



OM METALS INFRAPROJECTS LIMITED

NOTICE

Notice is hereby given that the 41st Annual General Meeting of the members of the Company of Om Metals Infraprojects Limited will be held on 30th September, 2013 At 11.30 A.M at J-28, Subhash Marg, C-Scheme, Jaipur-302001 to transact the following business:

ORDINARY BUSINESS

1. To receive consider and adopt the audited Balance Sheet of the Company as at 31st March, 2013 and the statement of Profit and Loss for the year ended as on 31st March 2013 together with the Report of Auditors and Directors thereon.
2. To appoint a Director in place Shri Prakash Chand Jain who retires from office by rotation and being eligible, offers him for re- election.
3. To appoint Auditors who shall hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and fix their remuneration and in this regard to consider, and if thought fit, to pass with or without modification(s), the following resolution as on Ordinary Resolution:
“RESOLVED That M/s M.C. Bhandari & Co., Chartered Accountants, retiring auditors of the Company , be and is hereby appointed as Statutory Auditor of the Company , to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Director exclusive of traveling and other out of pocket expenses.

“RESOLVED That M/s Milind Vijiyvargiya & Associates, Chartered Accountants branch auditor of Engg. & Real estate division and M/s B. Khosla & Co., Chartered Accountants be and hereby re-appointed as Branch Auditors for Hotel Division of the Company , to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Director exclusive of traveling and other out of pocket expenses.”
4. To confirm payment of Interim dividend of Rs. 0.10 per share as final dividend.

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution as an "**Ordinary Resolution**"

5. RE-APPOINTMENT OF MANAGING DIRECTOR

“RESOLVED that subject to such consents and permission, if any as may be necessary, approval be and is hereby accorded in terms of Section 269, 309 and other applicable

provisions, if any, of the Companies Act, 1956 and the Schedule(s) thereto, including any statutory amendment or re-enactment thereof, to the reappointment of Mr. Chandra Prakash Kothari as Managing Director with authority to the Board to revise his designation at its discretion and other terms and conditions of the appointment including as to remuneration as are set out hereunder :

Tenure: Five years with effect from 01.09.2013

Functions: Subject to the direction, control and superintendence of the Board of Directors, Mr. Chandra Prakash Kothari shall have the overall responsibility for looking after the day to day business & affairs of the Company.

Remuneration: Subject to the overall limit on remuneration payable to all the managerial personnel taken together, the remuneration payable to Mr. Chandra Prakash Kothari shall comprise as under :

Salary: Rs. 4,00,000/- P.M. (Rs. Four Lakhs only per month) with the increment of 10% p.a.

Perquisites and Allowance upto Rs. 2400000/- P.A. (Rs. Twenty Four Lac Per Annum): In addition to above he shall be entitled to Perquisites like accommodation, gas, electricity, water, club fees of two club, personal insurance, use of car with chauffeur for office work and telephone at residence for office work or reimbursement of expenses in lieu thereof, Medical reimbursement, leave and leave travel concession, for self & family including dependants, education benefits, provident fund, superannuation fund, gratuity and other retirement benefits.

Commission on Net Profit : Such amount as may be decided by the Board of directors or a committee thereof from year to year provided that the total remuneration including salary and perquisites along with commission paid to the Managing Director shall not exceed the limit laid down under Sections 198 and 309 of the Companies Act, 1956.

Reimbursement of Expenses: Reimbursement of expenses incurred for traveling boarding and lodging including for their respective spouses and attendants(s) during business trip; provision of car for use on the company's business and telephone expenses at residence shall be reimbursed and not considered as perquisites.

Minimum Remuneration: In the event of absence or inadequacy of profits in any financial year the remuneration payable to Director shall be Rs. 2,00,000/- per month or such higher amount as may be permitted under the Companies Act, 1956 subject to such approval, if any, as may be required.

Sitting Fee: If permissible by law, Mr. Chandra Prakash Kothari shall be entitled to sitting fee in addition to the components of remuneration mentioned above, for attending the meeting of the Board of Directors or Committees thereof.

Termination: The appointment of Mr. Chandra Prakash Kothari as Managing Director may be terminated by either party giving to the other six calendar months notice in writing. In the event of termination of this appointment of Mr. Chandra Prakash Kothari, Managing Director by the Company, he shall be entitled to receive compensation in accordance with the provisions of the Companies Act, 1956 or any statutory amendment or re-enactment thereof.

RESOLVED FURTHER that in the event of any further authorization/revision in levels of permissible managerial remuneration, the Board of Directors be and is hereby authorized to alter, vary and increase the remuneration of Mr. Chandra Prakash Kothari, notwithstanding the overall remuneration set out above, as may then be prescribed/permissible without requiring any further resolution or consent or reference to the general meeting.

6. RE-APPOINTMENT OF WHOLE-TIME DIRECTOR

“RESOLVED that subject to such consents and permission, if any as may be necessary, approval be and is hereby accorded in terms of Section 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 and the Schedule(s) thereto, including any statutory amendment or re-enactment thereof, to the reappointment of Mr. Dharam Prakash Kothari as Whole-time Director with authority to the Board to revise his designation at its discretion and other terms and conditions of the appointment including as to remuneration as are set out hereunder :

Tenure: Five years with effect from 16.09.2013

Functions: Subject to the direction, control and superintendence of the Board of Directors, Mr. Dharam Prakash Kothari shall have the overall responsibility for looking after the day to day business & affairs of the Company.

Remuneration: Subject to the overall limit on remuneration payable to all the managerial personnel taken together, the remuneration payable to Mr. Dharam Prakash Kothari shall comprise as under :

Salary: Rs. 4,00,000/- P.M. (Rs. Four Lakhs only per month) with increment of 10% p.a.

Perquisites and Allowance upto Rs. 24,00,000/- P.A. (Rs. Twenty Four Lac per annum): In addition to above he shall be entitle to Perquisites like accommodation, gas, electricity, water, club fees of two club, personal insurance, use of car with chauffer for office work and telephone at residence for office work or reimbursement of expenses in lieu thereof, Medical reimbursement, leave and leave travel concession, for self & family including dependants, education benefits, provident fund, superannuation fund, gratuity and other retirement benefits.

Commission on Net Profit : Such amount as may be decided by the Board of directors or a committee thereof from year to year provided that the total remuneration including salary and perquisites along with commission paid to the Whole time Director shall not exceed the limit laid down under Sections 198 and 309 of the Companies Act, 1956.

Reimbursement of Expenses: Reimbursement of expenses incurred for traveling boarding and lodging including for their respective spouses and attendants(s) during business trip; provision of car for use on the company's business and telephone expenses at residence shall be reimbursed and not considered as perquisites.

Minimum Remuneration: In the event of absence or inadequacy of profits in any financial year the remuneration payable to Director shall be Rs. 2,00,000/- per month or such higher amount as may be permitted under the Companies Act, 1956 subject to such approval, if any, as may be required.

Sitting Fee: If permissible by law, Mr. Dharam Prakash Kothari shall be entitled to sitting fee in addition to the components of remuneration mentioned above, for attending the meeting of the Board of Directors or Committees thereof.

Termination: The appointment of Mr. Dharam Prakash Kothari as Whole-time Director may be terminated by either party giving to the other six calendar months notice in writing. In the event of termination of this appointment of Mr. Dharam Prakash Kothari Whole-time director by the Company, he shall be entitled to receive compensation in accordance with the provisions of the Companies Act, 1956 or any statutory amendment or re-enactment thereof.

RESOLVED FURTHER that in the event of any further authorization/revision in levels of permissible managerial remuneration, the Board of Directors be and is hereby authorized to alter, vary and increase the remuneration of Mr. Dharam Prakash Kothari, notwithstanding the overall remuneration set out above, as may then be prescribed/permissible without requiring any further resolution or consent or reference to the general meeting.

7. APPOINTMENT OF DIRECTOR

RESOLVED THAT in accordance with the provisions of section 257 and all other applicable provisions, if any, of the Companies Act, 1956 Shri Sukmal Jain, who was appointed by the Board of Directors as an Additional Director of the Company and who holds office up to the date of the ensuing Annual General Meeting under Section 260 of the Companies Act, 1956 and in respect of whom the company has received a notice in writing proposing his candidature for the office of director, be and is hereby appointed as a director of the Company, liable to retire by rotation under the Articles of association of the company.

8. APPOINTMENT OF DIRECTOR

RESOLVED THAT in accordance with the provisions of section 257 and all other applicable provisions, if any, of the Companies Act, 1956 Shri Devinder Gulati, who was appointed by the Board of Directors as an Additional Director of the Company and who holds office up to the date of the ensuing Annual General Meeting under Section 260 of the Companies Act, 1956 and in respect of whom the company has received a notice in writing proposing his candidature for the office of director, be and is hereby appointed as a director of the Company, liable to retire by rotation under the Articles of association of the company.

To consider and, if thought fit, to pass with or without modification, the following resolution as special resolutions:

9. Re-Appointment on office or place of profit

“RESOLVED THAT pursuant to the provisions of Section 314(1)(b) and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and hereby accorded to re-appoint Mrs. Monica Bakliwal, a relative of Shri C.P. Kothari, the director of the Company to hold an office or place of profit as Chief Operating Officer-Hotel Division of the Company in the management cadre of the Company with effect from 1st April, 2013 at remuneration as detailed hereunder :

- (a) **Basic Salary** : Rs.75000 p.m
- (b) Other usual allowances and benefits applicable to employees occupying similar posts in the said management cadre including bonus, retiring gratuity and provident fund benefits”

“FURTHER RESOLVED THAT the Boards of directors be and hereby authorized to grant from time to time to Mrs. Monica Bakliwal, such increment or increments as the Directors may, in their discretion think fit but so that his consolidated salary and perks shall not exceed Rs. 1,50,000 p:m,”

10. Appointment on office or place of profit

RESOLVED THAT pursuant to the provisions of **Section 314(1 B)** and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Director's Relatives (Office or Place of Profit) Rules, 2003 with such modification, condition, limitation or restriction

in/upon the remuneration or the time scale or the salary scale or any other perquisites and benefits payable to Mr. Siddarath Kothari (not being more advantageous to him) consent of the Company be and is hereby accorded to Mr. Siddarath Kothari to hold an office or place of profit in the Company as " **COO – Business Development.**". being a relative of Mr. Sunil Kothari, the Whole-time Director of the Company, under the Company, at a monthly remuneration of Rs. 75000 (Rupees Seventy Five Thousand) per month with such increments as the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committee thereof) may decide from time to time, and on such terms and conditions and with such usual perquisites and benefits as are applicable to other employees occupying similar position within the same salary scale or grade (as set out in the Explanatory Statement annexed hereto)."

"RESOLVED FURTHER THAT any member of the Board of the Company be and is hereby severally authorized to take such steps and to do all such acts, deeds and things as may be deemed expedient and necessary to give effect to this resolution."

11. Alteration in AOA

"RESOLVED THAT pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956, clause 68 regarding Director's fees remuneration and expenses be altered as follows:

- i) The remuneration of the directors shall, in so far as it consists of a monthly payment be deemed to accrue from day to day.
- ii) In addition of remuneration payable to them in pursuance of the Act, the directors may be paid sitting fees for every meeting of the board or committee or general meeting attended by them and may be paid all the travelling hotel and other expenses properly incurred by them as may be decided by the Board of Directors from time to time in attending and returning from the meeting of the Board of Directors or any committees there of or general meetings of the company or in connection with the business of the Company.

"RESOLVED FURTHER THAT any one of the director of the Company be and is hereby authorized to make necessary filings with the statutory authorities, including but not limiting to the Registrar of Companies and to take necessary action in this regard."

Date: 30th August, 2013

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 MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. IN ORDER TO BE EFFECTIVE, THE INSTRUMENT APPOINTING A PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- 2) Relevant details in respect of item no. 2, 5, 6, 7 & 8 pursuant to Clause 49 of the Listing Agreement, are annexed hereto.
- 3) Members/ Proxies should bring the Attendance Slip, duly filed in, for attending the Meeting.
- 4) Shareholders are requested to bring their copy of Annual Report to the meeting.
- 5) In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 6) Members, who hold shares in dematerialized form, are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested form, are requested to write their Folio no. in Attendance Slip for attending the Meeting.
- 7) All the documents referred to in the accompanying notice shall be open for public inspection at the registered office of the Company on all working days between 11 A.M. to 1 P.M. prior to date of Annual General Meeting
- 8) Corporate members intending to send their authorized representative to attend the Annual General Meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.
- 9) In terms of section 109A of the Companies Act, 1956 nomination facility is available to individual shareholders. The shareholders who are desirous of availing this facility may kindly write to Company's Registrar and Share Transfer Agents at the address mentioned below for nomination form quoting their Folio Number.

- 10) Members desirous of getting any information about the accounts of the Company are requested to send their queries at the registered office of the Company at least 10 days prior to the date of the Meeting so that the requisite information can be readily made available at the meeting.
- 11) All members who have either not received or have not yet encashed their dividend warrant(s) till financial year 2012-13 are requested to write to the Company for obtaining the duplicate dividend warrant without any delay.
- 12) Members are requested to furnish their Bank Account Details, change of address etc. to the company's registrars and share transfer Agents mentioned below, in respect of shares held in physical form and to their respective Depository Participant, if the shares are held in electronic form.
- 13) Register of Members and share transfer books of the Company will remain closed from 27.09.2013 to 30.09.2013
- 14) Members are requested to visit the website of the Company viz www.ommetals.com for viewing the quarterly and annual financial results and for more information on the Company
- 15) For any investor-related queries, communication may be sent by e-mail at cs@ommetals.com.
- 16) The Annual Report of the Company for the year 2012-13 circulated to the members of the Company will also be made available on the Company's website viz www.ommetals.com

REGISTRAR & SHARE TRANSFER AGENTS:

M/s Skyline Financial Services Pvt.Ltd.

D-153, A, Ist Floor, Okhla Industrial Area,

Phase-I, New Delhi-110020

Tel: 011-30857575

Fax: 011-3085762

E-mail: admin@skylinerta.com

E-mail: skyline_fspl@rediffmail.com

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

ANNEXURE 1

ITEM NO.5

The existing tenure of Mr.Chandra Prakash Kothari continues up to 31.08.2013. His re-appointment effective from 1.09.2013 requires approval of the members. It is under the stewardship of Mr. Chandra Prakash Kothari that the Company has achieved all round growth and made for itself a reputation in the core areas of its business.

It is proposed to re-appoint him for the further period of 5 years with effect from 1.09.2013 and member's approvals sought to the re-appointment.

The terms of his re-appointment and remuneration including minimum remuneration are set out in the resolution.

The detailed terms stated in the resolution constitute the terms of re-appointment of Mr. Chandra Prakash Kothari for the abstract required in terms of section 302 of the Companies Act, 1956.

Mr. Chandra Prakash Kothari is interested in the resolution. Mr. D.P. Kothari and Mr. Sunil Kothari who are the relatives of Mr. Chandra Prakash Kothari may be deemed to be interested in the resolution.

No other Director of the Company is concerned or interested in the resolution.

A copy of the re-appointment letter issued to Shri Chandra Prakash Kothari is open for inspection by the members at the registered office of the company during the Company's business hours on all working days.

ITEM NO.6

The existing tenure of Mr.Dharam Prakash Kothari continues up to 31.08.2013. His re-appointment effective from 16.09.2013 requires approval of the members. Mr. Dharam Prakash Kothari has been looking and responsible for entire production upto the stage of installation and commissioning since the inception of the Company.

It is proposed to re-appoint him for the further period of 5 years with effect from 16.09.2013 and member's approvals sought to the re-appointment.

The terms of his re-appointment and remuneration including minimum remuneration are set out in the resolution.

