

OM METALS INFRAPROJECTS LTD.

CIN4 27203RJ1971PLC003414





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Regd. Office: J-28, Subhash Marg, C-Scheme, Jalpur - 302001 Tel: +91-141-5160000, E-mall: Jalpur@ommetals.com

Website: www.ommetals.com

Date: 17th October, 2017

To,

Corporate Service Department, Bombay Stock Exchange, Phiroze Jeejeeebhoy Towers, Dalal Street, Mumbai-400001 Fax No. 022-22723121/3027/2039/2061/2041

Listing Department,
National Stock Exchange Of India Limited
Exchange Plaza, C-1 Block G Bandra Kurla
Complex, Bandra (E), Mumbal
Fax No. 02226598237/38: 66418126

Dear Sir/Ma'am,

Sub: Annual Report for FY 2016-17

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith 45th Annual Report 2016-17 of the company duly approved and adopted at 45th Annual General Meeting of the company held on Friday, 29th September, 2017.

Kindly take the same on record.

Thanking You

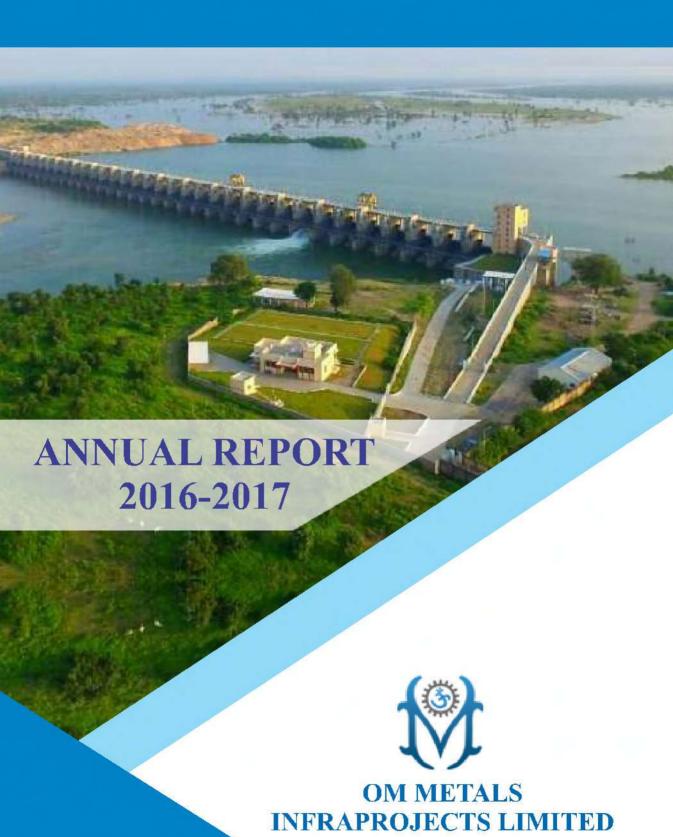
Yours Faithfully

For Om Metals Infraprojects Limited

Sunil Kothari

Managing Directo

DIN: 00220940



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Letter to Stakeholders

Dear Shareholders,

It gives me pleasure to present the financial report of your company for the year 2016-2017

The global economy has showed signs of recovery and the growth rates are starting to move up as compared to the previous year. India has shown resilience which is expected to continue its growth trajectory with an estimated growth rate of 7.2% in 2017. Infrastructure is the backbone of the country's economic growth and it will continue to drive growth going ahead based of various infrastructure development initiatives taken by the government. Your company's focus on Infrastructure and real estate development in one of the fastest growing economies of the world i.e. India, is expected to create a huge basket of opportunities for the coming years.

We believe the recent reforms implemented by the Government especially the demonetisation which happened in November last year and GST reform this year is structurally positive for the Indian economy.

Demonetization will ensure a better and a digitally driven financial ecosystem while GST will make the indirect tax structures uniform across India. These two reforms will surely go a long way in strengthening the Indian economy in the medium to long term. I can assure you all that the overall impact of these two initiatives will be insignificant to our company.

The infrastructure development opportunities in the country have led to your company winning new projects to the tune of Rs.400 crores in Financial year 2016-2017. The new project wins includes Rs.150 crores from irrigation/hydro power projects. Your company is geared up well to secure more projects in the years to come based on the strong track record.

The company being the leader in the hydro-mechanical segment continues to strive for creating and enhancing shareholders value by entering into strategic joint ventures and acquisitions. The company has also initiated a strategy to re-align its corporate structure by exiting few of its non-core businesses / assets.

The company continues to look for further opportunities in new profitable ventures like Construction and Operations of Food Grain Silos, Constructions of Smart Cities and Manufacturing of bottle caps in the Packaging segment.

The company continues to take efforts towards the development of the society and environment will continue to do so with the same attitude for the foreseeable future.

All of the above is the result of the dedication shown by our staff and the management team at Om Metals Infraprojects Ltd. Our promotion of young talent has resulted in gathering an excellent team of professionals who brought their comprehensive expertise to benefit our company. We truly believe that, a company's strength and success lies on the hands behind it. Therefore, we have ensured that our young employees gain ample opportunities for personal and professional growth.

We would also like to place on record our renewed appreciation for unending trust and undiluted support of our customers, shareholders, lenders and vendors shown towards the company.

On your behalf as well as on behalf of the Board of Directors, I whole heartedly admire the integrated efforts of the employees of Om Metals Infraprojects Limited on another good performance and pursuing their goal to establish trust amongst you during the year FY17. I would like to thank all of you for your constant presence and garnered interest in the Company.

We look forward to a successful year ahead!

Thank you.

Place: Delhi Date: 11.08.2017 Dharam Prakash Kothari Chairman DIN: 00200342

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OM METALS INFRAPROJECTS LIMITED

CIN: L27203RJ1971PLC003414

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

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

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

NOTICE

Notice is hereby given that the 45th Annual General Meeting of the members of Om Metals Infraprojects Limited will be held on Friday, 29th September, 2017 at 11:30 A.M. at Om Tower, Church Road, M.I. Road, Jaipur- 302001 to transact the following business:

ORDINARY BUSINESS:

Item No. 1 – Adoption of Financial Statements

To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31 March, 2017 together with the Reports of the Board and the Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 March, 2017 together with the Report of the Auditors thereon.

Item No. 2- Declaration of Dividend

To declare final dividend of Rs 0.20 per fully paid up Equity Share of Rs.1 each of the Company for Financial Year 2016-17.

Item No. 3 - Appointment of a Director

To appoint a Director in place of Shri Vikas Kothari (DIN: 00223868), who retires by rotation and, being eligible, offers himself for re-appointment.

Item No. 4-Appointment of Auditors

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

"RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (as amended or re-enacted from time to time) read with the Companies (Audit and Auditors) Rules, 2014, the Company hereby approves the appointment of M/s. Mahipal Jain and Co., Chartered Accountants (Registration No. 007284C), as Statutory Auditors of the Company, to hold office for a period of 5 (five) years from the conclusion of this Annual General Meeting till the conclusion of the 50th Annual General Meeting of the Company to be held for the financial year 2021-22, subject to ratification at each annual general meeting on such remuneration as may be determined by the Audit Committee/ Board of Directors of the Company in consultation with the auditors."

SPECIAL BUSINESS:

Item No. 5- Ratification of Cost Auditor's remuneration

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

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, the Company hereby ratifies the

remuneration of Rs 30000 plus out-of-pocket expenses payable to M/s M. Goyal & Co., Cost Accountants (Firm's Registration No. 000051) who have been appointed by the Board of Directors as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company, for the Financial Year 2017-18."

Item No. 6 - Appointment of Mr. Dharam Prakash Kothari as Director

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

"RESOLVED THAT Shri Dharam Prakash Kothari (holding DIN 00200342), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 1st May, 2017 in terms of Section 161 (1) of the Companies Act, 2013 and whose term of office expires at the Annual General Meeting and in respect of whom the company has received a notice under Section 160 of the companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby appointed as a director of the Company, whose period of office shall be liable to determination by retirement by rotation."

Item No. 7 - Appointment of Whole-time Director

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or reenactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the Company be and is hereby accorded to the appointment of Mr. Dharam Prakash Kothari (holding DIN 00200342) as a Whole Time Director, designated as "Chairman" of the Company for a period of Five Years effective from 01st May, 2017, to be liable to retire by rotation, on the remuneration and on such terms and conditions as set out in the explanatory statement annexed to the notice convening this Annual General Meeting and as contained in the draft agreement, a copy whereof initialed by the chairman for the purpose identification is placed before the meeting and with liberty and authority to board of directors to alter and vary such terms and conditions of the said appointment from time to time within the scope of Schedule V to the Companies Act, 2013 or any amendments thereto or any re-enactment thereof as may be agreed to between the Board of Directors and Mr. Dharam Prakash Kothari."

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

Item no -8: Re-appointment of Managing Director

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or reenactment thereof for the time being in force), read with Schedule V to the Companies Act. 2013, the consent of the Company be and is hereby accorded to the re-appointment of Mr. Sunil Kothari (holding DIN 00220940) as a managing. Director, for a further period of Five Years effective from 22nd August, 2017 not liable to be retire by rotation on the remuneration and on such terms and conditions as set out in the explanatory statement annexed to the notice convening this Annual General Meeting and as contained in the draft agreement, a copy whereof initialed by the chairman for the purpose identification is placed before the meeting and with liberty and authority to board of directors to alter and vary such terms and conditions of the said appointment from time to time within the scope of Schedule V to the Companies Act, 2013 or any amendments thereto or any re-enactment thereof as may be agreed to between the Board of Directors and Mr. Sunil Kothari."

"RESOLVED FURTHER THAT the Board of directors be and is hereby authorized to alter and vary the terms and conditions of the said appointment and/or agreement, to the extent the Board of Directors may consider appropriate, or as may be permitted or authorized in accordance with the provisions of the Act for the time being

in force and within such limits, if any, as may be set out in the Act including the said Schedule V of the Act, in such manner as may be decided by the Board of Directors and the terms of the aforesaid agreement shall be suitably modified to give effect to such alteration and/or variation."

Item no-9: To amend the Article of Association to insert the clause for Chairman Emeritus:

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 the Articles of Association of the Company be and are hereby altered as under, by inserting the following Article as 114A after the present Article 114 of the Articles of Association of the Company:

- (1) The Board shall be entitled to appoint any person who has rendered significant or distinguished services to the Company or to the industry to which the Company's business relates or in the public field, as the Chairman Emeritus of the Company.
- (2) The Chairman Emeritus shall hold office until he resigns his office or a special resolution to that effect is passed by the members in a general meeting.
- (3) The Chairman Emeritus may attend any meetings of the Board or Committee thereof but shall not have any right to vote and shall not be deemed to be a party to any decision of the Board or Committee thereof.
- (4) The Chairman Emericus shall not be deemed to be a director for any purposes of the Act or any other statute or rules made there under or these Articles including for the purpose of determining the maximum number of Directors which the Company can appoint.
- (5) The Board may decide to make any payment in any manner for any services rendered by the Chairman Emeritus to the Company.
- (6) If at any time the Chairman Emeritus is appointed as a Director of the Company, he may, at his discretion, retain the title of the Chairman Emeritus."

"RESOLVED FURTHER THAT any of the KMP(s) be and is hereby severally authorised to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

Item no. 10 - Related Party Transaction

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

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or recnactment(s) thereof for the time being in force) and as per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other approvals, sanctions, consents and permissions as may be deemed necessary the consent of the Company be and is hereby accorded to Board of Directors of the Company to enter into the related party transactions by the Company with the respective related parties for the maximum amounts per annum as set out under Item 10 of the Explanatory Statement annexed to this Notice with Related Parties as defined under various provisions of Companies Act, 2013 and as per applicable accounting standards."

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

Place: Delhi Dharam Prakash Kothari

Date: 11.08.2017 Chairman

DIN: 00200342

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE DULY STAMPED, FILLED AND SIGNED INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- 2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 3. Members, authorized representatives and Proxies attending the Meeting are requested to bring their attendance slip duly filled along with their copy of Annual Report to the Meeting. Attendance slip, proxy form and the route map of the Venue of the Meeting are annexed hereto.
- 4. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Meeting is annexed hereto. Additional information, pursuant to Listing Regulations and Secretarial Standard on General Meetings in respect of Director seeking reappointment/appointment at the Annual General Meeting is furnished as Annexure to the Notice.
- 5. Corporate Members are requested to send a duly certified true copy of the Board Resolution together with the respective specimen signature of the representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.
- 6. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, September 22, 2017 to Friday, September 29, 2017, (both days inclusive).for the purpose of the Annual General meeting of the Company.
- 7. Final dividend, as recommended by the board of director, if approved at the AGM, payment of such dividend will be made on or before October. 25, 2017 as under:
 - (1) To all beneficial owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) on Thursday, 21st September 2017,
 - (2) To all members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company/RTA on or before the close of business hours on Thursday, 21st September, 2017.
- 8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, PAN Details, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Skyline Financial Services Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such informations and changes therein to the Company or RTA Skyline Financial Services Private Limited.
- 9. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
- 10. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under the Section 72 of the Companies Act, 2013 may do so.
- 11. The Register of Directors and KMP and their shareholding and register of contracts or arrangements in which Directors are interested maintained under Sections 170 and 189 of the Companies Act, 2013 will be available for inspection by the members at AGM.
- 12. Members desiring any information/clarification relating to the Financial Statements of the Company are

- requested to write to the Company well in advance so as to enable the management to keep the information ready. Members are requested to visit the website of the company viz. www.ommetals.com for viewing the quarterly and annual financial results and for more information of the company.
- 13. The Company has transferred to the Investor Education and Protection fund (IEPF) on the due date, the unclaimed dividend for the financial year ended March 31, 2009 and March 31, 2010
- 14. Members are requested to note that Dividends not encashed or remaining unclaimed for a period of 7 (seven) Years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund (IEPF) established under Section 205A of the Companies Act, 1956 (Section 124 of the Companies Act, 2013). No claim shall be entertained against the Company for the amounts so transferred.
- 15. Members who have not yet encashed their dividend warrant(s) pertaining to the Dividend for the financial year 2010-11 onwards for the Company are requested to make their claims without any delay to the Company or RTA Skyline Financial Services Private Limited.

 The details of unclaimed dividend are available on the Company's corporate website www.ommetals.com
- 16. Pursuant to the General Circulars issued by the Ministry of Corporate affairs with respect to Section 124 (6) of the Companies Act, 2013 read with rules made there under in relation to transfer of unclaimed shares to investor education and protection fund (IEPF), the matter is under due consideration. The Company will comply with the formalities, as may be necessary, in this regard
- 17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.
- 18. Electronic copy of Annual report 2017 and Notice of the 45th Annual General Meeting of the Company inter alia, indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes. For members who have not registered their email address, physical copies of the Notice of the 45th Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- 19. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company can now register the same. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
- 20. In compliance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and Listing Regulations, the Company is pleased to offer remote e-voting facility for the members to enable them to cast their votes electronically on all resolutions set forth in this Notice.
- 21. The physical copies of the Annual Report 2017 and Notice of the 45th Annual General Meeting will also be available at the Company's Registered Office in Jaipur for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: cs@ommetals.com
- 22. Mr. Mayur Sanghi of M/s. Mayur Sanghi & associates, Practicing Company Secretaries (Membership No. ACS

- 31712), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- 23. The facility for voting through Ballot/polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- 24. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

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

- > The remote e-voting period begins on September 25, 2017 at 10:00 A.M. and ends on September 28, 2017 by 05:00P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 22, 2017, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- > The Company has engaged Central Depository Services (India) Limited ("CDSL"), to provide remote e-voting facility to its shareholders.
- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enteryour User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	 Enter your 10 digit alpha -numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (Viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also

- used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant < 0m Metals Infraprojects Limited > on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-voting available on Google Play Store, App store and window Phone Store. Please follow the instruction as prompted by the mobile app while voting on your mobile.

(xix) Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log
 on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password.

 The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than two days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman or a person authorized by him in writing who shall countersign the same. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.ommetals.com The results shall simultaneously be communicated to the Stock Exchanges
- 26. The remote e-voting period commences on September 25, 2017 at 10:00 A.M. and ends on September 28, 2017 by 05:00P.M. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is east by a Member, he or she will not be allowed to change it.
- 27. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the relevant date i.e. September 22, 2017.
- 28. Any Member(s) who require any special assistance of any kind at the venue of the Forty Fifth AGM are requested to send details of their special needs in writing to the Company cs@ommetals.com at least three days before the date of the Forty Fifth AGM.

ANNEXURE TO THE NOTICE

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

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

Item No. 5:

The Board of Directors of the company in its meeting held on 30th May, 2017, approved the appointment and remuneration of M/s M. Goyal & Co., Cost Accountants upon the recommendation of Audit Committee to conduct the cost audit of the cost records of the company for the financial year 2017-18, subject to the applicability of Cost Audit in terms of rules framed in this regard by the Ministry of Corporate Affairs. Pursuant to the provisions of section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditors has to be ratified by the members of the company.

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

The Board recommends the Ordinary Resolution set out at Item no.5 of the Notice for approval of members.

Item No.6 & 7:

Mr. Dharam Prakash Kothari was appointed as an Additional Director by the Board with effect from May 1, 2017 pursuant to Section 161 of the Companies Act, 2013. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Dharam Prakash kothari will hold office up to the date of the forthcoming AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000 proposing the candidature of Mr. Dharam Prakash Kothari for the office of Director.

Mr. Dharam Prakash Kothari, aged 65 years, has an excellent knowledge and experience. He resigned from the company in July, 2016 however in view of his vast knowledge and experience, the board is of opinion that for smooth and efficient running of the business, the services of Mr. Dharam Prakash. Kothari should be available to the Company. In terms of the provisions of the Companies Act, and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors have, at their meeting held on May 1, 2017 appointed him as Whole Time Director, who shall retire by rotation, on the remuneration of Rs. 7,00,000/- per Month. In case, the Company has no profits or its profits are inadequate, then the remuneration shall be paid to him with the prior approval of the Central Government or in accordance with the provisions of the Companies Act, 2013 read with Schedule V of the Act.

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

Remuneration:

Salary: Rs. 7,00,000/- per month

Commission and Performance linked incentive

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

Perquisites and allowances:

In addition to the remuneration as stated above, you shall be entitled as per rules of the Company the following perquisites and allowances:

- a) Rent-free furnished residential accommodation with free use of gas, electricity, water and all other facilities and amenities, such as air conditioners, geysers etc. In case no accommodation is provided by the Company, he shall be entitled to House Rent Allowance as per policy of the Company but not exceeding 10% of the Salary.
- b) Reimbursement of all medical expenses incurred for self and family including hospitalization and Medical

Insurance Premium.

- c) Leave Travel Allowance for self and members of your family.
- d) Subscription to clubs not exceeding two clubs.
- e) Use of communication devices such as telephones, audio and video conference facilities etc., at any place.
- f) Expenses on shifting of residence.
- g) Participation in any/all employee stock option schemes/plans of the Company.
- h) Such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors

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

Minimum Remuneration

In the event of loss or inadequacy of profit in any financial year, the company shall pay to you, in respect of such financial year, remuneration by way of salary, allowances, perquisites and other benefits as the Board of Directors may deem fit, subject to the limits prescribed herein and Schedule V to the Companies Act, 2013.

Termination

In the event of termination by you or the Company, by one party giving to the other 3 months calendar notice in writing or by payment of a sum equivalent to remuneration for the notice period or part thereof in case of shorter notice or on such other terms as may be mutually agreed.

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

 $Accordingly the Board \, recommends \, the \, passing \, of \, the \, ordinary \, resolution \, as \, set \, out \, in \, the \, item \, no. \, 6 \, \& \, 7 \, of \, the \, Notice$

Item No. 8:

The existing tenure of Mr. Sunil Kothari continues up to 21.08.2017. His re-appointment effective from 22.08.2017 requires approval of the members. It is under the stewardship of Mr. Sunil Kothari that the Company has achieved all round growth and made for itself a reputation in the core areas of its business.

It is proposed to re-appoint him for the further period of 5 years with effect from 22.08.2017 and member's approvals sought to the re-appointment.

The terms of his re-appointment and remuneration including minimum remuneration are set out as under **Remuneration**:

Salary: Rs. 7,00,000/-per month

Commission and Performance linked incentive

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

Perquisites and allowances:

In addition to the remuneration as stated above, you shall be entitled as per rules of the Company the following perquisites and allowances:

- a) Rent-free furnished residential accommodation with free use of gas, electricity, water and all other facilities and amenities, such as air conditioners, geysers etc. In case no accommodation is provided by the Company, he shall be entitled to House Rent Allowance as per policy of the Company but not exceeding 10% of the Salary.
- b) Reimbursement of all medical expenses incurred for self and family including hospitalization and Medical

Insurance Premium.

- c) Leave Travel Allowance for self and members of your family.
- d) Subscription to clubs not exceeding two clubs.
- e) Use of communication devices such as telephones, audio and video conference facilities etc., at any place.
- f) Expenses on shifting of residence.
- g) Participation in any/all employee stock option schemes/plans of the Company.
- h) Such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors

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

Minimum Remuneration

In the event of loss or inadequacy of profit in any financial year, the company shall pay to you, in respect of such financial year, remuneration by way of salary, allowances, perquisites and other benefits as the Board of Directors may deem fit, subject to the limits prescribed herein and Schedule V to the Companies Act, 2013.

Termination

In the event of termination by you or the Company, by one party giving to the other 3 months calendar notice in writing or by payment of a sum equivalent to remuneration for the notice period or part thereof in case of shorter notice or on such other terms as may be mutually agreed.

None of the Directors, Key managerial Person of the Company, and their relatives except Mr. Dharam Prakash Kothari is deemed to be concerned or interested in the resolution.

Accordingly the Board recommends the passing of the ordinary resolution as set out in the item no. 8 of the Notice

Item No 9:

Under Section 14 of the Companies Act, 2013 ("Act"), the Board of Directors of a company cannot, except with the consent of the members in general meeting by a special resolution, amend the Articles of Association of the Company.

It is proposed to insert new Article 114A in the Articles of Association after the existing Article 114 so as to include provision relating to appointment of any person who has rendered significant or distinguished services to the Company or to the industry to which the Company's business relates or in the public field, as Chairman Emeritus on the terms mentioned therein.

Your Directors recommend passing this resolution as Special Resolution.

None of the Directors are concerned or interested in this resolution.

Item No. 10:

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

In the light of provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 the Board of Directors of your Company has approved the proposed transactions along with annual limit that your Company may enter into with the related parties (as defined under section 2(76) of the Companies Act, 2013)

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

	TYPE OF TRANSACTION	NAME OF RELATED PARTY	NATURE OF RELATIONSHIP	NATURE, MATERIAL TERMS AND PARTICULARS OF CONTRACT OR ARRANGEMENT	MAXIMUM LIMIT (RS. IN CRORE)	ANY OTHER INFORMATION
1	Availing/ Rendering of any Services	Om Metals SPML Joint Venture - Rwanda	Joint Venture	Supply and services in connection with execution of lift irrigation project in Rwanda(Africa)	70	-
		SPML Om Metals JV – Ujjain	Joint venture	Infrastructural development for smart city in Vikram Udyogpuri, phase I, near Ujjain	100	-
		Om Metals Consortium Pvt Ltd	Wholly owned subsidiary	EPC contract for construction of residential project	100	-
		Bhilwara Jaipur Toll Road Private Limited	Joint Venture	Maintenance and servicing of 212 km road in Jaipur-Bhilwara stretch	50	-
		Bihar Logistics Private Limited	Joint Venture	Development, operation and maintenance of silos for storage of wheat at Bhagalpur, Bihar	50	-
		Uttar Pradesh Logistics Private Limited	Joint Venture	Development, operation and maintenance of silos for storage of wheat at Fatehpur, Uttar Pradesh	50	-
		West Bengal Logistics Private Limited	Joint Venture	Development, operation and maintenance of silos for storage of wheat at Malda, West Bengal	50	-
		Gujrat Warehosing Private Limited	Joint Venture	Development, operation and maintenance of silos for storage of wheat at Palanpur and Siddhpur, Gujrat	50	-
		Om Kerui Joint Venture Pvt Ltd	Joint venture	Purchase and deployment of oil drilling rig for ONGC	100	-
2.	Selling or otherwise disposing of property	Jupiter Metal Private Limited	A Pvt. company in which a director or his relative is a member or director	Selling of Om Tower (Hotel) situated at Church road, M.I. Road, Jaipur, a unit of the Company	35	-
3	Corporate Guarantee	Bhilwara Jaipur Toll Road Private Limited	Joint venture	Guarantee given by the company on Loan taken by Joint Venture	237	-

The details as required to be disclosed in Explanatory Statement as per Section 188 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 of the Companies Act, 2013 are as stated in resolution and table above.

The Board recommends passing of the relevant Special Resolution as mentioned at Item No 10 of the Notice. None of the Directors, Key Managerial Persons of the Company, and their relatives except Mr. Dharam Prakash Kothari, Mr. Sunil Kothari and Mr. Vikas Kothari and their relatives may be deemed concerned or interested in the resolution

Place: Delhi Dharam Prakash Kothari
Date: 11.08.2017 Chairman

DIN: 00200342

Annexure to the Notice

Details of the Director seeking appointment and re-appointment in the forthcoming Annual General Meeting

1. PROFILE OF MR. VIKAS KOTHARI

Brief resume of Director:

Mr. Vikas Kothari has 19+ years of experience in managing the affairs of the company. He is a Mechanical Engineer from University of Hartford and holds a Masters Degree from IIM Bangalore. His current responsibility includes business development, quality control, project co ordination and foreign collaborations. His futuristic and progressive ideas have enabled the company to scale new heights and expand its horizons to international waters. The company's impressive overseas collaboration is all the result of his consistency and vision.

Nature of Expertise in Specific Functional Area:

Sales Promotion, Business Development, Quality control, Project coordination and foreign collaboration

Disclosure of Relationship between Directors inter-se: Nil

<u>Listed Companies (other than Om Metals) in which Mr. Vikas Kothari holds directorship and Committee</u> membership:

Directorship: Nil

Committee Membership (includes only Audit Committee & Stakeholder Relationship Committee): Nil

Shareholding in the Company: 1766050

2. PROFILE OF MR. DHARAM PRAKASH KOTHARI:

Brief resume of Director:

Mr. Dharam Prakash Kothari aged 65 Years, was appointed on 1st May, 2017 as Whole-time Director on the Board of Directors of the Company.

He has excellent grasp and thorough knowledge and experience of not only engineering and technology but also of general management. He has experience as a senior business leader with rich business management experience in both Indian and global companies..

Mr. Dharam Prakash Kothari holds Bachelor Degree in Engineering.

Nature of Expertise in Specific Functional Area: Technical and Engineering

Disclosure of Relationship between Directors inter-se: Brother of Shri Sunil Kothari and Father of Shri Vikas Kothari

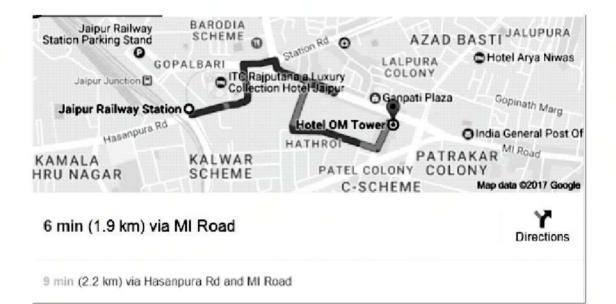
Listed Companies (other than Om Metals) in which Mr. Dharam Prakash Kothari holds directorship and Committee membership:

Directorship: Nil

Committee Membership (includes only Audit Committee & Stakeholder Relationship Committee): Nil

Shareholding in the Company: 4858346

ROUTE MAP TO THE VENUE OF THE AGM



DIRECTORS' REPORT

Dear Members.

Your Directors have pleasure in presenting 45° Annual Report of your Company together with the Audited Financial Statement for the financial year ended 31° March, 2017.

Financial Results (Rs. In Lacs)

Particulars	2016-17	2015-16
Revenue from operations	23139.47	18905.10
Total expenditure before finance cost, depreciation	19022.90	13775.26
Earnings before interest, tax, depreciation and amortisation (EBITDA)	4116.57	5129.84
Other income (net)	646.14	849.15
Finance Charges	1701.06	1325.43
Depreciation and amortisation expense	1117.81	748.99
Profit before Exceptional Items and Tax	1943.84	3904.57
Exceptional Items	0	0
Profit before tax	1943.84	3904.57
Provision for Tax	646.58	789.90
Net Profit After Tax	1297.26	3114.67
Balance of Profit brought forward	28866.72	26172.22
Balance available for appropriation	30163.98	29379.45
Adjustment related to Fixed Assets	-15.00	0
Amount transferred to Revaluation Reserve due to excess Reversal in Previous Years	0	0
Proposed Dividend on Equity Shares	192.61	0
Interim Dividend	0	288.91
Corporate Dividend Tax	39.21	58.82
Transfer to General Reserve	75.00	165.00
Surplus carried to Balance Sheet	29872.17	28866.72

State of Company's Affairs and Future Outlook

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

At present your Company operates in following core sectors- Engineering. Infrastructure and Real Estate Development and is actively exploring some new opportunities.

The Company has reported a Profit before Tax (PBT) of Rs 1944 Lacs, as against Rs.3905 Lacs in the previous year.

DIVISIONALANALYSIS

ENGINEERING DIVISION

The Turnover of this division this year is Rs. 19039.60 lakhs and profit is Rs 973.03 lakhs as against Turnover of Rs. 15658.64 lakhs & profit is Rs.2448.55 Lakhs in the last year.

The Engineering Division focuses on turnkey engineering procurement and construction contracts for Hydro mechanical equipment for Hydro Power and Irrigation projects. The Company post execution of civil work for kalisindh dam has since been qualified for complete EPC for dam except EM package and shall address a larger share of hydro power project. This is a feat for diversifying in the civil construction space and the Company will not have to take recourse to civil companies for meeting PQ norms for bidding in civil space. The Company is now all geared up to encash the burgeoning opportunities in executing complete EPC contract in the space of H M components and civil structure. The projects in Hydro power space involve multifarious activities viz. civil construction, electromechanical component and Hydro mechanical equipments. The Company has executed over 60 Hydro- Mechanical turnkey projects in power and irrigation. The major revenue source this financial year are from Jaipur Bhilwara Road Project, kutcheh project of SSNL, smart city project in Ujjain and Rampul project (UP).

Orders received during the Year:

- 1. IndraSagar Project (Canals), for supply and lying of pipe line on right bank of Upperveda project.
- 2. Project received from Rwanda Agriculture Board in its Joint Venture for development of irrigation and Watershed development in Mpanga Sector in Rwanda (Africa).
- 3. Project for modernization and renovation of Baira Siulhydro electric power station in Himachal Pradesh.

REALESTATE DEVELOPMENT

The Turnover of this division this year is Rs 1607.30 lakhs and profit is Rs 223.48 lakhs against Turnover of Rs.3259.74 lakhs & profit is Rs.666 lakhs in the last year.

There being a potential realizable value of Land Bank/ developable/under development area in Company/subsidiary/Joint Venture.

Real Estate Project Details

Project	<u>Location</u>	<u>Partner</u>	Project Type	# of Units	Project Area Sq.ft. (OMIL Share)
Meadows	Kota	-	Housing	450	5,00,000
Pallacia#	Jaipur	J	Housing	150	6.30,000
Bandra Reclamation – Mhada	Mumbai	DB Realty & Others	Housing		2,00,000^
Ashvita*	Hyderabad	Mahindra Lifespaces	Housing	60	80,000
Total					1,410,000

#Construction has resumed after the judgement of Ho'ble JDA tribunal which in its verdict ordered that all approvals and maps of the project approved by JDA are as per policies/ bye laws and within legal framework. The construction has started steadily.

