



OM METALS INFRAPROJECTS LTD.

(Formerly Om Metals Ltd.)

NBCC PLAZA, TOWER - III, 4TH FLOOR, SECTOR - 5, PUSHP VIHAR, SAKET,
NEW DELHI-110 017 (INDIA)

Tel. : 91 - 11 - 29565552 / 53 / 54 / 55, Fax : 91 - 11 - 29565551

Website : www.ommetals.com, E-mail : info@ommetals.com

CIN : L27203RJ1971PLC003414



MGMT SYS.
RvA C071

AN ISO 9001:2008 Certified Co.

FORM A

Format of covering letter of the annual audit report to be filed with the Stock Exchange

| | | |
|---|---|---|
| 1 | Name of the company | Om Metals Infraprojects Limited |
| 2 | Annual financial statements for the year ended | 31 st March, 2014 |
| 3 | Type of Audit observation | Un-qualified |
| 4 | Frequency of observation | N. A. |
| 5 | To be signed by- <ul style="list-style-type: none"> • CEO/Managing Director • CFO • Auditor of the company • Audit Committee Chairman | <p>← Place DL</p> <p><i>[Signature]</i></p> <p><i>[Signature]</i></p> <p><i>[Signature]</i></p> |

For Om Metals Infraprojects Ltd

[Signature]
Company Secretary

Kota
B-117/118, Indraprastha Ind. Area,
Kota - 324 005, Rajasthan (India)
Tel. : +91-744-2425107, 2420756
Fax : +91-744-2438069
E-mail : kota@ommetals.com

Mumbai
Ground Floor, Ramakrishna Sadan
63, Poochhanwala Road,
Opp. Worli RTO, Worli, Mumbai - 400 025.
Tel. : +91-22-24970836, 32402492
Fax : +91-22-24952515
E-mail : mumbai@ommetals.com

Jaipur
J-28, Subhash Marg, C-Scheme,
Jaipur-302001, Rajasthan (India)
Phone : +91-141-5163333
Fax : +91-141-4044283
E-mail : jaipur@ommetals.com

OM METALS INFRAPROJECTS LIMITED

ANNUAL REPORT

2013-14



OM METALS INFRAPROJECTS LIMITED

CIN: L27203RJ1971PLC003414

Regd Off: J-28, Subhash Marg, C-Scheme, Jaipur -302001

Tel:+91-141-5163323-33, Fax: +91-141-4044283

Website: www.ommetals.com E-Mail Id:jaipur@ommetals.com

NOTICE

Notice is hereby given that the 42nd Annual General Meeting of the members of the Company of Om Metals Infraprojects Limited having CIN: L27203RJ1971PLC003414 will be held on Tuesday, 30th September, 2014 at 11.30 A.M at J-28, Subhash Marg, C-Scheme, Jaipur-302001 to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statements of the Company for the year ended March 31, 2014 which includes the Statement of Profit & Loss and Cash Flow Statement for the year ended March 31, 2014, the Balance Sheet as at that date, the Auditors' Report thereon and the Directors' Report;
2. To appoint a director in place of Mr. Chandra Prakash Kothari (holding DIN 00035388), who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made there under, M/s. M.C. Bhandari & Co., Chartered Accountants, bearing ICAI Registration No.303002E be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 45th Annual General Meeting to be held in the year 2017 (subject to ratification of the appointment by the members at every AGM held after this AGM) on a remuneration as may be fixed by the Board of Directors of the Company.

"RESOLVED THAT M/s Milind Vijiyvargiya & Associates, Chartered Accountants branch auditor of Engg. & Real estate division and M/s B. Khosla & Co., Chartered Accountants for Hotel division be and hereby re-appointed as Branch Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 45th Annual General Meeting to be held in the year 2017 (subject to ratification of the appointment by the members at every AGM held after this AGM) on a remuneration as may be fixed by the Board of Directors of the Company.

4. To confirm the payment of Interim Dividend of Rs.0.10 per equity share of Rs. 1/- each and to declare a Final Dividend of Rs. 0.10 per equity share of Rs. 1/- each for the financial year ended 31st March, 2014.

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. P.C. Jain (holding DIN

00325609), a non-executive Director of the Company, in respect of whom a notice under section 160 of the Companies Act, 2013 has been received from a member proposing them as a candidate for the office of Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto the conclusion of the 47th Annual General Meeting of the Company in the calendar year 2019."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Sukmal Jain (holding DIN 00647563), a non-executive Director of the Company, in respect of whom a notice under section 160 of the Companies Act, 2013 has been received from a member proposing them as a candidate for the office of Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto the conclusion of the 47th Annual General Meeting of the Company in the calendar year 2019."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Devinder Gulati (holding DIN 06627738), a non-executive Director of the Company, in respect of whom a notice under section 160 of the Companies Act, 2013 has been received from a member proposing them as a candidate for the office of Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto the conclusion of the 47th Annual General Meeting of the Company in the calendar year 2019."

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

"RESOLVED THAT Mr. Sunil Kothari (holding DIN 00220940), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 22nd August, 2014 in terms of Section 161(1) of the Companies Act, 2013 and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation."

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

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 (corresponding to Sections 198, 269, 309 and any other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956), the consent of the Company, be and is hereby accorded to the appointment of Mr. Sunil Kothari (holding DIN 00220940) as a Whole Time Director of the Company effective from 22nd August, 2014, to retire by rotation, upon the terms and conditions set out in the explanatory statement annexed to the notice convening this Annual General Meeting and as contained in the draft agreement, a copy whereof initialed by the Chairman for the purpose of identification is placed before the meeting, and the Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013 (corresponding to Schedule XIII to the Companies Act, 1956), as may be agreed to by the Board of Directors and Mr. Sunil Kothari."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter and vary the terms and conditions of the said appointment and /or agreement, to the extent the Board of Directors may consider appropriate, or as may be permitted or authorised in accordance with the provisions of the Act for the time being in force and within such limits, if any, as may be set out in the Act including the said Schedule V to the Act, in such manner as may be decided by the Board of Directors and, the terms of the aforesaid agreement shall be suitably modified to give effect to such alteration and/or variation."

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and subject to such consents, approvals or permissions as may be necessary, approval of the Company be and is hereby accorded to change the designation of Shri Chandra Prakash Kothari (DIN : 00035388), an executive director as 'Chairman' of the Company, to retire by rotation upon the terms and conditions set out in the explanatory statement annexed to the notice convening this Annual General Meeting and as per agreement dated 22.08.2014 a copy whereof initialed by the Chairman of the meeting for the purpose of identification, submitted to this meeting, be and is hereby approved."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter and vary the terms and conditions of the said appointment and /or agreement, to the extent the Board of Directors may consider appropriate, or as may be permitted or authorised in accordance with the provisions of the Act for the time being in force and within such limits, if any, as may be set out in the Act including the said Schedule V to the Act, in such manner as may be decided by the Board of Directors and, the terms of the aforesaid agreement shall be suitably modified to give effect to such alteration and/or variation."

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

"RESOLVED THAT in partial modification of the resolution passed at earlier meeting of the members of the company and pursuant to the provisions of Section 196, 197 & 203 of the Companies Act 2013 read with Schedule V of the said Act (including any amendment, modification, variation or re-enactment thereof), (Corresponding to Section 198, 268,269, 309,310,311,316,317 Schedule XIII to the Companies Act, 1956) and subject to necessary approval, if any, the approval of the Company be and is hereby accorded to re-designate Shri Dharam Prakash Kothari (DIN. 00200342) from Whole-time director to Managing Director of the Company with effect from 22nd August 2014 for the remaining term of his appointment and for the changes in terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter and vary the terms and conditions of the said appointment and /or agreement, to the extent the Board of Directors may consider appropriate, or as may be permitted or authorised in accordance with the provisions of the Act for the time being in force and within such limits, if any, as may be set out in the Act including the said Schedule V to the Act, in such manner as may be decided by the Board of Directors and, the terms of the aforesaid agreement shall be suitably modified to give effect to such alteration and/or variation."

12. To consider and if thought fit, to pass with or without modification(s), the following resolution as SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 made there under (including any statutory modification(s) or re-enactment thereof and any rules there under for the time being in force), and subject to such other approvals, sanctions, consents and permissions as may be deemed necessary the consent of the Company be and is hereby accorded to Board of Directors of the Company to enter into the related party transactions by the Company with the respective related parties for the maximum amounts per annum as set out under Item 12 of the Explanatory Statement annexed to this Notice with Related Parties as defined under various provisions of Companies Act, 2013."

"RESOLVED FURTHER THAT subject to prior approval of Audit Committee of Board of Directors of the Company for the related party transactions, the Board of Directors of the Company be and are hereby authorized to finalize the terms and to execute agreements, deeds or writings required to be executed in relation to the proposed related party transactions and to do all acts, things and deeds as may be deemed necessary to give effect to this resolution."

13. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act 2013 and the Companies (Audit and Auditors) Rules 2014 (including any modification (s) or re-enactment thereof and subject to applicability of Cost Audit on the Company in terms of the Companies (Cost Records and Audit) Rules 2014, M/s M. Goyal & Co. (Firm Registration No. 000051) Cost Accountants appointed by the Board of Directors of the

company, to conduct the audit of the cost records of the company for the financial year ending 31st March 2015, be paid the remuneration of Rs. 25000/- plus service tax and out of pocket expenses that may be incurred by them during the course of audit."

Date: 22nd August, 2014

By order of the Board

Place: Jaipur

Regd. Office: J-28, Subhash Marg, C-Scheme,
Jaipur-302001
Rajasthan

Sd/-
Chairman

NOTES FOR MEMBERS ATTENTIONS:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE DULY STAMPED, FILLED AND SIGNED INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, MUST BE DEPOSITED AT THE CORPORATE OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special businesses is annexed hereto.

4. Members and Proxies attending the Meeting are requested to bring their attendance slip duly filled along with their copy of Annual Report to the Meeting.

5. Corporate Members are requested to send a duly certified true copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.

6. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 26th September 2014 to Tuesday, 30th September 2014 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares.

7. Payment of Dividend as recommended by the Directors, if approved at the Meeting, will be made to those members whose names are on the Company's Register of Members at the end of business hours of 25th September, 2014 and in respect of shares held in dematerialized form, the dividend will be paid to members whose names are furnished by the Depositories, viz. National Securities Depository Limited and Central Depository Services (India) Limited as Beneficial Owners as on that date.

8. Members are requested to note that Dividends not encashed or remaining unclaimed for a period of 7 (seven) Years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund (IEPF) established under Section 205A of the Companies Act, 1956. (Section 124 of the Companies Act, 2013).

The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012 (IEPF Rules), which is applicable to the Company and the details of unclaimed dividend are available on the Company's corporate website www.ommetals.com

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

10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Skyline Financial Services Private Limited (RTA) quoting reference of the Registered Folio Number.

11. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Skyline, for consolidation into a single folio.

12. In case of joint holders attending the Meeting, only such Joint holder who is higher in the order of the names will be entitled to vote.

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

14. Information pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the directors who are proposed to be appointed/ re-appointed at the ensuing Annual General Meeting under Item No. 5,6,7,8,9,10 & 11 of the Notice are as under:

| NAME | Shri Prakash Chand Jain | Shri Sukmal Jain | Shri Devinder Gulati | Shri Sunil Kothari | Shri Chandra Prakash Kothari | Shri Dharam Prakash Kothari |
|--|-----------------------------|------------------|-----------------------------------|------------------------------------|------------------------------|-----------------------------|
| Date Of Birth | 10.10.1946 | 15/12/1963 | 27/11/1952 | 09.02.1964 | 31.10.1948 | 20.08.1951 |
| Appointed On | 15.07.2001 | 30.05.2013 | 9.07.2013 | 22.08.2014 | 01.10.1994 | 01.10.1994 |
| Qualification | Diploma in Mechanical Engg. | B.Com | B.Sc (Engg)Civil, M.B.A (finance) | Diploma in Business Administration | B.Com | B.E. |
| Expertise In Specific Functional Area | Technical & Engineering | Technical | Technical & Engineering & Finance | Finance Management | Finance & Liaisoning | Technical & Engineering |
| Directorships Held In Other Public Companies | 4 | 2 | 1 | 7 | 2 | 4 |
| Memberships/Chairmanship Of Committees Across Public Companies | 3 | 2 | 2 | Nil | 1 | 2 |
| Shareholding In The Company (No. Of Shares) | Nil | Nil | Nil | 7150886 | 6165245 | 4858346 |

15. Electronic copy of Annual report 2014 and Notice of the 42nd Annual General Meeting of the Company inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes. For members who have not registered their email address, physical copies of the Notice of the 42nd Annual General

Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

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

17. In compliance with provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Equity Listing Agreement, the Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically on all resolutions set forth in this Notice.

18. The physical copies of the Annual Report 2014 and Notice of the 42nd Annual General Meeting will also be available at the Company's Registered Office in Jaipur for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: cs@ommetals.com

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

- The Company has engaged Central Depository Services (India) Limited ("CDSL"), to provide e-voting facility to its shareholders.
- (i) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|---|---|
| PAN | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department.</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/DP are requested to use the first two letters of their name in CAPITAL followed by the last 8 digits of their demat account number/Folio No., as the case may be, in the PAN field. • In case the Folio No. is less than 8 digits enter the applicable number of 0s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar and Folio No. is 1 then enter RA00000001 in the PAN field. |
| Date of birth Or Date of Incorporation | <p>Enter the Date of Birth as recorded in your demat account or in the Company's records for the said demat account in dd/mm/yyyy format or enter Folio No.</p> <p style="text-align: center;">OR</p> |

| | |
|---------------------------------|--|
| or Dividend Bank Details. | Enter the Bank Account Number as recorded in your demat account or in the Company's records for the said demat account or Folio No. Please enter any one of the details in order to login. In case both the details are not recorded with the Depository or the Company, please enter the number of shares held in the Bank Account Number field. |
|---------------------------------|--|

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) The Results of the e-voting will be declared on or after the date of the AGM. The declared Results, along with the Scrutinizer's Report, will be available on the Company's corporate website www.ommetals.com and such Results will also be forwarded to the Stock Exchanges where the Company's shares are listed.
20. Members can cast their vote online from Thursday, 25th September, 2014 from 9:00 AM to Friday, 26th September 2014 till 5:30 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 22nd August, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
21. Members are requested to notify the change in the address, if any, in case of shares held in electronic form to the concerned Depository Participant quoting their Client ID and in case of Physical shares to the Registrar and Transfer Agent of the Company quoting their Folio Number.
22. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 6.00 pm) on all working days, up to and including the date of the Annual General Meeting of the Company.

REGISTRAR & SHARE TRANSFER AGENT:

M/s Skyline Financial Services Private Limited
D-153,A, 1st Floor, Okhla Industrial Area,
Phase-I, New Delhi-110020
Tel: 100-30857575
Fax: 011-3085762
E-mail: admin@skylinerta.com
E-mail: skyline_fspl@rediffmail.com

ANNEXURE TO THE NOTICE

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

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

Item No. 5, 6 & 7

The Company had, pursuant to the provisions of Clause 49 of the Listing Agreement entered with the Stock Exchanges, appointed Mr.P.C. Jain, Mr. Sukmal Jain and Mr. Devinder Gulati as Independent Directors at various times, in compliance with the requirements of the clause. Pursuant to the provisions of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as Independent Directors, who are not liable to retire by rotation. The Nomination and Remuneration Committee has recommended the appointment of these directors as Independent Directors for a period of 5 years from

the date of this Annual General Meeting i.e. from 30th September, 2014 up to the conclusion of the 47th Annual General Meeting of the Company in the calendar year 2019. A notice under section 160 of the Companies Act, 2013 has been received from a member proposing them as a candidate for the office of Director of the Company.

Mr.P.C. Jain, Mr. Sukmal Jain and Mr. Devinder Gulati, non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfil the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and they are independent of the management. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval. The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Corporate Office of the Company during normal business hours on any working day.

None of the Directors, Key Managerial Persons of the Company, and their relatives except the Directors seeking appointment as Independent Directors as above, is deemed to be concerned or interested in the resolution.

Item 8 & 9

Mr. Sunil Kothari who was appointed as an Additional Director of the Company by the Board of Directors with effect from 22nd August, 2014, pursuant to Section 161 of the Act and Articles of Association of the Company. As such, Mr. Sunil Kothari holds office as Director up to the date of the forthcoming Annual General Meeting and is eligible for appointment as a Director. Notice under Section 160 of the Act has been received from a Member indicating his intention to propose Mr. Sunil Kothari for the office of Director at the forthcoming Annual General Meeting

Mr. Sunil Kothari, aged 50 years, has an excellent knowledge and experience. He resigned from the company in March, 2014 however in view of his vast knowledge and experience, the board is of opinion that for smooth and efficient running of the business, the services of Mr. Sunil Kothari should be available to the Company. In terms of the provisions of the Companies Act, and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors have, at their meeting held on August 22, 2014 appointed him as Whole Time Director, who shall retire by rotation, on the remuneration of Rs. 7,00,000/- per Month. In case, the Company has no profits or its profits are inadequate, then the remuneration shall be paid to him with the prior approval of the Central Government or in accordance with the provisions of the Companies Act, 2013 read with Schedule V of the Act.

The material terms of appointment and remuneration as contained in the draft Agreement are given below: -

1) Tenure : Three Years with effect from 22nd August, 2014

2) Salary comprising

(I) Basic salary: At the amount not exceeding 7,00,000/- per month; and

II) Commission and Performance linked incentive:

On net profits of the Company determined in accordance with the relevant provisions of the Companies Act, 2013 at a rate to be determined by the Board of Directors from time to time, provided that the total remuneration including salary and perquisites along with commission paid to the Directors shall not exceed the limit laid down under Companies Act, 2013 read with Schedule V of the Act.

III) Perquisites:

1. In addition to the Remuneration as stated above, Mr. Sunil Kothari shall be entitled, as per Rules of the Company to perquisites and Such perquisites shall not be included in the computation of the ceiling on remuneration as aforesaid.

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

b. Reimbursement of all medical expenses incurred for self and family including hospitalization

c. Personal Insurance Premium.

d. Leave Travel Allowance for self and members of his family.

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

f. Subscription to clubs.

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

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

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

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

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

l. Expenses on shifting of residence.

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

n. Such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Mr. Sunil Kothari

The value of the perquisites evaluated as per Income-tax Rules, 1962, wherever applicable, and at cost in the absence of any such Rule. The perquisites mentioned above from (i) to (m) shall be based on actual amounts.

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

3) Minimum Remuneration:

Notwithstanding anything herein contained, where in any financial year during the period of his office as a Director, the Company has no profits or its profits are inadequate, the Company may, subject to the requisite approvals, pay Mr. Sunil Kothari remuneration by way of salary, allowances, perquisites not exceeding the maximum limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013 (corresponding to Para 1 of Section II of Part II of Schedule XIII to the Companies Act, 1956),

(4) Termination

The appointment can be terminated by Mr. Sunil Kothari or the Company, by one party giving to the other 3(three) calendar months' notice in writing or by payment of a sum equivalent to remuneration for the notice period or part thereof in case of shorter notice or on such other terms as may be mutually agreed.

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

Accordingly the Board recommends the passing of the special resolution as set out in the Item no. 9 of the Notice

Item No. 10

Mr. Chandra Prakash Kothari had served the Company as managing director of the company from last many years. He resigned from the post of Managing director but continues to be an executive director on the Board. The Board considers it desirable that the Company should continue to avail services of Mr. Chandra Prakash Kothari as Director. On the recommendation of the Remuneration Committee, the Board, at its meeting held on 22nd August 2014 approved the terms and conditions of Mr. Chandra Prakash Kothari's appointment as an executive director, who shall retire by rotation and designated as 'Chairman' of the Company, subject to the approval of the shareholders.

The material terms of appointment and remuneration as contained in the draft Agreement are given below: -

1) Tenure : Three Years with effect from 22nd August, 2014

2) Salary comprising

(I) Basic salary: At the amount not exceeding 7,00,000/- per month; and

II) Commission and Performance linked Incentive:

On net profits of the Company determined in accordance with the relevant provisions of the Companies Act, 2013 at a rate to be determined by the Board of Directors from time to time, provided that the total remuneration including salary and perquisites along with commission paid to the Directors shall not exceed the limit laid down under Companies Act, 2013 read with Schedule V of the Act.

III) Perquisites:

1. In addition to the Remuneration as stated above, Mr. Chandra Prakash Kothari shall be entitled, as per Rules of the Company to perquisites and Such perquisites shall not be included in the computation of the ceiling on remuneration as aforesaid.

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

b. Reimbursement of all medical expenses incurred for self and family including hospitalization

c. Personal Insurance Premium.

d. Leave Travel Allowance for self and members of his family.

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

f. Subscription to clubs.

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

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

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

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

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

l. Expenses on shifting of residence.

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

n. Such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Mr. Chandra Prakash Kothari

The value of the perquisites evaluated as per Income-tax Rules, 1962, wherever applicable, and at cost in the absence of any such Rule. The perquisites mentioned above from (i) to (m) shall be based on actual amounts.

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

3) Minimum Remuneration:

Notwithstanding anything herein contained, where in any financial year during the period of his office as a Director, the Company has no profits or its profits are inadequate, the Company may, subject to the requisite approvals, pay Mr. Chandra Prakash Kothari remuneration by way of salary, allowances, perquisites not exceeding the maximum limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013 (corresponding to Para 1 of Section II of Part II of Schedule XIII to the Companies Act, 1956)

4) Termination

The appointment can be terminated by Mr. Chandra Prakash Kothari or the Company, by one party giving to the other 3(three) calendar months' notice in writing or by payment of a sum equivalent to remuneration for the notice period or part thereof in case of shorter notice or on such other terms as may be mutually agreed.

None of the Directors, Key managerial Person of the Company, and their relatives except D.P. Kothari, C.P.Kothari, Sunil Kothari, Monika Jain and their relatives is deemed to be concerned or interested in the resolution.

Accordingly the Board recommends the passing of the special resolution as set out in the item no. 10 of the Notice

Item No. 11

Mr. Dharam Prakash Kothari, aged 63 years, heads the overall business strategy and operations of Om Metals Infraprojects Limited. He brings a wealth of experience as a senior business leader with rich business management experience in both Indian and global companies.

Now, it is proposed to redesignate him as Managing Director of the Company. His term of appointment as a Managing Director of the Company will expire on 15th September, 2018. He has excellent grasp and thorough knowledge and experience of not only engineering and technology but also of general management. His knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the considered opinion that for smooth and efficient running of the business, the services of Mr. Dharam Prakash Kothari should be available to the Company for remaining term of his appointment.

In terms of the provisions of the Companies Act, and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors have, at their meeting held on August 22, 2014 appointed him as Managing Director

of the Company on the remuneration of Rs. 7,00,000/- per Month. In case, the Company has no profits or its profits are inadequate, then the remuneration shall be paid to him with the prior approval of the Central Government or in accordance with the provisions of the Companies Act, 2013 read with Schedule V of the Act.

The material terms of appointment and remuneration as contained in the draft Agreement are given below: -

1) Salary comprising

(i) Basic salary: At the amount not exceeding 7,00,000/- per month; and

ii) Commission and Performance linked incentive:

On net profits of the Company determined in accordance with the relevant provisions of the Companies Act, 2013 at a rate to be determined by the Board of Directors from time to time, but not exceeding an amount equivalent to the

Salary in I(a) above, for the relevant period. The payment may be made on a pro-rata basis every month or on an annual basis or partly monthly and partly on an annual basis at the discretion of the Board.

iii) Perquisites:

1. In addition to the Remuneration as stated above, Mr. Dharam Prakash Kothari shall be entitled, as per Rules of the Company to perquisites and Such perquisites shall not be included In the computation of the ceiling on remuneration as aforesaid.

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

b. Reimbursement of all medical expenses incurred for self and family including hospitalization

c. Personal Insurance Premium.

d. Leave Travel Allowance for self and members of his family

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

f. Subscription to clubs.

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

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

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

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

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

l. Expenses on shifting of residence.

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

n. Such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Mr. Dharam Prakash Kothari

The value of the perquisites evaluated as per Income-tax Rules, 1962, wherever applicable, and at cost in the absence of any such Rule. The perquisites mentioned above from (i) to (m) shall be based on actual amounts.

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

2) Minimum Remuneration:

Notwithstanding anything herein contained, where in any financial year during the period of his office as a Managing Director, the Company has no profits or its profits are inadequate, the Company may, subject to the requisite approvals, pay Mr. Dharam Prakash Kothari remuneration by way of salary, allowances, perquisites not exceeding the maximum limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013 (corresponding to Para 1 of Section II of Part II of Schedule XIII to the Companies Act, 1956),

3) Nature of Duties:

The MD shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board of Directors from time to time and separately communicated to him and such powers as

may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or joint venture companies and/ or subsidiaries. This includes performing duties as assigned by the Board from time to time, subject to compliance with the applicable provisions of the prevailing laws and regulations.

4) Termination

The appointment can be terminated by Mr. Dharam Prakash Kothari or the Company, by one party giving to the other 3(three) calendar months' notice in writing or by payment of a sum equivalent to remuneration for the notice period or part thereof in case of shorter notice or on such other terms as may be mutually agreed.

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

Accordingly the Board recommends the passing of the special resolution as set out in the item no. 11 of the Notice

Item No. 12

Approval for entering into Related Party Transactions by the Company

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, requires that for entering into any contract or arrangement as mentioned herein below with the related party, the Company must obtain prior approval of the Board of Directors and in case transactions exceeding prescribed amount prior approval of the shareholders by way of a Special Resolution must be obtained:

1. Sale, purchase or supply of any goods or materials;
2. Selling or otherwise disposing of, or buying, property of any kind;
3. Leasing of property of any kind;
4. Availing or rendering of any services;
5. Appointment of any agent for purchases or sale of goods, materials, services or property;
6. Such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company and
7. Underwriting the subscription of any securities or derivatives thereof, of the Company.

In the light of provisions of the Companies Act, 2013, the Board of Directors of your Company has approved the proposed transactions along with annual limit that your Company may enter into with the related parties (as defined under section 2(76) of the Companies Act, 2013)

The particulars of the transaction pursuant to the provisions of Section 188 and the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

- (1) Name of the Related Party:
- (2) Name of the Director or Key Managerial Personnel who is related, if any: As provided in table below
- (3) Nature of Relationship:

| S.NO | TYPE OF TRANSACTION | NAME OF RELATED PARTY | NATURE OF RELATIONSHIP | NATURE, MATERIAL TERMS AND PARTICULARS OF CONTRACT OR ARRANGEMENT | MAXIMUM LIMIT (RS. IN CRORE) | ANY OTHER INFORMATION |
|------|------------------------------------|--|------------------------|---|------------------------------|-----------------------|
| 1 | Availing/Rendering of any Services | 1 Om Metals Consortium Private Limited | Subsidiary company | EPC Contract for developing a high end residential project on 19000 sq mt | 50 | --- |

| | | | | | | | |
|--|--|---|--|----------------|---|----|-----|
| | | | | land at Jaipur | | | |
| | | 2 | Bhilwara Jaipur Toll Road Private Limited | Joint venture | EPC Contract for widening of 212 km road In Jaipur-Bhilwara stretch | 70 | --- |
| | | 3 | Om Metals - SPML Infraprojects Private Limited | Joint venture | EPC Contract for construction of Kallsindh Dam Project at Kallsindh, Kota, Distt- Jhalawar. | 60 | --- |

The details as required to be disclosed in Explanatory Statement as per Section 188 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 of the Companies Act, 2013 are as stated in resolution and table above. The Board recommends passing of the relevant Special Resolution as mentioned at Item No 12 of the Notice. None of the Directors, Key Managerial Persons of the Company, and their relatives except Mr. Chandra Prakash Kothari, Mr. Dharam Prakash Kothari, Sunil Kothari, Mr. Vikas Kothari, Bahubali Kothari and their relatives may be deemed concerned or interested in the resolution.

Item No. 13

The Board of the Directors of the company had approved the appointment and remuneration of M/s M. Goyal & Co., Cost Accountants upon the recommendation of Audit Committee to conduct the cost audit of the cost records of the company for the financial year ending 31st March 2015, subject to the applicability of Cost Audit in terms of rules framed in this regard by the Ministry of Corporate Affairs.

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

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

The Board commends the Ordinary Resolution set out at Item no.13 of the Notice for approval of members.

Date: 22nd August, 2014

Place: Jaipur

Regd. Office: J-28, Subhash Marg, C-Scheme,

Jaipur-302001

Rajasthan

By order of the Board

Sd/-

Chairman

DIRECTOR'S REPORT

Dear Shareholders,

Your Directors have pleasure in presenting 42nd Annual Report and audited accounts of the Company for the year ended 31st March, 2014.

RESULTS OF OPERATION

(Rs. In Lacs)

| Particulars | Year Ended March 31, | |
|--|----------------------|----------|
| | 2014 | 2013 |
| | Audited | Audited |
| Total Turnover | 33938.07 | 37491.87 |
| Operating Profit (EBITDA) | 6419.12 | 7177.63 |
| Financial Charges | 911.13 | 1827.57 |
| Depreciation | 770.10 | 1007.96 |
| Profit before Tax | 4737.89 | 4342.10 |
| Provision for Taxes | 911.83 | 1138.29 |
| Profit after Tax | 3826.06 | 3203.81 |
| Add : Profit brought forward from previous year | 20285.26 | 15451.77 |
| Profit available for appropriation | 24111.32 | 18655.57 |
| Retained Profit carried forward to the next year | 23730.98 | 18461.45 |

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.4737 Lacs, as against Rs.4342 Lacs in the previous year.

DIVISIONAL ANALYSIS**ENGINEERING DIVISION**

The Turnover of this division this year is Rs. 292.47 Crore and profit is Rs 35.02 Crore against Turnover of Rs 353.75 Crore & profit is Rs 29.07 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.21.49 Crore and profit is Rs.3.24 Crore against Turnover of Rs.18.67 Crore & profit is Rs.2.97 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 beyond by increasing domestic and international tourism ahead.

Though in real estate front we have not seen any major revenue generation but we are striving to identify very lucrative and locational advantageous project in NCR region

The construction on premium and prestigious land in Jaipur for developing state of the art high end residential apartments "PALACIA" is going on smoothly. 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. We are eyeing for a brand tie up for this project.

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 utilize 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.

Gurha Thermal Project – lignite based thermal project – we have acquired land and executed PPA. The work of financial closure is on track and we will start execution after finalizing EPC contractor.