The detailed terms stated in the resolution constitute the terms of re-appointment of Mr. Dharam Prakash Kothari for the abstract required in terms of section 302 of the Companies Act, 1956.

Mr. Dharam Prakash Kothari is interested in the resolution. Mr.C.P. Kothari and Mr. Sunil Kothari who are the relatives of Mr. Dharam Prakash Kothari may be deemed to be interested in the resolution.

No other Director of the Company is concerned or interested in the resolution.

A copy of the re-appointment letter issued to Shri Dharam Prakash Kothari is open for inspection by the members at the registered office of the company during the Company's business hours on all working days.

ITEM NO. 7

The Board of Directors of the Company in its meeting held on 30th May, 2013 appointed Shri Sukmal Jain as an Additional Director of the Company. Shri Sukmal Jain holds office as Additional Director up to the date of the ensuing Annual General Meeting. The company has received a notice under Section 257 of the companies Act, 1956 from a member proposing the candidature of Shri Sukmal Jain for the office of director of the Company.

Keeping in view his vast experience and knowledge, the directors recommend the resolution for members' approval.

Save and except Shri Sukmal Jain, none of the other directors of the Company is, in anyway, concerned or interested in the resolution.

ITEM NO. 8

The Board of Directors of the Company in its meeting held on 19th July, 2013 appointed Shri Devinder Gulati as an Additional Director of the Company. Shri Devinder Gulati holds office as Additional Director up to the date of the ensuing Annual General Meeting. The company has received a notice under Section 257 of the companies Act, 1956 from a member proposing the candidature of Shri Devinder Gulati for the office of director of the Company.

Keeping in view his vast experience and knowledge, the directors recommend the resolution for members' approval.

Save and except Shri Devinder Gulati, none of the other directors of the Company is, in anyway, concerned or interested in the resolution.

ITEM NO. 9

Mrs. Monica Bakliwal, a relative of directors of the Company, is qualified person and have enough Experiences with the Company. The Board of Directors hopes that the

Company will be greatly benefited by her services and will be valuable for the Company's proper day to day operations and smooth running of the business. Smt. Monica Bakliwal not only qualified but also expertise in the field of business in which your Company is presently engaged and that will not only add to the enhancement of the business opportunities of your Company but will also enhance the profits of your Company.

None of the directors except Sh. C.P. Kothari may be considered to be interested in the Special Resolution mentioned in item No. 9

ITEM No. 10

Mr. Siddarath Kothari, relative of Mr. Sunil Kothari, the Director of the company is graduate in engineering and has enough qualification to be appointed in the management cadre of the Company.

Mr. Siddarath Kothari is entitled to a monthly remuneration of Rs. 75000 per month with such increments as the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committee thereof) may decide from time to time including such other allowances and perquisites as may be applicable to other employees occupying similar position within the same salary scale or grade as per Company rules, namely Free Accommodation at Site, Provision for chauffeur driven car, reimbursement of medical expenses, reimbursement of actual travelling expenses (domestic and overseas) on leave once in every year in respect of self, spouse and children, Reimbursement of Club Admission and Membership Fees in respect of two club, Provision for mobile, telephone and computer for office use, Mediclaim and Key Personnel Life Insurance Coverage, Statutory benefits like Provident Fund and Gratuity as per applicable rules and Encashment of accumulated leave as per Company Policy.

Considering his qualifications, experience and responsibilities shouldered by Mr. Siddarath Kothari and the overall salary structure of the Company, the Board of Directors upon recommendation of the Committee formed pursuant to the Director's Relatives (Office or Place of Profit) Rules, 2003, considered it desirable to increase the remuneration payable to him w.e.f 01.04.2013, subject to approval of members of the Company.

Mr. Siddarath Kothari is son of Mr. Sunil Kothari, the director of the Company and hence his appointment requires prior consent of the Company by a Special Resolution in terms of Section 314(1B) of the Companies Act, 1956. None of the other directors can be considered to be concerned with or interested in the said resolution.

The resolution mentioned in Item No. 10 of the Notice is recommended for your approval.

ITEM 11

Considering the extensive and require detailed study and deliberations by the directors of the Company, It was therefore proposed that the sitting fees payable to the Directors for the each Board Meeting or committee meeting or general meeting be decided by board of directors from time to time within the limit as per Companies Act, 1956 with effect from 1st April, 2013.

ANNEXURE II

NAME	Shri Chandra Prakash Kothari	Shri Dharam Prakash kothari	Shri Prakash Chand Jain	Shri Sukmal Jain	Shri Devinder Gulati
DATE OF BIRTH	31.10.1948	20.08.1951	10.10.1946	15/12/1963	27/11/1952
APPOINTED ON	01.10.1994	01.10.1994	15.07.2001	30.05.2013	9.07.2013
QUALIFICATION	B.Com	B.E.	B.E.	B.Com	B.Sc (Engg)Civil M.B.A (finance)
EXPERTISE IN SPECIFIC FUNCTIONAL AREA	Finance & Liaisoning	Technical & Engineering	Technical & Enginnering	Technical	Technical & Enginnering & finance
DIRECTORSHIPS HELD IN OTHER PUBLIC COMPANIES	1	1	NIL	NIL	NIL
MEMBERSHIPS/CHAIRMANSHIP OF COMMITTEES ACROSS PUBLIC COMPANIES	1	1	3	3	1
SHAREHOLDING IN THE COMPANY (NO. OF SHARES)	5424818	3564668	NIL	NIL	NIL

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

Date: 30th August, 2013

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 41st Annual Report and audited accounts of the Company for the year ended 31st March, 2013.

RESULTS OF OPERATION

(Rs. In Lacs)

Particulars	Year Ended March 31,	
	2013 Audited	2012 Audited
Total Turnover	37491.87	21744.12
Operating Profit (EBITDA)	7076.35	6461.92
Financial Charges	1827.57	2370.94
Depreciation	1007.96	1217.76
Profit before Tax	4342.10	2873.22
Provision for Taxes	1138.29	470.86
Profit after Tax	3203.81	2402.35
Add : Profit brought forward from previous year	15451.77	13281.34
Profit available for appropriation	18655.57	15683.69
Retained Profit carried forward to the next year	18461.45	15451.77

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.4342 lacs, as against Rs.2873 lacs in the previous year.

DIVISIONAL ANALYSIS

ENGINEERING DIVISION

The Turnover of this division this year is Rs. 353.75 crore and profit is Rs 29.07 crore against Turnover of Rs 183.65 crore & profit is Rs 18.03 in the last year. The Engineering Division focuses on turnkey engineering procurement and construction contracts for Hydro mechanical equipment for Hydro Power and Irrigation projects. The Company post qualification in civil work for dam will qualify for complete EPC for dam except EM package and shall address a larger share of hydro power project. This is a feat for diversifying in the civil construction space and the Company will not have to take recourse to civil companies for meeting PQ norms for bidding in civil space. The Company is now all geared up to encash the burgeoning opportunities in executing complete EPC contract in the space of H M components and civil structure as well for Hydro projects of 38000 MW power generation planned in next 10 years by GOI. The projects in Hydro power space involve multifarious activities viz. civil construction, electromechanical component and Hydro mechanical equipments. the company also doing EPC for road project and this will further increase the addressing area in infra space.

REAL ESTATE, HOTELS AND MULTIPLEX

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

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

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

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

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

Future plans

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

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

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

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

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

Liquidity

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

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

APPROPRIATIONS

Dividends

During the year under review, your directors had declared and paid interim dividend of Rs.0.10 per share in March, 2013. The Directors recommend it to treat as final dividend.

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

TRANSFER TO RESERVES

The Board of Directors proposes to transfer Rs 8219619 to General Reserve in accordance with the Companies (Transfer of Profit to Reserves) Rules, 1975.

Subsidiaries

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

Step Subsidiaries/Associates

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

Om Hydromech Pvt. Ltd. a step subsidiary – A long pending legal matter for land with uncleared title in Bhilai which was purchased from Bank of baroda has been over and we have received back the consideration amount with interest.

Om Automotors Private Limited: a step subsidiary- This company has acquired office space at Jaipur.
Om Kothari Hotels Private Limited : a step subsidiary -During the year the company purchased a plot for construction of flats. The approval of map is pending with UIT , Kota.

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.

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

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

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

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

Partnerships

OM Metals Consortium- This prestigious partnership firm for development of SRA project in Bandra Reclamation facing Bandra-Worli sea Link has completed the construction of the temporary transit camp .We are in negotiations 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. All the statutory approvals when in place shall enable the company start the project.

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

Bhilwara Jaipur Toll Road Pvt Ltd. The construction of the 212 km road project in Jaipur-Bhilwara Stretch is in very advance stage of progress and the completion is expected by the end of October 2013. We are initiating for time extension from PWD Rajasthan on some non fulfillment of grounds by PWD. Grant for Viability Gap funding is in process and we have avail part of it by June 2013. 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 time extension for this project has been awarded by the project authority.

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 2012-13 does not contain the financial statements of our subsidiaries. The audited annual accounts and related information of our subsidiaries, where applicable, will be made available upon request. These documents will also be available for inspection during business hours at our registered office in Jaipur, India.

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

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

Directors

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

Shri Chandra Prakash Kothari was appointed as Managing director of the Company for a period of 5 years. The Board considered that it would be in the interest of the Company to reappoint Shri Chandra Prakash Kothari as Managing Director for next five year w.e.f. 1.09.2013

Shri Dharam Prakash Kothari , executive director of the Company has a vast experience in production field as well as in general management and business development. He was appointed as whole time director of the Company for a period of 5 years.

The Board considered that it would be in the interest of the Company to reappoint Shri Dharam Prakash Kothari as Whole-time Director for next five year w.e.f. 16.09.2013

During the year, Shri Kamal Kumar Chandwar, non executive independent director resigned from the Company for personal reasons w.e.f. 12th January, 2013. He was also member of Audit Committee, Shareholder Grievances Committee and Executive committee.

During the year Shri Trilok Chand Kothari , non executive chairman of the board has passed away on 27th February, 2013. Late Shri Trilok Chand Kothari was founder of the Company. He did invaluable contributions towards progress of the Company. Late Shri Trilok Chand Kothari was also member of Audit committee, Shareholder Grievances Committee , share transfer committee and Executive committee.

Shri Sukmal Jain has been appointed as non executive independent director w.e.f 30th May, 2013.

Shri Sukmal Jain has been appointed as member of the Audit, Shareholder grievance , share transfer and Executive committee.

AUDITOR & AUDITORS REPORT

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

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

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

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

PARTICULARS OF EMPLOYEES

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

PERSONNEL

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

LISTING

The Equity Shares of the Company continue to remain listed with the National Stock Exchange, Bombay Stock Exchange (BSE) and Delhi Stock Exchange. The listing fees payable to the exchanges for the financial year 2012-13 have been paid.

DELISTING:

The Company has voluntary delisted the equity shares of the Company from Jaipur Stock Exchange of India . The Governing Board of Jaipur Stock Exchange in its meeting held on 1st November, 2012 has approved the delisting application of the Company. The delisting procedure from Ahemdabad Stock Exchange is in process.

The reasons that have prompted the Board for delisting of shares are:

1. To cut down and reduce all possible expenses which are disproportionate to the benefits accruing to the Company and its shareholders.
2. There has been no trading for long periods in Jaipur Stock Exchange and Ahmadabad Stock Exchange

Company's shares will continue to be listed on Bombay Stock Exchange, National Stock Exchange of India and Delhi Stock Exchange. Both Bombay Stock Exchange and National Stock Exchange of India have nation wide terminals and with the extension of these terminals in all the cities, investors have access to online dealings in the Company's securities from all over the country. Therefore, delisting of equity shares from the Jaipur Stock Exchange and Ahmadabad Stock Exchange will not in any way adversely affect the investors

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, 2013 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, 2013 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, 2013.

UNCLAIMED DIVIDEND

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

Year	% Of Dividend Declared		Date of Declaration	Due date of Transfer	Amount(₹)
	Interim	Final			
2012-13	10%	-	12/03/2013	11/04/2020	90601.30
2011-12	10%	-	10/03/2012	09/04/2019	133744.10
2010-11	15%	-	11/11/2010	10/12/2017	42195.05
2009-10	20%	-	28/01/2010	27/02/2017	76699.80
2008-09	10%	-	14/03/2009	13/04/2016	65228.00
2007-08	-	10%	30/09/2008	29/10/2015	99035.00
2006-07	20%	-	16/03/2007	15/04/2014	108030.40
2005-06	-	20%	30/09/2006	29/10/2013	150607.00

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

Transfer to Investor protection fund account

The Company has transferred unclaimed dividend, which was declared on 30/09/2005 to Investor Protection Fund A/c amounting to Rs. 105294/-

The Company has transferred unclaimed dividend to Investor Protection Fund A/c which was declared on 14/02/2006 amounting to Rs. 109308/-

CORPORATE WEBSITE

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

MANAGEMENT INFORMATION AND DISCUSSION REPORT

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

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

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

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

CORPORATE GOVERNANCE

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

JOINT VENTURES & FOREIGN COLLABORATIONS

Foreign Collaboration

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

Domestic JVs

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

Om Ray JV This JV is executing project in Karnataka.

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

FIXED DEPOSITS

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

ACKNOWLEDGEMENTS

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

On behalf of the Board of Directors,

Regd. Office:

Om Towers, Church Road

M I Road, Jaipur

Date:30th MAY,2013

Sd/-

(Shri C. P. Kothari)

Managing Director

Annexure to Director's Report

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

Annexure : A

I. Conservation of energy:

(a) Energy conservation measures taken:

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

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

– NIL –

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

Impact has not been measured.

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

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

II. 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.

III. Technology Absorption, Adoption and Innovation:

(a) 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.

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

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

(c). Technology imported during the last 5 year.

– NIL –

IV. Foreign Exchange Earning and Outgo:

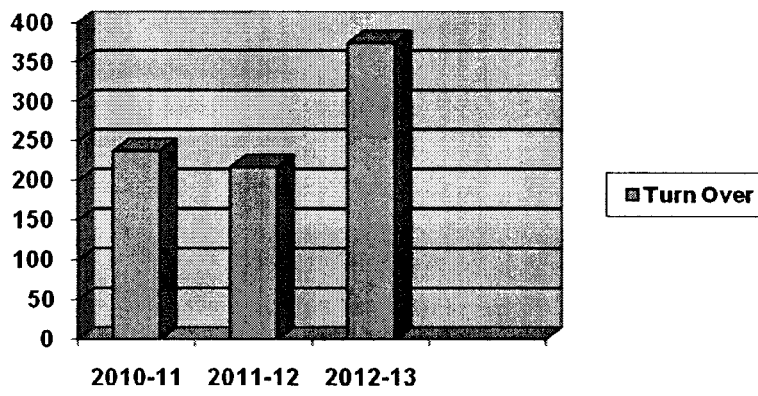
(a) Activities relating to exports, initiatives taken to increase exports, development of new export, development of new export markets for products and service and export plans.

(b) Total foreign exchange used and earned.

