02.09
11	Remarks	-	See note "c"	See note "c"	See note "c"	See note "c"	

S. No.	Name of Company /firm	Bhilwara Jaipur Toll (P) Ltd	Om Metals SPML Infra Project (P) Ltd.	OMIL SPML (JV)Road Project
1	Proportion of ownership interest	49%	50%	90%
2	Country of	India	India	India

	incorporation or registration			
3	Accounting period ended	31.03.11	31.03.11	31.03.2011
4	Assets			
5	Liabilities			
6	Income			
7	Expenditure			
8	Contingent Liabilities	-	-	
9	Capital commitments	-	-	
10	Date of Creations of JV/firm	06.04.2010	10.05.2010	02.12.2010
11	Remarks	See note "c"	See note "c"	See note "c"

Note :-

- a) The above details represent proportionate amount of the company's share in the joint ventures/firm.
- b) Om Metals consortium is a partnership firm. Following are partner & their share ratio as per revised deed drawn on 29 Sept. 2007 in profit/loss.

Name of partner	Share ratio
Om Metals Infraprojects Limited	35.00%
Subhash projects & marketing Ltd.	10.00%
Nikhil Township (P) Limited	30.00%

Amrfina Construction (P) Ltd.	10.00%
Maurya Housing Limited	10.00%
Om Infra Tech (P) Limited	5.00%

- c) Figures are taken in the books of accounts on the basis of unaudited financial results in current year as well as in the previous year.
- d) The Figures of Joint Venture and partnership firm are not available. The balance sheet of the joint venture and partnership firm (PF) are under preparation.

2.40 As per accounting standard 21 on " consolidated financial statements " and accounting standard 23 on "Accounting for investment in associates in consolidated financial statements" issued by the institute of Chartered Accountants of India, The company has presented consolidated financial statements including subsidiary and associates. Accordingly segment information as required under Accounting Standard 17 (AS-17) on segment reporting is included under the notes to consolidated financial statements subject to note no. 2.34 .

2.41 Loans and Advances & debtors includes following amounts due from subsidiary / Joint Venture & other associates: - Rs. In Lacs

	Amt.outstanding as at	Amt.outstanding as at	Max Amt.outstanding as at	Max Amt.outstanding as at
	31.03.2012	31.03.11	31.03.12	31.03.11

Om Metals Consortium Private Limited (Sub)	10195.25	14362.88	14406.29	14362.88
Om Metals Auto Pvt. Ltd (Sub)	(1.54)	(80.54)	105.56	111.53
Om Metals Real estate (P) Limited	8930.91	8578.56	8930.91	8578.56
Om Gaima Private Limited	5.80	6.61	6.61	6.61
Bhilwara Jaipur Toll Road Private Limited	414.37	170.71	583.34	170.71
OMIL SPML (JV)	0	170.14	-	170.14
Skywave Impex Limited.	14.47	28.26	28.71	65.41
Nextmile Tradecom (P) Ltd	(29.20)	9.44	10.31	36.60
Jupiter Metal (P) Ltd	(6.12)	15.86	23.57	179.40
Om Kothari enterprises Ltd	40.93	64.24	64.40	90.74
Pondicherry Port Ltd	2.40	3.28	3.28	176.90

2.42 The Company has provided for liability of gratuity aggregating to Rs. 66.55 Lacs (Previous year Rs. 62.30 lacs) for employees who have qualified for it as per payment of Gratuity Act. The company could not comply with the requirement of AS – 15 retirement benefit issued by ICAI as the valuation by a Certified acturian is under process.

2.43 (a) The company has taken Office Premises and directors residence on cancelable Operating Lease. The tenure of these agreements range between 3 to 5 Years.

The amount of lease rentals paid of Rs. 134.65 Lacs (P.Y. Rs. 149.31 Lacs) has been charged under the head "Rent" in Note 2.27 .

- b) The company has entered into separate cancelable Operating lease for Premises and Machinery. The tenure of these agreements range between Six months to three years.

The amount of lease rentals paid of Rs. 266.18 Lacs (P.Y. Rs. 638.21 Lacs) has been charged under the head " Rent /Hire charges for Equipments" in Note2.27 .

- 2.44 Additional information pursuant to the provision of paragraph 3, 4C & 4D of part II of Schedule VI to the Companies Act 1956 is given below.

Other Additional information.

(Rs. in Lacs)

S. No.	Particulars	Current Year	Previous Year
I	C.I.F. Value of Imports		
	Raw Material	703.54	2726.40
	Capital Goods	316.10	754.92
ii)	EXPENDITURE IN FOREIGN CURRENCY (PAID OR PROVIDED)		
	Capital	0.00	0.00
	Traveling	42.25	25.51
	Consultancy	23.92	42.20
	Salary		
iii)	Income in Foreign Currency		

	Sales	0.00	0.00
	Room Rent & Other Services	6.36	8.42
	Total :-	6.36	8.42
iv)	Net dividend remitted in foreign currency/foreign intutional investors	NIL	NIL
	No. of NRI share holders	94	98
	No of shares held by them	198588	302987
	Dividend paid (Rs. In lacs)	0.20 (Paid in NRI a/c in India)	0.45 (Paid in NRI a/c in India)
	Year to which dividend relates	2011-12	2010-11

v) VALUE OF RAW MATERIAL & STORES AND COMPONENTS CONSUMED:
(Rs. In Lacs)

Particulars	2012	%	2011	%
Raw Material				
Imported	631.07	6.66	2726.40	23.78
Indigenous	8850.09	93.34	8737.92	76.22
Total :-	9481.16	100	11464.32	100
Stores & Spares				
Imported	0.00		0.00	
Indigenous	351.04	100	545.80	100

2.45 Figures for previous year have been re-arranged/regrouped wherever necessary to Make them comparable.

2.46 Note 1 & 2 form an integral Part of the Balance Sheet & Statement of Profit and Loss and have been duly authenticated.

SIGNED FOR IDENTIFICATION

For and on behalf of Board of Directors

For M.C. BHANDARI & CO.

CHARTERED ACCOUNTANTS

Sd/-

(S.K. MAHIPAL)

PARTNER

M.No. 70366

38, SHOPPING CENTRE

KOTA (RAJ.)

DATED: 30.05.2012

Sd/-

(T.C. KOTHARI)

CHAIRMAN

Sd/-

(C.P. KOTHARI)

MANAGING DIRECTOR

Sd/-

(D.P. KOTHARI)
DIRECTOR

Sd/-

(Sunil Kothari)

DIRECTOR

Sd/-

Reena Jain

(Company Secretary)