^{*}art of First Phase of Residential project delivered for possession

Subject to approval of Design/Area

Key Industrial Land Bank

Location	Sq. Mtrs.	Key Location Advantage	
Faridahad	8,000	Located on main Mathura Road, New Delhi	
VKIA Jaipur	28,000	In Industrial Area at Prime Location	
Kota (Institutional Land)	40,000	In the centre of Kota City	
TOTAL	76,000		

INFRASTRUCTURE AND CIVIL EPC CONTRACTS

Road: Two laning of Jaipur Two Laning of Jaipur-Bhilwara section of SH-12 implemented by SPV Bhilwara Jaipur Toll Road-Om Metals InfraprojectsLtd. owns minority stake of 49%; balance 51% held by SPML Infra Ltd.

<u>Smart City Project</u>: First smart City Infrastructure Development project in 50% Joint Venture on Design, Build and Operate basis.

Silos: Project received from Food Corporation of India (FCI) for construction and development of 4 Silos and for the same the Company has formed 4 SPV's and has 50% stake in each

PACKAGING: The Company has entered into a new venture for manufacturing of Closure for water PET bottles and Carbonated Soft Drinks (CSD) caps. The World demand for caps & closures is likely to exceed USD 55 bln / 2 tln units in 2019. The Clients/Potential Clients includes Bisleri, Xalta, Coke, Pepsi and other local players.

FUTURE OUTLOOK

Your Company sees good prospects in the domestic economy with the thrust on infrastructure development. The Company has invested in building up the capacities over the years and has also mapped the emerging opportunities with the internal capabilities. Increase in the pace of implementation of various initiatives by the government and revival of the investment cycle would be conducive for achieving the growth aspirations of the Company. The road ahead planned for your company includes:

- Enlarge global footprint through acquisition and strategic Joint Ventures in the core business.
- Key and strategic real estate projects on very promising locations.
- Establish presence in varied structure, steel design and fabrication works in bridges, large building constructions and heavy engineering works.
- > Tap India's second largest potential in the world both in Hydro Electric Power and irrigation by capitalizing on the plans of the government of India plans of river linking project.

CHANGES IN NATURE OF BUSINESS, IF ANY

There have been no changes in the business carried on by the company or its subsidiaries.

DIVIDENDS

Your Directors are pleased to recommend a Final Dividend of Rs. 0.20 per equity share of face value of Re. 1/-each for the year ended 31st March, 2017. The proposal is subject to the approval of shareholders at the ensuing Annual General Meeting.

The Register of members and Share Transfer Books will remain closed from Friday, September 22, 2017 to Friday, September 29, 2017, (both days inclusive) for the purpose of payment of final dividend for the financial year ended March 31, 2017 and the AGM.

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

TRANSFER TO RESERVES

The Board of Directors proposes to transferRs.7500000/- to General Reserve out of the amount available for appropriation.

CHANGES IN SHARE CAPITAL, IFANY

The paid up Equity Share Capital as on March 31, 2017 was Rs.9.63 Crore. During the year under review, the Company has not issued shares with differential voting rights nor granted Employee Stock Options or Sweat Equity Shares.

INFORMATION ABOUT SUBSIDIARIES/JV/ASSOCIATE COMPANY

There has been no material change in the nature of the business of the subsidiaries.

Pursuant to provisions of Section 129(3) of the Act, a statement containing salient features of the financial statements of the Company's subsidiaries in Form AOC-1 is attached to the financial statements of the Company as Annexure II.

Pursuant to the provisions of section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited accounts in respect of subsidiaries, are available on the website of the Company.

The developments in business operations / performance of major subsidiaries /JV / Associates consolidated with OMIL are as below:

OM METALS CONSORTIUM PRIVATE LIMITED — This wholly owned Subsidiary Company is developing a high end residential project on a very prime parcel of 19000 sq. mt. land at Jaipur and has a sellable built-up area of 6.3 lakh sqft with expected realization of `INR 10000-15000/sqft. OMIL has invested INR 1.6 bn for land and development cost is expected to be Rs 3.5 bn. The company expects to generate Rs 7.0 bn of Revenue from this project over next 2-3 years, which translates into pretax profits of Rs 2 bn appx. It has hired your company as EPC Contractor for structure building under architectural leadership of Studio 18, a renowned architecture firm of USA. The construction of Residential project Palacia at A 2 Prithviraj Road near Statue Circle Jaipur (Raj.) has resumed after the judgement of Ho'ble JDA tribunal which in its verdict ordered that all approvals and maps of the project approved by JDA are as per policies/ bye laws and within legal framework.

OM METALS REAL ESTATE PRIVATE LIMITED – This wholly owned Subsidiary Company is holding stakes in different SPV's and different subsidiaries for different projects in different locations. The development of all these projects are in some stages of clearances.

OM-SPML Infrastructure Limited (Pondicherry Port Limited)—The Company has substantial stake totaling to 94.46%, this Company has earmarked for the development of sea port in Pudducherry. After the non clearance of the project we have moved for arbitration proceedings there our as well as of Govt. of Pondicherry claims remain unconsidered and we are taking legal advice.

Om Kerui Joint Venture Private Limited- The Company has been incorporated by formation of Joint Venture with Shandong Kerui Oilfield Service Group Co. for exploring new business activities in oil and gas sector wherein Om Metals Infraprojects Limited holds 99% shareholding, thereby making it as the subsidiary.

SANMATI INFRADEVELOPERS PRIVATE LIMITED – This SPV wherein we own 25% stake along with other stakeholders SPML Infra (25%) and Urban Infrastructure Trustees Ltd (UITL) (50%) which is a holding company of Pondicherry SEZ Co. Ltd (PSEZCL). PSEZCL owns a multi product SEZ in Pudduchery where 840 acre land has

been acquired and balance 26 acre is pending. After the non clearance of this project we have moved to court for legal remedies.

BHILWARA JAIPUR TOLL ROAD PRIVATE LIMITED – This SPV where Om metals has 49% stake has done the development of the 212 km road project in Jaipur-Bhilwara Stretch on BOT basis and COD achieved in December, 2014. Om Metals has executed 100% of EPC work for a total project cost of Rs. 410 Cr. After the COD of the project all 4 toll plazas are operational and generating revenue. Due to cash shortfall in revenue generation, we have approached lenders for corrective action plan by implementing 5/25 scheme where loan rephasement is allowed.

OM METALS-SPML INFRAPROJECTS PRIVATE LIMITED – A 457 Cr Kalisindh Dam project in a SPV created with SPML infra on 50:50 basis is complete with some final leg work going on. Om Metals had been executing EPC contract for major work.

GURHA THERMAL POWER COMPANY LIMITED – This company as a 50% JV of Om Metals has a lignite based thermal project in Rajasthan. Due to abnormal delay at the end of Govt ,we have intimated our stand of terminating the project from our side.

PARTNERSHIPS /JV's:

OM METALS CONSORTIUM (Partnership firm) — This prestigious partnership firm for development of SRA project in Bandra Reclamation facing Bandra-Worli sea Link has completed the construction of the temporary transit camp.

A redevelopment project of MAHADA in partnership under Om Metals Consortium (OMC) where OMIL holds 17.5 % stake. Other developmental partners in the consortium are DB Realty Group , SPML Infra, Morya Housing, and Mahima developers. This multi-storied residential project is spread across 6 acres and entitled to FSI which translate into approx ~1.2 mn sqft(subjected to all Govt clearances). A premium of additional FSI available shall be paid by OMC.

OMC has done a JV with DB realty for this project where DB realty would be incurring 100% cost for the development and transfer 50% of salable area to OMC.

OM METALS –JSC JV – This JV has been executing Kameng HEP and the project is scheduled to complete by next year.

OM RAY CONSTRUCTION JV – This SPV is executing EPC of one project in Karnataka.

SPML –OM METALS JV – This JV has been executing project for development of smart infrastructure in VikramUdyogpuri at Ujjain.

Gujrat Warehousing Private Limited- This SPV was incorporated for the development of silo for storing wheat for FCI.

West Bengal Logistic Private Limited- This SPV was incorporated for the development of silo for storing wheat for FCI.

Uttar Pradesh Logistic Private Limited- This SPV was incorporated for the development of silo for storing wheat for FCI.

Bihar Logistic Private Limited-This SPV was incorporated for development of silo for storing wheat for FCI.

Subsidiaries/Associates of Om Metals Real Estates Private Limited (Wholly owned subsidiary of the Company):

OM METALS INFOTECH PRIVATE LIMITED – This Company has industrial land in Jaipur and we are exploring/expanding our work shop /fabrication facilities in a move to capacity addition for our upcoming projects.

OM METALS DEVELOPRS PRIVATE LIMITED — OMDPL entered into a JV with Mahindra Lifespace for a residential project in Hyderabad. Mahindra owns 80% of the built-up area rights in the 10-acre premium residential project called 'Ashvita', and OMDPL holds the rights to the remaining area. The 20% share of built-up area under OMIL is 80000 sqft and expected realization is `4500/sq.ft.(0.36 Bn INR). The first three towers of the project are delivered and sale of units are progressing very satisfactorily The project is catching good amount of attraction after rise of Telangana as a state and sale of units is very much satisfactory.

The Board of Directors of the Company has adopted the policy for the material subsidiaries, which is available on the website of the company at the following link:

http://www.ommetals.com/files/material-subsidiaries.pdf

CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the Companies Act, 2013 ("the Act") and Accounting Standard (AS) - 21 on Consolidated Financial Statements read with AS - 23 on Accounting for Investments in Associates and AS - 27 on Financial Reporting of Interests in Joint Ventures, the audited consolidated financial statement is provided in the Annual Report.

Companies which became / ceased to be Company's Subsidiaries, Joint Ventures or Associate Companies:

- Companies which have become subsidiaries during the financial year 2016-17: Om Kerui Joint Venture Private Limited
- Companies which has eeased to be the Subsidiaries/Step Subsidiary during the financial year 2016-17: Skywave Impex Limited, Odisha Marine Services Private Limited, Om Metals Ratnakar Private Limited, Om Kothari Hotels Private Limited, Om Hydromech Private Limited, Mayura Capital Advisors Private Limited, Om Automotors Private Limited

MATERIAL CHANGES AND COMMITMENTS

Shri Dharam Prakash Kothari, has been appointed as the Additional Director, designated as Chairman on the Board of Directors of the Company w.e.f. 1st May, 2017. Shri Dharam Prakash Kothari is a founder and promoter of Om Metals Infraprojects Limited and has been instrumental in growing the Company over decades. He resigned from the Board for a short period.

MEETINGS OF THE BOARD OF DIRECTORS

Five meetings of the Board of Directors were held during the year. For further details, please refer to the corporate governance report, which forms part of this report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

- (a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) 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 and loss of the company for that period;
- (e) The directors have taken proper and sufficient eare for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors have prepared the annual accounts on a going concern basis; and

- (e) The director have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively. Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2016-17.

CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION AND FOREIGN EXCHANGE OUTGO

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Act, are provided in **Annexure I** to this Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The constitution of Board of Directors and KMP of the Company during the year 2016-17 is as under:

S.N	Name	Designation	Date of	Date of	Date and
0.			change in	original	Mode of
			designation	appointment	Cessation
1.	Shri Chandra Prakash Kothari	Chairman	22/08/2014	1/10/1994	Resigned on 30.07.2016
2.	Shri Dharam Prakash Kothari	Managing Director	22/08/2014	1/10/1994	Resigned on 30.07.2016, reappointed in May 2017.
3.	Shri Sunil Kothari	Managing Director	28/03/2015	22/08/2014	
4.	Shri Vikas Kothari	President &Director	28/03/2015	28/03/2015	
5.	Smt. Ranjana Jain	Independent Director	28/03/2015	28/03/2015	
6.	Shri P. C. Jain	Independent Director	30/09/2014	15/07/2001	Resigned on 17.08.2016
7.	Shri Gopi Raman Sharma	Independent Director	11/03/2016	11/03/2016	
8.	Shri Ram Kumar Gupta	Independent Director	10/06/2016	10/06/2016	
9.	Shri Sunil Kumar Jain	Chief Financial Officer	28/03/2015	01/04/2009	
10	Smt. Reena Jain	Company Secretary		03/03/2008	

Mr. Vikas Kothari who retires by rotation at ensuing Annual General Meeting and being eligible has offered himself for re-appointment.

INDEPENDENT DIRECTORS AND DECLARATION

Mr. P.C. Jain had resigned from the directorship of the Company and Mr. Ram Kumar Gupta has been appointed as the Independent Director of the Company as per Section 149(10) of the Companies Act. 2013 in the Board Meeting on 10/06/2016 for a term of Five years.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under Section 149 (6) of the Act and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

BOARD EVALUATION

In terms of the requirements of the Act and Listing Regulations, the Board carried out the annual performance evaluation of the Board as a whole. Board Committees and the individual Directors.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

Independent Directors, in their separate meeting, reviewed and evaluate the performance of non-independent directors, Board as a whole, Managing Director and the Chairman, taking into account the views of executive directors and non-executive directors and criteria laid down by the Nomination and Remuneration Committee. The Policy of the familiarization programmes of Independent Directors are put up on the website of the Company at the link:http://www.ommetals.com/files/familiarization-programme.pdf

NOMINATION AND REMUNERATION COMMITTEE:

As per the section 178(1) of the Companies Act, 2013 the Company's Nomination and Remuneration Committee comprises of three Non-executive Directors as under:

Name of the Director	Position held in the Committee	Category of the Director	
Mr. Gopi Raman Sharma	Chairman	Nan Executive Independent Director	
Mr. Ram Kumar Gupta	Member	Non Executive Independent Director	
Mrs. Ranjana Jain	Member	Non Executive Independent Director	

Terms of Reference:

- a) To formulate a criteria for determining qualifications, positive attributes and independence of a Director.
- b) Formulate criteria for evaluation of Independent Directors, Board and Committees.
- c) Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- d) To carry out evaluation of every Director's performance.
- e) To recommend to the Board the appointment and removal of Directors and Senior Management.
- f) To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- g) Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

- h) To devise a policy on Board diversity.
- i) To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- j) To perform such other functions as may be necessary or appropriate for the performance of its duties.

Remuneration to Executive Directors:

The remuneration paid to Executive Directors is recommended by the Nomination and Remuneration Committee and approved by Board in Board meeting, subject to the subsequent approval of the shareholders at the General Meeting and such other authorities, as may be required. The remuneration is decided after considering various factors such as qualification, experience, performance, responsibilities shouldered, industry standards as well as financial position of the Company.

Remuneration to Non Executive Directors:

The Non Executive Directors are paid remuneration by way of Sitting Fees. The Non Executive Directors are paid sitting fees for each meeting of the Board and its committees.

The policy under sub-section (3) of section 178 of the Companies Act, 2013, adopted by board is appended as Annexure IV to the Directors' Report.

The Remuneration to Executive Directors and KMP are in affirmation of the Nomination and Remuneration Policy.

AUDIT COMMITTEE:

According to Section 177 of the Companies Act, 2013 the Audit Committee is comprised of the following directors:

Name of the Director	Position held in the Committee	Category of the Director
Mr. Gopi Raman Sharma	Chairman	Non Executive Independent Director
Mr. Ram Kumar Gupta	Member	Non Executive Independent Director
Mr. Sunil Kothari	Member	Executive Director

AUDITORS

The Statutory Auditors of the Company, M/s M.C. Bhandari & Co., Chartered Accountants bearing ICAI Registration No. 303002E hold office till the conclusion of the ensuing Annual General Meeting (AGM) of the Company.

The Board of Directors on the recommendation of the Audit Committee has proposed to appoint. M/s Mahipal jain and Co., Chartered Accountants (FRN:007284C) as Statutory Auditors in place of the retiring auditors, who shall hold the office from the conclusion of the 45 Annual General Meeting for a term of five consecutive years, i.e., until the conclusion of the 50 Annual General Meeting (subject to ratification by members at every Annual General Meeting, if required, under the prevailing law at that time).

The proposed Auditors have confirmed their willingness and eligibility in terms of provisions of section 141 and other relevant provisions of the Act, the Chartered Accountants Act, 1949 and the Rules and Regulations made there under.

M/s. Mahipal Jain and Co. Chartered Accountants have in the past handled audit of companies with large scale operations and have maintained high level of governance, rigour and quality in audit and audit process. The Board places on record its appreciation for the services rendered by M/s M.C. Bhandari & Co., Chartered Accountants, as Statutory Auditors of the Company.

AUDITORS' REPORT

The Auditors' Report to the members on the Accounts of the Company for the financial year ended March 31, 2017 does not contain any qualification, reservations or adverse remarks. The Notes to the Accounts referred to

in the Auditors Report are self explanatory and therefore do not call for any further explanation.

SECRETARIALAUDITOR

M/s B K Sharma & Associates, Company Secretaries were appointed to conduct the Secretarial Audit of the Company for the Financial Year 2016-17 as required under the Companies Act, 2013 and rules made thereunder. The report does not contain any qualification, reservations or adverse remarks. The Secretarial Audit report for FY 2016-17 forms part of the Armual Report as Amexure V to the Directors' Report.

COSTAUDITOR

Pursuant to the provisions of Section 148 of the Companies Act, 2013 and as per the Companies (Cost Records and Audit) Rules, 2014 and amendments thereof, the Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. M. Goyal & Co., Cost Accountants as the Cost Auditors for the Company for the financial year ending March 31, 2018.

The due date for filing the Cost Audit Report of the Company is within 180 days from the end of the accounting year.

A proposal for ratification of remuneration of the Cost Auditor for financial year 2017-18 is placed before the shareholders

VIGIL MECHANISM

As per Section 177(9) and (10) of the Companies Act. 2013, and as per regulation 22 of the Listing Regulations, the company has established Vigil Mechanism for directors and employees to report genuine concerns and made provisions for direct access to the Chairperson of the Audit Committee. Company has formulated the present policy for establishing the vigil mechanism/ Whistle Blower Policy to safeguard the interest of its stakeholders, Directors and employees, to freely communicate and address to the Company their genuine concerns in relation to any illegal or unothical practice being carried out in the Company. The said policy has been also put up on the website of the Company at the following link:

http://www.ommetals.com/files/vigil-mechnasim.pdf

RISK MANAGEMENT

Periodic assessments to identify the risk areas are carried out and management is briefed on the risks in advance to enable the company to control risk through a properly defined plan. The areas of risk include- Technology risk, Competition risk, Financial risk, Cost risk, Legal risk, Economic Environment and Market risk, Political Environment Risk, Inflation and Cost Structure. Technology Obsolescence, Project Execution, Contractual Compliance, Operational efficiency, hurdles in Optimum use of resources, Human Resource management, environment management etc. The Board is also periodically informed of the business risks and the actions taken to manage them. The Company has formulated a policy for Risk management with the following objectives:

- · Provide an overview of the principles of risk management
- Explain approach adopted by the Company for risk management
- Define the organizational structure for effective risk management
- Develop a "risk" culture that encourages all employees to identify risks and associated opportunities and to respond to them with effective actions.
- Identify, assess and manage existing and new risks in a planned and coordinated manner with minimum disruption and cost, to protect and preserve Company's human, physical and financial assets.

Fundamentals of our risk management system

The company has in place a code of conduct and high safety standards in plant operation to protect its employees and the environment. The company has instituted control bodies which verify important business decisions.

Organizational measures are undertaken to prevent the infringement of guidelines and laws.

Goals of risk management

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

Organizational responsibilities and tools

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

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

LOANS, GUARANTEES AND INVESTMENTS

The Company being engaged in the business of providing infrastructural facilities hence in terms of Section 186 (11)(a) the provisions of Section 186 except sub-section (1) regarding loans made, guarantees given or securities provided are not applicable to the Company.

The particulars of Loans & guarantees given, investments made and securities provided have been disclosed in the financial statements.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business and approval of the Board of Directors & Shareholders was obtained wherever required.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link:

http://www.ommetals.com/files/related-party-transcation.pdf

CORPORATE SOCIAL RESPONSIBILITY

The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year and Annual Report on CSR Activities are set out in Annexure III of this Report. The Policy is available on the website of the Company on the following link: http://www.ommetals.com/files/corporate-social-responsibility.pdf

The Composition of the Corporate Social Responsibility Committee are given below:

Name of Director	Status
Mr. Gopi Raman Sharma	Chairman
Mr. Vikas Kothari	Member
Mr. Sunil Kothari	Member

EXTRACTS OF ANNUAL RETURN

The Extract of Annual Return as required under section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, in Form MGT-9 is annexed herewith for your kind perusal and information. (Annexure: VI)

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of managerial Personnel) Rules, 2014 are given below:

A. Remuneration paid to Managing and Whole Time Directors

Directors of the Company	Remuneration in	Remuneration in	% increase	Ratio to
	F.Y. 2016 -17(Rs. In	F.Y. 2015 -16 (Rs.	/decrease in	Median
	Lacs)	In Lacs)	remuneration	remuneration
Mr C.P. Kothari	84.00*	96.69	-13,12	41.17
Mr. D.P. Kothari	84.00*	87.01	-3.46	41.17
Mr. Sunil Kothari	88.58	84.00	5.45	43.42
Mr. Vikas Kothari	38.27	30.00	27.57	18.76

^{*}Based on Annualized Salary.

B. Remuneration paid to KMPs

		% increase/decrease in remuneration	Ratio to Median remuneration
In Lacs)	In Lacs)		
12.14	11.44	6.11	5.95
6.00	3.45	73.91	2.94
	FY 2016-17 (Rs. In Lacs)	12.14 11.44	FY 2016-17 (Rs. In Lacs) FY 2015 -16 (Rs. in remuneration In Lacs) 12.14 11.44 6.11

- C) There was increase of 6.25% in Median Remuneration of employees in Financial Year 2016-17 as compared to financial year 2015-16.
- D) Number of permanent employees on the rolls of Company was 178 employees as on 31.03.2017.
- E) The increase in total remuneration of managing directors and whole-time directors and KMPs was negligible over the previous financial year.
- F) The total revenue increased by 20.41% but the increase in remuneration is in line with the market trends.
- G) The closing share price of the Company at BSE and NSE on 31st March, 2017 being Rs. 47.40/- and Rs.47.45/- respectively per equity share of face value of Re. 1/- each has increased since the last offer for sale made in the year 1995 (Offer Price was Rs. 50/- per equity share of face value of Rs. 10/- each)
- H) Average Salary increase of non-managerial employees was 4% per employee and that of managerial employees 0.08% in financial year 2016-17. The average % increase in remuneration is in line with normal pay revision.
- Remuneration paid during the year ended 31st March, 2017 is as per the Remuneration Policy of the Company.

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, there is no employee who is drawing remuneration in excess of the limits set out in the said rules.

Details of Top Ten Employees

The HODs of the Company work under the direct supervision of directors of the Company and has been assigned responsibilities. The details of the top ten employees (excluding Directors & KMP) are as under:

S. No.	Emp oyee Name	Designation	Dal	Remuneration Received	Nature of Employment (Contractual or Otherwise)	Qual fication & Experience	Agu of Employee	The last employment held by the employee before joining the company	Whether such employed is relative of any Director	
1	Mr. Vishal Ko.hari *	Ex. Director (Real Estato Rajasthan Circle)	1.04.2008	250000	Permanent	B.Com, 9 Years	38	OM Metals Infraprojects Limited	Yes	
2	Mr. Bharat Kothari *	Lx. Director(Projects)	1.10.2007	250000 Permanent U.L.10 Years 34 Infraprojects Limited		Infraprojects	Yes			
3	Mr. Banubali Kethari ^a	Fx. Director(Projects)	1.04.2008	250000 Permanent RF, 9 Years 34 Infragratients Limited		Infraprojects	Yes			
4	Mr. Siddharth Kothari	Ex. Director (Packaging Unit)	1.04.2016	150000 Permarient CFA, 8.5c., 1 Year 26 Jupiter Metal Private Limite		Jupiter Metal Private Limited	Yes			
5	Mrs. Monica Bak iwal	COO (Hatel Division)	1.04.2010	75900 Permanent MDA, 7 Years 46 Infraprojects limited		Infraprojects	Yes			
5	Vineet Rhat a	GM Design	24 01.2016	98200	Permanent RF Mechnical, 19 Years 45 Energy Infrate:			Na		
7	Mahendral natap Singh	Manager	08.01.2016	100000 Permanent HSC, DRF, 35 57 Uniflex Cable		Uniflex Cable Ltd.	No			
8	VijayakurnarKoppatta	GM	23.0/ .2016			Synergics Hydro (India) Pvt.Ltd.	No			
9	Sudhir Kumer Jain	РМ	15.02.2016	115000	Permanent	B.Tech, Civi , 28 Years	48	Gannun Drunkey Company Ltd.	Nu	
10	Ajay Upendra Raina	PM	09 00.2016	150000	Permanent	BF Mechnical, 11 Years	3.0	Jai Praksah Associates Ltd.	No	

^{*} Mr Vishal Kothari, Mr Bharat Kothari & Mr Bahubali Kothari fall under the category of One Level below KMP work under the direct supervision of the Board of Directors.

Power of Attorney Holders;

For the implementation and effective execution of the Projects and various Laws as applicable to the Company, the Board of Directors entrusted the following HOD's with responsibility via Power of Attorney granted to them and these are directly responsible for compliances:

S,No.	Name Of HOD/ Authorized Person	Division/ Department/ Project	Date of Authorization		
1	Deepak Jain	Human Resources	14/11/2016		
2	Moti lal Jain	Excise	14/11/2016		
3	Kunti Lal Jain	Income Tax	14/11/2016		
4	Sunil Kumar Jain	Banking (fund raising)	14/11/2016		
5	Ramesh Dadhieh	Sales Tax/ VAT	14/11/2016		
6	D.S. Rawat	TDS, Service Tax, Finance & Audit	14/11/2016		
7	V.K. Gupta and/or Ramesh Dadhich	Goods and Service Tax	14/11/2016		
8	Ajay Raina	Kameng Project	14/11/2016		
9	R.K. Kala	Ujjain Project	14/11/2016		
10	R.C. Srivastava	Gujarat Project	14/11/2016		
11	A Gogia	Kopili Project	14/11/2016		
12	Ashish Anand	Hotel Om Tower	14/11/2016		
13	HNR Keserker	Rampur (UP) Project	14/11/2016		
14	Padam Jain	Om Realty Division	14/11/2016		
15	Bashishtha Rai	Vyasi Project	14/11/2016		
16	Anil Walia	Om Pack Division	14/11/2016		

PERSONNEL

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

Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013

In Compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013, your Company has constituted an 'Internal Complaints Committee' ('Committee'). No complaint has been received during the Year ended 31st March, 2017 in this regard.

The Company has in place a Policy for Prevention of Sexual Harassment at Workplace as per requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committee has been set up to redress the complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. No Complaint has been received during the year ended 31st March. 2017 in this regard.

LISTING

The Equity Shares of the Company continue to remain listed with the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE). The listing fees of the exchanges for the financial year 2017-18 have been paid.

CREDIT RATING

CARE has assigned ratings symbol of 'BBB1 for its long term facilities' & PR1 to company.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of provisions of Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations. 2015, the Management Discussion and Analysis is presented in a separate section forming part of the Amutal Report.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

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

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

CORPORATE GOVERNANCE

Your Company has been following principles of Good Corporate Governance Practices over the years. Your Company has complied with the Corporate Governance Code as stipulated under the Listing Regulations. A separate section on Corporate Governance along with certificate from the Auditors confirming compliance forms part of the Annual Report.

Details of litigations pending or significant or material orders which were passed by the Regulators or Courts or Tribunals is provided under Independent Auditor's Report

Deposits

The company has not accepted any Fixed Deposits and, as such, no amount of principle or interest was outstanding as of the Balance Sheet date.

ACKNOWLEDGEMENTS

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

On Behalf of the Board of Directors

Date: 30th May, 2017

Place: Jaipur Dharam Prakash Kothari Sunil Kothari (Chairman) (Mg. Director)
DIN: 00200342 DIN: 00220940

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ANNEXURE TO DIRECTORS' REPORT

ANNEXURE I

PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information in accordance with the provisions of Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014:

A). Conservation of energy:

- a) Energy Consumption Measures taken:
 - Om Metals is committed to energy conservation and is continuously looking for energy efficient. Energy conservation is through well planned actions such as quality preventive maintenance, machinery upgradation, modernization and introduction of sophisticated control system. The installation of efficient transformers and stabilizers to reduce the electric fluctuation and consumption
- b) Steps taken by the company for utilising alternate sources of energy: The Company is always looking forward to explore renewable energy production. The Company has Wind power plant in Rajasthan, 350 Kw for captive consumption in Hotel Om Tower, a unit of the Company.
- C) Capital Investment on Energy conservation equipments: NIL

B). Technology Absorption:

The efforts made towards Technology Absorption, Adaption and Innovation

- (i) Efforts made & benefits derived towards improvement in technology of machines and equipment: NIL
- (ii) Technology imported during the last 5 year: None but technical collaboration done with overseas company

C). Foreign Exchange Earning and Outgo:

- a) Activities relating to exports, initiatives taken to increase exports, development of new export, development of new export markets for products and service and export plans.
- b) Total foreign exchange used and earned.

	31.03.2017	31.03.2016
I. Earning by ways of :		
a) Exports	693.85	3077.01
b) Service	6.80	3.42
II. Outgo by way of		
a) CIF value of import	1510.86	99.27
b) Travelling & Other Expenses	1026.39	1004.81
c) Capital Goods	301.29	1478.01

ANNEXURE II

Statement pursuant to first proviso to sub-section (3) of section 129 of the Companies Act 2013, read with rule 5 of Companies (Accounts) Rules, 2014 in the prescribed Form AOC-1 relating to subsidiary companies.

SALIENT FEATURES OF FINANCIAL STATEMENTS OF SUBSIDIARY / ASSOCIATES / JOINT VENTURES AS PER COMPANIES ACT, 2013

PART "A": SUBSIDIARIES

Name of Subsidiary	Om Metals Consortium Private Limited	Om Metals Real Estate Private Limited	Pondicherry Port Limited	Om kerui joint venture private limited (Newly added with in current F.Y.)
Share Capital	23528600	100000	3632000	100000
Reserves & Surplus	46,55,06,363.49	8,52,81,800.95	(6,11,29,338)	0
Total Assets	2,34,92,71,167.68	71,83,07,017.12	5,73,902	1,36,000
Total Liabilities	2,34,92,71,167.68	71,83,07,017.12	5,73,902	1,36,000
Investment	25000	31,56,13,721.32		
Turnover/ Total Income	3,99,25,552	12,18,40,624.92		
Profit before Taxation	(79,18,875.76)	9,28,47,838.04	(38,93,160)	0
Provision for Taxation	2,19,800	3,22,67,288.25	0	
Profit after Taxation	(80,74,883)	6,05,80,549.79	(38,93,160)	0
Proposed Dividend	-	-	-	-
% of Shareholding	100%	100%	94.46%	99%

PART "B": ASSOCIATES AND JOINT VENTURES

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Sr. Na.	Name of Associates/Joint Ventures		Shares of Associate/Joint Ventures held by the company on the year end			Profit/Loss for the year				
		Latest audited Balance Sheet Date	No.	Amount of Investment in Associates/ Joint Venture	Exten d of Holdi ng %	Networth attributa ble To Shareholding as per latest audited Balance Sheet	Considered in Consolidatio n	Not Considered in Consolidatio	Description n of how there is significant influence	Reason why the associate/ joint venture is not consolidated
1.	Bihar Logistics Private limited (Newly Added In C.F.Y.)	31.03.2017	5000	50000	50%	50000		-	-	
2.	GujratWarehousin g Private limited(Newly Added In C.F.Y.)	31.03.2017	5000	50000	50%	50000	-	-	-	-
3.	Om Metal JSC JV Karneng	31.03.2017	-	5,00,00,000	60%	20,72,66,896	3,12,55,830	2,08,37,220	-	-
4.	Om metal spmlinfraproject private limited (Kalisindh)	31.03.2017	5000	50000	50%	1,88,30,520	9,98,749	9,98,749	-	-
5	Uttar Pradesh Logistics Private Limited(Newly Added In C.F.Y.)	31.03.2017	5000	50000	50%	50000	-	-	-	-

6	Bhilwara Jaipur Toll Road Private Limited	31.03.2017	33822 08	33822309	49%	47,98,46,118.24	(6,86,31,138. 51)	(7,14,32,409. 47)	-	-
7	Gurha Thermal Power Company Ltd.	31.03.2017	25000	250000	50%	250000	-	-	-	-
8	Om Metal SPML Infraproject Limited (Ujjain)	31.03.2017	-	-	50%	5081489	5751583	5751583	-	-
9	West Bengal Logistics Private Limited(Newly Added In C.F.Y.)	31.03.2017	5000	50000	50%	50000	-	-	-	-
10	Om Ray Construction (Associate)	31.03.2017	-	-	99.5%	1,29,52,811.47	(18,81,545)	-	-	-
11	M/s Om metals SPML-JV-Mapanga- Rawanda	31.03.2017	-	5201855.29	51%	-	-	-	-	-

Note (a): There is significant influence by virtue of Joint Control Note (b): There is significant influence due to % of Shareholding.