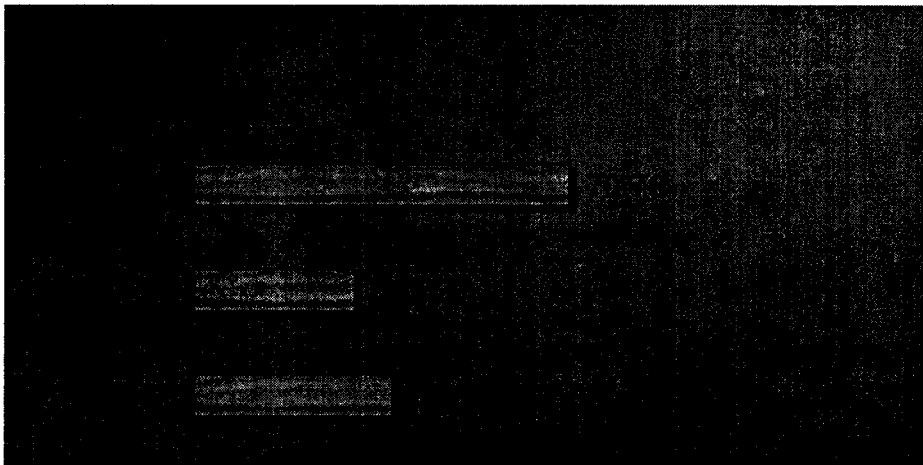
(Rs. in Lacs)

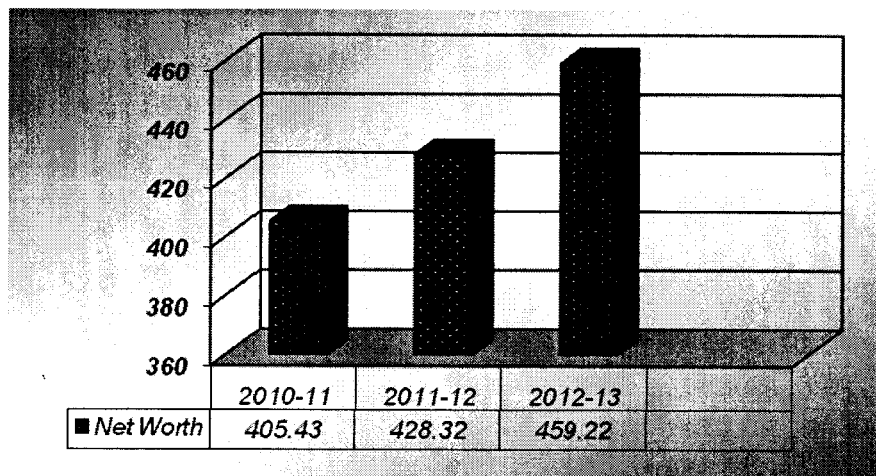
	31.03.2013	31.03.2012
i. Earning by ways of :		
(a) Exports	NIL	NIL
(b) Service	6.29	6.36
ii. Outgo by way of		
(a) CIF value of imports	1343.94	703.54
(b) Travelling & Others	163.7	117.77
(c) Capital Goods	0	316.10

Financial Snapshot



EBIDTA





Shareholder Information

1. Annual General Meeting

Date and Time : 30th September, 2013

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

2. Financial Calendar

Financial reporting for the quarter ending June 30, 2013 : Mid August, 2013

Financial reporting for the quarter ending September 30, 2013 : Mid November 2013

Financial reporting for the quarter ending December 31, 2013 : Mid February, 2014

Financial reporting for the year ended March 31, 2014 : End May, 2014

Annual General Meeting for the year ended March 31, 2014 : End Sept. 2014

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

Note: Listing Fees has been paid to all the Stock Exchanges as per their schedule

6. Registrar and Transfer Agents :

M/s Skyline Financial Services Pvt. Ltd.
D-153A, 1st Floor, Okhla Indus. Area,
Phase -I, New Delhi-110020

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

7. Nature of complaints received during the year:

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

8. Dematerialization of shares and liquidity:

As on 31.3.2013 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

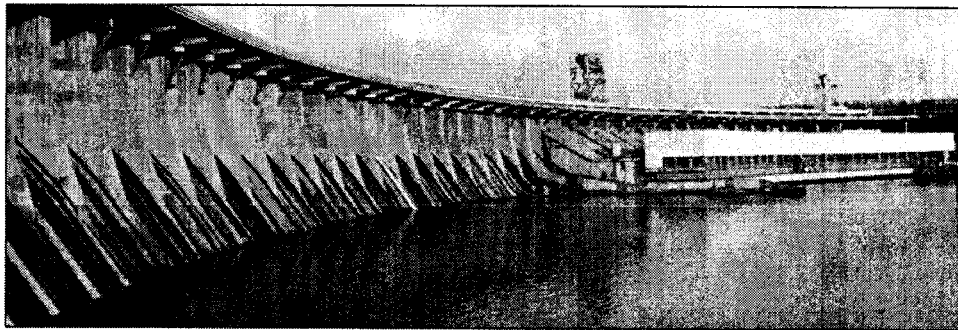
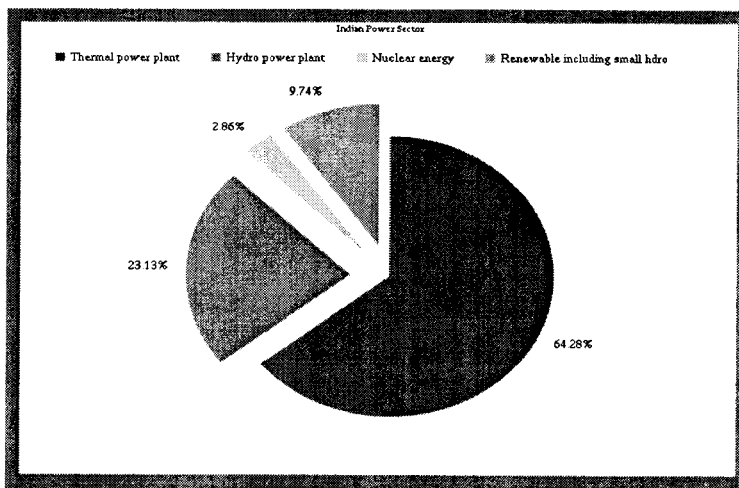
On Secretarial Matters: cs@ommetals.com

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 Accounting of India(ICAI) and the relevant provisions of the Companies Act, 1956(the 'Act') to the extent applicable. The preparation of financial statement requires management to make estimates and expenses of the period, assets and liabilities, as of the date of the financial statements. These estimates are made on a prudent and reasonable basis, to reflect the true and fair view of the financial statement.

RENEWABLE ENERGY IN INDIA: STATUS AND FUTURE PROSPECTS**INDIAN POWER SECTOR**

Infrastructure Sector in India

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

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

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

Transport Sector in India

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

Challenges: The major challenges facing the sector are:

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

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

Key Government Strategies

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

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

(PPP).

Roads

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

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

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

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

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

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

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

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

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

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

Hydro-power in India

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

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

When developed in accordance with good environmental and social practices, hydropower plants have the advantage of producing power that is both renewable and clean, as they emit less greenhouse gases than traditional fossil fuel plants and do not emit polluting suspended particulate matter (from the high ash-content of indigenous coal). Hydropower plants can also start up and shut down quickly and economically, giving the network operator the vital flexibility to respond to wide fluctuations in demand across seasons and at different times of the day. This flexibility is particularly important in a highly-populated country like India where household electricity demand is a significant portion of total demand and this demand is concentrated in a short period of time (usually in the evening). As an illustration, if the approximately 150 million households in India were to turn on two 100 watt light bulbs at 7 pm, the power system would experience an instantaneous surge in demand of about 30,000 MW! Today, this peak demand is often met by households turning on small gasoline and diesel generation units, which, in addition to being polluting, are a serious health hazard in congested areas. And, with rising wealth, households are switching on a lot more than two light bulbs. Although hydropower plants are subject to daily and seasonal variations in water flows (which affects the production of electricity at that point in time), they are not subject to the fluctuations in fuel costs that trouble thermal power plants. While hydropower plants have large up-front capital costs, they also have long and productive lives, which significantly help reduce costs over time. For example, the Bhakra Nangal plant, now more than 40 years old, has operating costs of only Rs 0.10 or US\$ 0.002 per unit. Hydropower plants are thus generally cheaper in the long run than natural gas-based plants, which are constantly at risk from fuel price increases in the global market. While India plans to develop mainly run-of-the-river projects, multipurpose hydropower plants with water storage facilities can help manage critical water resources in an integrated manner by serving as flood controllers as well as sources of irrigation and much-needed drinking water. The Tehri Dam in Uttarakhand, for instance, which was commissioned in 2006,

today caters to one-third of the drinking water needs of Delhi, India's capital. Besides which, India's hydro-resources are largely available in some of the least-developed parts of the country and hydropower plants, if designed appropriately offer significant potential for regional development and poverty alleviation. Hydropower projects that forge equitable systems of benefit-sharing and implement targeted local area development can help local communities improve the quality of their lives quite significantly.

Challenges of hydropower development

While hydropower plays an important role in the energy and development strategies of India, such natural resource projects are inherently challenging. Environmental and social impacts are inevitable but they can be mitigated. Hydropower development in India has seen significant strides in understanding and addressing these impacts and the lessons learned from past engagements are now being incorporated in project selection and design. These lessons, coupled with suggestions from civil society, have resulted in changes to the laws and regulations that govern hydropower development today. As a result, there have been improvements on the ground, including greater public consultation with people affected by such projects; better monitoring of the environmental and social aspects of projects; and improvements in resettlement policy and practice. The Government has also ensured that the methodology used by Central power agencies to select sites has improved, as has the capacity of various hydropower developing agencies to deal with complexities in project identification, engineering and design.

The Government of India has requested World Bank support for its plans to increase the country's hydropower capacity. It has also requested Bank assistance to help its power sector agencies build on their recent achievements with the aim of attaining international standards in hydropower design, construction and operation. The Bank has been engaged in hydropower in India since the late 1950s. Several of its past engagements have been difficult, with Bank support for a number of potential hydropower projects, including the Sardar Sarovar project on the river Narmada, being cancelled before they were commissioned. The two most recent Bank engagements, the Nathpa Jhakri and Koyna IV projects which were completed in 2002 and 1998 respectively, have benefited from the lessons (FAQs) of earlier hydropower development, including more socially and environmentally sensitive safeguard policies.

Proposed hydropower projects in India

At the request of the Government of India, the World Bank is supporting one hydropower project in the country -- the Rampur Hydropower Project downstream from Nathpa Jhakri on the River Satluj in Himachal Pradesh and is currently evaluating proposals for supporting two more hydropower projects in the country - the Vishnugad Pipalkoti Hydropower Project on the River Alaknanda in Uttarakhand and the Luhri Hydro Electric Project on the River Sutlej in Himachal Pradesh. While the Rampur Project is under construction, the Vishnugad-Pipalkoti and Luhri Projects are in varying stages of preparation.

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

1. INDIA'S REAL ESTATE SECTOR

1.1 Overview

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

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

1.2.1 Residential Real Estate Development

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

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

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

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

1.2.2 Hospitality Industry

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

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

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

general increase in room rates and occupancy rates is expected to contribute significantly to the demand for new hotel developments.

1.2.3 Special Economic Zones (SEZ)

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

2. OPPORTUNITIES AND CHALLENGES

2.1 Opportunities

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

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

2.2 Impediments to Investment

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

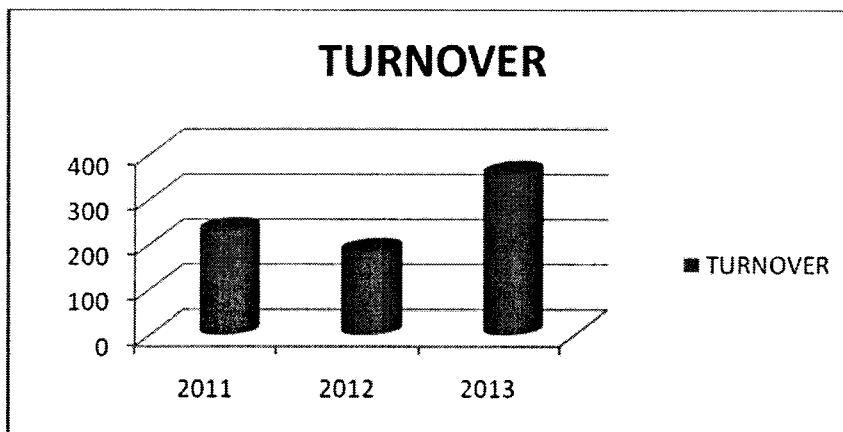
Major Impediments

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

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

BUSINESS SEGMENTS**ENGINEERING DIVISION**

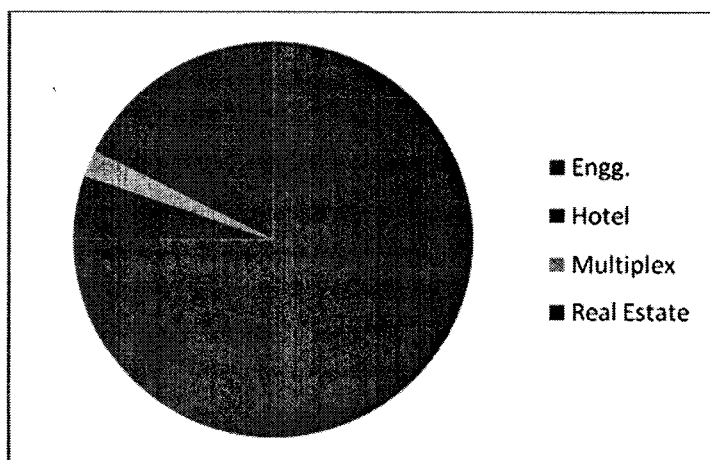
The company has achieved another milestone by qualifying and securing a civil cum H M components contract for Kalisindh project in Rajasthan . This project enables the Company far backward integration and qualify it for securing civil construction contracts for dams.

**SALES ENGINEERING DIVISION**

A detailed order book status is given below.