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

APPROPRIATIONS

DIVIDENDS

During the year, the directors had declared and paid interim dividend of Rs.0.10 per share in March, 2014. The Directors recommend a final dividend of Rs. 0.10 per share making in all Rs. 0.20 per share as dividend for the year.

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 15500000 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 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 after some legal hurdle is in progress and scheduled for completion within 24 months. The company has sub contracted the entire structural work to Shapoorji Palonji

OM METALS REAL ESTATE PVT. LTD. - This 100% subsidiary is holding stakes in different SPV's for different projects in Hyderabad, Faridabad, and Jaipur. The development of all these projects is 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 AUTOMOTORS PRIVATE LIMITED: a step subsidiary- This Company has acquired office space at Jaipur.

OM KOTHARI HOTELS PRIVATE LIMITED: a step subsidiary -During the last year the company purchased a plot for construction of flats. The construction will start soon on this.

OM METALS DEVELOPER PVT LTD. – Post development agreement with Mahindra life space for residential housing project at Hyderabad on 25:75 basis-the developer has launched the project under the Project name "Ashvita' .We have revised the development agreement on area share on some advance consideration for 5% space rights to Mahindra life space and now existing sharing ratio is 20:80. The sale of units is seeing satisfactory response.

OM SHIVAY REAL ESTATE PVT. LTD. – Minor litigation in this project is nearing end and DRT has ordered Indian Bank to cancel sale and refund the amount with interest to auction purchaser. We have requested Indian bank to abide by the DRT order.

OM HYDROMECH (P) LTD. – 3000 sq. Mt land in NCR near Delhi-Faridabad border has been bought from NKP holding Private Ltd. The land is suitable for corporate park and is adjacent to the land owned by our associate Om Shivay Real estate (P) Ltd.

OM SENSATION PROPERTIES (P) LTD. – This Company owns agricultural land in Andhra Pradesh and our ownership in this company is 25%.

SANMATI BUILDCON (P) LTD. – 33 acre approx land is owned by this company in Sohna dist Gurgaon (Haryana) and we own 33.33% in this company.

PARTNERSHIPS

OM METALS CONSORTIUM (Partnership firm) – This prestigious partnership firm for development of SRA project in Bandra Reclamation facing Bandra- Worli sea Link has completed the construction of the temporary transit camp .We are in final talk with local reputed developers for Joint development of the project.

OTHER SPV'S

PONDICHERRY PORT LTD. – An SPV earmarked for the development of sea port in Pudducherry. After the non clearance of the project we have moved for arbitration proceedings.

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. After the non clearance of this project we have moved to court for legal proceedings.

BHILWARA JAIPUR TOLL ROAD PVT LTD. – The construction of the 212 km road project in Jaipur-Bhilwara Stretch is in very advance stage of progress and the completion is expected by the end of October 2014. Grant for Viability Gap funding is in process and we have availed majority of it by May 2014. 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. The project is nearing completion.

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 2013-14 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. etc. have been treated as per AS 27 and AS 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

Mr. Sunil Kothari has resigned as Whole-time Director of the Company w.e.f. 22nd March, 2014.

The Board places on record their appreciation for the valuable guidance and services rendered by Shri Sunil Kothari as a Whole-time Director of the Company.

During the year Mr. Sukmal Jain and Mr. Devinder Gulati has been appointed as an independent directors of the Company, however in accordance with the provisions of Section 149 of the Companies Act, 2013, your Board of Directors are seeking the appointment of Mr. P. C. Jain, Mr. Sukmal Jain and Mr. Devinder Gulati as Independent Directors for 5 (Five) consecutive years for a term up to the conclusion of the 47th Annual General Meeting of the Company in the calendar year 2019.

The Company has received the requisite disclosures/declarations from Mr. P.C. Jain, Mr. Sukmal Jain and Mr. Devinder Gulati as required under Section 149 and other applicable provisions of the Companies Act, 2013

AUDITOR

M/s M.C. Bhandari & Co., Chartered Accountants, Statutory auditor bearing ICAI Registration No. 303002E, M/s B. Khosla & Co. Chartered Accountants, Branch Auditor of Hotel Division and M/s Milind Vijayvargiya & Associates Chartered Accountants, Branch Auditor of Engg. & Real State Division is proposed to be appointed as Auditor and Branch Auditors of the Company respectively from the conclusion of the ensuing Annual General Meeting till the conclusion of the third Annual General Meeting of the Company held thereafter, subject to ratification of the appointment by the members at every AGM held after the ensuing AGM.

As required under Section 139 of the Companies Act, 2013, the Company has obtained a written consent from M/s M.C. Bhandari & Co, M/s B. Khosla & Co. and M/s Millnd Vijayvarglya & Associates to such appointment and also a certificate to the effect that their appointment, if made, would be in accordance with Section 139 of the Companies Act, 2013 and the rules made there under, as may be applicable.

AUDITORS' REPORT

The Auditors' Report to the members on the Accounts of the Company for the financial year ended March 31, 2014 does not contain any qualification

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

As required under the provisions of section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, as amended, are given in Annexure 'A' to this report.

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 and Bombay Stock Exchange (BSE). The listing fees payable to the exchanges for the financial year 2013-14 have been paid. The Company is also listed on Delhi Stock Exchange.

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, 2014 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, 2014 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, 2014.

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 | Percentage of Dividend Declared | | Date of Declaration | Due date of Transfer | Amount() |
|---------|---------------------------------|-------|---------------------|----------------------|------------|
| | Interim | Final | | | |
| 2013-14 | 10% | - | 14/03/2014 | 13/04/2021 | 1932668.60 |
| 2012-13 | 10% | - | 12/03/2013 | 11/04/2020 | 25073.10 |
| 2011-12 | 10% | - | 10/03/2012 | 09/04/2019 | 53626.70 |
| 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 |

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

Transfer to Investor Education and Protection Fund (IEPF) The Company has, during the year under review, transferred a sum of Rs.150607/-- to Investor Education and Protection Fund, in compliance with the provisions of erstwhile Section

205C of the Companies Act, 1956 on 25.11.2013 and a sum of Rs. 108030/- on 07.05.2014. The said amounts represents dividend for the financial year 2005-06 and for the financial year 2006-07 which remained unclaimed by the members of the Company for a period exceeding 7 years from its due date of payment

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 ANALYSIS 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

- JSC Ukr Hydro Mech, Ukraine

Domestic JVs

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

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

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, Stockiest, Dealers, Business Associates, and also the contribution of all employees to the Company.

On Behalf of the Board of Directors

Regd. Office:
J-28, Subhash Marg,
C-Scheme, Jaipur
Date:30th MAY,2014

Sd/-
(Shri C. P. Kothari)
Managing Director

ANNEXURE TO DIRECTOR'S REPORT

Annexure 'A'

Particulars of Employees:

| Sl. No. | Name | Designation | Qualification | Age | Present Employer | Designation in Last Employment | Date of Joining | Gross Remuneration |
|---------|------------|---------------------------|------------------------------|-----|----------------------|--------------------------------------|-----------------|--------------------|
| 1. | Rahul Jain | CEO, Business Development | Diploma in Civil Engineering | 36 | Lanco Infratech Ltd. | Vice President, Business Development | 17/01/2013 | 6500000/- p.a. |

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, 2014.

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.

(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.

(ii) Benefits derived as a result of the effort product improvement.

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

(iii) 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

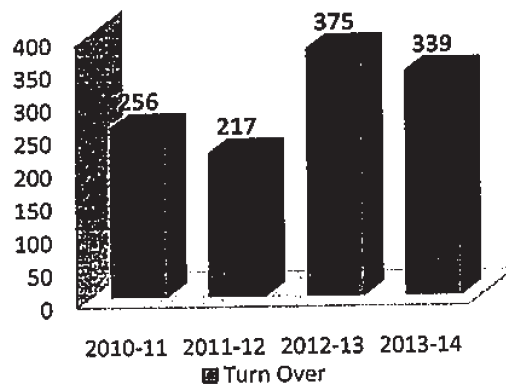
(Rs. in Lacs)

| | 31.03.2014 | 31.03.2013 |
|--------------------------------|------------|------------|
| I. Earning by ways of : | | |
| a) Exports | 269.49 | 0 |
| b) Service | 2.18 | 6.29 |
| II. Outgo by way of | | |
| a) CIF value of import | 116.80 | 1343.94 |
| b) Travelling & Other Expenses | 284.96 | 163.70 |
| c) Capital Goods | 2.66 | 0 |

FINANCIAL SNAPSHOT

TURNOVER

(in Crore)



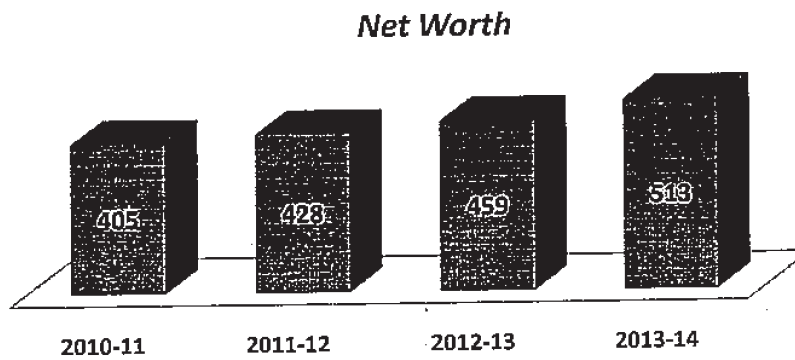
EBIDTA

(in Crore)



NET WORTH

(in Crore)



SHAREHOLDER INFORMATION

1. Annual General Meeting

Date and Time : 30th September, 2014, 11:30 A.M.
 Venue : J-28, Subhash Marg, C-Scheme, Jaipur

2. Financial Calendar

Financial reporting for the quarter ending June 30, 2014 : Mid August, 2014
 Financial reporting for the quarter ending September 30, 2014 : Mid November 2014
 Financial reporting for the quarter ending December 31, 2014 : Mid February, 2015
 Financial reporting for the year ended March 31, 2015 : End May, 2015
 Annual General Meeting for the year ended March 31, 2015 : End Sept. 2015

3. Registered Office

: J-28, Subhash Marg,
 C-Scheme, Jaipur Rajasthan

4. Website

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

5. Listing on Stock Exchange at

| STOCK EXCHANGE | CODE |
|--|---|
| BOMBAY STOCK EXCHANGE LTD Phiroze Jeejeebhoy Towers Dalal Street Mumbai-400 001 | ISIN :INE239D01028531092 BSE CODE : 531092 |
| NATIONAL STOCK EXCHANGE OF INDIA Exchange Plaza, C-1 Block G Bandra Kurla Complex, Bandra (E), Mumbai | NSE SYMBOL : OMMETALS |
| Delhi Stock Exchange DSE House, 3/1, Asaf Ali Road, New Delhi -110002 | |

6. Registrar and Transfer Agent

: 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 and others.
8. Dematerialization of shares and liquidity : As on 31.3.2014 the 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@ommetals.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 Accountants of India (ICAI) and the relevant provisions of the Companies Act, 1956 and Companies Act, 2013 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.

INFRASTRUCTURE SECTOR IN INDIA

The rapid growth of the Indian economy in recent years has placed increasing stress on physical infrastructure i.e. electricity, railways, roads, ports, irrigation, water supply and sanitation, all of which already suffer from deficit in terms of capacities as well as efficiencies. The pattern of inclusive growth averaging at 9 percent per year as conceived under the Twelfth Five Year Plan (2012-17) can be achieved only if this infrastructure deficit is overcome and adequate investment takes place to support higher growth and an improved quality of life for both urban and rural communities. Based on projections provided in the Mid-Term Appraisal of the Twelfth Plan, in order to attain a 9 percent real Gross Domestic Product (GDP) growth rate, infrastructure investment should be on average almost 10 percent of GDP during the Twelfth Plan. This translates into INR 41 lakh Crore at 2006-07 prices (real terms), as estimated by the Planning Commission of India. At an annual inflation rate of 5%, this translates into an equivalent to INR 65 lakh Crore in current prices.

TRANSPORT SECTOR IN INDIA

India's transport sector is large and diverse; it caters to the needs of 1.1 billion people. In 2012, the sector contributed about 6.4 percent to the nation's GDP, with road transportation contributing 5.4 percent 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.

- 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 12th 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.
- Accelerated Road Development Program for the North East Region to provide road connectivity to all State capitals and district headquarters in the region.
- The Twelfth Plan will also aim at development of roads not covered under the NHDP, which have been taken up by NHAI. It is proposed that 19,200km of roads will be taken up for conversion of two lane roads, including 10,000 km of NHs so declared during the Eleventh Plan. It is proposed to develop 3,770 km of roads with the help of the World Bank assistance and another 6,350 km through BOT (Toll) route. 1,000 km of expressways are planned, in addition to the NHDP programme. In addition, some of the other developments, including strengthening and improvement of riding quality, construction of bridges/ROBs will be taken up.
- 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-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 Crore (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 Crore.

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 Crore.

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 2017. To ensure that the uncovered 40 percent of Indian homes get electricity by 2017, 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 76,000 Mega Watts (MW) of generating capacity by 2017, expanding grid-based generation to about 269,000 MW. 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 favorable 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 urbanization 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 favorable 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.

OPPORTUNITIES AND CHALLENGES

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.

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 sub serve 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 for backward integration and to 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 Crore mark by end of next year and a target figure of Rs. 2000 Crore by 2016.

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 and we are aiming at its completion soon.

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 projects in hand are:

| PROJECT | PROJECT LOCATION | PROPOSED BUILT UP AREA sq ft (Om Metals share) |
|--|------------------|--|
| Bandra Reclamation Residential/Apartment | MUMBAI | 100000 |
| Corporate Park | FARIDABAD | 200000 |
| Residential township | HYDERABAD | 80000 |
| Om Urban Heights Residential | KOTA | 230000 |
| IT/Corporate Park | JAIPUR | 600000 |
| IT park Faridabad | NCR | 75000 |
| TOTAL | | 1530000 |

MANUFACTURING FACILITIES

The facilities set up a plant at Siliguri (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 2013-14

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

During the year, Shri Sunil Kothari, whole-time director resigned from the Company due to his pre-occupations elsewhere w.e.f. 22nd March, 2014 and Shri Sukmal Jain and Shri Devinder Gulati, independent directors have joined the company on 30th May, 2013 and 9th July, 2013 respectively. As on 31st March, 2014, the Board comprised five directors out of which three are Non -Executive –Independent Directors and two are Executive Director. The directors bring to the board wide range of experience and skills.

| Name of Director | Status/Designation | Category |
|----------------------|---------------------|------------------------------------|
| Shri C. P. Kothari | Managing Director | Promoter & Executive Director |
| Shri D. P. Kothari | Whole-time Director | Promoter & Executive Director |
| Shri P. C. Jain | Director | Non Executive Independent Director |
| Shri Sukmal Jain | Director | Non Executive Independent Director |
| Shri Devinder Gulati | Director | Non Executive Independent Director |

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 08 Board Meetings were held as against the minimum requirement of 4 meetings viz; on 30.05.2013, 09.07.2013, 14.08.2013, 30.08.2013, 14.11.2013, 21.01.2014, 14.02.2014 and 14.03.2014

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

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

| Name of Director | Category | Designation | Attendance | | Directorship of other | | Committees' | |
|--|-------------------------------|---------------------|----------------|----------|-----------------------|---------|-------------|----------|
| | | | Particulars | | Indian Companies | | Memberships | |
| | | | Board Meetings | Last AGM | Public | Private | Member | Chairman |
| Mr. C.P Kothari | Promoter & Executive Director | Managing Director | 08 | Yes | 1 | 1 | 1 | - |
| Mr. D.P Kothari | Promoter & Executive Director | Whole-time Director | 07 | Yes | 3 | 0 | 2 | - |
| Mr. Sunil Kothari (Resigned – 22 nd March, 2014) | Promoter & executive Director | Whole-time Director | 07 | Yes | 7 | 7 | - | - |
| Mr. P.C. Jain | Independent & | Director | 07 | Yes | 3 | 1 | 3 | 2 |

| | | | | | | | | |
|------------------------|--|----------|----|-----|---|---|---|---|
| Mr. Sukmal Jain | Non-Executive Director | Director | 07 | Yes | 1 | 2 | 2 | - |
| | Independent & Non-Executive Director | | | | | | | |
| Mr. Devinder Gulati | Non-Executive Director | Director | 07 | Yes | 0 | 0 | 2 | 1 |
| | Independent & Non-Executive Director | | | | | | | |

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 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 and sitting fees. The Company has a credible and transparent policy in determining and accounting for the remuneration of the Managing/whole-time Directors. The remuneration policy is aimed at attracting and retaining high caliber talent. The Company has no stock option scheme.

Details of remuneration paid to Directors of the Company during the year ended 31st March 2014 are here as under (In Lacs):

| Name of Director and Allowances | Salary and Benefits | Perks | Consultancy | Total |
|------------------------------------|------------------------|----------|-------------|----------|
| Mr. C.P. Kothari | Rs.48.00 | Rs.10.04 | N.A. | Rs.58.04 |
| Mr. D.P. Kothari | Rs.45.25 | Rs.3.61 | N.A. | Rs.48.86 |
| Mr. Sunil Kothari | Rs.46.83 | Rs.3.85 | N.A. | Rs.50.68 |
| Mr. P.C. Jain | N.A. | N.A. | N.A. | NIL |
| Mr. Sukmal Jain | N.A. | N.A. | N.A. | NIL |
| Mr. Devinder Gulati | N.A. | N.A. | N.A. | NIL |

Apart from above mentioned remuneration, directors were paid sitting fees for attending Board Meetings, Committee Meetings and Annual General Meeting during the Year ended 31st March, 2014

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, 2014

| Name of the directors | No. of Shares of Rs. 1/- each held singly or jointly | % to total paid -up capital of The Company |
|-----------------------|--|--|
| Mr. C.P. Kothari | 6165245 | 6.40 |
| Mr. D.P. Kothari | 4858346 | 5.04 |
| Mr. Sunil Kothari | 7150886 | 7.43 |
| Mr. P.C. Jain | 0 | 0.00 |
| Mr. Sukmal Jain | 0 | 0.00 |
| Mr. Devinder Gulati | 0 | 0.00 |

Relationships of Directors and their business interest in the Company as on March 31, 2014

| Name of the directors | Relationships with other Directors | Relationships with the company, if any |
|-----------------------|---|--|
| Mr. C.P. Kothari | Brother of Mr. D.P. Kothari & Mr. Sunil Kothari | Promoter |
| Mr. D.P. Kothari | Brother of Mr. C.P. Kothari & Mr. Sunil Kothari | Promoter |
| Mr. Sunil Kothari | Brother of Mr. C.P. Kothari & Mr. D.P. Kothari | Promoter |
| Mr. P.C. Jain | None | None |
| Mr. Sukmal Jain | None | None |
| Mr. Devinder Gulati | 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 One executive director and three Non executive Directors (independent directors) viz; Mr. Chandra Prakash Kothari and Mr. P.C. Jain and Mr. Sukmal Jain, Mr. Devinder Gulati .

The Chairman of the committee was Mr. Devinder Gulati.

Constitution of audit committee and other related information as on 31st March 2014 are as under:

| Name of Director | Status | No. of Meetings | |
|------------------------------|----------|-----------------|----------|
| | | Held | Attended |
| Mr. Devinder Gulati | Chairman | 4 | 3 |
| Mr. P.C. Jain | Member | 4 | 4 |
| Shri Sukmal Jain | Member | 4 | 3 |
| Shri Chandra Prakash 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 2013-14, 4 Audit Committee Meetings were held on 21.05.2013, 12.08.2013, 12.11.2013 and 10.02.2014

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 Mr. P.C. Jain, Mr. Devinder Gulati and Mr. D.P. Kothari. Mr. P. C. Jain being, 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 fortnightly to approve the share related work and grievances.

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 2013-14

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 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.

Mr. P. C. Jain, being non executive director is chairman of the committee and Mr. Sukmal Jain and Mr. Dharam Prakash Kothari are the members of the Committee.

2.4 Internal Complaints Committee

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company has always believed in providing a safe and harassment free workplace for every individual working in Om Metals premises through various interventions and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

A policy on Prevention of Sexual Harassment at Workplace was released during the last financial year. The policy aims at prevention of harassment of employees and lays down the guidelines for identification, reporting and prevention of undesired behavior. A four member Internal Complaints Committee (ICC) was set up from the senior management with women employees constituting majority. The ICC is responsible for redressal of complaints related to sexual harassment and follows the guidelines provided in the Policy.

During the year ended 31 March 2014, the ICC did not receive any complaints pertaining to sexual harassment.

Composition

The ICC comprised of four members, two of whom are women members.

Mrs. Monika Jain is the presiding officer of the committee. The other member includes Mrs. Seema Kothari, who is associated with various NGOs, Mr. C. P. Jain and Mr. Ashok Ajmera are the members of the Committee.

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, 2014 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 : Jaipur

Dated: 30th May, 2014

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 2013-14, quarterly unaudited financial results generally published in Business line, Young Leader. 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 |
|------------------------------|------------|-----------|--------------------------------------|
| 2010-11 | 30.09.2011 | 11:00a.m. | Om Tower, M.I. Road, Jaipur |
| 2011-12 | 29.09.2012 | 11:30a.m. | Om Tower, M.I. Road, Jaipur |
| 2012-13 | 30.09.2013 | 11:30a.m. | J-28, Subhash Marg, C-Scheme, Jaipur |

Resolution passed through Postal Ballot

None of the resolution was passed through the Postal Ballot during the year 2013-14.

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, 2014 are as follows

| Sr. No. | Name of the shareholder | Number of shares | % |
|--------------|--|------------------|--------------|
| 1 | Agility Consultancy Private Limited | 5486303 | 5.70 |
| 2 | Udgar Commercial Limited | 4434892 | 4.61 |
| 3 | Reliance Capital Trustee Company Ltd. A/C Reliance Diversified Power Sector Fund | 4083292 | 4.24 |
| 4 | Systematix Shares and Stocks (India) Ltd. | 2571579 | 2.67 |
| 5 | Madhukar Sheth | 1181707 | 1.23 |
| 6 | Madhukar Sheth | 1059395 | 1.10 |
| TOTAL | | 18817168 | 19.55 |

Distribution of Shareholding as on March 31, 2014.

| No. of Shares | No. of shareholders | % of shareholders | No. of shares | % of shareholding |
|-----------------|---------------------|-------------------|--------------------|-------------------|
| 1 – 500 | 5385 | 74.87 | 984107 | 1.02 |
| 501-1000 | 792 | 11.01 | 687362 | 0.71 |
| 1001-2000 | 411 | 5.71 | 652186 | 0.68 |
| 2001-3000 | 167 | 2.32 | 432859 | 0.45 |
| 3001 - 4000 | 65 | 0.90 | 237652 | 0.25 |
| 4001 - 5000 | 85 | 1.18 | 414512 | 0.43 |
| 5001 - 10000 | 112 | 1.56 | 823952 | 0.86 |
| 10001 and above | 175 | 2.43 | 92071179 | 95.60 |
| Total | 7192 | 100.00 | 96303809.00 | 100.00 |

Distribution of Shareholding (as on 31st March 2014)

| Category | No. of Shareholders | No. of Shares held | % of Total |
|--|---------------------|--------------------|---------------|
| Promoters | 27 | 67055929 | 69.63% |
| Mutual Funds and UTI | 1 | 4083292 | 4.24% |
| FIs | 0 | 0 | 0 |
| Corporate Bodies | 218 | 14465428 | 15.02% |
| Indian Public | 6576 | 10016496 | 10.40% |
| NRIs/OCBs | 85 | 227742 | 0.24% |
| Trusts | 0 | 0 | 0 |
| Hindu Undivided Family | 263 | 447066 | 0.46% |
| Any Other (specify) (Clearing houses & Clearing members) | 22 | 7856 | 0.01 |
| Total | 7192 | 96303809 | 100.00 |

Dematerialization of Shares and liquidity

As on 31st March 2014, 96253107 Equity Shares i.e. 99.94% of paid up capital of the Company were held in dematerialized 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, Parvati & Koldam in Himachal Pradesh, Sillguri in West Bengal and various other projected sites.

Address for Investor Correspondence

J-28, Subhash Marg, C-scheme, Jalpur- 302001

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

M/s Skyline Financial Services 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

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, 2014 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: Jaipur

Sd/-

Sd/-

Dated: 30.05.2014

C.P.Kothari

S.K. Jain

Managing Director

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 2014 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 2014 no investor grievances are pending against the Company as on 31st March 2014 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

Place: Kota

Dated: 30.05.2014

M.C.Bhandari & Co.

Chartered Accountant

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

Phone 0744-2361530

AUDITOR'S REPORT

To the Members of
Om Metals Infraprojects Limited

We have audited the accompanying financial statements of Om Metals Infra Projects Limited ('the Company') which comprise the balance sheet as at 31 March 2014, the statement of profit and loss and the cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information. In which are incorporated financial statements of Engineering, Real estate & Hotel Divisions of the Company audited by other auditors and whose reports have been furnished to us. Our opinion, in so far as it relates to the affairs of such division is based solely on the report of other auditors and whose reports have been furnished to us.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13 Sept. 2013 of the Ministry of Corporate Affairs in respect of section 137 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India subject to note 1 & 2 annexed.

- i) in the case of the balance sheet, of the State of affairs of the Company as at 31 March 2014:
- (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 for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, 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 purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from Engineering, Real estate & Hotel Divisions of the Company not visited by us. The Branch Auditor's Report of Engineering, Real estate & Hotel Divisions have been forward 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 with the audited returns from the Engineering, Real estate & Hotel Divisions;
 - d. in our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956 read with the General Circular 15/2013 dated 13 Sept. 2013 of the Ministry of Corporate Affairs in respect of section 137 of the Companies Act, 2013; and
 - e. on the basis of written representations received from the directors as on 31 March 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

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

Place: 38 Shopping Centre,
Kota (Raj.)

Dated :30.05.2014

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

Annexure to the Auditors' Report

ANNEXURE REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING "REPORT ON THE OTHER LEGAL AND REGULATORY REQUIREMENT" 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, 2014

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 of the 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 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 account.
- (c) The fixed assets disposed off during the year, in our opinion, do not constitute a substantial Part of the fixed assets of the company and such disposal has, in our opinion, not affected the going concern status of the company.

2(a) As explained to us, the inventories other than goods in transit of the company has been physically verified during the year by the Management at the year end except for inventory lying with third parties at the end of the year for which confirmations have been obtained in most of the cases.

- (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 is maintaining 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 with in the books of account.

3.a) According to the information and explanations given to us, the company has, during the year, not granted any loans , secured or unsecured to companies , firms and other parties covered in the register maintained under section 301 of the Companies act, 1956 other than unsecured loans granted to Two Wholly owned subsidiaries and one joint venture during the year, covered in the register maintained under section 301 of the companies Act. 1956. The maximum amount outstanding at any time during the year was Rs. 20595.72 Lacs and the year end balance of loans so granted was Rs18787.50 Lacs which are 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) According to the information and explanations given to us, the parties , to whom the loans have been granted by the company, as referred to in paragraph 4 (iii) (a) above, is interest free loans to subsidiaries and joint venture of the company, have been regular in repayment of principal amount over a period of 3 to 5 years or as stipulated .

- d) There is no overdue amount of loans granted to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956.
- e) According to the information and explanations given to us, 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. Accordingly, the provisions of clauses 4(iii)(e) to (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 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 Companies Act, 1956 that need to be entered into the register maintained under section 301 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, Where each of such transactions is in excess of rupees five lacs in respect of any party, the transactions have been made at price which are prima facie reasonable having regard to the prevailing market price at the relevant time.
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 internal audit functions carried out during the year by the company and the firms of chartered accountants appointed by the Management have been commensurate with the size of the company and the nature of its business .
8. We have broadly reviewed the cost records maintained by the company in respect of products where , pursuant to the Rules made by the Central Govt., the maintenance of cost records have been prescribed under section 209 (1) (d) of the Companies Act, 1956 and are of the opinion that , prima-facia, the prescribed cost records have been made and maintained . We have not, however, made a detailed examination of the cost records with a view to determining whether they are accurate or complete .
- 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 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 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 and the records of the company examined by us, details of the following disputed 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.) | Amount paid under protest (Rs. in lacs.) | Period to which the amount relates |
|--|-----------------------|---------------------------------|------------------------------|--|------------------------------------|
| Central Sales Tax Act, 1956. and Sales | Sales Tax & Entry Tax | Commissioner (Appeals)/Tribunal | 326.75 | 5.30 | 1984-85,1985-86 1990-91 , 2007- |

| | | | | | |
|------------------------------------|-------------|--|---------|---------|---|
| Tax/VAT Act of various states | | High court | 24.10 | | 08 to 2010-11 1986-87 & 2003-2004 |
| Central Excise Act, 1944 | Excise Duty | Tribunal/Commissioner (Appeal) and Show Case | 851.17 | 26.50 | 1997-98, 2001 to 2013-14 |
| Income Tax Act, 1961 | Income Tax | ITAT/CIT Appeal | 2684.64 | 1795.96 | 1992-93, 1997-98, 2007-08 to 2011-12 |
| Service tax law, finance Act, 1994 | Service Tax | Commissioner (Appeals)/Tribunal | 233.03 | 1.50 | 2003-2004 to 2005-2006 & 2009-10 to 2011-12 |
| Wealth Tax Act. | Wealth Tax | ITAT | 0.28 | 0.28 | 1992-1993 |

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

2) 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. 1996-97 and 2004-2005, 2005-2006 to 2007-2008. The amount of tax liabilities is indeterminate.

10. The Company has no accumulated losses at the end of the financial year March 31, 2014. Further, the Company has not incurred any cash losses during the financial year ended March 31, 2014 and in the immediately preceding financial year ended March 31, 2013.
11. According to the records of the company examined by us and the information and explanations given to us, the company, during the year, has not defaulted in repayment of dues to the NBFC and banks.
12. In our opinion and according to the information and explanations given to us, the company has not granted any loans and advances on the basis of security by way of pledge of share, 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 loans taken by its Joint Ventures and other company from banks, the terms and conditions whereof, in our opinion, not prima-facie are pre judicial to the interest of the company.
16. In our opinion and according to the information and explanations given to us, the term loans taken have been applied for the purposes for which they were obtained.

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 paragraph 4 (xviii) of the order is not applicable.
19. The company has not issued any debenture during the year.
20. Since, the company has not raised any money by way of public issue during the year, paragraph 4 (xx) of the order is not applicable.
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 year.

