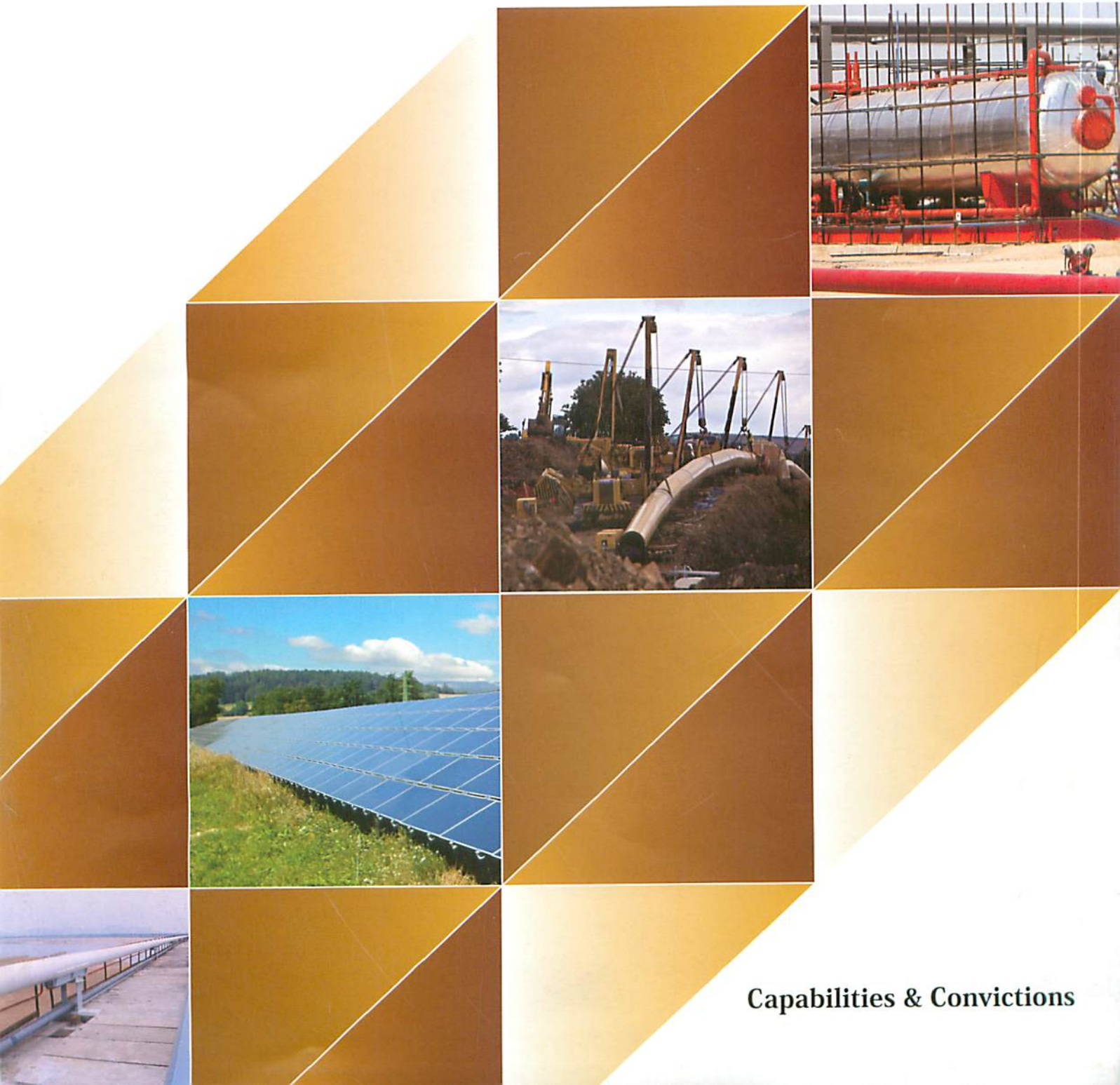




ANNUAL REPORT 2011-2012



Capabilities & Convictions



CHAIRMAN' MESSAGE

Dear Shareholders,

It gives me immense pleasure to extend a warm welcome to all the members of the company at the 26th Annual General Meeting. I am very pleased and elated to note the keen level of interest in Jaihind Projects Limited, India's one of the fastest growing construction companies.

Jaihind's history dates back to 1963 when it started as a sole proprietorship firm named Jaihind Welding Works by Late Mr. Lalchand Hinduja. His zeal, leadership and dedication towards work led his clients entrusting him to take on projects of larger size, leading him to build a team of technocrats and engineers to focus and take on oil & gas pipeline projects against competition from major engineering firms. Jaihind transformed into private limited company on 23rd December, 1985 and later on gained public limited status on 24th March, 1995.

Before I share with you the highlights of JPL's performance in the financial year 2011-12, let me convey some of the noteworthy and remarkable events that have taken place. The company has been ranked 1st amongst "Fastest Growing Construction Companies" in the small cap segment (<600 crs) by international fronts. Your company has ventured in foreign lands and has begun to establish its presence in the international markets. The company has also ventured into the Solar Power Sectors by entering into a PPA with the Gujarat Government.

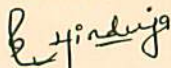
In year marked with challenges and opportunities, your Company has achieved sound financial results. I take great pleasure in presenting before you the performance of JPL for the year 2011-12. The Company has achieved consolidated 29.19% growth in revenue from ₹ 44422.80 Lacs in financial year FY 2010-11 to ₹ 57390.29 Lacs in the FY 2011-12. The profit after tax has been enhanced by 9.57% from ₹ 2558.69 (FY 2010-11) to ₹ 2803.52 Lacs (FY 2011-12).

The company has sailed through great challenges that have strengthened the team work and enhanced the efficiency of every member of JPL and set a path to achieve greater milestones.

I take this opportunity to express gratitude for all the support, co-operation extended by Banks, Government and Statutory Auditors, Shareholders, Suppliers and all our valuable Clients. I wish to appreciate and thank all the Executives, Employees and Consultants of the company for rendering impeccable services.

Thank you very much.

Yours truly,



Prakash L. Hinduja

(Chairman & Managing Director)

Corporate Information

BOARD OF DIRECTORS

Mr. Prakash L. Hinduja	<i>Chairman & Managing Director</i>
Mr. Mukesh Keswani	<i>Director- Finance & CFO</i>
Mr. Gaurav P. Hinduja	<i>Whole Time Director</i>
Mr. Ghanshyam S. Prasad	<i>Whole Time Director</i>
Mr. Pradyuman R. Tiwari	<i>Whole Time Director</i>
Mr. Akhilesh B. Negi	<i>Director</i>
Mr. Dinker M. Rawal	<i>Director</i>
Mr. Manoj K. Kapoor	<i>Director</i>
Mr. Dharmendra S. Sheth	<i>Director</i>
Mr. Sankaran V. Manikutty	<i>Director</i>

COMPANY SECRETARY

Vinodini P. Rao

AUDIT COMMITTEE

Mr. Dharmendra Sheth	<i>Chairman</i>
Mr. Manoj Kapoor	<i>Member</i>
Mr. Lallan Pandey	<i>Member</i>

AUDITORS

Deloitte Haskins & Sells
"Heritage", 3rd Floor,
Nr. Gujarat Vidyapith,
Ahmedabad-380014.

PRINCIPLE BANKERS

IDBI Bank
Bank of Baroda
Canara Bank
State Bank of India
Indian Bank
Axis Bank
ICICI Bank
HDFC Bank
Standard Chartered Bank
Kotak Bank

REGISTERED & CORPORATE OFFICE

3rd Floor, Venus Atlantis Corporate Park,
Nr. Prahladnagar AUDA Garden,
Anandnagar Road, Satellite,
Ahmedabad-380015, Gujarat, India.

DOMESTIC:

DELHI OFFICE

17/15, 2nd Floor, Old Rajendra Nagar
Nr. Bada Golchakar,
B/H Agarwal Sweets,
New Delhi-110060.

INTERNATIONAL:

UAE OFFICE

Room no. 01, Office No. 802, 8th floor,
Abdullah Sultan Bin Sulayem Building,
NABD/ADNIF Building,
Post Box:61849, Liwa Street,
Corniche, UAE

KINGDOM OF SAUDI ARABIA OFFICE

Door No. 209, Al-Rosais Building,
Dabbab Street,
Post Box:220722,
Riyadh-11311.

REGISTRAR & SHARE TRANSFER AGENT

M/s. Link Intime India Pvt. Ltd.
Unit NO. 303, 3rd floor Shoppers Plaza V,
Opp Municipal Market,
Behind Shoppers Plaza II,
Off C.G.R oad,
Ahmedabad -380009
Gujarat, India.

CONTENTS

Corporate Information	01
Notice	02
Directors' Report	08
Report on Corporate Governance	13
Management Discussion and Analysis	27
Auditors' Report	31
Balance Sheet	34
Statement of Profit and Loss	35
Cash Flow Statement	36
Notes to Financial Statements	37
Consolidated Auditors' Report	55
Consolidated Balance Sheet	56
Consolidated Statement of Profit & Loss	57
Consolidated Cash Flow Statement	58
Notes to Consolidated Financial Statements	59
Subsidiary Details	73

Notice

NOTICE is hereby given that the **TWENTY SIXTH** Annual General Meeting of the members of Company will be held on Thursday, 27th September, 2012 at the registered office at 3rd floor, Venus Atlantis Corporate Park, Nr. Reliance Petrol Pump, Anandnagar Road, Ahmedabad-380015 at 11:00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Balance Sheet as at 31st March 2012 and Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors.
2. To re-appoint Mr. Gaurav P. Hinduja a Director of the company who retires by rotation and being eligible offers himself for re-appointment.
3. To re-appoint Mr. Mukesh C. Keswani a Director of the Company who retires by rotation and being eligible offers himself for re-appointment.
4. To re-appoint Mr. Dharmendra S. Sheth a Director of the company who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS:

6. To consider and if thought fit to pass with or/without modification the following Resolution as an Special Resolution:

RESOLVED THAT in supersession of resolution passed by Board of Directors in their meeting held on 18/04/2012 and special resolution passed by the shareholders on 18/05/2012 and subject to the approval of shareholders in terms of section 81(1A) and all other applicable provisions if any of the Companies Act, 1956, (including any statutory modification(s) or re-enactment there, for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the Company's shares are listed, and in accordance with the provisions of the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000 (SEBI DIP Guidelines) as may be applicable on preferential issue of Warrants Convertible into Equity Shares and other applicable regulations/ guidelines of SEBI, if any and subject to such conditions and modifications as may be considered appropriate by the Board of Directors of The Company (hereinafter referred to as "The Board" which expression shall include any committees thereof for the time being to which all or any of the powers hereby conferred on the Board by these resolution, have been delegated) and subject to such consents and approvals of SEBI, Stock Exchange, Central Listing Authority, Government of India or such other bodies or authorities as may be required by the law and as may be necessary and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals, which may be agreed to by or any other authority as may be necessary for that purpose the consent of the members of the Company be and is hereby accorded to the Board to offer, issue and allot upto 25,00,000 (Twenty Five Lacs) Warrants of ₹151/- each Convertible into Equity Shares of the Company, to the following non-promoters on preferential basis convertible into 1 (one) Equity Share of ₹10/- (₹ Ten only) each fully paid-up at a price of ₹151/- (Rupees One Hundred and Fifty One only) including premium of ₹141/- (Rupees One Hundred and Forty One Only) determined in accordance with the SEBI Guidelines.

Non- Promoters:

Sr. No.	Name of the proposed Allottees	No. of Warrants proposed to be allotted	Status
01	H N Shares & Stock Broking Pvt Ltd.	610000	Non-Promoter
02	Sagar Datamax Pvt. Ltd.	610000	Non-Promoter
03	Best Cosmos Clothes Pvt. Ltd.	610000	Non-Promoter
04	Pratishtha Consultancy Services Pvt. Ltd.	610000	Non-Promoter
05	Safal Healthcare Pvt. Ltd.	60000	Non-Promoter
		2500000	Non-Promoter

RESOLVED FURTHER THAT the pricing of the Equity Shares to be allotted on conversion of the above said warrants, calculated in accordance with the SEBI Guidelines on the Relevant Date in relation to the conversion of every warrants into one Equity Share.

25,00,000 Warrants of ₹151/- (Rupees One Hundred and Fifty One Only) each shall be convertible into 25,00,000 Equity Shares of the face value of ₹10/- (Rupees Ten Only) each on payment of aggregate price including premium of ₹141/- (Rupees One Hundred and Forty One Only) each on the following terms and conditions :

Notice (Contd...)

- (a) Exercise of offer for conversion of the warrants shall be at the sole option of the warrant holder at any time within a period of 18 months from the date of allotment of warrants in accordance with the SEBI (Disclosure and Investor Protection) Guidelines, 2000.
- (b) The warrant holder(s) shall pay an amount equivalent to 25% i.e. ₹38/- (Rupees Thirty Five only) per warrant of the value of the warrant on or before the date of allotment of warrants.
- (c) The amount referred to in point (b) above shall be adjusted against the price payable subsequently for acquiring the shares by exercising an option by the warrant holder(s).
- (d) The warrant holder(s) shall pay on or before the date of conversion of such warrants into equity shares, the balance 75% (₹113/- for each warrant).
- (e) The amount referred in above (b) shall be forfeited, if the option to convert the shares is not exercised by the warrant holder(s) within the stipulated time.

The aforesaid warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of right attached to such Warrants shall be subject to lock-in requirements as per the provisions of Chapter XIII of the SEBI Guidelines.

The allotment of convertible warrants shall be completed within a period of 15 days from the date of passing of this resolution by the shareholders provided, that where the allotment is pending on account of pendency of any approval from any regulatory authority or Central Government, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.

The details of all monies utilized out of the preferential issue proceeds shall be disclosed under an appropriate head in the Balance Sheet and/ or Directors Report of the Company, indicating the purposes for which such monies have been utilized and that the details of the unutilized monies shall also be disclosed under a separate head in the balance sheet of the company indicating the form in which such unutilized monies have been invested.

RESOLVED FURTHER THAT the Equity Shares so issued on conversion of warrants shall upon allotment have the same rights of voting as the existing equity shares and be treated for all other purposes pari passu with the existing equity shares of the company and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any, declared including other corporate benefits, if, any for the financial year in which the allotment has been made and subsequent years.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification(s) after obtaining the requisite approval under Section 81(1A) of the Companies Act, 1956 to delegate power to an other Director.

RESOLVED FURTHER THAT the Company shall ensure that whilst any warrants remaining exercisable, it will at all times, keep available and reserved such part of its authorized but un-issued share capital as would enable all outstanding warrants to be satisfied in full.

RESOLVED FURTHER THAT the Company do apply for listing of the new equity shares as may be issued on conversion of warrants with the National Stock Exchange of India Limited and Bombay Stock Exchange Limited.

RESOLVED FURTHER THAT the Company do make an application to the National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) for admission of the new equity shares.

On Behalf of Board of Directors

SD/-

Prakash L. Hinduja

Chairman cum Managing Director

Place : Ahmedabad

Date : 14.08.2012

Notes:

1. A member entitled to attend and vote at the meeting is also entitled to appoint proxy to attend and vote instead of himself and the proxy need not be a member of the company. The proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the company not less than 48 hours before the time for holding the aforesaid meeting.
2. Members are requested to notify immediately any change in their addresses to the Company's Registered Office.
3. Members are requested to bring their copies of the Annual Report to the meeting.
4. The Members / Proxies should bring the Attendance Slip sent herewith duly filled for attending the meeting.
5. The Register of Members and Share Transfer Book of Company will remain closed from 19.09.2012 to 27.09.2012 (Both days inclusive) for the purpose of Annual General Meeting.

Notice (Contd...)

6. All documents referred to the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company during office hours on all working days except Saturday and Sunday between 11.00 a.m. to 1.00 p.m. upto the date of Annual General Meeting.
7. Members holding Shares in Physical mode are requested to notify the change in their Address / Bank Account to Link Time India Pvt. Ltd., Unit No 303, 3rd Floor Shoppers Plaza V, Opp Municipal Market, Behind Shoppers Plaza II, Off C.G.Road, Ahmedabad - 380 009.
8. Members holding shares in De-mat mode are requested to notify the change in their address / bank account to their respective Depository Participant(s) (DPs)
9. Members must quote their Folio Number / De-mat Account No. in all correspondence with the Company/ R&T Agent.
10. No gift will be distributed at the Annual General Meeting.
11. Annual Listing Fee for the year 2011-12 has been paid to all Stock Exchange wherein Shares of the Company are listed.
12. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a Certified copy of Board Resolution authorising their representative to attend and vote on their behalf in the Meeting.
13. THE MINISTRY OF CORPORATE AFFAIRS HAS TAKEN A 'GREEN INITIATIVE IN CORPORATE GOVERNANCE' BY ISSUING CIRCULARS ALLOWING PAPERLESS COMPLIANCES BY COMPANIES THROUGH ELECTRONIC MODE. THE SHAREHOLDERS CAN NOW RECEIVE VARIOUS NOTICES AND DOCUMENTS THROUGH ELECTRONIC MODE BY REGISTERING THEIR E-MAIL ADDRESSES WITH THE COMPANY. SHAREHOLDERS WHO HAVE NOT REGISTERED THEIR E- MAIL ADDRESS WITH THE COMPANY CAN NOW REGISTER THE SAME BY SUBMITTING DULY FILLED IN 'E- COMMUNICATION REGISTRATION FORM' ATTACHED AT THE END OF THIS REPORT (ALSO AVAILABLE ON OUR WEBSITE www.jpl.co.in) WITH M/S LINK INTIME INDIA PRIVATE LIMITED OF THE COMPANY. THE MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE REQUESTED TO REGISTER THEIR E-MAIL ADDRESSES WITH THEIR DEPOSITORY PARTICIPANTS ONLY.

EXPLANATORY STATEMENTS UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956 IN RESPECT OF SPECIAL BUSINESS TO BE TRANSACTED AT THE MEETING

ITEM 6

The Company wishes to allot 25 Lacs Convertible Warrants convertible into equal number of Equity Shares, the company had earlier approached the Stock Exchange for approval of allotment of 20 Lacs Convertible Warrants but due to inadvertent delay the approval was not approved thus the company is going for a fresh approval.

- I. For issuance of convertible warrants to be converted into equal number of equity shares on preferential basis

The Board of Directors of the Company give the following disclosures that is required to be given in the explanatory statement to the special resolution to be passed under section 81(1A) of the Companies Act, 1956 and in terms of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009.

1. Object and manner of proceed of the issue proposed to be utilized:

Due to expansion and procuring tenders from Government, Semi Government and other Body Corporate, the Company needs funds to fulfill the time bound contracts and to meet the working capital requirement and apart from this the company has commenced the 5 Mega Watt Power Project for which need of working capital has arisen. The additional requirement for acquiring equipments is for carrying on expansion and new activity. The Board of Directors has proposed to make preferential issue to the aforesaid allottees to meet the long-term and short term funds requirement of the Company.

2. Lock-in-period

The convertible warrants into equity shares to be issued on preferential basis to non-promoter allottees shall be locked in for a period of 1 year from the date of allotment as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009.

3. Relevant Date and Issue Price:

The relevant date for the purpose of determination of issue price of resultant equity shares is 27th August, 2012. As per the calculation of value of shares on relevant date the value of per share comes to ₹151/- (₹ One Hundred Fifty One Only) (i.e. ₹10/- is face value and ₹141/- is the amount of premium).

Issue Price of the proposed issue of equity shares is calculated as the pricing formula prescribed in the SEBI Regulations details of the same is given below but not below the face value of the Equity Shares:

An issue price not less than the higher of following:

- (A) The average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange during the six months preceding the relevant date; or

Notice (Contd...)

(B) The average of the weekly high and low of the closing prices of the related shares quoted on a stock exchange during the two weeks preceding the relevant date.

Here, stock exchange means Bombay Stock Exchange Limited and National Stock Exchange of India Limited where the shares of the company are listed.

4. Payment

The full issue price of the resultant equity shares shall be payable before allotment of shares.

5. Particulars of Allottees:

The Company has proposed to issue said shares to body corporate whose details are as follows:

Sr. No.	Name of the proposed Allottees	No. of Warrants proposed to be allotted
01	H N Shares & Stock Brokers Pvt. Ltd.	610000
02	Sagar Datamax Pvt. Ltd.	610000
03	Best Cosmos Clothes Pvt. Ltd.	610000
04	Pratishtha Consultancy Services Pvt. Ltd.	610000
05	Safal Healthcare Pvt. Ltd.	60000
		2500000

6. Intention of the promoters or their associates and relatives to subscribe to the Offer :

The proposed allottees for preferential issuance of 2500000 Convertible Warrants of ₹10/- each are non-promoters as referred in the resolution and intend to subscribe to the offer.

7. No Change in Control

The existing promoters of the company will continue to be in control of the company and there will not be any change in the management/ control of the Company as a result of the proposed preferential allotment. As a result of this preferential allotment, there shall be no changes in the Board of Directors of the Company. However on allotment of these shares the holding of the promoters shall be diluted from 69.17% to 55.06%.

8. Proposed time within which the allotment shall be completed

The allotment of Convertible warrants shall be completed within a period of 15 days from the date of passing of the special resolution by the shareholders provided, that where the allotment is pending on account of pendency of any approval from any regulatory authority or the Central Government, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.

Shareholding pattern before and after the offer:

The shareholding pattern of the Company before and after the preferential allotment would be as follows: -

Sr. No.	Name of the applicant(Proposed allottees)	Pre Issue(Nos. of Shares)	Post Issue(Nos. of Shares)
1	H N Shares & Stock Brokers Pvt. Ltd.	0	610000
2	Sagar Datamax Pvt. Ltd.	0	610000
3	Best Cosmos Clothes Pvt. Ltd.	0	610000
4	Pratishtha Consultancy Services Pvt. Ltd.	0	610000
5	Safal Healthcare Pvt. Ltd.	0	60000
	Total	0	2500000

Notice (Contd..)
Pre-Issue and Post-issue Shareholding Pattern of the Issuer Company:

Category	Pre-issue		Post-issue	
	No. of Shares	% of Share Holding	No. of Shares	% of Share Holding
Promoters Holding:				
Indian Promoters	6749518	69.17	6749518	55.06
Sub Total	6749518	69.17	6749518	55.06
Non-Promoters Holding:				
Others:				
Private Corp. bodies	1296751	13.29	3796751	30.98
Indian Public	1648092	16.89	1648092	13.45
NRI/OCB's	63082	0.65	63082	0.51
Any others				
Sub Total	3007925	30.83	5507925	44.94
Grand Total	9757443	100.00	12257443	100.00

Note : The above post issue pattern is based on the assumption that the Company will receive full subscription of the equity shares.

Identity of proposed allottees and percentage of post-issued capital that may be held:

As stated earlier, it is proposed to allot 2500000 Convertible Warrants into equity shares of ₹10 each to the non-promoters. The percentage that may be held by allottees in post-issued capital shall be as set out in 6 above. The identity of the allottees and their relations with the promoters are as under:

Name of the proposed allottees	Relation, if any with the promoters or person in control of the Company	Pan No.
H N Shares & Stock Brokers Pvt Ltd.	N.A.	AABCH9801J
Sagar Datamax Pvt. Ltd.	N.A.	AACCS1268D
Best Cosmos Clothes Pvt. Ltd.	N.A.	AAACB6274E
Pratishtha Consultancy Services Pvt. Ltd.	N.A.	AAACR9114R
Safal Healthcare Pvt. Ltd.	N.A.	AAKCS2312N

- Approvals : The Company is taking necessary steps to obtain the required approvals from the Stock Exchange, SEBI or any other regulatory agency as may be applicable, for the proposed preferential issue of equity shares
- Holding of shares in the Demat Account, non disposal of shares by the proposed allottees and lock-in period of shares : The proposed allottees are holding their entire pre-issued shareholding in the Demat form and they have not sold or disposed off any equity shares of the company during the six months period prior to the relevant date and further that they will not sell or dispose any shares held by them during the period of six months from the date of allotment of the equity shares on preferential basis. The aforesaid warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of right attached to such Warrants shall be subject to lock-in requirements as per the provisions of Part IV of Regulations..