UNEXECUTED ORDER BOOK - CURRENT STATUS

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

**REAL ESTATE**

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

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

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

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

MANUFACTURING FACILITIES

The facilities set up a plant at Tax free Zone of Jammu (J&K), Calcutta 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 2012-13

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 Kamal Kumar Chandwar, non executive independent director resigned from the Company for personal reasons w.e.f. 12th January, 2013 and Shri Trilok Chand Kothari, the non executive chairman of the company has passed away on 27th February, 2013. As on 31st March, 2013, the Board comprised four directors out of which three are Executive -Directors and one is Non-Executive Independent Director. On 30th May, 2013 the Board has appointed a new non executive independent director on board , now out of five directors there are two independent directors. 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	Director	Promoter & Executive Director
Shri Sunil Kothari	Director	Promoter & Executive Director
Shri P. C. Jain	Director	Non Executive Independent Director
Shri Sukmal Jain	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 11 Board Meetings were held as against the minimum requirement of 4 meetings viz; on 14.04.2012, 30.05.2012, 26.07.2012, 14.08.2012, 25.09.2012, 09.11.2012, 05.12.2012, 19.01.2013, 31.01.2013, 14.02.2013, and 12.03.2013

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

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

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

Name of Director	Category	Designation	Attendance Particulars		Directorship of other Indian Companies		Committees' Memberships	
			Board Meetings	Last AGM	Public	Private	Member	Chairman
Late Dr. T.C. Kothari	Promoter & Non-Executive Director	Chairman	10	Yes	0	0	4	3
Mr. C.P Kothari	Promoter & Executive Director	Managing Director	10	Yes	1	5	-	-
Mr. D.P Kothari	Promoter & Executive Director	Whole-time Director	11	Yes	0	4	-	-
Mr. Sunil Kothari	Promoter & executive Director	Whole-time Director	10	Yes	3	12	-	-
Mr. P.C. Jain	Independent & Non-Executive Director	Director	10	No	0	4	4	-
Mr. Kamal Chandwar (Resigned)	Independent & Non-Executive Director	Director	07	Yes	0	3	3	1

Directorships in other Companies

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

Functioning of the Management

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

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

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

Details of remuneration paid to Directors of the Company during the year ended 31st March 2013 are here as under (In Lacs):

Name of Director and Allowances	Salary and Benefits	Perks Sitting	Consultancy	Fees	Total
Dr.T.C. Kothari	N.A	NIL	Rs. 1.200	N.A	Rs. 1.200
Mr. C.P. Kothari	Rs 48.00	Rs.18.00	N.A	N.A	Rs.66.00
Mr D.P. Kothari	Rs42.00	Rs.18.00	N.A	N.A	Rs. 60.00
Mr Sunil Kothari	Rs48.00	Rs.18.00	N.A.	N.A.	Rs. 66.00
Mr. P.C. Jain	N.A	N.A	N.A	N.A	NIL
Mr. Kamal Chandwar	N.A	N.A	N.A	N.A	NIL

Stock Options

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

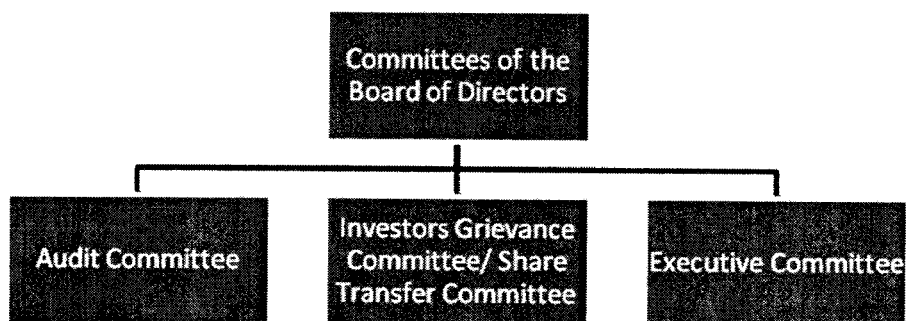
Shareholding of the Directors in the Company as on March 31, 2013

Name of the directors	No. of Shares of Rs. 1/- each held singly or jointly	% to total paid -up capital of The Company
Dr.T.C. Kothari	3174260	3.30
Mr. C.P. Kothari	5424818	5.63
Mr D.P. Kothari	3564668	3.70
Mr Sunil Kothari	6045108	6.28
Mr. P.C. Jain	0	0.00
Mr. Kamal K. Chandwar	0	0.00

Relationships of Directors and their business interest in the Company as on March 31, 2013

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

2. COMMITTEES OF THE BOARD OF DIRECTORS



2.1 Audit Committee

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

Constitution and composition of the committee

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

The Chairman of the committee was Mr. Kamal Kumar Chandwar. After resignation of Shir Kamal Kumar Chandwar, Shri P. C. Jain was appointed as Chairman of the Committee.

Constitution of audit committee and other related information as on 31st March 2013 are as under:

Name of Director	Status	No. of Meetings	
		Held	Attended
Mr. Kamal K.Chandwar	Chairman	4	3
Mr. P.C. Jain	Member	4	4
Late Dr. T. C Kothari	Member	4	4
Shri Chandra Prakash Kothari	Member	4	1

After demise of Late Dr. T.C. Kothari, Shri Chandra Prakash Kothari (Executive director) was appointed as member of the committee. On 30th May, 2013 Shri Sukmal Jain, an independent director was also appointed as member in the committee.

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 2012-13, 4 Audit Committee Meetings were held on 28.05.2012, 11.08.2012, 22.11.2012 and 18.02.2013.

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 Late Dr. T. C Kothari, Mr. Kamal Chandwar and Mr. P.C. Jain. Dr. T. C Kothari, Non- Executive Director is Chairman of the Committee.

After the cessation of Shri Kamal Kumar Chandwar, Shri Dharam Prakash Kothari was appointed as member of the committee. And After the demise of Shri Trilok Chand Kothari, Shri P. C. Jain was appointed as chairman of the committee.

Scope of the committee

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

Meetings

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

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

Nature of complaints	No. of complaints received	No. of complaints resolved
Change of Address	0	0
Non-receipt of share certificate/Transfer/ Transmission	0	0
Non-Receipt of dividend	0	0
Others	3	3
TOTAL	03	03

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 2012-13.

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.

Executive Committee

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

Composition

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

After the cessation of Shri Kamal Kumar Chandwar, Shri Sunil Kothari was appointed as member of the committee. And After the demise of Shri Trilok Chand Kothari, Shri P. C. Jain was appointed as chairman of the committee. On 30th May, 2013, Shri Sukmal Jain was appointed as member of 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, 2013 received from each Member of the Board and Senior Management Personnel, a declaration of compliance with the Code of Conduct as applicable to each one of them.

Place : New Delhi
Dated: 30th MAY, 2013

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 2012-13, quarterly unaudited financial results generally published in Economic Times, Hindustan Times, 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.

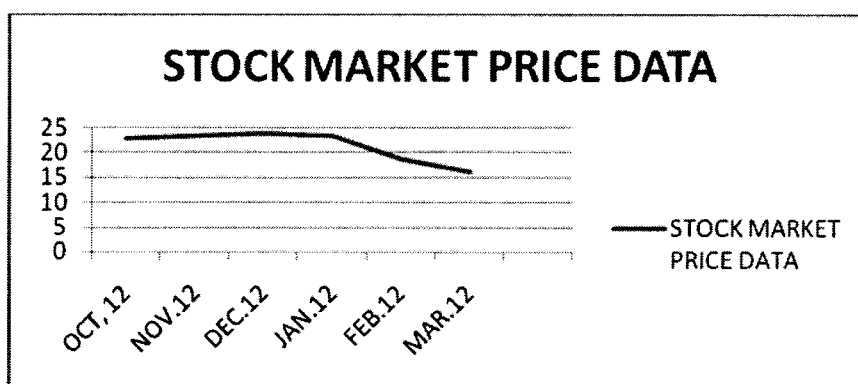
Details of Annual General Meetings held during last three years are here as under:

AGM for Financial year ended	Date	Time	Location
2009-10	30.09.2010	11:00a.m.	Om Tower, M.I. Road, Jaipur
2010-11	30.09.2011	11:00a.m.	Om Tower, M.I. Road, Jaipur
2011-12	29.09.2012	11.00a.m	Om Tower, M.I. Road, Jaipur

Resolution passed through Postal Ballot

None of the resolution was passed through the Postal Ballot during the year 2012-13.

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



Shareholders holding more than 1% of the shares

The details of shareholders (non-founders) holding more than 1% of the equity as at March 31, 2013 are as follows :

Sr. No.	Name of the shareholder	Number of shares	%
1	Agility Consultancy Private Limited	5491757	5.70
2	Udgam Commercial Limited	4436892	4.61
3	Reliance Capital Trustee Company Ltd. A/C Reliance Diversified Power Sector Fund	4083292	4.24
4	Madhukar Sheth	1181707	1.23
5	Madhukar Sheth	1056314	1.10
	TOTAL	16812665	17.46

Distribution of Shareholding as on March 31, 2013.

No. of Shares	No. of shareholders	% of shareholders	No. of shares	% of shareholding
1 – 500	5611	74.71	1025955	1.07
501-1000	843	11.23	732970	0.76
1001-2000	432	5.75	689079	0.72
2001-3000	174	2.32	451737	0.47
3001 - 4000	60	0.80	218547	0.23
4001 - 5000	96	1.28	465476	0.48
5001 - 10000	118	1.57	877229	0.91

10001 and above	176	2.34	91842816	95.31
Total	7510	100.00	96303809.00	100.00

Distribution of Shareholding (as on 31st March 2013)

Category	No. of Shareholders	No. of Shares held	% of Total
Promoters	30	67055929	69.63%
Mutual Funds and UTI	1	4083292	4.24%
FII's	0	0	0
Corporate Bodies	248	14512720	15.07%
Indian Public	7145	10420418	10.82 %
NRIs/OCBs	86	231450	0.24%
Trusts	0	0	0
Any Other (specify) (Clearing houses & Clearing members)	0	0	0
Total	7510	96303809	100.00

Dematerialisation of Shares and liquidity

As on 31st March 2013 , 96253107 Equity Shares i.e. 99.94% of paid up capital of the Company were held in dematerialised mode and rest were in physical form.

Outstanding GDR/ADR

NIL

Plant/Site Location

- 1.Factory at B-117/118, Indraprastha Industrial Area, Kota, Rajasthan
2. Kameng in Arunachal Pradesh, Largi, Koldam in

Himachal Pradesh, Siliguri in West Bengal, Goshikhurd in Maharashtra, Sewa in Jammu & Kashmir, and various other projected sites.

3. Hotel Om Tower, Church Road, M.I. Road, Jaipur ,Rajasthan

Address for Investor Correspondence

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

M/s Skyline Financial Services Pvt. Ltd.

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

Tel: 011-30857575

Fax: 011-3085762

E-mail: admin@skylinerta.com

Non-Mandatory requirements under clause 49 of the listing agreement

1. No specific tenure has been specified for the independent Directors but they are liable to retire by rotation and seek re-election by the Shareholders.
2. Shareholder's Rights: The Company publishes the financial results in the newspapers where its registered office is situated, Annual Report is also sent individually to the shareholders of the Company.
3. Whistle - Blower Policy: The Company promotes a favourable environment for employees to have an open access to the respective Functional Heads, Head-HRD, Managing directors as well as Chairman so as to ensure ethical and fair conduct of the business of the Company.

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

Dear Sir,

Sub: CEO Certificate

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

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

- a. We have reviewed financial statements and the cash flow statement for the Financial Year ended March 31, 2013 and that to the best of our knowledge and belief:
 - I. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - II. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the period which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit Committee that:
 - I. There have been no significant changes in internal control over financial reporting during the year;
 - II. There have been no significant changes in accounting policies during the year; and

- III. There have been no instances of significant fraud of which we have become aware and the inconvenient therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: New Delhi

Dated: 30.05.2013

Sd/-

C. P. Kothari
Managing Director

Sd/-

S.K.Jain
CFO

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

OM METALS INFRAPROJECTS LTD.

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

To,

The Members of Om Metals Infraprojects Limited.

We have examined the compliance of conditions of corporate governance by Om Metals Infraprojects Limited for the year ended on 31st March 2013 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 2013 no investor grievances are pending against the Company as on 31st March 2013 as per records maintained by the Company and presented to the Investors Grievance Committee.

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

Sd/-

S.K.Mahipal

Partner

For and on Behalf of

M.C.Bhandari & co.

Chartered Accountants

Place: Kota

Dated: 30.5.2013

M.C. Bhandari & Co.

Chartered Accountants

38, Shopping Centre

Kota –324007 (Raj.)

Phone 0744-2361530

AUDITOR'S REPORT

**To the Members of
Om Metals Infra-projects Limited**

We have audited the accompanying financial statements of Om Metals Infra Projects Limited ('the Company') which comprise the balance sheet as at 31 March 2013, 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.

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"). 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. 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 31March 2013:
- (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 ;
 - c. the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account and audited returns from the Engineering, Real estate & 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; and

- e. on the basis of written representations received from the directors as on 31 March 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2013, 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: 30.05.2013

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

Annexure to the Auditors' Report

ANNEXURE REFERRED TO IN PARAGRAPH 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, 2013

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 accounts .
 - (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 has maintained proper records of inventories. The discrepancies noticed on physical verification of inventories as compared to book records were not material, having regard to the size or the operations of the Company and have been properly dealt with in the books of account.

- 3.a) According to the information and explanations given to us, the company has during the year, granted the loans , secured or unsecured to companies , firms and other parties covered in the register maintained under section 301 of the Companies act, 1956 to Two Wholly owned subsidiaries, one Associates and Two 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. 20685.97Lacs and the year end balance of loans so granted was Rs.19623.02 Lacs which is interest free Loans and further explained to us, these loans have been made for setting up new projects and making strategic investments in other subsidiaries/ joint ventures .
- b) In our opinion and according to the information and explanations given to us, after considering the purpose for which loans have been granted as indicated in paragraph 4 (iii) (a) of the Companies (Auditor's Report) order , 2003 (here in after referred to as the order) , the rate of interest and other terms and conditions of the loans granted , are prima-facia , not prejudicial to the interest of the company.
- c) 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) In respect of loans and advances granted by the company, the same is repayable over a period of 3 to 5 years and therefore the question of overdue amount does not arise .
- e) 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. Therefore, provisions of clauses 4(iii)(f) and (g) of the Companies (Auditor's Report) Order, 2003(as amended) are not applicable to the company.
4. In our opinion and according to the information and explanations given to us, having regard to the explanation that some of the items purchased/job work are of special nature and suitable alternative sources do not exist for obtaining comparable quotations. There is an adequate internal control system commensurate with the size of the company and the nature of its business with regard to the purchase of inventories and fixed assets and the sale of goods and services . During the course of our audit, we have not observed any major weaknesses in such internal control system.

5. (a) According to the information and explanations provided by the management, we are of the opinion that the particulars of Contracts or arrangements referred to in section 301 of the Act that need to be entered into the register maintained under section 301 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, 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 pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Govt. under section 209 (1) (d) of the Companies Act , 1956 and are of the opinion that, prima facie, 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 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 Tax/VAT Act of various states	Sales Tax	Commissioner (Appeals)/Tribunal	43.92	5.54	1984-85,1985-86 1990-91 , 2007-2008,2009-10-2010-11.
		High court	24.10		1986-87 & 2003-2004
Central Excise Act, 1944	Excise Duty	Tribunal/Commissioner(Appeal)and Show Case	907.49	5.00	1997-98, 2001 to 2012-13
Income Tax Act, 1961	Income Tax	ITAT/CIT Appeal	2344.22	1469.32	1992-93,1997-98,2008—09,2009-10,2010-11
		High Court	43.71	8.00	1997-98(Jupiter)
Service tax Rules	Service Tax	Commissioner (Appeals)/Tribunal	199.30	0.00	2003-2004 to 2005-2006 & 2010-11 & 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, 2013. Further, the Company has not incurred any cash losses during the financial year ended March 31, 2013 and in the immediately preceding financial year ended March 31, 2012.
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 loan taken by its Joint Ventures and other company from banks, the terms and conditions whereof in our opinion are not prima-facie are pre judicial to the interest of the company.
16. In our opining and according to the information and explanations given to us, the company has taken new term loans during the year. The term loans outstanding at the beginning of the year and those raised during the year have been applied for the purposes for which they were 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 course of our audit .