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

Place: Kota

Dated: 30.05.2014

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

OM METALS INFRAPROJECTS LIMITED
Balance Sheet as at 31st March, 2014

| Particulars | Note No | As At 31.03.2014 | As At 31.03.2013 |
|--|---------|----------------------|----------------------|
| I. EQUITY AND LIABILITIES | | | |
| (1) Shareholder's Funds | | | |
| (a) Share Capital | 2.1 | 96303809.00 | 96303809.00 |
| (b) Reserves and Surplus | 2.2 | 5038189706.14 | 4495885613.34 |
| Sub Total | | 5134493515.14 | 4592189422.34 |
| (2) Share application money pending allotment | | | |
| (3) Non-Current Liabilities | | | |
| (a) Long-term borrowings | 2.3 | 69868727.93 | 143151243.45 |
| (b) Deferred tax liabilities (Net) | 2.4 | 34678689.00 | 37145004.00 |
| (c) Other Long term liabilities | 2.5 | 79788253.23 | 387734356.97 |
| (d) Long term provisions | 2.6 | 7875398.00 | 7531241.00 |
| Sub Total | | 192211068.16 | 575561845.42 |
| (4) Current Liabilities | | | |
| (a) Short-term borrowings | 2.7 | 520779289.05 | 456241265.59 |
| (b) Trade payables | 2.8 | 564846413.82 | 495499494.59 |
| (c) Other current liabilities | 2.9 | 436426144.31 | 556627128.90 |
| (d) Short-term provisions | 2.10 | 14448352.00 | 3114987.00 |
| Sub Total | | 1536500199.18 | 1511482876.08 |
| Total | | 6863204782.48 | 6679234143.84 |
| II. Assets | | | |
| (1) Non-current assets | | | |
| (a) Fixed assets | | | |
| (i) Tangible assets | 2.11 | 1395297379.26 | 1457343714.27 |
| (ii) Capital work-in-progress | | 13139403.00 | 12614874.00 |
| Sub Total | | 1408436782.26 | 1469958588.27 |
| (b) Non-current investments | 2.12 | 1297938665.38 | 1289449487.94 |
| (c) Long term loans and advances | 2.13 | 1748024315.14 | 1801807083.61 |
| (d) Other non-current assets | 2.14 | 26028575.83 | 10254934.78 |
| Sub Total | | 4480428338.61 | 4571470094.60 |
| (2) Current assets | | | |
| (a) Inventories | 2.15 | 432118953.18 | 440847356.76 |
| (b) Trade receivables | 2.16 | 767164508.61 | 1018582749.78 |
| (c) Cash and Bank Balances | 2.17 | 631021862.14 | 76786080.10 |
| (d) Short-term loans and advances | 2.18 | 544312748.67 | 570281354.89 |
| (e) Other Current Assets | 2.19 | 8158371.27 | 1266507.71 |
| Sub Total | | 2382776443.87 | 2107764049.24 |
| Total | | 6863204782.48 | 6679234143.84 |

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

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

S. K. Mahipal
 Partner
 M.No.70366

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

sd/-
 D.P.Kothari
 (Director)

sd/-
 Recna Jain
 (Company Secretary)

sd/-
 S.K.Jain
 (CFO)

Place : Kota
 Dated : 30-05-2014

OM METALS INFRAPROJECTS LIMITED

Statement of Profit and Loss for the year ended 31st March, 2014

| Particulars | Note No | 2013-14 | 2012-2013 |
|---|---------|----------------------|----------------------|
| Revenue from operations | 2.20 | 3143709857.89 | 3730755406.84 |
| Less: Excise Duty | | 4098047.00 | 6581881.63 |
| | | 3139611810.89 | 3724173525.21 |
| Other Income | 2.21 | 254195138.51 | 25013872.37 |
| Total Revenue | | 3393806949.40 | 3749187397.58 |
| <u>Expenses:</u> | | | |
| Cost of materials consumed | 2.22 | 1065570075.63 | 1179991371.68 |
| Changes in Inventories of finished goods, work-in-progress and Stock-in-Trade | 2.23 | 17845894.13 | 109473441.39 |
| Employee benefit expense | 2.24 | 217108385.04 | 183055636.66 |
| Financial costs | 2.25 | 91112926.46 | 182757578.07 |
| Depreciation and amortization expense | 2.26 | 77010370.26 | 100795891.80 |
| Other expenses | 2.27 | 1451413533.08 | 1569031746.21 |
| | | 2920061184.60 | 3325105665.81 |
| Profit before tax and Exceptional Items | | 473745764.80 | 424081731.77 |
| <u>Exceptional Items</u> | | | |
| Add: Share of Profit In Partnership Firm of Earlier Year | | 0.00 | 260919.00 |
| Add : Excess Provision(Income Tax) Written Back | | 43605.00 | 9867087.00 |
| Profit before Tax | | 473789369.80 | 434209737.77 |
| Tax expense: | | | |
| (1) Current Income Tax and Wealth tax | | 93650000.00 | 120500000.00 |
| (2) Deferred tax | | 2466315.00 | 6733121.00 |
| (3) Income Tax/Wealth Tax Expenses Earlier Years | | 0.00 | 62161.60 |
| Profit/(Loss) for the period after tax | | 382605684.80 | 320380697.17 |
| Earning per equity share: | | | |
| (1) Basic | | 3.97 | 3.33 |
| (2) Diluted | | 3.97 | 3.33 |

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

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

S. K. Mahipal
Partner
M.No.70366

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

sd/-
D.P.Kothari
(Director)

sd/-
Reena Jain
(Company Secretary)

sd/-
S.K.Jain
(CFO)

Place : Kota
Dated : 30-05-2014

OM METALS INFRAPROJECTS LIMITED

Cash Flow Statement for the year ended March 31, 2014

| Particulars | Year ended | |
|---|-------------------------|----------------------|
| | 31.03.2014 | 31.03.2013 |
| 1 Cash Flow from operation Activities | | |
| A Net Profit before Taxation and Extraordinary Item | 473789369.80 | 434209737.77 |
| Add:- | | |
| Depreciation | 77010370.26 | 100795891.80 |
| Interest and Bank Commission Paid | 91112926.46 | 182757578.07 |
| Bad Debts/ Sundry Bal. W/off | 21436271.62 | 0.00 |
| Loss on sale of Fixed Assets | 5295560.00 | 1950239.00 |
| | <u>668644498.14</u> | <u>719713446.64</u> |
| Less:- | | |
| Interest and Dividend Receipt | 44223375.28 | 10764282.49 |
| Excess Provision written back | 43605.00 | 9867087.00 |
| | <u>44266980.28</u> | <u>20631369.49</u> |
| B Operating Profit before working capital changes | 624377517.86 | 699082077.15 |
| <u>Adjustments for :</u> | | |
| Trade and Other receivable | 223090105.99 | -184829783.89 |
| Inventories | 8728403.58 | 174218594.53 |
| Trade and Other Payable | -50854065.36 | 404229694.28 |
| Provision for Gratuity & Leave Encashment | 186064.00 | -76490.00 |
| | <u>805528026.07</u> | <u>1092624092.07</u> |
| Less:- | | |
| Direct Taxes Paid | 117153353.87 | 89860879.56 |
| Net cash flow from operating activities | (A) <u>688374672.20</u> | <u>1002763212.51</u> |
| <u>Cash flow from investing activities :</u> | | |
| Purchase of fixed assets | -23873302.25 | -30856692.78 |
| Decrease/(Increase) in Capital WIP | -524529.00 | 0.00 |
| Purchase of Investments | -8489177.44 | -147734090.60 |
| Sale of Fixed Assets | 3465232.00 | 2595000.00 |
| Loans and Advances | 103448333.56 | -52246718.23 |

| | | |
|--|--------------------------|----------------------|
| Interest received | 44223375.28 | 10764282.49 |
| Share of Profit in OMIL-JSC-JV-Kameng in P.Y. | 182381011.00 | 0.00 |
| Other Non-Current Assets | -15773641.05 | 84010790.22 |
| Net cash flow from/used in investing activities | (B) <u>284857302.10</u> | <u>-133467428.90</u> |
| <u>Cash Flow from financing activities :</u> | | |
| Interest and Bank Commission paid | -91112926.46 | -182757578.07 |
| Long Term Borrowings | -73282515.52 | -13068089.52 |
| Other Long Term Liabilities | -307946103.74 | -102637277.26 |
| Short Term Borrowings | 64538023.46 | -560499372.5 |
| Dividend / Dividend Tax Paid | -11192670.00 | -9630381.00 |
| Net cash used in financing activities | (C) <u>-418996192.26</u> | <u>-868592698.34</u> |
| <u>Increase/(Decrease) in cash and cash equivalents</u> | | |
| A. Cash Flow from Operating Activities | 688374672.20 | 1002763212.51 |
| B. Cash Flow from Investing Activities | 284857302.10 | -133467428.90 |
| C. Cash Flow from Financing Activities | -418996192.26 | -868592698.34 |
| Net Increase / Decrease in Cash Flow During Year | 554235782.04 | 703085.27 |
| Cash and cash equivalents at beginning of year | 76786080.10 | 76082994.83 |
| Cash and cash equivalents at end of the year | <u>631021862.14</u> | <u>76786080.10</u> |

Significant Accounting Policies and Notes to the financial 1&2

As per our Report of even date annexed

For and on behalf of Board of Directors

For M.C.Bhandari & Co.
Chartered Accountants

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

S. K. Mahipal
Partner
M.No.70366

sd/-
D.P.Kothari
(Director)

Place : Kota
Dated : 30.05.2014

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 31.03.2014 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 of the company 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 and provisions of companies act 2013 to the extent applicable. 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 losses, 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 and real estate divisions , which is on written down value method.
- (c) Depreciation is calculated on a prorata basis from the date of additions and on assets sold, discarded etc during the year. Depreciation is provided up to the date of sale / discard.
- (d) 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, whichever is lower. Cost for this purpose includes direct material cost plus appropriate share of manufacturing overheads on work done basis. |
| | (c) | Finished Goods | A Cost or net realizable value*, which ever is lower. Cost for this purpose includes direct material cost plus appropriate share of overhead. |
| | (d) | Goods in transit | Are stated at actual cost plus freight, if any. |

* 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 on the date of the 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 as per AS-7, 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 25% 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.

f) The share of profits from partnerships firm has been taken as share of income in the head other income as against the previous policy of line by line consolidation .The effect of income due to this is Rs.19.19 cr in this current fiscal and previous years Rs.18.24 cr which has been considered in reserves and surplus..

1.7 INVESTMENTS:

Investments that are readily realizable and intended to be held for not more than a year are from the date on which such investments are made, are classified as current investments. All other investments are classified as long Term Investments on initial recognition , all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost. However, Provision for diminution in 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, construction or production of an 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.

1.10 TAXATION:

- (a) **Current Tax :**
The income tax liability provided in accordance with the provisions of the Income Tax Act, 1961, as advised by income tax consultant.
- (b) **Deferred Tax Liabilities/(Assets)**
The tax effect of the timing differences that result between taxable income and accounting income and are capable of reversal in one or more subsequent periods are recorded as a deferred tax assets or a deferred tax liabilities . They are measured using the substantively enacted tax rate and tax laws.
- (c) **Dividend Tax**
Tax on distributed profits payable in accordance with the provisions of section 115 O of the Income Tax Act., 1961 which is accounted for in accordance with the Guidance Not on Accounting for Corporate Dividend tax is regarded as a tax on distribution of profits and is not considered in determination of profits for the year.

1.11 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. The company is liable to meet the Shortfall, if any , in payment of intent at the rates declared by the central Government , and such liability is recognized in the year of shortfall.
- 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, resignation, retirement, on death while in employment or on termination of employment of and amount equivalent to 15 days basic salary payable to each completed year of services. Vesting occurs upon completion of 5 years of services. The company has not made annual contributions to funds administered by trustees or managed by insurance companies. Actuarial valuation for the liabilities has been provided as per report submitted by the certified valuer.
- 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. Actuarial valuation for the liabilities has been provided as per report submitted by the certified valuer.

1.12 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

1.13 PROVISIONS, CONTINGENT LIABILITIES & ASSETS:

A Provision is recognized when an enterprise has a present obligation as a result of past event, it is probable that an outflow of resources will be required to settled the obligation and a

reliable estimate can be made of the amount of the obligation. Provisions are not disclosed to its present value and are determined based on best management estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Other contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statement.

1.14 EARNING PER SHARE:

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

For the purpose of calculating diluted earnings per share, the net profit or loss for the year are 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.

1.15 USE OF ESTIMATE:

The preparation of financial statements in conformity with the generally accepted accounting principles (GAAP) requires the management to make judgment, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and Liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the out comes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

1.16 OPERATING LEASE

Operating Lease receipts and payments are recognized as income or expense in the statement of profit and loss as per the terms of the lease agreement.

1.17 CASH FLOW STATEMENT

The Cash flow statement is prepared using "in direct method " set out in Accounting Standard – 3 cash flow statement "and presents the cash flow by operating, investing and financing activities of the company. Cash and Cash equivalents presented in the cash flow statement consist of cash on hand and highly liquid bank balances.

OM METALS INFRAPROJECTS LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET
AS AT 31st March, 2014

Note - 2.1

| Particulars | <u>Figures as at</u> <u>31-03-14</u> (Rs.) | <u>Figures as at</u> <u>31-03-13</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 a single class of equity shares. Each share holder is eligible for one Vote per share held. The dividend proposed by the board of Directors is subject to the approval of the share holders. In the event of liquidation , the equity share holders are eligible to receive the remaining assets of the company after distribution of all preferential amounts , in proportion to their share holding.

(3) Details of Share holders holding more than 5 % equity shares as at 31.03.2014

| Share Holder | 2014 | | 2013 | |
|-------------------------------------|--------------|----------------------|--------------|----------------------|
| | No. of Share | Ownership Interest % | No. of Share | Ownership Interest % |
| 1 T.C. Kothari & Sons | 11408180 | 11.85% | 11408180 | 11.85% |
| 2 C. P. Kothari (Managing Director) | 6165245 | 6.40% | 5424818 | 5.63% |
| 3 Sunil Kothari | 7150886 | 7.43% | 6045108 | 6.28% |
| 4 Anita Kothari | 5893345 | 6.12% | 3645718 | 3.79% |
| 5 Agility Consultancy P. Ltd. | 5486303 | 5.70% | 5491757 | 5.70% |
| 6 D.P. Kothari (Director) | 4858346 | 5.04% | 3564668 | 3.70% |

As per the records of the company including its register of share holder/members and other declaration received from share holders regarding beneficial interest , the above share holding represents both legal and beneficial ownership of shares.

(4) The reconciliation of the number of shares outstanding as at March 31, 2014 and March 31, 2013 is set out below:

| Particulars | As at | |
|-----------------------------------|------------|------------|
| | 31.03.2014 | 31.03.2013 |
| 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, 2014

| <u>Reserves and Surplus</u> | <u>Note - 2.2</u> | |
|--|-------------------|-------------------|
| Particulars | <u>As at</u> | <u>As at</u> |
| | <u>31-03-2014</u> | <u>31-03-2013</u> |
| | (Rs.) | (Rs.) |
| A. <u>Revaluation Reserve</u> | | |
| As per last balance sheet | 3164811.53 | 3335526.53 |
| Less: - Transferred to P and L Statement | 148475.00 | 170715.00 |
| | 3016336.53 | 3164811.53 |
| 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 | 190000000.00 | 181780381.00 |
| Add:- Transferred from Surplus in statement of Profit and Loss | 15500000.00 | 8219619.00 |
| | 205500000.00 | 190000000.00 |
| E. <u>Surplus in statement of Profit and Loss</u> | | |
| As per last balance sheet | 1846145256.56 | 1545176848.39 |
| Add. Net Profit for the year | 382605684.80 | 320380697.17 |
| | 2228750941.36 | 1865557545.56 |
| Share in Profit of OMIL-JSC-JV-Kameng (related to P.Y.) | 182381011.00 | 0.00 |
| | 2411131952.36 | 1865557545.56 |
| Less : Appropriations | | |
| Interim Dividend | 9630381.00 | 9630381.00 |
| Proposed Final Dividend | 9630381.00 | 0.00 |
| Corporate dividend tax | 3273366.00 | 1562289.00 |
| Transfer to General Reserve | 15500000.00 | 8219619.00 |
| Surplus - Closing balance | 2373097824.36 | 1846145256.56 |
| Total | 5038189706.14 | 4495885613.34 |

OMMETALS INFRAPROJECTS LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET
AS AT 31st March, 2014

| Particulars | <u>31-03-14</u> | <u>31-03-13</u> | <u>31-03-14</u> | <u>31-03-13</u> |
|---|--------------------|---------------------|----------------------|----------------------|
| | <u>Non Current</u> | <u>Non Current</u> | <u>Current Matu.</u> | <u>Current Matu.</u> |
| | (Rs.) | (Rs.) | (Rs.) | (Rs.) |
| <u>LONG TERM BORROWINGS</u> | | | | |
| a) <u>TERM LOAN :</u> | | | | |
| From Banks (SBBJ) | 0.00 | 39250191.00 | 33085641.78 | 91596991.00 |
| See note No.1 | | | | |
| From Others banks | 4008245.38 | 4541091.45 | 6999422.59 | 25239122.00 |
| See note No.2 | | | | |
| Sub-Total | 4008245.38 | 43791282.45 | 40085064.37 | 116836113.00 |
| <u>From Other Parties</u> | | | | |
| From Non Banking Finance Companies | 65860482.55 | 99359961.00 | 35996907.89 | 26858749.12 |
| | 69868727.93 | 143151243.45 | 76081972.26 | 143694862.12 |

Note :

Nature of securities

Terms of repayment

SBBJ Bank

- 1 Rupees term loan from bank is secured/to be secured by first charge by way of mortgage, by deposit of title deeds in respect of immovable properties of the Company of Multiplex Division, Kota (Raj.) and property located at Plot No. 3 and 4 kameshwar (Kota,Raj) and hypothecation of current Assets of this Project subject to prior charges created/to be created in favour of bank and further secured by way of personal guarantees of Shri T.C Kothari who expired on 27.02.2013 and C. P. Kothari, D.P. Kothari and Sunil Kothari(Resigned on 22.03.2014) directors of the company. (Due with in one year Rs.330.86 Lacs, 2012-2013, Rs. 915.97 Lacs).

1. Rs. 76.10 Lacs is repayable as under : 13 monthly installment of Rs. 5.85 Lacs
2. Rs. 1154.52 Lacs is repayable as under : 6 Quarterly Installments of rs. 198.25 Lacs commencing from June 2013.

- 2 Loan from HDFC Bank Rs. 52.37 Lacs and ICICI Bank Rs. 57.70 Lacs are secured by way of hypothecation of related vehicle /machinery financed by them. (Due with in one year Rs.69.99 Lacs, 2012-2013, Rs. 252.39 Lacs) .

- 3 Loan from BMW Finance LTD. Rs. 20.80 Lacs, Kotak Mahindra Rs.5.61Lacs , Tata Capital Finance Rs 967.19 and Toyota Financil Services LTD. Rs. 24.97 Lacs are secured by way of hypothecation of related vehicle /machinery financed by them. (Due with in one year Rs..359.97 Lacs, 2012-2013, Rs. 268.59 Lacs) .

- 4 Interest Rates are lending banks 's Base rates + 4 to 5 % at monthely 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 31.03.2013 | Arising during the year | Balance as at 31.03.2014 |
|------------------------------------|--------------------------|-------------------------|--------------------------|
| A. Deferred Tax Liabilities | | | |
| Depreciation and amortization | 39930063 | -2679026 | 37251037 |
| B. Deferred Tax Assets | | | |
| 1. Provision for leave with wages | 453734 | -297386 | 156348 |
| 2.Provision for gratuity | 2331325 | 84675 | 2416000 |
| Total : (B) | 2785059 | -212711 | 2572348 |
| Net Deferred tax liabilities (A-B) | 37145004 | -2466315 | 34678689 |

Note 2.5

Other Long term Liabilities

| Others | <u>31-03-14</u> | <u>31-03-13</u> | <u>31-03-14</u> | <u>31-03-13</u> |
|---|--------------------|---------------------|----------------------|----------------------|
| | <u>Non Current</u> | <u>Non Current</u> | <u>Current Matu.</u> | <u>Current Matu.</u> |
| Advance and Security deposit from Customers | 79788253.23 | 230983613.23 | 205589727.68 | 359655951.68 |
| Advance from JSC JV Kamng(JV)* | 0.00 | 156750743.74 | 0.00 | 0.00 |
| Others | 0.00 | 0.00 | 1374084.00 | 1374084.00 |
| | 79788253.23 | 387734356.97 | 206963811.68 | 361030035.68 |

*Note: Amount withdrawn out of accumulated profit Rs. NIL (P.Y. Rs. 18.24Cr)

OMMETALS INFRAPROJECTS LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET
AS AT 31st March, 2014

| | <u>AS AT 31-03-2014</u> | <u>AS AT 31-03-2013</u> |
|--|-------------------------|---------------------------------|
| | | <u>Note 2.6</u> |
| <u>Long Term Provision</u> | | |
| <u>Provision for Employees Benefits</u> | | |
| For Gratuity | 6173498.00 | 6572511.00 |
| For Leave Encashment | 1701900.00 | 958730.00 |
| | 7875398.00 | 7531241.00 |
| | | <u>Note 2.7</u> |
| <u>Short Term Borrowings</u> | | |
| <u>Secured</u> | | |
| Working Capital Loan(From Banks) | | |
| (a) Indian Rupee | 520779289.05 | 456241265.59 |
| (See note No.1) | | |
| | 520779289.05 | 456241265.59 |
| <u>Notes</u> | | Terms of repayment On Demand |
| 1 Working Capital Loans and non Fund base facilities viz. Bank Guarantees and Letter of Credit 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 bank and other NBFC) & personal guarantees of the Shri T.C Kothari who died on 27.02.2013 and Shri C.P.Kothari, Shri D.P.Kothari,and Sunil Kothari (Resigned on 22.03.2014) 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 and current assets of OMML JSC JV Kameng (Arunachal Pradesh). | | |
| 2 Cash credit facilities , Rupces loans carry interest rate in the range of Base Rate + 2.75%. | | |
| | | <u>Note 2.8</u> |
| <u>Trade Payables</u> | As at 31.03.2014 | As at 31.03.2013 |
| (a)Micro, small and Medium enterprises Development Act, 2006 (Ref note 2.34.) | 294799.00 | 1073065.00 |
| (b) Others | 564551614.82 | 494426429.59 |
| | 564846413.82 | 495499494.59 |
| | | <u>Note 2.9</u> |
| <u>Other Current Liabilities</u> | | |
| Current Maturity of Long Term Borrowings | 76081972.26 | 143694862.12 |
| Current Due of Other Long Term Liabilities | 206963811.68 | 361030035.68 |
| Unpaid/ Unclaimed Dividend (as referred in Sec 205 C of the Companies Act,1956) | 2388522.05 | 595421.95 |
| <u>Other Payables</u> | | |
| Advance from JSC JV Kameng(JV)* | 103484568.00 | 0.00 |
| Government dues (Taxes) | 10778691.32 | 18130987.15 |
| Advance from Customers | 36728579.00 | 33175822.00 |
| | 436426144.31 | 556627128.90 |
| | | <u>Note 2.10</u> |
| <u>Short Term Provision</u> | | |
| <u>Provision for Employees Benefits</u> | | |
| Leave Encashment (Current) | 131753.00 | 439741.00 |
| Gratuity | 762852.00 | 612957.00 |
| <u>Others Provisions</u> | | |
| Proposed Final Dividend on Equity Shares | 9630381.00 | 0.00 |
| Corporate Dividend Tax | 3273366.00 | 1562289.00 |
| Wealth Tax | 650000.00 | 500000.00 |
| | 14448352.00 | 3114987.00 |

OM METALS INFRAPROJECTS LIMITED
NOTE ANNEXED TO AND FORMING PART OF THE BALANCE SHEET As At 31st March, 2014
Fixed Assets

| PARTICULARS | AS AT 01-04-13 | ADDITIONS | SALES/ TRANSFER | TOTAL COST DEPRECIATION AS AT UP TO 31-03-13 | DEPRECIATION DURING THE YEAR | TRANSFER WRITTEN BACK | Note No.2.11 | |
|---|----------------------|--------------------|--------------------|--|------------------------------|-----------------------|----------------------|----------------------|
| | | | | | | | TOTAL DEPRECIATION | W.D.V. 31-03-14 |
| Tangible Assets | | | | | | | | |
| Free Hold Land | 127213160.00 | 0.00 | 0.00 | 127213160.00 | 0.00 | 0.00 | 127213160.00 | 127213160.00 |
| Lease hold land including Tanancy right | 726879939.00 | 419410.00 | 0.00 | 727299349.00 | 68313.00 | 0.00 | 726437949.26 | 726086852.26 |
| Agriculture Land | 2473002.02 | 0.00 | 0.00 | 2473002.02 | 0.00 | 0.00 | 2473002.02 | 2473002.02 |
| Building/ Temp. Labour Quarter Shed | 323669512.03 | 182333.00 | 10143130.00 | 313728715.03 | 9538111.96 | 3876426.00 | 202315394.09 | 217937877.05 |
| Plant & Machinery | 672034333.70 | 11442419.00 | 0.00 | 683476752.70 | 50709140.71 | 0.00 | 278409531.97 | 317676253.68 |
| Furniture & Fixture | 47768787.62 | 238337.00 | 0.00 | 48007124.62 | 3613111.01 | 0.00 | 11770718.02 | 15145492.03 |
| Office Equipments | 19718292.30 | 535936.99 | 0.00 | 20254229.29 | 1330104.42 | 0.00 | 8751369.32 | 9545536.75 |
| Computer | 11486886.83 | 517997.00 | 0.00 | 12004883.83 | 791894.15 | 0.00 | 1473122.44 | 1747019.59 |
| Vehicle | 97687613.83 | 10536869.27 | 6445712.00 | 101678771.10 | 11108170.01 | 3951624.00 | 36453093.89 | 39518482.63 |
| Temp. Building | 49097927.10 | 0.00 | 0.00 | 49097927.10 | 0.00 | 0.00 | 35.00 | 35.00 |
| TOTAL | 2077949452.88 | 23873302.26 | 16588842.00 | 2085233913.14 | 77158845.26 | 7828050.00 | 1395297379.26 | 1457343714.27 |
| Figures for the p. year | 2056623112.10 | 30856692.78 | 9530352.00 | 2077949452.88 | 524624244.81 | 4885113.00 | 620605738.61 | 1457343714.27 |

Note: (a) Execution of Conveyance Deed in favour of the company is pending in respect of Lease hold land acquired under a scheme of amalgamation in earlier year.
Gross Block of Rs. 6445.41 Lacs (Previous Year Rs.6445.41 Lacs).

(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 charges of depreciation of Rs. 1.48 Lacs (P.Y. Rs.1.71 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.

(c) Temporary Labour Quarter/Shed/Hut are Construct at customer projects site are not owned by the company and provision of Depreciation/amortised made as per rules of the companies Act.

OMMETALS INFRAPROJECTS LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET
AS AT 31st March, 2014

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, 2014 are as follows:

| Particulars | Cost | Accumulated Dep | Net Book Value |
|-----------------|--------------------|--------------------|--------------------|
| Lease hold Land | 19701526.00 | 0.00 | 19701526.00 |
| Buildings | 36589487.50 | 22413969.76 | 14175517.74 |
| Total | 56291013.50 | 22413969.76 | 33877043.74 |

The rental income from Om MetalsAuto Pvt. Ltd. for the Year ended March 31,2014 and March 31,2013 amounted to Rs. 72.00 Lacs and Rs.72.00 Lacs respectively.

Note -2.12

Non Current Investments

| | No. of Shares | Face Value | As At 31-03-14 | As At 31-03-13 |
|---|---------------|------------|-------------------|-------------------|
| <u>LONG TERM INVESTMENTS (at cost):</u> | | | | |
| <u>TRADE INVESTMENTS INCL. JV</u> | | | | |
| Ordinary Share (Fully paid up) | | | | |
| <u>Joint Ventures (Unquoted)</u> | | | | |
| | 181596 | | | |
| Pondicherry Port Ltd. JV | (181596) | 10.00 | 47229960.00 | 47229960.00 |
| Bhilwara Jaipur Toll Road P. Ltd. | 2353169 | 10.00 | 354614210.00 | 352458260.00 |
| | (2338796) | | | |
| Gurha Thermal Power Company Ltd. | 25000 | 10.00 | 250000.00 | 0.00 |
| Om Metals SPML Infraprojects P. Ltd | 4999 | 10.00 | 49990.00 | 49990.00 |
| | | | 402144160.00 | 399738210.00 |
| <u>In Associates</u> | | | | |
| Sanmati Infra Developers Pvt. Ltd. (Share Warrants) | 450000 | 10.00 | 4500000.00 | 4500000.00 |
| Om Metals Auto pvt. Ltd. | 147000 | 10.00 | 13475445.00 | 13475445.00 |
| Om Gaima Projects P Ltd. | 10189 | 10.00 | 1198783.00 | 1198783.00 |
| | | | 19174228.00 | 19174228.00 |
| <u>Others</u> | | | | |
| Sanmati Resorts Ltd. | 500000 | 10.00 | 5000000.00 | 5000000.00 |
| Sun Boam Energy Pvt. Ltd. | 10000 | 10.00 | 100000.00 | 100000.00 |
| | | | 5100000.00 | 5100000.00 |
| <u>OTHER INVESTMENTS (QUOTED)</u> | | | | |
| 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 | 30000.00 |
| | | | 30000.00 | 30000.00 |
| Investment in Subsidiaries | | | | |
| Om Metals Real Estate Pvt. Ltd. | 10000 | 10.00 | 100000.00 | 100000.00 |
| Om Metals Consortium Pvt. Ltd. | 2210000 | 10.00 | 440100000.00 | 440100000.00 |
| | | | 440200000.00 | 440200000.00 |

OMMETALS INFRAPROJECTS LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET
AS AT 31st March, 2014

| | <u>As At</u> <u>31-03-14</u> | <u>As At</u> <u>31-03-13</u> |
|--|---------------------------------|---------------------------------|
| Investment in J V /Partnership (Refer note 2.39) | | |
| Om Metals Consortium PF(Capital contri.)(Net) | 372487007.38 | 366403779.94 |
| OMML-JSC Ukairain(Capital contri.) | 50000000.00 | 50000000.00 |
| Om Ray Construction - JV | 6737230.00 | 6737230.00 |
| | <u>429224237.38</u> | <u>423141009.94</u> |
| Grand Total | <u>1297938665.38</u> | <u>1289449487.94</u> |

NOTE :

| | | | |
|-----------------------------------|----------------------|---------|---------|
| 1. Aggregate value of investments | Quoted | 20.66 | 20.66 |
| | Unquoted | 8666.18 | 8642.12 |
| | Market price -quoted | 22.14 | 20.05 |

2. Out of Share Investment in Bhilwara Jaipur Toll Road Pvt. Ltd.617570 (P. Year 128583) no. of shares have been pledged with PNB Bank and 582546(P. Year 121305) No. of Shares have been pledged with ICICI Bank Ltd. Against The Term Loan taken by Bhilwara Jaipur Toll Road Pvt. Ltd. from them .