For and on behalf of Board of Directors

Place: Jaipur

Dated: 30.05.2017

Dharam Prakash Kothari Sunil Kothari Vikas Kothari Reena Jain S.K. Jain (Chairman) (Mg. Director) (President Director) (Company Secretary) (CFO)

DIN: 00200342 DIN: 00220940 DIN: 00223868

ANNEXUREIII

ANNUAL REPORT ON CSR ACTIVITIES

• A brief outline of the Company's CSR Policy including overview of projects or programs proposed to be undertaken and a reference to the Web Link to the CSR Policy and projects or programs

The Web link to CSR Policy is: http://www.ommetals.com/files/corporate-social-responsibility.pdf CSR policy of the Company is aimed at demonstrating care for the community through its focus on education & skill development, health & wellness and environmental sustainability. Also embedded in this objective is support to the disadvantaged/marginalized cross section of the society by providing opportunities to improve their quality of life.

The projects undertaken will be within the broad framework of Schedule VII of the Companies Act, 2013. The CSR projects carried out in FY 2016-17 is promoting education and Employment linked vocational skills trainings.

Details of the CSR policy and projects or programmes undertaken by the Company are available on the website of the Company.

The composition of the CSR committee:

The Company has a CSR committee of directors comprising of Mr. Gopi Raman Sharma, Chairman of the Committee, Mr. Vikas Kothari and Mr. Sunil Kothari as the members of the Committee.

- Average net profit of the company for last three financial years for the purpose of computation of CSR:
 Rs.34.63 cr
- Prescribed CSR Expenditure (two per cent of Average Net Profit as above): Rs. 69.27 Lakhs
- Details of CSR spent during the financial year:
- a. Total amount to be spent for the financial year: Rs.69.27 Lakhs
- b. Total amount spent for the financial year: Rs. 74.39 Lakhs
- c. Amount unspent: NIL

- d. Manner in which the amount spent during the financial year: Attached
- In ease the company has failed to spend the two per cent of the average net profit of the last three financial
 years or any part thereof, the company shall provide the reasons for not spending the amount in its Board
 report: N.A
- The details of Expenses on CSR Projects / Activities are as under:

S. No	CSR project or Activity Identified	Sector in which the project is covered (clause no. of Schedule VII to the Companies Act, 2013, as amended	Project or Program (1) Local Area or Other (2) Specify the State and district where projects or programs was undertake n	Amount Outlay (Budget) Project or Program wisc (in Lakhs)	Amount spent on the Projects or Programs Sub Heads: (1) Direct Expenditur e on Projects or Programs (2) Overheads (in Lakhs)	Cumulative e Expenditure c upto the reporting period i.e. FY 2016- 2017 (in Lakhs)	Amount Spent Direct or through Implement ing Agency
Λ	Contribution to Om Kothari Foundation	Schedule VII (ii) under "promoting education, including special education"	Kota. Rajasthan	6000000	6000000	6000000	Direct
В	Others: 1) Heritage and Handierafts	Schedule VII (v) under "promotion and development of traditional art and handierafts"	Kaithoon Distt., Kota Rajasthan	150000	151750	151750	Direct
	2) Swach Bharat Abhiyan	Schedule VII (i) under "Eradicating hunger, poverty and malnutrition and sanitation"	Rajasthan State Bharat Scout and Guide Camp Site Alnia, Kota Rajasthan	200000	213406	213406	Direct
	3) Technology Incubators	Schedule VII (ix) under "contribution s or funds provided to technology incubators"	Badhit Bal Vikas Kendra, Kota, Rajasthan	150000	204600	204600	Direct
	4) Women Empowerment	Schedule VII (iii) under "promoting gender equality, empowering women"	Govt. Sr. Secondary Girls School, Kunhadi, Kota, Rajasthan	21000	21000	21000	Direct

5) Promoting employmer enhancing vocation sk	it (ii) under "promoting education, including special education and employment enhancing vocation skills"	Om Metals Infraproject Ltd. B -1 Special IPIA Jhalawar Road,Kota, Rajasthan	450000	498105	498105	Direct
6) Rural Developme Project	Schedule VII (x) under " Rural Development Project"	District Tonk, Rajasthan	60000	86674	86674	Direct
7) Health C	are Schedule VII (i) under "promoting health care"	Governmen t Hospital ,Dooni Dist. Tonk,Rajast han	125000	134179	134179	Direct
8) Health C	are Schedule VII (i) under "promoting health care"	Dooni roadways Bus Stand Dist. Tonk, Rajasthan	40000	46684	46684	Direct
9) Rural Developme Project	Rural Development Project"	Revenue Office Dooni Dist. Tonk Rajasthan	55000	71107	71107	Direct
10)Infrastr creation for employmen youth	(ii) under	District Industrial Center, Kota, Rajasthan	15000	11700	11700	Direct
Sub-total			7266000	7439205	7439205	
Overhead Total CSR Spend			7266000	7439205	7439205	

The Responsibility Statement of the Corporate Social Responsibility (CSR) Committee of the Board of Directors of the Company is reproduced below:

"The implementation and monitoring of Corporate Social Responsibility (CSR) Policy, is in compliance with CSR objectives and policy of the Company."

Sunil Kothari Managing Director DIN: 00220940

Date: 30th May, 2017 Place: Jaipur Gopi Raman Sharma Chairman, CSR Committee DIN: 07465442

ANNEXURE IVA

POLICY FOR SELECTION OF DIRECTORS AND DETERMINING DIRECTORS' INDEPENDENCE

Oualifications and Criteria:

- The Nomination and Remuneration Committee, and the Board, shall review on an annual basis, appropriate
 skills, knowledge and experience required of the Board as a whole and its individual members. The
 objective is to have a Board with diverse background and experience that are relevant for the Company's
 global operations.
- 2. In evaluating the suitability of individual Board members, the Committee may take into account factors, like General understanding of the Company's business dynamics, global business and social perspective; Educational and professional background, standing in the profession; Personal and professional ethics, Integrity and values; Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.
- The proposed appointee shall also fulfill the basic requirements of the Companies Act, 2013 and Rules m a d e
 thereunder to become Director or KMP.
- The person shall abide the Code of Conduct established by the Company for Directors and Senior Management Personnel.

Criteria of Independence:

- The Committee shall assess the independence of Directors at the time of appointment / re-appointment. The Independent Directors shall give the declaration of independence at the time of appointment/reappointment and in the First Meeting of the Board in every Financial Year.
- 2. The criteria of independence shall be as per Section 149(6) of the Companies Act, 2013 and Listing Regulations.
- The Independent Directors shall also abide the "Code for Independent Directors" as specified in Schedule IV to the Companies Act, 2013.

Other directorships / committee memberships:

The Director of the Company shall not serve as an Independent Director in more than 7 Listed Companies and not more than 3 Listed Companies in case he is serving as a Whole-time Director in any Listed Company.

The Director shall not be a member in more than 10 Committees or act as Chairman of more than 5 Committees across all companies in which he holds directorships. For the purpose of considering the limit of the Committees, Audit Committee and Stakeholders' Relationship Committee of all Public Limited Companies, whether listed or not, shall be included.

ANNEXURE IV B

REMUNERATION POLICY FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

1. OBJECTIVE

The Key Objectives of the Committee would be:

- To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation.

2. ROLE OF THE COMMITTEE

The role of the Committee inter alia will be the following:

- To formulate a criteria for determining qualifications, positive attributes and independence of a Director.
- Formulate criteria for evaluation of Independent Directors and the Board.
- Identify persons who are qualified to become Directors and who may be appointed in Senior Management
 in accordance with the criteria laid down in this policy.
- To carry out evaluation of every Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board, policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- To devise a policy on Board diversity.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

3. CHAIRMAN

• Chairman of the Committee shall be an Independent Director.

4. FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at such regular intervals as may be required.

5. APPOINTMENT AND REMOVAL OF DIRECTOR, KMPAND SENIOR MANAGEMENT Appointment criteria and qualifications:

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the
 person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/
 her appointment.
- A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient/satisfactory for the concerned position.
- The Company shall appoint or continue the employment of any person as Managing Director/Whole-time Director/Manager/Director as per requirements of the Companies Act, 2013 and Rules made thereunder.

Evaluation:

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management at regular interval (yearly) as per the criteria laid down.

Removal:

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management subject to the provisions and compliance of the said Act, rules and regulations.

Retirement:

The Director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director. KMP, Senior Management in the same position/remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

6. PROVISIONS RELATING TO REMUNERATION OF MANAGERIAL PERSON, KMP AND SENIOR MANAGEMENT

General:

The remuneration / compensation / commission etc. to Managerial Person, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

The remuneration and commission to be paid to Managerial Person shall be as per the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.

Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managerial Person. Where any insurance is taken by the Company on behalf of its Managerial Person, KMP and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

Remuneration to Managerial Person, KMP and Senior Management:

Fixed pay:

Managerial Person. KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F. pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Person in accordance with the provisions of Schedule V of the Companies Act, 2013.

Remuneration to Non-Executive/Independent Director:

Remuneration/Commission:

The remuneration / commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.

Sitting Fees:

The Non-Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

Limit of Remuneration / Commission:

Remuneration /Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

Options:

An Independent Director shall not be entitled to any stock option of the Company.

ANNEXURE V TO DIRECTORS' REPORT

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2017

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules. 2014]

To,

The Members.

OM METALS INFRAPROJECTS LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Om Metals Infraprojects Limited (hereinafter called the Company).

Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31° March. 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. Om Metals Infraprojects Limited ("the Company") for the financial year ended on 31⁶ March, 2017according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder:
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBLAct'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. There was no issue of securities during the period under review;
 - (d) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014.
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. Not applicable to the company during the period under review.
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents)
 Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. Not applicable to the company during the period under review.
 - (h) The Securities and Exchange Board of India (Buy Back of securities) Regulations, 1998. Not applicable to the company during the period under review.
- (vi) As informed and certified by the management, there are no laws that are specifically applicable to the company

based on their sector/industry.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange (BSE) and National Stock Exchange (NSE) and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. During the period under review, the Company has complied with the provisions of the Act, Rules,

Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:-

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This Report is to be read with our letter of even date which is annexed as "Annexure A" and forms as an integral part of this report.

For B K Sharma and Associates

Company Secretaries FRN -S2013RJ233500

[BK SHARMA]

Proprietor

M. No. : FCS - 6206 COP No.: 12636

PLACE: Jaipur DATE: 30th May, 2017 **Annual Report 2017**

OM METALS INFRAPROJECTS LIMITED

'Annexure A'

To,

The Members

Om Metals Infraprojects Limited

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility

is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about

 $the \ correctness \ of \ the \ contents \ of \ the \ Secretarial \ records. \ The \ verification \ was \ done \ on \ the \ test \ basis \ to \ ensure$

that correct facts are reflected in secretarial records. We believe that the processes and practices we followed

provide reasonable basis of our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the

company. We have relied upon the Report of Statutory Auditors regarding compliance of Companies Act, 2013 and Rules made thereunder relating to maintenance of Books of Accounts, papers and financial statements of

the relevant Financial Year, which give a true and fair view of the state of the affairs of the company.

4. We have relied upon the Report of Statutory Auditors regarding compliance of Fiscal Laws, like the Income Tax

Act, 1961 & Finance Acts, the Customs Act, 1962, the Central Excise Act, 1944 and Service Tax.

5. Wherever required, we have obtained the Management representation about the compliances of laws, rules

and regulations and happening of events etc.

6. The compliances of the provisions of corporate and other applicable laws, rules, regulations, standards is the

responsibility of management. Our examination is limited to the verification of procedures on test basis.

7. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy

or effectiveness with which the management has conducted the affairs of the company.

For B K Sharma and Associates

Company Secretaries

FRN -S2013RJ233500

[BK SHARMA]

Proprietor

M. No. : FCS - 6206

COP No.: 12636

PLACE: Jaipur

DATE: 30th May, 2017

ANNEXURE VI

FORM NO. MGT- 9 EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2017 (Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014)

I. REGISTRATION & OTHER DETAILS:

CIN	L27203RJ1971PLC003414
Registration Date	22/12/1971
Name of the Company	OM METALS INFRAPROJECTS LIMITED
Category/Sub-category of the	LIMITED BY SHARES /INDAIN NON- GOVERNMENT COMPANY
Company	
Address of the Registered office	J-28, SUBHASH MARG, C-SCHEME, JAIPUR- 302001
& contact details	TEL: 0141-5163323-33, FAX: 0141-4044283
	WEBSITE : <u>www.ommetals.com</u>
Whether listed company	YES
Name, Address & contact	M/S SKYLINE FINANCIAL SERVICES PRIVATE LIMITED
details of the Registrar &	D-153, A, 1ST FLOOR, OKHLA INDUSTRIAL AREA, PHASE-I, NEW DELHI- 110020
Transfer Agent, if any.	<u>TEL:011-30857575</u>
	FAX: 011-30857562
	E-MAIL :admin@skylinerta.com
	E-mail:skyline_fspl@rediffmail.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products /	NIC Code of the	% to total turnover of the company
	services	Product/service	
1.	Engineering Division	429	82.28%
2.	Packaging Division	829	10.83%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

SI	Name & Address of the Company	CIN/GLN	HOLDING/	% OF	APPLICABLE
No			SUBSIDIARY/ ASSOCIATE	SHARES HELD	SECTION
1	Om Metals Consortium Pvt. Ltd.	U70109MH2006PTC161970	Subsidiary	100	Section 2(87)
	Ramakrishna Sadan, Ground Floor, 63, Pochkhanwala Road, Opp.Worli R.T.O., Worli, Mumbai, Maharashtra - 400025		,		,
2	Om Metals Real Estate Pvt. Ltd.	U45201RJ2007PTC024125	Subsidiary	100	Section 2(87)
	F-99(A) Road No-7, V.K.I Area, Sikar Road, Jaipur-302013				
3	Om Kerui Joint Venture Private Limited	U11101DL2016PTC304792	Subsidiary	99%	Section 2(87)
	NBCC Plaza, 4th Floor, Tower III, Pushp Vihar, Sector-V, Saket, New Delhi – 110017				
4	Om-SPML Infrastructure Ltd.	U45203PY2006PLC001932	Subsidiary	94.46%	Section 2(87)
	24,Ground Floor 1st Cross, Brindavanam Pondicherry, Pondicherry-605013				
5	Bhilwara Jaipur Toll Road Private Limited	U45203RJ2010PTC031427	Associate	49%	Section 2(6)
	Om Tower, Church Road, M.I.Road, Jaipur 302001				
6	Gurha Thermal Power Company Limited	U40109RJ2009SGC028694	Associate	50%	Section 2(6)
	6th Floor, KJ City Tower, Ashok Marg, C- Scheme, Jaipur 302001				
7	Om Metals-SPML Infraprojects Private	U45201RJ2010PTC031760	Associate	49.99%	Section 2(6)
	Limited				
	Om Tower, Church Road, M. I. Road, Jaipur - 302001				
8	Sanmati Infradevelopers Private Limited	U55103KA2006PTC040751	Associate	25%	Section 2(6)
	The Icon, No. 8, 5th Floor, 80 Feet Main Road Indiranagar, Hal iii Stage Bangalore-560075				

- IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
- A) Category-wise Share Holding

Category of	No. of Shares held at the beginning of No. of Shares held at the end of the year[As on 31-						% Change		
Shareholders	the year[As	on 31-I	March-2016]		March-2017]				during
	Demat	Phy sical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	the year
A. Promoter(s)									
(1) Indian									
a) Individual/ HUF	61732542	0	61732542	64.10	61732529	0	61732529	64.10	0
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0
d) Bodies Corp.	1067628	0	1067628	1.11	1067628	0	1067628	1.11	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	5323367	0	5323367	5.53	5323367	0	5323367	5.53	0
Total shareholding of Promoter (A)	68123537	0	68123537	70.74	68123524	0	68123524	70.74	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	3774568	0	3774568	3.92	3774568	0	3774568	3.92	0
b) Banks / FI	51618	0	51618	0.05	30934	0	30934	0.03	-0.02
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
	3826186	0	3826186	3.97	3805502	0	3805502	3.95	-0.02

2. Non-									
Institutions									
a) Bodies Corp.	6810614	500	6811114	7.07	6425423	0	6425423	6.67	-0.4
b) Individuals									
i) Individual	11389111	502	11439311	11.88	11951656	50210	12001866	12.46%	0.58
shareholders		00		%					
holding nominal				,,,					
share capital									
upto Rs. 1 lakh									
ii) Individual	4238549	0	4238549	4.40	3671212	0	3671212	3.81	-0.59
shareholders	4230343	"	4236343	4.40	50/1212		3071212	3.01	0.55
holding nominal									
share capital in									
excess of Rs 1									
lakh	4701		4701	0.00	7201	10	7204	0.00	
c) Others	4791	0	4791	0.00	7391	0	7391	0.00	
(specify) Non Resident	1200204	0	1200204	1.25	1200652	10	12000552	1.44	0.10
	1200381	0	1200381	1.25	1388652	0	1388652	1.44	0.19
Indians									
Overseas	0	0	0	0.00	0	0	0	0.00	0
Corporate									
Bodies									
Foreign	0	0	0	0	0	0	0	0	0
Nationals									
Clearing	45989	0	45989	0.05	178713	0	178713	0.18	0.13
Members									
Trusts	1	0	1	0	1	0	1	0	***
Foreign Bodies -	0	0	0	0	0	0	0	0	0
DR									
Hindu	618741	0	618741	0.64	701525	0	701525	0.73	0.09
Undivided									
Family (HUF)									
	24303386	507	24354086	25.29	24324573	50210	24374783	25.31	0.02
Sub-total (B)(2):-		00					1		
Total Public	28129572	507	28180272	29.26	28130075	50210	28180285	29.26	0
Shareholding		00							
(B)=(B)(1)+									
(B)(2)									
C. Shares held	0	0	0	0.00	0	0	0	0	0
by Custodian for									
GDRs & ADRs									
Grand Total	96253109	507	96303809	100	96253599	50210	96303809	100	0
(A+B+C)		00							

B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholdin	g at the beginn	ing of the year	Shareholding a	at the end of the yea	r	% change
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumber ed to total shares	sharehold ing during the year
1	Khushi Kothari	219200	0.23	0	219200	0.23	0	0
2	Vedika Kothari	219200	0.23	0	219200	0.23	0	0
3	Devansh Kothari	219200	0.23	0	219200	0.23	0	0
4	Jyoti Kothari	544880	0.57	0	544867	0.57	0	Negligible
5	Surbhi Kothari	662400	0.69	0	662400	0.69	0	0
6	Vaibhav Kothari	818850	0.85	0	8850	0.01	0	-0.84
7	Vidushi Kothari	1023200	1.06	0	1023200	1.06	0	0
8	C Manju Kothari	1065500	1.11	0	1065500	1.11	0	0
9	C P Kothari HUF	1696500	1.76	0	1696500	1.76	0	0
10	Kuldeep Kothari							
	& Sons	1722050	1.79	0	1722050	1.79	0	0
11	Vikas Kothari	1766050	1.83	0	1766050	1.83	0	0
12	Vishal Kothari	1801150	1.87	0	1801150	1.87	0	0
13	Siddharth							
	Kothari	1868760	1.94	0	1868760	1.94	0	0
14	Bharat Kothari	2092100	2.17	0	2092100	2.17	0	0
15	D Manjula							
	Kothari	2146200	2.23	0	2146200	2.23	0	0
16	Bahubali Kothari	2211200	2.30	0	2211200	2.30	0	0
17	Seema Kothari	2538250	2.64	0	2538250	2.64	0	0
18	Vivek Kothari	2835000	2.94	0	2835000	2.94	0	0
19	D P Kothari	4858346	5.04	0	4858346	5.04	0	0
20	Anita Kothari	5893345	6.12	0	5893345	6.12	0	0
21	C P Kothari	6165245	6.40	0	6975245	7.24	0	0.84
22	Sunil Kothari	7150886	7.43	0	7150886	7.43	0	0
23	T C Kothari and Sons Family Trust	11408180	11.85	0	11408180	11.85	0	0
24	Om Kothari Parivarik Trust	5340	0.01	0	5340	0.01	0	0
25	D P Kothari & Sons (HUF)	806850	0.84	0	806850	0.84	0	0
26	Lad Kothari Trust	2234800	2.32	0	2234800	2.32	0	0
27	Om Kothari Foundation	3083227	3.20	0	3083227	3.20	0	0
28	Jupiter Metal Private Limited	1067628	1.11	0	1067628	1.11	0	0

C) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Shareholding	g at the beginning	Cumulative S	Shareholding during	
		of the year		the year		
		No. of	% of total	No. of	% of total	
		shares	shares of the	shares	shares of the	
			company		company	
1.	Jyoti Kothari					
	Opening Balance	544880	0.57	544880	0.57	
	Transactions (Purchase/Sale) from April 1, 2016	(13)				
	upto March 31, 2017					
	Closing Balance			544867	0.57	
2.	Vaibhav Kothari					
	Opening Balance	818850	0.85	818850	0.85	
	Transactions (Purchase/Sale) from April 1, 2016	(810000)				
	upto March 31, 2017					
	Closing Balance			8850	0.01	
3.	C.P. Kothari					
	Opening Balance	6165245	6.40	6165245	6.40	
	Transactions (Purchase/Sale) from April 1, 2016	810000				
	upto March 31, 2017					
	Closing Balance			6975245	7.24	

There is no change in the shareholding of remaining promoters during the year 2016-17

D) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year		
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
1	Udgam Commercial Limited Opening Balance Transactions (Purchase/Sale) from April 1, 2016 upto March 31, 2017 Closing Balance	4434892 (316852) 4118040	4.61 (0.33) 4.28	4434892 4118040	4.61	
2	Reliance Capital Trustee Co. Limited Opening Balance Transactions (Purchase/Sale) from April 1, 2016 upto March 31, 2017 Closing Balance	3774568 NIL 3774568	3.92	3774568 3774568	3.92	
3	Madhukar Seth Opening Balance Transactions (Purchase/Sale) from April 1, 2016 upto March 31, 2017 Closing Balance	1803010 (33055) 1769955	1.87 (0.03) 1.84	1803010 1769955	1.87	

4	PNR EXIM Private Limited Opening Balance	294302	0.31	294302	0.31
	Transactions (Purchase/Sale) from April 1, 2016 upto March 31, 2017	(294302)	0.00		
	Closing Balance	0		О	0.00
5	Mohanchand H Opening Balance	100700	0.10	100700	0.10
	Transactions (Purchase/Sale) from April 1, 2016 upto March 31, 2017	155100	0.16		
	Closing Balance	255800	0.27	255800	0.27
6	Globe Capital Market Ltd Opening Balance	227536	0.24	227536	0.24
	Transactions (Purchase/Sale) from April 1, 2016 upto March 31, 2017	(20000)	0.02		
	Closing Balance	207536	0.22	207536	0.22
7	Rajeev Ajmera Opening Balance	129598	0.13	129598	0.13
	Transactions (Purchase/Sale) from April 1, 2016 Opening Balance upto March 31, 2017	74456	0.08		
	Closing Balance	204054	0.21	204054	0.21
8	Equity Intelligence Private Limited Opening Balance Transactions (Purchase/Sale) from April 1, 2016	200000 NIL	0.21	200000	0.21
	upto March 31, 2017 Closing Balance	200000	0.21	200000	0.21
9	Nitin Kapil Tondon Opening Balance	180000	0.19	180000	0.19
	Transactions (Purchase/Sale) from April 1, 2016 upto March 31, 2017	NIL			
	Closing Balance	180000	0.19	180000	0.19
10	Parashu Ram Mundhara Opening Balance	177155	0.18	177155	0.18
	Transactions (Purchase/Sale) from April 1, 2016 upto March 31, 2017	2151	0.002		
	Closing Balance	179306	0.19	179306	0.19
11	Jeetesh Jain Opening Balance	153965	0.16	153965	0.16
	Transactions (Purchase/Sale) from April 1, 2016 upto March 31, 2017	17779	0.02		
	Closing Balance	171744	0.18	171744	0.18

12	Pradeep Kumar Jain Opening Balance Transactions (Purchase/Sale) from April 1, 2016 upto March 31, 2017	167408 (167408)	0.17 (0.17)	167408	0.17
	Closing Balance	0	0.00	0	0.00
13	Keerti Gupta Opening Balance Transactions (Purchase/Sale) from April 1, 2015 upto March 31, 2016	164035 NIL	0.17	164035	0.17
	Closing Balance	164035	0.17	164035	0.17
14.	Anju Ajit Jain Opening Balance Transactions (Purchase/Sale) from April 1, 2015 upto March 31, 2016	161329 NIL	0.17	161329	0.17
	Closing Balance	161329	0.17	161329	0.17

Notes:

The detailed changes in the shareholding of top 10 shareholders during the financial year 2016-17 is posted on the website of the company www.ommetals.com

- Change in the top 10 Shareholders at the beginning of the year and at the end of the year.
- E) Shareholding of Directors and Key Managerial Personnel:

S.NO.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Sunil Kothari- Director Opening Balance Transactions (Purchase/Sale) from April 1, 2016 upto March 31, 2017 Closing Balance	7150886 NIL	7.43	7150886 7150886 7150886	7.43 7.43 7.43
2.	Vikas Kothari- Director Opening Balance Transactions (Purchase/Sale) from April 1, 2016 upto March 31, 2017 Closing Balance	1766050 NIL	1.83	1766050 1766050 1766050	1.83 1.83 1.83
3	Sunil Kumar Jain- KMP Opening Balance Transactions (Purchase/Sale) from April 1, 2016 upto March 31, 2017 Closing Balance	5000 NIL 5000	Negligible	5000 5000 5000	Negligible Negligible

The following Directors/Key Managerial Persons (KMP) did not hold any shares during the year 2016-17

- · Ranjana Jain-Director
- · Gopi Raman Sharma- Director
- Ram Kumar Gupta- Director
- Reena Jain-KMP

V. INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	128943434	37547616		166491050
ii) Interest due but not paid	672658	4050000		4722658
iii) Interest accrued but not due				
Total (i+ii+iii)	129616092	41597616		171213708
Change in Indebtedness during the financial year				
* Addition	267703295			267703295
* Reduction	85163539			85163539
Net Change	182539756			182539756
Indebtedness at the end of the financial year				
i) Principal Amount	312155848	41597616		353753464
ii) Interest due but not paid		5508193		5508193
iii) Interest accrued but not due				
Total (i+ii+iii)	312155848	47105809		359261657

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Rs. In Lacs)

SN.	Particulars of Remuneration	Name of MD/W		Total Amount		
		C P Kothari*	D.P. Kothari*	Sunil Kothari	Vikas Kothari	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	27.85	27.85	84.00	30.00	169.7
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	4.58	8.27	12.85
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961					
2	Stock Option					
3	Sweat Equity					
4	Commission - as % of profit - others, specify					
5	Others, please specify					
	Total (A)	27.85	27.85	88.58	38.27	182.55
	Ceiling as per the Act					213.44

^{*} Resigned w.e.f 30th July, 2016

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Dir	rectors			Total Managerial Remuneratio n
		Shri P C Jain	Smt.	Shri Gopi Raman	Shri Ram Kumar	
		Jain	Ranjana Jain	Sharma	Gupta	
1	Independent Directors					
	Fee for attending board/ committee/other meetings	5000	6000	23000	12000	46000
	Commission					0
	Others, please specify					
	Total (1)	5000	6000	23000	12000	46000
2	Other Non-Executive Directors					
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (2)					
	Total (B)=(1+2)	5000	6000	23000	12000	46000
	Ceiling as per the Act (@ 1% of profits calculated under Section 198 of the Companies Act, 2013)					21.34 Lacs

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
			CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		600000	600000	1200000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			613950	613950
	(c) Profits in lieu of salary under section 17(3) Incometax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission				
	- as % of profit				
	- others, specify				
5	Others, please specify				
	Total		600000	1213950	1813950

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Туре	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)			
	A. COMPANY							
Penalty								
Punishment								
Compounding								

	B. DIRECTORS							
Penalty								
Punishment								
Compounding					-			
	C. OTHER OFFICERS IN DEFAULT							
Penalty					-			
Punishment								

Annexure - VII

FORM NO. AOC-2-RELATED PARTY TRANSACTIONS

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso

1. Details of contracts or arrangements or transactions not at arm's length basis

Particulars	Remarks
(a) Name(s) of the related party and nature of relationship	Nil
(b) Nature of contracts/ arrangements/ transactions	NA
(c) Duration of the contracts / arrangements/transactions	NA
(d) Salient terms of the contracts or arrangements or transactions including the	NA
value, if any	
(e) Justification for entering into such contracts or arrangements or transactions	NA
(f) date(s) of approval by the Board	NA
(g) Amount paid as advances, if any:	NA
(h) Date on which the special resolution was passed in general meeting as	NA
required under first proviso to section 188	

2. Details of material contracts or arrangement or transactions at arm's length basis

There are no material contracts or arrangements or transactions.

For and on behalf of Board of Directors

Place: Jaipur	Dharam Prakash Kothari	Sunil Kothari	Vikas Kothari
Dated: 30.05.2017	(Chairman)	(Mg. Director)	(President & Director)
	DIN:00200342	DIN: 00220940	DIN: 00223868

Reena Jain S.K. Jain (Company Secretary) (CFO)

MANAGEMENT DISCUSSION AND ANALYSIS

GLOBALECONOMIC OVERVIEW

The global economy has picked up pace backed by a recovery in industrial activity, increasing consumer confidence and benign interest rates. After 2 years of market weakness, global trade has started looking up. Global growth is projected to be 2.7% in 2017 and 2.9% in 2018 as per World Bank. Advanced economies growth is forecasted to increase by 1.9% in 2017 and 1.8% in 2018 while emerging market and developing economies (EMDEs) are expected to record growth of 4.1 % in 2017 and 4.5 % in 2018. United States is leading the growth followed by the Euro region and Japan among the advance economies. Investment across advanced economies has firmed and domestic demand and exports have also strengthened. Among EMDEs, South Asian countries and East Asia and Pacific countries will be recording the highest growth. India and China would continue to grow at a much higher rate of 7.2% and 6.5% in 2017 respectively. Robust capital inflows have benefitted EMDEs in the last financial year. However, future capital inflows might be affected due to gradual tightening of monetary policies.