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

Place: Kota
Dated: 30.05.2013

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

OM METALS INFRAPROJECTS LIMITED
Balance Sheet as at 31st March, 2013

Particulars	Note No	As At 31.03.2013	As At 31.03.2012
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2.1	96303809.00	96303809.00
(b) Reserves and Surplus	2.2	4495885613.34	4186868301.17
Sub Total		4592189422.34	4283172110.17
(2) Share application money pending allotment			
(3) Non-Current Liabilities			
(a) Long-term borrowings	2.3	143151243.45	156219332.97
(b) Deferred tax liabilities (Net)	2.4	37145004.00	43878125.00
(c) Other Long term liabilities	2.5	387734356.97	490371634.23
(d) Long term provisions	2.6	8144198.00	7321945.00
Sub Total		576174802.42	697791037.20
(4) Current Liabilities			
(a) Short-term borrowings	2.7	456241265.59	1016740638.08
(b) Trade payables	2.8	495499494.59	174310848.96
(c) Other current liabilities	2.9	556627128.90	473586080.25
(d) Short-term provisions	2.10	2502030.00	1638484.00
Sub Total		1510869919.08	1666276051.29
Total		6679234143.84	6647239198.66
II.Assets			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	2.11	1457343714.27	1531998867.29
(ii) Capital work-in-progress		12614874.00	12614874.00
Sub Total		1469958588.27	1544613741.29
(b) Non-current investments	2.12	1289449487.94	1141715397.34
(c) Long term loans and advances	2.13	1800969416.61	1624980283.31
(d) Other non-current assets	2.14	10254934.78	94265725.00
Sub Total		4570632427.60	4405575146.94
(2) Current assets			
(a) Inventories	2.15	440847356.76	615065951.29
(b) Trade receivables	2.16	1018582749.78	830384260.03
(c) Cash and cash Balances	2.17	76786080.10	76082994.83
(d) Short-term loans and advances	2.18	571119021.89	715495632.00
(e) Other Current Assets	2.19	1266507.71	4635213.57
Sub Total		2108601716.24	2241664051.72
Total		6679234143.84	6647239198.66

0.00 0.00

Significant Accounting Policies and Notes to the financial statements

I&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/-
S. K. Mahipal
Partner
M.No.70366

Place : Kota
Dated : 30-05-2013

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

Sd/-
D.P.Kothari
(Director)

Sd/-
Sunil Kothari
(Director)

Sd/-
Reena Jain
(Company Secretary)

Sd/-
S.K.Jain
(CFO)

OM METALS INFRAPROJECTS LIMITED

Statement of Profit and Loss for the year ended 31st March, 2013

Particulars	Note No	2012-2013	2011-2012
Revenue from operations	2.20	3730755406.84	2130390892.60
Less: Excise Duty		6581881.63	4659716.09
		3724173525.21	2125731176.51
Other Income	2.21	25013872.37	48680927.80
Total Revenue		3749187397.58	2174412104.31
<u>Expenses:</u>			
Cost of materials consumed	2.22	1179991371.68	948115977.88
Changes in inventories of finished goods, work-in-progress and Stock in-Trade	2.23	109473441.39	-235543140.77
Employee benefit expense	2.24	183055636.66	152557284.46
Financial costs	2.25	182757578.07	237094297.14
Depreciation and amortization expense	2.26	100795891.80	121775818.81
Other expenses	2.27	1569031746.21	694198396.86
		3325105665.81	1918198634.38
Profit before tax and Exceptional Items		424081731.77	256213469.93
<u>Exceptional Items</u>			
Add: Depreciation Written Back		0.00	1574349.00
Add: Share of Profit in Partnership Firm of Earlier Year		260919.00	0.00
Add : Excess Provision(Income Tax) Written Back		9867087.00	29533820.00
Profit before Tax		434209737.77	287321638.93
Tax expense:			
(1) Current Income Tax and Wealth tax		120500000.00	54800000.00
(2) Deferred tax		6733121.00	7713847.00
(3) Income Tax/Wealth Tax Expenses Earlier Years		62161.60	0.00
Profit/(Loss) for the period after tax		320380697.17	240235485.93
Earning per equity share:			
(1) Basic		3.33	2.49
(2) Diluted		3.33	2.49

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

Place : Kota
Dated : 30-05-2013

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

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

Sd/-
D.P.Kothari
(Director)

Sd/-
Sunil Kothari
(Director)

Sd/-
Reena Jain
(Company Secretary)

Sd/-
S.K.Jain
(CFO)

OM METALS INFRAPROJECTS LIMITED

Cash Flow Statement for the year ended March 31, 2013

Particulars	Year ended	
	31.03.2013	31.03.2012
1 Cash Flow from operation Activities		
A Net Profit before Taxation and Extraordinary Item	434209737.77	287321638.93
Add:-		
Depreciation	100795891.80	121775818.81
Interest and Bank Commission Paid	182757578.07	237094297.14
Loss on sale of Fixed Assets	1950239.00	0.00
Less:-	719713446.64	646191754.88
Interest Reciept	10625590.65	17805072.11
Profit on Sale of Investment	0.00	2762795.00
Profit on Sale of Fixed Assets	0.00	1343417.00
Excess Depreciation Written Back	0.00	1574349.00
Excess Provision written back	9867087.00	29533820.00
B	20492677.65	53019453.11
Operating Profit before working capital changes	699220768.99	593172301.77
Adjustments for :		
Trade and Other receivable	-184829783.89	32414657.82
Inventories	174218594.53	-260964465.36
Trade and Other Payable	404229694.28	-208982882.64
Provision for Gratuity & Leave Encashment	-76490.00	706417.00
Less:-	1092762783.91	156346028.59
Direct Taxes Paid	89860879.56	63894999.01
Net cash flow from operating activities	(A) 1002901904.35	92451029.58
Cash flow from investing activities :		
Purchase of fixed assets	-30856692.78	-155337379.82
Decrease/(Increase) in Capital WIP	0.00	20402505.00
Purchase of Investments	-147734090.60	-563345244.40
Sale of Fixed Assets	2595000.00	17942754.59
Loans and Advances	-52246718.23	431767651.85
Interest received	10625590.65	17805072.11

Sale of Investment	0.00	14545350.00
Other Non-Current Assets	84010790.22	-75558000.00
Net cash flow from/used in investing activities	(B) -133606120.74	-291777290.67
Cash Flow from financing activities :		
Interest and Bank Commission paid	-182757578.07	-237094297.14
Long Term Borrowings	-13068089.52	68000360.06
Other Long Term Liabilities	-102637277.26	17112469.28
Short Term Borrowings	-560499372.5	352845271.7
Dividend / Dividend Tax Paid	-9630381.00	-11192670.00
Net cash used in financing activities	(C) -868592698.34	189671133.91
Increase/(Decrease) in cashand cash equivalents		
A. Cash Flow from Operating Activities	1002901904.35	92451029.58
B. Cash Flow from Investing Activities	-133606120.74	-291777290.67
C. Cash Flow from Financing Activities	-868592698.34	189671133.91
Net Increase / Decrease in Cash Flow During Year	703085.27	-9655127.18
Cash and cash equivalents at beginning of year	76082994.83	85738122.01
Cash and cash equivalents at end of the year	76786080.10	76082994.83

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)

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

Sd/-
D.P.Kothari
(Director)

Place : Kota
Dated : 30.05.2013

Sd/-
Sunil Kothari
(Director)

Sd/-
Reena Jain
(Company Secretary)

Sd/-
S.K.Jain
(CFO)

OM METALS INFRAPROJECTS LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET

AS AT 31st March, 2013

Note - 2.1

Particulars	<u>Figures as at</u> <u>31-03-13</u> (Rs.)	<u>Figures as at</u> <u>31-03-2012</u> (Rs.)
<u>SHARE CAPITAL :</u>		
<u>AUTHORISED</u>		
150000000 Equity Share Of Rs.1/- each	150000000.00	150000000.00
<u>ISSUED,SUBSCRIBED AND PAID UP</u>		
96303809 Equity Share Of Rs.1/- each	96303809.00	96303809.00
Total	96303809.00	96303809.00

Notes:

- 1 Above issued,subscribed and paidup capital includes :-
- (a) 42554000 nos.of fully paid Equity Share of Rs.1/- each were allotted as bonus shares by way of capitalisation of reserves and Profit & Loss Account
- (b) 20112659 Shares of Rs. 1 each have been allotted for consideration other than cash, pursuant to the scheme of amalgamation sanctioned by Hon'ble High Court of Rajasthan dated 19.01.2007 to the share holders of erstwhile :-
- | | |
|---|-----------------|
| Om Rajasthan Carbide Limited | 5476259 |
| Jupiter Manufacturing Co. (P) Limited | 5318400 |
| Om Structurals India (P) Limited | 5808000 |
| Om Kothari Cement & Chemicals (P) Limited | 1410000 |
| SAH Buildcon (P) Limited | 1050000 |
| Richa Builders (P) Limited | 1050000 |
| Total :- | 20112659 |
- (2) The company has only one class of share referred to as equity shares having a par value of Rs. 1/- each holder of equity shares is entitled to one vote per share.
- (3) The 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.

- (4) Details of Share holders holding more than 5 % equity shares as at 31.03.2013

Share Holder	2013		2012	
	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)	5424818	5.63%	5424818	5.63%
3 Sunil Kothari (Director)	6045108	6.28%	6045108	6.28%
4 Agility Consultancy P. Ltd.	5491757	5.70%	62634	0.07%

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.

- (5) The reconciliation of the number of shares outstanding as at March 31, 2013 and March 31, 2012 is set out below:

Particulars	As at	
	31.03.2013	31.03.2012
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, 2013

<u>Reserves and Surplus</u>	<u>Note - 2.2</u>	
Particulars	<u>As at</u>	<u>As at</u>
	<u>31-03-2013</u>	<u>31-03-2012</u>
	(Rs.)	(Rs.)
A. <u>Revaluation Reserve</u>		
As per last balance sheet	3335526.53	3531882.53
Less: - Transferred to P and L Statement	170715.00	196356.00
	3164811.53	3335526.53
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	181780381.00	169780381.00
Add:- Transferred from statement of Profit and Loss	8219619.00	12000000.00
	190000000.00	181780381.00
E. <u>Surplus in the statement of Profit and Loss</u>		
As per last balance sheet	1545176848.39	1328134032.46
Add. Net Profit for the year	320380697.17	240235485.93
	1865557545.56	1568369518.39
Appropriations :		
Interim Dividend	9630381.00	9630381.00
Corporate dividend tax	1562289.00	1562289.00
Transfer to General Reserve	8219619.00	12000000.00
Surplus - Closing balance	1846145256.56	1545176848.39
Total	4495885613.34	4186868301.17

OMMETALS INFRAPROJECTS LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET
AS AT 31st March, 2013

Particulars	3/31/2013		31-03-2012	
	<u>Non Current</u> (Rs.)	<u>Non Current</u> (Rs.)	<u>Current Matu.</u> (Rs.)	<u>Current Matu.</u> (Rs.)
LONG TERM BORROWINGS				
a) TERM LOAN :				
From Banks (SBBJ) See note No.1	39250191.00	123317351.26	91596991.00	15036543.00
From Others banks See note No.2	4541091.45	29419647.92	25239122.00	59658964.36
Sub-Total	43791282.45	152736999.18	116836113.00	74695507.36
From Other Parties				
From Non Banking Finance Companies	99359961.00	3482333.79	26858749.12	1393691.00
	143151243.45	156219332.97	143694862.12	76089198.36

Note:

Nature of securities

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 karneshwar (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 directors of the company. (Due with in one year Rs..915.97 Lacs, 2011-2012, Rs. 150.37 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. 203.92 Lacs and ICICI Bank Rs. 93.88 Lacs are secured by way of hypothecation of related vehicle /machinery financed by them. (Due with in one year Rs. 252.39. Lacs, 2011-2012, Rs. 596.59 Lacs .

3 Loan from BMW Finance LTD. Rs. 32.56 Lacs, Kotak Mahindra Rs.13.19Lacs , Tata Capital Finance Rs 1212.97 and Reliance Capital Finance LTD. Rs. 2.46 Lacs are secured by way of hypothecation of related vehicle /machinery financed by them. (Due with in one year Rs..268.59 Lacs, 2011-2012, Rs. 13.94 Lacs .

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

Note 2.4

Deferred Tax Liabilities (Net)

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

Particulars	Balance as at 31.03.2012	Arising during the year	Balance as at 31.03.2013
A. Deferred Tax Liabilities			
Depreciation and amortization	46688001	-6757938	39930063
B. Deferred Tax Assets			
1. Provision for leave with wages	650589	-196855	453734
2.Provision for gratuity	2159287	172038	2331325
Total : (B)	2809876	-24817	2785059
Net Deferred tax liabilities (A-B)	43878125	-6733121	37145004

OMMETALS INFRAPROJECTS LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET
AS AT 31st March, 2013

<u>Other Long term Liabilities</u>	<u>3/31/2013</u>	<u>31-03-2012</u>	<u>3/31/2013</u>	<u>31-03-2012</u>
	<u>Non Current</u>	<u>Non Current</u>	<u>Current Matu.</u>	<u>Current Matu.</u>
<u>Others</u>				
Advance and Security deposit from Customers	230983613.23	485241634.23	359684354.68	375724481.68
Advance from JSC JV Kameng(JV)*	156750743.74	0.00	0.00	0.00
Others	0.00	5130000.00	1374084.00	0.00
	387734356.97	490371634.23	361058438.68	375724481.68

*Note: Amount withdrawn out of accumulated profit.

Long Term Provision

Provision for Employees Benefits

For Gratuity	7185468.00	6655224.00
For Leave Encashment	958730.00	666721.00
	8144198.00	7321945.00

Short Term Borrowings

Secured

Working Capital Loan(From Banks)

(a) Indian Rupee

(See note No.1)

456241265.59

776620390.08

b) Foreign Currency Loan

(See note No.1)

0.00

100120000.00

Short Term Loan against FDR

From Bank(See note No.2)

0.00

259803.00

Unsecured

From Banks

Foreign Currency Loan(Buyres Credit)

(See note No.4)

0.00

139740445.00

Sub-Total

456241265.59

1016740638.08

Notes

Terms of repayment

1 Working Capital Loans and non Fund base facilities wiz. 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 titled deeds 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 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 JSC JV Kameg (Arunachal Pradesh).

2 Cash credit facilities , Rupees loans carry interest rate in the range of Base Rate + 2.75%.

3 Secured by way of deposit of Term deposit receipts

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

OMMETALS INFRAPROJECTS LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET
AS AT 31st March, 2013

<u>Trade Payables</u>		<u>Note 2.8</u>
(a) Micro, small and Medium enterprises Development Act, 2006 (Ref note 2.34.)	1073065.00	2629525.06
(b) Others	494426429.59	171681323.90
	<u>495499494.59</u>	<u>174310848.96</u>
<u>Other Current Liabilities</u>		<u>Note 2.9</u>
Current Maturity of Long Term Borrowings	143694862.12	76089198.36
Current Due of Other Long Term Liabilities	361030035.68	375724481.68
Unpaid/ Unclaimed Dividend (as referred in Sec 205 C of the Companies Act, 1956)	595421.95	991051.05
<u>Other Payables</u>		
Government dues (Taxes)	18130987.15	5821332.16
Advance from Customers	33175822.00	14960017.00
	<u>556627128.90</u>	<u>473586080.25</u>
<u>Short Term Provision</u>		<u>Note 2.10</u>
<u>Provision for Employees Benefits</u>		
Leave Encashment (Current)	439741.00	1338484.00
<u>Others Provisions</u>		
Corporate Dividend Tax	1562289.00	0.00
Wealth Tax	500000.00	300000.00
	<u>2502030.00</u>	<u>1638484.00</u>

OM METALS INFRAPROJECTS LIMITED
NOTE ANNEXED TO AND FORMING PART OF THE BALANCE SHEET As At 31st March, 2013
Fixed Assets

PARTICULARS	Note No.2.11									
	AS AT 04-01-12	ADDITIONS	SALES/ TRANSFER	TOTAL COST AS AT 31-03-13	DEPRECIATION UP TO 31-03-12	DEPRECIATION DURING THE YEAR	TRANSFER WRITTEN BACK	TOTAL DEPRE- CIATION	W.D.V. 31-03-13	W.D.V. 31-03-12
Tangible Assets										
Free Hold Land	127213160.00	0.00	0.00	127213160.00	0.00	0.00	0.00	0.00	127213160.00	127213160.00
Lease hold land including Tanancy right	726879939.00	0.00	0.00	726879939.00	724773.74	68313.00	0.00	793086.74	726086852.26	726155165.26
Agriculture Land	2473002.02	0.00	0.00	2473002.02	0.00	0.00	0.00	0.00	2473002.02	2473002.02
Building/ Temp. Labour Quarter Shed	321187166.03	2502346.00	0.00	323689512.03	95197223.74	10554411.24	0.00	105751634.98	217937877.05	225989942.29
Plant & Machinery	661239877.93	10794455.77	0.00	672034333.70	293155640.01	61202440.01	0.00	354358080.02	317676253.68	369084237.92
Furniture & Fixture	46226403.62	1542384.00	0.00	47768787.62	28364041.09	4259254.50	0.00	32623295.59	15145492.03	17862362.53
Office Equipments	18514000.30	1204292.00	0.00	19718292.30	8683916.50	1488839.05	0.00	10172755.55	9545536.75	9830083.80
Computer	10521068.83	965818.00	0.00	11486886.83	8480447.24	1259420.00	0.00	9739867.24	1747019.59	2040621.59
Vehicle	101784393.83	5333572.00	9530352.00	97587613.83	49434115.20	13620129.00	4985113.00	58069131.20	39518482.63	52350278.63
Temp. Building	40584102.10	8513825.00	0.00	49097927.10	40584092.10	8513800.00	0.00	49097892.10	35.00	10.00
TOTAL.	2056623112.10	30856692.78	9530352.00	2077949452.88	524624244.81	100966606.80	4985113.00	620605738.61	1457343714.27	1531998867.29
Figures for the p. year	1934043091.59	155337379.82	32757359.31	2056623112.10	420384440.72	121972174.81	17732370.72	524624244.81	1531998867.29	1513658650.87

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 and earlier year .
Gross Block of Rs. 6445.41Lacs (Previous Year Rs.6445.41Lacs) .