Notice (Contd...)

13. **Auditors Certificate :** Auditor's Certificate confirming that the proposed issue of the Equity shares are in accordance with the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009, will be available for inspection up to the date of the Extra Ordinary General Meeting at the Registered Office of the Company on any working day and also at the place of the meeting on the meeting day.
14. **Approval under the Companies Act, 1956:** Section 81 of the Companies Act, 1956 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares such shares shall be first offered to the existing shareholders of the Company in the manner laid down in the said section, unless the shareholders decided otherwise in general meeting by way of special resolution.

Accordingly the consent of the shareholders is being sought pursuant to the provisions of section 81(1A) and all other applicable provisions of the Companies Act, 1956 SEBI Regulations and the provisions of the Listing Agreement with the Stock Exchange for authorizing the Board of Directors to offer, issue and allot warrants convertible into equity shares as stated in the resolution.

The Board of Directors recommends the passing of this resolution as a Special Resolution as set out in Item No.1 of the Notice.

None of the Directors are concerned or interested in the above said resolution.

Registered Office
3rd Floor, Venus Atlantis,
Nr. Reliance Petrol Pump,
Anandnagar Road,
Ahmedabad 380015.
Date : 14.08.2012

On Behalf of the Board of Directors

Prakash L. Hinduja
Chairman & Managing Director

Directors' Report

Dear Members,

Your directors have pleasure in presenting this 26th Annual Report and the Audited Accounts for the financial year ended on 31st March 2012.

FINANCIAL RESULTS

Particulars	(Rupees in lacs)	
	Current Year	Previous Year
Total Income	53671.58	44191.88
Less : Expenditure	43500.55	35659.21
Profit before Interest and Depreciation	10171.03	8532.67
Less : Interest	5736.39	4064.58
Less : Depreciation	785.98	599.62
Profit Before Tax	3669.67	3868.47
Less : Provision for Taxation	21.42	1076.91
Fringe benefit tax	-	-
Less : Transfer to deferred Tax Liability	1241.17	211.74
Short provision of income tax in earlier years	55.62	-
Profit After Tax	2351.46	2579.82
Appropriation of Profit	29.15	184.63
Balance brought forward	7145.95	4750.76
Balance carried to Balance-Sheet	9468.26	7145.95

DIVIDEND

In view of conserving resources, as a measure of abundant precaution and in order to retain the surplus for growth and expansion, your Directors do not propose any dividend for the financial year ended 31-03-2012.

OPERATIONS

Total revenue of your Company has increased by 21.45% from ₹ 44191.88 Lacs in financial year (FY) 2010-11 to ₹ 53671.58 Lacs in the FY 2011-12. The profit before interest, depreciation and tax has increased by 19.20% from ₹ 8532.67 in (FY) 2010-11 to ₹ 10171.03 Lacs in FY 2011-12.

The profit before tax (PBT) has decreased by 5.14% from ₹ 3868.47 Lacs in FY 2010-11 to ₹ 3669.67 Lacs in FY 2011-12 and Profit After Tax (PAT) has decreased by 8.85 % from ₹ 2579.82 Lacs in FY 2010-11 to ₹ 2351.46 lacs in FY 2011-12.

During the year, our Company has bagged various contracts worth over 215.88 Crores as under:

Sr. No.	Project Name	Client	Location	Project Value	LOI Status
1	Pipeline Laying and Terminal Works for Dabhol-Bangalore Pipeline Project (Phase-II) - Spur Lines (Goa Consumers)	GAIL	Goa	₹ 37.80 Crores	FOA
2	Supply & Laying of Water Distribution Pipelines & Allied Works in Bardowali, Agartala City	Urban Development Department, Government of Tripura	Agartala, Tripura	₹ 17.13 Crores	L1

Directors' Report (Contd...)

Sr. No.	Project Name	Client	Location	Project Value	LOI Status
3	Supply & Laying of Water Distribution Pipelines & Allied Works in Jogenranagar, Agartala City	Urban Development Department, Government of Tripura	Agartala, Tripura	₹ 20.67 Crores	L1
4	Combined Station Works of Mechanical, Civil, Electrical & Instrumentation Works for SMPL Debottlenecking Pipeline Project.	IOCL	Aburoad, Rajasthan & Viramgam, Gujarat.	₹ 41.08 Crores	L1
5	Daleel- 10-046 Upgrade of existing WI and Water Treatment Facility at B- Block (EPCC Tender)	Daleel Petroleum LLC	Oman	OMR 7.08 Million (₹ 99.2 Crores)	Issued on 10.06.2012

FUTURE PLANS & DIVERSIFICATIONS

Your company is continuing to improve its performance because of its management's total focus on key strategic initiatives. Apart from this, the management has been aggressively examining the process by taking full advantage of technology to drive down costs across the organization to generate additional funds to fuel growth. The initiative has been successfully implemented by outstanding work force of the company to which the Board acknowledges its appreciation and gratitude.

SHARE CAPITAL

1) Authorised Share Capital

During the year under review, there has been no change in the authorised share capital of the Company.

2) Paid up Share Capital

During the year under review, there has been no change in the paid up share capital of the Company.

Preferential Issue of Share

The company had approached the Stock Exchanges for the in-principal approval for allotment of 20 lacs convertible warrants convertible into Equity Shares on preferential basis to non-promoter group but due to some unavoidable reasons the same was not approved thus the company is proposing for a fresh approval for allotment of 25 lacs convertible warrants convertible into Equity Shares on preferential basis to non-promoter group.

PERSONNEL

The list of employees drawing remuneration as mentioned under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 is provided in Annexure A to the Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, ADOPTION & FOREIGN EXCHANGE EARNINGS AND OUTFLOW

The particulars of Section 217(1)(e) with respect to conservation of energy, technology absorption, adoption & foreign exchange inflow and outflow pursuant to Company (Disclosure of Particulars in Report of Board of Director) Rules, 1988 are provided in Annexure B to the Report.

HUMAN RESOURCES

Human Resource agenda for the year focused on strengthening four key areas: building a robust talent pipeline, enhancing individual and organizational capabilities for future-readiness, driving greater employee engagement and strengthening employee relations.

CORPORATE GOVERNANCE

Your Company is renowned for exemplary governance standards since inception and continues to lay a strong emphasis on transparency, accountability and integrity.

The Ministry of Corporate Affairs, Government of India introduced the Corporate Governance Voluntary Guidelines, 2009. These guidelines have been issued with the view to provide Corporate India a framework to govern themselves voluntarily as per the highest standards of ethical and responsible conduct of business.

Directors' Report (Contd...)

The recommendation of the Voluntary Guidelines pertaining to separation of offices of the Chairman and the CEO, constitution of Audit Committee and Remuneration Committee, Risk Management framework, are already practiced by your Company. Your Company has been in substantial compliance of these guidelines. Some of these guidelines are in the process of being implemented. During the year a Secretarial Audit was carried out.

Your company is renowned for exemplary governance standards since inception and continues to lay a strong emphasis on transparency, accountability and integrity.

DIRECTORS

Mr. Gaurav P. Hinduja, Mr. Mukesh C. Keswani and Mr. Dharmendra Sheth, Directors retire by rotation at this Annual General Meeting and being eligible offer themselves for re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956 as amended by Companies (Amendment) Act, 2000 with respect to Directors' Responsibility Statement, it is hereby confirmed;

- (i) that in the preparation of the accounts for the financial year ended 31st March 2012, the applicable accounting standards have been followed along with proper explanation relating to the material departures,
- (ii) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review,
- (iii) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of The Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities,
- (iv) that the Directors have prepared the annual accounts on a 'going concern' basis.

LISTING AGREEMENT

Your Company is committed to good corporate governance practices. Under clause 49 of the listing agreement, your Directors are pleased to inform that your Company has implemented all the major stipulations prescribed under clause 49 of the listing agreement with the Stock Exchange(s). A certificate from the Company Secretary in Practice in line with clause 49 is annexed to and forms part of the Director's Report.

Pursuant to clause 43 of Listing Agreement, funds availed by issue and allotment of Equity Shares on preferential basis has been utilized for providing money for availing fund based/ non fund based facilities from various banks obtained for the purpose of providing working capital for various projects implemented by the Company.

The Company has been listed at the National Stock Exchange with effect from 29th February, 2012 and all the necessary compliances under the listing agreement are duly complied.

During the financial year the company issued 25,00,000 equity shares of ₹10/- each which were issued at a premium of ₹50/- per share against conversion of warrants bearing distinctive numbers from 7257443 to 9757443 allotted to promoter and other then promoter on preferential basis. The company obtained the listing and the trading permission from BSE for the above mentioned shares and duly complied with all the necessary compliances under the listing agreement.

FIXED DEPOSITS

Your Company has not accepted any deposits from public, or its employees and, as such, the question of repayment of any amount of principal or interest does not arise. However the Company has accepted short term deposit from director, bodies corporate etc.

CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of the Company prepared in accordance with applicable Accounting Standards forms part of this Annual Report.

AUDITORS

The retiring auditors M/s. Deloitte Haskins & Sales, Chartered Accountants, are eligible and offer themselves for re-appointment. The Company has received a certificate from M/s. Deloitte & Haskins, Chartered Accountants to the effect that their re-appointment, if made, will be within the prescribed limits specified in Section 224(1-B) of the Companies Act, 1956. You are requested to appoint the auditors for the current year and to fix their remuneration.

AUDITORS REPORT

The observations of the Auditors are explained wherever necessary in the appropriate notes annexed to the accounts. The explanations contained in the notes may be treated as information/explanations submitted by the Board as contemplated U/s. 217(3) of the Companies Act, 1956.

Directors' Report (Contd...)

SUBSIDIARY

Your company has promoted the following subsidiary company for promoting Company's Infrastructure Projects.

Name of the Company	Date of Incorporation
Jaihind Infratech Projects Private Limited	10.04.2010
Newtonne Machinery Private Limited	22.05.2010
Jaihind Green Energy Limited	13.09.2010
Newton Solar Private Limited	13.09.2010
Jaihind Offshore Services Private Limited	07.01.2011
Jaihind Engineering Private Limited	06.06.2011

APPRECIATIONS AND ACKNOWLEDGEMENT

Your Directors place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment. The enthusiasm and unstinting efforts of the employees have enabled the Company to remain at the forefront of the Industry.

The Board places on record their appreciation for the support and co-operation your Company has been receiving from its suppliers, business partners, and our valued clients GAIL, PDIL, ONGCL, IOCL, IGL, BPCL, GAEL, GSPL, EIL, MJP, CMWSSB, GWSSB, TWAD, KUWS&DB, EPIL, BARC, SWCC, BWSSB, HPCL, GSFC, GGCL, GSPL, BRPL and others associated with the company. Your Company looks upon them as partners in its progress and has shared with the rewards of growth. It will be Company endeavor to build and nurture strong links with the trade base on mutuality of benefits, respect to and corporation with each other.

The Directors also take this opportunity to thank all Investors, Clients, Vendors, Banks, Regulatory and Government Authorities and Stock Exchanges, for their continued support.

For and on behalf of the Board of Directors

Date : 14.08.2012
Place : Ahmedabad

Prakash L. Hinduja
Chairman & Managing Director

Annexures to Directors Report Annexure A

Statement under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 and forming part of the Director's Report for the year ended to 31st March, 2010.

Sr. No.	Name	Age	Qualification	Date of Commencement of Employment	Designation/ Nature of Duties	Experience in Years	Remuneration
(A) Employed throughout the year and was in receipt of remuneration which is in aggregate not less than 24,00,000/- p.a.							
1.	*Prakash L. Hinduja	51	Diploma in Mechanical Engineering	07.02.1989	Chairman & Managing Director	25	12,00,000/-p.m.
(B) Employed for part of the year and was in receipt of the remuneration which is in aggregate not less than 2,00,000/- p.m.							
1.	*Gaurav P. Hinduja	26	Graduate in B.E (Instrumentation) and has also postgraduated in M.E.Petroleum.	07.09.2010	Executive Director	02	2,00,000/- p.m.
2.	Mukesh Keswani	44	Post graduate & MBA Finance.	02.03.2010	Executive Director	17	2,25,000/- p.m.

*Promoter of the Company.

Notes.

- The remuneration includes salary and allowances
- Mr. Prakash L. Hinduja holds 1144749 Equity Shares which constitutes 11.73% of the paid up capital of the company
- Mr. Gaurav P. Hinduja holds 114200 Equity Shares which constitutes 1.17% of the paid up share capital of the company.

Directors' Report (Contd...)

Annexure – B

Particulars required under the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988

(a) Conservation of Energy:

Care is taken for economic consumption of energy in all the project sites/ workshops of the Company. Company had consumed electricity and the cost of power fuel is reasonable. Company has maintained various power generators/ DG sets periodically to achieve maximum efficiency with minimum fuel consumption. Company has successfully worked out effective and efficient design of the lighting and energy devices in the offices of site working areas.

(b) Technology Absorption:

Research & Development (R & D)

(i) Specific areas in which R & D is carried out by the Company.

(a) Improvement of Product Quality for pipe lining/ coaltar coating

(b) Process Optimization.

(c) Process development/ modification

(ii) Benefits derived as result of above R & D

Lower cost due to higher quality and better process Optimization

(iii) Future plan of action

The Company efforts will continue in the above area of R & D.

(c) Technology absorption, adoption & innovation:

(1) Effort, in brief, towards technology absorption, adoptions and Innovations:

The Company has instituted state of the art machinery at various sites, workshops, which operate under excellent technological parameters.

(2) Benefits derived as result of the above;

Enabled the Company to execute projects demonstrating quality workmanship and delivering the same as per schedule.

(3) Future Plans:

The Company will continue its efforts in the right direction that will enable it to improve the product quality and productivity by carrying out various process/ quality improvements through indigenous technology.

(d) Foreign Exchange Earning & Outgo :

Additional information pursuant to the provisions of Part-II Schedule VI of the Companies Act, 1956 (wherever applicable)

(₹ In lacs)

Sr. No.	Particulars	2010-11	2009-10
1.	Value of Imports calculated on CIF basisPurchase of Raw Material Goods	235.19	156.35
2.	Purchase of Fixed Assets	905.91	133.13
3.	Expenditure in foreign currencies	42.04	575.68

For and on behalf of the Board of Directors

Date : 14.08.2012
Place : Ahmedabad

Prakash L. Hinduja
Chairman & Managing Director

Report on Corporate Governance

Corporate Governance is the application of best management practices, compliances of law and adherence to ethical standards to achieve the Company's objective of enhancing the shareholders value and discharge the social responsibilities. It is systematic process by which the Companies are directed and controlled to enhance their wealth generating capacity. The Governance process should ensure that these resources are utilized in a manner that meets stakeholder's aspirations and societal expectations.

Jaihind Projects Limited remained resolute in its commitment to conduct business in accordance with the highest ethical standards and sound Corporate Governance Practices. The Company strongly believes that good corporate governance practices go a long way to achieve the objective of enhancing shareholder value and the interest of all stakeholders.

The Company has set up three tier governance structure, which helps it in strategic decision making, operation and project implementation:

- (i) **Strategic Supervision:** Overall strategic supervision and control is exercised by the Board of Directors in laying down strategic goals, major expansion projects and capital expenditure and business plans approval to ensure that Company is progressing to fulfill shareholder aspiration.
- (ii) **Operation Management and Control:** Business Management Group comprising of functional heads steered by Managing Directors, who handles the management and coordination with a regular reviews and meetings with the objective to seek continuous improvement in the Company's working and to harness the potential.

In India, corporate governance standards for listed companies are regulated by the Securities and Exchange Board of India (SEBI) through Clause 49 of the listing agreement of the Stock Exchanges. Jaihind Projects Limited has adopted best practices mandated in the Clause 49 and has established procedures and systems to be fully compliant with it.

This chapter, along with the chapters on Management Discussion and Analysis and Additional Shareholder Information, report Jaihind Projects Limited compliance with the Clause 49.

Board of Directors

The Board of Directors of the Company are in a fiduciary position, empowered to oversee the management function with a view to ensure its effectiveness and enhancement of shareholders' value. The Board reviews and approves management strategic plan and business objectives and monitors the Company's strategic direction. The Board sets strategic goals and seeks accountability for their fulfillment. Acting as trustees on behalf of the shareholders, Board ensures that the Company has clear goals relating to shareholders value and growth.

Composition of the Board

For the financial year ended 2011-2012 Jaihind Projects Limited Board comprise of Ten Directors as mentioned in Table 1. The Chairman is Executive Director.

Table 1: Composition of the Board of Directors

Sr. No.	Name	Designation	Category (Promoter/ Executive/Independent)
1	PRAKASH L. HINDUJA	CHAIRMAN & MANAGING DIRECTOR	PROMOTER
2	MUKESH KESWANI	WHOLETIME DIRECTOR	EXECUTIVE
3	GAURAV P. HINDUJA	WHOLETIME DIRECTOR	EXECUTIVE
4	GHANSHYAM PRASAD	WHOLETIME DIRECTOR	EXECUTIVE
5	PRADYUMAN TIWARI	WHOLETIME DIRECTOR	EXECUTIVE
6	MANOJ K. KAPOOR	DIRECTOR	INDEPENDENT
7	DINKER M. RAWAL	DIRECTOR	INDEPENDENT
8	AKHILESH NEGI	DIRECTOR	INDEPENDENT
9	DHARMENDRA SHETH	DIRECTOR	INDEPENDENT
10	SANKARAN MANIKUTTY	DIRECTOR	INDEPENDENT

The composition of the Board is in conformity with the Clause 49, which stipulate that at least 50 percent of the Board should consist of non-executive Directors and in case the Chairman is a Executive Director at least one -half of the Board should be independent.

No Director is a member of more than ten committees, or acts as Chairman of more than five committees across all Companies in which they are Directors. Note that directorships in foreign companies and private limited companies do not count towards this limit.

Report on Corporate Governance (Contd...)

Number of Board Meetings

The Board of Directors met Six times during the year on 30th May,2011, 21st July,2011, 12th August,2011, 30th August,2011, 14th November,2011 and 13th February,2012. The maximum gap between any two meetings was less than 4 months. The agenda for each meeting is prepared well in advance along with explanatory notes wherever required and distributed to all directors.

Directors' Attendance Record and Directorship Held

As mandated by the Clause 49, none of the Directors are members of more than ten Board level committees nor are they Chairman of more than five committees in which they are members. The Board of Directors Attendance in the meetings held during the year 2011-2012 is given in Table 2.

Table 2: Board of Directors Attendance

BOARD OF DIRECTORS ATTENDANCE									
Sr. No.	Name of Directors	Relationship with other directors	Category	Whether attended board meeting on 30.05.2011	Whether attended board meeting on 21.07.2011	Whether attended board meeting on 12.08.2011	Whether attended board meeting on 30.08.2011	Whether attended board meeting on 14.11.2011	Whether attended board meeting on 13.02.2012
1.	Mr.Prakash L. Hinduja	Relative of Mr. Gaurav P. Hinduja	Managing Director	Yes	Yes	Yes	Yes	Yes	Yes
2.	Mr.Gaurav P. Hinduja	Relative of Mr. Prakash L. Hinduja	Executive Director	No	No	Yes	Yes	Yes	Yes
3.	Mr.Mukesh Keswani	N.A.	Executive Director	Yes	Yes	Yes	Yes	Yes	Yes
6.	Mr.Manoj Kapoor	N.A.	Director	No	No	No	No	Yes	Yes
7.	Mr.Dinker M. Rawal	N.A.	Director	No	Yes	Yes	No	Yes	Yes
8.	Mr.Akhilesh Negi	N.A.	Director	No	No	No	No	No	No
9.	Mr.Dharmendra Seth	N.A.	Director	Yes	No	Yes	No	No	Yes
10.	Mr.Shankaran V.Manikutty	N.A.	Director	Yes	Yes	Yes	No	Yes	No
11.	Mr.Ghanshyam Prasad	N.A.	Executive Director	N.A.	No	No	No	No	Yes
12.	Mr.Pradyuman Tiwari	N.A	Executive Director	N.A.	No	No	No	Yes	No

Brief Biography of Directors proposed to be Appointed/Reappointed as required in terms of Listing Agreement

Name : Mr. Gaurav P. Hinduja

Age : 26 years

Qualification & Expertise : Graduate in B.E(Instrumentation) and has also postgraduated in M.E.Petroleum.

Name : Mr. Dharmendra S. Sheth

Age : 45 years

Qualification & Expertise : Mechanical Engineer by profession. He has 20 years of experience in the field of Mechanical Engineering.

Name : Mr. Mukesh Keswani

Age : 44 years

Qualification & Expertise : Post graduate & MBA Finance. He has vast experience of 17 years in area of finance and management.

The non-executive Directors are appointed or re-appointed with the approval of the shareholders. All non-executive and executive Directors are liable to retire by rotation unless otherwise approved by the shareholders. One half of the Directors who are liable to retire by rotation retires every year and are eligible for re-appointment. According to the terms of the Company's Article of Association, the strength of the Board shall not be less than three and more than twelve.

Report on Corporate Governance (Contd...)

Information Supplied to the Board

The Board has complete access to all information of the Company. The following information is regularly provided to the Board as a part of the agenda papers well in advance of the Board meetings or is tabled in the course of the Board Meeting. Annual operating plans and budgets and any update thereof:

- Major Capital budgets and any updates thereof.
- Quarterly results for the Company.
- Minutes of the meetings of the Audit Committees and other Committees of the Board.
- Information on recruitment and remuneration of senior officers just below the level of Board, including the appointment of removal of Chief Financial Officer and Company Secretary.
- Materially important show cause, demand , prosecution notices and penalty notices.
- Fatal of serious accidents, dangerous occurrences , any material effluent or pollution problems.
- Any material default in financial obligations to and by the Company or substantial non-payment for goods sold by the Company.
- Any issue, which involves possible public of product liability claims of substantial nature. Including any judgment of order which, may have passed strictures on the conduct of the Company of taken an adverse view regarding another enterprise that can have negative implications on the Company.
- Detail of any joint venture of collaboration agreement.
- Transaction that involve substantial payment towards goodwill, brand equity of intellectual property.
- Significant labour problems and their proposed solutions. Any significant development in human resources/industrial relations front like signing of wage agreement, implementation of voluntary retirement scheme, etc.
- Sale of material nature of investments, subsidiaries, assets, which is not in the normal course of business.
- Quarterly details of forging exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
- Quarterly disclosure of all the investments made.
- Quarterly performance report on the ongoing projects.
- Non-compliance of any regulatory, statutory nature of listing requirements and shareholders service such as non-payment of dividend, delay in share transfer, etc.

The Board periodically reviews compliance reports of all laws applicable to the Company.

Remuneration to Directors

Non-executive Directors are paid the sitting fee, which is approved by the Board.

As approved by the Board, the remuneration of ₹ 2,27,10,000/- were paid to the Managing Director & Executive Directors namely Mr. Prakash L. Hinduja(Managing Director), Mr. Lallan R. Pandey(Whole Time Director), Mr. Mukesh C. Keswani(Whole Time Director), Mr. Gaurav P. Hinduja(Whole Time Director), Mr. Ghanshyam Prasad (Whole Time Director) and Mr. Pradyuman Tiwari (Whole Time Director). All the Working Directors were paid total remuneration of ₹ 2.27 Crores for the financial year 2011-12.