INDIAN ECONOMIC OVERVIEW

The current government has made various structural reforms for the Indian economy. Important reforms like GST, Bankruptey bill etc have been passed that has boosted the confidence in the Indian economy. GST will support the government in term of getting higher revenue generation to them through improved tax compliance and administration, as per Moody's. Both will be positive for India's credit profile, which is constrained by a relatively low revenue base.

The government announced demonetization of few old currencies to tab black money operations last year and encourage digitization as well as to avoid tax evasion. Amidst temporary headwinds, demonetization will be beneficial in the long term. These continuous efforts will likely boost the overall growth of the Indian economy. India's economy is expected to grow by 7.2% during this fiscal as per World Bank. The recent economic indicators are also pointing to recovery in the Indian economy- inflation and interest rates have come down, manufacturing activity and ease of doing business has improved and fiscal deficit is also under control. IMD's rainfall forecasts are also above normal for this year which will in turn boost the overall consumer consumption especially in the rural economies.

BUSINESS SEGMENTS

The Company's business is broadly classified as Engineering & Infrastructure and Real Estate Development

Engineering

OMIL is India's Leading Engineering Construction company with a strong presence in the Hydropower sector and experience spanning more than 4 decades. The company primarily focuses on Engineering and Construction of dams and irrigation projects. It offers turnkey solutions from Designing to commissioning of Hydro-mechanical equipments. The company has successfully executed more than 60 hydro-mechanical contracts for Hydro-power & Irrigation projects across the country and is currently executing projects for -2,000 MW across Hydro-power projects. The Company has also executed one of the world's largest Vertical Lift gates at Koldam Electronic Project in Himaehal Pradesh and one of the World's largest Radial gates at Gosikhurd, Maharashtra.

The company has recently won a project for Modernization and Renovation of Baira Siulhydroelectric power station (3 x 60 MW) in Himachal Pradesh by NHPC Ltd for a contract value of Rs. 19.91 crores. The company has received LOI for an International Project in Rwanda, Africa of US\$ 16 Million. The project is awarded to a joint venture company (Om metals—SPML) for development of irrigation and watershed development in Mpanga Sector in Rwanda, Africa.

The company has an Unexecuted Order book of Rs. 863 crores as on March 31,2017. The break-up of unexecuted orders are as follows

Unexecuted Order Book	State	Amount (Rs. Crores)
Ujjain Smart City Project	Madhya Pradesh	149
Kachh Branch Canal Power House Project from SSNL	Gujarat	143
Rampur Barrage	Uttar Pradesh	143
Palacia Projects	Rajasthan	112
Rwanda Agricultural Board (RAB), Africa for Development of Irrigation and Watershed Development	International	105
Hydro-Mechanical Works of Vyasi H.E.	Uttarakhand	101
Others	-	110
Total		863

Power demand in the country has increased rapidly and is expected to rise further in the years to come. In order to meet the increasing demand for power in the country, massive addition to the installed generating capacity is required. The Government of India's focus on attaining 'Power for all' has attracted large investments from the government over the last 5 years which has led to India being one of the largest producer & consumer of power in the world. The 12th Five-Year Plan (2012-2017) attracted an investment of ~US\$250 billion from the Government of India which resulted in a capacity expansion of 120.6 GW to a total capacity of 319.6 GW. This went well beyond the targeted capacity addition of 88.5 GW, thus achieving 107.5% of the planned target. Similarly, FY17 capacity addition was 17,518 MW against the target of 13,384 MW. Resultant to these extraordinary capacity additions, the annual growth in generation for FY17 increased by 5.7% at ~1250 BU.

Hydro power generation in India posted a growth of 0.77% in FY17 after two-years of consecutive dip of 6% and 4% in FY16 and FY15 respectively. Hydro power generation stood at 122.3 billion units in FY17 compared to 121.3 billion units in FY16 primarily due to better rainfall in the country. However, the hydro generation missed the target of 134 billion units set by the Central Electricity Authority for FY17. This year the CEA has fixed a target of 141 billion units of hydro power generation, an increase of 15.6% over the last financial year. The overall focus on of the government on the power sector and specifically to improve Hydro power generation will benefit the company in a significant way.

Several State Governments have taken the initiative to focus on Hydro power, few of those efforts are highlighted below

Jharkhand - The State Cabinet of Jharkhand has approved the proposal to develop 13 different Hydropower Projects in the State which involves a total worth of Rs 1,052.67 erore. A target of producing 125.2 MW of electricity has been set for the same.

Odisha - The State Government has targeted to generate 20.5 megawatt of power using waters of small and big eanals during the next 5 years. The Government has planned to set up a total of 17 small hydropower projects in 10 years. Surveys were conducted at 30 places, 21 locations were identified for setting up mini hydropower projects

Real Estate

The Company has Opportunistic Investments into Residential Projects and Industrial Land bank yielding strong Cash flows.

The company with its Subsidiaries & Joint ventures has the following real estate projects -

Real Estate Project Details

Project	Location	Partner	Project Type	# of Units	Project Area Sq. ft. (OMIL Share)
Meadows	Kota	3	Housing	450	100% -5,00,000
Palacia#	Jaipur	-	Housing	150	100% -6,30,000
Bandra Reclamation – Mhada	Mumbai	DB Realty & Others	Housing	o u	17.5%-2,50,000 appx subject to drawing and FSI approval
Ashvita	Hyderabad	Mahindra Lifespaces	Housing	60	40%-80,000
Total					1,460,000

Key Industrial Land Bank

Location	Area (Sq. Mtrs.)	Key Location Advantage	
Faridabad	8,000	Located on main Mathura Road, New Delhi	
VKIA Jaipur	28,000	In Industrial Area at Prime Location	
Kota (Institutional Land)	40,000	In the centre of Kota City	

Real estate has been a key driver for the economy. Residential segment contributes ~80% of the real estate sector. India's real estate market size is expected to reach ~USD850 billion By 2028, increasing from ~USD125 billion in 2015 with a CAGR of ~15%. Real Estate Sector is estimated to grow to USD25 billion by FY22.

However, poor transparency in the sector and windling consumer confidence had put the industry under strain in the past 3 to 4 years. The recent introduction of the Real Estate(Regulation and Development) Act, 2016 has pumped in a new lease of life into the sector. This is expected to weed out unorganised players from the industry and whip up buyers' confidence bringing buoyancy back into the sector. Implementation of RERA and REIT will bring transparency and will open avenues for clean funding.

With Government focus on Affordable Housing through Housing for All by 2022 and by providing infra status to Affordable Housing, the Government has made the segment more lucrative for the developers. Almost 90% of real estate investment and construction are in Top 10 states. Under the Housing for All scheme, 6 crore houses are to be built in which 4 crore in rural areas & 2 crore in urban area by 2022. Uttar Pradesh, Maharashtra and Guiarat accounted for 50% of the total real estate and construction sector investments in end December 2016.

The decrease in Home loan rates will result in to increase in demand of housing especially in Affordable Housing. In India, it is estimated that there is shortage of around 114 million housing units by 2022 of which 46 million units are in Urban area and rest 68 million in Rural area. Few of the polices launched by government for real estate sector includes Real Estate Regulatory Act, Benami Transactions Act, Boost to affordable housing construction, Interest subsidy to home buyers, Demonetization PR for foreign investors etc

STRATEGY

OMIL is leading player in the hydro mechanical segment with expertise in hydro mechanical equipment's along with Engineering Construction for dams and Irrigation Projects. With highly expertise and experience team OMIL is always striving to constantly upgrade its benchmarks to meet and conquer the growing competitiveness of this segment. We are India's leading mechanical equipment manufacturers having mastery in execution of large and complex hydro-projects.

To strengthen and boost our international presence we secured Irrigation and Watershed Development in Mpanga Sector of Africa. Going ahead, it will continue to focus on the African region to secure new projects in order to garner new growth opportunities that the African region is offering.

The company is re-aligning its corporate structure and is focusing on Core operation of the business by restructuring the business into core and non-core operation. In tune of this, company has already sold few of the non-core assets. The company has already disposed of a few of its divisions including the Cineplex division and will further look to exit all its non-core assets very soon.

Along with its strategy to exit the non-core business, the company is also focusing on new profitable ventures like Construction and Operations of Food Grain Silos, Constructions of Smart Cities and Manufacturing of bottle caps in the Packaging segment.

Silos

The company has recently received its first project for construction of Silos. Silos are to be constructed at 4 locations with 50,000 MT capacity each for storage of Wheat on PPP Mode. Few Advantages of Silos are that it occupies less space as compared to warehouses and is easier to maintain optimum grain storage conditions in the silo and better equipped to control the temperature and keep birds, moulds and bugs. Government is planning for construction of 100 LMT Silos till 2020 in a Phase wise manner. The Company will continue to evaluate the projects that the Government will bid out in future.

Packaging & Manufacturing

The company has ventured into manufacturing of closure for water PET bottles and Carbonated Soft Drinks which is high margin business. It involves using compression moulding technology over injection moulding used by existing players in the industry. The technology has been imported from Italy which will generate high returns on investment and help unlocking greater value to shareholders. The capacity in this business will be 6-8 crore caps per month against an estimated world demand of 2 trillion caps by 2019.

According to industry sources world demand for caps and closures is projected to increase 5.6% per year to \$58 billion in 2019. Beverages account for nearly two-thirds of global cap and closure demand—and a larger share than that in many national markets. Beer, carbonated soft drinks (CSD), and bottled water are the largest segments. India's spends on packaged F&B and consumer goods are expected to increased based on the growing per capita income which grew by 9.7% to Rs.103,219 in 2016-2017 from Rs.94.130 a year ago. Further, increase in Urbanization and increasing youth population are expected to contribute significantly to growth in packaged F&B segment.

Smart Cities

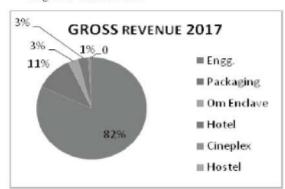
Smart city mission by the Government of India envisions of developing 100 smart cities in the country. As of June 2017, 90 cities have been selected for upgrade as part of smart city mission. Your company has entered a 50:50 JV with SPML Infra Ltd for developing infrastructure of proposed Ujjain Smart City. The development activities will include—

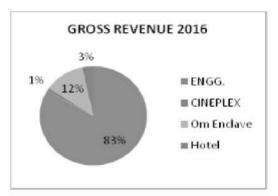
- · Water Supply, treatment along with drainage system
- Solid Waste Management
- Internal & External roads of 4 & 6 lanes
- · Power Transmission & Distribution
- Domestie Gas Distribution System
- Street Lighting, CCTV & SCADA Systems and Safety & Security Systems

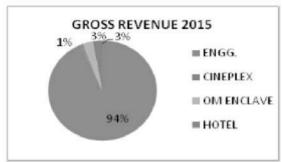
The construction of the smart city has already commenced and is going on in full swing. The company is also geared up to participate in the next round of bidding for smart cities and will look to secure a few more projects in the space.

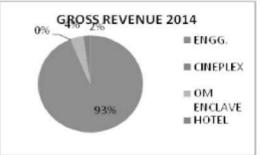
SEGMENT WISE

Segment Wise Revenue





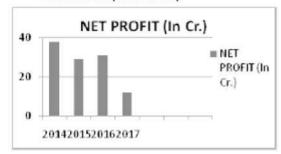


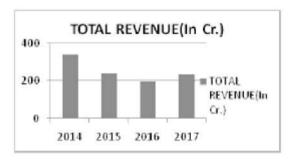


Discussion on Financial Performance with respect to Operational Performance

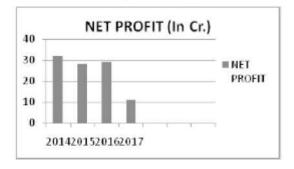
FINANCIAL PERFORMANCE

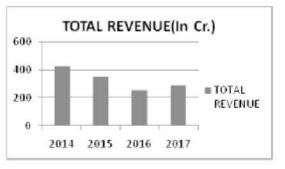
STANDALONE (Rs. In crores)





CONSOLIDATED (Rs. In crores)





Outlook

The government's thrust on Infrastructure development in the country is likely to boost the construction activities for the real estate sector, road sector, power sector and so on. All these developments can augur well for our company as we are a well-established player in the infrastructure space. India has the second largest potential for Hydro Electric Power and Irrigation and the governments initiative to tap the same will directly benefit our company as we are the market leaders in development of Hydro-mechanical equipments. The focus on developing expertise in new segments like packaging, smart cities and silos will continue. The company will also look to establish strategic Joint ventures or acquisitions to enhance its global footprint.

Risks & Concerns

The overall market is quiet dynamic and risks are an inseparable part of the market. The company caries out periodic assessments to identify the risk areas and the management understands the risks it has to face in advance to enable them to control risk through a defined plan. In the current Macro economic environment, the various risks include Technology risk, Competition risk, Financial risk, Cost risk, Legal risk, Economic Environment and Market risk, Political Environment Risk, Inflation and Cost Structure, Technology Obsolescence, Project Execution, Contractual Compliance, Operational efficiency, hurdles in Optimum use of resources, Human Resource management, environment management etc.

Internal Control System and their Adequacy

The internal control systems of the company are well-defined which is apt according to the size and nature of business. Appropriate information flow is a function of clear roles & responsibilities and authorities along with internal information systems to facilitate effective monitoring. Adequate controls are established to achieve efficiency in operations, optimum utilization of resources and effective monitoring thereof and compliance with applicable laws. Internal audits of all branches of the company across India are set in place and are reviewed by the management. Documented policies, guidelines, and procedures, supplement the internal control system. The Audit Committee regularly reviews the adequacy and effectiveness of the internal controls and internal audit function.

Human Resources and Industrial Relations

The total employee strength of the Group, as on 31.03.2017 was more than 170. The value of human resource is very important for the company and ensures proper encouragement in the form of moral and financial to motivate them. The senior management team consists of experienced professionals with diverse skills across all cadres and geographical locations.

Cautionary Statement

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

CORPORATE GOVERNANCE REPORT

In accordance with Regulation 17 to 27 read along with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the report containing the details of Corporate Governance systems and processes at Om Metals Infraprojects Limited is as follows:

1. Company's Philosophy on Code of Corporate Governance

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large.

For us, Corporate Governance is an ethically driven business process that is committed to values aimed at enhancing an organization's brand and reputation. Our Corporate Governance framework is a reflection of our culture, our policies and our relationship with stakeholders and our commitment to values.

The essence of corporate governance lies in promoting and maintaining integrity, transparency and accountability in the management's higher echelons. The Company has a strong legacy of fair, transparent and ethical governance practices. The Company has adopted a code of conduct for its employees including the managing director and the executive directors. In addition, the Company has adopted a code of conduct for its non-executive directors and independent directors and code of conduct for prevention of insider trading. Our Corporate Governance philosophy stems from our belief that the business strategy and plans should be consistent with the welfare of all the shareholders and should be in line with policies of Government of India. Company reviews its corporate governance practices to ensure that they reflect the latest developments in the corporate arena and thus positioning itself to conform to the best corporate governance practices. Company is committed to pursue excellence in all its activities and maximize its shareholders' wealth.

2. BOARD OF DIRECTORS

The Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties. OMIL's corporate governance practices are shaped by its Board of Directors. The Board is committed to protecting the long-term interests of all our stakeholders, and considering this, it provides objective and prudent guidance to the management. The information relating to procedures, composition, committees, etc. of the Board is provided below:

a) BOARD COMPOSITION

As on 31st March, 2017, OMIL has 5 members on Board, including 3 Independent Directors who are eminent professionals from diverse fields. The composition of the board and category of directors as on 31st March, 2017, are as follows:

Category	No. of Directors	Percentage to total no. of Directors	
Executive Directors	2	40	
Non- Executive Independent Directors	3	60	
Total	5	100	

Mr. Chandra Prakash Kothari, Mr. Dharam Prakash Kothari and Mr. P.C. Jain, the Directors of the Company had resigned from the Board due to ill health and preoccupation elsewhere. Mr. Chandra Prakash Kothari, Mr. Dharam Prakash Kothari resigned on 30th July, 2016, and Mr. P.C. Jain resigned on

17th August, 2016.

None of the directors on the board hold directorships in more than ten public companies. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a director. The names and category of Directors on the Board including Directorships and Committee Chairmanships/Memberships held by them as on 31st March, 2017, is given herein below. Other directorships do not include directorships of Section 8 companies and of companies incorporated outside India. Chairmanships / Memberships of board committees shall include only audit committee and stakeholders' relationship committee of other public companies.

Director	Category	Directorship of other Indian Companies		Committees' Membership other public companies			
		Chairman	Member	Chairman	Member		
Executive Directors							
Mr. Sunil Kothari	Managing Director	-	11	-	2		
Mr. Vikas Kothari	Whole Time Director	-	10	-	2		
Non-Executive Direct	Non-Executive Directors						
Mr. Ram Kumar Gupta	Independent Director	-	-	-	-		
Mrs. Ranjana Jain	Independent Director	-	2	-	2		
Mr. Gopi Raman Sharma	Independent Director	-	1	-	2		

Independent directors are non-executive directors as defined under Clause 16(1)(b) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015. The maximum tenure of the independent directors is in compliance with the Companies Act, 2013 ("Act"). All the Independent Directors have confirmed that they meet the criteria as mentioned under clause 16(1)(b) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Act.

b) BOARD MEETING

During the year 2016-17, Five board meetings were held and the gap between two meetings did not exceed one hundred twenty days. The dates on which the said meetings were held: May 30, 2016; June 10, 2016; August 12, 2016; November 14, 2016 and February 14, 2017. The names of the directors on the board, their attendance at board meetings held during the year 2016-17 and at the last AGM held on 30th September, 2016, are as follows:

Name of Director	Number of Board Meetings du	Whether attended last AGM held on 30 th September, 2016	
	Held	Attended	
Mr. CP Kothari *	2	2	NA
Mr. DP Kothari **	2	2	NA
Mr. Sunil Kothari	5	5	Yes
Mr. Vikas Kothari	5	4	No
Mr. PC Jain ***	3	1	No
Mrs. Ranjana Jain	5	2	No

Mr. Gopi Raman Sharma	5	5	Yes
Mr. Ram Kumar Gupta	4	3	Yes

- * Mr. C.P. Kothari resigned from the post of directorship w.e.f. 30th July, 2016
- ** Mr. D.P. Kothari resigned from the post of directorship w.e.f. 30th July, 2016
- *** Mr. P.C. Jain resigned from the post of directorship w.e.f. 17" August, 2016
- The necessary quorum was present for all the meetings.
- > During the year a separate meeting of the independent directors was held inter-alia to review the performance of non-independent directors and the board as a whole.

Relationship of Directors and their business interest in the Company as on March 31, 2017

Name of the Directors	Relationship with other Directors	Relationship with the Company, if any	
Mr. Sunil Kothari	None	Promoter	
Mr. Vikas Kothari	None	Promoter	
Mrs. Ranjana Jain	None	None	
Mr. Ram Kumar Gupta	None	None	
Mr. Gopi Raman Sharma	None	None	

d) Shareholding of the Directors in the Company as on March 31, 2017

Name of the directors	No. of Shares of Rs. 1/- each held singly or jointly	% to total paid -up capita of The Company	
Mr. Sunil Kothari	7150886	7.43	
Mr. Vikas Kothari	1766050	1.83	
Mrs. Ranjana Jain	0	0	
Mr. Ram Kumar Gupta	0	σ	
Mr. Gopi Raman Sharma	o	O	

e) Familiarisation Programme for Independent Directors

The details of the familiarisation programme of the Independent Directors are available on the following link:

http://www.ommetals.com/files/familiarization-programme.pdf

COMMITTEES OF THE BOARD

Currently, the Board has Five committees, the details of which are given as below:



3. AUDIT COMMITTEE

- The audit committee of the Company is constituted in line with the provisions of Regulation 18 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Act.
- > The terms of reference of the audit committee are broadly as under:
- Oversight of the Company's financial reporting process and the disclosure of its financial information to
 ensure that the financial statement is correct, sufficient and credible.
- The recommendation for the appointment, remuneration and terms of appointment of auditors of the Company.
- Approving payment to statutory auditors, including cost auditors, for any other services rendered by them.
- Review and monitor the auditor's independence and performance, and effectiveness of audit process.
- Examination of the Financial Statements and the auditors' report thereon.
- Reviewing and examining with management the quarterly financial results before submission to the Board
- Approval or any subsequent modification of transactions of the company with related parties.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the company, wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Monitoring the end use of funds raised through public offers and related matters.
- Discussion with internal auditors of any significant findings and follow-up thereon.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matters to the Board.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults, if any, in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- To review the functioning of the Vigil Mechanism and Whistle Blower Mechanism.
- Reviewing the financial statements, in particular, the investments made by the unlisted subsidiaries;
- Approval of appointment of the CFO (i.e. the Whole-Time Finance Director or any other person heading
 the finance function or discharging that function) after assessing qualifications, experience and
 background, etc. of the candidate.
- Reviewing the following information:
 - The Management Discussion and Analysis of financial condition and results of operations;
 - Reviewing the appointment, removal, and terms of remuneration of the Chief internal auditor/ internal auditor(s).
- May call for comments of auditor about internal control systems, the scope of audit, including the
 observations of the auditors and review of financial statement before their submission to the Board and
 may also discuss any related issued with the internal and statutory auditors and the management of the
 company
- To have authority to investigate into any matter in relation to the items referred above or referred to it by
 the Board and for this purpose shall have power to obtain professional advice from external sources and
 have full access to information contained in the records of the company.
- Any other matter as the Audit Committee may deem appropriate.
- > The audit committee invites executives, as it considers appropriate (particularly the head of the finance function), representatives of the statutory auditors and representatives of the internal auditors to be present at its meetings. The Company Secretary acts as the secretary to the audit committee.
- > The previous Annual General Meeting (AGM) of the Company was held on September 30, 2016 and was attended by Mr. Gopi Raman Sharma, Chairman of the audit committee.
- The Composition of Audit Committee and the details of meetings attended by its members are given below:

Name of Director	Chahua	No. of Meetings		
Name of Director	Status	Held	Attended	
Mr. Gopi Raman Sharma	Chairman	4	4	
Mr. Sunil Kothari	Member	2	1	
Mr. C.P. Kothari	(ceased to be the member of the Committee we.f. 30 th July 2016)	1	1	
Mr. P.C. Jain	(ceased to be the member of the Committee w.e.f. 17 th August, 2016)	2	2	
Mr. Ram Kumar Gupta	(Member w.e.f. 12 th August, 2016)	2	2	

Four Audit Committee Meetings were held during the year and the gap between two meetings did not exceed 120 days.

The dates on which the said meetings were held are as follows:

May 28, 2016; August 10, 2016; November 12, 2016, February 10, 2017.

The necessary quorum was present for all the meetings.

4. NOMINATION AND REMUNERATION COMMITTEE

- The Committee's constitution is in compliance with the provisions of Regulation 19 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 178 of the Act.
- The broad terms of reference of the Nomination and Remuneration Committee are as under:
- To formulate a criteria for determining qualifications, positive attributes and independence of a Director.
- Formulate criteria for evaluation of Independent Directors, Board and Committees.
- Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of every Director's performance.
- · To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- To devise a policy on Board diversity.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties
- The composition of the Nomination and Remuneration Committee and the details of meetings attended by its members are given below:

Name of Director	Status	No. of Meetings		
Name of Director	Status	Held	Attended	
Mr. Gopi Raman Sharma	Chairman	2	2	
Mr. P.C. Jain	(ceased to be the member of the Committee we.f. 17 th August, 2016)	1	1	
Mrs. Ranjana Jain	Member	2	1	
Mr. Ram Kumar Gupta	(Member w.e.f. 12 th August, 2016)	1	1	

- Two Nomination and Remuneration Committee Meetings were held during the year. The dates on which the said meetings were held are as follows: June 06, 2016 and March 18, 2017
 - The necessary quorum was present for all the meetings.
- The Company does not have any employee stock option scheme.
- The remuneration policy is attached with the director's report with this annual report.

Performance Evaluation Criteria for Independent Directors:

The performance evaluation criteria for independent directors is determined by the Nomination and Remuneration committee. An indicative list of factors that may be evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behaviour and judgement.

5. DETAILS OF REMUNERATIONS/STOCK OPTIONS/SHAREHOLDING OF DIRECTORS/RELATIONSHIP OF DIRECTORS:

- The Company has no pecuniary relationship or transaction with its non-executive directors other than
 sitting fees. The Company has a credible and transparent policy in determining and accounting for the
 remuneration of the Managing/whole-time Directors. The remuneration policy is aimed at attracting and
 retaining high caliber talent. The Company has no stock option scheme.
- Criteria of making payment to non-executive directors
 The non –executive directors are entitled to receive sitting fees for each meeting of the Board or committee attended by him of such sum as may be approved by the Board of directors within overall limits prescribed under the Companies Act, 2013 and the rules made thereunder as amended from time to time.
- Details of remuneration paid to Directors of the Company during the year ended 31st March, 2017 are as under (Rs. in Lacs):

Name of Director	Salary Benefits and Allowances	Perks	Cons ulta ncy	Total	Tenure	Notice Period
Mr. C.P. Kothari	Rs.27.85	Nil	N.A.	Rs.27.85	Ceased w.e.f.30 th July,2016	
Mr. D.P. Kothari	Rs. 27.85	Nil	N.A.	Rs.27.85	Ceased w.e.f.30 th July,2016	

Mr. Sunil Kothari	Rs.84	Rs.4.58	N.A.	Rs.88.58	Upto 21 st Aug.2017	3 Months
Mr. Vikas Kothari	Rs. 30	Rs.8.27	N.A.	Rs. 38.27	Upto 27 th Mar.2018	
Mr. P.C. Jain	N.A.	N.A.	N.A.	NIL	Ceased w.e.f. 17 th Aug,2016	
Mr. Gopi Raman Sharma	N.A.	N.A.	N.A.	NIL	For 5 years	
Mrs. Ranjana Jain	N.A.	N.A.	N.A.	NIL	For 5 years	
Mr. Ram Kumar Gupta	N.A.	N.A.	N.A.	NIL	For 5 Years	

Stock Options:

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

6. STAKEHOLDERS' RELATIONSHIP COMMITTEE

- ➤ The Committee's constitution and terms of reference are in compliance with provisions of the Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (LODR) Regulations, 2015.
- Four meetings of the Stakeholders' Relationship Committee were held during the year ended March 31, 2017.

Dates on which said meetings were held are as follows:

May 28, 2016; August 10, 2016; November 12, 2016; February 10, 2017

The necessary quorum was present for all the meetings.

> The composition of the Stakeholders' Relationship Committee and the details of meetings attended by its members are given below:

Name of Director	Status	No. of N	/leetings
		Held	Attended
Mr. Ram Kumar Gupta	Chairman (w.e.f. 12 th August, 2016)	2	2
Mr. Vikas Kothari	Member	4	2
Mr. Sunil Kothari	Member (w.e.f. 12 th August, 2016)	2	1
Mr. Dharam Prakash Kothari	Member (Ceased w.e.f. 30 th July, 2016)	1	1
Mr. Prakash Chand Jain	Member (Ceased w.e.f. 17 th August, 2016)	2	2

Compliance Officer:

Name: Mrs. Reena Jain

Designation: Company Secretary

Address: J-28, Subhash Marg, C-Scheme, Jaipur-302001

Telephone: 0141-5163333 FAX No.: 0141-4044283

Investor Grievance Redressal:

The number of complaints received and resolved to the satisfaction of investors during the year under review and their break-up are as under:

Opening balance	Received during the year	Resolved during the year	Closing balance
01	14	14	01

7. EXECUTIVE COMMITTEE

- In order to deal with administrative and routine matters, an executive committee of the board was constituted.
- > The composition of the Executive Committee as on March 31, 2017 are given below:

Name of Director	Status
Mr. Sunil Kothari	Chairman
Mr. Gopi Raman Sharma	Member
Mr. Vikas Kothari	Member

8. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

- CSR Committee of Directors as required under Section 135 of the Act was constituted by Board of Directors. The Composition and Terms of reference of the Committee meet with the requirements of the Companies Act, 2013.
- > The Composition of the Corporate Social Responsibility Committee are given below:

Name of Director	Status
Mr. Gopi Raman Sharma	Chairman
Mr. Vikas Kothari	Member Member
Mr. Sunil Kothari	iviember

- > The broad terms of reference of CSR committee are follows:
- To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per the Companies Act, 2013;
- To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the company;
- To monitor the CSR policy of the Company from time to time;
- Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

9. GENERAL BODY MEETINGS

Annual General Meeting

The date, time and location of Annual General Meetings held during the last three years, and the special resolution(s) passed thereat are as follows

AGM for Financial year ended	Date	Time	Location	Special Resolution passed
March 31, 2014	30.09.2014	11:30 a.m.	J-28, Subhash Marg, C - Scheme, Jaipur- 302001	1. Appointment of Mr. Sunil Kothari as a Whole-Time Director 2. Change in Designation of Mr. C.P. Kothari, an executive director as Chairman of the Company 3. To re-designate Mr. D.P. Kothari from Whole -Time Director to Managing Director of the Company 4. To enter into the Related Party Transactions by the Company
March 31, 2015	29.09.2015	11:30 a.m.	J-28, Subhash Marg, C- Scheme, Jaipur- 302001	Н.
March 31, 2016	30.09.2016	11:30 a.m.	Om Tower, Church Road, M.I. Road, Jaipur -302001	-

Resolution(S) Passed Through Postal Ballot

During the year 2016-17, the Company passed the following Special Resolution by postal ballot.

S.NO.	Special Resolution	Votes cast i	n favour	Votes ca	st against	Date or results	f Approval of
		No. of votes	%	No. of votes	%		
1.	Alteration of object clause of memorandum of association of the company	49703562	99.99%	3750	Negligible	25 th 2016	September,
2.	Approval of related party transactions	4010565	99.84%	6524	0.16%	25 th 2016	September,

- Mr. Mayur Sanghi of M/s Mayur Sanghi & Associates, Practicing Company Secretary was appointed as the scrutinizer for carrying out the postal ballot process in a fair and transparent.
- Special Resolution Proposed To Be Passed By Way of Postal Ballot
 There is no immediate proposal for passing any resolution through Postal Ballot. None of the businesses proposed to be transacted at the ensuing Annual General Meeting require passing a resolution through Postal Ballot.

Procedure for postal ballot

In compliance with Sections 108 and 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company provides electronic voting (e-voting) facility to all its members. The members have the option to vote either by physical ballot or through e-voting.

The Company dispatches the postal ballot notices and forms along with postage prepaid business reply envelopes to its members whose names appear on the register of members / list of beneficiaries as on a cut-off date. The postal ballot notice is sent to members in electronic form to the email addresses registered with their depository participants (in case of electronic shareholding) / the Company's registrar and share transfer agents (in case of physical shareholding). The Company also publishes a notice in the newspaper declaring the details of completion of dispatch and other requirements as mandated under the Act and applicable Rules.

Voting rights are reckoned on the paid-up value of the shares registered in the names of the members as on the cut-off date. Members desiring to exercise their votes by physical postal ballot forms are requested to return the forms, duly completed and signed, to the scrutinizer on or before the close of the voting period.

Members desiring to exercise their votes by electronic mode are requested to vote before close of business hours on the last date of e-voting.