(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. 1.71 Lacs(P.Y. Rs.1.96 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, 2013

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, 2013 are as follows:

Particulars	Cost	Accumulated Dep	Net Book Value
Lease hold Land	19701526.00	0.00	19701526.00
Buildings	36589487.50	20838912.76	15750574.74
Total	56291013.50	20838912.76	35452100.74

The rental income from Om MetalsAuto Pvt. Ltd. for the Year ended March 31,2013 and March 31,2012 amounted to Rs. 72.00 Lacs and Rs.72.00 Lacs respectively.

Note -2.12

Non Current Investments

			As At 3/31/2013	As At 31-03-2012
<u>LONG TERM INVESTMENTS (at cost):</u>				
<u>TRADE INVESTMENTS INCL. JV</u>				
Ordinary Share (Fully paid up)				
<u>Joint Ventures (Unquoted)</u>				
Pondicherry Port Ltd. JV	181596	(181596)	10.00	47229960.00
Bhilwara Jaipur Toll Road P. Ltd.		2338796	10.00	352458260.00
		(572606)		
Om Metals SPML Infraprojects P. Ltd		4999	10.00	49990.00
				399738210.00
				134809710.00
<u>In Associates</u>				
Sanmati Infra Developers Pvt. Ltd. (Share Warrents)		450000	10.00	4500000.00
Om Metal Auto pvt. Ltd.		147000	10.00	13475445.00
Om Gaima P Ltd.		10199	10.00	1198783.00
				19174228.00
				19174228.00
<u>Others</u>				
Sanmati Resorts Ltd.		500000	10.00	5000000.00
Sun Boarn Energy Pvt. Ltd.		10000	10.00	100000.00
				5100000.00
				5100000.00
<u>OTHER INVESTMENTS (QUOTED)</u>				
Investments in Equity Instruments				
Manglam Timber Ltd.	800		10.00	17040.00
Reliance Capital Ltd.	3		10.00	897.00
Reliance Communication Ltd.	60		5.00	8972.00
Reliance Infrastructure Ltd.	4		10.00	1196.00
Reliance Power Ltd	15		10.00	8972.00
Reliance Industries Ltd.	100		10.00	17963.00
State Bank of India	50		10.00	5000.00
Century Enka Ltd.	20		10.00	6000.00
SBI Megnum Equity Fund	150000		10.00	1500000.00
SBI PSU Fund				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
Investment in Subsidiaries				
Om Metal Real Estate Pvt. Ltd.	10000		10.00	100000.00
Om Metals Consortium Pvt. Ltd.	2210000		10.00	440100000.00
				440200000.00
				440200000.00
Investment in J V /Partnership (Refer note 2.39)				
Om Metals Consortium PF(Capital contri.)(Net)				366403779.94
OMML-JSC Ukarain(Capital contri.)				50000000.00
Om Ray Construction - JV				6737230.00
				423141009.94
				540335419.34
Grand Total				1289449487.94
				1141715397.34
NOTE:				
1. Aggregate value of investments	Quoted		20.66	20.66
	Unquoted		8642.12	5992.84
	Market price -quoted		20.05	22.16
2. Out of Share Investment in Bhilwara Jaipur Toll Road Pvt. Ltd.128583 (P. Year 128583) no. of shares have been pladged with PNB Bank and 121305(P. Year 121305) No. of Shares have been pladged with ICICI Bank Ltd. Against The Term Loan taken by Bhilwara Jaipur Toll Road Pvt. Ltd. from them and further to bepladged with PNB and ICICI Bank 292045. No. of Shares .				

OMMETALS INFRAPROJECTS LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET
AS AT 31st March, 2013

Note -2.13

Long term Loans and Advances

Particulars	31.03.2013	31.03.2012
Unsecured, Considered good unless otherwise stated		
Capital Advance	422500.00	422500.00
Security Deposits	66894702.06	72393498.06
Loans and Advances to Related Parties		
(i) To Subsidiaries (See note 2.41)	1515899678.89	1313196631.05
(ii) To Joint Ventures/Associates (See note 2.41)	45821915.00	41436525.00
Other Loans and Advances		
(i) Other body corporate	900000.00	10018876.00
(ii) Income taxes paid including MAT credit entitlement(Net of Provision)	165074864.16	185709059.20
(iii) Others Loans and Advances	5955756.50	1803194.00
Sub Total	1800969416.61	1624980283.31
2. Security Deposit with related parties	195.00	255.00

Note -2.14

Other Non Current Assets

Unsecured, Considered good unless otherwise stated		
Non Current Bank Balances		
Fixed Deposit with Banks	10254934.78	26895725.00
Share Application Bhilwara Jaipur Toll Road PVT. Ltd.	0.00	67370000.00
	10254934.78	94265725.000
2. FDR with Banks includes Rs. 102.55. Lacs (2011-2012 Rs. 268.96 Lacs) earmarked for specific purpose		

Note -2.15

INVENTORIES

Raw Material	13754576.28	77851702.93
Work in Progress	421316700.38	528258118.27
Finished Goods	4176120.00	6708143.50
Store & spares	1599960.10	2247986.59
	440847356.76	615065951.29
2. Raw Material/Store & Spares includes goods in Transit	6.81	219.82

Note -2.16

Trade Receivable

(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	23955231.75	28828069.73
Other debtors		
Considered Good	994627518.03	801556190.30
	1018582749.78	830384260.03
1 Includes dues from companies where Directors are interested	2046.54	420.41

OMMETALS INFRAPROJECTS LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET
AS AT 31st March, 2013

<u>CASH AND BANK BALANCE</u>	Note -2.17	
<u>CASH AND CASH EQUIVALENTS</u>		
<u>Balances with Banks</u>		
On Current Account	15306963.41	28166642.72
On Saving Bank accounts	10330.84	10330.84
On Term Deposit accounts with maturity less than 3 months at inception	115057.72	0.00
On Unpaid Dividend accounts	686023.25	991051.05
Cash on Hand	1438452.14	2417246.22
	17556827.36	31585270.83
Others		
In term deposit account		
With maturity more than 3 months but less than 12 months at inception	24201405.74	44497724.00
With maturity more than 12 months at inception	45282781.78	26895725.00
	69484187.52	71393449.00
Total	87041014.88	102978719.83
Amount disclosed under non current assets	10254934.78	26895725.00
	76786080.10	76082994.83
A Note		
1 Earmarked balance (In term deposit account)	670.99	410.66
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>Short Term Loans and Advances</u>	Note -2.18	
(Unsecured, Considered good unless otherwise stated)		
Others		
Advances recoverable in cash or or in kind or for value to be received	131985992.30	79944478.32
Prepaid Expenses	9301073.13	9369060.00
Loans and Advances to Related Parties		
(i) To Subsidiary	400000000.00	600000000.00
Balance with customs and central excise authorities etc.	28945093.46	24344060.93
Advance to Staff	886863.00	1838032.75
	571119021.89	715495632.00

<u>Other Current assets</u>	Note -2.19	
Interest Accrued on Fixed Deposits	1215589.71	4597096.57
Others	50918.00	38117.00
	1266507.71	4635213.57

OM METALS INFRAPROJECTS LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE STATEMENT OF PROFIT
AND LOSS FOR THE YEAR ENDED ON 31st March,2013

Note- 2.20

Particulars	2012-13	2011-12
	(Rs.)	(Rs.)
<u>Revenue From Operations</u>		
<u>Sale of Products</u>		
Sales of Gate, components & allied receipts(Engg) including EPC contract receipts	3529423668.40	1776231974.23
Sale of Food,Liquar and Beverages	27049904.68	28593512.12
Real Estate Business	111092689.64	253699343.12
<u>Sale of Services</u>		
Guest Accomodation,Banquet,Health Club,Laundry receipt of Hotel	32643606.42	40288781.59
<u>Other Operating Revenue</u>		
Transportation and Drawing Design receipts	14670870.00	18423565.00
Receipts from wind power electric generation	2056398.70	1788084.54
Receipt from share of operating profit from Cinema	13818269.00	11365632.00
	<u>3730755406.84</u>	<u>2130390892.60</u>

Particulars of Sales of Products

Gate and Gate Components	723333581.40	980962576.23
Contract Receipts	2806090087.00	795269398.00
Total	<u>3529423668.40</u>	<u>1776231974.23</u>

Note - 2.21

OTHER INCOME

Interest from deposit and others(Gross)	10625590.65	17805072.11
Dividend Income from long term investment	138691.84	1809.00
Rent and hire receipts	9019200.00	9632640.00
Miscellaneous Income	5230389.88	7137925.69
Claims	0.00	9997269.00
Profit on Sale of Investment	0.00	2762795.00
Profit on Sale of Fixed Assets (Net)	0.00	1343417.00
Total	<u>25013872.37</u>	<u>48680927.80</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,2013

Note - 2.22

Particulars	2012-13 (Rs.)	2011-12 (Rs.)
<u>Cost of Material Consumed</u>		
Imported	134394242.30	63106573.00
Indigenous	1045597129.38	885009404.88
	<u>1179991371.68</u>	<u>948115977.88</u>
<u>Particulars of the Material Consumed</u>		
Particulars		
1 Structural Steel and Bought out items	504315498.33	530093545.75
2 Civil Materials	630097169.00	195798804.00
3 Land Purchase	0.00	179834745.00
3 Others	45578704.35	42388883.13
	<u>1179991371.68</u>	<u>948115977.88</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,2013

Note - 2.23

Particulars	2012-13 (Rs.)	2011-12 (Rs.)
<u>Changes in inventories of finished goods, work-in-progress and Stock-in-Trade</u>		
<u>OPENING INVENTORIES</u>		
Finished Goods	6708143.50	11459650.00
Work in Progress	528258118.27	287963471.00
Sub Total	<u>534966261.77</u>	<u>299423121.00</u>
<u>CLOSING INVENTORIES</u>		
Finished Goods	4176120.00	6708143.50
Work in Progress	421316700.38	528258118.27
Sub Total	<u>425492820.38</u>	<u>534966261.77</u>
INCREASE (DECREASE) IN INVENTORIES	<u>109473441.39</u>	<u>-235543140.77</u>

Note - 2.24

<u>EMPLOYEE BENEFITS EXPENSE</u>		
Salaries, Wages, Bonus and Allowances etc.	163384646.00	135425402.85
Contribution of PF, ESI and other welfare fund sche	2304258.00	2609352.00
Gratuity expenses	1508493.00	664871.00
Employee Welfare Exp. Including compensation	15858239.66	13857658.61
Total	<u>183055636.66</u>	<u>152557284.46</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,2013**

Note - 2.25

Particulars	2012-13 (Rs.)	2011-12 (Rs.)
<u>Finance Cost</u>		
Bank charges and Guarantee commission	34884341.09	40738288.84
Net (Gains)/Loss in foreign Currency transaction and translation	1777255.71	11631703.36
<u>Interest Expenses</u>		
a) On Term Loan	25515343.97	29044142.29
b) On working capital/others	120580637.30	155680162.65
Total	182757578.07	237094297.14

Note - 2.26

<u>Depreciation and amortization expense</u>		
Depreciation on Tangible Assets	100966606.80	121972174.81
Less : Transferred from revaluation reserve	170715.00	196356.00
	100795891.80	121775818.81

OM METALS INFRAPROJECTS LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE STATEMENT OF PROFIT
AND LOSS FOR THE YEAR ENDED ON 31st March, 2013

Note - 2.27

Particulars	2012-13	2011-12
<u>Other Expenses</u>		
<u>Manufacturing and Operating Expenses</u>		
Power and Fuel Expenses	94712276.15	68874695.86
Stores, Spares and Tools Consumed.	68700809.80	35103926.70
Job work and other charges	1072546574.67	279469223.82
Rent/Hire charges for equipment	22736628.00	26618432.00
Frieght and Transportation Expenses	19921278.00	24223000.18
<u>Repairs and Maintenance</u>		
a) To Machinery	29670508.14	24969696.00
b) To Building	32088132.00	14445927.00
Insurance Expenses	9280328.00	7680995.00
Total	1349656534.76	481385896.56
<u>Establishment and Selling Exp.</u>		
Rent	12987925.00	13465636.00
Rates and taxes	29582805.91	28412070.00
Telephone, telex and postage	7849456.71	7675753.48
Travelling and conveyance expenses	37980807.83	34688803.52
Legal, consultancy, retainership, professional arbitration expenses	37223122.18	55085846.00
General repairs	3464983.00	4429101.30
Vehicle running and maintenance	19315384.51	18423414.15
Miscellenous expenses	34736826.88	32483275.74
Payment To Auditors(Including Branch Auditors)	709384.00	709384.00
Advertisment and Business Promotion	6310157.43	10309420.96
Foreign Currency Fluctuation	0.00	7129795.15
Claim Expenses	27264119.00	0.00
Loss on Sales of Fixed Assets	1950239.00	0.00
Total	219375211.45	212812500.30
Grand Total	1569031746.21	694198396.86

Om Metals Infra Projects Limited

Balance Sheet abstract and company's general business profile :

1	<u>Registration details</u>	
	Registration No.	L27203RJ1971PLCO03414
	Balance sheet date	31st March 2013
2	Capital raised during the year	(Rs. in Lacs)
	Public Issue	Nil
	Right Issue	Nil
	Bonus Issue	Nil
	Private placement (Promoter's contri.)	Nil
3	Position of Mobilisation and deployment of funds :	
	Total Liabilities	66792.34
	Total Assets	66792.34
	Sourcees of Funds :	
	Paid up Capital	963.04
	Reserves & Surplus	44958.86
	Deffered tax Liabilities	371.45
	Long Term Borrowings(Non Current)	1431.51
	Other Long Term Liabilities & Provisions	3958.78
	Short Term Borrowings	4562.41
	Other Current Liabilities	10546.29
	TOTAL :-	66792.34
	<u>Application of Funds :</u>	
	Net fixed assets	14699.59
	Investments	12894.49
	Long Term Loans and Advances	18009.69
	Other Non Current Asseta	102.55
	Current Assets	21086.02
		66792.34

4 **Performance of the company :**

Turn over	37494.87
Total Expenditure	33152.77
Profit before tax	4342.10
Profit after tax	3203.81
Earning per share in Rs.	3.33
Dividend rate %	10%

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

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

Products/ services description

For and on behalf of Board of Directors

Place : Kota

Dated : 30.05.2013

Sd/-
T.C.Kothari
(Chairman)

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

Sd/-
D.P.Kothari
(Director)

Sd/-
Reema Jain
(Company Secretary)

Sd/-
S.K.Jain
(CFO)

OM METALS INFRAPROJECTS LIMITED

NOTES ANNEXED TO AND FORMING PART OF BALANCE SHEET AS AT 31.03.2013 AND STATEMENT OF PROFIT AND LOSS AND ALSO THE CASH FLOW STATEMENT FOR THE YEAR ENDED ON THAT DATE

Note - 1

Company Overview :

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

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

1.1 ACCOUNTING CONVENTION :

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

1.2 FIXED ASSETS AND DEPRECIATION :

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

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

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

1.3 Expenditure on New project and substantial expansion

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

1.4 INVENTORIES

Inventories are valued as follows :-

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

			this purpose includes direct material cost 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 , 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.