Long term Loans and Advances

Note -2.13

| | <u>As At</u> <u>31.03.2014</u> | <u>As At</u> <u>31.03.2013</u> |
|--|-----------------------------------|-----------------------------------|
| Particulars | | |
| Unsecured, Considered good unless otherwise stated | | |
| Capital Advance | 422500.00 | 422500.00 |
| Security Deposits | 69290691.86 | 66894702.06 |
| Loans and Advances to Related Parties | | |
| (i) To Subsidiaries (See note 2.41) | 1430053937.89 | 1515899678.89 |
| (ii) To Joint Ventures/Associates (See note 2.41) | 48695965.00 | 45821915.00 |
| Balance With Statutory/Govt. Authority | 3329704.00 | 837667.00 |
| Other Loans and Advances | | |
| (i) Other body corporate | 0.00 | 900000.00 |
| (ii) Income taxes paid (Net of Provision) | 188771823.03 | 165074864.16 |
| (iii) Others Loans and Advances | 7459693.36 | 5955756.50 |
| | <u>1748024315.14</u> | <u>1801807083.61</u> |

| | | |
|--|--------|--------|
| Note Security Deposit with related parties | 195.00 | 195.00 |
|--|--------|--------|

Note -2.14

Other Non Current Assets

Unsecured, Considered good unless otherwise stated

Non Current Bank Balances

| | | |
|--------------------------|--------------------|--------------------|
| Fixed Deposit with Banks | 26028575.83 | 10254934.78 |
| | <u>26028575.83</u> | <u>10254934.78</u> |

Note -2.15

INVENTORIES

| | | |
|------------------|---------------------|---------------------|
| Raw Material | 21827368.41 | 13754576.28 |
| Work in Progress | 402939044.25 | 421316700.38 |
| Finished Goods | 4707882.00 | 4176120.00 |
| Store & spares | 2644658.52 | 1599960.10 |
| | <u>432118953.18</u> | <u>440847356.76</u> |

| | | |
|---|------|------|
| Note Raw Material includes goods in Transit | 7.41 | 6.81 |
|---|------|------|

OMMETALS INFRAPROJECTS LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET

AS AT 31st March, 2014

| | | |
|---|---------------------|--------------------------|
| <u>Trade Receivable</u> | | <u>Note -2.16</u> |
| (Unsecured considered good except to the extent stated) | | |
| Outstanding for a period exceeding 6 months from the date they are due for payment | | |
| Considered Good | 38043945.08 | 23955231.75 |
| Other debtors | | |
| Considered Good | 729120563.53 | 994627518.03 |
| | 767164508.61 | 1018582749.78 |
| 1 Includes dues from companies where Directors are interested | 0.00 | 2046.54 |
| | | |
| <u>CASH AND BANK BALANCE</u> | | <u>Note -2.17</u> |
| <u>CASH AND CASH EQUIVALENTS</u> | As At | As At |
| <u>Balances with Banks</u> | 31.03.2014 | 31.03.2013 |
| On Current Account | 91666901.35 | 15306963.41 |
| On Saving Bank accounts | 10330.84 | 10330.84 |
| On Term Deposit accounts with maturity less than 3 months at inception | 189887262.61 | 115057.72 |
| On Unpaid Dividend accounts | 2388522.05 | 686023.25 |
| Cash on Hand | 2176041.19 | 1438452.14 |
| | 286129058.04 | 17556827.36 |
| Other Bank Balances | | |
| In term deposit account | | |
| With maturity more than 3 months but less than 12 months at inception | 341398446.10 | 24201405.74 |
| With maturity more than 12 months at inception | 29522933.83 | 45282781.78 |
| | 370921379.93 | 69484187.52 |
| Total | 657050437.97 | 87041014.88 |
| Amount disclosed under non current assets | 26028575.83 | 10254934.78 |
| | 631021862.14 | 76786080.10 |
| A Note | | |
| 1 Earmarked balance (In term deposit account) | 646.00 | 670.99 |
| 2 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. | | |
| | | <u>Note -2.18</u> |
| <u>Short Term Loans and Advances</u> | | |
| (Unsecured, Considered good unless otherwise stated) | | |
| Others | | |
| Advances recoverable in cash or in kind or for value to be received | 91198506.81 | 131148325.30 |
| Prepaid Expenses | 16713756.33 | 9301073.13 |
| Loans and Advances to Related Parties | | |
| (i) To Subsidiary(sec note 2.41) | 400000000.00 | 400000000.00 |
| Balance with customs and central excise authorities etc. | 35580804.53 | 28945093.46 |
| Advance to Staff | 819681.00 | 886863.00 |
| | 544312748.67 | 570281354.89 |
| | | <u>Note -2.19</u> |
| <u>Other Current assets</u> | | |
| Interest Accrued on Fixed Deposits | 8107271.27 | 1215589.71 |
| Others | 51100.00 | 50918.00 |
| | 8158371.27 | 1266507.71 |

OM METALS INFRAPROJECTS LIMITED

**NOTES ANNEXED TO AND FORMING PART OF THE STATEMENT OF PROFIT
AND LOSS FOR THE YEAR ENDED ON 31st March,2014**

Note- 2.20

| Particulars | 2013-14 (Rs.) | 2012-13 (Rs.) |
|---|--------------------------|--------------------------|
| <u>Revenue From Operations</u> | | |
| <u>Sale of Products</u> | | |
| Sales of Gate, components & allied receipts(Engg) including EPC contract receipts | | |
| Overseas | 138537322.34 | 0.00 |
| Domestic | 2715603107.88 | 3529423668.40 |
| Real Estate Business | 136603243.78 | 111092689.64 |
| <u>Sale of Services</u> | | |
| Guest Accomodation,Banquet,Health Club,Laundry receipt of Hotel | 32691218.14 | 32643606.42 |
| Sale of Food,Liquar and Beverages | 29643426.95 | 27049904.68 |
| <u>Other Operating Revenue</u> | | |
| Transportation and Drawing Design receipts | 15771064.00 | 14670870.00 |
| Job Work Receipts | 6536156.00 | 0.00 |
| Trial & Testing Receipts | 52357918.00 | 0.00 |
| Receipts from wind power electric generation | 1660612.80 | 2056398.70 |
| Receipt from share of operating profit from Cinema | 14305788.00 | 13818269.00 |
| | 3143709857.89 | 3730755406.84 |
| Note- Overseas including Nepal | | |
| <u>Particulars of Sales of Products</u> | | |
| Gate and Gate Components | 706432416.34 | 723333581.40 |
| Contract Receipts | 2147708013.88 | 2806090087.00 |
| Real Estate Business | 136603243.78 | 111092689.64 |
| Total | 2990743674.00 | 3640516358.04 |

OM METALS INFRAPROJECTS LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE STATEMENT OF PROFIT
AND LOSS FOR THE YEAR ENDED ON 31st March, 2014

Note- 2.21

| Particulars | 2013-14 (Rs.) | 2012-13 (Rs.) |
|--|----------------------------|---------------------------|
| <u>OTHER INCOME</u> | | |
| Interest from deposit and others(Gross) | 44221506.68 | 10625590.65 |
| Dividend Income from long term investment | 1868.60 | 138691.84 |
| Rent and hire receipts | 8333132.00 | 9019200.00 |
| Miscellaneous Income | 2205196.79 | 5230389.88 |
| Claims | 5794043.00 | 0.00 |
| Share in Profit of OMIL-JSC-JV-Kameng | 191991664.00 | *0.00 |
| Share in Profit of Om Metals Consortium (P.F.) | 1647727.44 | 0.00 |
| Total | <u>254195138.51</u> | <u>25013872.37</u> |

*Note: The previous year figure has been taken to reserve and surplus head

OM METALS INFRAPROJECTS LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE STATEMENT OF PROFIT
AND LOSS FOR THE YEAR ENDED ON 31st March,2014

| Particulars | 2013-14 | Note - 2.22 |
|---|---------------------------|----------------------------|
| | | 2012-13 |
| | (Rs.) | (Rs.) |
| <u>Cost of Material Consumed</u> | | |
| Imported | 11679712.00 | 134394242.30 |
| Indigenous | 1053890363.63 | 1045597129.38 |
| | <u>1065570075.63</u> | <u>1179991371.68</u> |
| <u>Particulars of the Material Consumed</u> | | |
| Particulars | | |
| 1 Structural Steel and Bought out items | 177382693.10 | 504315498.33 |
| 2 Bitumen | 434522929.00 | 432651095.00 |
| 3 Cement | 131782421.39 | 127838621.39 |
| 4 Civil Materials Other | 279600882.15 | 69607452.61 |
| 5 Others | 42281149.99 | 45578704.35 |
| | <u>1065570075.63</u> | <u>1179991371.68</u> |
| <u>Changes in inventories of finished goods, work-in-progress and Stock-in-Trade</u> | | |
| <u>OPENING INVENTORIES</u> | | |
| Finished Goods | 4176120.00 | 6708143.50 |
| Work in Progress | 421316700.38 | 528258118.27 |
| | <u>425492820.38</u> | <u>534966261.77</u> |
| <u>CLOSING INVENTORIES</u> | | |
| Finished Goods | 4707882.00 | 4176120.00 |
| Work in Progress | 402939044.25 | 421316700.38 |
| | <u>407646926.25</u> | <u>425492820.38</u> |
| INCREASE (DECREASE) IN INVENTORIES | <u>17845894.13</u> | <u>109473441.39</u> |
| Note - 2.24 | | |
| <u>EMPLOYEE BENEFITS EXPENSE</u> | | |
| Salaries, Wages, Bonus and Allowances etc. | 196497141.25 | 163384646.00 |
| Contribution of PF, ESI and other welfare fund sche | 2545077.44 | 2304258.00 |
| Gratuity expenses | 253188.00 | 1508493.00 |
| Employee Welfare Exp. Including compensation | 17812978.35 | 15858239.66 |
| | <u>217108385.04</u> | <u>183055636.66</u> |

OM METALS INFRAPROJECTS LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE STATEMENT OF PROFIT
AND LOSS FOR THE YEAR ENDED ON 31st March, 2014

Note - 2.25

| Particulars | 2013-14 (Rs.) | 2012-13 (Rs.) |
|---|------------------|------------------|
| <u>Finance Cost</u> | | |
| Bank charges and Guarantee commission | 27010941.93 | 34884341.09 |
| Net (Gains)/Loss in foreign Currency transaction and translation | 0.00 | 1777255.71 |
| <u>Interest Expenses</u> | | |
| a) On Term Loan | 26821008.46 | 25515343.97 |
| b) On working capital/others | 37280976.07 | 120580637.30 |
| | 91112926.46 | 182757578.07 |

Note - 2.26

Depreciation and amortization expense

| | | |
|---|-------------|--------------|
| Depreciation on Tangible Assets | 77158845.26 | 100966606.80 |
| Less : Transferred from revaluation reserve | 148475.00 | 170715.00 |
| | 77010370.26 | 100795891.80 |

OM METALS INFRAPROJECTS LIMITED

**NOTES ANNEXED TO AND FORMING PART OF THE STATEMENT OF PROFIT
AND LOSS FOR THE YEAR ENDED ON 31st March,2014**

Note - 2.27

| Particulars | 2013-14 | 2012-13 |
|---|----------------------|----------------------|
| <u>Other Expenses</u> | | |
| <u>Manufacturing and Operating Expenses</u> | | |
| Power and Fuel Expenses | 84313064.34 | 94712276.15 |
| Stores, Spares and Tools Consumed. | 27664301.58 | 68700809.80 |
| Job work and other charges | 945805912.50 | 1072546574.67 |
| Rent/Hire charges for equipment | 36396935.00 | 22736628.00 |
| <u>Repairs and Maintenance</u> | | |
| a) To Machinery | 30005400.00 | 29670508.14 |
| b) To Building | 15210325.00 | 32088132.00 |
| Insurance Expenses | 19121169.54 | 9280328.00 |
| | 1158517107.96 | 1329735256.76 |
| <u>Establishment and Selling Exp.</u> | | |
| Frieght and Transportation Expenses | 22557168.70 | 19921278.00 |
| Rent | 13620058.75 | 12987925.00 |
| Rates and taxes | 72472529.59 | 29582805.91 |
| Telephone, telex and postage | 8192012.31 | 7849456.71 |
| Travelling and conveyance expenses | 43251567.85 | 37980807.83 |
| Legal, consultancy, retainership, professional arbitration expenses | 34918224.79 | 37223122.18 |
| General repairs | 2810434.50 | 3464983.00 |
| Vehicle running and maintenance | 28347568.85 | 19315384.51 |
| Miscellenous expenses | 30783456.53 | 34736826.88 |
| Payment To Auditors(Including Branch Auditors) | 746166.00 | 709384.00 |
| Charity and donation | 303100.00 | 0.00 |
| Advertisement and Business Promotion | 8162305.63 | 6310157.43 |
| Claim Expenses | 0.00 | 27264119.00 |
| Bad Debts/ Sundry Bal. W/off | 21436271.62 | 0.00 |
| Loss on Sales of Fixed Assets | 5295560.00 | 1950239.00 |
| | 292896425.12 | 239296489.45 |
| Grand Total | 1451413533.08 | 1569031746.21 |

2.28 CONTINGENT LIABILITIES AND COMMITMENTS

CONTINGENT LIABILITIES (NOT PROVIDED FOR) IN RESPECT OF FOLLOWING :

(RS. IN LACS)

| S. No. | Particulars | As at 31.03.2014 | As at 31.03.2013 |
|--------|--|-------------------------|-------------------------|
| i) | Outstanding bank guarantee * | 19677.98 | 16736.42 |
| ii) | Letter of credits accepted | 846.66 | 785.06 |
| iii) | Other Claims against the Company not acknowledged a debt relating to supplies and service matters including counter claims of project authorities. | 1381.48 | 1377.38 |
| iv) | Labour cases | Amount Un-ascertainable | Amount Un-ascertainable |
| v) | show cause/demand/notices by excise deptt., service tax, income tax authorities being disputed by the company. (See note no 2.37 below.)(Net) | 2290.43 | 2074.88 |
| vi) | Outstanding amount against corporate guarantee given to bank on account of loans given by such bank. (**) | 20600 | 20600 |

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

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

(Rs. in Lacs,)

| Name of Joint Venture (JV) /partnership firm (PF) | O/s. Bank guarantee as at 31.03.2014 | O/s. Bank guarantee as at 31.03.2013 |
|---|--------------------------------------|--------------------------------------|
| OML+JSC, UKRAIN , KAMENG (JV) | 2340.02 | 1970.00 |
| Om Metals Consortium (PF) | 1000.00 | 1000.00 |
| Bhilwara Jaipur Toll Road Pvt. Ltd(JV) | 539.00 | 539.00 |
| Om Metal SPML Infraprojects Ltd | 5172.71 | 4076.78.00 |
| Gurha Thermal Power Co. Ltd.(JV) | 264.00 | 264.00 |
| Om Metals Consortium Pvt.Ltd | 20.00 | 0.00 |

**** Outstanding corporate guarantees given to bank on account of loans given by such bank.
(Rs. In Lacs)**

| Name of Company | Corporate Guarantee | Corporate Guarantee |
|------------------------------------|---------------------|---------------------|
| | 2014 | 2013 |
| Bhilwara Jaipur Toll Road Pvt. Ltd | 20600 | 20600 |

2.29 OTHER COMMITMENTS

- (a) The company has issued an under taking to associate bankers for non – disposal of its investment of Rs. 1808.53 Lacs (Previous year Rs. 1797.53 Lacs) in an associate (Bhilwara Jaipur Toll Road Pvt. Ltd) till date entity repay its debts.
- (b) The company from time to time provides need based support to subsidiaries and joint venture entity towards capital and other requirements .

2.30 Estimated amount of contracts remaining to be executed on capital account and not provided for Rs. 4.32 lacs (Rs. 4.32 lacs in the previous year)

2.31 Claims raised by the Company/Claims settled with various project Authorities / other parties amounting to Rs. 14134.84 lacs (Rs. 11269.34lacs in previous year) , against these claims, the company has received arbitration awards of Rs. 1534.50 lacs (Previous year Rs. 1676.34 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 .

2.32 PAYMENTS TO AUDITORS INCLUDING BRANCHES AUDITORS:

(Rs. In Lacs).

| Particulars | 2014 | 2013 |
|--|-------|-------|
| Audit fee's | 7.46 | 7.09 |
| Fees for consolidated Financial statement, Interim Review and Corporate Governance | 1.12 | 1.12 |
| Certificate and Other services | 3.72 | 2.49 |
| Out of pocket expenses | 0.07 | 0.52 |
| Total: - | 12.37 | 11.22 |

Note

1. Audit fees includes service tax.

2. Rs. 1.65 Lacs (Previous year Rs. 1.11 Lacs) Paid for other services to auditors in which he is prop. of Chartered Accountant firm.

2.33 EARNING PER SHARES (E.P.S.)

| S. No. | Particulars | 2014 | 2013 |
|--------|---|-----------|-----------|
| 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.) | 382605685 | 320380697 |
| iii) | Basic and diluted earning per shares (Rs.) | 3.97 | 3.33 |
| iv) | Nominal value of equity shares (Rs.) | 1.00 | 1.00 |

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 | 2014 | 2013 |
|--|------|-------|
| The principal amount due and remaining unpaid to any supplier as at the end of each accounting year | 2.95 | 10.73 |
| The interest due an unpaid principal amount remaining as at the end of the each accounting year | | - |
| The amount of interest paid by the buyer in terms of section 16 of the Micro Small and medium enterprises Development Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during each accounting year . | - | - |
| The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) But without adding the interest specified under Micro Small and medium enterprises Development Act, 2006 | *- | - |
| The amount of interest accrued and remaining unpaid at the end of each accounting year, and | - | - |
| The amount of further interest remaining due and payable even in the succeeding years , until such date when the interest dues as above are actually paid to the Small Enterprises for the purpose of disallowance as a | - | - |

| | | |
|--|--|--|
| deductible expenditure U/s. 23 of the Micro Small and medium enterprises Development Act, 2006 | | |
|--|--|--|

2.35 SEGMENT REPORTING:

(a) Primary Segment : Business Segment

Based on the guiding principles given in Accounting Standard AS –17 "Segment Reporting" notified under Companies (Accounting standard) Rules 2006, the Company's operating business are organized and managed separately according to the nature of products manufactured and services provided . The 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.

Secondary Segment: Geographical segment:

The analysis of Geographical segment is based on the geographical location i.e. domestic and overseas markets of the customers.

Secondary Segment Reporting (By Geographical segment)

The following is the distribution of the company's revenue from operation (net) by Geographical markets, regardless of where the goods were produced:

| | (Rs. In Lacs) | |
|---|-----------------|-----------------|
| Particulars | 2013-14 | 2012-13 |
| Revenue from domestic Market | 30051.73 | 37307.55 |
| Revenue from Overseas Market(Incl. Nepal) | 1385.37 | 0.00 |
| Total | 31437.10 | 37307.55 |

Geographical segment wise receivables:

| Particulars | 2013-14 | 2012-13 |
|---|----------------|-----------------|
| Revenue from domestic Market | 7671.65 | 10185.83 |
| Revenue from Overseas Market(Incl. Nepal) | 0.00 | 0.00 |
| Total | 7671.65 | 10185.83 |

The company has common fixed Assets in India or producing goods / providing services for domestic market and overseas markets. Hence, separate figures for fixed assets/ addition to fixed assets have not been furnished.

a) 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 can be directly attributed to individual segments, the carrying amount of certain assets /liabilities pertaining to two more segments are allocated to the segments on a reasonable basis.

iii) Inter segment sales :

Inter segment sales between operating segments are accounted for at market price . These transactions are eliminated in consolidation .

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

d) Information about business segments for the year 31.03.2014 :

(Rs. In Lacs.)

| Particulars | Engg. Div. | | Multi plex | | Hotel & Res. Div. | | Real Estate | | Total | |
|---|-----------------|-----------------|----------------|----------------|-------------------|----------------|----------------|----------------|-----------------|-----------------|
| | Current Year | Previous Year | Current Year | Previous Year | Current Year | Previous Year | Current Year | Previous Year | Current Year | Previous Year |
| (1) Segment Revenue : | | | | | | | | | | |
| External sales/income (Net) | 29247.08 | 35375.13 | 143.06 | 138.18 | 639.95 | 617.5 | 1368.03 | 1110.93 | 31396.12 | 37241.74 |
| Other receipt | 2079.98 | 129.50 | 3.00 | 1.42 | 10.67 | 10.38 | 6.09 | 2.58 | 2099.74 | 143.88 |
| Interest Receipts | 437.22 | 84.94 | 0.00 | 0.00 | 2.80 | 1.45 | 2.19 | 19.87 | 442.21 | 106.26 |
| Inter segment sales /Other Recy | 0.00 | 0.00 | 0.00 | 0.00 | 81.58 | 114.09 | 0.00 | 0.00 | 81.58 | 114.09 |
| Total Revenue | 31764.28 | 35589.57 | 146.06 | 139.60 | 735.00 | 743.42 | 1374.31 | 1133.38 | 34019.65 | 37605.97 |
| (2) Segment Results : | | | | | | | | | | |
| Segments External results before Inl. and Tax | 5305.23 | 5714.13 | 128.49 | 113.25 | 96.06 | 129.18 | 200.39 | 225.92 | 5730.17 | 6182.48 |
| Add: Exceptional Items | 0.44 | 101.28 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.44 | 101.28 |
| Operating profit before Int. | 5305.67 | 5815.41 | 128.49 | 113.25 | 96.06 | 129.18 | 200.39 | 225.92 | 5730.61 | 6293.76 |
| Financial exp. | 810.64 | 1655.84 | 0.01 | 0.04 | 3.16 | 3.71 | 97.32 | 167.99 | 911.13 | 1827.59 |
| Income tax current | 930.00 | 1200.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 930.00 | 1200.00 |
| Wealth Tax | 6.50 | 5.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 6.50 | 5.00 |
| Deferred tax assets/LIa. | -24.66 | -67.33 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | -24.66 | -67.33 |
| Income Tax /Wealth Exp. Earlier Year | 0 | 0.62 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.62 |
| Inter segment Exp. | 81.58 | 114.09 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 81.58 | 114.09 |
| Net Profit | 3501.61 | 2907.19 | 128.48 | 113.21 | 92.90 | 125.47 | 103.07 | 67.93 | 3826.06 | 3203.80 |
| 3 (i) Other Information : | | | | | | | | | | |
| Segment Assels | 59437.04 | 57421.82 | 344.03 | 344.12 | 3093.29 | 3164.74 | 5757.69 | 5861.66 | 68632.05 | 66792.34 |
| Inter Branch/Segment Unallocated assels | 1858.83 | 1399.98 | 954.81 | 825.29 | -1050.78 | -1217.79 | -1762.86 | -1007.48 | 0.00 | 0.00 |
| Total Assets | 61295.87 | 58821.80 | 1298.84 | 1169.41 | 2042.51 | 1946.95 | 3994.83 | 4854.18 | 68632.05 | 66792.34 |
| Segmets Liabilities : | | | | | | | | | | |
| Share Capital | 963.04 | 963.04 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 963.04 | 963.04 |
| Reserve & Surplus | 44176.36 | 39061.00 | 1196.93 | 1068.44 | 1951.89 | 1858.99 | 3073.49 | 2970.42 | 50398.67 | 44958.85 |
| Long Term Borrowings | 698.69 | 1083.18 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 348.33 | 698.69 | 1431.51 |
| Short Term borrowings | 5207.79 | 4562.41 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 5207.79 | 4562.41 |
| Segment liabilities | 9903.20 | 12780.72 | 101.91 | 100.97 | 90.62 | 87.96 | 921.34 | 1535.43 | 11017.07 | 14505.08 |
| Deferred tax liabilities | 346.79 | 371.45 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 346.79 | 371.45 |
| Total Liabilities | 61295.87 | 58821.80 | 1298.84 | 1169.41 | 2042.51 | 1946.95 | 3994.83 | 4854.18 | 68632.05 | 66792.34 |
| (ii) Capital Expenditure | 227.67 | 280.67 | 6.89 | 0.00 | 4.17 | 27.59 | 0.00 | 0.31 | 238.73 | 308.57 |
| Depreciation | 673.59 | 906.6 | 13.32 | 15.20 | 74.61 | 75.27 | 10.07 | 12.60 | 771.59 | 1009.67 |

2.36 Related Party disclosure under Accounting Standard AS-18 " Related party disclosures" notified under Companies (Accounting standard) Rules 2006.

During the year, the company entered into transactions with the related parties. Those transactions along with related balance as at 31st March 2014 and for the year ended are presented below.

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

List of related parties and relationship:

| Name of the related party | Relationship |
|---|---|
| Subsidiaries and step down Subsidiaries | |
| Om Metals Real Estate (P) Limited | Subsidiary company |
| Om Metals Consortium (P) Limited | Subsidiary company |
| Om Auto Motors P Ltd | Step Down Subsidiary (Subsidiary co. of Om Metals Real Estate Pvt. Ltd.) |
| Om Metals Ratanakar (P) Limited | Step Down Subsidiary (Subsidiary co. of Om Metals Real Estate Pvt. Ltd.) |
| Om Hydromech Pvt Limited | Step Down Subsidiary (Subsidiary co. of Om Metals Real Estate Pvt. Ltd.) |
| Om Kothari Hotels Pvt. Ltd. | Step Down Subsidiary (Subsidiary co. of Om Metals Real Estate Pvt. Ltd.) |
| Mayura Capital and Advisors Pvt. Ltd | Step Down Subsidiary (Subsidiary co. of Om Metals Real Estate Pvt. Ltd.) w.e.f. 30.04.2013 |
| Joint venture | |
| OMIL-JSC JV, Kameng | |
| Bhilwara Jaipur Toll Road Pvt Limited | |
| Om Metal SPML Infra Project Pvt Limited | |
| Gurha Thermal Power Co. Ltd. (JV) | |
| Enterprises over which significant influence exercised by directors. | |
| 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 | Ceased w.e.f.26.06.2012 Associate Promoter holding more than 20% or under the same management |
| Om Metals Infotech (P) Ltd. | Associate Promoter holding more than 20% or under the same management |
| Alchemy Ventures (P) Ltd. | -do- |
| Nextmile Tradecom P. Ltd | -do- |
| Om Metals Auto P.Ltd. | -do- |
| Om Gaima Projects P. Ltd. | -do- |
| Key Management personnel | Key Managerial Personnel |
| Shri T.C. Kothari | Chairman (Expired on 27.02.2013) |
| Shri C.P. Kothari | Managing Director |
| Shri D.P. Kothari | Director |
| Shri Sunil Kothari | Director (Resigned on 22.03.2014) |
| Shri Vikas Kothari | Executive Director |
| Shri Bharat Kothari | Executive Director |
| Shri Vivek Kothari | Executive Director |
| Shri Vishal Kothari | Executive Director |
| Relatives of Key management persons | Relative of directors |
| Smt. C. Manjula Kothari | |
| Smt. D. Manjula 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 | 2013-14 | 2012-13 |
|--|--|----------|----------|
| A. with Subsidiaries Company | | | |
| 1. Om Metals Real Estate P. Ltd. | Opening balance as at 01.04.13 | | |
| | Loans and advances | 9582.34 | 8930.91 |
| | Investment in Equity Share | 1.00 | 1.00 |
| | Transactions | | |
| | Net movements in loans & Adv. Dr | 96.37 | 1132.36 |
| | Net movements in loans & Adv. Cr. | 1900.64 | 480.93 |
| | Closing balance as on 31.03.14 | | |
| | Investment in Equity Share | 1.00 | 1.00 |
| Loans and advances Dr | 7778.07 | 9582.34 | |
| 2. Om Metals Consortium Pvt. Ltd | Opening balance as at 01.04.13 | | |
| | Investment in Equity Share | 4401.00 | 4401.00 |
| | Loans and advances | 9576.67 | 10195.25 |
| | Transactions | | |
| | Contract Receipts | 812.86 | 1211.79 |
| | Net movements in loans & Adv. Dr | 991.21 | 1845.87 |
| | Net movements in loans & Adv. Cr. | 45.42 | 2464.45 |
| | Closing balance as on 31.03.14 | | |
| Loan & Advances Dr | 10522.46 | 9576.67 | |
| Investment in Equity Share | 4401.00 | 4401.00 | |
| 3. Om Auto motors P. Ltd (StepSubsidiary) | Opening balance as at 01.04.13 | | |
| | Transactions | | |
| | Net movements in loans & Adv. Dr | 28.42 | 49.29 |
| | Net movements in loans & Adv. Cr. | 28.42 | 49.29 |
| | Office Rent | 7.80 | 7.80 |
| Closing balance as on 31.03.14 | 0.00 | 0.00 | |
| 4. Om Metals Ratnakar P. Ltd (StepSubsidiary) | Opening balance as at 01.04.13 | | |
| | Investment in Equity Share | 0.00 | 0.00 |
| | Transactions | | |
| | Building Rent | 1.20 | 1.20 |
| Closing balance as on 31.03.14 | 0.00 | 0.00 | |
| 5. Mayura Capital Advisors (StepSubsidiary) | Opening balance as at 01.04.13 | | |
| | Transactions | | |
| | Net movements in Dr | 0.00 | 8.00 |
| | Net movements in Cr | 0.00 | 8.00 |
| Closing balance as on 31.03.14 | | | |
| (Jonit Venture) 6. OMIL JSC - JV Kameng | Opening balance as at 01.04.13 Cr | 1567.51 | 1700.05 |
| | Investment in Joint Venture | 500.00 | 0.00 |
| | Transactions | | |
| | Investment in JV | 0.00 | 500.00 |
| | Net movements in loans & Adv. Dr | 6297.09 | 2190.24 |
| | Net movements in loans & Adv. Cr | 9720.60 | 4776.57 |
| | Consumable Stores Sales | 259.28 | 681.23 |
| | Share of profit 60% | 1919.92 | 853.55 |
| | Closing balanceCr as on 31.03.14 | -1034.85 | -1567.51 |
| | Closing Balance Capital A/c | 500.00 | 500.00 |