TABLE 3 (A) Details of remuneration paid to the Managing Director and Whole-time Directors during the year are stated below:

Sr. No.	Name	Designation	Remuneration paid during the year (₹ In lacs)
1.	Prakash L. Hinduja	Chairman & Managing Director	1,44,00,000
2.	Lallan R. Pandey(5 months) (resigned w.e.f. 30.08.2011)	Whole time Director	10,50,000
3.	Mukesh C. Keswani	Whole Time Director	27,00,000
4.	Gaurav P. Hinduja	Whole Time Director	24,00,000
5.	Ghanshyam Prasad	Whole Time Director	10,80,000
6.	Pradyuman Tiwari	Whole Time Director	10,80,000
	Total		2,27,10,000

Report on Corporate Governance (Contd...)

TABLE 3 (B) Details of Sitting Fees paid to the Independent Director during the year is stated below:

Sr. No.	Name	Designation	Sitting Fees paid ₹ (Per Meeting)
1.	Sankaran V. Manikutty	Director	10,000
2.	Dinker M. Rawal	Director	10,000
3.	Dharmendra S. Sheth	Director	10,000
4.	Manoj Kapoor	Director	10,000

There are no pecuniary relationship of transactions of the non-executive Director's vis-à-vis the Company except as mentioned above. The Company has not granted any stock option to any of its Directors.

During 2011-12, the Company did not advance any loans to any of its Directors.

Code of Conduct

Jaihind Projects Limited's Board has laid down a code of conduct for all Board members and senior management of the Company. The code of conduct is available on the website of the Company www.jpl.co.in. All Board members and senior management personnel have affirmed compliance with the Code of Conduct. A declaration signed by the Managing Directors to this effect is enclosed at the end of this report.

Risk Management

The Company has developed a very comprehensive risk management policy and the same is reviewed by the Audit Committee at periodical intervals, which in turn, informs the Board about the risk assessment and minimization procedures adopted by the management. Suggestions or guidance given by the audit committee members are immediately implemented. At the corporate level major risks are reviewed by the Managing Directors and directions are issued accordingly.

Terms of Appointment of Managing and Whole-time Directors.

Presently, the Company has the following Managing and Whole-time Directors whose tenure of appointment shall be for a period of 5yrs from the date of their appointment on Board:

1. Prakash L. Hinduja, Chairman and Managing Director.
2. Mukesh C. Keswani, Whole-time Director
3. Gaurav P. Hinduja, Whole-time Director
4. Ghanshyam Prasad Whole-time Director
5. Pradyuman Tiwari Whole-time Director

The initial tenure of Managing and Whole-time Director is for a period of five years w.e.f. their respective date of appointment. However, the tenure of Managing Director and Whole-time Director may further be extended by re-appointing them, subject to approval by Members in the General Meeting.

Note:-

Committees of the Board

All decisions pertaining to the constitution of committees, appointment of members and fixing of terms of service for committee members is taken by the Board of Directors. Detail on the role and composition of these committees, including the number of meeting held during the financial year and the related attendance, are provided below:

As per Clause 49 the above details are required to be disclosed only for the following three committee:

1. Audit Committee
2. Shareholders/Investors Grievance Committee
3. Remuneration Committee.

Other committees of the companies are:

1. Project Committee
2. Banking and Finance Committee
3. Risk Assessment and Minimization Committee.
4. Administration Committee.
5. Allotment Committee

I) Audit Committee

(a) Terms of Reference

The Audit Committee provides the Board with additional Assurance as to the adequacy of the Company's internal control

Report on Corporate Governance (Contd...)

systems and financial disclosures. The Audit Committee acts as a link between the Management, Statutory Auditors, Internal Auditors, and the Board of Directors. The Broad terms of reference of the Audit Committee are to review with the Management and / or Internal Auditors and / or Statutory Auditors in the following areas.

The terms of reference of the Audit Committee include the following as has been mandated in Clause 49 of the Listing Agreement and Section 292A of the Companies, Act, 1956

- i. Overview of Company's financial reporting process and financial information disclosures.
- ii. Review with Management, external and internal audits, the adequacy of internal control systems.
- iii. Review the adequacy and effectiveness of accounting and financial controls of the Company, compliance with the company's policies and applicable laws and regulations.
- iv. Review with Management, the Annual financial statement before submission to the Board.
- v. Recommending the appointment / removal of external and internal auditors, fixation of Audit fees.

(b) Composition, name of members and Chairman

The Audit Committee of the Company comprises three members. The names of the members of the Audit Committee are as follows:

- | | |
|----------------------------|------------|
| 1. Mr. Dharmendra S. Sheth | (Chairman) |
| 2. Mr. Manoj K. Kapoor | Member |
| 3. Mr. Dinker M. Rawal | Member |

Meetings and Attendance during the Year

Name of the Director	No. of Meetings Held	No. of Meetings Attended
Mr. Manoj K. Kapoor	04	02
Mr. Dinker M. Rawal	04	03
Mr. Lallan R. Pandey	02	01
Mr. Dharmendra S. Sheth	04	03

The members of the Audit Committee have adequate accounting knowledge to review the accounting practices / standards followed by the Company; adequacy of internal control / audit systems and functions; un-audited Quarterly / Half - Yearly financial statements.

II) Shareholders / Investors Grievance Committee

As a measure of Good corporate Governance and to focus on the shareholder's grievances and towards strengthening investor relations, an investor's Grievance Committee has been constituted as sub committee of the Board.

a) The functions of the Committee include :

To specifically look into redressing investor's grievances pertaining to;

1. Transfer of shares
2. Dividend
3. Dematerialization of Shares
4. Replacement of lost / stolen / mutilated Share certificates.
5. Non-receipt of rights / bonus / split share certificates
6. Any other related issues

a) Constitution and composition

The committee was constituted with Two Members under the Chairmanship of Executive Director as follow.

- | | |
|---------------------------|----------|
| 1. Mr. Prakash L. Hinduja | Chairman |
| 2. Mr. Mukesh C. Keswani | Member |
| 3. Ms. Vinodini P. Rao | Member |

b) Others:

Name and Designation of Company Secretary & Compliance Officer: Ms. Vinodini P. Rao

III) Remuneration Committee:

The Remuneration Committee was constituted by the Board to determine the Remuneration Package for Executive Directors.

Report on Corporate Governance (Contd...)

There has been no change in the composition of the committee members. Following Directors are the Members of the Remuneration Committee:

- | | |
|-------------------------|----------|
| 1. Mr. Manoj K. Kapoor | Chairman |
| 2. Mr. Dinker M. Rawal | Member |
| 3. Mr. Dharmendra Sheth | Member |

IV) Project Committee

The Project Committee was constituted by the board for the purpose of executing any agreement with joint venture to carry on the projects in the joint venture.

Functions of the Committee:

1. To enter into agreement jointly with any party for bidding the tenders.
2. To control all technical matters of the projects
3. To formulate the technical and maintenance plan for the project and ensure its adherence.
4. To render advice on technical matters to the Board of Directors.
5. To advice on the procurement of Capital equipments for the project.
6. To advice on capacity additions or modifications from time to time.

Board of Project Committee consists of:

- | | |
|-------------------------|----------|
| 1. Mr. Sanjay Pandey | Chairman |
| 2. Mr. Ghanshyam Prasad | Member |
| 3. Mr. Gaurav Hinduja | Member |

V) Banking & Finance Committee

The Banking & Finance Committee was constituted by the Board for the meeting the Working Capital requirements of the Company, for availing Banking facilities, to borrow moneys for the purpose of the Company's business not exceeding the overall limit upto which the Board of Directors of the Company authorised/to be authorised under section 293(1)(d) of the Companies Act, 1956, to Invest the funds of the company in Government Securities, National Savings Securities, Postal Saving Certificates, Shares, Debentures, Bonds of Companies, Securities of Municipal and Local Bodies and in fixed term deposits with the Banks, Companies, Corporation etc. and to vary investments and deal with securities and investments and to do all acts, deeds and things provided that the aggregate of all such investments outstanding at any time does not exceed the limit prescribed under Section 372A of the Companies Act, 1956.

And further to open current/cash credit/overdraft/fixed deposit or other account(s) with any scheduled bank and authorize the officials to operate the same and to vary the existing authorization to operate accounts of the Company with its Bankers.

FUNCTIONS OF COMMITTEE

- a. To utilize the idle funds of the company.
- b. To provide temporary financial accommodation.
- c. To enable borrowers to fulfill their obligation towards the company.

The committee was constituted with Two Members under the Chairmanship of Executive Director as follows:

- | | |
|--------------------------|----------|
| 1. Mr. Mukesh C. Keswani | Chairman |
| 2. Mr. Mohit Jagnani | Member |
| 3. Ms. Vinodini Rao | Member |

VI) Risk Assessment & Minimization Committee

The Company has laid down procedures to inform the Members of the Board about the risk assessment and minimization procedure. A Risk Management Committee consisting Managing and Whole-time Director periodically reviews the procedure to ensure that Executive Management controls risk through properly defined framework. The risk assessment framework encompassed, inter alia, methodology for assessing risks on ongoing basis, risk prioritization, risk mitigation plan and comprehensive reporting system.

Following Directors are the members of the risk assessment & minimization committee:

- | | |
|---------------------------|----------|
| 1. Mr. Prakash L. Hinduja | Chairman |
| 2. Mr. Gaurav P. Hinduja | Member |
| 3. Mr. Mukesh C. Keswani | Member |

Report on Corporate Governance (Contd...)

VII) Administrative Committee

The Administrative Committee shall assist the Board in the effective discharge of its responsibilities for corporate governance compliance of statutory laws, fixing remuneration of senior executives excluding whole time directors and corporate control.

Following are the Members of the Committee:

- | | |
|---------------------------|----------|
| 1. Mr. Prakash L. Hinduja | Chairman |
| 2. Mr. Gaurav P. Hinduja | Member |
| 3. Mr. Ghanshyam Prasad | Member |

VIII) Allotment Committee

The Allotment Committee was constituted on 21st July, 2011 for the conversion of 25,00,000 convertible warrants into equity shares and allotment of the same to the promoters group. The Committee consists of the following members namely:

- | | |
|----------------------------|--------|
| 1. Mr. Lallan Pandey | Member |
| 2. Mr. Dharmendra S. Sheth | Member |

On 27th July, 2011 Allotment Committee was constituted that had allotted 25,00,000 Equity Shares of ₹10/- each at a premium of ₹50/- per share .On exercise of option by the Subscribers, M/s Dcom Systems Limited a Promoter Group Company had made Public Offer of 20% of enhanced Capital on getting allotment of 24,90,000 Equity Shares. M/s. Chartered Capital Investment Limited has been appointed as Merchant Banker for the open offer.

Details of queries and grievances received and attended by the Company during the year 2011-12 is given in Table 4.

Table 4: Nature of Complaints received and attended to during 2011-12

1. Number of Complaints received from the investors comprising of Non-receipt of Dividend Warrants, Non receipt of securities sent for transfer and transmission, complaints received from SEBI etc.	55
2. Number of complaints resolved	55
3. Number of complaints not resolved to the satisfaction of the investors as at 31 st March, 2012	NIL
4. Complaints pending as at 31 st March, 2012	NIL
5. Number of share Transfers pending for approval as at 31 March, 2012	

The Board of Directors has delegated the power of approving physical transfer and transmission of shares to the Managing Director.

Management

Management Discussion and analysis

Annual Report has a detailed chapter on Management Discussion and Analysis.

Disclosures

Details of materially significant related party transactions i.e. transactions of the Company of a material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc. are present under in note in schedule No. 18. to Annual Accounts of the Annual Report.

Related Party Transactions

There have been no materially significant related party transactions with the company's promoters, directors, management or their relative which have a potential conflict with the interests of the Company. Members may refer to disclosures of transaction with related parties i.e. Promoters, Directors, Relatives, Subsidiary or Management made in the Balance Sheet in Schedule No. 18 "Notes to Accounts at Note No.12 in compliance of Clause 32 of the Listing Agreement and Accounting Standard 18.

Disclosure of Accounting Treatment in Preparation of Financial Statements

Jaihind Projects Limited has followed the guidelines of Accounting standard referred to Section 211 (3C) of The Companies Act, 1956. including Accounting Standard (AS) -30 on financial instruments; Recognition and measurement and limited revision arising out of it in other Accounting Standard issued by The Institute of Chartered Accountant of India.

Details of Non-Compliance by the Company

Jaihind Projects Limited has complied with all the requirements of Regulatory Authorities. No penalties /strictures were imposed on the Company by Stock Exchange of SEBI or any other Statutory Authority on any matter related to capital market during last three years.

Code for Prevention of Insider Trading Practices

In Compliance with the SEBI Regulation on prevention of Insider Trading, the Company has instituted a comprehensive Code of Conduct for its management and its staff. The Code lays down guidelines, which advices them on procedures to be followed and disclosures to be made, while dealing with the Shares of Company, and cautioning them of the consequences of violation.

Report on Corporate Governance (Contd...)

Managing Director Certification

The Managing Directors Certification of the financial statements for the year is enclosed at the end of the report.

Directors

As per law, two third of the directors should retire by rotation. One third of these directors are required to retire every year and, if eligible, offer themselves for reappointment. Mr. Gaurav Hinduja, Mr.Mukesh Keswani and Mr.Dharmendra Seth who retire this year and, being eligible have offered themselves for reappointment. A brief profile of them is as follows:

Mr. Gaurav Hinduja is about 26 years old and has graduated in B.E(Instrumentation) and has also Post Graduated in M.E.(Petroleum).

Mr. Mukesh Keswani is about 44 years old and is a Post Graduate & an MBA in Finance. He has vast experience of 17 years in areas of Finance and Management.

Mr. Dharmendra Sheth is about 45 years old. He is Mechanical Engineer by profession. He has 20 years of experience in the field of Mechanical Engineering.

Means of Communication with Shareholders

The Company published its quarterly, half yearly and yearly results in the form as prescribed under Clause 49 of the Listing Agreement within the prescribed time. The results were send to stock exchange where shares are listed and the same were published in the Economic / Business Standard.

The financial results and official news released etc are also displayed on the website of the Company www.jpl.co.in Annual Report containing inter-alia Audited Annual Accounts, Directors' Report, Auditors Report and other important and Statutory information are circulated to all members and to others entitled. The Management Discussion and Analysis Report along with the Managing Director Certificate forms part of the Annual Report.

Table 5 Details of the Announcement of the Financial Results for 2011-12

Quarter Ended	Date of Board Meeting
April – June, 2011	12.08.2011
July – September, 2011	14.11.2011
October – December, 2011	13.02.2012
Year Ended	
31 st March, 2012	30.05.2012

In addition to this, if there is any other Announcement affecting the Shareholders/Public, it is duly informed to Stock Exchange and published the news paper for the benefit of Shareholder and the public at large.

General Board Meeting

Table 6 gives the details of the last three General Meeting.

Table 6: Annual General Meetings

Venue	Date	Time	No. of Special Business
4 th Floor, Shanti Arcade, Naranpura, Ahmedabad-13.	07.09.2009	3.30 P.M.	6
3rd Floor, Venus Atlantis Corporate Park, Anandnagar Road, Ahmedabad-15.	07.09.2010	3.00 P.M.	9
3rd Floor, Venus Atlantis Corporate Park, Anandnagar Road, Ahmedabad-15.	29.09.2011	4.00 P.M.	11

Postal Ballot

There was no resolution passed by the company by means of postal ballot during the financial year 2011-12.

Compliance

Mandatory requirements

The Company is fully compliant with the applicable mandatory requirements of the revised Clause 49 of the Listing Agreement enter into with the Stock exchanges as well as regulation and guidelines of the Securities and Exchanges Board of India. Consequently no penalties were imposed or strictures passed against your Company by SEBI, Stock Exchange or any other statutory Authorities. The Company has compliant with an adopted mandatory requirement of Corporate Governance Code However it has not adopted the following non mandatory requirements of the code which the board may consider, adopting in due course of time.

- 1) Maintenance of the Chairman's office and tenure of independent directors.

Report on Corporate Governance (Contd...)

- 2) Communication of half-yearly results to each household of members- The Company publishes its results in leading newspapers and also posts the same on the Company's website.
- 3) Training of directors – All the directors have expertise in their areas of specialization.
- 4) Mechanism for evaluating Non-Executive Directors.

Adoption of Non- Mandatory Requirements

a.) Tenure of Independent Directors

No specific tenure has been specified for the independent directors.

b.) Remuneration Committee

The sitting fee paid to the non-executive directors, commission to independent director, and remuneration paid to the whole-time director is approved by the remuneration committee. Remuneration Committee consist of Mr. Manoj Kapoor and Mr. Dinker Rawal both Independent Directors.

Half- yearly Declaration

A half - yearly Declaration of financial performance including summary of significant events in the last six months is currently not being send to each household of shareholders. However, the Company publishes its results in national and state level newspapers having wide circulation. The results are also posted on the website of the Company i.e. www.jpl.co.in

c.) Audit Qualifications

Management response on audit qualification, if any, is covered in Directors' Report.

d.) Mechanism for evaluation of Non- Executive Directors

The Company does not have a mechanism to review performance of non- executive directors.

e.) Secretarial Audit/Reconciliation of share Capital Audit

Even though there is no mandatory requirements for Corporate Secretarial Audit/Reconciliation of share capital audit, the company carries out a Quarterly Secretarial Audit/ reconciliation of share capital with regard to share transfer and other compliances and presents it to the Board.

f.) Secretarial Standards

The Institute of Company Secretaries of India had brought out Secretarial standards called SS 1 to SS 10. The company is compliant with these standards even as it is recommendatory in nature.

ADDITIONAL SHAREHOLDER INFORMATION

Annual General Meeting

Date : 27-09-2012

Time : 11:00 A.M.

Venue : 3rd Floor, Venus Atlantis, Nr. Reliance Petrol Pump, Ahmedabad -15.

Note:

The Company has shifted its registered office from 5th Floor, Shanti Arcade, Nr. Saptak Party Plot, Naranpura, Ahmedabad -380013 w.e.f. 11.09.2010.

Financial Calendar

Financial year: 1st April to 31st March, 2012

Book Closure

The dates of book closure are from 19th September, 2012 to 27th September, 2012 (Both Days Inclusive) .

Dividend

In view of conserving resources, as a measure of abundant precaution and in order to retain the surplus for growth and expansion, your Directors do not propose any dividend for the financial year ended 31-03-2012.

Listing

At present, the equity shares of the company are listed on Bombay Stock Exchange Limited, Mumbai(BSE), The annual listing fees for the financial year 2011-12 to BSE has been paid.

The company got its shares listed on National Stock Exchange Limited (NSE) with effect from 29th February, 2012.

Report on Corporate Governance (Contd...)

Table 1: Jaihind Projects Limited

Name of the stock exchange	Stock code/ Symbol	ISIN Code
Bombay Stock Exchange Limited (BSE), Mumbai	531339	INE343D01010
National Stock Exchange Limited (NSE)	JAIHINDPRO	INE343D01010

Market Price Data: High and Low during each month in last financial year.

Month	BSE (in ₹)		BSE Sensex	
	High	Low	High	Low
April, 2011	165.90	135.55	19,811.14	18,976.19
May, 2011	144.00	115.10	19,253.87	17,786.13
June, 2011	130.60	110.05	18,873.39	17,314.38
July, 2011	129.75	106.70	19,131.70	18,131.86
August, 2011	130.45	119.20	18,440.07	15,765.53
September, 2011	142.00	122.50	17,211.80	15,801.01
October, 2011	191.20	126.35	17,908.13	15,745.43
November, 2011	195.00	140.00	17,702.26	15,478.69
December, 2011	171.75	124.00	17,003.71	15,135.86
January, 2012	138.90	111.25	17,258.97	15,358.02
February, 2012	143.90	112.00	18,523.78	17,061.55
March, 2012	129.00	96.00	18,040.69	16,920.61

Month	NSE (in ₹)		NSE Sensex	
	High	Low	High	Low
February, 2012	119.45	103.55	5,629.95	5,159.00
March, 2012	139.70	100.00	5,499.40	5,135.95

(f) DISTRIBUTION SCHEDULE AS ON 31.03.12

Category (Amount)	No. of Cases	% of Cases	Total Shares	Amount	% of Amount
Upto - 500	4733	89.70	676106	6761060	6.93
501 - 1000	298	5.64	235692	2356920	2.42
1001 - 2000	122	2.31	185831	1858310	1.90
2001 - 3000	39	0.73	99186	991860	1.02
3001 - 4000	13	0.24	46870	468700	0.48
4001 - 5000	11	0.20	49731	497310	0.51
5001 - 10000	23	0.44	169157	1691570	1.73
10001 & Above	37	0.70	8294870	82948700	85.01
Total	5276	100.00	9757443	97574430	100

Report on Corporate Governance (Contd...)

(g) Shareholding Pattern of the Company as on 31.03.2012

Category	No. of Shares Held	% of Shareholding
A Promoter's holding		
1 Promoters		
- Indian Promoters	6738018	69.055
- Foreign Promoters	0	0
Sub- Total	6738018	69.055
B Non - Promoter's holding		
2 Institutional Investors		
A Mutual Funds and UTI	0	0
B Banks , Financial Institutions	0	
C Insurance Companies / Central / State Govt. Institutions / Non-government Institution / Venture Capitals Funds	1000	0.010
D FII'S (Including ADB holding)	0	0
Sub-Total	1000	0.010
3 Others		
A Private Corporate Bodies	1296751	13.290
B Indian Public	1642461	16.833
C NRI's / OCB's (Including GDFI)	63082	0.647
D Any other (Clearing Members & Trusts)	16131	0.165
SUB-TOTAL	3018425	30.935
GRAND TOTAL	9757443	100

Dematerialization of Shares

The Shares of the Company are compulsorily traded in dematerialized form only. The Company's Shares are available for trading in the depository of both NSDL and CDSL.

As on 31st March 2012 92,74,443 Equity Shares forming 95.05 % of the share capital of the Company stand dematerialized and 4,83,000 Equity Shares forming 4.95% of the share capital of the Company stand in physical form.

Outstanding GDRs/ADRs/Warrants/Options

The Company had not issued any GDRs/ADRs/Warrants/Options etc.

Details of Public Funding obtained in the last three years

No Public Funding has been obtained in the last three years.

Registrar and transfer Agent

Address:

Link-in Time India Private Limited

Unit No. 303, 3rd Floor Shoppers Plaza V, Opp. Municipal Market, Behind Shoppers Plaza II, Off C.G.Road, Ahmedabad 380009

Share Transfer system

Shares lodged in physical form for transfer, are usually transferred within 15 days if the documents are clear in all respects. Shares under objection are in general returned within a week's time. For transfer of shares in physical form, the Board of Directors have authorized to the Share Transfer Committee and approve the transfer of shares and registration.

Report on Corporate Governance (Contd...)

Request received for dematerialization of shares are processed and the confirmation has given by the Registrar and Transfer Agent the depositors within 15 days.

Bank Details

Share holders holding shares in physical form are requested to notify/send the following information to the Company/Registrar and Share Transfer Agent of the Company:

- 1) Any Change in the Address/ mandate/ bank details etc. and
- 2) Particulars of the Bank Account in which they wish their dividend to be credited, in case the same has not been furnished earlier and should include the following: particulars viz. bank name, branch name, account type, account number and MICR code (9 digit)

Permanent Account Number (PAN)

The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every participant in securities market. Member holding shares in electronically form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent.

Nomination Facility

Shareholders, holding shares in physical form and desirous of submitting/changing nomination in respect of their shareholding in the Company may submit Form 2B (in duplicate) as per the provisions of Section 109A of the Companies Act, 1956 to the Company/Registrar and Share Transfer Agent.