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

(b) Deferred Tax Liabilities/(Assets)

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.

© 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 :

The company has provided for gratuity as per actuarial valuation done by certified actuarial valuer. However interest cost is not been provided which aggregates to Rs. 533060/-.

c) Leave Salaries:

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

1.12 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

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 earning 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 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.

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

(RS. IN LACS)

S. No.	Particulars	As at 31.03.2013	As at 31.03.2012
i)	Outstanding bank guarantee *	16736.42	15942.94
ii)	Letter of credits accepted	785.06	2970.90
iii)	Other Claims against the Company not acknowledged a debt relating to supplies and service matters including counter claims of project authorities.	1377.38	1373.06
iv)	Various labour cases	Amount not ascertainable	Amount not ascertainable
v)	show cause/demand/notices by excise deptt., service tax, income tax authorities being disputed by the company. (See note no 2.37 below.)(Net)	2074.88	2141.01
vi)	Outstanding amount against corporate guarantee given to bank on account of loans given by such bank. (**)	20600	25600

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	O/s.	Bank
	guarantee as at 31.03.2013	as at 31.03.2013	guarantee as at 31.03.2012	as at 31.03.2012

OML+JSC, UKRAIN , KAMENG (JV)	1970	1995.00
Om Metals Consortium (PF)	950	950.00
Bhilwara Jaipur Toll Road Pvt. Ltd(JV)	539	539.00
Om Metal SPML Infraprojects Ltd	4076.78	2799.18
Gurha Thermal Power Co. Ltd.(JV)	264	264

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

Name of Company	Corporate Guarantee	Corporate Guarantee
	2013	2012
Bhilwara Jaipur Toll Road Pvt. Ltd	20600	20600
Om Shivay Real Este (P) Limited	0	4000

2.29 Other commitments

- (a) The company has issued an under taking to associate bankers for non – disposal of its investment of Rs. 20600 Lacs (Previous year Rs,20600 Lacs) in an associate 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. 11269.34lacs (Rs. 6163.16 Lacs in previous year) , against these claims, the company has received arbitration awards of Rs.1676.34 lacs (Previous year Rs. 373.29 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 (i.e Engineering, Real estate and Hotel division) :

(Rs. In Lacs).

Particulars	2013	2012
Audit fee's	7.09	7.09
Fees for consolidated Financial statement, Intrim Review and Corporate Governance	1.12	1.65
Certificate and Other services	2.49	4.69
Out of pocket expenses	0.52	0.57
Total: -	11.22	14.00

Note

1. Audit fees includes service tax.
2. Rs.1.11 Lacs (Previous year Rs. 0.28 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	2013	2012
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.)	320380697	240235486
iii)	Basic and diluted earning per shares (Rs.)	3.33	2.49
iv)	Nominal value of equity shares (Rs.)	3.33	2.49

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	2013	2012
The principal amount due and remaining unpaid to any supplier as at the end of each accounting year	10.73	26.30
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

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

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 31.03.2013 :

(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) <u>Segment Revenue :</u>										
External sales/income (Net)	35375.13	17899.96	138.18	113.66	617.5	706.70	1110.93	2536.99	37241.74	21257.31
Other receipt	129.50	298.70	1.42	0.54	10.38	9.52	2.58	10.61	143.88	319.37
Interest Receipts	84.94	167.14	0.00	0.00	1.45	0.30	19.87	0.00	106.26	167.44
Inter segment sales /Other Re	0.00	0.00	0.00	0.00	114.09	0.00	0.00	0.00	114.09	0.00
Total Revenue	35589.57	18366.80	139.60	114.20	743.42	716.52	1133.38	2547.60	37606.97	21744.12
(2) <u>Segment Results :</u>										
Segments External results before Int. and Tax	5714.13	4200.50	113.25	51.68	129.18	127.84	225.92	553.05	6182.48	4933.07
Add: Exceptional Items	101.28	311.08	0.00	0.00	0.00	0.00	0.00	0.00	101.28	311.08
Operating profit before Int.	5815.41	4511.58	113.25	51.68	129.18	127.84	225.92	553.05	6283.76	5244.15
Financial exp.	1655.84	2237.54	0.04	0.02	3.71	3.28	167.99	130.10	1827.58	2370.94
Income tax current	1200.00	545.00	0.00	0.00	0.00	0.00	0.00	0.00	1200.00	545.00
Wealth Tax	5.00	3.00	0.00	0.00	0.00	0.00	0.00	0.00	5.00	3.00
Deferred tax assets/Lia.	-67.33	-77.14	0.00	0.00	0.00	0.00	0.00	0.00	-67.33	-77.14
Income Tax /Wealth Exp. Earlier Year	0.62	0	0.00	0.00	0.00	0.00	0.00	0.00	0.62	0.00
Inter segment Exp.	114.09	0.00	0.00	0.00	0.00	0.00	0.00	0.00	114.09	0.00
Net Profit	2907.19	1803.18	113.21	51.66	125.47	124.56	57.93	422.95	3203.80	2402.35
3 (i) <u>Other Information :</u>										
Segment Assets	57421.82	57486.25	344.12	346.79	3164.74	3223.66	5861.66	5415.70	66792.34	66472.40
Inter Branch/Segment Unallocated assets	1399.98	1705.32	825.29	709.27	-1217.79	-1396.73	-1007.48	-1017.86	0.00	0.00
Total Assets	58821.80	59191.57	1169.41	1056.06	1946.95	1826.93	4854.18	4397.84	66792.34	66472.40
<u>Segmets Liabilities :</u>										
Share Capital	963.04	963.04	0.00	0.00	0.00	0.00	0.00	0.00	963.04	963.04
Reserve & Surplus	39061.00	36267.44	1068.44	955.24	1858.99	1733.52	2970.42	2912.49	44958.85	41868.69
Long Term Borrowings	1083.18	448.68	0.00	0.00	0.00	2.26	348.33	1111.25	1431.51	1562.19
Short Term borrowings	4562.41	10167.41	0.00	0.00	0.00	0.00	0.00	0.00	4562.41	10167.41
Segment liabilities	12780.72	10906.22	100.97	100.82	87.96	91.15	1535.43	374.10	14505.08	11472.29
Deferred tax liabilities	371.45	438.78	0.00	0.00	0.00	0.00	0.00	0.00	371.45	438.78
Total Liabilities	58821.80	59191.57	1169.41	1056.06	1946.95	1826.93	4854.18	4397.84	66792.34	66472.40
(iii) Capital Expenditure	280.67	1432.54	0.00	0.00	27.59	37.71	0.31	83.13	308.57	1553.38
Depreciation	906.6	1112.95	15.20	16.14	75.27	75.08	12.60	15.55	1009.67	1219.72

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 2013 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.
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	Associate Promoter holding more than 20% or under the same management
Baba Vinimay (P) Limited	-do-
Om Metals Infotech (P) Ltd.	-do-
Alchemy Ventures (P) Ltd.	-do-
Nextmile Trade com P. Ltd	-do-
Mayura Capital Advisors Pvt Limited	-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

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

related parties (Excluding reimbursement)

Name of company	Nature of Transaction	2012-13	2011-12
A. with Subsidiaries Company			
1. Om Metals Real Estate P. Ltd.	Opening balance as at 01.04.12		
	Loans and advances	8930.91	8578.56
	Investment in Equity Share	1.00	1.00
	Transactions		
	Net movements in loans & Adv. Dr	1132.36	355.09
	Net movements in loans & Adv. Cr.	480.93	2.74
	Closing balance as on 31.03.13		
	Investment in Equity Share	1.00	1.00
	Loans and advances Dr	9582.34	8930.91
2. Om Metal Consortium Pvt. Ltd	Opening balance as at 01.04.12		
	Investment in Equity Share	4401.00	1.00
	Loans and advances	10195.25	14362.88
	Transactions		
	Contract Receipts	1211.79	0.00
	Net movements in loans & Adv. Dr	1845.87	287.37
	Net movements in loans & Adv. Cr.	2464.45	55.00
	Investment in Equity Share	0.00	4400.00
	Closing balance as on 31.03.13		
	Loan & Advances Dr	9576.67	10195.25
	Investment in Equity Share	4401.00	4401.00
3. Om Auto motors P. Ltd (Ceased w.e.f. 05.04.11)	Opening balance as at 01.04.12		
	Investment in Equity Share	0.00	0.00
	Transactions		
	Net movements in loans & Adv. Dr	49.29	0.00
	Net movements in loans & Adv. Cr.	49.29	0.00
	Office Rent	9.90	0.00
	Closing balance as on 31.03.13		
	Investment in Equity Share	0.00	0.00
4. Om Metals Ratnakar P. Ltd (StepSubsidiary)	Opening balance as at 01.04.12		
	Investment in Equity Share	0.00	0.00
	Transactions		
	Building Rent	1.20	1.20
	Net movements in loans & Adv. Dr	0.00	0.00
	Net movements in loans & Adv. Cr	0.00	0.00
	Closing balance as on 31.03.13		
		0.00	0.00
5. Om Hydromech P. Ltd (StepSubsidiary)	Opening balance as at 01.04.12		0.00
	Transactions		
	Net movements in loans & Adv. Dr	0.00	0.24
	Net movements in loans & Adv. Cr	0.00	0.24
	Closing balance as on 31.03.13		
		0.00	0.00
(Jonit Venture)	Opening balance as at 01.04.12	1700.05	0.00
6. OMIL JSC - JV Kameng	Investment in Joint Venture	0.00	0.00
	Transactions		
	Investment in JV	500.00	0.00
	Net movements in loans & Adv. Dr	2190.24	0.00
	Net movements in loans & Adv. Cr	4776.57	0.00
	Raw Material Purchases	681.23	0.00
	Closing balanceCr(Dr) as on 31.03.13	1567.51	1700.05
	Closing Balance Capital A/c	500.00	0.00

7. Bhilwara Jaipur Toll Road P. Ltd	Opening balance as at 01.04.12		
	Share Application	673.70	0.00
	Share Capital	875.30	0.00
	Loans & Advance	414.37	0.00
	Mob. Adv.	3806.51	0.00
	Transactions		
	New Share Issued	2649.29	0.00
	Contract Receipts	12685.54	0.00
	Mob. Adv. Receipts & Payment	712.12	0.00
	Payment Receipts	11765.78	0.00
	Net movements in loans & Adv. Cr		414.37
	Closing balance(Cr) as on 31.03.13	0.00	414.37
	Sundry Debtors	1334.13	0.00
	Share Application	0.00	673.70
	Share Capital	3524.58	875.30
	Mob. Advance(Cr)	4518.63	3806.51
8. Om metal SPML Infra Project Pvt. Ltd	Opening balance as at 01.04.12		
	Share Capital	0.50	0.50
	Sundry Debtors	420.42	-145.51
	Mob. Adv.	2450.01	3312.75
	Transactions		
	Interest Paid	187.44	366.85
	Contract Receipts	13417.70	7952.69
	Mob. Adv. Receipts & Payment	2450.01	862.74
	Payment Receipts	13154.63	7860.75
	Closing balance(Cr) as on 31.03.13		
	Sundry Debtors	496.05	420.42
	Share Capital	0.50	0.50
	Mob. Advance(Cr)	0.00	2450.01
9. Gudha Thermal Power project	Opening balance as at 01.04.12	0.00	0.00
	Transactions	0.00	0.00
	Net movements in loans & Adv. Dr	458.29	0.00
	Net movements in loans & Adv. Cr	0.00	0.00
	Closing balance as on 31.03.13	458.29	0.00
Enterprises over Which significant Influence exercised by directors	Opening balance as at 01.04.12Dr		
10. Skywave Impex Ltd.	Advance against Job Work	14.47	28.26
	Transaction		
	Job work	8.90	47.90
	Machinery Rent	9.00	0.00
	Closing balance as on 31.03.13		
	Advance Ag. Job work	2.80	14.47
11. Lambodar Fin Vest Pvt. Ltd.	Opening balance as at 01.04.12		
	Credit Balance	0.00	-16.45
	Transactions		
	Net movements in loans & Adv. Dr	0.00	21.50
	Net movements in loans & Adv. Cr.	0.00	21.50
	Sales of Flats	0.00	125.55
	Sales of Share	0.00	145.42
	Closing balance as on 31.03.13		
	Credit Balance	0.00	0.00

12. Jupiter Metal Pvt.Ltd.	Opening balance as at 01.04.12		
	Loans and advances Dr	-6.12	15.86
	Security deposit outstanding	100.00	100.00
	Transactions		
	Security Deposite Receipts	60.00	54.84
	Net movements in loans Dr	7.17	108.90
	Net movements in loans Cr	1.05	146.74
	Closing balance as on 31.03.13		
	Advance Dr.	0.00	-6.12
	Security deposit outstanding	40.00	100.00
13.Om Kothari Pariwarik Trust	Opening balance as at 01.04.12	0.00	-4.83
	Transactions		
	Net movements in loans & Adv. Dr	0.00	8.14
	Net movements in loans & Adv. Cr.	0.00	-8.14
	Hire/Rent charges	2.14	2.14
	Closing balance as on 31.03.13 Cr		0.00
14.Om Kothari Foundation	Opening balance as at 01.04.12	0.00	0.00
	Transactions		
	Net movements in loans & Adv. Dr	2.02	14.47
	Net movements in loans & Adv. Cr.	2.02	14.47
	Donation	1.32	1.32
	Hire/Rent charges	0.00	0.96
		Closing balance as on 31.03.13	0.00
15. Bahubali Housing Pvt. Ltd.	Opening balance as at 01.04.12		
	Credit Balance	-2.14	-12.70
	Security Deposits	35.00	35.00
	Transactions		
	Office Rent	8.40	8.40
	Closing balance as on 31.03.13		
	Security Deposit Dr	35.00	35.00
Creditors Cr.	9.70	-2.14	
16. Little Star Finance (P) Limited	Opening balance as at 01.04.12		
	Security Deposits	35.00	35.00
	Credit Balance (opening)	0.00	-15.93
	Transactions in Dr		
	Office Rent	8.40	8.40
	Payment Made	0.00	24.33
	Closing balance as on 31.03.13		
Security Deposit Dr	35.00	35.00	
Loans and advances Cr.	6.06	0.00	
17. Om Kothari Enterprises Ltd.	Opening balance as at 01.04.12		
	Loans and advances Dr	40.93	64.24
	Transactions		
	Movements in Dr	3.74	49.80
	Movements in Cr	44.67	8.86
	Job work	0.00	35.34
	Closing balance as on 31.03.13		
Loans and advances	0.00	40.93	