| | | | |
|---|---|---|---|
| 7. Bhiwara Jaipur Toll Road P. Ltd | Opening balance as at 01.04.13 Share Application Share Capital Debtors Mob. Adv. Cr Transactions New Share Issued Contract Receipts Mob. Adv. Payment Payment Receipts Closing balance(Cr) as on 31.03.14 Sundry Debtors Share Capital Mob. Advance(Cr) | 0.00 3524.58 1334.13 4518.63 21.56 8236.63 3585.65 8457.82 1112.94 3546.14 932.97 | 673.70 875.30 414.37 3806.51 2649.29 12685.54 712.12 11765.78 1334.13 3524.58 4518.63 |
| 8. Om metal SPML Infra Project Pvt. Ltd | Opening balance as at 01.04.13 Share Capital Sundry Debtors Mob. Adv. Transactions Interest Paid Contract Receipts Mob. Adv. Receipts & Payment Payment Receipts Closing balance(Cr) as on 31.03.14 Sundry Debtors/Creditors Share Capital | 0.50 496.05 0.00 0.00 9893.89 0.00 10329.85 -60.09 0.50 | 0.50 420.42 2450.01 187.44 13417.70 2450.01 13154.63 496.05 0.50 |
| 9. Gurha Thermal Power Co. Ltd. | Opening balance as at 01.04.13 Transactions Net movements in loans & Adv. Dr Investment in share capital Closing balance as on 31.03.14 Investment in share capital | 458.29 0.00 28.67 2.50 486.96 2.50 | 0.00 0.00 458.29 0.00 458.29 0.00 |
| Enterprises over Which significant influence exercised by directors 10. Skywave Impex Ltd. | Opening balance as at 01.04.13 Advance against Job Work Transaction Job work Machinery Rent Closing balance as on 31.03.14 Advance Ag. Job work | 2.80 0.00 0.00 0.00 | 14.47 8.90 9.00 2.80 |
| 11. Jupiter Metal Pvt.Ltd. | Opening balance as at 01.04.13 Loans and advances Dr Security deposit outstanding Transactions Security Deposite Receipts Net movements in loans Dr Net movements in loans Cr Closing balance as on 31.03.14 Advance Dr. Security deposit outstanding | 0.00 40.00 0.00 0.00 0.00 0.00 0.00 40.00 | 0.00 0.00 60.00 7.17 1.05 0.00 0.00 40.00 |

| | | | |
|-------------------------------------|---------------------------------------|-------|-------|
| 12.Om Kothari Pariwarik Trust | Opening balance as at 01.04.13 | 0.00 | 0.00 |
| | Transactions | | |
| | Hire/Rent charges | 2.14 | 2.14 |
| | Closing balance as on 31.03.14 | | |
| 13.Om Kothari Foundation | Opening balance as at 01.04.13 | 0.00 | 0.00 |
| | Transactions | | |
| | Net movements in loans & Adv. Dr | 0.00 | 2.02 |
| | Net movements in loans & Adv. Cr. | 0.00 | 2.02 |
| | Donation | 1.32 | 1.32 |
| | Closing balance as on 31.03.14 | 0.00 | 0.00 |
| 14. Bahubali Housing Pvt. Ltd. | Opening balance as at 01.04.13 | | |
| | Credit Balance | 9.70 | -2.14 |
| | Security Deposits | 35.00 | 35.00 |
| | Transactions | | |
| | Office Rent | 8.40 | 8.40 |
| | Closing balance as on 31.03.14 | | |
| | Security Deposit Dr | 35.00 | 35.00 |
| Creditors Cr. | 17.26 | 9.70 | |
| 15. Little Star Finance (P) Limited | Opening balance as at 01.04.13 | | |
| | Security Deposits | 35.00 | 35.00 |
| | Credit Balance (opening) | 6.06 | 0.00 |
| | Transactions in Dr | | |
| | Office Rent | 8.40 | 8.40 |
| | Closing balance as on 31.03.14 | | |
| Security Deposit Dr | 35.00 | 35.00 | |
| Loans and advances Cr. | 13.62 | 6.06 | |
| 16. Om Kothari Enterprises Ltd. | Opening balance as at 01.04.13 | | |
| | Loans and advances Dr | 0.00 | 40.93 |
| | Transactions | | |
| | Movements in Dr | 0.00 | 3.74 |
| | Movements in Cr | 0.00 | 44.67 |
| | Closing balance as on 31.03.14 | | |
| 17. Om Metals infotech Pvt. Ltd | Opening balance as at 01.04.13 | | |
| | Transactions | | |
| | Net movements in loans Dr | 0.00 | 6.79 |
| | Net movements in loans Cr | 0.00 | 6.79 |
| | Closing balance as on 31.03.14 | | |
| 18. Alchemy Ventures P. Ltd | Opening balance as at 01.04.13 | | |
| | Creditors | 0.00 | 0.00 |
| | Transactions | | |
| | Net movements in loans Dr | 0.11 | 1.15 |
| | Net movements in loans Cr | 0.11 | 1.15 |
| | Closing balance as on 31.03.14 | 0.00 | 0.00 |
| 19. Nextmile Tradecom Pvt.Ltd. | Opening balance as at 01.04.13 | | |
| | Loans and advances (Cr) | 0.00 | 29.19 |
| | Transactions | | |
| | Net movements in Dr | 0.00 | 29.19 |
| | Closing balance as on 31.03.14 | | |
| Advance Dr. | 0.00 | 0.00 | |

| | | | |
|--|---|---------|---------|
| 20. Om Metals Auto Pvt Ltd | Opening balance as at 01.04.12 | | |
| | Investment in Equity Share | 134.75 | 134.75 |
| | Loan & Advances Cr | 0 | -1.54 |
| | Share Application | | |
| | Security Deposites | 5.00 | 5.00 |
| | Transactions | | |
| | Rent Receipts(Ex. Service Tax) | 80.90 | 72.00 |
| | Room Rent Receipts | 0.95 | 0.13 |
| | Vehicle Purchases | 53.52 | 22.20 |
| | Net movements in loans & Adv. Dr | 1806.11 | 2296.53 |
| | Net movements in loans & Adv. Cr. | 1806.11 | 2336.74 |
| | Vehicle repair | 9.17 | 8.18 |
| | Closing balance as on 31.03.13 | | |
| Investment in Equity Share | 134.75 | 134.75 | |
| Security deposite | 5.00 | 5.00 | |
| 21. Om Gaima Project P Ltd | Opening balance as at 01.04.13 | | |
| | Investment in Equity Share | 11.99 | 11.99 |
| | Loans and advances | 5.81 | 5.80 |
| | Transactions | | |
| | Net movements in loans & Adv. Dr | -5.81 | 0.01 |
| | Closing balance as on 31.03.14 | | |
| Loan & Advances Dr | 0 | 5.81 | |
| Investment in Equity Share | 11.99 | 11.99 | |
| Key Management Personnel 1. Shri T.C. Kothari | Opening balance as at 01.04.13 | | |
| | Transaction | | |
| | Net movements in Dr | 0.00 | 5.75 |
| | Loans advance Cr | 0.00 | 5.75 |
| | Consultancy | 0.00 | 0.90 |
| Closing balance as on 31.03.14 | | | |
| 2. Shri C.P. Kothari | Opening balance as at 01.04.13 | | |
| | Security deposit outstanding | 10.00 | 10.00 |
| | Credit balance | 30.24 | 0.00 |
| | Transaction | | |
| | Net movements in Dr & Cr | 0.02 | 35.85 |
| | Hire charges/Rent paid | 1.08 | 1.08 |
| | Director Remuneration | 48.00 | 48.00 |
| | Closing balance as on 31.03.14 | | |
| | Credit balance | 5.12 | 30.24 |
| Security deposit outstanding | 10.00 | 10.00 | |
| 3. Shri D.P. Kothari | Opening balance as at 01.04.13 | 0.00 | 24.30 |
| | Security deposit outstanding | 7.50 | 7.50 |
| | Transaction | | |
| | Net movements in Dr & Cr | 0.00 | 85.50 |
| | Hire charges/Rent paid | 19.20 | 19.20 |
| | Director Remuneration | 45.00 | 42.00 |
| | Closing balance as on 31.03.14 | | |
| Credit balance | 26.52 | 0.00 | |
| Security deposit outstanding | 7.50 | 7.50 | |
| 4. Shri Sunil Kothari | Opening balance Cr. as at 01.04.13 | 0.00 | 26.59 |
| | Transaction | | |
| | Net movements in loans Dr. & Cr. | 0.00 | 75.67 |
| | Salary and allowances | 46.84 | 48.00 |
| | Hire charges/Rent paid | 1.08 | 1.08 |
| | Closing balance as on 31.03.14 | | |
| Credit balance | 7.43 | 0.00 | |

| | | | |
|-------------------------------|---------------------------------------|-------|-------|
| 5. Vikas Kothari | Opening balance as at 01.04.13 | 0.00 | 0.00 |
| | Transaction | | |
| | Net Payment | 18.00 | 18.00 |
| | Salary and allowances | 18.00 | 18.00 |
| | Closing balance as on 31.03.14 | | |
| 6. Shri Bharat Kothari | Opening balance as at 01.04.13 | 0.00 | 0.00 |
| | Transaction | | |
| | Net Payment | 18.00 | 18.00 |
| | Salary | 18.00 | 18.00 |
| | Closing balance as on 31.03.14 | | |
| 7. Shri Vivek Kothari | Opening balance as at 01.04.13 | 0.00 | 0.00 |
| | Transaction | | |
| | Net Payment | 18.00 | 18.00 |
| | Salary | 18.00 | 18.00 |
| | Closing balance as on 31.03.14 | | |
| 8. Shri Vishal Kothari | Opening balance as at 01.04.13 | 0.00 | 0.00 |
| | Transaction | | |
| | Net Payment | 18.00 | 18.00 |
| | Salary | 18.00 | 18.00 |
| | Closing balance as on 31.03.14 | 0.00 | 0.00 |
| Relatives of Directors | | | |
| 1. Smt. C. Manjula Kothari | Opening balance as at 01.04.13 | | |
| | Security deposit outstanding | 0.00 | 0.00 |
| | Transaction | | |
| | Net Payment | 1.08 | 1.08 |
| | Hire charges/Rent paid | 1.08 | 1.08 |
| | Closing balance as on 31.03.13 | | |
| 2. Smt. D. Manjula Kothari | Opening balance as at 01.04.13 | | |
| | Security deposit outstanding | 0.00 | 0.00 |
| | Transaction | | |
| | Net Payment | 1.08 | 1.08 |
| | Hire charges/Rent paid | 1.08 | 1.08 |
| | Closing balance as on 31.03.14 | | |
| 3. Smt. Anita Kothari | Opening balance as at 01.04.13 | | |
| | Security deposit outstanding | 12.50 | 12.50 |
| | Transaction | | |
| | Net Payment | 1.08 | 1.08 |
| | Hire charges/Rent paid | 1.08 | 1.08 |
| | Closing balance as on 31.03.14 | | |
| 4. C.P. Kothari & Sons | Opening balance as at 01.04.13 | | |
| | Loans & Advance Dr. | 0.00 | 0.00 |
| | Transaction | | |
| | Net movements in loans Dr. | 0.00 | 6.81 |
| | Net movements in loans Cr. | 0.00 | 6.81 |
| | Closing balance as on 31.03.14 | | |
| 5. Monika Jain | Opening balance as at 01.04.13 | | |
| | Loans & Advance Dr. | 0.00 | 0.00 |
| | Transaction | | |
| | Salary | 9.00 | 9.00 |
| | Closing balance as on 31.03.14 | | |
| | Loans & Advance Dr. | 0.00 | 0.00 |

2.37 The details of disputed income tax , service tax , sales tax & Excise duty as on 31-03-14 are as follows.

| Nature of the Statute | Nature of Dues | Forum where dispute is pending | Demand Amount (Rs. in Lacs.) | Amount paid under protest (Rs. in lacs.) | Period to which the amount relates |
|--|-----------------------|--|------------------------------|--|---|
| Central Sales Tax Act, 1956. and Sales Tax/VAT Act of various states | Sales Tax & Entry Tax | Commissioner (Appeals)/Tribunal | 326.75 | 5.30 | 1984-85,1985-86 1990-91 , 2007-08 to 2010-11 |
| | | High Court | 24.10 | | 1986-87 & 2003-2004 |
| Central Excise Act, 1944 | Excise Duty | Tribunal/Commissioner(Appeal)and Show Case | 851.17 | 26.50 | 1997-98, 2001 to 2013-14 |
| Income Tax Act, 1961 | Income Tax | ITAT/CIT Appeal | 2684.64 | 1795.96 | 1992-93,1997-98,2007-08 to 2011-12 |
| Service tax law , finance Act, 1994 | Service Tax | Commissioner (Appeals)/Tribunal | 233.03 | 1.50 | 2003-2004 to 2005-2006 & 2009-10 to 2011-12 |
| Wealth Tax | Wealth Tax | ITAT | 0.28 | 0.28 | 1992-1993 |

| | | | | | |
|------|--|--|--|--|--|
| Act. | | | | | |
|------|--|--|--|--|--|

- Note : 1) Amount as per demand orders including interest and penalty wherever mentioned in the order.
- 2) In the matter of income tax the department preferred and an appeal to the Hon'ble High Court, Jaipur
- 3) Since the matter of taxations/forex are being handled under the direct instructions of directors the figures above have been discussed in detail with directors and considered as per their certification and documents furnished.

2.38 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

2.39 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 Construction (P.F.) | Om Gaima Prj. Pvt. Ltd. (JV) |
|--------|--|--------------------------------|------------------------|---------------------------------|-------------------------|-----------------------------|------------------------------|
| 1 | Proportion of ownership interest | 60% | 35% See note (b) | 25% | 50% | 99.5% of Contract value | 46.96% w.e.f. 15.07.2011 |
| 2 | Country of incorporation or registration | India | India | India | India | India | India |
| 3 | Accounting period ended | 31.03.14 | 31.03.14 | 31.03.14 | 31.03.14 | 31.03.14 | 31.03.14 |
| 4 | Assets | 3757.01 | 5355.01 | 1222.30 | | | 3.63 |
| 5 | Liabilities | 1097.43 | 1082.80 | 1200.17 | | | 2.78 |
| 6 | Income | 5765.97 | 23.85 | NIL | | | NIL |
| 7 | Expenditure | 3846.05 | 7.37 | 1.71 | | | 0.04 |
| 8 | Contingent Liabilities | - | - | N.A. | N.A. | N.A. | NIL |
| 9 | Capital commitment | - | - | N.A. | N.A. | N.A. | NIL |

| | | | | | | | |
|----|------------------------------|----------|--------------|--------------|--------------|--------------|--------------|
| 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 |
| 11 | Remarks | - | See note "c" | See note "c" | See note "c" | See note "d" | See note "c" |

| | | | | |
|--------|--|-----------------------------------|---------------------------------------|-----------------------------------|
| S. No. | Name of Company /firm | Bhilwara Jaipur Toll Road (P) Ltd | Om Metals SPML Infra Project (P) Ltd. | Gurha Thermal Power Co. Ltd. (JV) |
| 1 | Proportion of ownership interest | 49% | 50% | 50% |
| 2 | Country of incorporation or registration | India | India | India |
| 3 | Accounting period ended | 31.03.14 | 31.03.14 | 31.03.14 |
| 4 | Assets | 13634.29 | 190.91 | |
| 5 | Liabilities | 10078.19 | 93.16 | |
| 6 | Income | 224.08 | 5208.03 | |
| 7 | Expenditure | 209.65 | 5162.79 | |
| 8 | Contingent Liabilities | - | - | |
| 9 | Capital commitments | - | - | |
| 10 | Date of Creations of JV/firm | | | |
| 11 | Remarks | See note "c" | See note "c" | See note "d" |

Joint venture (JV) Companies and Partnership firm (PF): Previous 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 Construction (P.F.) | Om Gaima Prj. Pvt. Ltd. (JV) |
| 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 | 31.03.13 | 31.03.13 | 31.03.13 | 31.03.13 | 31.03.13 | 31.03.13 |

| | | | | | | | |
|----|------------------------------|----------|--------------|--------------|--------------|--------------|--------------|
| | period ended | | | | | | |
| 4 | Assets | 3417.35 | 4281.20 | 1222.31 | | | 3.68 |
| 5 | Liabilities | 2028.08 | 40.64 | 1198.47 | | | 2.79 |
| 6 | Income | 2779.57 | NIL | 0.11 | | | NIL |
| 7 | Expenditure | 1926.02 | NIL | 20.01 | | | 0.04 |
| 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 "d" | See note "c" |

| S. No. | Name of Company /firm | Bhilwara Jaipur Toll Road (P) Ltd | Om Metals SPML Infra Project (P) Ltd. | Gurha Thermal Power Co. Ltd. (JV) |
|--------|--|-----------------------------------|---------------------------------------|-----------------------------------|
| 1 | Proportion of ownership interest | 49% | 50% | 50% |
| 2 | Country of incorporation or registration | India | India | India |
| 3 | Accounting period ended | 31.03.13 | 31.03.13 | 31.03.13 |
| 4 | Assets | 9960.99 | 803.64 | |
| 5 | Liabilities | 6436.42 | 711.96 | |
| 6 | Income | NIL | 8676.69 | |
| 7 | Expenditure | NIL | 8556.46 | |
| 8 | Contingent Liabilities | - | 4076.78 | |
| 9 | Capital commitments | - | - | |
| 10 | Date of Creations of JV/firm | 06.04.2010 | 10.05.2010 | |

| | | | | |
|----|---------|--------------|--------------|--------------|
| 11 | Remarks | See note "c" | See note "c" | See note "d" |
|----|---------|--------------|--------------|--------------|

Note :-

- a) Proportionate share of assets , liabilities, Income and expenditure of the jointly control entities are taken.
- 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 Disclosure Under clause 32 of the listing agreement:

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 |
|--|-----------------------|-----------------------|---------------------------|---------------------------|
| | | | | |

| | 31.03.2014 | 31.03.13 | 31.03.14 | 31.03.13 |
|--|------------|----------|----------|----------|
| Om Metals Consortium Private Limited (Sub) | 10522.47 | 9576.65 | 10522.47 | 10225.30 |
| Om Metals Auto Pvt. Ltd | 0.00 | 0.00 | 76.27 | 62.79 |
| Om Metals Real estate (P) Limited | 7778.07 | 9582.34 | 9586.29 | 9582.34 |
| Om Galma Projects Pvt. Ltd. | 0.00 | 5.81 | 0.00 | 5.81 |
| Bhilwara Jaipur Toll Road Private Limited | 0 | 0 | 0.00 | 414.37 |
| Skywave Impex Limited. | 0.00 | 2.80 | 0.00 | 2.80 |
| Om Kothari enterprises Ltd | 0 | 0 | 0.00 | 40.93 |
| Pondicherry Port Ltd | 0.00 | 2.30 | 0.00 | 2.30 |
| Gurha Thermal Power Co. Ltd. | 486.96 | 0.00 | 486.96 | 0.00 |

2.42 DISCLOSURE IN TERM OF AS-15 ARE AS UNDER:

same is non-funded. The obligation for leave encashment is recognized in the same manner as gratuity. As per detailed discussion with directors and the explanation and certification provided by them ,Gratuity has been provided on the basis of actuarial valuation using the project unit credit method and

| | | Gratuity unfunded | | Leave encashment Unfunded | |
|---|---|-------------------|----------------|---------------------------|-----------------|
| | | 2013-14 | 2012-13 | 2013-14 | 2012-13 |
| I | Expenses recognised in the statement of profit & loss for the year ended | | | | |
| | 1 Current Service Cost | 340823 | 565767 | 488678 | 249274 |
| | 2 Interest Cost | 617458 | 533060 | 117516 | 134805 |
| | 3 Expected return on plan assets | NA | NA | NA | NA |
| | 4 Past Service Cost | NA | NA | NA | NA |
| | 5 Net Actuarial (Gains)/Losses | (1237846) | (43852) | 106929 | (600185) |
| | Total expenses | (279565) | 1054975 | 713120 | (216106) |

| | | | | | |
|-----|---|-----------|---------|----------|----------|
| ii | Net asset/(liability) recognised in the balance Sheet as at 31.03.2014 | | | | |
| | 1 Present value of Defined Benefit Obligation | 6936350 | 7718221 | 1833653 | 1468653 |
| | 2 Fair Value of plan assets | NA | NA | NA | NA |
| | 3 Funded status [Surplus/(Deficit)] | NA | NA | NA | NA |
| | 4 Net asset/(Liability) | NA | NA | NA | NA |
| iii | Change in obligation during the year ended | | | | |
| | 1 Present value of Defined Benefit Obligation at beginning of the year | 7718221 | 6663246 | 1468956 | 1685062 |
| | 2 Current Service Cost | 340823 | 565767 | 488678 | 249274 |
| | 3 Interest Cost | 617458 | 533060 | 117516 | 134805 |
| | 4 Plan amendment cost | NA | NA | NA | NA |
| | 5 Actuarial (Gains)/Losses | (1237846) | (43852) | 106926 | (600185) |
| | 6 Benefits Payments | (502306) | NIL | (348423) | NIL |
| | 7 Present value of Defined Benefit Obligation at the end of the year | 6936350 | 7718221 | 1833653 | 1468956 |

| | | Gratuity unfunded | | Leave encashment Unfunded | |
|----|---|-------------------|---------|---------------------------|---------|
| | | 2013-14 | 2012-13 | 2013-14 | 2012-13 |
| iv | Change in assets during the year ended | | | | |
| | 1 Plan assets at the beginning of the year | NA | NA | NA | NA |
| | 2 Expected return on plan assets | NA | NA | NA | NA |
| | 3 Contributions by Employer | NA | NA | NA | NA |
| | 4 Actual benefits paid | NA | NA | NA | NA |
| | 5 Actuarial Gains/(Losses) | NA | NA | NA | NA |
| | 6 Plan assets at the end of the year | NA | NA | NA | NA |
| v | Classification for the purpose of Revised schedule VI is as follows: | | | | |
| | Current liability | 762852 | 612957 | 131753 | 134927 |
| | Non-current liability | 6173498 | 7105264 | 1701900 | 1334029 |

| vi | Actuarial assumptions | | | | |
|----|--|---|---|---|---|
| 1 | Discount Rate | 9.10% | 8% | 9.10% | 8% |
| 2 | Expected rate of return on plan assets | - | - | - | - |
| 3 | Mortality | Indian Assured Lives Mortality(2006-2008)Ultimate | Indian Assured Lives Mortality(2006-2008)Ultimate | Indian Assured Lives Mortality(2006-2008)Ultimate | Indian Assured Lives Mortality(2006-2008)Ultimate |
| 4 | Turnover rate : Staff | 5% | 5% | 5% | 5% |
| 5 | Salary escalator | 8% | 8% | 8% | 8% |
| 6 | Maximum limit | 1000000 | 1000000 | No Limit | No Limit |

Notes:

a) The discount rate is based on the prevailing market yield on government securities as at the balance sheet date for the estimated term of obligation.

b) The estimates of future salary increase considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

c) The gratuity and Leave Encashment liabilities are unfunded. Accordingly information regarding planned assets are not applicable.

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. 136.20 Lacs (P.Y. Rs. 129.88 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. 363.97 Lacs (P.Y. Rs. 227.37 Lacs) has been charged under the head " Rent /Hire charges for Equipments" in Note 2.27 .

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 | 108.82 | 1343.94 |

| | | | |
|------|--|---------------------------------------|---------------------------------------|
| | Stores & Spares | 7.98 | 0 |
| ii) | EXPENDITURE IN FOREIGN CURRENCY (PAID OR PROVIDED) | | |
| | Travelling & Conveyance | 103.59 | 75.59 |
| | Legal & Consultancy | 23.69 | 40.63 |
| | Overseas Employees Cost | 56.76 | 47.48 |
| | Overseas Business Exp | 23.92 | 0.00 |
| | Material Cost & Stores & Spares | 7.24 | 0.00 |
| | Communication Exp | 1.03 | 0.00 |
| | Other Operating Exp | 3.17 | 0.00 |
| | Foreign Tax | 65.56 | 0.00 |
| | Fixed Assets | 2.66 | 0.00 |
| iii) | Income in Foreign Currency | | |
| | Sales ,Erection & Contract Receipts | 269.49 | 0.00 |
| | Room Rent & Other Services | 2.18 | 6.29 |
| | Total :- | 271.67 | 6.29 |
| iv) | Net dividend remitted in foreign currency/foreign intuitional investors | NIL | NIL |
| | No. of NRI share holders | 85 | 86 |
| | No of shares held by them | 227742 | 231450 |
| | Dividend paid (Rs. in lacs) | 0.00 (Paid in NRI a/c in India) | 0.23 (Paid in NRI a/c in India) |

| | | | |
|--|--------------------------------|---------|---------|
| | Year to which dividend relates | 2013-14 | 2012-13 |
|--|--------------------------------|---------|---------|

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

| Particulars | 2014 | % | 2013 | % |
|-----------------|----------|-------|----------|-------|
| Raw Material | | | | |
| Imported | 116.80 | 0.76 | 1343.94 | 11.39 |
| Indigenous | 10538.90 | 99.24 | 10455.97 | 88.61 |
| Total :- | 10655.70 | 100 | 11799.91 | 100 |
| Stores & Spares | | | | |
| Imported | 7.98 | 1.99 | 0 | |
| Indigenous | 268.66 | 98.01 | 687.01 | 100 |
| Total | 276.64 | 100 | 687.01 | |

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

Sd/-

For M.C. BHANDARI & CO.

(C. P. Kothari)

CHARTERED ACCOUNTANTS

MANAGING DIRECTOR

Sd/-

Sd/-

(D. P. KOTHARI)

(S.K. MAHIPAL)

DIRECTOR

PARTNER

Sd/-

M.No. 70366

(REENA JAIN)

38, SHOPPING CENTRE

COMPANY SECRETARY

KOTA (RAJ.)

Sd/-

DATED: 30.05.2014

(S.K. JAIN)
C.F.O.

Auditor's Report to the Board of Directors of Om Metals Infra-projects Limited on the consolidated financial statements of Om Metals Infraprojects Limited, Its subsidiaries, Associates and joint ventures.

1. We have audited the accompanying consolidated Financial Statements (the "Consolidated Financial Statements") of M/s. OM METALS INFRA PROJECT LIMIED ('the Company') and its subsidiaries, joint ventures and Associates (collectively referred to as 'the Group'), which comprises the consolidated Balance Sheet as at 31st March 2014 consolidated Statement of profit and loss and consolidated cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. Management is responsible for the preparation of these Consolidated financial statements that give a true and fair view of the Consolidated financial position, Consolidated financial performance and Consolidated cash flows of the Group in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13 Sept. 2013 of the Ministry of Corporate Affairs in respect of section 137 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

3. Our responsibility is to express an opinion on these Consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Consolidated financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the group's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

6. We report that the consolidated financial statements have been prepared by the Company's Management in accordance with the requirements of Accounting Standard (AS) 21 – Consolidated Financial Statements and Accounting Standard (AS) 27 – Financial Reporting of Interests in Joint Ventures notified under Section 211(3C) of the Companies Act, 1956 read with the General Circular 15/2013 dated 13 Sept. 2013 of the Ministry of Corporate Affairs in respect of section 137 of the Companies Act, 2013.

7. Based on our audit and on consideration of reports of other auditors on separate financial statements and on the other financial information of the components of the Group as referred to in paragraph 8 below, and to the best of our information and according to the explanations given to us, in our opinion, the accompanying consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

(a) in the case of the consolidated Balance Sheet, of the state of affairs of the Group as at 31st March, 2014;

(b) in the case of the consolidated Statement of Profit and Loss, of the profit for the year ended on that date; and

(c) in the case of the consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

OTHER MATTER

- 8.(a) We have not audited the financial statements of joint ventures and Associates i.e. OMIL + JSC-JV Kameng, Om Metals Consortium, Pondichary port Limited, Sanmati Infra Developers (P) Limited, Gurha Thermal Power Company Ltd., Om Giama Projects Pvt. Ltd. and Om Metals Auto Pvt. Ltd. of Om Metals Infraprojects Ltd., whose financial statements (to the extent of the group's proportionate share) reflect total assets of Rs. 8430.19 Lacs (P.year Rs 9401.25Lacs) as at 31.03.2014, the total revenue of Rs. 5790.01Lacs (Previous years Rs. 3291.91Lacs) and net cash inflow amounting to Rs. 1037.37 Lacs (Previous year net cash Outflow Rs.3.63 Lacs) for the year then ended. These financial statements and other financial statements/ information have been audited by other auditors, whose reports have been furnished to us, and our opinion, in so far as it relates to the amounts included in respect of these joint ventures, is based solely on the report of other auditors. Provisional Financial Statements have been furnished to us for Om Metals Developers Private Limited which reflects (to the extent of the group's proportionate share) a net Loss of Rs. 23.91 Lacs (P.Y. Loss of Rs. 561.27 Lacs). The Financial Statements of Om Ray Joint Venture is not available to us. In the absence of their financial statements we have not adjusted them in the consolidated financial statements.
- (b) The financial statements of joint venture or associate companies of Om Metals Real Estate Private Limited (100% Subsidiary) i.e. Om Shivay Real Estate Private Limited, N.K.P. Holding Private Limited and Om Sensation Properties Private Limited as on 31.03.2014 are not available to us. In the absence of their financial statements we have not adjusted them in the consolidated financial statements.

For M.C. BHANDARI & CO.
CHARTERED ACCOUNTANTS

Place: 38 Shopping Centre,
Kota (Raj.)