Company's Registered Office Address:

ADDRESS FOR CORRESPONDENCE:

(a) Registered & Corporate Office

3rd Floor, Venus Atlantis Corporate Park, Anandnagar Road, Ahmedabad – 380015

(b) Registrar & Share Transfer Agent

M/s. LINK INTIME INDIA PVT LIMITED

Unit No. 303, 3rd Floor Shoppers Plaza V, Opp. Municipal Market, Behind Shoppers Plaza II, Off C.G.Road, Ahmedabad 380009

For and on behalf of the Board of Director

Place : Ahmedabad

Date : 14.08.2012

Prakash L. Hinduja

Chairman & Managing Director

Report on Corporate Governance (Contd...)**Annexures to the Report
Annexure A****CERTIFICATION UNDER CLAUSE 49 (V) OF THE LISTING AGREEMENT**

The Board of Directors
Jaihind Projects Limited

I Prakash L. Hinduja, Managing Director of Jaihind Projects Limited appointed in terms of Companies Act, 1956 certify to the Board that :

- (a) I have reviewed financial statements and the cash flow statement for the year ended 31.03.2012 and that to the best of my 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 my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial control systems of the company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the auditors and the Audit Committee
 - (i) Significant changes in internal control over financial reporting during the Year;
 - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

FOR, JAIHIND PROJECTS LIMITED

Place : Ahmedabad
Date : 14.08.2012

Prakash L. Hinduja
CHAIRMAN & MANAGING DIRECTOR

Company Secretary in Practice Certificate on Compliance with the conditions of Corporate Governance under clause 49 of the Listing Agreements**To the Shareholders of Jaihind Projects Limited**

1. We have examined the compliance of conditions of Corporate Governance by Jaihind Projects Limited ("the Company") for the year ended March 31st, 2012, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges in India.
2. The Compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to the review of procedure 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.
3. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.
4. We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For D.N. Motwani & Co
Company Secretaries

Place : Ahmedabad
Date : 14.08.2012

D.N.Motwani
Mem No.: 5016

Report on Corporate Governance (Contd...)

JAIHIND PROJECTS LIMITED

3rd floor, Atlantis Corporate Park, Nr. Reliance Petrol Pump, Anandnagar Road, Prahladnagar, Ahmedabad-380015.

Dear Shareholder,

In case you have not registered your e-mail address for receiving communication from Company in electronic mode, you may submit the Registration Form given along with the survey form in the enclosed postage pre-paid envelope. Shareholders holding shares in demat mode are request to register their e-mail address with Depository Participant.

E-COMMUNICATION REGISTRATION FORM

(In terms of circular no.17/2011 dated 21.04.2011 and circular no..18/2011 dated 29.04.2011 issued by the Ministry of Corporate Affairs)

Folio No. / DP ID & Client ID : _____

Name of 1st Registered Holder : _____

Name of Joint Holder(s) : _____

Registered Address : _____

E-mail ID (to be registered) : _____

I/We Shareholder(s) of Jaihind Projects Limited agree to receive communication from the Company in electronic mode. Please register my/our e-mail id in your records for sending communication through e-mail.

Date: _____

Signature: _____

Note: Shareholder(s) are requested to keep the Company/depository participant informed as and when there is any change in the e-mail address.

Management Discussion & Analysis

Economic Scenario:

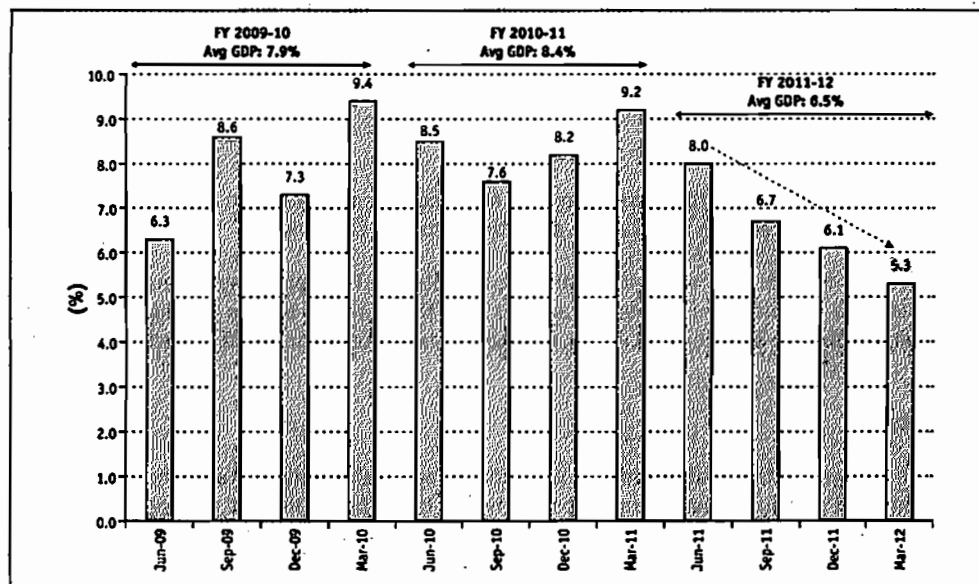
➤ Global:

The world economy continued to grow at 4.3% during 2011-12, demonstrating a broad-based recovery, mainly driven by stronger consumption in the developed countries, coupled with continued stimulus measures by Governments around the world. According to IMF forecasts, the world Gross Domestic Product (GDP) is estimated to clock a growth of 4.5% per annum in both 2012 and 2013. The advanced economies are expected to grow at 2.5%, while developing economies are expected to grow at a higher rate of 6.5% a year in both 2012 and 2013.

➤ Indian:

On the other hand, the Indian economy grew at 6.5% in 2011-12 as compared to 8.4% in 2010-11. The Indian economy is well on its way to regaining the high growth momentum seen in the period immediately prior to the economic meltdown of 2008. (Chart B)

Chart B: Real GDP Growth (%)



A strong rebound in agriculture and continued momentum in some sectors of manufacturing and construction enabled the economy to achieve a higher growth in 2010-2011. However inflation was a major area of concern in 2011-12. Economic growth was not supported on the demand side, by private consumption during the year and resulted in downfall in the first three quarters of 2011-2012. In 2012-2013, the projected growth rate is in the range of 8% to 8.5%.

Industry Scenario:

A significant catalyst in fuelling the growth of the Indian economy, the oil and gas sector presents a powerful scope for investors in the years to come.

Pipelines, as a means of transportation and distribution of oil and gas have always been on the growth path, in synch with the economic growth of the country. Currently, after Russia and China, India features amongst the top 3 countries poised for growth and expansion in this sector. Even during the economic slowdown, this segment faced only a limited impact. Aided by domestic oil and gas companies, pipeline network is expected to grow strongly during the next few years fuelled by the current low penetration of pipelines in India, high growth of natural gas usage and the recent oil & gas discoveries.

The supply of crude oil and liquid fuels in India is estimated at 1.03 million barrels per day in 2011 and 1.04 million barrels per day in 2012. The consumption of liquid fuels in the country is estimated at 3.33 million barrels per day in 2012 and 3.45 million barrels per day in 2013. It is estimated that about 45% of the total energy needs would be met by the oil and gas sector. The current levels of per capita energy consumption in India are extremely low as compared to the rest of the world.

During 2011, the domestic gas demand is estimated at 300 million cubic meters per day and the production is estimated at around 169 million standard cubic meters per day. With recent oil & gas discoveries, strong growth is expected in expanding the pipeline network by domestic oil & gas companies.

Management Discussion & Analysis (Contd...)

Opportunities and Threats:

Opportunities

- With investments over ₹ 650 billion expected in the oil and gas sector, the oil and gas pipeline industry is poised to grow rapidly over the next five to seven years.
- Recent oil and gas discoveries open up an opportunity of over ₹ 450 billion over the next few years, as pipeline laying contracts of 10,000 km are expected to be offered by domestic public and private sector companies.
- With the establishment of national gas grid and well entrenched pipeline network, there will be continued opportunities for technology and solution providers for operating and maintaining them.
- The Government's announcement towards its intention to move towards an Open Acreage Licensing Policy (OALP) for exploration and production will fuel added opportunities for private players.
- India will account for 12.4 per cent of Asia Pacific regional oil demand by 2015, while providing 11.2 per cent of supply, according to the BMI India Oil & Gas Report for third-quarter 2011.
- The regional oil production is set to increase to 8.2mn barrels/day by 2015.

Threats

- The Company's has recently ventured into overseas projects. Also, the current volatility in the global markets is increasing the volatility in foreign currency rate which could act as a big threat for the Company
- The Company's faces stiff competition from domestic and overseas players. There are many players for EPC contracts. However, on a large note there are few players. However, on a larger note there are few players to undertake EPC construction like Larsen & Turbo, Punj Lloyd, HCC, Tata Projects Limited, Gammon India Limited it faces stiff competition from these established players.

Performance Highlights:

The Company had entered the year with a healthy order book and the Company efficiently executed these orders more or less as per the schedule. JPL is confident that in the long term, opportunities in the industry are vast and there will be a pick-up in new projects. The financial highlights of JPL's performance on a consolidated basis in 2011 -12 are as follows:

- Revenue from operations increased by 21.11% from ₹43555.80 Lacs in 2010-11 to ₹52749.95 Lacs in 2011-12.
- Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA) grew 19.20% from ₹8532.67 Lacs in 2010-11 to ₹10171.03 Lacs in 2011-12.
- Profit After Tax (PAT) decreased by 8.85% from ₹2579.82 Lacs in 2010-11 to ₹2351.46 Lacs in 2011-12.
- Return On Capital Employed (ROCE) in 2011-12 was 38.55%
- Return On Net Worth (RONW) in 2011-12 was 17.04%.

While the Company maintained its top-line growth in line with the project execution schedule for the year through a judicious mix of projects and effective monitoring of operational costs across its projects, it is commendable that this was achieved by maintaining EBITDA margins in an inflationary environment. Interest costs; on the other hand have been high, largely due to high inflation and tight liquidity position in the economy. To an extent, the Company has controlled capital requirements by increasing sub-contracting activities across its different projects.

Jaihind's entrance in new sectors through Subsidiaries:

INFRASTRUCTURE:

Jaihind Infratech Projects Pvt. Ltd. (JIPPL), a subsidiary of Jaihind Projects Limited, specializes in construction to cater the need of various kinds of infrastructure projects. The company is well equipped to deliver world class infrastructure development projects to the entire satisfaction of our valuable clients. This infrastructure set up has established JPL to become a more trusted and reliable business partner to our valued clients.

Management Discussion & Analysis (Contd...)

EARTH MOVING MACHINERY:

India's construction equipment market is estimated to be around US\$4 billion. The Indian industry grows over 30%. The exports are also expected to grow by US\$ 100-200 millions. The most international brands have set up base in India, with many even setting up manufacturing facilities. With a US\$500 billion investment plan over five years, the sector is likely to witness tremendous impetus.

Newtonne Machinery Pvt. Ltd. is a subsidiary of Jahind Projects Limited incorporated on 10th May, 2010 with the vision to establish as the world's best construction equipment manufacturer with the required innovation and the qualities for superior customer satisfaction.

The major strength of the Newtonne Machinery Pvt. Ltd. is that it enjoys monopoly in 95% of the products manufactured by them in India. It is having a wide range of products satisfying the needs of construction industry. Being a rising company, it emphasizes on innovation in the equipments which can satisfy the emerging needs of the Pipeline and Construction companies.

SOLAR POWER:

"In this (India's) strategy, the Sun occupies centre stage, as it should, being literally the original source of all energy. We will pool all our scientific, technical and managerial talents, with financial resources, to develop solar energy as a source of abundant energy to power our economy and to transform the lives of our people. Our success in this endeavor will change the face of India." — India's Prime Minister, Dr. Manmohan Singh, releasing the National Action Plan on Climate Change in 2008.

The JPL Group strongly believes in sustainable development. To create a better world for the future, it is necessary that all present endeavors are sensitive to the environment. In striving to produce green power and use cleaner technology, JPL has been awarded 5MW Solar Power Project by Gujarat Government, the PPA has been signed between your Company and Gujarat Urja Vikas Nigam Limited (GUVNL) for purchasing the energy produce from this Solar Project. With the announcement of the Jawaharlal Nehru National Solar Mission, which aims to set up 20,000 MW of Solar Power Generation by 2022, the Government of India has set the stage for rapid solar capacity addition. JPL aspires to be a part of this extraordinary mission.

Jaihind Green Energy Limited., a 100% subsidiary of Jaihind Projects Limited (JPL), is an EPC Company for developing and commercializing Solar Energy plant and projects as on-grind and off-grind residential, commercial and industrial scale operations around the world. As the road to leadership is paved with strong partnerships, we have formed key long-term partnerships with local and international utilities, solar distributions, PV developers and system integrators for execution of projects

Joint Ventures & Alliances:

In order to enhance its competitive strength, the company is entering into joint venture agreements from time to time with other leading construction/infrastructure companies for executing specific and specialized infrastructure projects.

Risk and Concerns:

Needless to mention, with huge money, there comes the involvement of big risks. Construction is a high-risk business. Mitigation of risks is the all-encompassing requirement. Broadly speaking, construction projects face the following type of risks:-

- Business Risk
- Financial Risk
- Commodity Risk
- Political Risk
- Exchange Rate Risk

Mitigation of Risks:

The Company's experts/consultants, who work on evaluating the possibility and the quantum of risks as numbers, document the details of the events, which lead to failures, analyze the causes as mathematical expressions, determining the frequencies and the extent of damage/losses.

By continuous efforts in evolution of techno-commercial grading systems, institutional systems for performance surveillance, designing of insurance/non-insurance backed products and several other such services and support systems are being designed as well as practiced to continuously improve the performance of the Company.

Management Discussion & Analysis (Contd...)

Internal controls and their adequacy:

JPL has an adequate system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorised use or disposition and transactions are authorised, recorded and reported correctly. The internal control is supplemented by an extensive programme of internal audits, review by management, documented policies, guidelines and procedures. The internal control is designed to ensure that financial and other records are reliable for preparing financial information and other data and for maintaining accountability of assets.

Corporate Social Responsibility:

Jaihind has been working for the welfare of slum children. We aim in this matter to reintegrate children from the surrounding areas of project location and provide them with better quality education. With the help of education, children are gaining knowledge and awareness due to which their attitude and quality of life also has been altering.

Jaihind also works for the upliftment of local community living in the surrounding areas at project locations. We help through providing employment by involving them in the project and giving them quality training prior to their involvement. This way, it not only assists in creating jobs for people but also lends a hand in enhancing their skills.

Future Outlook/India's Infrastructure Allocations: Budget Highlights 2012-13:

The infrastructure allocations for the year 2011-12 have gone up by 23.3% to ₹2,14,000 Crores from ₹1,73,552 Crores in 2010-11. This amounts to 48.5% of the total plan allocation. The government is also set to come up with a policy for developing PPP projects. Some of the core highlights of the infrastructure are:

- IIFCL is set to achieve a disbursement target of ₹25,000 Crores for the year ended March 2012.
- In order to boost infrastructure development, tax free bonds of ₹30,000 Crores is proposed to be issued by Government undertakings during the year 2011-12.
- Out of the above ₹30,000 Crores, ₹10,000 Crores is by the Indian Railway Finance Corporation, ₹10,000 Crores by National Highway Authority of India, ₹5,000 Crores by HUDCO and ₹5,000 Crores by Ports.

Cautionary Statement:

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be forward looking statements within the meaning of applicable laws and regulations. The Company assumes no responsibility to publicly amend, modify or revise forward looking statements, on basis of subsequent event or development. Actual results may differ materially from those expressed in the statement. Important factors that cloud/influence the Company's operation are input availability and price, changes in government regulations, tax laws, economic development within and outside the country and other factors such as litigation and industrial relations.

Auditors' Report

TO THE MEMBERS OF JAIHIND PROJECTS LIMITED

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

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Registration No. 117365W)

Gaurav J. Shah
Partner
(Membership No. 35701)

AHMEDABAD, 30th May, 2012

Annexure to Auditors' Report (Referred to in paragraph 3 of our report of even date)

- (i) Having regard to the nature of the Company's business/activities/result, clauses (xiii) and (xiv) of paragraph 4 of CARO are not applicable.
- (ii) 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) The fixed assets were physically verified during the year by the management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (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.
- (iii) In respect of its inventory:
- (a) As explained to us, the inventories were physically verified during the year by the management at reasonable intervals.
- (b) In our opinion and according to the information and explanations 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) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
- (iv) The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
- (v) In respect of loans, secured or unsecured, taken by the Company from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956, according to the information and explanations given to us:
- (a) The Company has taken loans aggregating to ₹ 1002.38 lacs from five parties. At the year-end, outstanding balances of such loans was ₹ 958.13 lacs and the maximum amount involved during the year was ₹ 998.13 lacs.
- (b) The rate of interest and other terms and conditions of such loans are, in our opinion, prima facie not prejudicial to the interests of the Company.
- (c) The payments of principal amounts and interest in respect of such loans are regular/as per stipulations.
- (vi) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of inventory and fixed assets and the sale of goods and services. During the course of our audit, we have not observed any major weakness in such internal control system.
- (vii) In respect of contracts or arrangements entered in the register maintained in pursuance of Section 301 of the Companies Act, 1956, to the best of our knowledge and belief and according to the information and explanations given to us:
- (a) The particulars of contracts or arrangements referred to Section 301 that needed to be entered in the register maintained under the said Section have been so entered.
- (b) Where each of such transaction is in excess of ₹5 lakhs in respect of any party, the transactions have been made at prices which are prima facie reasonable having regard to the prevailing market prices at the relevant time.
- (viii) According to the information and explanations given to us, the Company has not accepted any deposit from the public during the year.
- (ix) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (x) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 209(1)(d) of the Companies Act, 1956, related to the laying of pipelines and other related activities, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.
- (xi) According to the information and explanations given to us in respect of statutory dues:
- (a) The Company has not been regular in depositing with appropriate authorities undisputed dues including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Cess and other material statutory dues applicable to it. As explained to us, the Company did not have any dues on account of Excise Duty.

Annexure to Auditors' Report (Referred to in paragraph 3 of our report of even date) (Contd...)

- (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Cess and other material statutory dues in arrears as at 31st March, 2012 for a period of more than six months from the date they became payable.
- (c) Details of dues of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Cess and other material statutory dues which have not been deposited as on 31st March, 2012 on account of disputes are given below:

Statute	Nature of Dues	Forum where Dispute is pending	Period to which the amount relates	Amount involved (₹ in lakhs)
Income Tax Act	Income Tax	Income Tax Appellate Tribunal, Ahmedabad	Assessment Year 2009-10	4.14
Service Tax Act	Service Tax	Supreme Court, New Delhi	June 16, 2005 to September 2006	223.58
Service Tax Act	Service Tax	CESTAT, Ahmedabad	October 2006 to September 2007	212.79
Service Tax Act	Service tax	CESTAT, Ahmedabad	October 2007 to March 2008	177.37
Gujarat Commercial Tax	Commercial Tax	Deputy Commissioner of Commercial Tax Appeals, Ahmedabad	Year 2008-09	85.23

- (xii) The Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the financial year under report and the immediately preceding financial year.
- (xiii) In our opinion and according to the information and explanations given to us, the Company has defaulted in the repayment of dues to banks and financial institutions. Delays were noticed in payment of interest and principal during the year. The unpaid overdue instalments and interest to banks and institutions as at March, 2012 were ₹ 355.70 Lacs and ₹ 47.59 Lacs respectively as stated in Note 5(d) of the Notes to the financial statements.
- (xiv) In our opinion, the Company has not given any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xv) In our opinion and according to the information and explanations given to us, the Company has given guarantees for loans taken by others from banks or financial institutions. According to the information and explanations given to us, we are of the opinion that the terms and conditions thereof are not prima facie prejudicial to the interest of the Company.
- (xvi) The Company has raised new term loans during the year. In our opinion and according to the information and explanations given to us, 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.
- (xvii) In our opinion and according to the information and explanations given to us and on an overall examination of the Balance Sheet, we report that funds raised on short-term basis have not been used during the year for long- term investment.
- (xviii) According to the information and explanations given to us, the Company has made preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Companies Act, 1956. The prices at which such shares are allotted are not prima facie prejudicial to the interests of the Company.
- (xix) According to the information and explanations given to us, during the year covered by our audit report, no debentures have been issued by the Company and hence the question of creating the securities or charges in respect thereof does not arise.
- (xx) During the year, the Company has not made any public issue of shares.
- (xxi) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Registration No. 117365W)

Gaurav J. Shah
Partner
(Membership No. 35701)

AHMEDABAD, 30th May, 2012

Balance Sheet As At 31st March, 2012

		₹ Lacs	
Particulars	Notes	As at 31.03.2012	As at 31.03.2011
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2	975.74	725.74
(b) Reserves and Surplus	3	12,823.32	9,656.76
(c) Money received against Share Warrants	4	-	1,424.00
(2) Non-Current Liabilities			
(a) Long-Term Borrowings	5	10,370.52	1,369.53
(b) Deferred Tax Liabilities (Net)	6	2,120.35	879.18
(c) Long-Term Provisions	7	96.70	116.14
(3) Current Liabilities			
(a) Short-Term Borrowings	8	29,712.11	22,364.32
(b) Trade Payables	9	13,734.67	13,581.28
(c) Other Current Liabilities	10	17,280.75	11,912.83
(d) Short-Term Provisions	11	744.37	1,170.14
Total		87,858.53	63,199.93
II. ASSETS			
(1) Non-current assets			
(a) Fixed Assets	12		
(i) Tangible Assets		21,542.44	11,605.83
(ii) Intangible Assets		24.00	36.75
(iii) Intangible Assets under Development		52.35	-
(b) Non-Current Investments	13	1,527.23	839.44
(c) Long Term Loans and Advances	14	1,311.29	289.62
(d) Other Non-Current Assets	15	-	-
(2) Current assets			
(a) Current Investments	16	5.00	5.00
(b) Inventories	17	4,740.28	2,556.02
(c) Trade Receivables	18	42,350.99	29,209.99
(d) Cash and Cash Equivalents	19	4,944.79	8,586.15
(e) Short-Term Loans and Advances	14	7,953.60	4,765.66
(f) Other Current Assets	15	3,406.56	5,305.47
Total		87,858.53	63,199.93
SIGNIFICANT ACCOUNTING POLICIES	1		
NOTES TO ACCOUNTS	27-38		

As per our report of even date
For, Deloitte Haskins & Sells
Chartered Accountants

(Gaurav J. Shah)
Partner
(Membership No. : 35701)
Place : Ahmedabad
Date : May 30, 2012

For and on Behalf of the Board

(Prakash L. Hinduja)
Chairman & Managing Director

(Mukesh Keswani)
Director

Vinodini Rao
Company Secretary

Place : Ahmedabad
Date : May 30, 2012

Statement of Profit and Loss for the Year Ended On 31st March, 2012

		₹ Lacs	
	Notes	2011-12	2010-11
INCOMES			
Revenue from Operations	20	52,749.95	43,555.80
Other Income	21	921.63	636.08
Total Revenue		53,671.58	44,191.88
EXPENSES			
Cost of Materials Consumed	22	6,106.21	7,530.55
Contractor/ Sub Contracting Charges	23	28,630.04	20,655.22
Employee Benefits Expense	24	2,955.87	2,369.78
Finance Costs	25	5,735.39	4,064.58
Depreciation and amortization expense	12	765.98	599.62
Other Expenses	26	5,808.42	5,103.66
Total Expenses		50,001.91	40,323.41
Profit before tax		3,669.67	3,868.47
Tax expenses:			
- Current Tax		735.48	1,076.91
- MAT Credit Entitlement		(714.06)	-
- Deferred Tax		1241.17	211.74
- Short Provision for Income Tax		55.62	-
Profit for the year		2,351.46	2,579.82
Earnings per Equity Share (Face Value of ₹10 each):			
Basic (in ₹)	27	26.26	35.55
Diluted (in ₹)	27	26.26	28.90
SIGNIFICANT ACCOUNTING POLICIES	1		
NOTES TO ACCOUNTS	27-38		