The scrutinizer submits his report to the Chairman, after the completion of scrutiny, and the consolidated results of the voting by postal ballot are then announced by the Chairman / authorized officer. The results are also displayed on the Company website, www.ommetals.com, besides being communicated to the stock exchanges, depository and registrar and share transfer agent. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

10. MEANS OF COMMUNICATION

- Results: The Quarterly, Half-yearly and Annual Results are published in Newspapers such as Business Line,
 Business Standard, Young Leader. The results are also displayed on company's website
 "www.ommetals.com" and promptly submitted to the Stock Exchanges where the shares of the
 Company are listed.
- News Releases, presentations, among others: Official news release and official media releases are sent to stock exchanges.
- Presentation to institutional investors/analysts: Conference calls and Analyst meets are usually
 conducted for investors and analysts for discussing recent developments which are also available on
 company's website under the section "Investor Zone"
- Website: The Company's website (www.ommetals.com) contains a separate dedicated section 'investor zone' where shareholders' information is available. The Company's annual report is also available in downloadable form.
- Annual Report: The Annual Reports containing, inter alia, Audited Financial Statement, Consolidated
 Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to
 members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms
 part of the Annual Report and is displayed on the Company's Website i.e. www.ommetals.com.

11. GENERAL SHAREHOLDER INFORMATION

Company Registration Details:

The Company is registered in the state of Rajasthan, India. The Corporate Identification Number (CIN) allotted to the Company by Ministry of Corporate Affairs (MCA) is L27203RJ1971PLC003414.

Annual General Meeting:

Day, Date and Time: Friday 29" September, 2017 at 11:30 A.M. Venue: At Om Tower, Church Road, M.I.Road, Jaipur- 302001

Financial Year

April 1 to March 31

Financial Calendar (Tentative):

Financial reporting for the quarter ending June 30, 2017
Financial reporting for the quarter ending September 30, 2017
Financial reporting for the quarter ending December 31, 2017
Financial reporting for the year ended March 31, 2018
Annual General Meeting for the year ended March 31, 2018

Mid September, 2017
Mid December, 2017
Mid February, 2018
End May, 2018
End September, 2018

 Date of Book Closure: Friday, September 22, 2017 to Friday, September 29, 2017, (both days inclusive)

Dividend Policy:

Dividends, other than interim dividend(s), are to be declared at the Annual General Meetings of shareholders based on the recommendation of the board of directors. Generally, the factors that may be

considered by the board of directors before making any recommendations for dividend include, without limitation, the Company's future expansion plans and capital requirements, profits earned during the fiscal year, cost of raising funds from alternate sources, liquidity position, applicable taxes including tax on dividend, as well as exemptions under tax laws available to various categories of investors from time to time and general market conditions. The board of directors may also from time to time pay interim dividend(s) to shareholders.

Unclaimed Dividend:

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

Year	Percentage of Dividend Declared		Date of Declaration	Due date of Transfer	Amount(🚮	
	Interim	Final				
2015-16	30%		11/03/2016	29/10/2023	158664.00	
2014-15	-	20%	29/09/2015	28/10/2022	32195.20	
2013-14	4	10%	30/09/2014	29/10/2021	29105.50	
2013-14	10%	- ·	14/03/2014	13/04/2021	28685.00	
2012-13	10%	-	12/03/2013	11/04/2020	25073.10	
2011-12	10%	14	10/03/2012	09/04/2019	53626.70	
2010-11	15%	2	11/11/2010	10/12/2017	42195.05	
2009-10	20%		28/01/2010	27/02/2017	76699.80	

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

• Transfer to Investor Education and Protection Fund Account:

The Company has, during the year under review, transferred a sum of Rs. 65228/-and Rs.90,895/- to Investor Education and Protection Fund, in compliance with the provisions of erstwhile Section 205C of the Companies Act, 1956 on 02/05/2016 and 20/03/2017 respectively which remained unclaimed by the members of the Company for a period exceeding 7 years from its due date of payment.

- Registered Office: J-28, Subhash Marg, C-Scheme, Jaipur (Raj.)
- Website: www.ommetals.com
- Listing on Stock Exchange:

STOCK EXCHANGE	CODE	
BOMBAY STOCK EXCHANGE LTD (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001	ISIN :INE239D01028 BSE CODE : 531092	
NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE) Exchange Plaza, C-1 Block G Bandra Kurla Complex, Bandra (E), Mumbai- 400 051	NSE SYMBOL: OMMETALS	

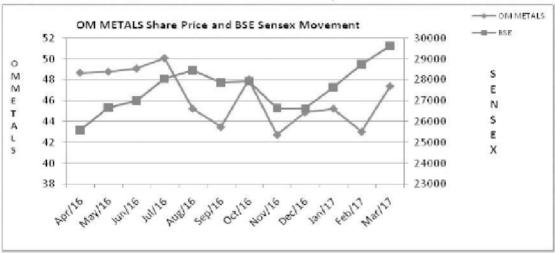
The listing fees of the exchanges for the financial year 2017-18 have been paid

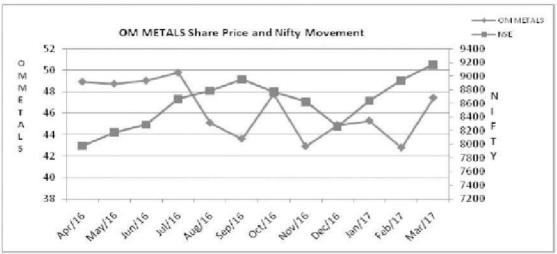
Stock Market Price Data:

Month	Nation	National Stock Exchange (NSE)			y Stock Exchang	e (BSE)
	High Price (Rs.)	Low Price (Rs.)	Volume (No.)	High Price (Rs.)	Low Price (Rs.)	Volume (No.)
April 2016	54.2	42.05	1402986	51.80	42.10	369196
May 2016	52.8	43.3	1099812	52.50	43.15	279864
June 2016	53.9	44.40	1779699	54	45.25	453210
July 2016	54.10	47	1609224	54.20	47	519483
August 2016	50.65	42.55	1180112	50.70	43	248094
September 2016	51.45	41.10	1363019	51.50	41	382629
October 2016	53	43.05	3453108	53	43	1080497
November 2016	49.95	37	834614	49.80	39	233720
December 2016	50.50	40.05	1128267	50.35	40.65	304518
January 2017	48.60	43.20	685882	48.40	44.30	206071
February 2017	49.90	42.50	795853	49.90	42.55	255278
March 2017	47.90	38.60	1944772	47.70	38.30	1311505

[Source: This information is compiled from the data available from the websites of BSE and NSE]

· Performance of Om Metals Share versus Sensex and Nifty:





None of the Company's listed securities are suspended from trading.

· Registrar and Transfer Agent:

M/s Skyline Financial Services Private Limited

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

Tel: 011-30857575 Fax: 011-3085762

E-mail: admin@skylinerta.com

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

Share Transfer System:

99.95% of the equity shares of the Company are in electronic form. Transfers of these shares are done through the depositories with no involvement of the Company. As regards transfer of shares held in physical form the transfer documents can be lodged with Registrar and Transfer Agent of the Company i.e. Skyline Financial Services Private Limited at the address mentioned above.

Transfer of shares in physical form is normally processed within ten to twelve days from the date of receipt, if the documents are complete in all respects. The Directors and certain Company officials under the authority of the board, severally approve transfers, which are noted at subsequent board meetings.

Distribution of Shareholding as on March 31, 2017:

Category (Shares)	No. of shareholders	% of total numbers	Shareholding Amount	% of shareholding
1 - 5000	11033	94.17	5835894	6.06
5001-10000	380	3.24	2748440	2.85
10001-20000	151	1.29	2143233	2.23
20001-30000	38	0.32	933862	0.97
30001 - 40000	17	0.15	582429	0.6
40001 - 50000	14	0.12	621460	0.65
50001 - 100000	32	0.27	2223842	2.31
100001 and above	51	0.44	81214649	84.33
Total	11716	100.00	96303809.00	100.00

Dematerialization of Shares and Liquidity: Shares held in demat and physical mode as on March 31, 2017 are as follows

Category	Number of Shares	% of total equity
Demat mode		
NSDL	64824390	67.31
CDSL	31429209	32.64
Total	96253109	99.95
Physical Mode	50210	0.05
Grand Total	96303809	100

Categories of Equity Shareholders as on 31st March 2017:

Category	No. of Shareholders	No. of Shares held	% of Total
Promoter and Promoter Group	28	68123524	70.74%
Mutual Funds and UTI	1	3774568	3.92%
Financial Institutions/bank	2	30934	0.03%
Bodies Corporate	271	6425423	6.67%

Public-Individuals	10971	15673078	16.27%
NBFC Registered with RBI	3	7391	0.01%
NRIs/OCBs	299	1388652	1.44%
Public Trusts	1	1	
Hindu Undivided Family	377	701525	0.73%
Any Other (specify) (Clearing members)	82	178713	0.19%
Total	12035	96303809	100.00

Outstanding GDR/ADR:

The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments in the past and hence as on March 31, 2017, the Company does not have any outstanding GDRs / ADRs / Warrants or any convertible instruments.

Commodity price risk or foreign exchange risk and hedging activities;

Import of machinery for packaging plant in Faridabad against which company has availed buyers credit is unhedged.

Plant/Site Location:

Factory at B-117/118, Indraprastha Industrial Area, Kota, Rajasthan Siliguri West Bengal and Temporary factory sheds at /near project sites

Address for Correspondence:

J-28, Subhash Marg, C-scheme, Jaipur-302001 (Rajasthan) E-mail: Other than Secretarial Matters: info@ommetals.com

On Secretarial Matters: cs@ommetals.com

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

M/s Skyline Financial Services Private Limited

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

Tel: 011-30857575 Fax: 011-3085762

E-mail: admin@skylinerta.com

12. DISCLOSURES

RELATED PARTY TRANSACTIONS

All material transactions entered into with related parties as defined under the Act and Regulation 23 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year were in the ordinary course of business. These have been approved by the audit committee. The board has approved a policy for related party transactions which has been uploaded on the Company's website at the following link:

http://www.ommetals.com/files/related-party-transcation.pdf

- Details of non-compliance by the Company, penalties, strictures imposed on the Company by the stock
 exchanges or the Securities and Exchange Board of India or any statutory authority, on any matter related
 to capital markets, during the last three years 2014-15,2015-16 and 2016-17 respectively: NIL
- The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees and directors to report concerns about unethical behavior. No person has been denied access

to the chairman of the audit committee. The said policy has been also put up on the website of the Company at the following link:

http://www.ommetals.com/files/vigil-mechnasim.pdf

CEO AND CFO CERTIFICATION

As required by Regulation 17 (8) read with Schedule II Part B of the Listing Regulations, the CEO and CFO have given appropriate certifications to the Board of Directors.

• The Company has complied all the regulations from 17 to 27 and clauses (b) to (i) of sub regulation (2) of regulation 46 of the SEBI (LODR) Regulations, 2015, during the year 2016-17 and complied all the mandatory requirements of the Listing Regulations. There are no instances of non-compliance of Corporate Governance Report as mentioned in sub-paras (2) to (10) of Para (C) of Schedule V and as regard to non-mandatory requirements as prescribed in Schedule II Part E, during the year 2016-17, Mr. Sunil Kothari was the Managing Director of the Company and hence has complied with the requirement of having separate persons to the post of Chairman and Managing Director.

The Company has complied all the mandatory requirements of the Listing Regulations

Sunil Kothari Managing Director DIN: 00220940

S.K. Jain CFO

Place: Jaipur Dated: 30th May, 2017

Subsidiary Companies

The audit committee reviews the consolidated financial statements of the Company and the investments made by its unlisted subsidiary companies. The minutes of the board meetings along with a report on significant developments of the unlisted subsidiary companies are periodically placed before the board of directors of the Company.

The Company does not have any material non-listed Indian subsidiary companies.

The Company has a policy for determining 'material subsidiaries' which is disclosed on its website at the following Link:

http://www.ommetals.com/files/material-subsidiaries.pdf

RECONCILIATION OF SHARE CAPITAL AUDIT

A qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

CODE OF CONDUCT

The members of the board and senior management personnel have affirmed the compliance with the Code applicable to them during the year ended March 31, 2017. The Annual Report of the Company contains a Certificate by the Managing Director in terms of Regulation 26 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 based on the compliance declarations received from Independent Directors, Non-Executive Directors and senior management.

Certificate on Compliance with Code of Conduct

I hereby confirm that the Company has obtained from all the members of the Board and management Personnel, affirmation that they have complied with the Code of Conduct for the Financial Year 2016-17.

Place: Jaipur

Dated: 30th May, 2017

Sunil Kothari Managing Director

DIN: 00220940

Annual Report 2017

OM METALS INFRAPROJECTS LIMITED

Practising Company Secretary Certificate on Compliance with the Conditions of Corporate Governance pursuant to Regulation 17 to 27 read along with Schedule V(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,

The Members,

Om Metals Infraprojects Limited

We have examined the compliance of conditions of corporate governance by Om Metals Infraprojects Limited, for the year ended on 31st March 2017, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46 (2) and pragraphs C, D and E of Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

The compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of corporate governance as stipulated in the said schedule. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to best of our information and according to the explanations given to us we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46 (2) and pragraphs C, D and E of Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

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

For B K Sharma & Associates (Company Secretaries) FRN-S2013RJ233500

Brij Kishore Sharma (Proprietor) M.No.- F6206 CP No. - 12636

Date: 30th May, 2017

Place: Jaipur

INDEPENDENT AUDITOR'S REPORT

To the Members of

Om Metals Infraprojects Limited

Report on the Financial Statement

We have audited the accompanying standalone financial statements of Om Metals Infraprojects Limited ('the Company') which comprise the Balance Sheet as at 31 March. 2017, the Statement of Profit and Loss, the cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information, in which are incorporated financial statements of Engineering, Real estate, packaging & Hotel Divisions of the Company audited by other auditors and whose reports have been furnished to us. Our opinion, in so far as it relates to the affairs of such division is based solely on the report of other auditors.

Management's Responsibility for the Standalone Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements, that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under Section 133 of the Act, as applicable. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding of the assets of the Company, preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

- 3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
- 4. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under and the order under section 143(11) of the Act.
- 5. We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Financial Statements are free from material misstatement.
- 6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
- 7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

- 8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
- a) in the case of balance sheet, of the state of affairs of the Company as at 31st March, 2017,
- b) in the case of the statement of profit and loss of the profit for the year ended on that date.
- c) in the case of the cash flow statement, of the case flow for the year ended on that date.

9. Other matter(s)

- (i) We did not audit the financial statements of Four unincorporated integrated joint ventures/PF, included in the standalone financial statements, whose financial statements reflect Company's net share in profit of Rs.360.64 Lacs for the year ended 31 March 2017. These financial statements have been audited by other auditors whose audit reports have been furnished to us, by the management, and our opinion on the standalone financial statements of the Company for the year then ended to the extent they relate to the financial statements not audited by us as stated in this paragraph is based on solely on the audit reports of the other auditors. Our opinion is not qualified in respect of this matter.
- (ii) We did not the audit the financial statements of company's overseas branch of Engineering Division located at Nepal reflecting profit before tax of Rs. 200.53 Lacs for the year ended 31 March 2017, which are incorporated in Engineering Division. These financial statements are audited by branch auditor and certified by the Company's management, as reported by the Branch Auditor of the Engineering Division. In our opinion on the standalone financial statements of the Company for the year then ended to the extent they relate to the financial statements as stated in this paragraph is based solely on, on such management certified financial statements. Our opinion is not qualified in respect of this matter.
- (iii) The Financial statements in connection with the trade receivables amounting to Rs. 54.66 Lacs which are subject matters of arbitration proceedings/ negotiations with the project authorities due to some disputes. The management of the company, keeping in view the status and the outcome of arbitration proceedings and the basis of which steps to recover these amounts are currently in process, is confident of recovering the aforesaid dues. Our report is not qualified in respect of these matters.

Report on Other Legal and Regulatory Requirement

- 10. As required by the companies (Auditor's Report) order, 2016 ("the Order") issued by the Central Govt. of India in terms of Section 143(11) of the Act, we give in the annexure "A" a statement on the matters specified in paragraphs 3 & 4 of the Order.
- 11. As required by Section 143 (3) of the Act, we report that:
- (a) We have sought and 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 and proper returns adequate for the purposes of our audit have been received from the branches i.e. Engineering, Real estate, packaging & Hotel Divisions of the Company not visited by us.
- (c) The report(s) on the accounts of the branch office(s) i.e. Engineering, Real estate, packaging & Hotel Divisions of the Company audited under section 143 (8) of the Act, by the branch auditors have been sent to us and have been properly dealt with by us in preparing this report.
- (d) The standalone financial statements i.e. 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 accounts and with the returns received from the branches not visited by us.

- (e) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, as applicable.
- (f) Under the other matter(s) described in paragraph 9 above, in our opinion, there is no adverse effect on the functioning of the company.
- (g) On the basis of the written representations received from the directors as on 31st March, 2017 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- (h) With respect to the adequacy of the internal control over financial reporting of the company and the operating effectiveness of such controls. Refer to our separate report in annexure 'B'. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting in which reports of branch auditors have been sent to us and have been properly dealt with by us in the preparation of this report.
- (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- the company has disclosed the impact of pending litigation on its financial position in its Financial Statement as referred in Note no 2.28(a) to the Financial Statement.
- ii. The Company has made provisions, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on Long Term Contracts including derivative contracts.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.
- iv. The Company has provided requisite disclosures in its standalone financial statements dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note 2.47 to the standalone financial statements.

Place: Jaipur. Dated: 30-05-2017 For M. C. Bhandari & Co. FIRM REG. NO.303002E Chartered Accountants

> {CA S K Mahipal} Partner M.No. 070366

ANNEXURE A TO THE AUDITOR'S REPORT

Annexure referred to in paragraph 1 under the heading of "Report on other legal and Regulatory requirements" of the independent Auditor's Report on the Financial Statements of Om Metals Infraprojects Limited ("The Company") for the year ended on 31" March 2017.

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of accounts and other records examined by us in the normal course of audit. In preparing the report, we have considered the report made under the aforesaid order by other auditors, who have audited the Financial Statements of the Divisions of Engg., Real estate, Packaging and Hotel etc. of the Company we report that:

- (i) In respect of fixed assets:
- a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b. The fixed assets were physically verified during the year by the management in accordance with a program of verification, the frequency of verification is reasonable having regard to the size of the company and the nature of its fixed assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification as compared to books records.
- c. The title deeds of all the immovable properties are held in the name of the company except for the below:

(in lacs)

Name of Property	Located at	Carrying Value	Title Deed in the name of
Industrial Land & Building	Plot No A-37-38, A -21-22, B-26, Industrial Estate, Kota	3.00	Om Metals & Mineral P Ltd*
Industrial Land & Building	Plot No B-131, IPIA, Kota	Land = 483.49 Building = 34.65	Om Structural India P Ltd**
Industrial Land & Building	Special – 1, IPIA, Kota	Land – 2443.82 Building 282.83	Om Rajasthan Carbide Ltd**
Industrial Land & Building	Special – 1A, IPIA, Kota	Land – 1876.18 Building – 47.89	Jupitar Manufacturing P Ltd**
Commercial Building	Cheera Bazar, Mumbai	16.50	Om Metals & Minerals Ltd*
Commercial Building	NBCC Plaza, IVth Floor, Sector -11, Pushp Vihar, Saket, Delhi	2100.00	Pending for registration

^{*}these are the earlier name of "the Company"

- ** immovable properties i.e. freehold/lease hold land and buildings are held in the name of the Company and such immovable properties has been transferred pursuant to the scheme of amalgamation under section 391 to 394 of the Companies Act 1956, the transfer is through the order of the Hon'ble High Court Rajasthan, Jaipur and are pending for registration in favor of the Company.
- (ii) The management has conducted physical verification of inventory at reasonable intervals during the year. No material discrepancies were noticed on the physical verification.
- (iii) According to information and explanations given to us the company has, during the year, granted interest free unsecured loan aggregating Rs. 1.74 Crores, to Four subsidiaries including two wholly owned subsidiaries and Seven joint ventures Rs. 23.68 Crores covered in the register maintained under Companies Act, 2013. At the year end, the outstanding balances of such loans granted to four subsidiaries including two wholly owned subsidiaries aggregating to Rs. 217.84 crore and seven joint ventures Rs.39.41 Crores which are Interest free and further explained to us, these loans have been made for setting up new

projects and make strategic investments:

- in our opinion the terms and conditions of grant of such loans are not, prima facie, prejudicial to the company's interest, subject to the cost of funds to the Company which are prejudicial to the interest of the Company as the company has granted interest free loan.
- b) The receipt of principal amount wherever stipulated is regular and where the schedules of repayment of principal is not stipulated, hence we are unable to comment as to whether repayments are regular
- e) In the absence of stipulated schedule of repayment of principal and payment of interest, we are unable to comment as to whether there is any amount which is overdue for more than 90 days and whether reasonable steps have been taken by the Company for recovery of the principal amount and interest.
- (iv) According to information and explanation given to us and based on the legal opinion obtained by the company that the company being a company engaged in the business of providing infrastructure facilities in terms of section 186, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantee and security as applicable.
- (v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) We have broadly reviewed the books of accounts maintained by the company, pursuant to the Rules made by the Central Govt., for the maintenance of cost records under sub section (1) of section 148 of the Companies Act, in respect of Engineering Division which includes Road and Dam Construction of the company and are of the opinion that, prima-facia, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determining whether they are accurate or complete.
- (vii)(a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax service tax, duty of customs, duty of excise duty, value added tax, cess have not been regularly deposited to the appropriate authorities there have been significant delay in large number of cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable.
- (b) According to the information and explanations given to us and the records of the company examined by us, The dues outstanding in respect of income-tax, sales-tax, service tax, duty of excise and Wealth Tax on account of any dispute, are as follows:

Nature of the Statute	Nature of Dues	Forum where dispute is pending	Demand Amount (Rs. in Lacs.)	Amount paid under protest (Rs. in lacs.)	Period to which the amount relates
Central Sales Tax Act, 1956. and Sales Tax/VAT Act of various states	Sales Tax & Entry Tax	Commissioner (Appeals)/Tribunal High Court	457.01 16.91	0.00	1990-91, 2009- 10 to 2011-12
Central Excise Act, 1944	Excise Duty	Tribunal (CEGATE) Commissioner(App eal)and Show Case	471.46 459.40	0.00	2009-10 to 2011-12 2000-01 to 2014-15
Income Tax Act, 1961	Income Tax	CIT Appeal	554.64 98.79	160.22 229.61	2012-13 & 2013-14 2007-08 to 2015-16

Service tax law , finance Act, 1994	Service Tax	Commissioner (Appeals)/Tribunal	199.30	1.50	2003-04 to 2005-06 & 2009-10 to 2011-12
Wealth Tax Act.	Wealth Tax	ITAT	0.28	0.28	1992-1993

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

- 2) In the matter of the Income tax, the department has disallowed claims under section 80IB aggregating Rs. 10497.35 Lacs (previous year Rs. 8816.02 Lacs) during the Financial Years 1976-77, 1995-96, 2001-02 to 2008-09. The appeals were decided in favor of the company by the ITAT. The department has preferred appeals with the Hon'ble High Court. The tax liability if any arising on the a final outcome of the case is indeterminate hence could not be provided.
- (viii) The Company has not defaulted in repayment of loans or borrowings to any bank or financial institution or government during the year. The Company did not have any outstanding debentures during the year.
- (ix) The Company did not raise moneys by way of initial public offer or further public offer (including debt instruments). In our opinion, the term loans were applied for the purposes for which the loans were obtained.
- (x) No fraud by the Company or on the company by its officers or employees has been noticed or reported during the period covered by our audit.
- (xi) In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 of the Act read with Schedule V to the Companies Act, 2013.
- (xii) In our opinion, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with section 177 and 188 of the Companies Act 2013 where applicable for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) During the year, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures.
- (xv) The company has not entered into any non-cash transactions with directors or persons connected with them.
- (xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

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

Place:Jaipur Dated: 30.05.2017

> (S.K. MAHIPAL) PARTNER M. NO.70366

Annexure to the Independent Auditor's Report of even date to the members of Om Metal Infraprojects Limited, on the financial statements for the year ended 31st March 2017

INDEPENDENT AUDITOR'S REPORT

Annexure B

Independent Auditor's report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act"). In preparing the report, we have considered the report made under the aforesaid order by other auditors, who have audited the Financial Statements of the Divisions of Engg., Real estate, Packaging and Hotel etc. of the Company we report that:

1. In conjunction with our audit of the standalone financial statements of **Om Metals Infraprojects Limited**. ("the Company") as of and for the year ended 31 March 2017, we have audited the internal financial controls over financial reporting (IFCoFR) of the company of as of that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control Over Financial Reporting (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the company's business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

- 3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
- 4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the IFCoFR and their operating effectiveness. Our audit of IFCoFR included obtaining an understanding of IFCoFR, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
- 5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's IFCoFR.

Meaning of Internal Financial Controls over Financial Reporting

6. A company's IFCoFR is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's IFCoFR includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3)

provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

7. Because of the inherent limitations of IFCoFR, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the IFCoFR to future periods are subject to the risk that IFCoFR may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control Over Financial Reporting (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (ICAI).

Place:Jaipur Dated: 30.05.2017 For M.C. BHANDARI & CO. FIRM REG. NO.303002E Chartered Accountants

> (S.K. MAHIPAL) PARTNER M. NO.70366

OM METALS INFRAPROJECTS LIMITED Balance Sheet as at 31st March, 2017

(in Rs)

Particulars		Note	As At	As At
Particulars		No	31.03.2017	31.03.2016
I. EQUITY AND LIABILITIES				
(1) Shareholder's Funds				
(a) Share Capital		2.1 2.2	96303809.00	96303809.00
(b) Reserves and Surplus	Sub Total	2.2	5688792195.79 5785096004.79	5582747441.08 5679051250.08
	300 10001		3783030004.75	3079031230.00
(2) Share application money pending allotme	nt			
(2) Share application money penaling another				
(3) Non-Current Liabilities				
(a) Long-term borrowings		2.3	302884213.69	105197330.83
(b) Deferred tax liabilities (Net)		2.4	52281680.50	33862971.00
(c) Other Long term liabilities		2.5	187133252.00	288368889.23
(d) Long term provisions	Cult Tabel	2.6	8445639.00	8247443.00
(4) 6 Hebilible	Sub Total		550744785.19	435676634.06
(4) Current Liabilities (a) Short-term borrowings		2.7	684253325.92	471296202.78
(b) Trade payables		2.7	350377599.14	382952918.19
(c) Other current liabilities		2.9	515024455.86	722083482.40
(d) Short-term provisions		2.10	28311018.88	16524522.71
(a) Short term provisions	Sub Total	2.10	1577966399.80	1592857126.08
	Total		7913807189.78	7707585010.22
II.Assets				
(1) Non-current assets				
(a) Fixed assets		2.11		
(i) Tangible assets			1679908747.62	1541457693.43
(ii) Intangible assets			230126.00	0.00
(iii) Capital work-in-progress			3970538.82	1283603.00
	Sub Total		1684109412.44	1542741296.43
(b) Non-current investments		2.12	1324487830.14	1340446616.30
(c) Long term loans and advances		2.13	2075446329.04	2071005163.60
(d) Other non-current assets		2.14	54936170.28	46023343.87
(2) Current assets	Sub Total		5138979741.90	5000216420.20
(a) Inventories		2.15	824152262.97	617376970.11
(b) Trade receivables		2.16	780458184.77	824371497.38
(c) Cash and Bank Balances		2.17	210377640.11	469372446.61
(d) Short-term loans and advances		2.18	844921120.37	692130313.48
(e) Other Current Assets		2.19	114918239.66	104117362.44
	Sub Total		2774827447.88	2707368590.02
	Total		7913807189.78	7707585010.22

Significant Accounting Policies and Notes to the financial statements

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Signed in terms of our report of even date annexed

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

For and on behalf of Board of Directors

Om Metals Infraprojects Ltd.

D.P.Kothari (Chairman) DIN: 00200342

S. K. Mahipal Partner Sunil Kothari (Mg.Director) DIN: 00220940

M.No.70366

Vikas Kothari (President & Director)

Dated : 30-05-2017

Place : Jaipur

DIN: 00223868

Reena Jain (Company Secretary)

S.K.Jain (CFO)

OM METALS INFRAPROJECTS LIMITED Statement of Profit and Loss for the year ended 31st March, 2017

(in Rs)

Particulars	Note No	2016-17	2015-16
Revenue from operations	2.20	2374081689.17	1905981050.51
Less: Excise Duty		60134947.00	15471457.00
		2313946742.17	1890509593.51
Other Income	2.21	64614103.15	84915095.02
Total Revenue		2378560845.32	1975424688.53
Expenses:			
Cost of materials consumed	2.22	1122164069.18	558349309.20
Changes in inventories of finished goods, work-in-			
progress and Stock-in-Trade	2.23	-243308762.73	-13610570.50
Employee benefit expense	2.24	174326306.29	179349588.73
Financial costs	2.25	170105702.84	132542913.98
Depreciation and amortization expense	2.26	111780670.12	74898586.36
Other expenses	2.27	849108774.16	653437485.92
		2184176759.86	1584967313.69
Profit before tax		194384085.46	390457374.84
Tax expense:			
(1) Current Income Tax		41200000.00	34500000.00
(2) Income Tax Foreign		5038946.25	37500000.00
(3) Deferred tax (Assets)		(18418709.50)	(6989783.00)
Profit/(Loss) for the period after tax		129726429.71	211467501 84
Profit/(Loss) for the period after tax		129726429.71	311467591.84
Earning per equity share:			
(1) Basic		1.35	3.23
(2) Diluted		1.35	3.23

Significant Accounting Policies and Notes to the financial statements

1&2

Signed in terms of our report of even date annexed

For M.C.Bhandari & Co.

Firm's Registration No. 303002E

Chartered Accountants

For and on behalf of Board of Directors

Om Metals Infraprojects Ltd.