Dated: 30-05-2014

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

OM METALS INFRAPROJECTS LIMITED
Consolidated Balance Sheet as at 31st March, 2014

| Particulars | Note No | As At 31.03.2014 | As At 31.03.2013 |
|------------------------------------|---------|---------------------|---------------------|
| I. EQUITY AND LIABILITIES | | | |
| (1) Shareholder's Funds | | | |
| (a) Share Capital | 2.1 | 96303809.00 | 96303809.00 |
| (b) Reserves and Surplus | 2.2 | 4969838503.09 | 4665750129.35 |
| Sub Total | | 5066142312.09 | 4762053938.35 |
| (2) Minority Interest | | | |
| | | 85593.00 | 85593.00 |
| (3) Non-Current Liabilities | | | |
| (a) Long-term borrowings | 2.3 | 1647895800.90 | 1143805103.94 |
| (b) Deferred tax liabilities (Net) | 2.4 | 34739643.00 | 37187913.00 |
| (c) Other Long term liabilities | 2.5 | 136522339.48 | 432058854.53 |
| (d) Long term provisions | 2.6 | 7875398.00 | 8160795.50 |
| Sub Total | | 1827033181.38 | 1621212666.97 |
| (4) Current Liabilities | | | |
| (a) Short-term borrowings | 2.7 | 520779289.05 | 456241265.59 |
| (b) Trade payables | 2.8 | 573420393.80 | 526496845.31 |
| (c) Other current liabilities | 2.9 | 1005822884.78 | 836243242.01 |
| (d) Short-term provisions | 2.10 | 14668665.50 | 2757593.50 |
| Sub Total | | 2114691233.13 | 1821738946.41 |
| Total | | 9007952319.60 | 8205091144.74 |
| II.Assets | | | |
| (1) Non-current assets | | | |
| (a) Fixed assets | | | |
| (i) Tangible assets | 2.11 | 1805570504.01 | 1887833218.69 |
| (ii) Intangible assets | | 2040115.75 | 1059927.00 |
| (iii) Capital work-in-progress | | 1700920912.77 | 1210066105.38 |
| Sub Total | | 3508531532.53 | 3098959251.07 |
| (b) Non-current investments | 2.12 | 272573625.92 | 528765963.30 |
| (c) Long term loans and advances | 2.13 | 369204300.08 | 369625019.83 |
| (d) Other non-current assets | 2.14 | 33133332.60 | 20592941.97 |
| Sub Total | | 4183442791.13 | 4017943176.17 |
| (2) Current assets | | | |
| (a) Inventories | 2.15 | 2989892622.98 | 2762009001.33 |
| (b) Trade receivables | 2.16 | 843758863.56 | 1061526972.66 |
| (c) Cash and cash equivalents | 2.17 | 804963196.05 | 172709910.32 |
| (d) Short-term loans and advances | 2.18 | 177149889.16 | 189266934.32 |
| (e) Other Current Assets | 2.19 | 8744956.72 | 1635149.94 |
| Sub Total | | 4824509528.47 | 4187147968.57 |
| Total | | 9007952319.60 | 8205091144.74 |

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

S. K. Mahipal
Partner
M.No.70366

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

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

sd/-
D.P.Kothari
(Director)

sd/-
Reena Jain
(Company Secretary)

sd/-
S.K.Jain
(CFO)

Place : Kota
Dated : 30-05-2014

OM METALS INFRAPROJECTS LIMITED

Consolidated Statement of Profit and Loss for the year ended 31st March, 2014

| Particulars | Note No | 2013-2014 | 2012-2013 |
|---|---------|----------------------|----------------------|
| Revenue from operations | 2.20 | 4172544856.38 | 4754981256.06 |
| Less: Excise Duty | | 4098047.00 | 6581881.63 |
| | | 4168446809.38 | 4748399374.43 |
| Other Income | 2.21 | 70751395.24 | 81820204.90 |
| Total Revenue | | 4239198204.62 | 4830219579.33 |
| <u>Expenses:</u> | | | |
| Cost of materials consumed | 2.22 | 1430586325.24 | 1316727420.62 |
| Changes in inventories of finished goods, work-in-progress and Stock-in-Trade | 2.23 | -300641296.50 | -349387938.74 |
| Employee benefit expense | 2.24 | 233426273.53 | 197043817.86 |
| Financial costs | 2.25 | 164566640.86 | 251434560.12 |
| Depreciation and amortization expense | 2.26 | 80970995.56 | 104705760.80 |
| Other expenses | 2.27 | 2135604757.71 | 2829438758.95 |
| Total Expenses after dep | | 3744513696.40 | 4349962379.61 |
| Profit before Exceptional Items and tax | | 494684508.22 | 480257199.72 |
| Add: Share in Profit/(Loss) of Associates | | -2052337.38 | -703586.09 |
| | | 492632170.84 | 479553613.63 |
| Exceptional Items | | | |
| Less: Provision for Capital WIP | | 50289373.00 | 0.00 |
| Add: Excess Provision of Debt written Back | | 29387273.00 | 0.00 |
| Add: Share of Profit in Partnership Firm of Earlier Year | | 0.00 | 260919.00 |
| Add : Excess Provision(Income Tax) Written Back | | 65184.00 | 9867087.00 |
| Profit before Tax | | 471795254.84 | 489681619.63 |
| Tax expense: | | | |
| (1) Current Income Tax and Wealth tax | | 147462027.52 | 128803118.00 |
| (2) Deferred tax (Assets) | | 2448270.00 | 6643782.00 |
| (3) Income Tax Expenses/FBT Earlier Year | | 11527.00 | 139837.10 |
| Profit after Tax | | 326769970.32 | 367382446.53 |
| Less: Transfer to Pre acquisition Profit/(-)Loss | | 0.00 | 0.00 |
| | | 326769970.32 | 367382446.53 |
| Net profit of Holding Co. | | 188966293.42 | 320380697.17 |
| Share of Holding Co. in Profit of Subsidiary co. | | -1537889.03 | 10510225.00 |
| Net Profit of Joint Venture/Associates | | 139341565.93 | 36476195.86 |
| Minority Interest in Profit of Subsidiary Co. | | 0.00 | 15328.00 |
| Balance carried to balance sheet | | 326769970.32 | 367367118.53 |
| Earning per equity share: | | | |
| (1) Basic | | 3.39 | 3.81 |
| (2) Diluted | | 3.39 | 3.81 |

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

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

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

S. K. Mahipal
Partner
M.No.70366

sd/-
D.P.Kothari
(Director)

Place : Kota
Dated : 30-05-2014

sd/-
Reena Jain
(Company Secretary)

sd/-
S.K.Jain
(CFO)

OM METALS INFRAPROJECTS LIMITED

Consolidated Cash Flow Statement for the year ended March 31, 2014

| Particulars | Year ended | |
|--|-------------------------|---------------------|
| | 31.03.2014 | 31.03.2013 |
| 1 Cash Flow from operation Activities | | |
| A Net Profit before Taxation and Extraordinary Item | 471795254.85 | 489681619.63 |
| Add:- | | |
| Depreciation | 80970995.56 | 104705760.80 |
| Interest and Bank Commission Paid | 164566640.86 | 251434072.12 |
| Loss on Sale of Fixed Assets | 5295560.00 | 0.00 |
| Preliminary Exp. Written off | 2994570.42 | 1439089.00 |
| Sundry Bal. W/off | 50823544.62 | 0.00 |
| | 776446566.31 | 847260541.55 |
| Less:- | | |
| Interest & Dividend Receipt | 54369231.57 | 37648507.93 |
| Share of Profit in Partnership Firm of Earlier Years | 0.00 | 260919.00 |
| Profit on Sale of Fixed Assets | 0.00 | 29843833.50 |
| Provision for Capital WIP | 50289373.00 | 0.00 |
| Excess Provision Written Back | 29387273.00 | 0.00 |
| Excess Provision (Income Tax)written back | 65184.00 | 9867087.00 |
| B | 134111061.57 | 77620347.43 |
| Operating Profit before working capital changes | 642335504.74 | 769640194.12 |
| Adjustments for : | | |
| Trade and Other receivable | 210658302.31 | -135090126.80 |
| Inventories | -227883621.65 | -252705150.40 |
| Trade and Other Payable | 216503191.26 | 604764799.00 |
| Provision for Gratuity & Leave Encashment | 134216.50 | -38960.00 |
| Increase in Op. Bal. of P&L of newly consolidated Concerns | -849702.33 | 0.00 |
| | 840897890.84 | 986570765.92 |
| Less:- | | |
| Direct Taxes Paid | 166671535.27 | 90710323.64 |
| Net cash flow from operating activities | (A) 674226355.57 | 895860432.28 |
| Cash flow from investing activities : | | |
| Purchase of Tangible fixed assets | -74240389.86 | -61061658.53 |
| Decrease/(Increase) in Capital WIP | -440565434.39 | -672756287.15 |
| Purchase of Investments | 0.00 | -105133807.91 |
| Sale of Fixed Assets | 69643457.00 | 50958306.50 |
| Purchase of Intangible Assets | 300000.00 | 500000.00 |
| Loans and Advances | 10514658.04 | 175125390.64 |
| Interest and Dividend received | 54369231.57 | 37648507.93 |

| | | |
|---|--------------------------|----------------------|
| Sale of Investment | 256192337.38 | 0.00 |
| Other Non-Current Assets | -15513504.09 | 16626193.02 |
| Net cash flow from/used in investing activities | (B) -139299644.35 | -558093355.50 |

Cash Flow from financing activities :

| | | |
|--|------------------------|----------------------|
| Interest and Bank Commission paid | -164566640.86 | -251434072.12 |
| Long Term Borrowings | 504090696.96 | 530958507.90 |
| Other Long Term Liabilities | -295536515.05 | -273375477.00 |
| Short Term Borrowings | 64538023.46 | -560499372.49 |
| Dividend / Dividend Tax Paid | -11192670.00 | -11192670.00 |
| Expenses on Issue on Shares & Other Misc. Exp. | -6320.00 | 0.00 |
| Net cash used in financing activities | (C) 97326574.51 | -565543083.71 |

Increase/(Decrease) in cash and cash equivalents

| | | |
|--|---------------------|---------------------|
| A. Cash Flow from Operating Activities | 674226355.57 | 895860432.28 |
| B. Cash Flow from Investing Activities | -139299644.35 | -558093355.50 |
| C. Cash Flow from Financing Activities | 97326574.51 | -565543083.71 |
| Net Increase / Decrease in Cash Flow During Year | 632253285.73 | -227776006.93 |
| Cash and cash equivalents at beginning of year | 172709910.32 | 400485917.25 |
| Cash and cash equivalents at end of the year | 804963196.05 | 172709910.32 |

Significant Accounting Policies and Notes to the financial statements

1 & 2

As per our Report of even date annexed

For and on behalf of Board of Directors

For M.C.Bhandari & Co.
Chartered Accountants

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

S. K. Mahipal
Partner
M.No.70366

sd/-
D.P.Kothari
(Director)

Place : Kota
Dated : 30.05.2014

sd/-
Reena Jain
(Company Secretary)

sd/-
S.K.Jain
(CFO)

NOTES ANNEXED TO AND FORMING PART OF CONSOLIDATED BALANCE SHEET AS AT 31.03.2014 AND CONSOLIDATED STATEMENT OF PROFIT AND ALSO THE CASH FLOW STATEMENT LOSS FOR THE YEAR ENDED ON THAT DATE

Note - 1

CONSOLIDATED NOTES TO THE ACCOUNTS :

1. Statement of significant Accounting policies

1.1 BASIS OF PREPARATION

The Consolidated Financial Statements (CFS) 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 and provisions of companies act 2013 to the extent applicable. The financial statements have been prepared under the historical cost convention on an accrual basis. 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 on receipt /payment basis in view of uncertainty involved.

The CFS relates to Om Metals Infraprojects Ltd. (hereinafter referred as the "Company" and its Subsidiaries, Joint Ventures and Associates (hereinafter referred as the "Group").

The Om Metal Group comprises of the following entities :

| Name of the group company | Country of incorporation | % of ownership as at 31.03.2014 | % of ownership as at 31.03.2013 |
|--|--------------------------|---------------------------------|---------------------------------|
| Subsidiaries and step down Subsidiaries | | | |
| Om Metal Real Estate (P) Limited | India | 100% | 100% |
| Om Metals Consortium P. Ltd. | India | 100% | 100% |
| Om Metals Ratanakar (P) Limited (100% Sub. of Om Metals Real Estate Pvt. Ltd.) | India | 100% | 100% |
| Om Hydromech (P) Ltd.(100% Subsidiary of Om Metals Real Estate Pvt. Ltd. | India | 100% | 100% |
| Om Auto Motors (P) Limited (100% Sub. of Om Metals Real Estate Pvt. Ltd.) | India | 100% | 100% |
| Om Kothari Hotels (P) Limited (100% Sub. of Om Metals Real Estate Pvt. Ltd.) | India | 100% | 100% |
| Mayura Capital and Advisors (P) Limited (100% Sub. of Om Metals Real Estate Pvt. Ltd.) | India | 100% | 0% |
| Join Ventures & Associates | | | |
| OML +JSC Ukain (JV) Kaming | India | 60% | 60% |
| Om Metal Consortium | India | 35% | 35% |
| Pondicharry Port Limited | India | 50% | 50% |
| Sanmati Infra Developers (P) | India | 25% | 25% |

| | | | |
|---|-------|----------------------|----------------------|
| Ltd. | | | |
| Om Ray Joint Venture | India | 99.5% of Cont. value | 99.5% of Cont. value |
| Om Metals - SPML Infraprojects P. Ltd. | India | 49.99% | 49.99% |
| Om Metals Auto (P) Limited | India | 49% | 49% |
| Bhilwara Jaipur Toll Road P. Ltd. | India | 49% | 49% |
| Om Giama Projects Pvt. Ltd. | India | 46.96%% | 46.96%% |
| Om Metals Developers Pvt. Ltd.(Associates of Om Metals Real Estate Pvt. Ltd.) | India | 40.63% | 40.63% |
| Sanmati Buildcon P Ltd. .(Associates of Om Metals Real Estate Pvt. Ltd.) | India | 33.33% | 33.33% |
| Om Metals Infotech P Ltd. .(Associates of Om Metals Real Estate Pvt. Ltd.) | India | 50% | 50% |
| Gurha Thermal Power Co. Ltd.(JV) | India | 50% | 50% |

1.2 PRINCIPLE OF CONSOLIDATION

In the preparation of these Consolidated Financial Statements, investment in Subsidiaries, Associates and Joint Ventures have been accounted for in accordance with Accounting Standards (AS) 21, Consolidated Financial Statements, Accounting Standards (AS) 23, Accounting for Investment in Associates in Consolidated Financial Statements and Accounting Standards (AS) 27, Financial Reporting of Interest in Joint Ventures. The Consolidated Financial Statements have been prepared on the following basis:

- (i) Subsidiary companies are consolidated on a line-by-line basis by adding together the book values of the like items of assets, liabilities, income and expenses, after eliminating all significant intra-group balances and intra group transactions and also unrealized profit or losses, except where cost can not be recovered.
- (ii) Interests in the assets, liabilities, income and expenses of the joint ventures are consolidated using proportionate consolidation method. Intra group balances, transactions and unrealized profits/losses are eliminated to the extent of company's proportionate share.
- (iii) The difference of the cost to the Company of its investment in Subsidiaries and Joint Ventures over its proportionate share in the equity of the investee company as at the date of acquisition of stake is recognized in the financial statements as Goodwill or Capital Reserve, as the case may be.
- (iv) Minority's interest in net profit of consolidated subsidiary for the year is identified and adjusted against the income in order to arrive at the net income attributable to the shareholders of the company. Minorities share of net assets is identified and presented in the Consolidated Balance Sheet separately. Where accumulated losses attributable to the minorities are in the excess of their equity, in the absence of the contractual obligation on the minorities, the same is accounted for by the holding company.

- (v) Investment in entities in which the Group has significant influence but not the controlling interest, are reported according to the equity method i.e. the investment is initially recorded in at cost. The carrying amount of the investment is adjusted thereafter for the post acquisition change in the Company's share of net assets of the Associates. The consolidated Statement of Profit and Loss includes the Company's share of the result of the operations of the associate.
- (vi) As far as possible, the Consolidated financial statements are prepared using uniform accounting policies for like transactions and other event in similar circumstances and are presented in the same manner as the Company's separate financial statements. Differences in accounting policies have been disclosed separately.
- (vii) The difference between the proceeds from disposal of investment in subsidiary and carrying amount of its assets less liabilities as of the date of disposal is recognized in the consolidated statement of Profit & Loss Account as the profit or loss on disposal of investment in subsidiary.
- (viii) The accounts of all the Group companies are drawn upto the same reporting date as the parent entity (i.e. Financial year ended 31st march, 2014) . Except financial statements of a Joint Venture **Om Ray Joint Venture** and Joint Venture/Associates company of **Om Metals Real Estate Private Limited** i.e. **Om Shivay Real Estate Private Limited, N.K.P. Holding Priivate Limited, and Om Sensation Properties Private Limited** are not incorporated in consolidation of statement of **Om Metals Real Estate Private Limited** due to non availability of information.

1.3 FIXED ASSETS AND DEPRECIATION :

- (a) Fixed Assets (Other than land & building, plant & machinery of the company which has been re-valued and stated at the revalued figures) are stated at cost net of cenvat less accumulated depreciation and impairment , if any. The 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 .

OM METALS INFRAPROJECTS LTD.

- (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 Engg. Div. and Real Estate Div. Of Om Metals Infraprojects Ltd. Which is on written down value method.
- (c) Depreciation is calculated on a prorata basis from the date of additions and on assets sold, discarded etc during the year. Depreciation is provided up to the date of sale / discard.
- (d) Lease hold land are not amortized.

OTHER SUBSIDIARIES, JOINT VENTURES & ASSOCIATES

- (e) In the case of Subsidiary companies depreciation have been provided on written down method as per rates specified in schedule XIV of the Companies Act 1956.
- (f) In the case of Joint Ventures and Associates depreciation have been provided on Straight Line method as per rates specified in schedule XIV of the Companies Act 1956 except on assets used in Partnership Firm i.e.Om Metal Consortium and OMIL + JSC (JV) KAMENG where depreciation is provided on Written Down Value method as per rates specified in Income Tax Act and Bhilwara Jaipur Toll Road Private Limited and Om Metals Auto Pvt. Ltd. where Depreciation

has been provided on WDV method in the manner prescribed in Schedule XIV of Companies Act 1956.

1.4 Goodwill on consolidation

Goodwill represents the difference between the group's share in the net worth of the investee companies and the cost of acquisition of each point of time of making the investment . For this purpose, the group's share of equity in the investee companies are determined on the basis of the latest financial statements of the respective companies available as on the date of acquisition , after making necessary adjustments for material events between the date of such financial statements and the date of respective acquisition.

1.5 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.

1.6 INVENTORIES

(a) Inventories are valued as follows :-

| | | | |
|-----|-----|---|---|
| (1) | (a) | Raw Material, Stores & Spares, Components, construction material. food & beverages and liquor | 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 plus appropriate share of manufacturing overheads on work done basis. |
| | (c) | Finished Goods | A Cost or net realizable value*, which ever is lower. Cost for this purpose includes direct material cost plus appropriate share of overhead.. |
| | (d) | Goods in transit | Are stated at actual cost plus freight, if any. |

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

(b) Hotel Division of holding co.:

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

1.7 Foreign currency Transaction :

a) Transactions in foreign currencies are recorded on initial recognition at the exchange rates prevailing on the date of the 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.

1.8 Revenue Recognition :

- a) Sales of products (Fabricated goods)/Contract Receipts, escalation and erection receipts (sales is net of trade discount) are accounted for on the basis of bills/invoices acknowledged or paid by the project authorities/Other Parties.
- b) Other :
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 as per AS7, 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 25% 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) Dividend from investments in shares/units is recognized when the company/mutual fund in which they are held declares the dividend and the right to receive the same is established by the balance sheet date.

1.9 Leases

Operating Lease – Operating Lease receipts and payments are recognized as income or expense in the statement of profit and loss as per the terms of the lease agreement.

1.10 INVESTMENTS :

Investments that are readily realizable and intended to be held for not more than a year are from the date on which such investments are made, are classified as current investments. All other investments are classified as long Term Investments on initial recognition , all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost. However, Provision for diminution in the value is made to recognize a decline other than temporary in the value of the investments.

- 1.11 **RESEARCH & 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.
- 1.12 **Borrowing costs :**
Borrowing costs directly attributable to the acquisition and construction of 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.
- 1.13 **TAXATION :**
- (a) **Current Tax :**
The income tax liability provided in accordance with the provisions of the Income Tax Act, 1961, as advised by income tax consultant.
- (b) **Deferred Tax Liabilities/(Assets)**
The tax effect of the timing differences that result between taxable income and accounting income and are capable of reversal in one or more subsequent periods are recorded as a deferred tax assets or a deferred tax liabilities. They are measured using the substantively enacted tax rate and tax laws.
- (c) **Dividend Tax**
Tax on distributed profits payable in accordance with the provisions of section 115 O of the Income Tax Act., 1961 which is accounted for in accordance with the Guidance Note on Accounting for Corporate Dividend tax is regarded as a tax on distribution of profits and is not considered in determination of profits for the year.
- 1.14 **Retirement 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. The company is liable to meet the Shortfall, if any, in payment of intent at the rates declared by the central Government, and such liability is recognized in the year of shortfall.
- b) **Gratuity :**
- c) 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 an 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 been provided as per report submitted by the certified Valuer.
- d) **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. Actuarial valuation for the liabilities has been provided as per report submitted by the certified valuer.
- 1.15 **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

1.16 Provision, contingent liabilities and contingent 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 settle 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.

1.17 Segment reporting policies :

The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Group. Further,

a) Inter segment revenue has been accounted for based on the transaction price agreed to between segments which is primarily market based.

b) Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue and expenses, which relate to the Group as a whole and are not allocable to segments on a reasonable basis, have been included under "Un-allocated corporate expenses net of un-allocated income".

1.18 Earning per Share:

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

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 dilative potential equity shares.

1.19 Use of Estimate:

The preparation of financial statements in conformity with the generally accepted accounting principles (GAAP) requires the management to make judgment, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and Liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the out comes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

1.20 Cash flow statement

The Cash flow statement is prepared the "in direct method " set out in Accounting Standard – 3 cash flow statement "and presents the cash flow by operating, investing and financing activities of the company. Cash and Cash equivalents presented in the cash flow statement consist of cash on hand and highly liquid bank balances.

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NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st March,2014

| Particulars | <u>Note - 2.1</u> | |
|---|--|--|
| | <u>Figures as at</u> <u>31-03-14</u> (Rs.) | <u>Figures as at</u> <u>31-03-13</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 a single class of equity shares. Each share holder is eligible for one Vote per share held. The dividend proposed by the borad of Directors is subject to the approval of the share holders. In the event of liquidation , the equity share holders are eligible to receive the remaning assets of the company after distribution of all preferential amounts , in proportion to their share holding.
- (3) Details of Share holders holding more than 5 % equity shares as at 31.03.2014

| Share Holder | 2014 | | 2013 | |
|-------------------------------------|--------------|----------------------|--------------|----------------------|
| | No. of Share | Ownership Interest % | No. of Share | Ownership Interest % |
| 1 T.C. Kothari & Sons | 11408180 | 11.85% | 11408180 | 11.85% |
| 2 C. P. Kothari (Managing Director) | 6165245 | 6.40% | 5424818 | 5.63% |
| 3 Sunil Kothari | 7150886 | 7.43% | 6045108 | 6.28% |
| 4 Anita Kothari | 5893345 | 6.12% | 3645718 | 3.79% |
| 5 Agility Consultancy P. Ltd. | 5486303 | 5.70% | 5491757 | 5.70% |
| 6 D.P. Kothari (Director) | 4858346 | 5.04% | 3564668 | 3.70% |

As per the records of the company including its register of share holder/members and other declaration received from share holders regarding beneficial interest , the above share holding represents both legal and beneficial ownership of shares.

- (4) The reconciliation of the number of shares outstanding as at March 31, 2014 and March 31, 2013 is set out below:

| Particulars | As at | |
|-----------------------------------|------------|------------|
| | 31.03.2014 | 31.03.2013 |
| 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 CONSOLIDATED FINANCIAL
STATEMENTS FOR THE YEAR ENDED ON 31st March,2014**

| <u>Reserves and Surplus</u> | | <u>Note - 2.2</u> |
|---|--|--|
| <u>Particulars</u> | <u>As at</u> <u>31-03-14</u> (Rs.) | <u>As at</u> <u>31-03-13</u> (Rs.) |
| A. <u>Revaluation Reserve</u> | | |
| As per last balance sheet | 3164811.53 | 3335526.53 |
| Less: - Transferred to P & L Statement | 148475.00 | 170715.00 |
| | <hr/> 3016336.53 | <hr/> 3164811.53 |
| 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 | 1246481661.50 | 1246481661.50 |
| D. <u>General Reserve</u> | | |
| As per last balance sheet | 190000000.00 | 181780381.00 |
| Add:- Transferred from Profit and Loss Statement | 155000000.00 | 8219619.00 |
| | <hr/> 205500000.00 | <hr/> 190000000.00 |
| E. <u>Surplus as per Statement of Profit and Loss</u> | | |
| Opening Balance | 1994292711.07 | 1646601951.35 |
| Add:Balance Brought Forward from Previous Year on Consolidation | -849515.33 | -3150.81 |
| Less:Transfer to Pre acquisition Profit/(-) Loss | -850521.75 | 0.00 |
| | <hr/> 1994293717.49 | <hr/> 1646598800.54 |
| Add. Net Profit after Tax Transferred from Profit and Loss a/c | 326769970.32 | 367367118.53 |
| Add:Share in Profit of OMIL-JSC-JV-Kameng(related to P.Y.) | 182381011.00 | 0.00 |
| Less: Amount Transferred to Capital a/c | 182381011.00 | 260919.00 |
| Amount available for appropriation | <hr/> 2321063687.81 | <hr/> 2013705000.07 |
| Appropriations : | | |
| Interim Devidend | 9630381.00 | 9630381.00 |
| Proposed Final Dividend | 9630381.00 | 0.00 |
| Dividend Tax | 3273366.00 | 1562289.00 |
| Amount transferred to General Reserve | 155000000.00 | 8219619.00 |
| Surplus - Closing balance | <hr/> 2283029559.81 | <hr/> 1994292711.07 |
| Total | <hr/> 4969838503.09 | <hr/> 4665750129.35 |

OM METALS INFRAPROJECTS LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL
STATEMENTS FOR THE YEAR ENDED ON 31st March, 2014

| Particulars | Note 2.3 | | | |
|--|------------------------------------|------------------------------------|------------------------------------|------------------------------------|
| | Figures as at 31-03-14 (Rs.) | Figures as at 31-03-13 (Rs.) | Figures as at 31-03-14 (Rs.) | Figures as at 31-03-13 (Rs.) |
| LONG TERM BORROWINGS | Non Current | Non Current | Current | Current |
| a) TERM LOAN : | | | | |
| From Banks (SBBJ) | 132635557.00 | 39250191.00 | 33085641.78 | 91596991.00 |
| See note No.1 | | | | |
| From Others banks | 1332908462.86 | 1000521754.54 | 70183992.59 | 27898100.47 |
| See note No.2 to 10 | | | | |
| Sub-Total | 1465544019.86 | 1039771945.54 | 103269634.37 | 119495091.47 |
| From Other Parties | | | | |
| From Non Banking Finance Companies | 66250176.04 | 100124989.40 | 36379095.44 | 27200906.12 |
| Long Term Maturities of Finance Lease obligations | | | | |
| From Financial Institution | 330915.50 | 659063.00 | 328147.50 | 297043.00 |
| Other Loans and Advances | | | | |
| Unsecured | | | | |
| Inter Corporate Deposits and Other Loans | 115770689.50 | 3249106.00 | 0.00 | 0.00 |
| | 1465544019.86 | 1143805103.94 | 139976877.31 | 146993040.59 |

Note :

- Rupees term loan from bank is secured to be secured by first charge by way of mortgage, by deposit of title deeds in respect of immovable properties of the Company of Multiplex Division, Kota (Raj.) and property located at Plot No. 3 and 4 Jarneshwar (Kota, Raj.) and hypothecation of current Assets of this Project subject to prior charges created to be created in favour of bank and further secured by way of personal guarantees of Shri T.C Kothari who expired on 27.02.2013 and C. P. Kothari, D.P. Kothari and Sunil Kothari (Resigned on 22.03.2014) directors of the company. (Due with in one year Rs.330.86 Lacs, 2012-2013, Rs. 915.97 Lacs).
 - Rs. 76.10 Lacs is repayable as under : 13 monthly installment of Rs. 5.85 Lacs
 - Rs. 1154.52 Lacs is repayable as under : 6 Quarterly Installments of rs. 198.25 Lacs commencing from June 2013.
 - Loan from HDFC Bank Rs. 52.37 Lacs and ICICI Bank Rs. 57.70 Lacs are secured by way of hypothecation of related vehicle /machinery financed by them. (Due with in one year Rs.69.99 Lacs, 2012-2013, Rs. 252.39 Lacs).
 - Loan from BMW Finance LTD, Rs. 20.80 Lacs, Kotak Mahindra Rs 5.61 Lacs, Tata Capital Finance Rs 967.19 and Toyota Financial Services LTD, Rs. 24.97 Lacs are secured by way of hypothecation of related vehicle /machinery financed by them. (Due with in one year Rs.359.97 Lacs, 2012-2013, Rs. 268.59 Lacs).
 - Loan from ICICI Bank of Rs. 312.08 Lacs is Secured by way of Equitable Mortgage of Land Located at Kota and also personal Guarantee of Directors of The Om Kothari Hotels Pvt. Ltd (Subsidiary Co.) and Rs. 172.58 Lacs is Secured by way of Equitable Mortgage of House property located at Jaipur and also personal guarantee of sh. Vikas Kothari, Vaibhav Kothari and Dharam Prakash Kothari. (Due within a Year Rs.11.81 Lacs and Rs.14.16 Lacs, 2012-13 Rs. 105.61 Lacs and Rs.12.41 Lacs).
 - Loan From Axis Bank of Rs. 2480.15 Lacs, from SBBJ Rs. 1326.35 Lacs and from SBOP 1063.27 Lacs is secured by way of Equitable Mortgage of Property located at Jaipur and further guaranteed by personal guarantee of Directors of Om Metals Consortium P. Ltd. (Loan not disbursed fully)
 - Loan from SREI Equipments of Rs. 7.72 Lacs is secured by hypothecation of Vehicle and repayable in 35 Installments starting from April 2013. (Due Within a Year Rs. 3.82 Lacs, 2012-13 Rs. 3.35 Lacs)
 - Finance Lease from Financial Institution of Rs. 6.59 Lacs are secured by hypothecation of Vehicles and repuable in 59 Installments beginning from 16th April 2011 alongwith Interest @10%. (Due within a year Rs.3.28 Lacs 2012-13 Rs.2.97 Lacs)
 - Loan from HDFC Bank of Rs.0.23 Lacs are secured by hypothecation of Respective Vehicle Financed by them. (Due within a Year Rs. 0.23 Lacs 2012-13 Rs. 2.34 Lacs).
 - Loan from ICICI Bank of Rs.4735.24 Lacs and from PNB Bank of Rs. 5157.31 Lacs are repayable of ICICI after Sept. 2014 in 50 quarterly installments of Rs. 2.00 Cr and PNB Toll Road Pvt. Ltd. with ranking pari-passu charges, Pledge of Shares aggregating to 51 % of equity and guaranteed by Directors of BFTR Pvt. Ltd. and Corporate Guarantee by the Company and SPML Infra Ltd (Due within a Year Rs. 605.64 Lacs 2012-13 Rs. NIL).
- 10 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 31.03.2013 | Arising during the year | Balance as at 31.03.2014 |
|---|-----------------------------|----------------------------|-----------------------------|
| A. Deferred Tax Liabilities | | | |
| Depreciation and amortization | 39972972 | -2660981.00 | 37311991 |
| B. Deferred Tax Assets | | | |
| 1. Provision for leave with wages | 453734 | -297386 | 156348 |
| 2. Provision for gratuity | 2331325 | 84675 | 2416000 |
| Total : (B) | 2785059 | -212711 | 2572348 |
| Net Deferred tax liabilities (A-B) | 37187913 | -2448270 | 34739643 |