As per our report of even date
For, Deloitte Haskins & Sells
Chartered Accountants

(Gaurav J. Shah)
Partner
(Membership No. : 35701)
Place : Ahmedabad
Date : May 30, 2012

For and on Behalf of the Board

(Prakash L. Hinduja)
Chairman & Managing Director

(Mukesh Keswani)
Director

Vinodini Rao
Company Secretary

Place : Ahmedabad
Date : May 30, 2012

Cash Flow Statement for the Year Ended On 31st March, 2012

₹ Lacs

Sr. No.	Particulars	2011-12	2010-2011
A	Cash flow from Operating Activities		
	Net profit before tax and extra ordinary items	3,669.67	3,868.47
	Adjustments for :		
	(Profit)/Loss from Joint Ventures (Net)	(594.45)	17.23
	Depreciation/ Amortization	765.98	599.62
	Interest income	(425.58)	(304.72)
	Unrealised Foreign Exchange Gain (Net)	(12.20)	(0.67)
	Credit Balances Written Back	(2.25)	(1.09)
	Interest and Financial Charges	5,735.38	4,064.58
	Bad Debts Written Off	40.80	1,027.17
	Loss on Sale of Fixed Assets (Net)	67.64	41.83
	Provision for Retirement Benefits	-	76.09
	Operating Profit before Working Capital Changes	9,244.99	9,388.51
	Adjustments for :		
	Trade and other receivables	(15,006.35)	(16,483.98)
	Inventories	(2,184.26)	(873.63)
	Loans and Advances (Assets)	(696.00)	(2,444.22)
	Trade Payables and Other Liabilities	1,736.87	14,486.46
	Cash generated from Operations	(6,904.75)	4,073.14
	Direct taxes Paid (Net of Income Tax Refund)	(744.44)	(1,034.39)
	Cash flow before Extra Ordinary Items	(7,649.19)	3,038.75
	Extra ordinary Items	-	-
	Net Cash from Operating Activities	(7,649.19)	3,038.75
B	Cash Flow from Investing Activities		
	Purchase of Fixed Assets	(10,824.99)	(3,608.78)
	Change in Capital Work In Progress	(52.35)	1,553.15
	Interest received	522.56	304.72
	Proceeds from Sale of Fixed Assets	67.28	135.92
	Decrease in Investments in Fixed Deposit - SSNNL	10.00	(10.00)
	Investments in Subsidiaries	(1.00)	(55.39)
	Increase in investments in Joint Venture	(66.79)	(44.75)
	Net Cash Used in Investing Activities	(10,345.29)	(1,725.13)
C	Cash flow from Financing Activities		
	Proceeds from Borrowings (Net)	19,965.90	4,796.14
	Interest & Financial Charges Paid	(5,579.19)	(4,022.29)
	Proceeds from Preferential Allotment of Warrants	76.00	809.00
	Dividend Paid (Including Corporate Dividend Tax)	(109.61)	(81.55)
	Net Cash flow from Financing Activities	14,353.12	1,501.30
	NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	(3,641.37)	2,814.92
	Cash & Cash Equivalents at the beginning of the year	8,586.15	5,771.23
	Cash & Cash Equivalents at the end of the year	4,944.79	8,586.15

- Notes:
1. Cash and Cash Equivalents represents Cash and Cash Equivalents. (Refer Note-19)
 2. Fixed Deposits of ₹ 3,391.45 Lacs (Previous Year ₹ 3,885.39 Lacs) are pledged with banks towards Letters of Credit / Bank Guarantees.
 3. The Previous year's figures have been regrouped / rearranged wherever necessary. Statement issued by the Institute of Chartered Accountants of India.

As per our report of even date
For, **Deloitte Haskins & Sells**
Chartered Accountants

(Gaurav J. Shah)
Partner
(Membership No. : 35701)
Place : Ahmedabad
Date : May 30, 2012

For and on Behalf of the Board

(Prakash L. Hinduja) (Mukesh Keswani)
Chairman & Managing Director Director

Vinodini Rao
Company Secretary
Place : Ahmedabad
Date : May 30, 2012

Notes to Financial Statements

1. Significant accounting policies

1.1 Basis of Preparation of Financial Statements

The financial statements are prepared on accrual basis under the historical cost convention with the generally accepted accounting principles, applicable Accounting Standards as prescribed under the Companies (Accounting Standards) Rules, 2006 and provisions of the Companies Act, 1956.

1.2 Use of Estimates:

The preparation of financial statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reported period. The estimates and assumptions used in the accompanying financial statements are based upon Management's evaluation of the relevant facts and circumstances as on the date of the financial statements. Actual results may differ from the estimates used in preparing the accompanying financial statements. Differences between the actual results and estimates are recognized in the period in which the results are known/materialize.

1.3 Fixed Assets:

- (i) Tangible Fixed Assets are stated at cost of acquisition or construction less accumulated depreciation. The cost of fixed assets includes non-refundable taxes and levies, freight and other incidental expenses related to acquisition and installation of the respective assets. Assets acquired on hire purchase basis are stated at their cash values less accumulated depreciation.
- (ii) Borrowing costs that are directly attributable to the acquisition of qualifying assets are capitalized for the period until the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes substantial period of time to get ready for its intended use. Other borrowing costs are recognized as an expense in the period in which they are incurred.
- (iii) Certain computer software costs are capitalized and recognised as intangible assets interms of Accounting Standard - 26 on intangible assets based on materiality, accounting prudence and significant economic benefits expected to flow there from for a period longer than one year. Capitalized cost includes direct cost of implementation and expenses directly attributable to the implementation.
- (iv) Capital work-in-progress includes the cost of fixed assets that are not ready for intended use at the Balance Sheet date and advances paid to acquire capital assets before the Balance Sheet date.

1.4 Lease:

Operating lease rentals are expenses with reference to lease terms and other considerations. There are no finance leases.

1.5 Impairment of Assets

An asset is treated as impaired when the carrying cost of the same exceeds its recoverable amount. Impairment is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of the recoverable amount.

1.6 Depreciation and Amortization:

- (i) Depreciation on fixed assets is provided on Straight Line Method in accordance with Section 205 (2) (b) of the Companies Act, 1956 at the rates and in the manner prescribed in schedule XIV of the said Act. Assets costing individually ₹ 5000 or less are charged to profit and loss account.
- (ii) Computer software costs capitalized are amortized using the Straight Line Method over estimated useful life of three to five years, as estimated at the time of capitalization.

1.7 Investments:

- (i) Long Term investments are stated at cost and provision is made to recognize any diminution in value, other than that of temporary nature.
- (ii) Current investments are carried at lower of cost and market value. Diminution in value is charged to the profit and loss account.

Notes to Financial Statements (Contd...)

1.8 Inventories:

Stock of construction material, operating supplies, consumable stores and spares at sites are valued at lower of moving weighted average cost and net realizable value.

1.9 Security Deposits/Retention Monies:

Amounts retained by the clients, as per terms of contract, until satisfactory completion of the contract(s) are recognised in the financial statements as security deposits and retention monies with clients. As per terms of Contract, client deducts security deposit at the rate of 10% against each bill raised to them. The security deposit shall be released along with the pre-final bill, which is to be put-up only on mechanical completion, pre-commissioning of pipeline system and material reconciliation.

1.10 Revenue Recognition:

(a) Contract Revenue and Expenses

- (i) The Company follows percentage completion method for accounting of construction contracts. The revenue under a contract is recognised when the outcome of a construction contracts can be estimated reliably and with reference to the stage of completion of the contract activity at the end of each accounting period. The stage of completion is determined as a proportion of cost incurred-to-date to the total estimated contract cost. Provision is made for foreseeable losses, if any, in respect of incomplete contracts, as estimated by the management.
- (ii) Variations in contracts and amount in respect thereof are recognized only when it is probable, that the customer(s) will approve them and amounts can be measured reliably.
- (iii) Claims and amounts in respect thereof are recognized only when negotiations have advanced to a stage where it is probable that the customer(s) will accept them and amounts can be measured reliably.
- (iv) Revenue is recognized only when no significant uncertainties exist regarding the amount of consideration and it is reasonably certain that the ultimate collection will be made.

(b) Hiring service revenue:

Revenue from hiring services is recognised as the related services are performed.

(c) Revenue from Contracts executed under Joint Venture:

In respect of contracts executed by jointly controlled entity, the profit / Loss from the Joint Venture is accounted for when determined.

(d) Interest revenues are recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

1.11 Foreign Currency Transactions:

- (i) Transactions in foreign currency are recorded at exchange rates prevailing on the respective dates of the relevant transactions. Monetary assets and liabilities denominated in foreign currency are restated at exchange rates prevailing at the Balance Sheet date. The gains or losses resulting from such transactions are adjusted to the Profit and Loss Account.
- (ii) Foreign branches/subsidiaries considered as Non Integral foreign operations, Monetary/Non-monetary assets and liabilities are restated at exchange rates prevailing at the Balance Sheet date. Incomes and Expenditure items are translated at average exchange rates prevailing during the period. Exchange difference arising are recognized in "Foreign Currency Translation Reserve Account" under Reserves and Surplus.
- (iii) The Company uses foreign exchange forward contracts to cover its exposure to movements in foreign exchange rates. The use of foreign exchange forward contracts reduces the risk of fluctuations in exchange movements for the Company. The Company does not use the foreign exchange forward contract for trading or speculative purposes. Premium or Discount arising at the inception of forward contracts against the underlying assets are amortised as expense or income over the life of contract.

Notes to Financial Statements (Contd...)

1.12 Mobilization Advance Received:

Mobilization advances received from clients towards construction contracts, which in terms of the contract are to be adjusted over the period of contract as and when bills are to be raised are classified as "Current liabilities".

1.13 Employee Benefits:

(i) Defined Contribution Plan:

The Company's contributions paid / payable for the year to Provident Fund are recognised in the profit and loss accounts.

(ii) Defined benefit Plan:

The Company's liabilities towards gratuity are determined using the projected unit credit method which considers each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to build up the final obligation. Past services are recognized on a straight line basis over the average period until the amended benefits become vested. Actuarial gain and losses are recognised immediately in the profit and loss account as income or expense. Obligation is measured at the present value of estimated future cash flows using a discounted rate that is determined by reference to market yields at the balance sheet date on Government bonds where the currency and terms of the Government bonds are consistent with the currency and estimated terms of the defined benefit obligation.

1.14 Borrowing Costs:

Interest and other costs in connection with the borrowing of the funds to the extent related/attributed to the acquisition/construction of qualifying fixed assets are capitalized up to the date when such assets are ready for its intended use and all other borrowing costs are recognized in the period in which they are incurred.

1.15 Taxation:

- (i) Income taxes are accounted for in accordance with Accounting Standard (AS) – 22 "Accounting for taxes on income". Income tax comprises both current and deferred tax.
- (ii) Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.
- (iii) 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 asset or deferred tax liability. They are measured using substantially enacted tax rates and tax regulations as of the Balance Sheet date.
- (iv) The Deferred tax asset is recognised and carried forward only to the extent that there is reasonable certainty that the assets will be realized in future.

1.16 Earnings per Share:

The Company reports basic and diluted Earnings per Share (EPS) in accordance with Accounting Standard 20 on Earnings per Share.

1.17 Provisions, Contingent Liabilities and Contingent Assets:

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognised but are disclosed in the notes. Contingent assets are neither recognised nor disclosed in the financial statements.

Notes to Financial Statements (Contd...)

2. SHARE CAPITAL

₹ Lacs

	As at March 31, 2012	As at March 31, 2011
Authorized		
2,50,00,000 (Previous Year 1,00,00,000) Equity Shares of ₹ 10 each	2,500.00	2,500.00
	2,500.00	2,500.00
Issued, Subscribed & Paid up		
97,57,443 (Previous Year 72,57,443) Equity Shares of ₹ 10 each	975.74	725.74
Total	975.74	725.74

The Company has only one class of shares referred to as equity shares having par value of ₹ 10/-. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

The details of shareholder holding more than 5% shares is set out as below:

Name of Shareholders	As at March 31, 2012		As at March 31, 2011	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Prakash L Hinduja	13,56,249	13.90%	11,44,740	15.77%
Dcom Systems Limited	46,35,997	47.51%	10,28,843	14.18%
Neeta P Hinduja	6,21,109	6.36%	609,600	8.40%

The reconciliation of the number of shares outstanding is set out as below:

	As at March 31, 2012		As at March 31, 2011	
	No. Lacs	₹ Lacs	No. Lacs	₹ Lacs
Number of Equity Shares outstanding at the beginning of the year	72.57	725.74	72.57	725.74
Shares issued during the year	25.00	250.00	-	-
Shares bought back during the year	-	-	-	-
Number of Equity Shares outstanding at the end of the year	97.57	975.74	72.57	725.74

Notes to Financial Statements (Contd...)

3. RESERVES AND SURPLUS		₹ Lacs	
	As at March 31, 2012	As at March 31, 2011	
a. Capital Reserves	154.35	154.35	
b. Securities Premium			
Opening Balance	2,113.70	2,113.70	
Add : Receipts on conversion of Share warrants	1,250.00	-	
Closing Balance	3,363.70	2,113.70	
c. General Reserve			
Opening Balance	222.99	122.99	
Add: Transferred from Surplus	-	100.00	
Closing Balance	222.99	222.99	
d. Foreign Currency Translation Reserve			
Opening Balance	19.77	-	
Add: Adjustment for translation of Non-Integral Foreign Operations	(405.75)	19.77	
Closing Balance	(385.98)	19.77	
e. Surplus			
Opening balance	7,145.95	4,750.76	
Add: Profit for the year	2,351.46	2,579.82	
Amount available for Appropriations	9,497.41	7,330.58	
Appropriations:			
Proposed Dividend	-	72.57	
Dividend on conversion of Share Warrants	25.00	-	
Corporate Dividend Tax	4.15	12.06	
Amount transferred to General Reserve	-	100.00	
Closing Balance	9,468.26	7,145.95	
Total	12,823.32	9,656.76	

4. SHARE WARRANTS		₹ Lacs	
	As at March 31, 2012	As at March 31, 2011	
Money received against Share Warrants	-	1,424.00	
Total	-	1,424.00	

In terms of the approval of the shareholders of the Company and as per the applicable statutory provisions including Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, the Company, on February 26, 2010 had allotted 24,90,000 share warrants to the Promoter Group on preferential basis, entitling them to apply for and obtain allotment of one equity shares of ₹ 10 each at a premium of ₹ 50 per equity share. On 27th July, 2011, the Promoter Group had exercised the option to convert 24,90,000 share warrants into equity shares which resulted in increase in paid up capital by ₹ 250 Lacs. Hence, at the end of the year, the Company had no warrants outstanding for conversion.

5. LONG-TERM BORROWINGS		₹ Lacs			
Particulars	Non Current portion		Current maturities		
	As at March 31, 2012	As at March 31, 2011	As at March 31, 2012	As at March 31, 2011	
Term Loans- Secured					
From Banks					
Rupee Loans	575.14	322.89	1,313.74	409.40	
Foreign Currency Loans	5,627.60	-	2,216.89	-	
From Financial Institutions	4,167.77	1,046.64	2,342.94	1,847.03	
	10,370.52	1,369.53	5,873.57	2,256.43	
Amount disclosed under the head "Other Current Liabilities" (Note 10)	-	-	(5,873.57)	(2,256.43)	
Total	10,370.52	1,369.53	-	-	

Notes to Financial Statements (Contd...)

- Loans from banks for purchase of vehicles and Machineries [total outstanding - ₹ 4105.77 lacs (Previous year: ₹ 732.30 lacs)] are secured against the vehicles and Machineries purchased out of those loans. The loans are repayable, in equated monthly instalments, by August, 2016.
- Term loans External Commercial Borrowings (ECB's) for part finance for the Solar photovoltaic Based Power Plant [total outstanding - USD 11 Million (Previous year: USD NIL Million)] are secured against the 5 MW Solar Power Plant. The loans are repayable, in 18 equal half yearly installments commencing at the end of 18th month from the date of first disbursement. i.e. 21st November 2011
- Loans from financial Institutions for purchase of vehicles and Machineries [total outstanding - ₹ 6510.71 lacs (Previous year: ₹ 2893.67 lacs)] are secured against the vehicles and Machineries purchased out of those loans. The loans are repayable, in equated monthly instalments, by July, 2016.
- The Company has defaulted in repayment of loans and interest in respect of the following:

Particulars	As at 31 March, 2012		As at 31 March, 2011	
	Period of default	₹ Lacs	Period of default	₹ Lacs
Term loans from banks				
Principal	1 to 3 months	10.52	-	-
Interest		1.35	-	-
Term loans from Financial Institutions				
Principal	1 to 2 months	345.18	-	-
Interest		46.24	-	-

6. DEFERRED TAXES

₹ Lacs

	As at March 31, 2012	As at March 31, 2011
Deferred Tax Assets		
Opening Balance	92.94	63.58
Disallowances under Income Tax Act, 1961	-	29.36
Current year's Carry Forward loss	13.84	-
Deferred Tax Assets	106.78	92.94
Deferred Tax Liabilities		
Opening Balance	972.12	731.02
Related to Fixed Assets	1,244.96	241.10
Disallowances under Income Tax Act, 1961	10.05	-
Deferred tax Liabilities	2,227.13	972.12
Deferred Tax Liabilities (Net)	2,120.35	879.18

7. LONG TERM PROVISIONS

₹ Lacs

	As at March 31, 2012	As at March 31, 2011
Provision for Employee Benefits (Note 31)	96.70	116.14
Total	96.70	116.14

Notes to Financial Statements (Contd...)

8. SHORT-TERM BORROWINGS		₹ Lacs	
	As at March 31, 2012	As at March 31, 2011	
Secured:			
Working Capital Loan from Banks			
Rupee Loans	27,273.20	19,861.44	
Foreign Currency Loans	691.22	2,268.48	
	27,964.42	22,129.91	
Unsecured:			
Foreign Currency Loans from Banks - Buyers Credit	283.77	-	
Loan from Directors	17.38	11.13	
Interest free Loan from related parties repayable on demand (Note 32)	933.38	-	
Loan from Shareholders	7.37	7.37	
Deposits	25.00	-	
Loan From Financial Institutions	480.79	215.91	
	1,747.69	234.41	
Total	29,712.11	22,364.32	

- Working Capital loan from banks are primarily secured against hypothecation of current assets and collaterally against immovable properties, plant & machineries, Fixed Deposits and also personal guarantees of directors.
- Loan from directors and shareholders are interest free and repayable on demand.
- Unsecured Deposits are repayable on demand.
- Loan from financial institutions are repayable in monthly installments of ₹46.03 lacs each by February, 2013.

9. TRADE PAYABLES		₹ Lacs	
	As at March 31, 2012	As at March 31, 2011	
Trade payables (Note 30)	13,734.67	13,581.28	
	13,734.67	13,581.28	

10. OTHER CURRENT LIABILITIES		₹ Lacs	
	As at March 31, 2012	As at March 31, 2011	
Current maturities of long term borrowings (Note 5)	5,873.57	2,256.43	
Interest accrued but not due on borrowings	146.21	28.80	
Interest accrued and due on borrowings	38.78	-	
Unclaimed dividend	7.24	3.07	
Advances from customers	8,382.73	7,138.14	
Due to Tehran Joonob Jaihind Consortium (Joint Venture)	351.64	397.40	
Deposits and retention money	424.85	195.43	
*Other payables	2,055.73	1,893.55	
Total	17,280.75	11,912.83	

*Other payables include Government dues, taxes payable and salary deduction payable.

Notes to Financial Statements (Contd..)

11. SHORT TERM PROVISIONS

₹ Lacs

	As at March 31, 2012	As at March 31, 2011
Provision for Taxation	735.48	1076.91
Proposed Dividend		72.57
Provision for Tax on Dividend		12.06
Provision for Employee Benefits (Note 31)	8.89	8.60
Total	744.37	1,170.14

12. FIXED ASSETS

₹ Lacs

Sr. No.	Asset	Gross Block (At Cost)				Depreciation/Amortisation				Net Block	
		As At April 01, 2011	Additions	Borrowing cost Capitalised	Deletions/ Adjustments	As At March 31, 2012	As At April 01, 2011	For the Year	Deletions/ Adjustments	As At March 31, 2012	As At March 31, 2011
a	Tangible Assets:										
	Land	208.94	17.23	-	-	226.17	-	-	-	226.17	208.94
	Buildings	2,032.70	27.55	-	22.19	2,038.06	23.05	32.96	4.82	51.19	1,986.87
	Plant and Equipments	9,673.22	9,715.08	498.17	154.86	19,731.62	1,440.29	538.71	81.40	1,897.60	17,834.02
	Furniture and Fixtures	110.66	4.65	-	-	115.31	52.32	7.09	-	59.41	55.90
	Vehicles	937.66	149.05	-	67.78	1,018.93	216.21	89.24	26.83	278.62	740.31
	Office equipments	143.53	28.41	-	-	171.94	40.87	10.30	-	51.17	120.77
	Computers	226.35	38.95	-	0.30	265.00	123.43	26.86	0.03	150.26	114.74
	Construction Vehicles	332.01	341.56	-	9.54	664.03	163.28	43.75	6.67	200.36	463.67
	Total	13,665.07	10,322.48	498.17	254.67	24,231.06	2,059.46	748.91	119.75	2,688.62	21,542.44
b	Intangible Assets:										
	Computer software	83.32	4.32	-	-	87.64	46.57	17.07	-	63.64	24.00
	Total	83.32	4.32	-	-	87.64	46.57	17.07	-	63.64	24.00
	Total (a+b)	13,748.39	10,326.80	498.17	254.67	24,318.70	2,106.03	765.98	119.75	2,752.26	21,566.44
c	Intangible assets under development	-	52.35	-	-	52.35	-	-	-	-	52.35
	Grand Total	13,748.39	10,379.15	498.17	254.67	24,371.05	2,106.03	765.98	119.75	2,752.26	21,618.79
	Previous Year	10,380.38	3,610.00	-	241.99	13,748.39	1,570.65	599.62	64.24	2,106.03	11,642.58

Notes to Financial Statements (Contd...)