D.P.Kothari (Chairman)

DIN: 00200342

Sunil Kothari (Mg.Director) DIN: 00220940

Vikas Kothari (President & Director)

DIN: 00223868

Reena Jain

(Company Secretary)

S.K.Jain (CFO)

S. K. Mahipal Partner M.No.70366

Place: Jaipur Dated: 30-05-2017

OM METALS INFRAPROJECTS LIMITED

Cash Flow Statement for the year ended March 31, 2017

(in Rs)

Particulars	Year e	nded
	31.03.2017	31.03.2016
1 Cash Flow from operation Activities		
A Net Profit before Taxation and Extraordinary Item Add:-	194384085.46	390457374.83
Depreciation	111780670.12	74898586.36
Interest and Bank Commission Paid	170105702.84	132542913.98
Bad Debts/ Sundry Bal. W/off	0.00	0.00
Loss on Sale of Investment	2743928.18	0.00
Loss on sale of Fixed Assets	0.00	5006039.26
Less:-	479014386.60	602904914.43
Interest and Dividend Reciept	31569655.68	46591375.21
Excess Provision written back	6440031.50	2229584.32
Profit on sale of Fixed Assets	1942977.00	0.00
Sundry Balance W/off	9139631.26	0
Profit on sale of Investment	0.00	326267.33
	49092295.44	49147226.86
B Operating Profit before working capital changes	429922091.16	553757687.57
Adjustments for : Trade and Other receivable	42252066.65	-328174324.75
Inventories	-206775292.86	-106308037.11
Trade and Other Payable	-239634345.59	379621902.32
Provision for Gratuity , Leave Encashment & Other	1419680.00	-572135.00
Less:-	27184199.36	498325093.04
Direct Taxes Paid	54075242.37	60648732.26
Net cash flow from operating activities	(A) -26891043.01	437676360.78

Cash flow from investing activities :		
Purchase of fixed assets	-273763076.94	-338701729.96
Decrease/(Increase) in Capital WIP	-2686935.82	17005800.00
Purchase of Investments	-4446158.84	-46742922.92
Sale of Fixed Assets	24744203.64	4185344.02
Sale of Investment	17661016.82	2326267.33
Loans and Advances	-155572307.54	-270816671.93
Interest received	31569655.68	46591375.21
Share in Profit of Om Ray- in P.Y.	0.00	9255197.90
Other Non-Current Assets	-8912826.41	31146897.72
Net cash flow from/used in investing activities	(B) -371406429.41	-545750442.63
Cash Flow from financing activities :		
Interest and Bank Commission paid	-170105702.84	-132542913.98
Long Term Borrowings	197686882.86	-35107259.73
Other Long Term Liabilities	-101235637.23	136940356.33
Short Term Borrowings	212957123.14	-27963100.47
Dividend / Dividend Tax Paid	0.00	-57977020.00
Net cash used in financing activities	(C) 139302665.93	-116649937.85
Increase/(Decrease) in cashand cash equivalents		
A. Cash Flow from Operating Activities	-26891043.01	437676360.78
B. Cash Flow from Investing Activities	-371406429.41	-545750442.63
C. Cash Flow from Financing Activities	139302665.93	-116649937.85
Net Increase / Decrease in Cash Flow During Year	-258994806.49	-224724019.70
Cash and cash equivalents at beginning of year	469372446.61	694096466.31
Cash and cash equivalents at end of the year	210377640.11	469372446.61
Significant Accounting Policies and Notes to the financial statements	1&2	
As per our Report of even date annexed	For and on behalf of Board	d of Directors
For M.C.Bhandari & Co. Firm's Registration No. 303002E Chartered Accountants	D.P.Kothari (Chairman) DIN:00200342 Sunil Kothari	
S. K. Mahipal	(Mg.Director) DTN:00220940	
Partner M.No.70366	Vikas Kothari (President & Director)	
Place: Jaipur Dated: 30.05.2017	DIN:00223868 Reena Jain (Company Secretary)	
	S.K.Jain (CFO)	

OM METALS INFRAPROJECTS LIMITED

NOTES ANNEXED TO AND FORMING PART OF BALANCE SHEET AS AT 31.03.2017 AND STATEMENT OF PROFIT AND LOSS AND ALSO THE CASH FLOW STATEMENT FOR THE YEAR ENDED ON THAT DATE

Note - 1

We have considered the notes of Branch Auditors, who have made the notes on financial statements of the Company incorporated in note 1.

Company Overview:

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

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

1.1 ACCOUNTING CONVENTION:

The financial statements of Om Metals Infraproject Limited("the Company") have been prepared in accordance with the accounting standards specified under section 133 of the Companies Act, 2013 and the relevant provisions of the companies Act, 2013 as applicable. The financial statements are prepared under the historical cost convention, on an accrual basis of accounting. The accounting policies applied are consistent with those used in the previous year. Claims of liquidated damages on supplies, Warranties, fuel escalation charges payable to the electricity board which are accounted for on acceptance and other claims accounted for receipt/payment basis, In view of uncertainty involved.

All the assets and liabilities have been classified as current or non-current, wherever applicable, as per the operating cycle of the Company as per the guidance as set out in the Schedule III to the Companies Act, 2013.

Operating cycle for the business activities of the Company covers the duration of the specific project/contract/project line/service including the defect liability period, wherever applicable, and extends up to the realization of receivables (including retention monies) within the agreed credit period normally applicable to the respective project.

1.2 FIXED ASSETS AND DEPRECIATION:

- (a) Fixed Assets are stated at cost net of cenvat less accumulated depreciation and impairment losses, if any. Cost of acquisition or construction is inclusive of freight, duties, taxes and incidental/preoperative expenses and interest on loans attributable to the acquisition of assets upto the date of commissioning of assets. Capital subsidy received against specific assets is reduced from the value of relevant fixed assets.
- (b) The depreciation on tangible Fixed assets is provided to the extent of depreciable amount on WDV method of depreciation except in the case of assets pertaining to Hotel and Cineplex divisions where depreciation is provided on SLM Method. Depreciation is provided based on useful life of the asset as specified in schedule II to the Companies Act 2013 on a Pro rata basis.
- (c) Intangible Assets (Software)
 - Intangible assets (which comprises of software acquired) and depreciation /amortization on WDV method as per Companies Act and impairment losses if any.
- (d) Capital Work in Progress

Capital work in progress are stated at cost and inclusive of preoperative expenses, project development expenses etc.

(e) Lease hold land are not amortized.

1.3 Expenditure on New project and substantial expansion

Expenditure directly relating to construction activity is capitalized. Indirect expenditure incurred during construction period is capitalized as part of the indirect construction cost to the extent to which the expenditure is indirectly related to construction or is incidental thereto. Other indirect expenditure (including borrowing costs) incurred during the construction period which is neither related to the construction activity nor is incidental thereto is charged to the statement of profit and loss. Income earned during construction period is deducted from the total of the indirect expenditure.

1.4 INVENTORIES

Inventories are valued as follows:-

(A)	(a)	Raw Material, Stores & Spares, Components, construction material, food & beverages, liquor, crockery, cutlery, glassware, utensils and linen, raw material of packaging unit (HDPE, PP, Lining Material and pigment)	At cost (FIFO method) or net realizable value, whichever is lower.
	(b)	Process Stocks	Real Estate projects (including Land Inventory) Represents direct costs incurred in respect of unsold area of the real estate developments projects or direct cost including borrowing costs incurred on the projects where the revenue is yet to be recognized. In case of others: At cost or net realizable value, which ever is lower. Cost for this purpose includes direct material cost plus appropriate share of manufacturing overheads allocated on absorption cost basis.
	(c)	Finished Goods	In case of Real Estate: Flats are valued at Lower of Cost and NRV. In case of Others: A Cost or net realizable value*, whichever is lower. Cost for this purpose includes direct material cost plus appropriate share of overhead.
	(d)	Goods in transit	Are stated at actual cost plus freight, if any.

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

B) Hotel/Hostel Division:

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

1.5 Foreign Currency Transaction:

i) Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

ii) Conversion

Foreign currency monetary items are reported using the closing rate. Non monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

iii) Treatment of Exchange Differences

Exchange differences arising on settlement/restatement of short term foreign currency monetary assets and liabilities of the Company are recognised as income or expense in the Statement of Profit and Loss.

Exchange differences arising on long-term foreign currency monetary items related to acquisition of a fixed asset are capitalised and depreciated over the remaining useful life of the asset.

1.6 Revenue Recognition:

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the Revenue can be reliably measured. Revenue from operations (gross) is net of adjustments on account of cancellation / returns. Excise duty deducted in the revenue (gross).

a) Engineering Division:

i) Accounting of Turnkey Projects:

In case of item rates contracts on the basis of physical measurement of work actually completed on the basis of running bills approved by the buyers at the balance sheet date. Escalation and erection receipts are accounted for on the basis of bills/invoices acknowledged or paid by the project authorities.

ii) Accounting of supply contract sales of goods:-

Revenue from supply contract is recognized when the substantial risk and reward of ownership is transferred to the buyer which coincides with the dispatches of the goods to the customers. Revenue from product sales are shown as net of all applicable taxes and discounts.

iii) Accounting policy for claims:-

Claims are accounted as income in the period of receipt of Arbitration award or acceptance by client or evidence of acceptance/received by client or evidence of payment received. Interest awarded, being in the nature of additional compensation under the terms of the contract, is accounted as contract revenue on receipt of favorable award.

iv) Accounting for Joint venture Contracts :-

- Contracts executed in joint venture under work sharing arrangement (Consortium) are accounted in accordance with the Accounting policy followed by the company as that of an independent contracts to the extent of company's share in the work executed.
- In respect of contract executed in joint ventures under profit sharing arrangement (Assessment as AOP/Firm under Income Tax Laws), the services rendered to the Joint Ventures are accounted as income on accrual basis. The profit/Loss is accounted for, as and when it is determined by the Joint Venture and the net investment in the Joint venture is reflected as investment, Joans and advance or current liabilities.

b) Hotel, Hostel and Cinema Divisions:

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

c) Real Estate Division/Projects:

For projects commenced on or after 1-April-2012 and also to projects which have already commenced but where revenue is being recognized for the first time on or after 1-April-2012.

Revenue from constructed properties/project is recognized in accordance with the "Revised guidance note issued by the Institute of Chartered Accountants of India ("ICAI") on "Accounting for Real Estate Transaction (Revised 2012). The estimates of salable area and cost are revised periodically by the management. The effect of such changes to estimates is recognized in the period such changes are determined. As per this guidance Note, the revenue has been recognized on percentage of completion method provided all of the following conditions are met at the reporting date:-

- i) Required critical approvals for commencement of the project have been obtained.
- ii) At least 25% of estimated construction and development cost (Excluding land cost) have been incurred.
- iii) At least 25% of the saleable project area is secured by the agreements to sell/application form (containing salient terms of the agreement to sell) and.
- iv) At least 10% of the total revenue as per agreement to sell are realized in respect of these agreements.
- d) <u>Dividend Incomes:</u> Revenue is recognized when the shareholder's right to receive payment is established by the balance sheet date. Dividend from subsidiaries is recognized even if the same is declared after the balance sheet date but pertains to period on or before the date of balance sheet as per the Companies Act., 2013.
- e) Interest Income: Income of interest on refund of income tax is accounted for in the year, the order is passed by the concerned authority and other interest and other income are accounted for on accrual basis except where the receipt of income is uncertain in which case it is accounted for on receipt basis.

1.7 Cost of Revenue (Real estate Division):

Cost of constructed properties/project includes cost of land (including cost of development right/land under agreements to purchase) estimated internal development charges, direct overheads construction costs and development/construction materials, which is to the statement of profit and loss based on the revenue recognized as per the accounting policy, in consonance with the concept of matching costs and revenue, final adjustment is made upon completions of the specific project. Cost incurred /items purchased specifically for projects are taken as consumed as and when incurred/received.

1.8 Unbilled receivable:

Unbilled receivables disclosed under "Other current Assets" represents revenue recognized based on percentage of completion method over and above the amount due as per the payment plans agreed with the customers.

1.9 INVESTMENTS:

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

1.10 RESEARCH AND DEVELOPMENT:

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

1.11 Borrowing costs:

Borrowing costs relating to acquisition, construction or production of a qualifying asset which takes

substantial period of time to get ready for its intended use are added to the cost of such asset to the extent the relate to the period till such assets are ready to be put to use. Other borrowing costs are charged to the Statement of Profit and Loss in the period in which it is accrued.

1.12 TAXATION :

(a) Current & Deferred Tax

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates. Deferred income tax reflect the current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier years/period. Deferred tax assets are recognized only to the extent that there is a reasonable certainty future income will be available except that deferred tax assets, in case there are unabsorbed depreciation or losses, are recognized if there is virtual certainty that sufficient future taxable income will be available to realize the same.

Deferred tax assets and liabilities are measured using the tax rates and tax law that have been enacted or substantively enacted by the Balance Sheet date.

(b) Dividend Tax

Tax on distributed profits payable in accordance with the provisions of section 115 O of the Income Tax Act., 1961 which is accounted for in accordance with the Guidance Note on Accounting for Corporate Dividend tax is regarded as a tax on distribution of profits and is not considered in determination of profits for the year.

1.13 Retirement and other employee benefits:

a) Retirement benefit in the form of provident fund is a defined benefit obligation of the company and the contributions are charged to the statement of profit and loss of the year when the contributions to the funds are due. The company is liable to meet the Shortfall, if any, in payment of intent at the rates declared by the central Government, and such liability is recognized in the year of shortfall.

b) Gratuity:

Gratuity liability is a defined benefit obligation of the company. The Company provides for gratuity to all eligible employees as calculated by actuarial valuer. The benefit is in the form of Lump sum payments to vested employees on resignation, retirement, on death while in employment or on termination of employment of and amount equivalent to 15 days basic salary payable to each completed year of services. Vesting occurs upon completion of 5 years of services. The company has not made annual contributions to funds administered by trustees or managed by insurance companies.

c) Leave Salaries:

Liabilities for privilege leave benefits, in accordance with the rules of the company is provided for as calculated by actuarial valuer, as prevailing salary rate for the entire un-availed leave balance as at the balance sheet date. Actuarial valuation for the liabilities has been provided as per report submitted by the certified valuer.

1.14 Impairment of assets:

The carrying amounts of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized in the Statement of Profit and Loss whenever the carrying amount of an asset or a cash generating unit exceeds its recoverable amount. The recoverable amount of the assets (or where applicable, that of the cash generating unit to which the asset belongs) is estimated as the higher of its net selling price and its value in use. A previously recognized impairment loss is increased or reversed depending on changes in circumstances. However the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

1.15 Provisions, contingent liabilities & Assets:

A Provision is recognized when an enterprise has a present obligation as a result of past event, it is probable

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

1.16 Earning per Share:

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

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

1.17 Use of Estimate:

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

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

1.19 Cash flow statement

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

OM METALS INFRAPROJECTS LIMITED NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31 st March, 2017

Note ·	- 2.1
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Particulars	Figures as at 31/03/2017	Figures as at 31/03/2016
SHARE CAPITAL:	(Rs.)	(Rs.)
AUTHORISED 150000000 Equity Share of Rs.1/- each	150000000.00	150000000.00
ISSUED,SUBSCRIBED AND PAID UP		
96303809 Equity Share of Rs.1/- each	96303809.00	96303809.00
Total	96303809.00	96303809.00

Notes:

Above issued, subscribed and paidup capital includes :-

- (a) 42554000 nos.of fully paid Equity Share of Rs.1/- each were alloted as bonus shares by way of capitalisation of reserves and Profit & Loss Account
 - (b) 20112659 Shares of Rs. 1 each have been allotted for consideration other than cash, pursuant to the scheme of amalgamation sanctioned by Hon'ble High Court of Rajasthan dated 19.01.2007 to the share holders of erstwhile:-

 Om Rajasthan Carbide Limited
 5476259

 Jupiter Manufacturing Co. (P) Limited
 5318400

 Om Structurals India (P) Limited
 5808000

 Om Kothari Cement & Chemicals (P) Limited
 1410000

 SAH Buildcon (P) Limited
 1050000

 Richa Builders (P) Limited
 1050000

 Total : 20112659

- (2) The company has a single class of equity shares. Each share holder is eligible for one Vote per share held. The dividend proposed by the board of Directors is subject to the approval of the share holders. In the event of liquidation, the equity share holders are eligible to receive the remaning assets of the company after distribution of all preferential amounts, in proportion to their share holding.
- (3) Details of Share holders holding more than 5 % equity shares as at 31.03.2017

	2017		2016	
Share Holder	No. of Share	Ownership Interest %	No. of Share	Ownership Interest %
1 T.C. Kothari & Sons	11408180	11.85%	11408180	11.85%
2 C. P. Kothari	6975245	7.24%	6165245	6.40%
3 Sunil Kothari	7150886	7.43%	7150886	7.43%
4 Anita Kothari	5893345	6.12%	5893345	6.12%
5 D.P. Kothari	4858346	5.04%	4858346	5.04%
		11 14 14 14 1	4 4 4 4	1 1 1 1 1

As per the records of the company including its register of share holder/members and other declaration received from share holders regarding benificial

(4) The reconciliation of the number of shares outstanding as at March 31, 2017 and March 31, 2016 is set out below:

Particulars	As at	
	31.03.2017	31.03.2016
Number of shares at the beginning	96303809	96303809
Number of shares at the end	96303809	96303809

(5) The Company declares and pays dividends in Indian rupees.

In the period of five years immediately preceding March 31, 2017:

During the year ended March 31, 2015, the amount of dividend per share recognized as distribution to equity shareholders includes Rs. 0.20 per share of final dividend. The total dividend appropriation for the year ended March 31, 2015 amounted to Rs. 232.04 Lacs, including corporate dividend tax of Rs.39.04 Lacs.

The Board of Directors, in its meeting on March 11, 2016, declared an interim dividend of Rs.0.30 per equity share. The total dividend appropriation for the year ended March 31, 2016 amounted to Rs. 347.73 Lacs, including corporate dividend tax of Rs. 58.82 Lacs.

The Board of Directors, in its meeting on 30 May, 2017, Proposed a Final dividend of Rs.0.20 per equity share. The total dividend appropriation for the year ended March 31, 2017 amounted to Rs. 192.61 Lacs, including corporate dividend tax of Rs. 39.21 Lacs.

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

AS AT 31 st March, 2017

	Reserves and Surplus Particulars	<u>As at</u> 31-03-2017	Note - 2.2 <u>As at</u> 31-03-2016
		(Rs.)	(Rs.)
A.	Revaluation Reserve As per last balance sheet	2000000.00	2000000,00
	Less: - Transferred to P and L Statement/Assets	2000000.00	0.00
		0.00	2000000.00
В.	Capital Reserve As per last Balance sheet	1231810945.25	1231810945.25
C.	Security Premium Reserve		
C.	As per last balance sheet	1224764600.00	1224764600.00
D.	General Reserve		
	As per last balance sheet	237500000.00	221000000.00
	Add:- Transferred from Surplus in statement of Profit and Loss	7500000.00	16500000.00
		245000000.00	237500000.00
E.	Surplus in statement of Profit and Loss		
	As per last balance sheet	2886671895.83	2617221786.09
	Add. Net Profit for the year	129726429.71	311467591.84
		3016398325.54	2928689377.93
	Share in Profit of Om Ray	0.00	9255197.90
	(related to P.Y.)	3016398325.54	2937944575.83
	Less : Appropriations Adjustment related to Fixed Assets	-1500000.00	0.00
	(Amount transferred from revaluation)		
	Interim Dividend	0.00	28891143.00
	Proposed Final Dividend	19260762.00	0.00
	Corporate dividend tax	3920913.00	5881537.00
	Transfer to General Reserve	7500000.00	16500000.00
	Surplus - Closing balance	2987216650.54	2886671895.83
	Total	5688792195.79	5582747441.08

OMMETALS INFRAPROJECTS LIMITED NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31 st March, 2017

Particulars LONG TERM PORPOWINGS	.3 <u>1/03/2017</u> Non Curent (Rs.)	3 <u>1/03/2016</u> <u>Non Curent</u> (Rs.)	3 <u>1/03/2017</u> Current Matu. (Rs.)	Note 2.3 31/03/2016 Current Matu. (Rs.)
LONG TERM BORROWINGS a) TERM LOAN:				
From Banks (SBBJ)	0.00	0.00	121786.00	457010.00
See note No.1				
From Others banks	249510458.84	40679353.21	35325398.00	37851837.00
See note No.2				
Sub-Total	249510458.84	40679353.21	35447184.00	38308847.00
From Other Parties	6267045.05	22020261.62	20020250.00	27707520 00
From Non Banking Finance Companies	6267945.85	22920361.62	20930259.00	27707530.00
(see note no. 3)				
Unsecured Inter Company to Deposite	47105809.00	41597616.00	0.00	0.00
Inter Corporate Deposite (see note no. 4)	47103809.00	41297010.00	0.00	0.00
(ace note no. 7)	302884213.69	105197330.83	56377443.00	66016377.00

Note:

Nature of securities

SBBJ Bank

- Rupees term loan from bank is secured/to be secured by first charge by way of hypothecation of vehicle and further secured by way of
 personal guarantees of D.P. Kothari and Sunil Kothari directors of the company and C. P. Kothari (Former Chairman and Relative of
 Directors) Rs. 1.22 Lacs. (Due with in one year Rs. 1.22 Lacs, 2015-2016, Rs. 4.57 Lacs).
- Loan from HDFC Bank Rs. 2848.36 Lacs are secured by way of hypothecation of related vehicle /machinery financed by them. (Due with in one year Rs. 353.25 Lacs, 2015-2016, Rs. 378.52 Lacs.)
- Loan from Dalmler Financial Services Rs. 36.52 Lacs, Tata Capital Finance Rs 180.00cr, Toyota Financial Services LTD Rs. 12.68
 Lacs and Kotak Mahindra Prime Ltd. Rs. 42.78 Lacs are secured by way of hypothecation of related vehicle /machinery financed by them. (Due with in one year Rs. 209.30 Lacs, 2015-2016, Rs. 277.08 Lacs).
- 4. Interest Rates are lending banks's Base rates + 4 to 5 % at monthely rest
- 5. Inter corporate deposit are unsecured and interest (a) 12.50% and no repayment schedule

Note 2.4

Deferred Tax Liabilities (Net)

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

Particulars	Balance as at	Arising during the year Balance as
	31.03.2016	31.03.2017
A. Deferred Tax Liabilities		
Depreciation and amortization	37175132	19375868 56551
Depreciation and amortization Nepal	0.00	-473492.50 -47349
Total: (A)	37175132	18902375.50 56077507
B. Deferred Tax Assets		
Provision for leave with wages	707468	145697.00 853
2.Provision for gratuity	2604693	337969.00 2942
Total ; (B)	3312161	483666.00 3795
Net Deferred tax liabilities (A-B)	33862971.00	18418709,50 52281680

				Note 2.5
Other Long term Liabilities	3 <u>1/03/2017</u>	31/03/2016	3 <u>1/03/2017</u>	3 <u>1/03/2016</u>
	Non Curent	Non Curent	Current Matu.	Current Matu.
Others				
Advance and Security deposit from Customers	187133252.00	288368889.23	252172644.00	244174959.00
Others	0.00	0.00	2271046.00	2164084.00
	187133252.00	288368889.23	254443690.00	246339043.00

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

AS AT 31 st March, 2017

Note 2.6

	AS AT 31-03-2017AS	AT 31-03-2016
Long Term Provision		_
Provision for Employees Benefits		
For Gratuity	6450424.00	6387762.00
Compenseted Absences	1995215.00	1859681.00
	8445639.00	8247443.00
		Note 2.7
Short Term Borrowings		
Secured		
Working Capital Loan(From Banks)		
(a) Indian Rupee	684253325.92	471296202.78
(See note No.1)		
	684253325.92	471296202.78

Notes

Terms of repayment

1. Working Capital Loans and non Fund base facilities wiz. Bank Guarantees and Letter of Credit from banks i.e. SBBJ Bank, SBI, IDBI, BOB, SBOP, HDFC, Standered Chartered Bank & Indusind Bank are secured by way of hypothecation of all company's current assets including all stocks and book debts and other movable, both present and future on ranking pari - passu basis inter se between the lender. These loans are further secured / to be secured on pari-passu charges by way of first/second charge by way of mortgage, by deposit of titledeeds in respect of immovable properties (except on which secured loans taken from bank and other NBFC) & personal guarantees of the Shri D.P.Kothari, and Sunil Kothari Directors of the company and Shri C.P.Kothari (former Chairman and relative of Directors), and further secured by way of equitable mortgage of land & building belonging to other companies wiz Jupiter Metals (P) Ltd, Lambodar Finvest Pvt. Ltd., Om Hydromach Pvt. Ltd. and Om Kothari Pariwarik Trust and Hypothacation of Plant & machinery and current assets of OMML JSC JV Kameg (Arunachal Pradesh).

On Demand

2. Cash credit facilities, Rupees loans carry interest rate in the range of MCLR + 1.20%. To 2.50%

On Demand

Note 2.8

Trade Pavables		Note 2.8
(a)Micro, small and Medium	4421085.00	1172070.08
enterprises Development Act, 2006	7721005.00	11/20/0.00
(Ref note 2.33)		
(b) Others (Trade Payable and others)	345956514.14	381780848.11
(·, · · · · · · · · · · · · · · · · · ·	350377599.14	382952918.19
		Note 2 0
Other Correct Liabilities		<u>Note 2.9</u>
Other Current Liabilities	56357443.00	CC01 C333 00
Current Maturity of Long Term Borrowings	56377443.00	66016377.00
Current Due of Other Long Term Liabilities	254443690.00	246339043.00
Unpaid/ Unclaimed Dividend	496601.80	790220.65
(as referred in Sec 205 C of the Companies Act, 1956)		
Other Payables		
Advance against sale of Proporty	81064378,00	81064378,00
The ratio against sale of Property	111001271404	7777710771100
Sundry Creditors for capital goods*	86869928.00	253918150.00
Advance from JSC JV Kameng(JV)	00,0	50215200,00
Interest accrued but not due	2594274.70	0.00
Statutory Levies	27018676.36	18090605.65
Advance from Customers	C1504C4.00	EC40509 10
Advance from Customers	6159464.00 515024455.86	5649508.10 722083482.40
*letter of crdit issued by the bank of rs. 2218.20 Lacs given to the supplier in P.Y.	313024433.00	/22003402.40
terior of earth and the by the mank of the 2210-20 Lates given to the supplies in 1.1.		Note 2.10
Short Term Provision		11000 2.10
Provision for Employees Benefits		
Compenseted Absences	514093.00	221718.00
Gratuity	2204464.00	1275355.00
Others Benefits	134400.00	134400.00
Others Provisions		
Proposed Final Dividend on Equity Shares	19260762.00	0.00
Corporate Dividend Tax	3920913.00	0.00
Income Tax (Foreign) (Net)	2276386.88	14893049.71
	28311018.88	16524522.71
_		

NOTE ANNEXED TO AND FORMING PART OF THE BALANCE SHEET As At 31st March, 2017 OM METALS INFRAPROJECTS LIMITED **Fixed Assets**

PARTICULARS	AS AT 1/4/2016	ADDITIONS	SALES/ TRANSFER	TOTAL COST AS AT	TOTAL COST DEPRECIATION AS AT UP TO 31-03-16	DEPRECIATION DURING THE	TANSFER	TOTAL DEPRE-	W.D.V. 31/03/2017	W.D.V. 31/03/2016
				31/03/2017		YEAR	BACK	CIATION		
Tangible Assets										
Free Hold Land	127213160.00	0.00	0.00	127213160.00	0.00	0.00	0.00	0.00	127213160.00	127213160.00
Lease hold land including Tanancy right	707629788.00	00.0	00.0	707629788.00	483208.74	0.00	00.0	483208.74	707148579.26	707146579.28
Commercial Land(Free Hold)	5828345.02	N.00	500000.00	5328345.02	0.00	0.00	00.0	0.00	5328345.02	5828345.02
Building/ Temp. Labour Quarter Shed	335159437.02	218178003.39	0.00	553337440,41	116723658.02	9063759.63	0.00	125787417.65	427550022.76	218435779.00
Plant & Machinery	922264525.95	42076705.00	32693073.68	931648157.27	470603507.14	B8009554.54	10153191.00	554449980.08	377198176.59	445661018.81
Furniture & Fixture	48713202.73	88567.00	1210.00	46800559.73	40443272.15	2140478.66	1149.04	42582601.77	6217957.96	8269930.58
Office Equipments	11806128.43	1998730.00	0.00	13804858.43	10006024.53	1362477.80	0.00	11368502.33	2436356.10	1800103.90
Computer	11846595.83	437921.51	0.00	12284517.34	10164540.46	904440.64	0.00	11068981.10	1215536.24	1682055.37
Vehicle	104606877.23	10542894.00	2242791.00	112906980.23	79592200.00	9904729.75	1971508.00	87525421.75	25381558.48	25014677.23
Temp. Wooden Hut	49071927.10	183600.00	0.00	49255527.10	48665886.10	368587.00	0.00	49034473.10	221054.00	406041.00
TOTAL Intangible Assets	2324139985.76	272506420.90	35437074.68	2562209331,98	782682294.38	111754138.02	12135848.04	882300584.36	1679908747.62	1541457693.43
Computer Softwere Total Intangible Assets	0.00	256658.00 256658.00	0.00	256658.DG 256658.00	0.00	26532.00 26532.00	0.00	26532.00 26532.00	230126.00	0.00
Total Assets	2324139985.78	273763078.90	35437074.68	2562485989.98	782682294.38	111780670.02	12135848.04	882327116.38	1680138873.62	1541457693.43
Figuares for the previous year	2028671219.28	338701729.96	43232963.48	2324139985.76	741825286.17	74898586.36	34041580.20	782682292.33	1541457693.43	1286845933.11

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

Temporary Labour Quarter/Shed/Hut and Faridabad unit gross carrying cost of Rs. 440.02 Lacs are Construct at customer projects site are not owned by the company and provision of Depreciation/amortised made as per rules of the companies Act. (p)

Vehicle gross Block includes Rs. 59.06 Lacs registered in the name of the Director of the Co. (i)

Commercial Property purchased during the year Rs. 21 Crores is pending for registration with the registrating Authority.

OMMETALS INFRAPROJECTS LIMITED NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31 $^{\rm st}$ March, 2017

in continuation to 2.11

Tangible assets provided on operating lease to Om Metals Auto P Ltd., (a related party) as at March 31, 2017 are as follows:

Particulars	Cost	Accumulated Dep	Net Book Value
Lease hold Land	19701526.00	0.00	19701526.00
Buildings	36589487.50	26008929.76	10580557.74
Total	56291013.50	26008929.76	30282083.74

The rental income from Om MetalsAuto Pvt. Ltd. for the Year ended March 31,2017 and March 31,2016 amounted to Rs. 72.00 Lacs and Rs.72.00 Lacs respectively.