18. Baba Vinimay P Ltd.	Opening balance as at 01.04.12	0.00	0.00
	Transactions		
	Net movements in Dr	0.00	52.80
	Job work	0.00	52.80
	Closing balance as on 31.03.13	0.00	0.00
19. Om Metals infotech Pvt. Ltd	Opening balance as at 01.04.12	0.00	0.00
	Creditors	0.00	0.00
	Transactions		
	Net movements in loans Dr	6.79	12.59
	Net movements in loans Cr	6.79	12.59
Closing balance as on 31.03.13	0.00	0.00	
20. Alchemy Ventures P. Ltd	Opening balance as at 01.04.12	0.00	0.00
	Creditors	0.00	0.00
	Transactions		
	Net movements in loans Dr	1.15	6.46
	Net movements in loans Cr	1.15	6.46
Closing balance as on 31.03.13	0.00	0.00	
21. Nextmile Tradecom Pvt.Ltd.	Opening balance as at 01.04.12		
	Loans and advances (Cr)	29.19	9.44
	Transactions		
	Job work	0.00	61.92
	Net movements in Dr	29.19	0.00
	Net movements in Cr	0.00	7.29
	Closing balance as on 31.03.13	0.00	29.19
22. Mayura Capital Advisors P. Ltd.	Opening balance as at 01.04.12	0.00	10.78
	Loans and advances (Cr)	0.00	10.78
	Transactions		
	Net movements in Dr	8.00	5.15
	Net movements in Cr	8.00	
Closing balance as on 31.03.13	0.00	0.00	
23. Om Metals Auto Pvt Ltd	Opening balance as at 01.04.12		
	Investment in Equity Share	134.75	252.55
	Loan & Advances Cr	-1.54	-80.54
	Share Application		
	Security Deposites	5.00	5.00
	Transactions		
	Rent Receipts(Ex. Service Tax)	72.00	75.00
	Room Rent Receipts	0.13	45.75
	Vehicle Purchases	22.20	50.55
	Net movements in loans & Adv. Dr	2296.53	1484.63
	Net movements in loans & Adv. Cr.	2336.74	1573.85
	Vehicle repair	8.18	0.00
	Sale of Investment	0.00	117.80
	Closing balance as on 31.03.13		
	Investment in Equity Share	134.75	134.75
	Adv. For Vehicle Repair Dr	0.00	-1.54
Security deposit	5.00	5.00	

24. Om Gaima Project P Ltd	Opening balance as at 01.04.12		
	Investment in Equity Share	11.99	11.99
	Loans and advances	5.80	6.61
	Transactions		
	Investment in Equity Share	0	0
	Net movements in loans & Adv. Dr	0.01	-0.81
	Closing balance as on 31.03.13		
Loan & Advances Dr	5.81	5.80	
Investment in Equity Share	11.99	11.99	
Key Management Personnel			
1. Shri T.C. Kothari	Opening balance as at 01.04.12		0.00
	Transaction		
	Net movements in Dr	5.75	25.73
	Loans advance Cr	5.75	25.73
	Consultancy	0.90	1.20
Closing balance as on 31.03.13			
2. Shri C.P. Kothari	Opening balance as at 01.04.12		
	Security deposit outstanding	10.00	10.00
	Credit balance	17.01	
	Transaction		
	Net movements in Dr & Cr	35.85	16.25
	Hire charges/Rent paid	1.08	1.08
	Director Remuneration	48.00	48.00
	Closing balance as on 31.03.13		
	Credit balance	30.24	17.01
Security deposit outstanding	10.00	10.00	
3. Shri D.P. Kothari	Opening balance as at 01.04.12	24.30	
	Security deposit outstanding	7.50	7.50
	Transaction		
	Net movements in Dr & Cr	85.50	7.71
	Hire charges/Rent paid	19.20	19.20
	Director Remuneration	42.00	42.00
	Closing balance as on 31.03.13		
Credit balance	0.00	24.30	
Security deposit outstanding	7.50	7.50	
4. Shri Sunil Kothari	Opening balance Cr. as at 01.04.12	26.59	
	Transaction		
	Net movements in loans Dr. & Cr.	75.67	36.69
	Salary and allowances	48.00	48.00
	Hire charges/Rent paid	1.08	1.08
	Closing balance as on 31.03.13		
Credit balance	0.00	26.59	
5. Vikas Kothari	Opening balance as at 01.04.12	0.00	0.00
	Transaction		
	Net Payment	18.00	8.36
	Salary and allowances	18.00	18.00
Closing balance as on 31.03.13			
		0.00	
6. Shri Bharat Kothari	Opening balance as at 01.04.12	0.00	0.00
	Transaction		
	Net Payment	18.00	5.94
	Salary	18.00	18.00
Closing balance as on 31.03.13			
		0.00	

7. Shri Vivek Kothari	Opening balance as at 01.04.12	0.00	0.00
	Transaction		
	Net Payment	18.00	5.00
	Salary	18.00	18.00
	Closing balance as on 31.03.13		0.00
8. Shri Vishal Kothari	Opening balance as at 01.04.12	0.00	0.00
	Transaction		
	Net Payment	18.00	15.21
	Salary	18.00	18.00
	Closing balance as on 31.03.13	0.00	0.00
Relatives of Directors			
1. Smt. C. Manjula Kothari	Opening balance as at 01.04.12		
	Security deposit outstanding	0.00	10.00
	Transaction		
	Net Payment	1.08	10.33
	Hire charges/Rent paid	1.08	1.53
	Closing balance as on 31.03.13		
	Security deposit outstanding	0.00	0.00
2. Smt. D. Manjula Kothari	Opening balance as at 01.04.12		
	Security deposit outstanding	0.00	10.00
	Transaction		
	Net Payment	1.08	3.44
	Hire charges/Rent paid	1.08	1.53
	Closing balance as on 31.03.13		
	Security deposit outstanding	0.00	0.00
3. Seema Kothari	Opening balance as at 01.04.12		
	Security deposit outstanding	0.00	5.00
	Transaction		
	Net movements in loans Dr. & Cr.	0.00	3.18
	Hire charges/Rent paid	0.00	0.00
	Closing balance as on 31.03.13		
	Security deposit outstanding	0.00	0.00
4. Smt. Anita Kothari	Opening balance as at 01.04.12		
	Security deposit outstanding	12.50	12.50
	Transaction		
	Net Payment	1.08	2.70
	Hire charges/Rent paid	1.08	1.42
	Closing balance as on 31.03.13		
	Security deposit outstanding	12.50	12.50
5. C.P. Kothari & Sons	Opening balance as at 01.04.12		
	Loans & Advance Dr.	0.00	0.00
	Transaction		
	Net movements in loans Dr.	6.81	8.66
	Net movements in loans Cr.	6.81	8.66
	Closing balance as on 31.03.13		
	Loans & Advance Dr.	0.00	0.00
6. Monika Jain	Opening balance as at 01.04.12		
	Loans & Advance Dr.	0.00	0.00
	Transaction		
	Salary	9.00	6.60
	Closing balance as on 31.03.13		
	Loans & Advance Dr.	0.00	0.00

2.37 The details of disputed income tax , service tax , sales tax & Excise duty as on 31-03-13 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	Commissioner (Appeals)/Tribunal	43.92	5.54	1984-85,1985-86 1990-91 , 2007-2008,2009-10-2010-11.
		High court	24.10		1986-87 & 2003-2004
Central Excise Act, 1944	Excise Duty	Tribunal/Commissioner(Appeal)and Show Case	907.49	5.00	1997-98, 2001 to 2012-13
Income Tax Act, 1961	Income Tax	ITAT/CIT Appeal	2344.22	1469.32	1992-93,1997-98,2008—09,2009-10,2010-11
		High Court	43.71	8.00	1997-98(Jupiter)
Service tax Rules	Service Tax	Commissioner (Appeals)/Tribunal	199.30	0.00	2003-2004 to 2005-2006 & 2010-11 & 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

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 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	31.03.13	31.03.13	31.03.13	31.03.13	31.03.13	31.03.13
4	Assets	3417.35					
5	Liabilities	2028.08					

6	Income	2776.89					
7	Expenditure	1931.74					
8	Contingent Liabilities	-	N.A.	N.A.	N.A.	N.A.	
9	Capital commitment	-	-	N.A.	N.A.	N.A.	
10	Date of Creations of JV/firm	01.04.06	18.07.05	18.01.06	25.01.06	05.07.2005	20.02.09
11	Remarks	-	See note "c"	See note "c"	See note "c"	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			
5	Liabilities			
6	Income			
7	Expenditure			
8	Contingent Liabilities	-	-	
9	Capital commitments	-	-	
10	Date of Creations of			

	JV/firm			
11	Remarks	See note “c”	See note “c”	

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 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 period ended	31.03.12	31.03.12	31.03.12	31.03.12	31.03.12	31.03.12
4	Assets	3075.70					7.63
5	Liabilities	1399.71					7.14
6	Income	1236.05	-				-
7	Expenditure	889.72	-				5.17
8	Contingent Liabilities	NIL	NIL	NIL	NIL	NIL	NIL
9	Capital commitment	NIL.	NIL.	NIL.	NIL.	NIL.	NIL
10	Date of Creations of JV/firm	01.04.06	18.07.05	18.1.06	25.01.06	05.07.05	20.02.09
11	Remarks	-	See note	See note	See note	See note “c”	

			“c”	“c”	“c”		
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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	31.03.12	31.03.12	31.03.12
4	Assets			
5	Liabilities			
6	Income			
7	Expenditure			
8	Contingent Liabilities	-	-	
9	Capital commitments	-	-	
10	Date of Creations of JV/firm	06.04.2010	10.05.2010	
11	Remarks	See note “c”	See note “c”	See note “c”

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.
- b) The Figures of Joint Venture and partnership firm are not available. The balance sheet of the joint venture and partnership firm (PF) are under preparation.

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

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

Rs. In Lacs

	Amt.outstanding as at	Amt.outstanding as at	Max Amt.outstanding as at	Max Amt.outstanding as at
	31.03.2013	31.03.12	31.03.13	31.03.12

Om Metals Consortium Private Limited (Sub)	9576.65	10195.25	10225.30	14406.29
Om Metals Auto Pvt. Ltd	0.00	(1.54)	62.79	105.56
Om Metals Real estate (P) Limited	9582.34	8930.91	9582.34	8930.91
Om Gaima Private Limited	5.81	5.80	5.81	6.61
Bhilwara Jaipur Toll Road Private Limited	0	414.37	414.37	583.34
Skywave Impex Limited.	2.80	14.47	2.80	28.71
Nextmile Tradecom (P) Ltd	0	(29.20)	(29.20)	10.31
Jupiter Metal (P) Ltd	0	(6.12)	(205.68)	23.57
Om Kothari enterprises Ltd	0	40.93	40.93	64.40
Pondicherry Port Ltd	2.30	2.40		3.28

2.42 The Company has provided for liability of gratuity aggregating to Rs. 71.85 Lacs (Previous year Rs. 66.55 lacs) for employees who have qualified for it as per payment of Gratuity Act. The company could not comply with the requirement of AS – 15 retirement benefit issued by ICAI as the valuation by a Certified acturian is under process.

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

The amount of lease rentals paid of Rs. 129.88 Lacs (P.Y. Rs. 134.65 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. 227.37 Lacs (P.Y. Rs. 266.18 Lacs) has been charged under the head “ Rent /Hire charges for Equipments” in Note2.27 .

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

Other Additional information.

(Rs. in Lacs)

S. No.	Particulars	Current Year	Previous Year
I	C.I.F. Value of Imports		
	Raw Material	1343.94	703.54
	Capital Goods	0	316.10
ii)	EXPENDITURE IN FOREIGN CURRENCY (PAID OR PROVIDED)		
	Traveling	75.59	42.25
	Consultancy	40.63	23.92
	Salary	47.48	51.60
iii)	Income in Foreign Currency		
	Sales		0.00
	Room Rent & Other Services	6.29	6.36

	Total :-	6.29	6.36
iv)	Net dividend remitted in foreign currency/foreign intuitional investors	NIL	NIL
	No. of NRI share holders	86	94
	No of shares held by them	231450	198588
	Dividend paid (Rs. In lacs)	0.23 (Paid in NRI a/c in India)	0.20 (Paid in NRI a/c in India)
	Year to which dividend relates	2012-13	2011-12

v) VALUE OF RAW MATERIAL & STORES AND COMPONENTS CONSUMED:

(Rs. In Lacs)

Particulars	2013	%	2012	%
Raw Material				
Imported	1343.94	11.39	631.07	6.66
Indigenous	10455.97	88.61	8850.09	93.34
Total :-	11799.91	100	9481.16	100
Stores & Spares				
Imported	0		0.00	
Indigenous	687.01	100	351.04	100

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

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

SIGNED FOR IDENTIFICATION

For M.C. BHANDARI & CO.

CHARTERED ACCOUNTANTS

Sd/-

(S.K. MAHIPAL)

PARTNER

M.No. 70366

38, SHOPPING CENTER

KOTA (RAJ.)

DATE: 30.05.2013

For and on behalf of Board of Directors

Sd/-

(C.P. KOTHARI)

MANAGING DIRECTOR

Sd/-

(D.P. KOTHARI)

DIRECTOR

Sd/-

(Sunil Kothari)

DIRECTOR

Sd/-

Reena Jain

(Company Secretary)

Sd/-

S.K. Jain

(CFO)



OM METALS INFRAPROJECTS LIMITED
Regd. Office : J-28, Subhash Marg, C-Scheme, Jaipur 302001

ATTENDANCE SLIP
41st Annual General Meeting
Monday, 30th September, 2013 at 11:30 A.M.

Registered Folio No./ Demat Account No. (Client ID).....
DP ID No
Name & Address of Shareholder.....
.....
Number of Shares Held.....

I/we hereby record my/our presence at the 41st Annual General Meeting of the Company at J-28, Subhash Marg, C-Scheme, Jaipur on Monday, 30th September, 2013 at 11:30 A.M. certify that I am a registered shareholder of the Company and hold.....shares.

Shareholder's/ proxy's Signature

Important:

1. Shareholder or proxy holder attending this meeting must bring this attendance slip to the meeting and hand over at the entrance duly filled and signed.
2. Shareholders or proxy holders are requested to bring their copy of the Annual Report for reference at the meeting.

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PROXY FORM
OM METALS INFRAPROJECTS LIMITED
Regd. Office : J-28, Subhash Marg, C-Scheme , Jaipur 302001

Registered Folio No./Demat Account No.(Client ID).....
DP ID No.....
Name & Address of Shareholder.....
.....
Number of Shares Held.....

I/we _____ of _____ in _____ the _____ District of _____ being a member/Members of **OM METALS INFRAPROJECTS LTD**, hereby appoint _____ of _____ or failing him, _____ of _____ or failing him _____ of _____ as my/ our proxy to vote for me/us and on my/our behalf at the 41st Annual General Meeting of the Company to be held on Monday, 30th September, 2013 at 11:30 A.M or any adjournment thereof.

Signed this _____ day of _____ 2013


Note:

1. In order to be effective, the proxy form should be duly stamped, completed and signed and must be deposited at the registered office of the Company not less than forty eight hours before the commencement of the meeting. The proxy need not be a member of the Company.
2. Members holding shares under more than one folio may use photocopy of this Proxy Form for other folios. The Company shall provide additional forms on request.

FORM A

1. Name of the company	Om Metals Infraprojects Ltd.
2. Annual financial statements for the year ended	31 st March, 2013
3. Type of Audit observation	Unqualified/Matter of Emphasis
4. Frequency of observation	Repetitive

For: OM METALS INFRAPROJECTS LTD.

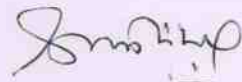

Chandra Prakash Kothari
(Managing Director)


S.K. Jain
(CFO)


Devinder Gulati
(Audit Committee
Chairman)

For : M.C.Bhandari & Co.

Chartered Accountants


(S.K. Mahipal)

Partner

M.NO.-70366

Statutory Auditor



Dated - 30.8.2013.