13. NON CURRENT INVESTMENTS

₹ Lacs

	As at March 31, 2012	As at March 31, 2011
Trade Investments (Valued at Cost unless stated otherwise)		
Investment in Equity Instruments of Subsidiaries (Unquoted) (Note 32)		
3,00,000 Nos (Previous Year: 3,00,00) of Equity Shares of ₹ 10/- each fully paid up in Jaihind Infratech Projects Private Limited	660.00	30.00
6,000 Nos (Previous Year: 6,000) of Equity Shares of ₹ 10/- each fully paid up in Newtonne Machinery Private Limited	0.60	0.60
50,000 Nos (Previous Year: 50,000) of Equity Shares of ₹ 10/- each fully paid up in Jaihind Green Energy Limited	5.00	5.00
10,000 Nos (Previous Year: 10,000) of Equity Shares of ₹ 10/- each fully paid up in Jaihind Offshore Services Pvt. Ltd.	1.00	1.00
2,600 Nos (Previous Year: 2,600) of Equity Shares of ₹ 10/- each fully paid up in Newton Solar Private Limited	0.26	0.26
1,75,000 Nos (Previous Year: 175000) Equity Shares of 1 USD each partly paid up in Jaihind (Mauritius) Limited	18.53	18.53
10,000 Nos (Previous Year: NIL) of Equity Shares of ₹ 10/- each fully paid up in Jaihind Engineering Pvt Ltd	1.00	-
	686.39	55.39
Investment in Joint Ventures (Unquoted) (Note 32)		
JPL-KBR Joint Venture	129.81	63.02
Tehran Jonoob - Jaihind Consortium	711.03	711.03
	840.84	774.05
Non-trade Investments (Valued at Cost unless stated otherwise)		
Investment in Government securities (Unquoted)		
Fixed Deposits with Sardar Sarovar Nigam Limited	-	10.00
	-	10.00
Total	1,527.23	839.44
Aggregate amount of unquoted investments	1,527.23	839.44

14. LOANS AND ADVANCES

₹ Lacs

	Non-current		Current	
	As at March 31, 2012	As at March 31, 2011	As at March 31, 2012	As at March 31, 2011
Unsecured, Considered good				
Capital advances	393.58	71.82	-	-
Security deposits	158.51	137.00	-	-
Loans and advances to Subsidiaries (Note 32)	-	-	10.42	193.75
Advances recoverable in cash or kind	-	-	5,781.73	2,968.98
Other loans and advances				
Prepaid expenses	45.15	80.80	299.33	537.39
Loans to employees	-	-	0.43	23.01
MAT Credit Entitlement	714.06	-	-	-
Balances with Government authorities	-	-	1,861.68	1,042.52
Total	1,311.29	289.62	7,953.60	4,765.66

Notes to Financial Statements (Contd...)

15. OTHER ASSETS		₹ Lacs		
	Non-current		Current	
	As at March 31, 2012	As at March 31, 2011	As at March 31, 2012	As at March 31, 2011
Others (Unsecured, Considered good)				
Deposits and Retention money	-	-	3,096.05	4,261.24
Interest accrued on fixed deposits	-	-	167.20	264.90
Others	-	-	143.31	779.33
Total			3,406.56	5,305.47

16. CURRENT INVESTMENTS		₹ Lacs	
	As at		
	March 31, 2012	March 31, 2011	
Non-trade Investment (Valued at Cost unless stated otherwise)			
Investments in Mutual Funds (Quoted)			
AXIS Equity Fund- Dividend Plan (Market Value -₹ 5.17 Lacs (Previous Year -₹ 5.51 Lacs) 50000 units (Previous Year: 50000) of ₹ 10 each fully paid up	5.00	5.00	
Total	5.00	5.00	

17. INVENTORIES		₹ Lacs	
	As at		
	March 31, 2012	March 31, 2011	
Materials and components	4,182.05	2,280.64	
Stores and spares	301.96	176.84	
Loose Tools	256.27	98.54	
Total	4,740.28	2,556.02	

18. TRADE RECEIVABLES		₹ Lacs	
	As at		
	March 31, 2012	March 31, 2011	
Outstanding for a period exceeding six months from the date they are due for payment	9,887.92	5,719.41	
Other receivables	32,463.07	23,490.58	
Total	42,350.99	29,209.99	

19. CASH AND CASH EQUIVALENTS		₹ Lacs	
	As at		
	March 31, 2012	March 31, 2011	
Cash and cash equivalents			
Balances with banks			
Current accounts	186.78	1,654.90	
Unclaimed Dividend accounts	7.24	3.07	
Fixed Deposits*	4,304.56	6,174.73	
Cash on hand	32.84	38.79	
Others			
Cash at foreign Branch	58.90	0.05	
Balance in Foreign Bank accounts	354.47	714.62	
Total	4,944.79	8,586.15	

* Under lien with banks for bank guarantees in respect of contracts and letter of credit facilities granted by banks of ₹ 3,391.45 lacs (P.Y: ₹ 3,885.39 lacs).

Notes to Financial Statements (Contd...)

20. REVENUE FROM OPERATIONS		₹ Lacs	
	2011-12	2010-11	
Contract & Sales Revenue	52,155.50	43,573.03	
Share of Profit/(Loss) from Joint Ventures (Net)	594.45	(17.23)	
Total	52,749.95	43,555.80	

21. OTHER INCOME		₹ Lacs	
	2011-12	2010-11	
Interest on Fixed Deposits	425.58	304.72	
Miscellaneous Income	49.34	105.08	
Liquidated Damages recovered	444.70	225.61	
Foreign Exchange Gain (Net)	2.01	0.67	
Total	921.63	636.08	

22. COST OF MATERIALS CONSUMED		₹ Lacs	
	2011-12	2010-11	
Opening Stock	2,556.02	1,682.39	
Purchases during the year	8,290.47	8,404.18	
	10,846.49	10,086.57	
Less: Closing Stock	4,740.28	2,556.02	
Total	6,106.21	7,530.55	

23. CONTRACTOR/ SUB CONTRACTING CHARGES		₹ Lacs	
	2011-12	2010-11	
Contractor/Subcontractor Charges	28,630.04	20,655.22	
Total	28,630.04	20,655.22	

24. EMPLOYEE BENEFITS EXPENSE		₹ Lacs	
	2011-12	2010-11	
Salaries, Wages and Bonus	2,787.96	2,130.36	
Contribution to Provident and Other Funds	40.38	35.14	
Gratuity Expenses (Note 31)	11.07	79.52	
Staff Welfare Expenses	116.46	124.76	
Total	2,955.87	2,369.78	

25. FINANCE COSTS		₹ Lacs	
	2011-12	2010-11	
Interest expense			
To Banks	3,944.71	2,561.18	
To Others	1,101.37	651.44	
Other borrowing costs/Finance Charges	689.31	851.96	
Total	5,735.39	4,064.58	

Notes to Financial Statements (Contd...)

26. OTHER EXPENSES	₹ Lacs	
	2011-12	2010-11
Rent	358.14	340.22
Travelling Expenses	300.65	307.69
Insurance charges	175.29	156.08
Repairs & Maintenance to:-		
Building	11.51	9.21
Plant and Machinery	31.76	46.64
Others	87.82	89.55
Professional Fees	224.81	79.94
Payment to Auditor	11.61	11.85
Rate, Duties & Taxes	168.01	153.44
Telephone Expenses	89.01	79.19
Power and Fuel	80.22	83.86
Legal Expenses	32.99	87.11
Stationery and Printing Expenses	48.43	41.33
Loss on sale of Fixed Assets (Net)	67.64	41.83
Tender Fees	10.78	28.89
Donation	20.58	12.20
Directors' Sitting Fees	1.00	0.30
Miscellaneous Expenses	1,189.76	437.77
Brokerage and Commission	3.96	8.58
Bad Debts/Advances/Deposits Written Off	40.80	1,027.17
Site Expenses	1,492.49	1,377.99
Machinery Rent-Hire Charges	1,361.17	682.82
Total	5,808.42	5,103.66

Payment to auditor:	₹ Lacs	
	2011-12	2010-11
For Statutory Audit	10.50	10.50
For Other Services	1.10	1.35
For Reimbursement of Expenses	0.01	-
Total	11.61	11.85

Notes to Financial Statements (Contd...)

27. Earnings per Share :

₹ Lacs

		As At 31.03.2012	As At 31.03.2011
Basic and Diluted :			
Earnings for the purpose of basic and diluted earnings per share (Net Profit for the year) (₹)	A	2351.46	2579.82
Number of Equity Shares Outstanding at the Beginning of the year		72.57	72.57
Number of Equity Shares issued during the year		25.00	-
Number of Equity Shares at the end of the year		97.57	72.57
Weighted average number of Equity Shares outstanding during the year for computing basic earnings per share	B	89.56	72.57
Add: effect of dilutive issue of shares/options		-	16.70
Weighted average number of Equity Shares outstanding during the year for computing dilutive earnings per share	C	89.56	89.27
Nominal value per equity share (₹)		10	10
Basic earnings per share (₹)	A/B	26.26	35.55
Dilutive earnings per share (₹)	A/C	26.26	28.90

28. Contingent Liabilities not provided for :

₹ Lacs

Particulars		As At 31.03.2012	As At 31.03.2011
Disputed Service Tax demand		613.74	613.74
Disputed Works Contract Tax		85.23	85.23
Disputed demand of Income Tax Authority		-	7.25
Guarantees given by bankers on behalf of the Company		24327.97	26913.81
Uncalled liability on shares partly paid		68.55	59.83
Guarantee given by Company on behalf of subsidiary		3400.00	-

29. Interests in Joint Ventures:

The Group's interests in jointly controlled entities are:

Sr. No.	Name of Joint Ventures	Description of interest	Proportion of ownership interest as at 31 st March, 2012	Proportion of ownership interest as at 31 st March, 2011	Country of Residence
1	Tehran Jonoob - Jaihind Consortium	Laying of pipelines contract entered with GAIL for Dabhol -Panvel pipeline project.	98%	98%	India
2	JPL-KBR Joint Venture	Laying of Sewerage line contract entered with Bangalore Water Supply And Board-Bangalore	51%	51%	India
3	JPL-Morpol Consortium	Gas Supply to PHCN Power Plant at Papalanto, Ogun State, Nigeria.	50%	-	Nigeria

Notes to Financial Statements (Contd...)

The Company's interest in these Joint Ventures is reported as Long Term Investments (Note-13) and stated at cost. The Company's proportionate share in the assets, liabilities, income and expenses etc. (each without elimination of the effect of transactions between the Company and the Joint Venture) in the said Joint Ventures is given below:

Particulars	₹ Lacs	
	As At 31.03.2012	As At 31.03.2011
Net Fixed Assets	-	-
Net Current Assets	97.55	-
Loans & Borrowings	-	-
Incomes	3636.36	611.74
Expenses (including Depreciation & Taxation)	2788.92	628.96
Contingent Liabilities	-	-
Capital Commitments (estimated amount of contracts remaining to be executed)	-	-

30. Micro, Small and Medium scale business entities :

There are no dues to Micro & Small Enterprises as at March 31, 2012. This information is required to be disclosed under the Micro, Small & Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

31. Employee Benefits :

The disclosures required under Accounting Standard 15 (Revised) "Employee Benefits" notified in the Companies (Accounting Standards) Rules 2006 are given below:

Defined Contribution Plan

Amount towards Defined Contribution Plan have been recognised under "Contribution to Provident and Other Funds" in Note 24 : ₹ 31.84 Lacs (Previous Year- ₹ 32.39 Lacs)

Defined Benefit Plans

The Company has defined benefit plans for gratuity to eligible employees. The details of these defined benefit plans recognised in the financial statements are as under:

General Description of the Plan:

The Company operates a defined benefit plan (the Gratuity Plan) covering eligible employees, which provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employees salary and the tenure of employment.

Status of gratuity plan as required under AS 15 (Revised):

Particulars	₹ Lacs	
	Gratuity	
	2011-2012	2010-2011
i Expenses recognized in Profit & Loss Account for the period ended March 31, 2012		
Current service cost	18.81	20.96
Interest Cost	10.29	4.01
Expected return on Plan Assets	-	-
Net actuarial Losses/ (Gains)	(20.49)	54.55
Total Expenses	8.61	79.52
ii Reconciliation of Opening and Closing balances of changes in present value of the Defined Benefit Obligation		
Opening Defined Benefit Obligation as on April 1, 2011	124.74	48.65
Service cost	18.81	20.96
Interest cost	10.29	4.01
Actuarial Losses/ (Gains)	(20.49)	54.55
Losses /(Gains) on curtailments	-	-
Liabilities extinguished on settlements	-	-
Benefits paid	(27.76)	(3.43)
Closing Defined Benefit Obligation as at March 31, 2012	105.59	124.74

Notes to Financial Statements (Contd...)

Particulars	Gratuity			
	2011-2012	2010-2011		
iii Reconciliation of Opening and Closing balances of changes in fair value of Plan Assets				
Opening fair value of Plan Assets as at April 1, 2011	-	-		
Expected return on Plan Assets	-	-		
Actuarial Losses /(Gains)	-	-		
Assets distributed on settlements	-	-		
Contributions by employer	-	-		
Benefits paid	-	-		
Closing balance of fair value of Plan Assets as at March 31, 2012	-	-		
iv Net Liability recognized in the Balance Sheet as at March 31, 2012				
Defined Benefit Obligation	105.59	124.74		
Fair Value of Plan Assets	105.59	124.74		
Present Value of Unfunded Obligation recognized as liability as at March 31, 2012		-		
v Actual Return On Plan Assets		-		
vi Actuarial Assumptions				
Discount Rate (%)	8.50%	8.25%		
Expected rate of return on Plan Assets	N.A.	N.A.		
Expected rate of salary increase (6.5%)	6.50%	6.50%		
Mortality	LIC (1994-96) published table of rates			
Withdrawal Rates	5% at younger ages reducing to 1% at older age			
Retirement Age	60 Years			
Actuarial Valuation Method	Projected Unit Credit Method			
v Net Asset/(Liability) recognized in Balance Sheet (including experience adjustment impact)				
	2011-12	2010-11	2009-10	2008-09
Present Value of Defined Benefit Obligation	105.59	124.74	48.65	45.19
Fair Value of Plan Assets	-	-	-	-
Status [Surplus/(Deficit)]	(105.59)	(124.74)	(48.65)	(45.19)
Experience Adjustment on Plan Liabilities	(17.41)	54.55	(2.26)	-

Notes to Financial Statements (Contd...)

32. DISCLOSURE OF TRANSACTIONS BETWEEN THE COMPANY AND RELATED PARTIES AND THE STATUS OF OUTSTANDING BALANCES AS ON 31st MARCH, 2012

(₹ Lacs)

Related Party Transactions summary	Enterprises where control exists				Joint Ventures		Key Management Personnel		Relatives of Key Management Personnel		Total	
	Subsidiaries		Others		2012	2011	2012	2011	2012	2011	2012	2011
	2012	2011	2012	2011								
1 Services Received	8,718.58	453.00	-	1,363.67	-	-	-	-	-	-	8,718.58	1,816.67
2 Services Rendered	-	-	14,059.18	11,318.34	1,758.31	1,097.60	-	-	-	-	15,817.49	12,415.94
3 Remuneration	-	-	-	-	-	-	224.44	195.14	36.62	39.71	261.06	234.85
4 Loans Taken	419.38	-	514.00	-	-	-	69.00	100.78	-	17.82	1,002.38	118.60
5 Loans Repaid	-	-	-	-	-	-	62.75	3.00	-	-	62.75	3.00
6 Loan Given	-	150.62	-	-	-	-	-	-	-	-	-	150.62
7 Repayment of Loan by the Related Party	150.62	-	-	-	-	-	-	-	-	-	150.62	-
8 Investment in Subsidiaries	631.00	55.39	-	-	-	-	-	-	-	-	631.00	55.39
9 Expenses Recovered	142.39	64.02	413.52	0.43	40.19	-	-	-	-	-	596.11	64.45
10 Advances for Expenses	-	-	-	-	-	-	24.63	4.06	2.38	8.58	27.01	12.64
11 Rent Received	4.90	1.52	214.47	-	-	-	-	-	-	-	219.37	1.52
12 Rent Paid	-	-	18.00	15.30	-	-	-	-	-	-	18.00	15.30
13 Purchase of Assets	753.38	63.18	-	-	-	-	-	-	-	-	753.38	63.18
14 Purchase of Material	26.03	-	-	-	-	-	-	-	-	-	26.03	-
15 Mobilization Advance Paid/ Adjusted During the year (Net)	110.51	17.64	-	-	-	-	-	-	-	-	110.51	17.64
16 Dividend Paid	-	-	29.90	10.29	-	-	14.80	14.92	5.31	6.20	50.01	31.41
17 Money Received Against Share Warrants	-	-	74.50	806.00	-	-	-	-	1.50	3.00	76.00	809.00
18 Guarantees Given	3,400.00	-	-	-	-	-	-	-	-	-	3,400.00	-
Part 2 : Balance at the end of the period												
1 Payable	1,434.87	-	5.40	393.62	-	313.64	-	-	-	-	1,440.27	707.26
2 Receivable	534.41	87.15	9,583.96	6,513.89	848.82	443.42	-	-	-	-	10,967.19	7,044.46
3 Loans Taken	419.38	-	514.00	-	-	-	17.38	11.13	7.37	7.37	958.13	18.50
4 Advances for Expenses	-	-	-	-	-	-	16.72	0.76	1.07	1.12	17.79	1.88
5 Investment in Subsidiaries	686.39	55.39	-	-	-	-	-	-	-	-	686.39	55.39
6 Capital Advances	80.01	-	-	-	-	-	-	-	-	-	80.01	-
	17,511.85	947.91	25,426.94	20,421.54	2,647.32	1,854.66	429.72	329.79	54.26	83.80	46,070.08	23,637.70

INFORMATION REGARDING SIGNIFICANT TRANSACTIONS/BALANCES

RELATED PARTY TRANSACTIONS SUMMARY				RELATED PARTY TRANSACTIONS SUMMARY			
	2012	2011		2012	2011		
1 Services Received			10 Advances for Expenses				
Jaihind Infratech Projects Pvt. Ltd.	1,673.40	453.00	Mr. Prakash L. Hinduja	-	2.57		
DCOM Systems Limited	-	1,363.67	Mr. Gaurav P Hinduja	11.29	-		
Jaihind Green Energy Limited	7,045.18	-	Mr. Mukesh Keswani	9.76	-		
			Mr. G. Prasad	3.03	-		
2 Services Rendered			Mr. Sanjay L Pandey	2.02	7.37		
DCOM Systems Limited	14,059.18	11,318.34	Mr. Lallan R. Pandey	0.54	1.49		
JPL KBR Consortium	1,758.31	1,097.60					
3 Remuneration			11 Rent Received				
Mr. Prakash L. Hinduja	132.00	121.44	Jaihind Infratech Projects Pvt. Ltd.	2.25	0.60		
Mr. Lallan R. Pandey	10.50	24.31	DCOM Systems Limited	214.47	-		
			Jaihind Offshore Services Pvt. Ltd.	1.20	0.20		
			Newtone Solar Pvt. Ltd.	0.36	0.18		

Notes to Financial Statements (Contd...)

RELATED PARTY TRANSACTIONS SUMMARY			RELATED PARTY TRANSACTIONS SUMMARY		
	2012	2011		2012	2011
4 Loans Taken			Jaihind Green Energy Limited	1.09	0.54
Mr. Prakash L. Hinduja	69.00	95.78	12 Rent Paid		
Newtonne Machinery Pvt. Ltd.	419.38	-	DCOM Systems Limited	18.00	15.30
DCOM Systems Limited	514.00	-	13 Purchase of Assets		
Mrs. Nita P. Hinduja	-	12.00	Newtonne Machinery Pvt. Ltd.	753.38	63.18
5 Loans Repaid			14 Purchase of Material		
Mr. Prakash L. Hinduja	60.75	-	Newtonne Machinery Pvt. Ltd.	26.03	-
Mr. Lallan R. Pandey	2.00	3.00	15 Mobilization Advance Paid/ Adjusted During the year (Net)		
6 Loan Given			Jaihind Infratech Projects Pvt. Ltd.	110.51	17.64
Newtonne Machinery Pvt. Ltd.	-	150.62	16 Dividend Paid		
7 Repayment of Loan by the Related Party			Mr. Prakash L. Hinduja	13.45	13.45
Newtonne Machinery Pvt. Ltd.	150.62	-	Mrs. Nita P Hinduja	5.10	6.10
8 Investment in Subsidiaries			DCOM Systems Limited	29.90	10.29
Jaihind Infratech Projects Pvt. Ltd.	630.00	30.00	17 Money Received Against Share Warrants		
Jahind (Mauritius) Limited	-	18.53	DCOM Systems Limited	74.50	806.00
9 Expenses Recovered			18 Guarantees Given		
Jaihind Infratech Projects Pvt. Ltd.	88.33	3.67	Jaihind Infratech Projects Pvt. Ltd.	3,400.00	-
Jaihind Green Energy Limited	51.80	34.21	4 Advances for Expenses		
Newton Solar Pvt. Ltd.	-	23.93	Mr. Gaurav P Hinduja		
DCOM Systems Limited	413.52	-	Mr. Mukesh Keswani	13.65	-
Part 2 : Balance at the end of the period:			Mr. Sanjay L Pandey	2.83	-
1 Payable			Mr. Vashist L Pandey	1.07	0.41
Jaihind Green Energy Limited	1434.87	-	Mr. Lallan R. Pandey	-	0.71
Laltech Engineering Projects Ltd.	-	256.13			0.58
DCOM Systems Limited	5.40	137.49	5 Investment in Subsidiaries		
Tehran Janoon Jaihind Consortium	-	313.64	Jaihind Infratech Projects Pvt. Ltd.	660.00	30.00
2 Receivable			Jaihind (Mauritius) Limited	18.53	18.53
DCOM Systems Limited	9583.96	6513.89	6 Capital Advances		
3 Loans Taken			Newton Solar Pvt. Ltd.	80.01	-
Mr. Prakash L. Hinduja	17.38	9.13			
Newtonne Machinery Pvt. Ltd.	419.38	-			
DCOM Systems Limited	514.00	-			
Mr. Lallan R. Pandey	-	2.00			
Mrs. R. L. Hinduja	5.82	5.82			

33. Segment Reporting:

The company operates in a single business segment i.e. "Laying of Pipes". In the context of Accounting Standard 17, on Segment Reporting issued by Institute of Chartered Accountants of India, is considered to constitute one single primary segment.

34. Derivative Instruments :

The Company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and forecasted transactions. The use of foreign currency forward contracts is governed by the Company's strategy approved by the Board of Directors, which provide principles on the use of such forward contracts consistent with the Company's Risk Management Policy. The Company does not use forward contracts for speculative purposes.

i) Outstanding Forward Exchange Contracts entered into by the Company on account of borrowings:

As at	No. of Contracts	US \$ Equivalent (Lacs)	INR Equivalent (₹ Lacs)
March 31, 2012	-	-	-
March 31, 2011	1	50.00	2268.48

Expenditure on account of premium on forward exchange contracts to be recognized in the profit and loss of subsequent accounting period aggregates to ₹ Nil Lacs (Previous year: ₹ 72.61).

Notes to Financial Statements (Contd...)

- ii) The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:

	As at March 31, 2012		As at March 31, 2011	
	US \$ Equivalent (Lacs)	INR Equivalent (₹ Lacs)	US \$ Equivalent (Lacs)	INR Equivalent (₹ Lacs)
Bank Borrowings	110.00	5627.60	-	-

35. Disclosures in respect of incomplete contracts in accordance with Accounting Standard-7 (Revised): ₹ Lacs

Particulars	2011-12	2010-11
(a) Contract revenues	23167.67	18491.30
(b) Aggregate costs incurred and recognized profits (less recognized losses) to date for contract in progress	19293.54	17783.00
(c) Advances received	1924.94	2202.32
(d) Retention Money	481.93	291.61
(e) Gross amount due from customers for contract work	15600.95	11426.74
(f) Gross amount due to customers for contract work	2697.43	1548.41

36. Expenses in foreign currency and CIF Value of Imports : ₹ Lacs

Particulars	2011-12	2010-11
a) CIF Value of Imports:		
Purchase of Raw Materials	235.19	156.35
Purchase of Fixed Assets	905.91	133.13
b) Expenditure in Foreign Currencies:		
Travelling & Other Expenses	11.61	575.68
Interest Expenses	30.43	-

c) Value of Raw Materials Consumed:

	2011-12		2010-11	
	₹ Lacs	%	₹ Lacs	%
Raw Materials				
Imported origin	220.65	3.49	1.40	0.02
Indigenous	5885.56	96.39	7529.15	99.98
Total	6106.21	100.00	7530.55	100.00

37. The Company is yet to obtain balance confirmations from some of the debtors, creditors and parties to whom advances and deposits have been given. Adjustments, if necessary, will be made on receipt thereof.