Note -2.12

Non Current Investments				11000 2112
			As At	As At
			31/03/2017	31/03/2016
LONG TERM INVESTMENTS (at cost); TRADE INVESTMENTS INCL. JV Ordinary Share (Fully paid up)	No. of Shares	Face Value		
Joint Ventures (Unquoted)				
Sanmati Infra Developers Pvt. Ltd.	500000	10.00	5000000.00	5000000.00
Sanmati Infra Developers Pvt. Ltd. (Share Warrents)	450000	10.00	4500000.00	4500000.00
Bhilwara Jaipur Toll Road P. Ltd.	3382208	10.00	508970060.00	508970060.00
(Refer Note No. 2.29(a)	(3382208)			
Bihar Logistics P. Ltd.	5000	10.00	50000.00	0.00
Gujrat Warehousing P. Ltd.	5000	10.00	50000.00	0.00
Uttar Pradesh Logistics P. Ltd.	5000	10.00	50000.00	0.00
West Bengal Logistics P. Ltd.	5000	10.00	50000.00	0.00
Om Kerui Joint Venture Pvt. Ltd.	9900	10.00	99000.00	0.00
Gurha Thermal Power Company Ltd.	25000	10.00	250000.00	250000.00
Om Metals SPML Infraprojects P. Ltd.	4999	10.00	49990.00 519069050.00	49990.00 518770050.00
In Associator			319069030.00	318770030.00
In Associates Om Gaima Projects P Ltd.	10189	10.00	0.00	1198783.00
Oli Gailla i Tojects i Etti.	10169	10.00	0.00	1198783.00
Others			0,00	117070000
Add-Elcina Electronics Pvt. Ltd.	26000	1.00	26000.00	26000.00
Sun Boarn Energy Pvt. Ltd.	10000	10.00	100000.00	100000.00
			126000.00	126000.00
OTHER INVESTMENTS (QUOTED)				
Investments in Equity Instruments	440	10.00	100.00.00	44.010.00
Manglam Timber Ltd.	800	10.00	17040.00	17040.00
Reliance Capital Ltd. Reliance Communication Ltd.	3 60	10.00 5.00	897.00 8972.00	897.00 8972.00
Reliance Infrastructure Ltd.	4	10.00	1196.00	1196.00
Reliance Power Ltd	15	10.00	8972.00	8972.00
Reliance Industries Ltd.	100	10.00	17963.00	17963.00
State Bank of India	50	10.00	5000.00	5000.00
Century Enka Ltd.	20	10.00	6000.00	6000.00
ICICI Corporate Bond	328764.241	22.81	0.00	7500000.00
			66040.00	7566040.00
Investment in Government and Trust securities (unqu	oted)			
National Saving Certificate (Deposited			20000 00	20000 00
with in Sales Tax Dept. interest is to be adjusted on realisation)			30000.00	30000.00
adjusted on realisation)		_	30000.00	30000.00
		_	50000.00	50000.00
Investment in Subsidiaries				
Om Metals Real Estate Pvt. Ltd.	10000	10.00	100000.00	100000.00
Om Metals Consortium Pvt. Ltd.	2352860	10.00	470100600.00	470100600.00
Odisha Marine Services Pvt. Ltd.	5100	10.00	0.00	51000.00
Om - SPML infrastructure Ltd.	343092	10.00	48844920.00	48844920.00
Skywave Impex Ltd	450237	10.00	0.00	11706162.00
			519045520.00	530802682.00

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

AS AT 31 st March, 2017

	AS A1 31 March, 2017		
		As At 31/03/2017	As At 3 <u>1/03/2016</u>
Investment in J V /Partnership			
(Refer note No. 2.38)			
Om Metals Consortium PF(Capital cont	ri.)(Net)	218233035.33	217225368.38
OMML-JSC Ukarain(Capital contri.)		50000000.00	50000000.00
SPML Om Metals JV Ujjain		5081488.82	0.00
Om Ray Construction - JV		12836695.99	14727692.92
		286151220.14	281953061.30
Grand Total		1324487830.14	1340446616.30
NOTE: 1. Aggregate value of investments	Quoted	0.66	75.66
1. Aggregate value of mivestments	Unquoted	10382.41	10508,98
	Market price -quoted	3.17	78.33
I ame town I ama and Advance			Note -2.13
Long term Loans and Advances		As At	As At
Particulars		31.03.2017	31.03.2016
Unsecured, Considered good unless otherwise sta	ated		
Capital Advance		0.00	1682500.00
Security Deposits		94624166.67	217499128.32
Loans and Advances to Related Parties	i		
(i) To Subsidiaries (See note 2.36)		1678408113,45	1734665056.75
(ii) To Joint Ventures/Associates (See not	e 2.38)	236629289.29	59681170.00
Balance With Statutory/Govt. Authorit Other Loans and Advances	у	9610204.00	3454204.00
(i) Income taxes paid (Net of Provision)		51192432.17	45543704.28
(ii) Others Loans and Advances(Prepaid)		4982123.46	8479400.25
(,			
		2075446329.04	2071005163.60
e Security Deposit with related parties		630.00	1865.00
			Note -2.14
Other Non Current Assets			
Unsecured, Considered good unless otherwise sta Non Current Bank Balances	ated		
Fixed Deposit with Banks		54936170.28	46023343.87
		54936170.28	46023343.87
		34930170.26	40023343.67
INVENTORIES			Note -2.15
INVENTORIES Raw Material		71970898.76	
Raw Material		71970898.76 640872161.40	107520266.39
Raw Material Work in Progress		640872161.40	107520266.39 454061196.34
Raw Material Work in Progress Finished Goods		640872161.40 109374478.28	107520266.39 454061196.34 52876680.61
Raw Material Work in Progress		640872161.40 109374478.28 1934724.53	107520266.39 454061196.34 52876680.61 2918826.77
Raw Material Work in Progress Finished Goods		640872161.40 109374478.28	107520266.39 454061196.34 52876680.61

OMMETALS INFRAPROJECTS LIMITED NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31 $^{\rm st}$ March, 2017

ASAI 31 March, 2017		
	As At	Note -2.16
Trade Receivable	31.03.2017	31.03.2016
(Unsecured considered good except to the extent stated)		
Outstanding for a period exceeding 6 months from the date they are		
due for payment		
Considered Good	193994193,22	189122995,42
Considerd Doubtfull	0.00	1350000.00
Other debtors Considered Good	586463991.55	633898501.96
Constant Good	300403771.33	055070501.70
	780458184.77	824371497.38
Note: Including Related Parties	2131.12	
CASH AND BANK BALANCE		Note -2.17
CASH AND CASH EQUIVALENTS	As At	As At
Balances with Banks	31.03.2017	31.03.2016
On Current Account	16400260.29	65404506.86
On Saving Bank accounts	10330.84	10330.84
On Term Deposit accounts with maturity less then 3 months at inception	25895295.55	80839037.49
On Unpaid Dividend accounts	496601.80	790220.65
Cash in Hand	2360121.40	1024696.44
	45162609.88	148068792.28
Other Bank Balances		
In term deposit account		
With maturity more than 3 months but less than 12 months at inception	14710752.97	28386939.35
With maturity more than 12 months at inception	205440447.54	338940058.85
·	220151200.51	367326998.20
Total	265313810.39	515395790.48
Amount disclosed under non current assets	54936170.28	46023343.87
-	210377640.11	469372446.61
A Note		
1 Earmarked balance (In term deposit account)	997.10	1800.78
2 The deposits maintained by the Company with banks comprise of time deposits, which can be withdrawn by the Company at any point without prior notice or penalty on the principal.		
		Note -2.18
Short Term Loans and Advances		
(Unsecured, Considered good unless otherwise stated)		
Others	(11311E2 25	12/2/19/6 25
Others Advances recoverable in cash or or in kind	61131472.27	126261860.35
Others Advances recoverable in cash or or in kind or for value to be received		
Others Advances recoverable in cash or or in kind or for value to be received Prepaid Expenses	61131472.27 14569678.11	126261860.35 14781116.44
Others Advances recoverable in cash or or in kind or for value to be received Prepaid Expenses Loans and Advances to Related Parties	14569678.11	14781116.44
Others Advances recoverable in cash or or in kind or for value to be received Prepaid Expenses Loans and Advances to Related Parties (i) To Subsidiary(see note 2.36)	14569678.11 500000000.00	14781116.44 5000000000.00
Others Advances recoverable in cash or or in kind or for value to be received Prepaid Expenses Loans and Advances to Related Parties (i) To Subsidiary(see note 2.36) (ii) Joint Venture	14569678.11 500000000.00 157445635.95	14781116.44 500000000.00 0.00
Others Advances recoverable in cash or or in kind or for value to be received Prepaid Expenses Loans and Advances to Related Parties (i) To Subsidiary(see note 2.36) (ii) Joint Venture Loans and Advances to Other Party	14569678.11 500000000.00 157445635.95 70000000.00	14781116.44 500000000.00 0.00 0.00
Others Advances recoverable in cash or or in kind or for value to be received Prepaid Expenses Loans and Advances to Related Parties (i) To Subsidiary(see note 2.36) (ii) Joint Venture Loans and Advances to Other Party Balance with customs and central excise authorities etc.	14569678.11 500000000.00 157445635.95 70000000.00 31254063.56	14781116.44 500000000.00 0.00 0.00 45734774.40
Others Advances recoverable in cash or or in kind or for value to be received Prepaid Expenses Loans and Advances to Related Parties (i) To Subsidiary(see note 2.36) (ii) Joint Venture Loans and Advances to Other Party Balance with customs and central excise authorities etc. Tax Payment (net of provision of current tax)	14569678.11 500000000.00 157445635.95 7000000.00 31254063.56 8407205.00	14781116.44 500000000.00 0.00 0.00 45734774.40 3989063.10
Others Advances recoverable in cash or or in kind or for value to be received Prepaid Expenses Loans and Advances to Related Parties (i) To Subsidiary(see note 2.36) (ii) Joint Venture Loans and Advances to Other Party Balance with customs and central excise authorities etc.	14569678.11 500000000.00 157445635.95 7000000.00 31254063.56 8407205.00 2113065.48	14781116.44 5000000000.00 0.00 0.00 45734774.40 3989063.10 1363499.19
Others Advances recoverable in cash or or in kind or for value to be received Prepaid Expenses Loans and Advances to Related Parties (i) To Subsidiary(see note 2.36) (ii) Joint Venture Loans and Advances to Other Party Balance with customs and central excise authorities etc. Tax Payment (net of provision of current tax)	14569678.11 500000000.00 157445635.95 7000000.00 31254063.56 8407205.00	14781116.44 500000000.00 0.00 0.00 45734774.40 3989063.10
Others Advances recoverable in cash or or in kind or for value to be received Prepaid Expenses Loans and Advances to Related Parties (i) To Subsidiary(see note 2.36) (ii) Joint Venture Loans and Advances to Other Party Balance with customs and central excise authorities etc. Tax Payment (net of provision of current tax)	14569678.11 500000000.00 157445635.95 7000000.00 31254063.56 8407205.00 2113065.48	14781116.44 500000000.00 0.00 0.00 45734774.40 3989063.10 1363499.19
Others Advances recoverable in cash or or in kind or for value to be received Prepaid Expenses Loans and Advances to Related Parties (i) To Subsidiary(see note 2.36) (ii) Joint Venture Loans and Advances to Other Party Balance with customs and central excise authorities etc. Tax Payment (net of provision of current tax) Advance to Staff Other Current assets	14569678.11 500000000.00 157445635.95 70000000.00 31254063.56 8407205.00 2113065.48 844921120.37	14781116.44 500000000.00 0.00 0.00 45734774.40 3989063.10 1363499.19 692130313.48 Note -2.19
Others Advances recoverable in cash or or in kind or for value to be received Prepaid Expenses Loans and Advances to Related Parties (i) To Subsidiary(see note 2.36) (ii) Joint Venture Loans and Advances to Other Party Balance with customs and central excise authorities etc. Tax Payment (net of provision of current tax) Advance to Staff	14569678.11 500000000.00 157445635.95 7000000.00 31254063.56 8407205.00 2113065.48	14781116.44 500000000.00 0.00 0.00 45734774.40 3989063.10 1363499.19 692130313.48 Note -2.19
Others Advances recoverable in cash or or in kind or for value to be received Prepaid Expenses Loans and Advances to Related Parties (i) To Subsidiary(see note 2.36) (ii) Joint Venture Loans and Advances to Other Party Balance with customs and central excise authorities etc. Tax Payment (net of provision of current tax) Advance to Staff Other Current assets Interest Accrued on Fixed Deposits	14569678.11 500000000.00 157445635.95 70000000.00 31254063.56 8407205.00 2113065.48 844921120.37	14781116.44 500000000.00 0.00 0.00 45734774.40 3989063.10 1363499.19 692130313.48 Note -2.19
Others Advances recoverable in cash or or in kind or for value to be received Prepaid Expenses Loans and Advances to Related Parties (i) To Subsidiary(see note 2.36) (ii) Joint Venture Loans and Advances to Other Party Balance with customs and central excise authorities etc. Tax Payment (net of provision of current tax) Advance to Staff Other Current assets Interest Accrued on Fixed Deposits Unbilled Receivables (Less Advance Received from Customers)	14569678.11 500000000.00 157445635.95 70000000.00 31254063.56 8407205.00 2113065.48 844921120.37	14781116.44 500000000.00 0.00 0.00 45734774.40 3989063.10 1363499.19 692130313.48 Note -2.19 9706963.76 94340999.68

OM METALS INFRAPROJECTS LIMITED NOTES ANNEXED TO AND FORMING PART OF THE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31st March,2017

Note- 2.20

Particulars	2016-17 (Rs.)	2015-16 (Rs.)
Revenue From Operations Sale of Products Sales of Gate, components & allied receipts(Engg) including EPC contract receipts and CSD Closure		
Overseas Domestic	70064880.75 2104420367.04	308042832.61 1097679883.00
Real Estate Business	70372480.17	237368166.00
Sale of Services Guest Accomodation, Banquet, Health Club, Laundry receipt of Hotel	36680160.58	39766206.69
Sale of Food,Liquar and Beverages	27369087.68	30312589.21
Other Operating Revenue Transportation and Drawing Design receipts Job Work & Trial & Testing Receipts	3785286.00 8215422.00	10918880.00 5029475.00
Receipts from wind power electric generation	2487343.00	1746298.00
Share in Profit of OMIL-JSC-JV-Kameng	31255830.28	161669022.98
Share in Profit of SPML-Om Metal Ujjain JV	5751582.65	0.00
Profit/loss From Om Metals Consortium(PF)	947666.95	0.00
Share in Profit of Om Metals Consortium (P.F.)/ Om Ray	-1890996.93	-1662834.98
Receipt from share of operating profit from Cinema	14622579.00 2374081689.17	15110532.00 1905981050.51
Note- Overseas including Nepal Particulars of Sales of Products		
Gate and Gate Components	298905611.60	337755486.25
Contract Receipts	1591125581.98	1067625559.36
Real Estate Business	70372480.17	237368166.00
CSD & Water Closure	283774007.21	0.00
Sale of Services including FOB Total	64729295.26 2308906976.22	70420465.90 1713169677.51

OM METALS INFRAPROJECTS LIMITED NOTES ANNEXED TO AND FORMING PART OF THE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31st March,2017

Note- 2.21

Particulars	2016-17 (Rs.)	2015-16 (Rs.)
OTHER INCOME Interest from deposit and others(Gross)	31569591.68	46382067.11
Dividend Income from long term investment	64.00	209308.10
Rent and hire receipts	12771382.00	14952199.00
Miscellenous Income	2750425.71	2706168.16
Excess provision written Back	6440031.50	2229584.32
Bed Debts recovered	0.00	70000.00
Profit on Sale of Fixed Assets(Net)	1942977.00	0.00
Sundry Balance W/off	9139631,26	0.00
Profit on Sale of Investment	0.00	326267.33
Claims	0.00	18039501.00
Total	64614103.15	84915095.02

OM METALS INFRAPROJECTS LIMITED NOTES ANNEXED TO AND FORMING PART OF THE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON $31^{\rm st}$ March,2017

		Note - 2.22
Particulars	2016-17	2015-16
	(Rs.)	(Rs.)
Cost of Material Consumed	(145.)	(143.)
Cost of Material Consumed		
Opening Stock	107520266.39	17019340.39
Add: Purchases including accessories, boughtout item /		
semi finished (including Goods in Transit)	1093402139.55	648850235.20
	1200922405.94	665869575.59
Less: Sale of Raw Material	6787438.00	0.00
I are Chaire Steel	1194134967.94	665869575.59
Less : Closing Stock	71970898.76 1122164069.18	107520266.39 558349309.20
	1122104009.10	338349309.20
Imported	149746592.00	9077531.15
Indigenous	972417477.18	549271778.05
	1122164069.18	558349309.20
Particulars of the Material Consumed Particulars		
1 Structural Steel and Bought out items	693469700.82	383191145.59
2 Bitumen	1065011.00	4840000.00
3 Cement	105728792.72	22547304.50
4 Civil Materials Other	57471304.89	100469229.00
5 Raw Material Packaging	152349368.36	3708077.44
5 Others	112079891.39	43593552.67
	1122164069.18	558349309.20
		Note - 2.23
Changes in inventories of finished goods, work-in-		
progress and Stock-in-Trade		
OPENING INVENTORIES		
Finished Goods	52876680.61	98980687.45
	220,0000101	30300001110
Work in Progress	454061196.34	394346619.00
	506937876.95	493327306.45
CLOSING INVENTORIES		
Finished Goods	109374478.28	52876680.61
Work in Progress	640872161.40	454061196.34
Work in Frogress	040072101.40	454001150.54
_	750246639.68	506937876.95
	242205=72	44/40==0=0
INCREASE (DECREASE) IN INVENTORIES	-243308762.73	-13610570.50

OM METALS INFRAPROJECTS LIMITED NOTES ANNEXED TO AND FORMING PART OF THE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31st March,2017

	Particulars	2016-17 (Rs.)	2015-16 (Rs.)
	EMPLOYEE BENEFITS EXPENSE		Note - 2.24
	Salaries, Wages, Bonus and Allowances etc.	159951061.42	165209581.97
	Contribution of PF, ESI and other welfare fund schen	ne 3143972.00	2709228.00
	Gratuity expenses	1140712.00	692545.00
	Employee Welfare Exp. Including compensation 10090560.87		10738233.76
	_	174326306.29	179349588.73
	Finance Cost		Note - 2.25
	Bank charges and Guarantee commission	50717320.53	36754489.81
	Foreign Currency Fluctuation	267673.27	156358.66
	Interest Expenses		
a)	On Term Loan	18608193.34	19199935.67
b)	On working capital/others	100512515.7	76432129.84
	_	170105702.84	132542913.98
	Depreciation and amortization e	<u>xpense</u>	Note - 2.26
	Depreciation on Tangible Assets	111754138.12	74898586.36
	Amortisation of Intangible Assets	26532.00 111780670.12	74898586.36
	104		

OM METALS INFRAPROJECTS LIMITED NOTES ANNEXED TO AND FORMING PART OF THE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31 st March,2017

Particulars	2016-17	Note - 2.27 2015-16
Other Expenses Manufacturing, and Operating Expenses		
Power and Fuel Expenses	97324702.01	48380138.12
Stores, Spares and Tools Consumed.	77764816.18	56987700.99
Job work and other charges	306926337.27	250933859.72
Rent/Hire charges for equipment	44506378.83	14122447.88
Repairs and Maintenance		
a) To Machinery	10242350.71	7908882.93
b) To Building	8022828.00	11591240.69
Insurance Expenses	7160492.29	6215997.50
Increase/Decrese of excise duty on Inventories	5869630.00	0.00
_	557817535.29	396140267.83
Establishment and Selling Exp.		
Frieght and Transportation Expenses	42744148.13	21832202.00
Rent	10891137.50	11645333.23
Rates and taxes	72855491.09	61038675.54
Telephone, telex and postage	6613288.83	6271361.47
Travelling and conveyance expenses	28151153.71	28259087.89
Legal, consultancy, retainership, professional arbitration expenses	40414472.75	40093639.26
Corporate Social Responsibility(CSR)	7439205.00	8375760.00
Commission & Brokage	2611035.00	3941481.32
General repairs	3066672.00	3275283.00
Vehicle running and maintenance	18890084.16	21382369.49
Miscellenous expenses	39533900.85	33406820.38
Payment To Auditors(Including Branch Auditors)	1269750.00	1163425.00
Charity and donation	154000.00	154151.00
Advertisment and Business Promotion	13912971.67	11451589.25
Loss on Sales of Investment	2743928.18	0.00
Loss on Sales of Fixed Assets	0.00	5006039.26
Grand Total	291291238.87 849108774.16	257297218.09 653437485.92

Om Metals Infraprojects Ltd

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

a) (RS. IN LACS)

S.	Particulars	As at 31.03.2017	As at 31.03.2016
No.			
i)	Outstanding bank guarantee *	29959.61	28981.33
ii)	Letter of credits accepted**	2241.94	4453.81
iii)	Other Claims against the Company not acknowledged a debt relating to supplies and service matters	157.76	145.76
iv)	Labour cases	Amount Un- ascertainable	Amount Un- ascertainable
v)	show cause/demand/notices by excise deptt., service tax, income tax authorities being disputed by the company. (See note no 2.37 below.)(Net)	1842.71	2374.26
vi)	Outstanding amount against corporate guarantee given to bank on account of loans given by such bank. (***)	25671.91	27779.23

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

(RS. IN LACS)

Name of Joint Venture (JV) /partnership firm (PF)	O/s. Bank g uarantee	O/s. Bank guarantee
	as at 31.03.2017	as at 31.03.2016
OML+JSC, UKRAIN , KAMENG (JV)	4118.00	3262.14
Om Metals Consortium (PF)	950.00	950.00
Bhilwara Jaipur Toll Road Pvt. Ltd(JV)	0.00	683.02
Om Metal SPML Infraprojects Ltd	5326.85	5172.07
Gurha Thermal Power Co. Ltd.(JV)	264.00	264.00
Om Metals Consortium Pvt.Ltd	20.00	20.00
SPML OMIL JV (Ujjain)	2850.20	2550.19
Om Kerui Joint Venture Private Limited	273.91	0.00
Bihar Logistics Private Limited	60.00	0.00
Gujrat Logistics Private Limited	60.00	0.00
Om Metal SPML JV (Tanzania)	1588.55	0.00
Om Metal SPML JV (Mpanga, Rwanda)	1313.62	0.00
Om Metal SPML JV (Nepal)	129.68	0.00
Om Metal SPML SIP JV (MP)	50.00	0.00

^{**} Outstanding Letter of Credits includes issued by banks

(RS. IN LACS)

Particulars	O/s. LC as at	O/s. LC as at
	31.03.2017	31.03.2016
Capital and other Goods of the company	1488.51	4099.16
SPML OMIL JV (Ujjain)	353.43	354.65

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

*** Outstanding corporate guarantees given to bank on account of loans given by such bank.

(RS, IN LACS)

Name of Company	Sanction Amount	Corporate	Sanction	Corporate
		Guarantee	Amount	Guarantee
		(Loan O/S)		(Loan O/S)
	2017 2		016	
Bhilwara Jaipur Toll Road Pvt. Ltd	26279.00	23651.10	26279.00	25753.42
Om Metal Consortium P Ltd (Shortfall in	0.00	0.00	0.00	0.00
the project Undertaking)				
Total	26279.00	23651.10	26279.00	25753.42

^{*}Excess over sanctioned amount due to provision of interest

b) In compliance with the Accounting Standards as applicable to its nature of business, the company raised claims with various projects / other parties amounting to Rs. 57822.32 Lakhs (Rs. 34596.60 Lakhs in Previous Years), against these claims, the Arbitrator awarded claims of Rs. 2446.50 Lacs (Rs 1694.50 lacs in the Previous Year). The company has not been recognizing the revenue on the aforesaid Arbitration Awards on its claimed including interest as awarded from time to time. There are also some counter claims by the Project Authorities/ Other Parties amounting to Rs 7849.14 Lacs (Rs 4191.38 Lacs in previous year) against these claims, the Arbitrator awarded claims to the client of Rs.82.24 Lacs (Rs 82.24 lacs in the Previous Year). These Awards are further challenged by the clients as well as the Company in the higher courts as the case may be. In accordance with past practice, the Company has not made adjustment because the same has not become rule of the court due to the objections filed by Project Authorities/ Other parties and by the Company.

2.29 Other commitments

(a) The company has issued an under taking to associate bankers for non – disposal of its investment in an associate (Bhilwara Jaipur Toll Road Pvt. Ltd) till date entity repay its debts as follows:

Name of	2016-17		201	5-16
Banker	No of Shares	Amount	No of Shares	Amount
1. *Pledged (Lender Bank of BJTR Pvt. Ltd.)				
Total Share	1321437	199051247	1321437	199051247
2. *To be Pledged (Lender Bnak of BJTR Pvt. Ltd.)				
Total Share	403487	60523050	403487	60523050

^{*}Detail as furnished by company secretary of BJTR Pvt. Ltd.

- (b) The company from time to time provides need based support to subsidiaries and joint venture entity towards capital and other requirements (Interest Free).
- 2.30 Estimated amount of contracts remaining to be executed on capital account and not provided for Rs. Nil (Rs. 17.37 lacs in the previous year)

2.31 Payments to auditors including Branches Auditors:

(RS. IN LACS)

Particulars	2017	2016
Audit fee's	12.70	11.63
Certificate and Other services	6.68	7.50
Out of pocket expenses	0.00	0.39
Total: -	19.38	19.52

Note:

- Audit fees includes service tax.
- 2.32 Earning per Shares (E.P.S.)

S.	Particulars	2017	2016
No.			
i)	Calculation of weighted average number of face value of equity shares of Rs. 1 each		
	No. of shares at the beginning of the year.	96303809	96303809
	Total equity shares outstanding at the end of the year	96303809	96303809
	Weighted average no of equity shares outstanding during the year.	96303809	96303809
ii)	Net Profit after Tax available for equity shares holders (Rs.)	129726430	311467592
iii)	Basic and diluted earning per shares (Rs.)	1.35	3.23
iv)	Nominal value of equity shares (Rs.)	1.00	1.00

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

(RS. IN LACS)

Particulars	2017	2016
The principal amount due and remaining unpaid to any supplier	44.21	11.72
as at the end of each accounting year		
The interest due an unpaid principal amount remaining as at		-
the end of the each accounting year		
The amount of interest paid by the buyer in terms of section 16	-	-
of the Micro Small and medium enterprises Development Act,		
2006 along with the amount of the payment made to the		
supplier beyond the appointed day during each accounting year		
The amount of interest due and payable for the period of delay	*_	-
in making payment (which have been paid but beyond the		
appointed day during the year) But without adding the interest		
specified und er Micro Small and medium enterprises		
Development Act, 2006		
The amount of interest accrued and remaining unpaid at the	-	-
end of each accounting year, and		
The amount of further interest remaining due and payable even	-	-
in the succeeding years , unt il such date when the interest dues		
as above are actually paid to the Small Enterprises for the		
purpose of disallowance as a deductible expenditure U/s. 23 of		
the Micro Small and medium enterprises Development Act, 2006		

2.34 (a) Disclosure in respect of project which falls under the Revised guidance Note issued by the Institute of Chartered Accountants of India "Accounting for Real Estate transactions (Revised 2012)

(RS. IN LACS)

Descriptions	2017	2016
Amount of Project Revenue Recognized as revenue during the	774.53	2373.68
year		

Aggregate amount of cost incurred	5760.04	5224.80
profit recognized during the year	83.61	455.68
Amount of advance received	1273.51	905.90
Amount of work in progress and value of inventories	3760.97	3726.27
Excess of revenue recognized over actual bills raised (Unbilled	1134.77	943.41
revenue)		

 b) Disclosure in respect with Accounting Standard – 7 (revised) amount due from / to customers as construction contracts of Engineering Division .

Descriptions	2017	2016
Contract Revenue for the period	18949.52	14167.05
Recognised profit / losses during the year (Before tax)	651.00	980.39
Advance outstanding from customers	4033.20	4870.76
Gross amount due from customers for contract work	6540.72	7818.68

Note: the above information is given only in respect of contracts entered into on or after 01.04.2003 Figures of previous year are regrouped as needful.

2.35 Segment Reporting:

a) Primary Segment: Business Segment

Based on the guiding principles given in Accounting Standard AS –17 "Segment Reporting" notified under Companies (Accounting standard) Rules 2006, the Company's operating business are organized and managed separately according to the nature of products manufactured and services provided. The identified reportable segments is turn key contracts of Gates, Cranes, Hoist for Irrigation & Power projects in the Engineering Division and the other segments includes Cinema (Entertainment) in Multiplex Division, Packaging unit, running of Hotel Cum revolving restaurant in Hotel division, construction of multi stories building in real estate division and Skill Development.

Secondary Segment: Geographical segment:

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

Secondary Segment Reporting (By Geographical segment)

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

(RS. IN LACS)

Particulars	2016-17	2015-16
Revenue from domestic Marketincluding JV / PF Profit	23040.17	15979.38
Revenue from Overseas Market	700.65	3080.43
Total	23740.82	19059.81

Geographical segment wise receivables:

Particulars	2016-17	2015-16
Receivable of domestic Market	7481.61	7461.19
Receivables of Overseas Market	322.97	782.52
Total	7804.58	8243.71

Geographical segment wise Fixed Assets:

Particulars	2016-17	2015-16
In India	16835.41	15420.33
Outside India	5.69	7.08
Total	16841.10	15427.41

b) Segment accounting polices:

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

i) Segment revenue & expenses:

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

ii) Segment assets and liabilities:

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

iii) Intersegment sales:

Inter segment sales between operating segments are accounted for at market price. These transactions are eliminated in consolidation. The main division is Engineering Division and funds provided by Engineering Division to other division and interest on such balances are not charged.

iv) Other segments do not have revenue from sale to external customers and to other segments in excess of 10% of total revenue of all segments, external or internal.

d) Information about business segments for the year 31.03.2017 :

(Rs. In Lacs.)