Note 2.5

| Particulars | Note 2.5 | | | |
|---|------------------------------------|------------------------------------|------------------------------------|------------------------------------|
| | Figures as at 31-03-14 (Rs.) | Figures as at 31-03-13 (Rs.) | Figures as at 31-03-14 (Rs.) | Figures as at 31-03-13 (Rs.) |
| Other Long term Liabilities | | | | |
| Others | | | | |
| Advance and Security deposit from Customers | 81788253.23 | 374441693.83 | 159873988.94 | 279502684.68 |
| Others | 54734086.25 | 57617160.70 | 1374084.00 | 1374084.00 |
| Total | 136522339.48 | 432058854.53 | 161248072.94 | 280876768.68 |

Note 2.6

Long Term Provision
Provision for Employees Benefits
 For Gratuity
 For Leave Encashment

| | | |
|--|------------|------------|
| | 6173498.00 | 7185468.00 |
| | 1701900.00 | 975327.50 |
| | 7875398.00 | 8160795.50 |

OM METALS INFRAPROJECTS LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL
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| | <u>Figures as at</u> <u>31-03-14</u> (Rs.) | <u>Figures as at</u> <u>31-03-13</u> (Rs.) |
|--|--|--|
| Short Term Borrowings | | |
| Secured | | |
| Working Capital Loan(From Banks) | | |
| (a) Indian Rupee | 520779289.05 | 456241265.59 |
| (See sub note No.1 below) | | |
| Sub-Total | <u>520779289.05</u> | <u>456241265.59</u> |
| Sub-Notes | | Terms of repayment |
| 1 Working Capital Loans and non-Fund base facilities viz. Bank Guarantees and Letter of Credit from banks i.e.SBI, Bank, SBI, IDBI, BOB, SDFP, HDFC, Standard 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 fixed deposits in respect of immovable properties (except on which secured loans taken from bank and other NBFC) & personal guarantees of the Shri T.C. Kohari who died on 27.02.2013 and Shri C.P. Kohari, Shri D.P. Kohari, and Sunil Kohari Directors of the company and further secured by way of equitable mortgage of land & building belonging to Jupiter Metals (P) Ltd and Hypothecation of Plant & machinery and current assets of OMML. ISC JV Nameg. (Anunachal Pradesh). | | On Demand |
| | | |
| 2 Cash credit facilities, Rupees loans carry interest rate in the range of Base Rate + 2.75%. | | |
| | | |
| | <u>Figures as at</u> <u>31-03-14</u> (Rs.) | <u>Figures as at</u> <u>31-03-13</u> (Rs.) |
| Trade Payables | | |
| (a) Micro, small and Medium enterprises Development Act, 2006 (Ref note 2.33) | 294799.00 | 1071065.00 |
| (b) Others | 573125594.80 | 525423780.31 |
| | <u>573420393.80</u> | <u>526496845.31</u> |
| | | |
| | <u>Figures as at</u> <u>31-03-14</u> (Rs.) | <u>Figures as at</u> <u>31-03-13</u> (Rs.) |
| Other Current Liabilities | | |
| Current Maturity of Long Term Borrowings | 139648729.81 | 146462091.59 |
| Current Maturity of Finance Lease obligation | 328147.50 | 510949.00 |
| Current Maturity of Other Long Term Liabilities | 161248072.94 | 280876768.68 |
| Unpaid/ Unclaimed Dividend (as referred in Sec 205 C of the Companies Act, 1956) | 2388522.05 | 395421.95 |
| Other Payables | | |
| Interest Accrued and due on the Borrowings | 10718275.68 | 2759508.99 |
| Government dues (Taxes) | 14580819.05 | 29221562.38 |
| For Expenses and other Liabilities | 7425644.64 | 5233246.24 |
| Advance from Customers | 669484673.11 | 370563693.18 |
| | <u>1005822884.78</u> | <u>836243242.01</u> |
| | | |
| | | Note 2.10 |
| Short Term Provision | | |
| Provision for Employees Benefits | | |
| Leave Encashment (Current) | 131753.00 | 479991.00 |
| Provision for Gratuity | 983165.50 | 215313.50 |
| Others | | |
| Proposed Final Dividend on Equity Shares | 9630381.00 | 0.00 |
| Corporate Dividend Tax | 3273166.00 | 1562289.00 |
| Wealth Tax | 650000.00 | 500000.00 |
| | <u>14668665.50</u> | <u>2757693.50</u> |

OM METALS INFRAPROJECTS LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET As At 31st March, 2014
Fixed Assets

Note 2.11

| PARTICULARS | AS AT 01-04-2013 | ADDITIONS | SALES/ TRANSFER | TOTAL COST AS AT 31-03-2014 | DEPRECIATION UP TO 31-03-13 DURING THE YEAR | TRANSFER WRITTEN BACK | TOTAL DEPRE- CIATION | W.D.V. 31-03-2014 | W.D.V. 31-03-2013 |
|---|----------------------|--------------------|--------------------|-----------------------------------|---|-----------------------------|----------------------------|----------------------|----------------------|
| | | | | | | | | | |
| Free Hold Land | 127213160.00 | 12402029.00 | 0.00 | 139615189.00 | 0.00 | 0.00 | 0.00 | 139615189.00 | 127213160.00 |
| Lease hold land including Tanancy right | 948722416.24 | 419410.00 | 66178225.00 | 883983601.24 | 68313.00 | 0.00 | 861399.74 | 883102201.50 | 948929329.50 |
| Agriculture Land | 11895233.02 | 0.00 | 0.00 | 11895233.02 | 0.00 | 0.00 | 0.00 | 11895233.02 | 11895233.02 |
| Building Temp. Labour Quarter Shed | 485727085.70 | 37633483.00 | 10149130.00 | 523217388.70 | 10441880.89 | 3876428.00 | 116547081.62 | 406670337.08 | 365745288.97 |
| Plant & Machinery | 71777317.05 | 11768939.80 | 0.00 | 72946256.85 | 379431801.23 | 0.00 | 428571789.35 | 300874487.30 | 342245515.82 |
| Furniture & Fixture | 48880381.25 | 302177.00 | 0.00 | 49182538.25 | 3792011.47 | 0.00 | 36535932.08 | 12646548.18 | 16136380.65 |
| Office Equipments | 21294893.63 | 623243.99 | 0.00 | 21918137.62 | 1528234.58 | 0.00 | 11889736.27 | 10048401.35 | 10951391.92 |
| Computer | 12164801.13 | 517997.00 | 0.00 | 12682798.13 | 902891.28 | 0.00 | 11031727.48 | 1651070.65 | 2005784.94 |
| Vehicle | 101884809.03 | 10573160.27 | 6445712.00 | 105992057.30 | 11573538.61 | 3951824.00 | 67244704.91 | 38747352.38 | 42241818.72 |
| Temp. Wooden Hut (100%) | 52497395.10 | 0.00 | 0.00 | 52497395.10 | 119649.60 | 0.00 | 52377709.56 | 119685.54 | 239335.14 |
| TOTAL | 2539137282.15 | 74240389.86 | 82767067.00 | 2630610605.01 | 81564087.53 | 7828050.00 | 725040101.01 | 1805570594.01 | 188783218.69 |
| Figures for the previous year | 2604215006.63 | 61061658.63 | 261391383.00 | 2639137282.15 | 560575957.05 | 5024910.00 | 651304063.47 | 188783218.69 | 19533639049.58 |
| Intangible Assets | | | | | | | | | |
| Computer Software | 512060.00 | 300000.00 | 0.00 | 812060.00 | 170520.00 | 0.00 | 206553.00 | 515007.00 | 396027.00 |
| Goodwill | 673900.00 | 850708.75 | 0.00 | 1524608.75 | 0.00 | 0.00 | 0.00 | 1524608.75 | 673900.00 |
| TOTAL | 1186960.00 | 1150708.75 | 0.00 | 2336568.75 | 170520.00 | 0.00 | 206553.00 | 2040115.75 | 1059927.00 |
| Figures for the previous year | 685960.00 | 500000.00 | 0.00 | 1185960.00 | 12060.00 | 0.00 | 126033.00 | 1059927.00 | 673900.00 |
| Capital Work in Progress | | | | | | | | | |
| Om Metals Infraprojects Ltd. | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 13139400.00 | 12614874.00 |
| Pondichery Port Ltd. | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 47057785.50 |
| Om Metals Consortium PF | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 428700112.45 | 427849632.20 |
| Om Metals Real Estate Pvt. Ltd. | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 390829.16 | 21031444.00 |
| Bhilwara Jaipur Toll Road P. Ltd. | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 1216653789.68 | 701172359.68 |
| Gurha Thermal Power Co. Ltd. | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 41038778.50 | 0.00 |
| Total Capital Work in Progress | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 1700920912.77 | 1210066105.38 |
| Grand Total | 2540323242.15 | 75391098.61 | 82767067.00 | 2537947273.76 | 81734607.53 | 7828050.00 | 725336654.01 | 3508531532.52 | 3098959251.07 |
| Figures for the previous year | 2504909666.63 | 61561658.63 | 26139383.00 | 2640323242.15 | 550538017.05 | 5024910.00 | 651430096.47 | 3098959251.07 | 2491622767.81 |

Note: During the year the Pondichery Port Limited, in view of numerous allegations in the matter of clearances from various from authorities in relation to concession agreement dated 21st January 2008 with the Government of Pondichery (GOP), decided to terminate the project and file for mandatory arbitration by nominating the arbitrator Pursuant to this an arbitration panel has been constituted before which the company has made a claim among other things for reimbursement expenses incurred in relation to the project, compensation for abandonment etc. Consequent to the above Pondichery Port Limited has charged the entire expenses (Proportionate Group's Share) of Rs. 50289373 in relation to the project carried under the head Capital Work in progress as at 31st March 2014. to statement of profit and loss.

OM METALS INFRAPROJECTS LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL
STATEMENTS FOR THE YEAR ENDED ON 31st March, 2014

| | No. of Shares | Face Value | As At | |
|--|---------------|------------|---------------------|---------------------|
| | | | 31-03-14 Amount | 31-03-13 Amount |
| Non Current Investment | | | | |
| LONG TERM INVESTMENTS (at cost): | | | | |
| Investment Property | | | | |
| Land At Rozka Gujar Delhi | | | 1890700.00 | 1890700.00 |
| TRADE INVESTMENTS INCL. JV | | | | |
| Ordinary Share (Fully paid up) | | | | |
| Joint Ventures (Unquoted) | | | | |
| Om Shivaya Real Estate (P) Limited JV | 510000 | 10.00 | 0.00 | 5100000.00 |
| N.K.P. Holdings Private Limited JV | | 10.00 | 11111500.00 | 11111500.00 |
| Om Sensational Properties Private Limited | 1250 | 10.00 | 12500.00 | 12500.00 |
| | | | 11124000.00 | 16224000.00 |
| In Associates | | | | |
| Sannati Infra Developers Pvt. Ltd. | 500000 | 10.00 | 0.00 | 133602.00 |
| Sannati Infra Developers Pvt. Ltd. (Share Warrants) | 450000 | 10.00 | 4500000.00 | 4500000.00 |
| Om Metal Auto Pvt. Ltd. | 147000 | 10.00 | 30281847.52 | 32196450.90 |
| Om Gains P Ltd. | 10189 | 10.00 | 1013844.40 | 1017976.40 |
| | | | 35795691.92 | 37848029.30 |
| Others | | | | |
| Sun Beam Energy Pvt. Ltd. | 10000 | 10.00 | 100000.00 | 100000.00 |
| | | | 100000.00 | 100000.00 |
| 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 Eoka 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 Deptl. interest is to be adjusted on realisation) | | | 64800.00 | 64800.00 |
| | | | 64800.00 | 64800.00 |
| Investment in J V /Partnership | | | | |
| Om Shivaya Real Estate (P) Limited JV | | | 211532394.00 | 432322394.00 |
| Om Sensational Properties Private Limited JV | | | 10000000.00 | 10000000.00 |
| N.K.P. Holding (P) Limited | | | 0.00 | 28250000.00 |
| | | | 221532394.00 | 470572394.00 |
| Grand Total | | | 272573625.92 | 528765963.30 |

NOTE:

| | | | |
|-----------------------------------|----------------------|--------|--------|
| 1. Aggregate value of investments | Quoted | 20.66 | 20.66 |
| | Unquoted | 470.20 | 541.72 |
| | Market price -quoted | 22.14 | 20.05 |

| | As At | |
|--|--------------------|--------------------|
| | 31-03-14 Amount | 31-03-13 Amount |

Long term Loans and Advances

| | | |
|---|---------------------|---------------------|
| Particulars | | |
| Unsecured, Considered good unless otherwise stated | | |
| Capital Advance | 422500.00 | 423515.00 |
| Security Deposits | 67982866.36 | 64432382.51 |
| Loans and Advances to Related Parties | | |
| (i) To Joint Ventures/Associates | 0.00 | 45821915.00 |
| Balance With Statutory/Govt. Authority | 3329704.00 | 837667.00 |
| Other Loans and Advances | | |
| (i) Inter corporate deposits | 8650000.00 | 9550000.00 |
| (ii) Income taxes paid including & MAT credit entitlement (Net of Provision) | 200252452.56 | 180839287.81 |
| (iii) Others Loans and Advances | 88566777.16 | 67720252.51 |
| Sub Total | 369204300.08 | 369625019.83 |

2.13(a) Security Deposit with related parties 195.00 195.00

Other Non Current Assets

Unsecured, Considered good unless otherwise stated

Non Current Bank Balances

FDR with Banks 26275535.83 10746894.78

MISCELLANEOUS EXPENDITURE

(To the extent not written off or adjusted)

Preliminary Exp. (Op Balance) 450227.12 559026.12

Add: Addition During the Year 6320.00 0.00

456547.12 559026.12

Less : 1/5th written off during the year 118388.82 108799.00

338158.30 450227.12

Deferred Revenue Exp. (Op. Bal.) 9395820.07 10726110.07

9395820.07 10726110.07

Less : Written off during the year 2876181.60 1330290.00

6519638.47 9395820.07

33133332.60 20592941.97

OM METALS INFRAPROJECTS LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL
STATEMENTS FOR THE YEAR ENDED ON 31st March, 2014

| | <u>As At</u> | <u>Note - 2.15</u> |
|---|----------------------|----------------------|
| | <u>31-03-14</u> | <u>As At</u> |
| | <u>Amount</u> | <u>31-03-13</u> |
| | | <u>Amount</u> |
| <u>INVENTORIES</u> | | |
| Raw Material | 41280639.21 | 115083012.48 |
| Work in Progress | 2923644643.25 | 2605060601.75 |
| Finished Goods | 22322682.00 | 40265427.00 |
| Store & spares | 2644658.52 | 1599960.10 |
| Total | 2989892622.98 | 2762009001.33 |
| 2.15(a) Raw Material/Store & Spares includes goods in Transit | 7.41 | 6.81 |
| <u>Trade Receivable</u> | | <u>Note - 2.16</u> |
| (Unsecured considered good except to the extent stated) | | |
| Debtors outstanding for a period exceeding 6 months from the date they are due for Payment. | 38043945.08 | 23955231.75 |
| Other debtors | 805714918.48 | 1037571740.91 |
| Sub Total (B) | 843758863.56 | 1061526972.66 |
| 1 Includes dues from companies where Directors are interested | 0.00 | 2046.54 |
| | | |
| | <u>As At</u> | <u>Note - 2.17</u> |
| | <u>31-03-14</u> | <u>As At</u> |
| | <u>Amount</u> | <u>31-03-13</u> |
| | | <u>Amount</u> |
| <u>CASH AND BANK BALANCE</u> | | |
| <u>CASH AND CASH EQUIVALENTS</u> | | |
| <u>Balances with Banks</u> | | |
| On Current Account | 156579031.63 | 88016930.96 |
| On Saving Bank accounts | 10330.84 | 10330.84 |
| On Term Deposit accounts with maturity less than 3 months at inception | 189887262.61 | 13615057.72 |
| On Unpaid Dividend accounts | 2388522.05 | 686023.25 |
| Cash on Hand | 4111934.44 | 4128574.11 |
| | 352977081.57 | 106453916.87 |
| Others | | |
| In term deposit account | | |
| With maturity more than 3 months but less than 12 months at inception | 448491756.48 | 31228146.45 |
| With maturity more than 12 months at inception | 29769893.83 | 45774741.78 |
| | 478261650.31 | 77002888.23 |
| Total | 831238731.88 | 183456805.10 |
| Amount disclosed under non current assets | 26275535.83 | 10746894.78 |
| Sub Total (C) | 804963196.05 | 172709910.32 |
| A Sub Note | | |
| 1 Earmarked balance (In term deposit account) | 646.00 | 670.99 |
| 2 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. | | |
| | | |
| | <u>Note - 2.18</u> | |
| <u>Short Term Loans and Advances</u> | | |
| (Unsecured, Considered good unless otherwise stated) | | |
| Others | | |
| Advances recoverable in cash or in kind or for value to be received | 98390227.60 | 140196132.10 |
| Prepaid Expenses | 16725326.83 | 9307418.13 |
| Balance with customs and central excise authorities etc. | 41730334.73 | 35094623.66 |
| Advance to Staff | 819681.00 | 898863.00 |
| Other Loans and Advances | 19484319.00 | 3769897.43 |
| | 177149889.16 | 189266934.32 |
| | | |
| | <u>Note - 2.19</u> | |
| <u>Other Current assets</u> | | |
| Interest Accrued on Fixed Deposits | 8691553.72 | 1581928.94 |
| Others | 53403.00 | 53221.00 |
| | 8744956.72 | 1635149.94 |

OM METALS INFRAPROJECTS LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL
STATEMENTS FOR THE YEAR ENDED ON 31st March,2014

| Particulars | 2013-14 (Rs.) | Note- 2.20 2012-13 (Rs.) |
|---|----------------------|--------------------------------|
| <u>Revenue From Operations</u> | | |
| <u>Sale of Products</u> | | |
| Sales of Gate, components & allied receipts including EPC contract receipts | | |
| Overseas | 138537322.34 | 0.00 |
| Domestic | 3744438106.37 | 4553649517.62 |
| Real Estate Business | 136603243.78 | 111092689.64 |
| <u>Sale of Services</u> | | |
| Guest Accomodation, Banquet, Health Club, Laundry receipt of Hotel | 32691218.14 | 32643606.42 |
| Sale of Food, Liquor and Beverages | 29643426.95 | 27049904.68 |
| <u>Other Operating Revenue</u> | | |
| Transportation receipts | 15771064.00 | 14670870.00 |
| Job Work Receipts | 6536156.00 | 0.00 |
| Trial & Testing Receipts | 52357918.00 | 0.00 |
| Receipts from wind power electric generation | 1660612.80 | 2056398.70 |
| Receipt from share of operating profit from Cinema | 14305788.00 | 13818269.00 |
| | 4172544856.38 | 4754981256.06 |
| <u>Particulars of Sales of Products</u> | | |
| Gate and Gate Components | 1277370607.30 | 960148903.62 |
| Contract Receipts | 2605604821.41 | 3593500614.00 |
| Real Estate Business | 136603243.78 | 111092689.64 |
| Total | 4019578672.49 | 4664742207.26 |
| Note - 2.21 | | |
| <u>OTHER INCOME</u> | | |
| Interest from deposit and others(Gross) | 54367362.97 | 37509816.09 |
| Dividend receipts | 1868.60 | 138691.84 |
| Rent and hire receipts | 8333132.00 | 9019200.00 |
| Miscellaneous receipts | 2254988.67 | 5308663.47 |
| Claims | 5794043.00 | 0.00 |
| Profit on Sale of Fixed Assets | 0.00 | 29843833.50 |
| Total | 70751395.24 | 81820204.90 |

OM METALS INFRAPROJECTS LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FININCIAL
STATEMENTS FOR THE YEAR ENDED ON 31st March,2014

Note - 2.22

| Particulars | 2013-14 (Rs.) | 2012-13 (Rs.) |
|---|----------------------|----------------------|
| <u>Cost of Material Consumed</u> | | |
| Imported | 97644616.74 | 134394242.30 |
| Indigenous | 1332941708.50 | 1182333178.32 |
| | <u>1430586325.24</u> | <u>1316727420.62</u> |

| <u>Particulars of the Material Consumed</u> | | |
|--|----------------------|----------------------|
| Particulars | | |
| 1 Structural Steel and Bought out items | 382747483.24 | 600938791.27 |
| 2 Bitumen | 434522929.00 | 432651095.00 |
| 3 Cement | 133715566.39 | 129760730.39 |
| 4 Civil Materials Other | 356642919.62 | 93353531.61 |
| 5 Land Purchase | 80676277.00 | 13918651.00 |
| 6 Others | 42281149.99 | 46104621.35 |
| | <u>1430586325.24</u> | <u>1316727420.62</u> |

OM METALS INFRAPROJECTS LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL
STATEMENTS FOR THE YEAR ENDED ON 31st March, 2014

Note - 2.23

| Particulars | 2013-14 (Rs.) | 2012-13 (Rs.) |
|---|-----------------------------|-----------------------------|
| <u>Changes in inventories of finished goods, work-in-progress and Stock-in-Trade</u> | | |
| <u>OPENING INVENTORIES</u> | | |
| Finished Goods | 40265427.00 | 57902756.50 |
| Work in Progress | 2605060601.75 | 2253345582.76 |
| Less: Transferred to F.A./Capital W.I.P. | 0.00 | 15310249.25 |
| | <u>2605060601.75</u> | <u>2238035333.51</u> |
| Stock in Trade | 0.00 | 57455382.08 |
| Less: Transferred on Sale of Subsidiary | 0.00 | 57455382.08 |
| | <u>0.00</u> | <u>0.00</u> |
| Sub Total | <u>2645326028.75</u> | <u>2295938090.01</u> |
| <u>CLOSING INVENTORIES</u> | | |
| Finished Goods | 22322682.00 | 40265427.00 |
| Work in Progress | 2923644643.25 | 2605060601.75 |
| Sub Total | <u>2945967325.25</u> | <u>2645326028.75</u> |
| INCREASE (DECREASE) IN INVENTORIES | <u>-300641296.50</u> | <u>-349387938.74</u> |

Note - 2.24

EMPLOYEE BENEFIT EXPENSES

| | | |
|---|----------------------------|----------------------------|
| Salaries, Wages, Bonus and Allowances etc. | 211829518.59 | 176062649.80 |
| Contribution of PF, ESI and other welfare fund scheme | 2665786.04 | 2382360.60 |
| Gratuity | 258188.00 | 1508493.00 |
| Employee Welfare Exp. Including compensation | 18672780.90 | 17090314.46 |
| Total | <u>233426273.53</u> | <u>197043817.86</u> |

OM METALS INFRAPROJECTS LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL
STATEMENTS FOR THE YEAR ENDED ON 31st March, 2014

Note - 2.25

| Particulars | 2013-14 (Rs.) | 2012-13 (Rs.) |
|---------------------------------------|----------------------------|----------------------------|
| <u>Financial Cost</u> | | |
| Bank charges and Guarantee commission | 29469042.00 | 43409113.62 |
| Foreign Currency Fluctuation | 0.00 | 2423466.23 |
| <u>Interest paid</u> | | |
| a) On Term Loan | 93782634.09 | 75144329.97 |
| b) On working capital/others | 41314964.77 | 130457650.30 |
| Total | <u>164566640.86</u> | <u>251434560.12</u> |

Note - 2.26

Depreciation and amortization expense

| | | |
|---|---------------------------|----------------------------|
| Depreciation on Tangible Assets | 81564087.53 | 105753016.42 |
| Amortisation of Intangible Assets | 170520.00 | 113973.00 |
| Less : Transferred from revaluation reserve | 148475.00 | 170715.00 |
| Less : Depreciation Capitalised | 615136.97 | 990513.62 |
| | <u>80970995.56</u> | <u>104705760.80</u> |

OM METALS INFRAPROJECTS LIMITED

**NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL
STATEMENTS FOR THE YEAR ENDED ON 31st March,2014**

| Particulars | 2013-14 (Rs.) | Note - 2.27 2012-13 (Rs.) |
|---|----------------------|---------------------------------|
| <u>Other Expenses</u> | | |
| <u>Manufacturing and Operating Expenses</u> | | |
| Power and Fuel Expenses | 90942896.14 | 98495729.57 |
| Stores, Spares and Tools Consumed. | 27664301.58 | 68700809.80 |
| Job and other work exp. | 991431997.92 | 1098060940.04 |
| Contract Expenses | 494595163.00 | 876205842.00 |
| Rent/Hire charges for equipment | 39045732.00 | 23820757.80 |
| <u>Repairs & Maintenance</u> | | |
| a) To Machinery | 30269551.80 | 30340355.94 |
| b) To Building | 15210325.00 | 32183754.00 |
| Insurance Expenses | 20328301.04 | 10367892.80 |
| Total | 1709488268.48 | 2238176081.95 |
| <u>Establishment and Selling Exp.</u> | | |
| Transportation Expenses | 34682608.35 | 28305117.96 |
| Rent | 13492258.75 | 12517035.40 |
| Rates and taxes | 104119356.51 | 236309794.91 |
| Telephone, telex and postage | 8518386.81 | 8131776.11 |
| Travelling and conveyance expenses | 45544556.89 | 39375747.03 |
| Legal, consultancy, retainership, professional arbitration expenses | 68944477.00 | 65894104.64 |
| General repairs | 3212906.10 | 3719091.80 |
| Vehicle running & maintenance | 29548084.71 | 20019969.31 |
| Miscellaneous expenses | 37965261.73 | 38588028.08 |
| Payment To Auditors | 1019862.27 | 911934.33 |
| Charity and donation | 303100.00 | 0.00 |
| Advertisement and Business Promotion | 12056266.07 | 6376775.43 |
| Claim Expenses | 0.00 | 27264119.00 |
| Vat Composition Tax | 7595689.00 | 14248276.00 |
| Loss on Sales of Fixed Assets | 5295560.00 | 0.00 |
| Bad Debts/ Sundry Bal. W/off | 50823544.62 | 88161818.00 |
| Preliminary Exp./Deferred Revenue Exp. W. off | 2994570.42 | 1439089.00 |
| Total | 426116489.23 | 591262677.00 |
| Grand Total | 2135604757.71 | 2829438758.95 |

2.28 CONTINGENT LIABILITIES (NOT PROVIDED FOR) IN RESPECT OF THE PARENT COMPANY:

(RS. IN LACS)

| S. No. | Particulars | As at 31.03.2014 | As at 31.03.2013 |
|--------|---|-------------------------|-------------------------|
| i) | Outstanding bank guarantee * | 19677.98 | 16736.42 |
| ii) | Letter of credits accepted | 846.66 | 785.06 |
| iii) | Claims against the Company not acknowledged a debt relating to supplies and service matters including counter claims of project authorities. | 1381.48 | 1377.38 |
| iv) | Various labour cases | Amount Un ascertainable | Amount Un ascertainable |
| v) | Show cause/demand/notices by excise deptt., service tax, income tax authorities being disputed by the company. (See note no 2.37 below.)(Net) | 2290.43 | 2074.88 |
| vi) | Outstanding Corporate Guarantee** | 20600.00 | 20600.00 |

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.

- *Out standing 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 31.03.2014 | O/s. Bank guarantee as at 31.03.2013 |
|---|--------------------------------------|--------------------------------------|
| OML+JSC, UKRAIN , KAMENG (JV) | 2340.02.00 | 1970.00 |
| Om Metals Consortium (PF) | 1000.00 | 1000.00 |
| Bhilwara Jaipur Toll Road P. Ltd (JV) | 539.00 | 539.00 |
| Om Metal SPML Infraprojects Ltd | 5172.71 | 4076.78 |
| Gurha Thermal Power Co. Ltd.(JV) | 264 | 264 |
| Om Metals Consortium Pvt.Ltd | 20.00 | 0.00 |

** Outstanding corporate guarantees given to bank on account of loans given by such bank.
(Rs. In Lacs)

| Name of Company | Corporate Guarantee 2014 | Corporate Guarantee 2013 |
|------------------------------------|--------------------------|--------------------------|
| Bhilwara Jaipur Toll Road Pvt. Ltd | 20600 | 20600 |

2.29 Other commitments

- The company has issued an under taking to associate bankers for non – disposal of its investment of Rs. 1808.53 Lacs (Previous year Rs. 1797.53 Lacs) in an associate (Bhilwara Jaipur Toll Road Pvt. Ltd) till date entity repay its debts.
- The company from time to time provides need based support to subsidiaries and joint venture entity towards capital and other requirements .
- Out of Share Investment in Bhilwara Jaipur Toll Road Pvt. Ltd. 617570 (P. Year 128583) no. of shares have been pladged with PNB Bank and 582546(P. Year121305)No. of Shares have been pladged with ICICI Bank Ltd. Against the Term Loan taken by the Bhilwara Jaipur Toll Road Pvt. Ltd. from them.