38. In view of the notification issued by the Central Government, the financial statements for the year ended 31st March, 2012 have been prepared as per requirements of the Revised Schedule VI to the Company Act, 1956. This has significantly impacted the disclosure and presentation made in the financial statements. Previous year's figures have been accordingly regrouped/ reclassified wherever necessary to correspond with the current year's classification / disclosure.

As per our report of even date
For, Deloitte Haskins & Sells
Chartered Accountants

(Gaurav J. Shah)
Partner
(Membership No. : 35701)
Place : Ahmedabad
Date : May 30, 2012

For and on Behalf of the Board

(Prakash L. Hinduja) (Mukesh Keswani)
Chairman & Managing Director Director

Vinodini Rao
Company Secretary

Place : Ahmedabad
Date : May 30, 2012

Consolidated Auditors' Report

TO THE BOARD OF DIRECTORS OF
JAIHIND PROJECTS LIMITED

1. We have audited the attached Consolidated Balance Sheet of **JAIHIND PROJECTS LIMITED** ("the Company"), and its subsidiaries and jointly controlled entities (the Company, its subsidiaries and jointly controlled entities constitute "the Group") as at 31st March, 2012 the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement of the Group for the year ended on that date, both annexed thereto. The Consolidated Financial Statements include investments in the jointly controlled entities accounted in accordance with Accounting Standard 27 (Financial Reporting of Interests in Joint Ventures) as notified under the Companies (Accounting Standards) Rules, 2006. These financial statements are the responsibility of the Company's Management and have been prepared on the basis of the separate financial statements and other financial information regarding components. Our responsibility is to express an opinion on these Consolidated Financial Statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and the disclosures in the financial statements. An audit also includes assessing the accounting principles used and the significant estimates made by the Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. We did not audit the financial statements of the subsidiaries and joint ventures, whose financial statements reflect total assets of ₹ 16,375.61 Lacs as at 31st March, 2012, total revenues of ₹ 14,770.98 Lacs and net cash inflows amounting to ₹ 443.75 Lacs for the year ended on that date as considered in the Consolidated Financial Statements. These financial statements have been audited by other auditors whose reports have been furnished to us and our opinion in so far as it relates to the amounts included in respect of these subsidiaries and joint ventures is based solely on the reports of the other auditors.
4. We report that the Consolidated Financial Statements have been prepared by the Company in accordance with the requirements of Accounting Standard 21 (Consolidated Financial Statements) and Accounting Standard 27 (Financial Reporting of Interests in Joint Ventures) as notified under the Companies (Accounting Standards) Rules, 2006.
5. Based on our audit and on consideration of the separate audit reports on individual financial statements of the Company, its aforesaid subsidiaries and joint ventures and to the best of our information and according to the explanations given to us, in our opinion, the Consolidated Financial Statements give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (i) in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at 31st March, 2012;
 - (ii) in the case of the Consolidated Statement of Profit and Loss, of the profit of the Group for the year ended on that date and
 - (iii) in the case of the Consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Registration No. 117365W)

Gaurav J. Shah
Partner
(Membership No. 35701)

AHMEDABAD, 30th May, 2012

Consolidated Balance Sheet As At 31st March, 2012

Particulars	Notes	₹ Lacs	
		As at 31.03.2012	As at 31.03.2011
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2	975.74	725.74
(b) Reserves and Surplus	3	13,353.25	9,647.12
(c) Money received against Share Warrants	4	-	1,424.00
(2) Minority Interest		1,517.67	1,534.92
(3) Non-Current Liabilities			
(a) Long-Term Borrowings	5	10,416.11	1,397.26
(b) Deferred Tax Liabilities (Net)	6	2,128.56	881.85
(c) Long-Term Provisions	7	96.70	116.14
(4) Current Liabilities			
(a) Short-Term Borrowings	8	30,351.20	22,366.05
(b) Trade Payables	9	14,944.38	13,766.56
(c) Other Current Liabilities	10	23,329.86	12,092.29
(d) Short-Term Provisions	11	1,113.69	1,176.61
Total		98,227.16	65,128.54
II. ASSETS			
(1) Non-current assets			
(a) Fixed Assets	12		
(i) Tangible Assets		28,355.92	11,782.59
(ii) Intangible Assets		24.27	37.07
(iii) Intangible Assets under Development		52.35	-
(b) Non-Current Investments	13	-	10.00
(c) Long Term Loans and Advances	14	1,311.30	289.62
(d) Other Non-Current Assets	15	5.34	-
(2) Current assets			
(a) Current Investments	16	5.00	5.00
(b) Inventories	17	7,542.36	3,118.14
(c) Trade Receivables	18	43,991.35	30,672.56
(d) Cash and Cash Equivalents	19	5,793.88	8,991.50
(e) Short-Term Loans and Advances	14	7,635.06	4,730.77
(f) Other Current Assets	15	3,510.33	5,491.29
Total		98,227.16	65,128.54

SIGNIFICANT ACCOUNTING POLICIES

1

NOTES TO ACCOUNTS

28-38

As per our report of even date
For, **Deloitte Haskins & Sells**
Chartered Accountants

For and on Behalf of the Board

(Gaurav J. Shah)
Partner
(Membership No. : 35701)

(Prakash L. Hinduja)
Chairman & Managing Director

(Mukesh Keswani)
Director

Place : Ahmedabad
Date : May 30, 2012

(Vinodini Rao)
Company Secretary

Place : Ahmedabad
Date : May 30, 2012

Consolidated Statement of Profit and Loss for the Year Ended On 31st March, 2012

₹ Lacs

	Notes	2011-12	2010-11
INCOMES			
Revenue from Operations	20	56,460.31	43,755.02
Other Income	21	929.98	667.78
Total Revenue		57,390.29	44,422.80
EXPENSES			
Cost of Materials Consumed	22	8,941.77	7,814.08
Changes in Inventories of Work-In-Progress	23	(138.89)	(71.38)
Contractor/ Sub Contracting Charges	24	26,884.69	20,323.36
Employee Benefits Expense	25	3,473.89	2,448.08
Finance Costs	26	5,923.64	4,078.39
Depreciation and amortization expense	12	865.60	603.00
Other Expenses	27	6,943.01	5,352.56
Total Expenses		52,893.71	40,548.09
Profit before tax		4,496.58	3,874.71
Tax expenses:			
- Current Tax		1,104.80	1,083.38
- MAT Credit Entitlement		(714.06)	-
- Deferred Tax		1,246.69	214.41
- Short Provision for Income Tax		55.62	18.23
Profit after tax		2,803.52	2,558.69
Less Minority Interest		(47.77)	(11.22)
Profit for the year		2,851.29	2,569.91
Earnings per Equity Share (Face Value of ₹10 each):			
Basic (in ₹)	28	31.84	35.41
Diluted (in ₹)	28	31.84	28.79
SIGNIFICANT ACCOUNTING POLICIES	1		
NOTES TO ACCOUNTS	28-38		

As per our report of even date
For, Deloitte Haskins & Sells
Chartered Accountants

(Gaurav J. Shah)
Partner
(Membership No. : 35701)
Place : Ahmedabad
Date : May 30, 2012

For and on Behalf of the Board

(Prakash L. Hinduja)
Chairman & Managing Director

(Mukesh Keswani)
Director

Vinodini Rao
Company Secretary

Place : Ahmedabad
Date : May 30, 2012

Consolidated Cash Flow Statement for the Year Ended On 31st March, 2012

		₹ Lacs	
Sr. No.	Particulars	2011-12	2010-2011
A	Cash flow from Operating Activities		
	Net profit before tax and extra ordinary items	4496.58	3874.71
	Adjustments for :		
	Depreciation/ Amortization	865.60	603.00
	Interest Income	(428.56)	(305.26)
	Unrealised Foreign Exchange (Net)	(12.21)	(0.67)
	Credit Balances Written Back	(2.25)	(12.75)
	Preliminary Expenses Written Off	-	1.30
	Interest and Financial Charges	5,923.64	4,078.39
	Provision for Diminution in the value of Investments	-	0.11
	Bad Debt Written Off	40.80	1,039.14
	Provision for Retirement Benefits	-	76.09
	Provision for Doubtful Debt	-	-
	Loss on Sale of Fixed Assets (Net)	67.64	41.83
	Operating Profit before Working Capital Changes	10,951.24	9,395.89
	Adjustments for :		
	Trade & other receivables	(14,859.80)	(16,343.82)
	Inventories	(4,424.22)	(1,435.75)
	Loan and Advances	(335.64)	(3,700.13)
	Trade Payable & Other Liabilities	8,591.65	15,120.93
	Cash generated from Operations	(76.77)	3,037.12
	Direct taxes Paid (Net of Income Tax Refund)	(939.25)	(1,070.05)
	Cash flow before Extra Ordinary Items	(1,016.02)	1,967.07
	Extra ordinary Items	-	-
	Net Cash from Operating Activities	(1,016.02)	1,967.07
B	Cash Flow from Investing Activities		
	Purchase of Fixed Assets	(17,561.26)	(3,789.22)
	Change in Capital Work in Progress	(52.35)	1,550.94
	Interest received	525.54	305.26
	Pre Operative Expenses	-	(8.94)
	Proceeds from Sale of Fixed Assets	67.64	135.92
	Investment in Fixed Deposit - SSNNL	10.00	(10.00)
	Net Cash Used in Investing Activities	(17,010.43)	(1,816.04)
C	Cash flow from Financing Activities		
	Proceeds from Borrowings (Net)	20,660.41	4,829.80
	Interest & Financial Charges Paid	(5,767.45)	(4,036.10)
	Proceeds from Preferential Allotment of Warrants	76.00	809.00
	Change in Minority Interest	(30.52)	1,546.14
	Dividend Paid (Including Corporate Dividend Tax)	(109.61)	(81.55)
	Net Cash flow from Financing Activities	14,828.83	3,067.29
	NET DECREASE IN CASH AND CASH EQUIVLENTS (A+B+C)	(3,197.62)	3,218.32
	Cash & Cash Equivalents at the beginning of the year	8,991.50	5,773.18
	Cash & Cash Equivalents at the end of the year	5,793.88	8,991.50

- Notes:
1. Cash and Cash Equivalents represents Cash and Bank Balances. (Refer Note -19)
 2. Fixed Deposits of ₹3,391.45 Lacs (Previous Year ₹3,885.39 Lacs) are pledged with banks towards Letters of Credit / Bank Guarantees.
 3. The Previous year's figures have been regrouped / rearranged wherever necessary.
 4. The Cash Flow Statement has been prepared under the "indirect method" as set out in AS-3 on Cash Flow Statement issued by the Institute of Chartered Accountants of India.

As per our report of even date
For, **Deloitte Haskins & Sells**
Chartered Accountants

(Gaurav J. Shah)
Partner
(Membership No. : 35701)
Place : Ahmedabad
Date : May 30,2012

For and on Behalf of the Board

(Prakash L. Hinduja) (Mukesh Keswani)
Chairman & Managing Director Director

Vinodini Rao
Company Secretary

Place : Ahmedabad
Date : May 30,2012

Notes to Consolidated Financial Statements

1. Significant accounting policies:

1.1 General:

The financial statements are prepared on accrual basis under the historical cost convention and to comply in all material aspects with applicable accounting principles in India, the accounting standards and the relevant provisions of the Companies Act, 1956.

1.2 Basis of Preparation of Consolidated Financial Statements

The Consolidated Financial Statements relate to Jaihind Projects Limited (the Company) and its subsidiaries and joint ventures. The Consolidated Financial Statements are prepared in accordance with AS 21 - "Consolidated Financial Statements" and AS 27 - "Financial Reporting of Interests in Joint Ventures" notified u/s 211(3C) of the Companies Act, 1956. The Consolidated Financial Statements are prepared by adopting uniform accounting policies between the group companies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's separate financial statements.

1.3 (a) The Subsidiaries (which along with Jaihind Projects Limited, the parent, constitute the Group) considered in the preparation of these Consolidated Financial Statements are:

Name	Country of Incorporation	Percentage of ownership interest as at March, 31	
		2012	2011
Jaihind Infratech Projects Pvt Ltd*	India	97	60
Newtonne Machinery Pvt Ltd	India	60	60
Jaihind Green Energy Ltd	India	100	100
Jaihind Offshore Services Pvt Ltd	India	100	100
Jaihind (Mauritius) Ltd	Mauritius	100	100
JPL (UAE) Ltd (a 100% subsidiary of Jaihind Mauritius Ltd)	UAE	100	100
JPL Projects FZE (a 100% subsidiary of Jaihind Mauritius Ltd)	Sharjah	100	100
Newton Solar Pvt Ltd@	India	26	26
Jaihind Infratech Projects Pvt Ltd	India	100	-

* Part of the year

@ By virtue of Management control

(b) Interests in Joint Ventures:

The Group's interest in these joint ventures is accounted for using proportionate consolidation. The Group's interests in jointly controlled entities (incorporated Joint Ventures) are:

Name	Country of Incorporation	Percentage of ownership interest as at March, 31	
		2012	2011
Tehran Jonoob - Jaihind Consortium	India	98	98
JPL - KBR Joint Venture	India	51	51
JPL Morpol Consortium*	Nigeria	50	-

* Part of the year

1.4 Principles of Consolidation

These Consolidated Financial Statements have been prepared by consolidation of the financial statements of the Company and its subsidiaries on a line-by-line basis after fully eliminating the inter-company transactions.

1.5 Principles of Proportionate Consolidation

The proportionate consolidated Financial Statements relate to the Jaihind Projects Ltd and have been accounted for in accordance with AS 27 (Financial Reporting of Interests in Joint Ventures) issued by the Institute of Chartered Accountants of India. The proportionate consolidated financial statements are prepared on the following basis:

Interests in the assets, liabilities, income and expenses of the Joint Ventures are consolidated using proportionate consolidation method. Intra group balances, transactions and unrealized profits/losses are eliminated to the extent of the Company's proportionate share, except where cost cannot be recovered.

1.6 Other Significant Accounting Policies

These are set out under "Significant Accounting Policies" as given in the Standalone Financial Statements of Jaihind Projects Limited.

Notes to Consolidated Financial Statements (Contd...)

	₹ Lacs	
	As at March 31, 2012	As at March 31, 2011
Authorized		
2,50,00,000 (Previous Year 1,00,00,000) Equity Shares of ₹ 10 each	2,500.00	2,500.00
	2,500.00	2,500.00
Issued, Subscribed & Paid up		
97,57,443 (Previous Year 72,57,443) Equity Shares of ₹ 10 each	975.74	725.74
Total	975.74	725.74

The Company has only one class of shares referred to as equity shares having par value of ₹ 10/-. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

The details of shareholder holding more than 5% shares is set out as below:

Name of Shareholders	As at March 31, 2012		As at March 31, 2011	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Prakash L Hinduja	13,56,249	13.90%	11,44,740	15.77%
Dcom Systems Limited	46,35,997	47.51%	10,28,843	14.18%
Neeta P Hinduja	6,21,109	6.36%	609,600	8.40%

The reconciliation of the number of shares outstanding is set out as below:

	As at March 31, 2012		As at March 31, 2011	
	No. Lacs	₹ Lacs	No. Lacs	₹ Lacs
Number of Equity Shares outstanding at the beginning of the year	72.57	725.74	72.57	725.74
Shares issued during the year	25.00	250.00	-	-
Shares bought back during the year	-	-	-	-
Number of Equity Shares outstanding at the end of the year	97.57	975.74	72.57	725.74

Notes to Consolidated Financial Statements (Contd...)

3. RESERVES AND SURPLUS		₹ Lacs	
		As at March 31, 2012	As at March 31, 2011
a.	Capital Reserves	154.35	154.35
b.	Securities Premium		
	Opening Balance	2,113.70	2,113.70
	Add : Receipts on conversion of Share warrants	1,250.00	-
	Closing Balance	3,363.70	2,113.70
c.	General Reserve		
	Opening Balance	222.99	122.99
	Add: Transferred from Surplus	-	100.00
	Closing Balance	222.99	222.99
d.	Foreign Currency Translation Reserve		
	Opening Balance	20.04	-
	Add: Adjustment for translation of Non-Integral Foreign Operations	(366.01)	20.04
	Closing Balance	(345.97)	20.04
e.	Surplus		
	Opening balance	7,136.04	4,750.76
	Add: Profit for the year	2,851.29	2,569.91
	Amount available for Appropriations	9,987.33	7,320.67
	Appropriations:		
	Proposed Dividend	-	72.57
	Dividend on conversion of Share Warrants	25.00	-
	Corporate Dividend Tax	4.15	12.06
	Amount transferred to General Reserve	-	100.00
	Closing Balance	9,958.18	7,136.04
	Total	13,353.25	9,647.12

4. SHARE WARRANTS		₹ Lacs	
		As at March 31, 2012	As at March 31, 2011
	Money received against Share Warrants	-	1,424.00
	Total	-	1,424.00

In terms of the approval of the shareholders of the Company and as per the applicable statutory provisions including Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, the Company, on February 26, 2010 had allotted 24,90,000 share warrants to the Promoter Group on preferential basis, entitling them to apply for and obtain allotment of one equity shares of ₹ 10 each at a premium of ₹ 50 per equity share. On 27th July, 2011, the Promoter Group had exercised the option to convert 24,90,000 share warrants into equity shares which resulted in increase in paid up capital by ₹ 250 Lacs. Hence, at the end of the year, the Company had no warrants outstanding for conversion.

5. LONG-TERM BORROWINGS		₹ Lacs			
Particulars	Non Current portion		Current maturities		
	As at	As at	As at	As at	
	March 31, 2012	March 31, 2011	March 31, 2012	March 31, 2011	
Term Loans- Secured					
From Banks					
Rupee Loans	620.74	322.89	3,530.63	409.40	
Foreign Currency Loans	5,627.60	-	-	-	
From Financial Institutions	4,167.77	1,074.37	2,365.52	1,851.18	
	10,416.11	1,397.26	5,896.15	2,260.58	
Amount disclosed under the head "Other Current Liabilities" (Note 10)	-	-	(5,896.15)	(2,260.58)	
Total	10,416.11	1,397.26	-	-	

Notes to Consolidated Financial Statements (Contd...)

- a. Loans from banks for purchase of vehicles and Machineries [total outstanding - ₹ 4151.37 lacs (Previous year: ₹ 732.29 lacs)] are secured against the vehicles and Machineries purchased out of those loans. The loans are repayable, in equated monthly instalments, by August, 2016.
- b. Term loans External Commercial Borrowings (ECB's) for part finance for the Solar photovoltaic Based Power Plant [total outstanding - USD 11 Million (Previous year: USD NIL Million)] are secured against the 5 MW Solar Power Plant. The loans are repayable, in 18 equal half yearly installments commencing at the end of 18th month from the date of first disbursement. i.e. 21st November 2011
- c. Loans from financial Institutions for purchase of vehicles and Machineries [total outstanding - ₹ 6510.71 lacs (Previous year: ₹ 2925.55 lacs)] are secured against the vehicles and Machineries purchased out of those loans. The loans are repayable, in equated monthly instalments, by July, 2016.
- d. The Company has defaulted in repayment of loans and interest in respect of the following:

Particulars	As at 31 March, 2012		As at 31 March, 2011	
	Period of default	₹ Lacs	Period of default	₹ Lacs
Term loans from banks				
Principal	1 to 3 months	10.52	-	-
Interest		1.35	-	-
Term loans from Financial Institutions				
Principal	1 to 2 months	345.18	-	-
Interest		46.24	-	-

6. DEFERRED TAXES

₹ Lacs

	As at March 31, 2012	As at March 31, 2011
Deferred Tax Assets		
Disallowances under Income Tax Act, 1961	-	29.36
Current year's Carry Forward loss	13.84	-
Deferred Tax Assets	13.84	29.36
Deferred Tax Liabilities		
Opening Balance	881.85	667.44
Related to Fixed Assets	1,250.50	243.77
Disallowances under Income Tax Act, 1961	10.05	-
Deferred tax Liabilities	2,142.40	911.21
Deferred Tax Liabilities (Net)	2,128.56	881.85

7. LONG TERM PROVISIONS

₹ Lacs

	As at March 31, 2012	As at March 31, 2011
Provision for Employee Benefits (Note 32)	96.70	116.14
Total	96.70	116.14

Notes to Consolidated Financial Statements (Contd..)

8. SHORT-TERM BORROWINGS

₹ Lacs

	As at March 31, 2012	As at March 31, 2011
Secured:		
Working Capital Loan from Banks		
Rupee Loans	28,965.23	19,861.44
Foreign Currency Loans	-	2,268.48
	28,965.23	22,129.92
Unsecured:		
Foreign Currency Loans from Banks - Buyers Credit	283.77	-
Loan from directors	17.38	11.33
Interest free Loan from related parties repayable on demand (Note 35)	514.00	-
Loan from shareholders	7.37	8.89
Deposits	19.46	-
Loan From Financial Institutions	543.99	215.91
	1,385.97	236.13
Total	30,351.20	22,366.05

- Working Capital loan from banks are primarily secured against hypothecation of current assets and collaterally against immovable properties, plant & machineries, Fixed Deposits and also personal guarantees of directors.
- Loan from directors and shareholders are interest free and repayable on demand.
- Unsecured Deposits are repayable on demand.
- Loan from financial institutions are repayable in monthly installments of ₹46.03 lacs each by February, 2013.

9. TRADE PAYABLES

₹ Lacs

	As at March 31, 2012	As at March 31, 2011
Trade payables (Note 30)	14,944.38	13,766.56
	14,944.38	13,766.56

10. OTHER CURRENT LIABILITIES

	As at March 31, 2012	As at March 31, 2011
Current maturities of long term borrowings (Note 5)	5,896.15	2,239.73
Interest accrued but not due on borrowings	146.21	28.80
Interest accrued and due on borrowings	38.78	-
Unclaimed dividend	7.24	3.07
Advances from customers	8,947.04	7,331.35
Deposits and retention money	504.29	229.59
Other payables	7,790.21	2,259.75
Total	23,329.86	12,092.29

11. SHORT TERM PROVISIONS

₹ Lacs

	As at March 31, 2012	As at March 31, 2011
Provision for Taxation	1,104.80	1083.38
Proposed Dividend	-	72.57
Provision for Tax on Dividend	-	12.06
Provision for gratuity (Note 32)	8.89	8.60
Total	1,113.69	1,176.61

Notes to Consolidated Financial Statements (Contd...)

12. FIXED ASSETS

₹ Lacs

Sr. No.	Asset	Gross Block (At Cost)				As At March 31, 2012	Depreciation/Amortisation			Net Block	
		As At April 01, 2011	Additions	Borrowing cost Capitalised	Deletions/ Adjustments		As At April 01, 2011	For the Year	Deletions/ Adjustments	As At March 31, 2012	As At March 31, 2012
a	Tangible Assets:										
	Land	258.44	55.52	-	-	313.96	-	-	-	313.96	258.44
	Buildings	2,047.70	81.17	-	22.19	2,106.68	23.53	34.22	4.82	52.93	2,024.17
	Plant and Equipments	9,725.60	16,330.83	498.17	154.86	26,399.74	1,439.24	629.39	81.40	1,987.23	8,286.36
	Furniture and Fixtures	270.41	37.26	-	-	307.67	93.95	18.12	-	112.07	176.46
	Construction and other Vehicles	1,309.38	509.38	-	77.32	1,741.44	380.20	138.38	33.50	488.08	929.18
	Computers	231.72	44.40	-	0.30	275.82	123.74	28.37	0.03	152.08	107.98
	Total	13,843.25	17,058.56	498.17	254.67	31,145.31	2,060.66	848.48	119.75	2,789.39	11,782.59
b	Intangible Assets:										
	Computer software	83.67	4.32	-	-	87.99	46.60	17.12	-	63.72	37.07
	Total	83.67	4.32	-	-	87.99	46.60	17.12	-	63.72	37.07
	Total (a+b)	13,926.92	17,062.88	498.17	254.67	31,233.30	2,107.26	865.60	119.75	2,853.11	11,819.66
c	Intangible assets under development		52.35	-	-	52.35	-	-	-	-	52.35
	Grand Total	13,926.92	17,115.23	498.17	254.67	31,285.65	2,107.26	865.60	119.75	2,853.11	11,819.66
	Previous Year	10,380.38	3,610.00		241.99	13,748.39	1,570.65	603.00	64.24	2,109.41	10,434.92

13. NON CURRENT INVESTMENTS

₹ Lacs

	As at March 31, 2012	As at March 31, 2011
Non-trade Investments (Valued at Cost unless stated otherwise)		
Investment in Government securities (Unquoted)		
Fixed Deposits with Sardar Sarovar Nigam Limited	-	10.00
	-	10.00
Total	-	10.00
Aggregate amount of unquoted investments	-	10.00

14. LOANS AND ADVANCES

₹ Lacs

	Non-current		Current	
	As at March 31, 2012	As at March 31, 2011	As at March 31, 2012	As at March 31, 2011
Unsecured, Considered good				
Capital advances	393.58	71.82	-	-
Security deposits	158.51	137.00	293.89	-
Loans and advances to Subsidiaries (Note 35)	-	-	9.40	-
Advances recoverable in cash or kind	-	-	4,703.45	2,462.67
Other loans and advances				
Prepaid expenses	45.15	80.80	309.30	537.39
Loans to employees	-	-	13.32	23.01
MAT Credit Entitlement	714.06	-	-	-
Balances with Government authorities	-	-	2,305.70	1,707.70
Total	1,311.30	289.62	7,635.06	4,730.77

Notes to Consolidated Financial Statements (Contd..)

15. OTHER ASSETS ₹ Lacs

	Non-current		Current	
	As at March 31, 2012	As at March 31, 2011	As at March 31, 2012	As at March 31, 2011
Others (Unsecured, Considered good)				
Deposits and Retention money	0.01	-	3,151.91	4,503.11
Interest accrued on fixed deposits	-	-	167.20	264.18
Others	5.33	-	191.22	724.00
Total	5.34	-	3,510.33	5,491.29

16. CURRENT INVESTMENTS ₹ Lacs

	As at March 31, 2012	As at March 31, 2011
Non-trade Investment (Valued at Cost unless stated otherwise)		
Investments in Mutual Funds (Quoted)		
AXIS Equity Fund- Dividend Plan (Market Value -₹ 5.17 Lacs (Previous Year -₹ 5.51 Lacs) 50000 units (Previous Year: 50000) of ₹ 10 each fully paid up	5.00	5.00
Total	5.00	5.00

17. INVENTORIES ₹ Lacs

	As at March 31, 2012	As at March 31, 2011
Materials and components	5,024.17	2,418.55
Stores and spares	327.81	176.84
Loose Tools	2,084.09	98.54
Work in Progress	106.29	424.21
Total	7,542.36	3,118.14

18. TRADE RECEIVABLES ₹ Lacs

	As at March 31, 2012	As at March 31, 2011
Unsecured, considered good		
Outstanding for a period exceeding six months from the date they are due for payment	9,893.61	5,719.41
Other receivables	34,097.74	24,953.15
Total	43,991.35	30,672.56

19. CASH AND CASH EQUIVALENTS ₹ Lacs

	As at March 31, 2012	As at March 31, 2011
Cash and cash equivalents		
Balances with banks		
Current accounts	905.02	2,047.19
Unclaimed Dividend accounts	7.24	3.07
Fixed Deposits*	4,304.56	6,174.73
Cash on hand	163.69	51.84
Others		
Cash at foreign Branch	58.90	0.05
Balance in Foreign Bank accounts	354.47	714.62
Total	5,793.88	8,991.50

* Under lien with banks for bank guarantees in respect of contracts and letter of credit facilities granted by banks of ₹ 3,391.45 lacs (P.Y: ₹ 3,885.39 lacs).

Notes to Consolidated Financial Statements (Contd...)

20. REVENUE FROM OPERATIONS		₹ Lacs
	2011-12	2010-11
Contract & Sales Revenue	56,460.31	43,755.02
Total	56,460.31	43,755.02

21. OTHER INCOME		₹ Lacs
	2011-12	2010-11
Interest on Fixed Deposits	428.56	305.26
Miscellaneous Income	54.47	136.24
Liquidated Damages recovered	444.70	225.61
Foreign Exchange Gain (Net)	2.25	0.67
Total	929.98	667.78

22. COST OF MATERIALS CONSUMED		₹ Lacs
	2011-12	2010-11
Opening Stock	3,046.40	1,682.39
Purchases during the year	13,437.73	9,178.45
	16,484.13	10,860.84
Less: Closing Stock	7,542.36	3,046.76
Total	8,941.77	7,814.08

23. CHANGES IN INVENTORIES OF WORK-IN-PROGRESS		2011-12	2010-11
Inventories at the end of the year:			
Work-in-progress	178.68	71.38	
	178.68	71.38	
Inventories at the beginning of the year:			
Work-in-progress	39.79	-	
	39.79	-	
Total	(138.89)	(71.38)	

24. CONTRACTOR/ SUB CONTRACTING CHARGES		₹ Lacs
	2011-12	2010-11
Contractor/Subcontractor Charges	26,884.69	20,323.36
Total	26,884.69	20,323.36

Notes to Consolidated Financial Statements (Contd...)

25. EMPLOYEE BENEFITS EXPENSE		₹ Lacs	
	2011-12	2010-11	
Salaries, Wages and Bonus	3,129.68	2,204.93	
Contribution to Provident and Other Funds	50.61	36.61	
Gratuity Expenses (Note 32)	11.07	79.52	
Staff Welfare Expenses	282.53	127.02	
Total	3,473.89	2,448.08	

26. FINANCE COSTS		₹ Lacs	
	2011-12	2010-11	
Interest expense			
To Banks	4,070.04	2,569.34	
To Others	1,124.90	652.61	
Other borrowing costs/Finance Charges	728.70	856.44	
Total	5,923.64	4,078.39	

27. OTHER EXPENSES		₹ Lacs	
	2011-12	2010-11	
Rent	374.40	356.01	
Travelling Expenses	324.56	322.27	
Insurance charges	177.94	156.73	
Repairs & Maintenance to:-			
Building	11.51	9.21	
Plant and Machinery	40.16	48.37	
Others	87.82	89.74	
Professional Fees	279.07	121.17	
Payment to Auditor	13.65	13.34	
Rate, Duties & Taxes	179.20	154.36	
Telephone Expenses	98.71	84.04	
Power and Fuel	87.04	88.07	
Legal Expenses	33.02	94.67	
Stationery and Printing Expenses	53.74	45.34	
Loss on sale of Fixed Assets (Net)	67.64	-	
Tender Fees	11.84	32.10	
Donation	23.55	12.20	
Directors' Sitting Fees	1.00	0.30	
Miscellaneous Expenses	1,616.68	559.75	
Brokerage and Commission	4.23	8.77	
Bad Debts/Advances/Deposits Written Off	40.80	1,039.14	
Site Expenses	1,512.34	1,407.54	
Machinery Rent-Hire Charges	1,904.11	709.44	
Total	6,943.01	5,352.56	

Payment to auditor:		₹ Lacs	
	2011-12	2010-11	
For Statutory Audit	12.54	11.99	
For Other Services	1.10	1.35	
For Reimbursement of Expenses	0.01	-	
Total	13.65	13.34	

Notes to Consolidated Financial Statements (Contd...)

28. Earnings per Share :

₹ Lacs

		As At 31.03.2012	As At 31.03.2011
Basic and Diluted :			
Earnings for the purpose of basic and diluted earnings per share (Net Profit for the year) (₹)	A	2851.30	2569.91
Number of Equity Shares Outstanding at the Beginning of the year		72.57	72.57
Number of Equity Shares issued during the year		25.00	-
Number of Equity Shares at the end of the year		97.57	72.57
Weighted average number of Equity Shares outstanding during the year for computing basic earnings per share	B	89.56	72.57
Add: effect of dilutive issue of shares/options		-	16.70
Weighted average number of Equity Shares outstanding during the year for computing dilutive earnings per share	C	89.56	89.27
Nominal value per equity share (₹)		10	10
Basic earnings per share (₹)	A/B	31.84	35.41
Dilutive earnings per share (₹)	A/C	31.84	28.79

29. Contingent Liabilities not provided for :

₹ Lacs

Particulars		As At 31.03.2012	As At 31.03.2011
Disputed Service Tax demand		613.74	613.74
Disputed Works Contract Tax		85.23	85.23
Disputed demand of Income Tax Authority		-	7.25
Guarantees given by bankers on behalf of the Company		24327.37	26914.81
Uncalled liability on shares partly paid		68.55	59.83

30. Interests in Joint Ventures:

The Group's interests in jointly controlled entities are:

Sr. No.	Name of Joint Ventures	Description of interest	Proportion of ownership interest as at 31 st March, 2012	Proportion of ownership interest as at 31 st March, 2011	Country of Residence
1	Tehran Jonoob - Jaihind Consortium	Laying of pipelines contract entered with GAIL for Dabhol -Panvel pipeline project.	98%	98%	India
2	JPL-KBR Joint Venture	Laying of Sewerage line contract entered with Bangalore Water Supply And Board-Bangalore	51%	51%	India
3	JPL-Morpol Consortium	Gas Supply to PHCN Power Plant at Papalanto, Ogun State, Nigeria.	50%	-	Nigeria

Notes to Consolidated Financial Statements (Contd...)

31. Micro, Small and Medium scale business entities :

There are no dues to Micro & Small Enterprises as at March 31, 2012. This information is required to be disclosed under the Micro, Small & Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

32. Employee Benefits :

The disclosures required under Accounting Standard 15 (Revised) "Employee Benefits" notified in the Companies (Accounting Standards) Rules 2006 are given below:

Defined Contribution Plan

Amount towards Defined Contribution Plan have been recognised under "Contribution to Provident and Other Funds" in Note 24: ₹42.07 Lacs (Previous Year- ₹34.20 Lacs)

Defined Benefit Plans

The Company has defined benefit plans for gratuity to eligible employees. The details of these defined benefit plans recognised in the financial statements are as under:

General Description of the Plan:

The Company operates a defined benefit plan (the Gratuity Plan) covering eligible employees, which provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employees salary and the tenure of employment.

Status of gratuity plan as required under AS 15 (Revised): ₹ Lacs

Particulars	Gratuity	
	2011-2012	2010-2011
i Expenses recognized in Profit & Loss Account for the period ended March 31, 2012		
Current service cost	18.81	20.96
Interest Cost	10.29	4.01
Expected return on Plan Assets	-	-
Net actuarial Losses/ (Gains)	(20.49)	54.55
Total Expenses	8.61	79.52
ii Reconciliation of Opening and Closing balances of changes in present value of the Defined Benefit Obligation		
Opening Defined Benefit Obligation as on April 1, 2011	124.74	48.65
Service cost	18.81	20.96
Interest cost	10.29	4.01
Actuarial Losses/ (Gains)	(20.49)	54.55
Losses /(Gains) on curtailments	-	-
Liabilities extinguished on settlements	-	-
Benefits paid	(27.76)	(3.43)
Closing Defined Benefit Obligation as at March 31, 2012	105.59	124.74

Notes to Consolidated Financial Statements (Contd...)

Particulars	Gratuity			
	2011-2012	2010-2011		
iii Reconciliation of Opening and Closing balances of changes in fair value of Plan Assets				
Opening fair value of Plan Assets as at April 1, 2011	-	-		
Expected return on Plan Assets	-	-		
Actuarial Losses /(Gains)	-	-		
Assets distributed on settlements	-	-		
Contributions by employer	-	-		
Benefits paid	-	-		
Closing balance of fair value of Plan Assets as at March 31, 2012	-	-		
iv Net Liability recognized in the Balance Sheet as at March 31,2012				
Defined Benefit Obligation	105.59	124.74		
Fair Value of Plan Assets	105.59	124.74		
Present Value of Unfunded Obligation recognized as liability as at March 31, 2012	-	-		
v Actual Return On Plan Assets				
vi Actuarial Assumptions				
Discount Rate (%)	8.50%	8.25%		
Expected rate of return on Plan Assets	N.A.	N.A.		
Expected rate of salary increase (6.5%)	6.50%	6.50%		
Mortality	LIC (1994-96) published table of rates			
Withdrawal Rates	5% at younger ages reducing to 1% at older age			
Retirement Age	60 Years			
Actuarial Valuation Method	Projected Unit Credit Method			
v Net Asset/(Liability) recognized in Balance Sheet (including experience adjustment impact)				
	2011-12	2010-11	2009-10	2008-09
Present Value of Defined Benefit Obligation	105.59	124.74	48.65	45.19
Fair Value of Plan Assets	-	-	-	-
Status [Surplus/(Deficit)]	(105.59)	(124.74)	(48.65)	(45.19)
Experience Adjustment on Plan Liabilities	(17.41)	54.55	(2.26)	-

Notes to Consolidated Financial Statements (Contd...)

33. Segment Reporting:

The company operates in a single business segment i.e. "Laying of Pipes". In the context of Accounting Standard 17, on Segment Reporting issued by Institute of Chartered Accountants of India, is considered to constitute one single primary segment.

34. Derivative Instruments :

The Company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and forecasted transactions. The use of foreign currency forward contracts is governed by the Company's strategy approved by the Board of Directors, which provide principles on the use of such forward contracts consistent with the Company's Risk Management Policy. The Company does not use forward contracts for speculative purposes.

i) Outstanding Forward Exchange Contracts entered into by the Company on account of borrowings:

As at	No. of Contracts	US \$ Equivalent (Lacs)	INR Equivalent (₹ Lacs)
March 31, 2012	-	-	-
March 31, 2011	1	50.00	2268.48

Expenditure on account of premium on forward exchange contracts to be recognized in the profit and loss of subsequent accounting period aggregates to ₹ Nil Lacs (Previous year: ₹ 72.61).

ii) The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:

	As at March 31, 2012		As at March 31, 2011	
	US \$ Equivalent (Lacs)	INR Equivalent (₹ Lacs)	US \$ Equivalent (Lacs)	INR Equivalent (₹ Lacs)
Bank Borrowings	110.00	5627.60	-	-

35. DISCLOSURE OF TRANSACTIONS BETWEEN THE COMPANY AND RELATED PARTIES AND THE STATUS OF OUTSTANDING BALANCES AS ON 31st MARCH, 2012

Related Party Transactions summary	(₹ Lacs)							
	Enterprises where control exists		Key Management Personnel		Relatives of Key Management Personnel		Total	
	Others							
	2012	2011	2012	2011	2012	2011	2012	2011
1 Services Received	-	1,363.67	-	-	-	-	-	1,363.67
2 Services Rendered	14,059.18	11,318.34	-	-	-	-	14,059.18	11,318.34
3 Remuneration	-	-	243.11	200.14	36.62	39.71	279.73	239.85
4 Loans Taken	514.00	-	79.00	100.78	-	17.82	593.00	118.60
5 Loans Repaid	-	-	62.75	3.00	-	-	62.75	3.00
6 Expenses Recovered	413.52	0.43	-	-	-	-	413.52	0.43
7 Advances for Expenses	-	-	24.63	4.06	2.38	8.58	27.01	12.64
8 Rent Received	214.47	-	-	-	-	-	214.47	-
9 Rent Paid	18.00	15.30	1.20	1.10	-	-	19.20	16.40
10 Dividend Paid	29.90	10.29	14.80	14.92	5.31	6.20	50.01	31.41
11 Money Received Against Share Warrants	74.50	806.00	-	-	1.50	3.00	76.00	809.00
Part 2 : Balance at the end of the period								
1 Payables	5.40	393.62	-	-	-	-	5.40	393.62
2 Receivables	9,583.96	6,513.89	-	-	-	-	9,583.96	6,513.89
3 Loans Taken	514.00	-	17.38	11.13	7.37	7.37	538.75	18.50
4 Advances for Expenses	-	-	16.72	0.76	1.07	1.12	17.79	1.88
	25,426.94	20,421.54	459.59	335.89	54.26	83.80	25,940.78	20,841.23

Notes to Consolidated Financial Statements (Contd...)

INFORMATION REGARDING SIGNIFICANT TRANSACTIONS/BALANCES

RELATED PARTY TRANSACTIONS SUMMARY			RELATED PARTY TRANSACTIONS SUMMARY		
	2012	2011		2012	2011
1 Services Received			7 Advances for Expenses		
DCOM Systems Limited		1,363.67	Mr. Prakash L. Hinduja		2.57
			Mr. Gaurav P Hinduja	11.29	-
			Mr. Mukesh Keswani	9.76	-
			Mr. G. Prasad	3.03	-
2 Services Rendered			Mr. Sanjay L Pandey	2.02	7.37
DCOM Systems Limited	14,069.18	11,318.34	Mr. Lallan R. Pandey	0.54	1.49
3 Remuneration			8 Rent Received		
Mr. Prakash L. Hinduja	132.00	121.44	DCOM Systems Limited	214.47	-
Mr. Lallan R. Pandey	10.50	24.31			
4 Loans Taken			9 Rent Paid		
Mr. Prakash L. Hinduja	69.00	95.78	DCOM Systems Limited	18.00	15.30
DCOM Systems Limited	514.00	-	10 Dividend Paid		
Mrs. Nita P. Hinduja	-	12.00	Mr. Prakash L. Hinduja	13.45	13.45
5 Loans Repaid			Mrs. Nita P Hinduja	5.10	6.10
Mr. Prakash L. Hinduja	60.75	-	DCOM Systems Limited	29.90	10.29
Mr. Lallan R. Pandey	2.00	3.00	11 Money Received Against		
6 Expenses Recovered			Share Warrants		
DCOM Systems Limited	413.52	-	DCOM Systems Limited	74.50	806.00
Part 2 : Balance at the end of the period					
1 Payable			4 Advances for Expenses		
Laltech Engineering Projects Ltd.	-	256.13	Mr. Gaurav P Hinduja		
DCOM Systems Limited	5.40	137.49	Mr. Mukesh Keswani	13.65	-
			Mr. Sanjay L Pandey	2.83	-
			Mr. Vashist L Pandey	1.07	0.41
			Mr. Lallan R. Pandey	-	0.71
2 Receivable					0.58
DCOM Systems Limited	9583.96	6513.89			
3 Loans Taken					
Mr. Prakash L. Hinduja	17.38	9.13			
DCOM Systems Limited	514.00	-			
Mr. Lallan R. Pandey	-	2.00			
Mrs. R. L. Hinduja	5.82	5.82			

36. Disclosures in respect of incomplete contracts in accordance with Accounting Standard-7 (Revised):			₹ Lacs	
Particulars	2011-12	2010-11		
(a) Contract revenues	23167.67	18491.30		
(b) Aggregate costs incurred and recognized profits (less recognized losses) to date for contract in progress	19293.54	17783.00		
(c) Advances received	1924.94	2202.32		
(d) Retention Money	481.93	291.61		
(e) Gross amount due from customers for contract work	15600.95	11426.74		
(f) Gross amount due to customers for contract work	2697.43	1548.41		

37. The Company is yet to obtain balance confirmations from some of the debtors, creditors and parties to whom advances and deposits have been given. Adjustments, if necessary, will be made on receipt thereof.

38. In view of the notification issued by the Central Government, the financial statements for the year ended 31st March, 2012 have been prepared as per requirements of the Revised Schedule VI to the Company Act, 1956. This has significantly impacted the disclosure and presentation made in the financial statements. Previous year's figures have been accordingly regrouped/ reclassified wherever necessary to correspond with the current year's classification / disclosure.

As per our report of even date
For, Deloitte Haskins & Sells
Chartered Accountants

(Gaurav J. Shah)
Partner
(Membership No. : 35701)
Place : Ahmedabad
Date : May 30,2012

For and on Behalf of the Board

(Prakash L. Hinduja) (Mukesh Keswani)
Chairman & Managing Director Director

Vinodini Rao
Company Secretary

Place : Ahmedabad
Date : May 30,2012

Information With Regard to Subsidiary Companies in terms of the general Exemption u/s 212(8) of the Companies Act, 1956 granted by the Ministry of Company Affairs vide Circular No. 51/12/2007-CL-III Dated February 8, 2011

(As on/for the year ended March 31, 2012)

₹ In lacs

Sl No.	Name of the Subsidiary Company	Reporting Currency	Exchange Rate	Capital	Reserves	Total Assets	Total Liabilities	Investment included in Total Assets	Total Income	Profit/ (Loss) before Taxation	Provision for Taxation	Profit/ (Loss) after Taxation	Proposed Divided
1	Jaihind Infratech Projects Pvt. Ltd.	INR	-	680.00	60.55	3,655.53	2,914.98	-	2,295.02	65.13	21.68	43.45	-
2	Jaihind Green Energy Limited	INR	-	5.00	215.20	1,469.02	1,248.82	-	6,930.20	307.72	92.51	215.21	-
3	Newtonne Machinery Pvt. Ltd.	INR	-	1.00	16.38	835.69	818.31	-	986.01	20.39	5.87	14.52	-
4	Jaihind Offshore Services Pvt. Ltd.	INR	-	1.00	-	4.89	3.89	-	-	-	-	-	-
5	Newton Solar Pvt. Ltd.	INR	-	1,526.00	(99.53)	6,877.22	5,450.75	-	20.56	(74.13)	-	(74.13)	-
6	Jaihind Engineering Pvt. Ltd.	INR	-	1.00	-	1.45	0.45	-	-	-	-	-	-
7	Jahind (Mauritius) Limited	USD	51.8521	18.53	-	34.43	15.90	-	0.25	(13.77)	-	(13.77)	-

Subsidiary Details

Jaihind
PROJECTS LIMITED

Attendance Slip & Proxy Form

JAIHIND PROJECTS LIMITED

3rd floor, Atlantis Corporate Park , Nr. Relience Petrol Pump, Anandnagar Road, Prahladnagar, Ahmedabad-380015.

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

I hereby record my presence at the 26th Annual General Meeting of JAIHIND PROJECTS LIMITED held on Thursday the 27th September, 2012 at 11:00 A.M. at 3rd floor, Atlantis Corporate Park , Nr. Relience Petrol Pump, Anandnagar Road, Prahladnagar,Ahmedabad-380015.

Folio No. : _____

DP ID No. : _____

Client ID No. : _____

Name of Shareholder /s : _____

Signature of Share Holders or proxy : _____

JAIHIND PROJECTS LIMITED

3rd floor, Atlantis Corporate Park , Nr. Relience Petrol Pump, Anandnagar Road, Prahladnagar, Ahmedabad-380015.

PROXY FROM

Folio No. : _____ DP ID. _____ Client ID. _____

I / We _____

of _____ being a member / Members

of JAIHIND PROJECTS LIMITED hereby appoint of (or failing him) _____

of _____

As my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General meeting of JAIHIND PROJECTS LIMITED to be held on Thursday the 27th September, 2012 at 11.00 A.M. at 3rd floor, Atlantis Corporate Park, Nr. Relience Petrol Pump, Anandnagar Road, Prahladnagar,Ahmedabad-380015.

AS WITNESS my hand / our hands _____ this day of _____ 2012.

Signed by the said _____

Affix
Revenue
Stamp



Regd. Office:

Jaihind Projects Limited

3rd Floor, Venus Atlantis Corporate Park,
Nr. Prahladnagar AUDA Garden,
Anandnagar Road, Satellite,
Ahmedabad-380 015, Gujarat. INDIA.