- 2.30 Estimated amount of contracts remaining to be executed on capital account not provided for Rs. 4.32 Lacs (Rs. 4.32 Lacs in the previous year).
- 2.31 Claims raised by the Company/Claims settled with various project authorities/ other parties. amounting to Rs 14134.84 lacs (Rs. 11269.34 Lacs in previous year), against these claims, the company has received arbitration awards of Rs 1534.50 (Previous year Rs. 1676.34 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 .

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

| S. No. | Particulars | 2014 | 2013 |
|--------|---|-----------|-----------|
| 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.) | 326769970 | 367382447 |
| iii) | Basic and diluted earning per shares (Rs.) | 3.39 | 3.81 |
| iv) | Nominal value of equity shares (Rs.) | 1 | 1 |

2.33 Details of dues to Micro Small and medium enterprises as per MSMED Act. 2006.

| Particulars | (Rs. In lacs) | |
|--|---------------|-----------|
| | 2013-2014 | 2012-2013 |
| The principal amount due and remaining unpaid to any supplier as at the end of each accounting year | 2.95 | 10.73 |
| The interest due an unpaid principal amount remaining as at the end of the each accounting year | | - |
| The amount of interest paid by the buyer in terms of section 16 of the Micro Small and medium enterprises Development Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during each accounting year . | - | - |
| The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) But without adding the interest specified under Micro Small and medium enterprises Development Act, 2006 | *- | - |
| The amount of interest accrued and remaining unpaid at the end of each accounting year and | - | - |
| The amount of further interest remaining due and payable even in the succeeding years , until such date when the interest dues as above are actually paid to the Small Enterprises for the purpose of disallowance as a deductible expenditure U/s. 23 of the Micro Small and medium enterprises Development Act, 2006 | - | - |

2.34 Segment Reporting:

a) **Primary Segment :Business Segment**

The Groups's operating business are organized and managed separately according to the nature of products manufactured and services provided . The Five Identified reportable segments are turn key contracts of Gates, Cranes, Hoist for Irrigation & Power projects in the Engg. Division and the other segments includes Cinema (Entertainment) in Multiplex Division , running of Hotel Cum revolving restaurant in Hotel division, construction of multi stories building in real estate division and Other Other Works in Other Segment which in the context of Accounting Standard AS –17 "Segment reporting" constitute reportable segment.

b) **Secondary segments: Geographical segments**

The analysis of Geographical segment is based on the geographical location i.e. domestic and overseas markets of the customers.

c) **Secondary Segment Reporting (By Geographical segment)**

The following is the distribution of the company's revenue from operation (net) by Geographical markets, regardless of where the goods were produced:

| Particulars | (Rs. In Lacs) | |
|---|-----------------|-----------------|
| | 2013-14 | 2012-13 |
| Revenue from domestic Market | 40340.08 | 47549.81 |
| Revenue from Overseas Market(Incl. Nepal) | 1385.37 | 0.00 |
| Total | 41725.45 | 47549.81 |

Geographical segment wise receivables:

| Particulars | (Rs. In Lacs) | |
|--|----------------|-----------------|
| | 2013-14 | 2012-13 |
| Receivable from domestic Market | 8437.59 | 10615.27 |
| Receivable from Overseas Market(Incl. Nepal) | 0.00 | 0.00 |
| Total | 8437.59 | 10615.27 |

The company has common fixed Assets in India or producing goods / providing services for domestic market and overseas markets. Hence, separate figures for fixed assets/ addition to fixed assets have not been furnished.

Inter segment revenues between operating segments are accounted for at market price. These transaction are eliminated in consolidation except proportionate group share of Contract Receipt from Om Metals SPML Infraprojects P. Ltd. Of Rs. 4945.95 Lacs(P.Y.Rs.6707.51 Lacs) and correspondingly Contract Exp. of Rs. 4945.95 Lacs(P.Y.Rs. 6707.51 Lacs) are not eliminated in Consolidated Financial Statements.

d) Information about Primary business segments for the year 31.03.2014 :

(Rs. In Lacs.)

| Particulars | Engg. Div. | | Multi plex | | Hotel & Res. Div. | | Real Estate | | Other | | Total | |
|---|-----------------|-----------------|----------------|----------------|-------------------|----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|
| | Current Year | Previous Year | Current Year | Previous Year | Current Year | Previous Year | Current Year | Previous Year | Current Year | Previous Year | Current Year | Previous Year |
| (1) Segment Revenue: | | | | | | | | | | | | |
| External sales/income (Net) | 29247.08 | 35375.13 | 143.06 | 138.18 | 639.85 | 617.5 | 1366.03 | 1110.93 | 11133.89 | 11862.78 | 42530.01 | 49104.52 |
| Other receipt | 2079.98 | 129.50 | 3.00 | 1.42 | 10.67 | 10.38 | 15.09 | 331.66 | 0.50 | -97.85 | 2109.24 | 375.11 |
| Interest Receipts | 437.22 | 84.94 | 0.00 | 0.00 | 2.80 | 1.45 | 16.95 | 185.38 | 86.70 | 182.43 | 543.67 | 454.20 |
| Inter segment sales /Other Recp | 0.00 | 0.00 | 0.00 | 0.00 | 81.58 | 114.09 | 0.00 | 0.00 | -2872.52 | -1745.72 | -2790.94 | -1631.63 |
| Total Revenue | 31764.28 | 35589.57 | 146.06 | 139.60 | 735.00 | 743.42 | 1398.07 | 1627.97 | 8348.57 | 10201.64 | 42391.98 | 48302.20 |
| (2) Segment Results: | | | | | | | | | | | | |
| Segments results before Int. and Tax and Exp. Items | 5305.23 | 5714.13 | 128.49 | 113.25 | 96.06 | 129.18 | 535.00 | 342.19 | 588.79 | 1125.22 | 6653.57 | 7423.97 |
| Add: Exceptional Items | 0.44 | 101.28 | 0.00 | 0.00 | 0.00 | 0.00 | 294.09 | 0.00 | -502.90 | 0.00 | -208.37 | 101.28 |
| Operating profit before Int. | 5305.67 | 5815.41 | 128.49 | 113.25 | 96.06 | 129.18 | 829.09 | 342.19 | 85.89 | 1125.22 | 6445.20 | 7525.25 |
| Financial exp. | 810.64 | 1655.84 | 0.01 | 0.04 | 3.16 | 3.71 | 761.81 | 726.33 | 70.04 | 128.43 | 1645.66 | 2514.35 |
| Income tax current | 930.00 | 1200.00 | 0.00 | 0.00 | 0.00 | 0.00 | 3.15 | 43.66 | 534.97 | 39.37 | 1468.12 | 1283.03 |
| Wealth Tax | 6.50 | 5.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 6.50 | 5.00 |
| Deferred tax assets/Lia. | -24.66 | -67.33 | 0.00 | 0.00 | 0.00 | 0.00 | 0.24 | 0.89 | -0.06 | 0.00 | -24.48 | -66.44 |
| Income Tax /Wealth Exp. Earlier Year | 0.00 | 0.62 | 0.00 | 0.00 | 0.00 | 0.00 | 0.04 | 0.01 | 0.08 | 0.77 | 0.12 | 1.40 |
| Minority Interest in Current Year Profit | 0.00 | 0 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.15 | 0.00 | 0.15 |
| Inter segment Exp. | 81.58 | 114.09 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 81.58 | 114.09 |
| Net Profit | 3501.61 | 2907.19 | 128.48 | 113.21 | 92.90 | 125.47 | 63.85 | -428.70 | -619.14 | 856.50 | 3267.70 | 3673.67 |
| 3. Other Information: | | | | | | | | | | | | |
| Segment Assets | 25829.61 | 20805.81 | 344.03 | 344.12 | 3093.29 | 3164.74 | 15689.69 | 13937.55 | 45123.00 | 43788.69 | 90079.52 | 82050.91 |
| Inter Branch/Segment Unallocated assets | 35466.26 | 38015.99 | 954.81 | 825.29 | -1050.78 | -1217.79 | -1762.86 | -1007.48 | -33607.43 | -36616.01 | 0.00 | 0.00 |
| Total Assets | 61295.87 | 58821.80 | 1298.84 | 1169.41 | 2042.51 | 1946.95 | 13926.73 | 12930.07 | 11515.57 | 7182.68 | 90079.52 | 82050.91 |
| Segment Liabilities: | | | | | | | | | | | | |
| Share Capital | 963.04 | 963.04 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 963.04 | 963.04 |
| Reserve & Surplus | 44176.36 | 39061.00 | 1196.93 | 1068.44 | 1951.89 | 1858.99 | 2562.58 | 2498.72 | -189.38 | 2170.35 | 49698.38 | 46657.50 |
| Long Term Borrowings | 698.69 | 1083.18 | 0.00 | 0.00 | 0.00 | 0.00 | 5328.45 | 4741.37 | 10451.82 | 5613.50 | 16478.96 | 11438.05 |
| Short Term borrowings | 5207.79 | 4562.41 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 5207.79 | 4562.41 |
| Segment liabilities | 9903.20 | 12780.72 | 101.91 | 100.97 | 90.62 | 87.96 | 6034.57 | 5689.09 | 1252.79 | -601.57 | 17383.09 | 18057.17 |
| Deferred tax liabilities | 346.79 | 371.45 | 0.00 | 0.00 | 0.00 | 0.00 | 1.13 | 0.89 | -0.52 | -0.46 | 347.40 | 371.88 |
| Unallocated liabilities | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Other Liabilities | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.86 | 0.86 | 0.86 | 0.86 |
| Inter Branch/Segment | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Total Liabilities | 61295.87 | 58821.80 | 1298.84 | 1169.41 | 2042.51 | 1946.95 | 13926.73 | 12930.07 | 11515.57 | 7182.68 | 90079.52 | 82050.91 |
| (1) Capital Expenditure | 227.67 | 280.67 | 6.89 | 0.00 | 4.17 | 27.59 | 180.81 | 257.86 | 5242.92 | 6777.06 | 5662.46 | 7343.18 |
| Depreciation & Amortisation | 673.59 | 906.60 | 13.32 | 15.20 | 74.61 | 75.27 | 15.97 | 15.49 | 39.86 | 46.11 | 817.35 | 1058.67 |
| Non cash expenses other than depreciation | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 1.12 | 1.06 | 537.06 | 894.95 | 538.18 | 896.01 |

2.35 Related Party disclosure under Accounting Standard AS-18 " Related party disclosures" notified under Companies (Accounting standard) Rules 2006:

During the year, the company entered into transactions with the related parties. Those transactions along with related balance as at 31st March 2014 and for the year ended are presented below.

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

List of related parties and relationship:

| Name of the related party | Relationship |
|---|---|
| Subsidiaries and step down Subsidiaries | |
| Om Metals Real Estate (P) Limited | Subsidiary company |
| Om Metals Consortium (P) Limited | Subsidiary company |
| Om Auto Motors P Ltd | Step Down Subsidiary company of Om Metals Real Estate Private Limited |
| Om Metals Ratanakar (P) Limited | Step Down Subsidiary company of Om Metals Real Estate P. Ltd |
| Om Hydromech Pvt Limited | Step Down Subsidiary company of Om Metals Real Estate P. Ltd |
| Om Kothari Hotels Pvt. Ltd. | Step Down Subsidiary company of Om Metals Real Estate Pvt. Ltd. |
| Mayura Capital and Advisors Pvt. Ltd | Step Down Subsidiary (Subsidiary co. of Om Metals Real Estate Pvt. Ltd.) w.e.f. 30.04.2013 |
| Joint venture | |
| OMIL-JSC JV, Kameng | |
| Bhilwara Jaipur Toll Road Pvt Limited | |
| Om Metal SPML Infra Project Pvt Limited | |
| Gurha Thermal Power Co. Ltd. (JV) | |
| Enterprises over which significant influence exercised by directors. | |
| Skywave Impex (P) 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 | Ceased w.e.f.26.06.2012 Associate Promoter holding more than 20% or under the same management |
| Om Metals Infotech (P) Ltd. | Associate Promoter holding more than 20% or under the same management |
| Alchemy Ventures (P) Ltd. | -do- |
| Nextmile Trade com P. Ltd | -do- |
| Om Metals Auto P.Ltd. | -do- |
| Om Giama P. Ltd. | -do- |
| Key Management personnel | Key Managerial Personnel |
| Shri T.C. Kothari | Chairman (Expired on 27.02.2013) |
| Shri C.P. Kothari | Managing Director |
| Shri D.P. Kothari | Director |
| Shri Sunil Kothari | Director(Resigned on 22.03.2014) |
| Shri Vikas Kothari | Executive Director |

| | |
|--|-----------------------|
| Shri Bharat Kothari | Executive Director |
| Shri Vivek Kothari | Executive Director |
| Shri Vishal Kothari | Executive Director |
| Shri Bahubali Kothari | Executive Director |
| Relatives of Key management persons | Relative of directors |
| Smt. C. Manjula Kothari | |
| Smt. D. Manjula 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 | 2013-14 | 2012-13 |
|---|--|--|---|
| A. Enterprises over Which significant Influence exercised by directors | | | |
| 1. Skywave Impex Ltd. | Opening balance as at 01.04.13 Advance against Job Work Transaction Job work Machinery Rent Closing balance as on 31.03.14 Advance Ag. Job work | 2.80 0.00 0.00 0.00 | 14.47 8.50 9.00 2.50 |
| 2. Jupiter Metal Pvt.Ltd. | Opening balance as at 01.04.13 Loans and advances Dr Security deposit outstanding Transactions Security Deposite Receipts Net movements in loans Dr Net movements in loans Cr Closing balance as on 31.03.14 Advance Dr. Security deposit outstanding | 0.00 40.00 0.00 0.00 0.00 0.00 40.00 | 0.00 0.00 60.00 7.7 1.05 0.00 40.00 |
| 3.Om Kothari Pariwarik Trust | Opening balance as at 01.04.13 Transactions Hire/Rent charges Closing balance as on 31.03.14 | 0.00 2.14 0.00 | 0.00 2.14 0.00 |
| 4.Om Kothari Foundation | Opening balance as at 01.04.13 Transactions Net movements in loans & Adv. Dr Net movements in loans & Adv. Cr. Donation Closing balance as on 31.03.14 | 0.00 0.00 0.00 1.32 0.00 | 0.00 2.02 2.02 1.32 0.00 |
| 5. Bahubali Housing Pvt. Ltd. | Opening balance as at 01.04.13 Credit Balance Security Deposits Transactions Office Rent Closing balance as on 31.03.14 Security Deposit Dr Creditors Cr. | 9.70 35.00 8.40 35.00 17.26 | -2.14 35.00 8.40 35.00 9.70 |
| 6. Little Star Finance (P) Limited | Opening balance as at 01.04.13 Security Deposits Credit Balance (opening) Transactions in Dr Office Rent Closing balance as on 31.03.14 Security Deposit Dr Loans and advances Cr. | 35.00 6.06 8.40 35.00 13.62 | 35.00 0.00 8.40 35.00 6.06 |

| | | | |
|---------------------------------|---------------------------------------|-------|-------|
| 7. Om Kothari Enterprises Ltd. | Opening balance as at 01.04.13 | | |
| | Loans and advances Dr | 0.00 | 40.93 |
| | Transactions | | |
| | Movements in Dr | 0.00 | 3.74 |
| | Movements in Cr | 0.00 | 44.67 |
| | Closing balance as on 31.03.14 | | |
| 8. Alchemy Ventures P. Ltd | Opening balance as at 01.04.13 | | |
| | Creditors | 0.00 | 0.00 |
| | Transactions | | |
| | Net movements in loans Dr | 0.11 | 1.15 |
| | Net movements in loans Cr | 0.11 | 1.15 |
| | Closing balance as on 31.03.14 | 0.00 | 0.00 |
| 9. Nextmile Tradecom Pvt.Ltd. | Opening balance as at 01.04.13 | | |
| | Loans and advances (Cr) | 0.00 | 29.19 |
| | Transactions | | |
| | Net movements in Dr | 0.00 | 29.19 |
| | Closing balance as on 31.03.14 | | |
| | Advance Dr. | 0.00 | 0.00 |
| Key Management Personnel | | | |
| 1. Shri T.C. Kothari | Opening balance as at 01.04.13 | | |
| | Transaction | | |
| | Net movements in Dr | 0.00 | 5.75 |
| | Loans advance Cr | 0.00 | 5.75 |
| | Consultancy | 0.00 | 0.90 |
| | Closing balance as on 31.03.14 | | |
| 2. Shri C.P. Kothari | Opening balance as at 01.04.13 | | |
| | Security deposit outstanding | 10.00 | 10.00 |
| | Credit balance | 30.24 | 0.00 |
| | Transaction | | |
| | Net movements in Dr & Cr | 0.02 | 35.85 |
| | Hire charges/Rent paid | 1.08 | 1.08 |
| | Director Remuneration | 48.00 | 48.00 |
| | Closing balance as on 31.03.14 | | |
| | Credit balance | 5.12 | 30.24 |
| | Security deposit outstanding | 10.00 | 10.00 |
| 3. Shri D.P. Kothari | Opening balance as at 01.04.13 | 0.00 | 24.90 |
| | Security deposit outstanding | 7.50 | 7.50 |
| | Transaction | | |
| | Net movements in Dr & Cr | 0.00 | 85.80 |
| | Hire charges/Rent paid | 19.20 | 19.20 |
| | Director Remuneration | 45.00 | 42.00 |
| | Closing balance as on 31.03.14 | | |
| | Credit balance | 26.52 | 0.00 |
| | Security deposit outstanding | 7.50 | 7.50 |
| 4. Shri Sunil Kothari | Opening balance Cr. as at 01.04.13 | 0.00 | 26.89 |
| | Transaction | | |
| | Net movements in loans Dr. & Cr. | 0.00 | 75.67 |
| | Salary and allowances | 46.84 | 48.00 |
| | Hire charges/Rent paid | 1.08 | 1.08 |
| | Closing balance as on 31.03.14 | | |
| | Credit balance | 7.43 | 0.00 |

| | | | |
|-------------------------------|--------------------------------|-------|-------|
| 5. Vikas Kothari | Opening balance as at 01.04.13 | 0.00 | 0.00 |
| | Transaction | | |
| | Net Payment | 18.00 | 18.00 |
| | Salary and allowances | 18.00 | 18.00 |
| | Closing balance as on 31.03.14 | | |
| 6. Shri Bharat Kothari | Opening balance as at 01.04.13 | 0.00 | 0.00 |
| | Transaction | | |
| | Net Payment | 18.00 | 18.00 |
| | Salary | 18.00 | 18.00 |
| | Closing balance as on 31.03.14 | | |
| 7. Shri Vivek Kothari | Opening balance as at 01.04.13 | 0.00 | 0.00 |
| | Transaction | | |
| | Net Payment | 18.00 | 18.00 |
| | Salary | 18.00 | 18.00 |
| | Closing balance as on 31.03.14 | | |
| 8. Shri Vishal Kothari | Opening balance as at 01.04.13 | 0.00 | 0.00 |
| | Transaction | | |
| | Net Payment | 18.00 | 18.00 |
| | Salary | 18.00 | 18.00 |
| | Closing balance as on 31.03.14 | 0.00 | 0.00 |
| Relatives of Directors | | | |
| 1. Smt. C. Manjula Kothari | Opening balance as at 01.04.13 | | |
| | Security deposit outstanding | 0.00 | 0.00 |
| | Transaction | | |
| | Net Payment | 1.08 | 1.08 |
| | Hire charges/Rent paid | 1.08 | 1.08 |
| | Closing balance as on 31.03.13 | | |
| 2. Smt. D. Manjula Kothari | Opening balance as at 01.04.13 | | |
| | Security deposit outstanding | 0.00 | 0.00 |
| | Transaction | | |
| | Net Payment | 1.08 | 1.08 |
| | Hire charges/Rent paid | 1.08 | 1.08 |
| | Closing balance as on 31.03.14 | | |
| 3. Smt. Anita Kothari | Opening balance as at 01.04.13 | | |
| | Security deposit outstanding | 12.50 | 12.50 |
| | Transaction | | |
| | Net Payment | 1.08 | 1.08 |
| | Hire charges/Rent paid | 1.08 | 1.08 |
| | Closing balance as on 31.03.14 | | |
| 4. C.P. Kothari & Sons | Opening balance as at 01.04.13 | | |
| | Loans & Advance Dr. | 0.00 | 0.00 |
| | Transaction | | |
| | Net movements in loans Dr. | 0.00 | 6.81 |
| | Net movements in loans Cr. | 0.00 | 6.81 |
| | Closing balance as on 31.03.14 | | |
| 5. Monika Jain | Opening balance as at 01.04.13 | | |
| | Loans & Advance Dr. | 0.00 | 0.00 |
| | Transaction | | |
| | Salary | 9.00 | 9.00 |
| | Loans & Advance Dr. | 0.00 | 0.00 |

2.36 The details of disputed income tax , service tax , sales tax & Excise duty as on 31-03-14 are as follows.

| Nature of the Statute | Nature of Dues | Forum where dispute is pending | Demand Amount (Rs. in Lacs.) | Amount paid under protest (Rs. in lacs.) | Period to which the amount relates |
|--|-----------------------|---|------------------------------|--|---|
| Central Sales Tax Act, 1956. and Sales Tax/VAT Act of various states | Sales Tax & Entry Tax | Commissioner (Appeals)/Tribunal High Court | 326.75 24.10 | 5.30 | 1984-85,1985-86 1990-91 , 2007-08 to 2010-11 1986-87 & 2003-2004 |
| Central Excise Act, 1944 | Excise Duty | Tribunal/Commissioner(Appeal)and Show Case | 851.17 | 26.50 | 1997-98, 2001 to 2013-14 |
| Income Tax Act, 1961 | Income Tax | ITAT/CIT Appeal | 2684.64 | 1795.96 | 1992-93,1997-98,2007-08 to 2011-12 |
| Service tax law , finance Act, 1994 | Service Tax | Commissioner (Appeals)/Tribunal | 233.03 | 1.50 | 2003-2004 to 2005-2006 & 2009-10 to 2011-12 |
| Wealth Tax Act. | Wealth Tax | ITAT | 0.28 | 0.28 | 1992-1993 |

- Note : 1) Amount as per demand orders including interest and penalty wherever mentioned in the order.
- 2) In the matter of income tax the department preferred and an appeal to the hon'ble High Court, Jaipur.
- 3) Since the matter of taxations/forex are being handled under the direct instructions of directors the figures above have been discussed in detail with directors and considered as per their certification and documents furnished.

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 Disclosure in term of AS-15 are as under:

As per detailed discussion with directors and the explanation and certification provided by them ,Gratuity has been provided on the basis of actuarial valuation using the project unit credit method and same is non-funded. The obligation for leave encashment is recognized in the same manner as gratuity.

| | | Gratuity unfunded | | Leave encashment Unfunded | |
|------------|---|-------------------|----------------|---------------------------|-----------------|
| | | 2013-14 | 2012-13 | 2013-14 | 2012-13 |
| i | Expenses recognised in the statement of profit & loss for the year ended | | | | |
| | 1 Current Service Cost | 340823 | 565767 | 488678 | 249274 |
| | 2 Interest Cost | 617458 | 533060 | 117516 | 134805 |
| | 3 Expected return on plan assets | NA | NA | NA | NA |
| | 4 Past Service Cost | NA | NA | NA | NA |
| | 5 Net Actuarial (Gains)/Losses | (1237846) | (43852) | 106929 | (600185) |
| | Total expenses | (279565) | 1054975 | 713120 | (216106) |
| ii | Net asset/(liability) recognised in the balance Sheet as at 31.03.2014 | | | | |
| | 1 Present value of Defined Benefit Obligation | 6936350 | 7718221 | 1833653 | 1468653 |
| | 2 Fair Value of plan assets | NA | NA | NA | NA |
| | 3 Funded status [Surplus/(Deficit)] | NA | NA | NA | NA |
| | 4 Net asset/(Liability) | NA | NA | NA | NA |
| iii | Change in obligation during the year ended | | | | |
| | 1 Present value of Defined Benefit Obligation at beginning of the year | 7718221 | 6663246 | 1468956 | 1685062 |
| | 2 Current Service Cost | 340823 | 565767 | 488678 | 249274 |
| | 3 Interest Cost | 617458 | 533060 | 117516 | 134805 |
| | 4 Plan amendment cost | NA | NA | NA | NA |
| | 5 Actuarial (Gains)/Losses | (1237846) | (43852) | 106926 | (600185) |
| | 6 Benefits Payments | (502306) | NIL | (348423) | NIL |
| | 7 Present value of Defined Benefit Obligation at the end of the year | 6936350 | 7718221 | 1833653 | 1468956 |
| | | Gratuity unfunded | | Leave encashment Unfunded | |

| | | 2013-14 | 2012-13 | 2013-14 | 2012-13 |
|----|---|---|---|---|---|
| iv | Change in assets during the year ended | | | | |
| | 1 Plan assets at the beginning of the year | NA | NA | NA | NA |
| | 2 Expected return on plan assets | NA | NA | NA | NA |
| | 3 Contributions by Employer | NA | NA | NA | NA |
| | 4 Actual benefits paid | NA | NA | NA | NA |
| | 5 Actuarial Gains/(Losses) | NA | NA | NA | NA |
| | 6 Plan assets at the end of the year | NA | NA | NA | NA |
| v | Classification for the purpose of Revised schedule VI is as follows: | | | | |
| | Current liability | 762852 | 612957 | 131753 | 134927 |
| | Non-current liability | 6173498 | 7105264 | 1701900 | 1334029 |
| vi | Actuarial assumptions | | | | |
| | 1 Discount Rate | 9.10% | 8% | 9.10% | 8% |
| | 2 Expected rate of return on plan assets | - | - | - | - |
| | 3 Mortality | Indian Assured Lives Mortality(2006-2008)Ultimate | Indian Assured Lives Mortality(2006-2008)Ultimate | Indian Assured Lives Mortality(2006-2008)Ultimate | Indian Assured Lives Mortality(2006-2008)Ultimate |
| | 4 Turnover rate : Staff | 5% | 5% | 5% | 5% |
| | 5 Salary escalator | 8% | 8% | 8% | 8% |
| | 6 Maximum limit | 1000000 | 1000000 | No Limit | No Limit |

Notes:

- a) The discount rate is based on the prevailing market yield on government securities as at the balance sheet date for the estimated term of obligation.
- b) The estimates of future salary increase considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.
- c) The gratuity and Leave Encashment liabilities are unfunded. Accordingly information regarding planned assets are not applicable.

2.39 (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. 134.92 Lacs (P.Y. Rs. 125.17 Lacs) has been charged under the head " Rent" in Note2.27 .

(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. 390.46 Lacs (P.Y. Rs. 238.21 Lacs) has been charged under the head " Rent /Hire charges for Equipments" in Note2.27 .

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

2.41 Figures pertaining to the subsidiaries , joint ventures and Associates companies have been reclassified wherever considered necessary to bring them in line with the company's financial statements.

2.42 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 M.C. BHANDARI & CO.
CHARTERED ACCOUNTANTS

For and on behalf of Board of Directors

(S.K. MAHIPAL)
PARTNER
M.No. 70366

Sd/-
(C.P. KOTHARI)
MANAGING DIRECTOR

38, SHOPPING CENTRE
KOTA (RAJ.)
DATED: 30-05-2014

Sd/-
(D.P. KOTHARI)
DIRECTOR

Sd/-
(REENA JAIN)
COMPANY SECRETARY

Sd/-
(S.K. JAIN)
C.F.O.

OM METALS INFRAPROJECTS LIMITED

(CIN: L27203RJ1971PLC003414)

Regd. Office: J-28, Subhash Marg, C-Scheme, Jaipur- 302001

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the member(s)..... E-mail Id:.....
 Registered Address:..... Folio/Client Id
 DP Id:.....

I/We, being the member (s) ofShares of above named company, hereby appoint
 1).....ofhaving e-mail id.....or falling him
 2).....ofhaving e-mail id.....or falling him
 3).....ofhaving e-mail id.....

And whose signature(s) are appended below, as my/our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 42nd Annual General Meeting of the Company, to be held on 30th September, 2014 at 11:30 a.m. at J-28, Subhash Marg, C-Scheme, Jaipur -302001 and at any adjournment thereof in respect of such resolutions as are indicated below:

| S.no. | Resolution |
|-------|---|
| | Ordinary Business |
| 1. | Adoption of Audited Financial Statements for the year ended 31 st March, 2014 |
| 2. | Re-appointment of Mr. C.P. Kothari, who retires by rotation. |
| 3. | Appointment of M/s M.C. Bhandari & Co., M/s Milind Vijayvargiya & Associates and M/s B. Khosla & Co., Chartered Accountants, as Auditors and Branch auditors. |
| 4. | Declaration of Dividend |
| | Special Business |
| 5. | Appointment of Mr. P.C. Jain as Independent Director for a period of 5 Years |
| 6. | Appointment of Mr. Sukmal Jain as Independent Director for a period of 5 Years |
| 7. | Appointment of Mr. Devinder Gulati as Independent Director for a period of 5 Years |
| 8. | Appointment of Mr. Sunil Kothari as Director. |
| 9. | Appointment of Mr. Sunil Kothari as a whole Time Director. |
| 10. | Re-designate of Mr. C.P. Kothari as the Chairman of the Company. |
| 11. | Re-designate Mr. D.P. Kothari as the Managing Director of the Company. |
| 12. | Special resolution for Related Party Transaction u/s 188 of the Companies Act, 2013 |
| 13. | Ratification of remuneration of cost auditors of the company under section 148 of the companies act, 2013 |

Signed this.....day of2014

 Signature of Shareholder
 Notes:

 Signature of Proxy Holder

Re. 1/-Revenue
 Stamp

1. A Proxy need not be a member of the Company.
2. This form of Proxy, in order to be effective, should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a Certified Copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.

OM METALS INFRAPROJECTS LIMITED

(CIN: L27203RJ1971PLC003414)

Regd. Office: J-28, Subhash Marg, C-Scheme, Jaipur- 302001

ATTENDANCE SLIP

Regd. Folio No/Client ID.....

DP ID.....

Name and Address of First Sole Shareholder.....
.....

No. of shares held:.....

I hereby record my presence at the 42nd Annual; General Meeting of the Company held on 30th September, 2014 at 11:30 a.m. at J-28, Subhash Marg, C-Scheme, Jaipur -302001

Signature of Member/ Proxy

Notes:

- a) Only Member/Proxy can attend the meeting.
- b) Member/Proxy who wish to attend the meeting bring this attendance slip to the meeting and hand it over at the entrance of the meeting hall.
- c) Member/Proxy should bring his/her copy of the Annual Report for reference at the meeting .