	Particuars	Engg, Current Year	Div. Previous Year	Packaging D	livision	Other Divis Current Year	sions Previous Year	Total Current Year	Previous Year
(1)	<u>Segment Revenue :</u> External sales/income (Net)	19039.6	15612.40	2506.95	46.24	1592.92	3246.45	23139.47	18905.09
	Other reciept	295.53	369.54	7.25	0.01	27.66	15.78	330.44	385.33
	Interest Receipts	312.44	445.87	0.00	0.00	3.26	17.95	315.70	463.82
	Inter segment sales /Other Recpt.	0.00	0.00	0.00	0.00	14.38	13.29	14.38	13.29
	Total Revenue	19647.57	16427.81	2514.20	46.25	1638.22	3293.47	23799.99	19767.53
(2)	Segment Results: Segments External results before Int. and Tax and inter segment expenses	3198.44	4639.95	233.94	-66.55	226.90	669.89	3659.28	5243.29
	Add: Exceptional Items	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Operationg profit before Int.	3198.44	4639.95	233.94	-66.55	226.90	669.89	3659.28	5243.29
	Financial exp.	1564.46	1321.34	133.19	0.32	3.41	3.77	1701.06	1325.43
	Income tax current	412.00	345.00	0.00	0.00	0.00	0.00	412.00	345.00
	Income Tax Foreign	50.39	375.00	0.00	0.00	0.00	0.00	50.39	375.00
	Wealth Tax	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Deferred tax assets/Lia.	184.19	69.90	0.00	0.00	0.00	0.00	184.19	69.90
	Income Tax Exp. Earlier Year	0	0	0.00	0.00	0.00	0.00	0.00	0.00
	Inter segment Exp.	14.38	13.29	0.00	0.00	0.00	0.00	14.38	13.29
	Net Profit	973.02	2515.42	100.75	-66.87	223.49	666.12	1297.26	3114.67
3 (i)	Other Information : Segment Assets	66166.43	64543.41	3847.09	2831.69	9124.55	9700.75	79138.07	77075.85
	Inter Branch/Segment Unallocated assets	1702.26	1714.20	-338.48	288.58	-1363.78	-2002.78	0.00	0.00
	Total Assets	67868.69	66257.61	3508.61	3120.27	7760.77	7697.97	79138.07	77075.85
	Segmets Liabilities : Share Capital	963.04	963.04	0.00	0.00	0.00	0.00	963.04	963.04
	Reserve & Surplus	49503.90	48767.69	33.89	-66.87	7350.13	7126.65	56887.92	55827.47
	Long Term Borrowings	550.48	651.97	2478.37	400.00	-0.01	0.00	3028.84	1051.97
	Short Term borrowings	6842.53	4712.96	0.00	0.00	0.00	0.00	6842.53	4712.96
	Segment liabilities	9485.92	10823.32	996.35	2787.14	410.65	571.32	10892.92	14181.78
	Deferred tax liabilities	522.82	338.63	0.00	0.00	0.00	0.00	522.82	338.63
	Total Liabilities	67868.69	66257.61	3508.61	3120.27	7760.77	7697.97	79138.07	77075.85
(iii)	Capital Expenditure	2340.38	275.54	380.31	2752.28	43.81	359.20	2764.50	3387.02
	Depreciation	483.27	566.96	510.87	57.20	123.67	124.83	1117.81	748.99

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

During the year, the company entered into transactions with the related parties. Those transactions along with related balance as at 31st March 2017 and for the year ended are presented below. List of related parties with whom transactions have taken place during the year along with nature and volume of transactions are summarized as follows

List of related parties and relationship:

Name of the related party	Relationship	% of holding	Incorporated in
Subsidiaries and step down Subsidiaries			
Om Metals Real Estate (P) Limited	Subsidiary company	100%	India
Om Metals Consortium (P) Limited	Subsidiary company	100%	India
Odisha Marine (P) Ltd.	Subsidiary company (ceased w.e.f. 21-03-2017)	51%	India
Om-SPML Infrastructure Ltd . (formally Known as Pondicherry Port Ltd.	Subsidiary company (w.e.f. 30 -03-2016)	94.46%	India
Skywave Impex Ltd	Subsidiary company (ceased w.e.f. 21-03-2017)	100%	India
Om Auto Motors (P) Ltd	Step Down Subsidiary (Subsidiary co. of Om Metals Real Estate Pvt. Ltd.) (ceased w.e.f. 21-03-2017)	100%	India
Om Metals Ratanakar (P) Limited	Step Down Subsidiary (Subsidiary co. of Om Metals Real Estate Pvt. Ltd.) (Ceased w.e.f. 21-03-2017)	100%	India
Om Kerui Joint Venture Pvt. Ltd.	Incorporated on 23.08.2016	99%	India
Om Hydromech Private Limited	Step Down Subsidiary (Subsidiary co. of Om Metals Real Estate Pvt. Ltd.)(Ceased w.e.f. 21-03-2017)	100%	India
Joint venture/Partnership Firm			
OMIL-JSC JV, Kameng	Incorporated on 24-07-2003	60%	India
Bhilwara Jaipur Toll Road Pvt Limited	Incorporated on 06-04-2010	49%	India
Om Metal SPML Infra Project Pvt Limited	Incorporated on 10-05-2010	50%	India
Gurha Thermal Power Co. Ltd. (JV)	Incorporated on 16-04-2009	50%	India
SPML -OM Metal JV (Ujjain)	w.e.f. 18-04-2015	50%	India
Om Gaima Project Pvt. Ltd.	Company closed on 21.03.2017		India
Om Metal consortium (PF)		17.5%	India
Om Ray Venture (PF)		99.5%	India
Bihar Logistic Pvt. Ltd.	Incorporated on 25.03.2017	50%	India
Gujrat Warehousing Pvt. Ltd.	Incorporated on 24.01.2017	50%	India
Uttar Pradesh Logistic Pvt. Ltd.	Incorporated on 24.01.2017	50%	India
West Bengal Logistic Pvt. Ltd.	Incorporated on 20.01.2017	50%	India
Om Metals SPML JV (MPanga, Rawanda)	Incorporated on 22.09.2016	51%	India
Associate Company			
Sanmati Infra Developer Pvt. Ltd.			
Enterprises controlled or are under same management with reporting enterprise			
Jupiter Metals (P) Ltd			
Om Kothari Pariwarik Trust			
Om Kothari Foundation			

		1
Bahubali Housing Co. (P) Limited		
Little Star (P) Limited		
Sanyon Properties Pvt. Ltd.		
Om Metals Auto P.Ltd.		
Om Ratnakar Private Limited		
Om Automotors Pvt. Ltd.		
Om Hydromech Pvt. Ltd.		
Key Management personnel	Key Managerial Personnel	
Shri C.P. Kothari	Chairman (resigned) on 30.07.2016)	
Shri D.P. Kothari	Managing Director (resigned) on 30.07.2016 and appointed as chairman on 01.05.2017)	
Shri Sunil Kothari	Managing Director	
Shri Vikas Kothari	President & Director	
Ms Reena Jain	Company Secretary	
Shri S. K. Jain	CFO	
One Level below Key Managerial Personnels		
Shri Vishal Kothari	Executive Director (Real Estate, Rajasthan Circle)	
Shri Bharat Kothari	Executive Director(Projects)	
Shri Bhahubali Kothari	Executive Director(Projects)	
Smt Monika Bakliwal	COO (Hotel Division)	
Sh. Siddtharth Kothari	Executive (Packaging Unit)	
Relatives of Key management persons	Relative of directors	
Smt. C. Manjula Kothari		
Smt. D. Manjula Kothari		
Smt. Anita Kothari		
CD K-M-ani and Coma		
CP Kothari and Sons		

Om Metals Infraprojects Ltd

Transaction during the year with related parties (Excluding reimbursement)

Rs. In lacs

	I	Ks. In lacs	
Name of company	Nature of Transaction	2016-17	2015-16
Subsidiaries & Step Down Subsidiaries			
1. Om Metal Real Estate Pvt Ltd.	Opening balance as at 01.04.16 Dr	6347.62	6566.51
	investment in shares	1.00	1.00
	Transactions		
	Net Increase or decrease	-1493.07	-218.89
	Closing balance Dr as on 31.03.17	4854.55	
	investment in shares	1.00	1.00
2. Om Metals Consortium P Ltd	Opening balance as at 01.04.16 Dr		
	Investment in Shares	4701.00	
	Loans & Advances	15922.10	13790.27
	Transactions		
	Contract Receipt	1402.02	
	Net Increase or decrease	-921.80	I I
	Issue of shares	0.00	300.00
	Closing balance Dr as on 31.03.17		
	Loans & Advances	16402.32	I I
	Investment in Shares	4701.00	4701.00
3. Odisha Marine P Ltd	Opening balance as at 01.04.16 Dr		
	Investment in Shares	0.51	
	Loans & Advances	76.06	0.00
	Transactions		
	Net Increase or decrease	-76.06	I I
	Sale of Investment	-0.51	I I
	Loans & Advances		76.06
	Share Purchase during the year		0.51
	Closing balance Dr as on 31.03.17		
	Loans & Advances	0.00	I I
45 5500 45 4 4 4 4	Investment in Shares	0.00	0.51
4.Om - SPML Infrastructure Ltd	Opening balance as at 01.04.16 Dr		4=0.00
Formerly Known as	Investment in Shares	488.45	I I
(Pondicherry Port Ltd)	Loans & Advances	0.87	2.87
	Transactions	0.00	
	Contract Receipt Net Increase or decrease	0.00	I I
	Issue of shares	0.00	I I
		0.00	16.15
	Closing balance Dr as on 31.03.17 Loans & Advances	0.87	0.87
	Investment in Shares	488.45	I I
5. Skywave Impex Ltd	Opening balance as at 01.04.16 Dr	400.40	400.43
(Subsidiary-ceased w.e.f.	Investment in Shares	117.06	117.06
21.03.2017)	Sundry Creditors	96.94	
21.03.2017]	Transactions	96.94	30.30
	Net Increase or decrease	4.90	-1.44
	Sale of shares	117.06	I I
	Machinery Purchase	117.06	0.00
	Closing balance Dr as on 31.03.17		0.00
	Sundry Creditors	101.84	96.94
	Investment in Shares		
	Investment in Shares	0.00	117.06

	la		
6. Om Auto motors P Ltd	Opening balance as at 01.04.16 Dr		
(Step Subsidiary-ceased w.e.f.	Security Deposit	40.00	40.00
<u>21.03.2017)</u>	Transactions		
	Office Rent	7.80	7.80
	Room Rent and sales	0.60	2.67
	Closing balance Dr as on 31.03.17		
	Security Deposit	40.00	40.00
7. Om Metals Ratnakar P Ltd	Opening balance as at 01.04.16 Dr		
(Step Subsidiary-ceased w.e.f.	Security Deposit	1500.00	1500.00
<u>21.03.2017)</u>	Transactions		
	Building Rent	1.20	1.20
	Purchase of office	2100.00	0.00
	Closing balance Dr as on 31.03.17		
	Sundry Creditors	458.30	0.00
	Security Deposit	0.00	1500.00
8.Om Kerui Joint Ventrue(P) Ltd (JV w.e.f. 23.08.2016)	Opening balance as at 01.04.16	0.00	0.00
	Transactions		
	Share Capital	0.99	0.00
	Loan and advance	1.59	0.00
	Closing balance as on 31.03.17		
	Share Capital	0.99	0.00
	Loan and advance	1.59	0.00
8.Om Hydromech Private Limited	Opening balance as at 01.04.16		
(Step Subsidiary-ceased w.e.f.	Security Deposit	0.00	0.00
21.03.2017)	Transactions		
	Security Deposit given	350.00	0.00
	Rent and Rates and Taxes	8.80	0.00
	Loan and advance	0.00	0.00
	Closing balance as on 31.03.17		
	Security Deposit	350.00	0.00
	Creditors	8.02	0.00
(Jonit Venture/ Partnership)	Opening balance as at 01.04.16 Dr	1843.26	43.64
1. OMIL JSC - JV Kameng	Investment in Joint Venture	500.00	500.00
_	Transactions		
	Net Increase or decrease	-749.41	3529.15
	F G/Raw Material / Stores Item Sold	166.46	112.84
	Share of profit 60%	312.56	1616.69
	Closing balance Dr as on 31.03.17	1572.87	1843.26
	Closing Balance Capital A/c	500.00	500.00
2.Bhilwara Jaipur Toll Road	Opening balance as at 01.04.16 Cr		
P. Ltd	Share Capital	5089.70	5089.70
	Opening Dr/ Cr Balance	1167.00	33.22
	Mob. Adv. Cr		0.00
	Transactions		
	Net Increase or decrease	-53.17	-416.16
	Loan and advance given during the year	2300.00	0.00
	Contract Receipts	522.00	1549.94
	Closing balance(Cr) as on 31.03.17	5	
	Sundry Debtors Dr	1635.83	1167.00
	Share Capital	5089.70	5089.70
	Loan and advance dr	2300.00	0.00
	I oan and advance dr	2300.00	0.00

3. Om metal SPML Infra Project			
Pvt. Ltd	Opening balance as at 01.04.16		
	Share Capital	0.50	0.50
	Sundry Debtors	488.76	606.22
	Transactions		000
	Contract Receipts	1229.46	673.71
	Net Increase or decrease	-1225.66	-791.17
	Closing balance(Cr) as on 31.03.17		
	Sundry Debtors	492.56	488.76
	Share Capital	0.50	0.50
4.Gurha Thermal Power Co. Ltd.	Opening balance as at 01.04.16 Dr	523.99	523.99
	Share Capital	2.50	2.50
	Transactions	2.35	
	Net Increase or decrease		0.00
	Closing balance as on 31.03.17 Dr	526.34	523.99
	Investment in share capital	2.50	2.50
5. SPML OMIL JV (Ujjain)	Opening balance as at 01.04.16 Dr		
	Investment in Joint Venture	502.15	
	Transactions		
	Net Increase or decrease	-503.10	502.15
	Share of profit 50%	57.52	
	Closing balance Dr as on 31.03.17		
	Closing Balance Capital A/c	56.57	502.15
6. Om Gaima Project P Ltd	Opening balance as at 01.04.16 Dr		
(Ceased w.e.f. 21.03.2017)	Investment in Equity Share	11.99	11.99
	Loans and advances		0.00
	Transactions		
	Company Closed & Loss on Investment	-11.99	0.00
	Closing balance as on 31.03.17		
	Investment in Equity Share	0	11.99
7 Om Metals Consortium (PF)			
	Opening balance as at 01.04.16 Dr	2172.25	2173.65
	Transactions		
	Net Increase or decrease	0.60	-2.60
	Share of profit	0.00	4.00
	Closing balanceDr as on 31.03.17		
	Closing Balance Capital A/c	2172.85	2172.25
S Core David Core American (DE)			
8.Om Ray Construction (PF)	Opening Debit Balance (Capital A/a)	147.28	67.37
	Opening Debit Balance (Capital A/c) Balance as at 01.04.2016	147.20	61.31
	Transactions		
	Net Profit of Share earlier year		67.28
	Share of Profit / Loss	-18.91	12.63
	Closing balance as on 31.03.17	-10.51	12.03
	Capital A/c	128.37	147.28
9 Bihar Logistics Pvt Ltd	Opening balance as at 01.04.16	0.00	0.00
(JV w.e.f. 25.01.2017)		2.100	2.30
[Transactions		
	Share Capital	0.50	0.00
	Loan and advance	7.17	0.00
	Closing balance as on 31.03.17		
	Share Capital	0.50	0.00
	Loan and advance	7.17	0.00

10 Gujarat warehousing Pvt. Ltd (JV w.e.f. 24.01.2017)	Opening balance as at 01.04.16	0.00	0.00
(00 1110111 2 110 1120 117)	Transactions		
	Share Capital	0.50	0.00
	Loan and advance	6.10	0.00
	Closing balance as on 31.03.17	0.10	0.00
	Share Capital	0.50	0.00
	Loan and advance	6.10	0.00
11 Uttar Pradesh Logistics P. Ltd	Opening balance as at 01.04.16	0.00	0.00
(JV w.e.f. 24.01.2017)		0.00	0.00
	Transactions		
	Share Capital	0.50	0.00
	Loan and advance	1.00	0.00
	Closing balance as on 31.03.17		
	Share Capital	0.50	0.00
	Loan and advance	1.00	0.00
12 West Bangal Logistics P. Ltd (JV w.e.f. 20.01.2017)	Opening balance as at 01.04.16	0.00	0.00
	Transactions		
	Share Capital	0.50	0.00
	Loan and advance	0.00	0.00
	Closing balance as on 31.03.17		
	Share Capital	0.50	0.00
	Loan and advance	0.00	0.00
13 Om Metals SPML-JV Mpanga	Opening balance as at 01.04.16	0.00	0.00
Rwanda (JV w.e.f. 24.08.2016)	Transactions	0.00	0.00
	Loan and advance	52.02	0.00
		52.02	0.00
	Closing balance as on 31.03.17	7.47	0.00
(4	Loan and advance	7.17	0.00
(Associate Company)			
1. Sanmati Infra Developers Pvt Ltd	0		
	Opening balance as at 01.04.16	50.00	50.00
	Shares	50.00	50.00
	Warrant Subs Money	45.00	45.00
	Closing balance as on 31.03.17		
	Shares	50.00	50.00
	Warrant Subs Money	45.00	45.00
Enterprises Controlled or are			
Under same management with			
reporting enterprises			
1. Jupiter Metal Pvt.Ltd.	Opening balance as at 01.04.16		
	Security deposit outstanding	40.00	40.00
	Transactions		
	Repayment of Security deposit	-40.00	
	Closing balance as on 31.03.17		
	Security deposit outstanding	0.00	40.00
2.0m Kothari Pariwarik Trust	Opening balance as at 01.04.16 Cr	1.92	0.00
	Transactions		
	Hire/Rent charges	2.14	2.14
	Payment made	2.62	
	Closing balance as on 31.03.17 Cr	1.44	1.92
3.Om Kothari Foundation	Opening balance as at 01.04.16 Cr	1.23	0.00
J.J. Hothari Touridation	Transactions	1.23	0.00
	Donation/CSR	61.32	33.57
	Donation/CSR		33.57
	Closing balance as on 31.03.17 Cr	0.99	1.23

		1	
4. Bahubali Housing Pvt. Ltd.	Opening balance as at 01.04.16		
	Credit Balance	31.74	
	Security Deposits	35.00	35.00
	Transactions		
	Office Rent	8.40	8.40
	Repayment Security Deposit	35.00	
	Net Increase or Decrease	-35.09	-1.48
	Closing balance as on 31.03.17		
	Security Deposit Dr	0.00	35.00
	Creditors Cr.	5.05	31.74
5. Little Star Finance (P) Limited	Opening balance as at 01.04.16		
	Security Deposits	35.00	35.00
	Credit Balance (opening)	0.00	2.51
	Transactions in Dr		
	Office Rent	8.40	8.40
	Net Increase or Decrease	0.00	-2.51
	Closing balance as on 31.03.17		
	Security Deposit Dr	35.00	35.00
	Creditors Cr.	7.56	0.00
6. Sanyon Properties P. Ltd.	Opening balance as at 01.04.16		
	Security Deposites	170.00	170.00
	Sundry Creditors Cr	10.94	
	Transactions		
	Office Rent	6.00	6.00
	Net Increase or Decrease	0.00	4.94
	Balance as on 31.3.2017		
	Sundry Creditors Cr	16.34	10.94
	Security Deposites	170.00	170.00
7. Om Metals Auto Pvt Ltd	Opening balance as at 01.04.16		
	Sundry Creditors Cr	0.01	31.14
	Security Deposites	5.00	5.00
	Transactions		
	Rent Receipts(inc. Service Tax)	82.44	74.83
	Room Rent Receipts	0.60	
	Vehicle Purchases	5.80	
	Vehicle repair, Insurance & Other	29.86	
	Net Increase or Decrease	84.07	-126.61
	Closing balance as on 31.03.17	01.07	120.01
	Security deposite	5.00	5.00
	Sundry Cr. Balance as on 31.3.2017	37.90	
	Curiary of Balance as off 61.0.2011	01.50	0.01
Key Management Personnel			
1. Shri C.P. Kothari	Opening balance as at 01.04.16		
	Security deposit outstanding	10.00	10.00
	Credit balance	0.00	
	Transaction	3.00	11.00
	Hire charges/Rent paid	0.00	1.08
	Director Remuneration	27.85	
	Net Increase or Decrease	37.85	
	Closing balance as on 31.03.17	57.00	-30.17
	Credit balance	0.00	0.00
	Security deposit outstanding	0.00	
L	accounty deposit outstanding	0.00	70.00

Opening balance as at 01.04.16 Security deposit outstanding Transaction Hire charges/Rent paid Director Remuneration Net Increase or Decrease	0.00 7.50 19.20 27.85	30.65 7.50 16.20 84.00
Transaction Hire charges/Rent paid Director Remuneration Net Increase or Decrease	19.20 27.85	16.20
Hire charges/Rent paid Director Remuneration Net Increase or Decrease	27.85	
Director Remuneration Net Increase or Decrease	27.85	
Net Increase or Decrease	1	84 (10)
	17.00	
	-47.05	-130.85
Closing balance as on 31.03.17		
Credit balance	0.00	0.00
Security deposit outstanding	7.50	7.50
	2.57	29.30
	0.4.00	0.4.00
,		84.00
	1	1.08
	-/6.2/	-111.81
	40.00	0.57
		2.57
1	19.98	0.00
	I I	30.00
		-10.02
	14.18	19.98
		3.45
	0.00	0.00
		6.00
	I I	5.44
	0.00	0.00
	23.85	0.00
-		0.00
	I I	30.00
		23.85
1	1.52	0.00
Transaction		
Net Payment	25.81	
Salary	30.00	30.00
Closing balance as on 31.03.17	5.71	1.52
Opening balance as at 01.04.16	0.00	0.00
Transaction		
Salary	30.00	30.00
Net Payment	24.44	30.00
Closing balance as on 31.03.17	5.56	0.00
Opening balance as at 01.04.16		
Loans & Advance Dr.	0.00	0.00
Transaction		
Salary	9.00	9.00
	Opening balance Cr. as at 01.04.16 Transaction Salary and allowances Hire charges/Rent paid Net Increase or Decrease Closing balance as on 31.03.17 Credit balance Opening balance as at 01.04.16 Transaction Salary and allowances Net Increase or Decrease Closing balance as on 31.03.17 Opening balance as on 31.03.17 Opening balance as at 01.04.16 Transaction Salary and allowances Closing balance as at 01.04.16 Transaction Salary and allowances House Accomodation Closing balance as on 31.03.17 Personnel Opening balance as at 01.04.16 Transaction Net Payment Salary Closing balance as at 01.04.16 Transaction Net Payment Salary Closing balance as on 31.03.17 Opening balance as at 01.04.16 Transaction Net Payment Salary Closing balance as on 31.03.17 Opening balance as at 01.04.16 Transaction Salary Net Payment Closing balance as on 31.03.17 Opening balance as at 01.04.16 Loans & Advance Dr.	Opening balance Cr. as at 01.04.16 2.57 Transaction 84.00 Salary and allowances 84.00 Hire charges/Rent paid 0.00 Net Increase or Decrease -76.27 Closing balance as on 31.03.17 10.30 Opening balance as at 01.04.16 19.98 Transaction 30.00 Net Increase or Decrease -35.80 Closing balance as on 31.03.17 14.18 Opening balance as on 31.03.17 0.00 Closing balance as on 31.03.17 0.00 Opening balance as on 31.03.17 0.00 Closing balance as on 31.03.17 0.00 Opening balance as on 31.03.17 0.00 Personnel 0.00 Opening balance as on 31.03.17 0.00 Personnel 0.00 Opening balance as on 31.03.17 46.45 Opening balance as on 31.03.17 5.51 Opening balance as at 01.04.16 1.52 Transaction 1.52 Net Payment 25.81 Salary 30.00 Closing balance as at 01.04.16

11. Siddtharth Kothari	Opening balance as at 01.04.16	0.00	0.00
The order of the o	Transaction	0.00	0.00
	Salary	18.00	0.00
	Closing balance as on 31.03.17	10.00	0.00
	_	40.00	2.00
D 1 (1) (1)	Creditors	16.20	0.00
Relatives of Key Management			
Persons	Opening balance as at 01.04.16		
1. Smt. C. Manjula Kothari	Transaction		
	Hire charges/Rent paid	0.00	1.08
	Closing balance as on 31.03.17	0.00	0.00
2. Smt. D. Manjula Kothari	Opening balance as at 01.04.16		
	Transaction		
	Hire charges/Rent paid	0.00	1.08
	Closing balance as on 31.03.17		0.00
3. Smt. Anita Kothari	Opening balance as at 01.04.16		
	Security deposit outstanding	12.50	12.50
	Transaction		
	Hire charges/Rent paid	0.00	1.08
	Closing balance as on 31.03.17		
	Security deposit outstanding	12.50	12.50
4. CP Kothari and Sons	Opening balance as at 01.04.16	0.00	0.00
	Transaction		
	Loan and Advance taken and given	1.41	0.00
	Closing balance as on 31.03.17	0.00	0.00

2.37 The details of disputed income tax, service tax, sales tax & Excise duty as on 31-03-2017 are as follows.

Nature of the Statute	Nature of	Forum where dispute	Demand	Amount paid	Period to which the
	Dues	is pending	Amount	under protest	amount relates
			(Rs. in	(Rs. in lacs.)	
			Lacs.)		
Central Sales Tax Act, 1956.	Sales Tax &	Commissioner	457.01	1.97	1990-91, 2009-10 to
and Sales Tax/VAT Act of	Entry Tax	(Appeals)/Tribunal			2011-12
various states					
		High Court			
			16.91	0.00	2003-04
Central Excise Act, 1944	Excise Duty	Tribunal (CEGATE)	471.46	0.00	2009-10 to 2011-12
		Commissioner(Appea			2000-01 to 2014-15
		I)and Show Case	459.40	21.50	
Income Tax Act, 1961	Income Tax	ITAT	554.64	160.22	2012-13 & 2013-14
					2007-08 to 2015-16
		CIT Appeal	98.79	229.61	
Service tax law , finance Act,	Service Tax	Commissioner	199.30	1.50	2003-04 to 2005-06 &
1994		(Appeals)/Tribunal			2009-10 to 2011-12
Wealth Tax Act.	Wealth Tax	ITAT	0.28	0.28	1992-1993

Note:

- 1) Amount as per demand orders including interest and penalty wherever mentioned in the order.
- 2) In the matter of the Income tax, the department has disallowed claims under section 80IB aggregating Rs. 10497.35 Lacs (previous year Rs. 8816.02 Lacs) during the Financial Years 1976-77, 1995-96, 2001-02 to 2008-09. The appeals were decided in favor of the company by the ITAT. The department has preferred appeals with the Hon`ble High Court. The tax liability if any arising on the a final outcome of the case is indeterminate hence could not be provided.
- 3) Taxations/forex/statutory payments are being handled under the direct supervision of Board, the figures above and in this report have been discussed in detail with Board and considered as per their certification and documents furnished.
- 2.38 a) Incompliance with Accounting Standard 27 on financial reporting of interest in joint venture/partnership firm. Following disclosure are made in respect of jointly controlled entities in which the company is a joint venturer/partner.
- b) Om Metals consortium and Om Ray Joint venture is a partnership firm. Following are partner & their share ratio as per revised deed drawn on in profit/loss.

Name of partner	Om Metal Consortium	Om Ray Joint Venture
	Share ratio	Share Ratio
Om Metals Infraprojects Limited	17.50%	99.50%
Subhash projects & marketing Ltd.	05.00%	
Nikhil Township (P) Limited	15.00%	
Amrfina Construction (P) Ltd.	5.00%	
Maurya Housing Limited	5.00%	
Om Infra Tech (P) Limited	2.50%	
Gore Goan Hotel Realty Pvt Ltd	50%	
Ray Construction Limited		0.50%

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

Name of Company /firm	Proporti on of owners hip	Country of incorporation on or registration	Accounting period ended	Assets	Liabilities	Income	Expenditure	Contingent Liabilities includes BG / LC	Capital commit ment	Date of Creations of JV/firm
OML + JSC Ukrain , Kamenø (IV)	interest 60%	Indía	31.03.2017	1481.54	258.31	1364.54	1051.99	Refer Note	Z	01.04.2006
Om Metals Consor.	17.50%	India	31.03.2017	2270.01	877.54	5.16	1.60	IN	Ī	18.07.2005
SPML-Om Metals JV (Ujjain)	20%	India	31.03.2017	585.78	709.55	1564.95	1507.43	Refer Note 2.28	Z	
Om Rays Venture (P.F.)	99.50%	India	31,03,2017	128.78	1.06	1,09	20.00	Ϊ́Ν	ïZ	05.07.2005
Bhilwara Jaipur Toll Road (P) Ltd	49%	India	31.03.2017	18439.72	14719.79	1396.69	2082.99	Refer Note 2.28	Ē	06.04.2010
Om Metals SPML Infra Project (P) Ltd.	20%	India	31.03.2017	445.74	257.43	653.79	643.80	Refer Note 2.28	N	10.05.2010
Bihar Logistic Private Limited	20%	India	31.03.2017	2.95	387	0.00	1.43	Refer Note 2.28	Nii	25.03.2017
Gujrat Warehousing Private Limited	20%	India	31.03.2017	3.05	3.92	00'0	1.37	Refer Note 2.28	Ē	24.01.2017
Uttar Pradesh Logistic Private Limited	20%	India	31.03.2017	46.50	62.50	0.00	99'0	Nil	Ē	24.01.2017
West Bengal Logistic Private Limited	%05	India	31.03.2017	0.47	0.32	00.0	0.34	Nil	Ē	20.01.2017
Om Metal SPML JV Mpanga, Rawanda	51%	India	31.03.2017	26.53	26.53	0.00	0.00	Refer Note 2.28	Nil	22.09.2016
Gurha Thermal Power Co. Ltd. (JV	20%	India	31.03.2017							

Note: 01. Proportionate share of assets, liabilities, Income and expenditure of the jointly control entities are taken.

^{02.} The Figures of Joint Ventures Om Kerui Joint Ventures Put Itd., Om Metals SPML JV Tanjania, Om Metals SPML JV Napal & Om Metal SPML SIP JV, are not taken because No expenditure was incurred. The Company issued Bank guarantee for securing of contact / Project.

Joint venture (JV) Companies and Partnership firm (PF): Previous year

Date of	JV/firm			01.04.2006		18.07.2005				05.07.2005		06.04.2010		10.05.2010						20.02.2009	
Capital	nt			ΞZ		ΞN		ΞN		IIN		IIN		IIN		Ē		Ϊ́Ν		IIN	
Contingent	includes	86 / LC		ΞZ		ΞZ		īZ		ΞZ		ΞN		IΝ		Ē		ΞZ		ΞN	
Expenditure				1375.42		1.87		00.00		44.85		2180.02		354.06		00.00		183.36		0.03	
Income				3416.07		5.79		0.00		32.28		1686.14		354.84		0.00		20.65		0.00	
Liabilities				458.39		9.58		1184.62		0.79		13613.78		335.46		608.47		514.67		2.76	
Assets				1616.36		2267.15		771.54		148.40		18332.64		513.78		610.97		8.32		3.50	
Accounting	ended			31.03.2016		31.03.2016		31.03.2016		31.03.2016		31.03.2016		31.03.2016		31.03.2016		31.03.2016		31.03.2016	
Country	incorpora	tion or	on	India		India		India		India		India		India		India		India		India	
Proport	owners	nip interect	ווופופו	%09		17.50%		20%		89.50%		46%		%05		20%		94.46%		46.96%	
Name of Company				OML + JSC Ukrain ,	Kameng (JV)	Om Metals Consor.	(PF)	SPML-Om Metals JV	(Ujjain)	Om Rays Venture	(P.F.)	Bhilwara Jaipur Toll	Road (P) Ltd	Om Metals SPML	Infra Project (P) Ltd.	Gurha Thermal	Power Co. Ltd. (JV)	Pondichery Port Ltd.	(N)	Om Gaima Prj. Pvt.	Ltd. (JV)

Note: Proportionate share of assets , liabilities, Income and expenditure of the jointly control entities are taken.

- 2.39 As per accounting standard 21 on "consolidated financial statements" and accounting standard 23 on "Accounting for investment in associates in consolidated financial statements" issued by the institute of Chartered Accountants of India, the company has presented consolidated financial statements including subsidiary and associates. Accordingly segment information as required under Accounting Standard 17 (AS-17) on segment reporting is included under the notes to consolidated financial statements subject to note no. 2.35.
- 2.40 Disclosure Under clause 32 of the listing agreement:

Loans and Advances & debtors includes following amounts due from subsidiary and Joint Venture:

(Rs. In Lacs.)

Name of Company	Amt.outstandin g as at	Amt.outstandi ng as at	Max Amt.outstandin g as at	Max Amt.outstandi ng as at
	31.03.2017	31.03.2016	31.03.2017	31.03.2016
Om Metals Consortium Private Limited (Sub)	16402.32	15922.10	16402.32	15922.10
Om Metals Real estate (P) Limited	4854.55	6347.62	6347.62	6347.62
Odisha Marine Services (P) Ltd.	0.00	76.06	76.31	76.06
Om-SPML Infrastructure Ltd. (formerly known as Pondichery Port Ltd.)	0.87	0.87	0.87	0.87
Om Metals Bengal Food Parks	0.00	72.82	72.82	72.82
Om Kerui JV Pvt. Ltd.	1.59	0.00	1.59	0.00

2.41 (a) Disclosure in term of AS-15 are as under:

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

	Gratuity	unfunded	Leave encashn	nent Unfunded
	2016-17	2015-16	2016-17	2015-16
i expenses recognised in the statement of profit & loss t year ended				
1 Current Service Cost	414138	349432	553962	384726
2 Interest Cost	564955	638422	156431	176760
3 Expected return on plan assets	NA	NA	NA	NA
4 Past Service Cost	NA	NA	NA	NA
5 Net Actuarial (Gains)/Losses	161619	(295309)	(200458)	42061
Total expenses	1140712	692545	509935	603574

ii		set/(liability) recognised in the e Sheet as at 31.03.2017				
	1	Present value of Defined Benefit Obligation	8654888	7663117	2509308	2081399
	2	Fair Value of plan assets	NA	NA	NA	NA
	3 [Surplu	Funded status us/(Deficit)]	(8654888)	(7663117)	(2509308)	(2081399)
	4	Net asset/(Liability)	8654888	7663117	2509308	2081399
iii	change ended	in obligation during the year				
	1	Present value of Defined Benefit Obligation at beginning of the year	7663117	8184899	2081399	2266152
	2	Current Service Cost	414138	349432	553962	384726
	3	Interest Cost	564955	638422	156431	176760
	4	Plan amendment cost	NA	NA	NA	NA
	5	Actuaria (Gains)/Losses	161619	(295309)	(200458)	42061
	6	Benefits Payments	(148941)	(1214327)	(82026)	(788300)
	7	Present value of Defined Benefit Obligation at the end of the year	8654888	7663117	2509308	2081399

		Gratuity	unfunded	Leave encas	hment Unfunded
		2016-17	2015-16	2016-17	2015-16
iv	Change in assets during the year ended				
	1 Plan assets at the beginning of the year	NA	NA	NA	NA
	2 Expected return on plan assets	NA	NA	NA	NA
	3 Contributions by Employer	NA	NA	NA	NA
	4 Actual benefits paid	NA	NA	NA	NA
	5 Actuarial Gains/(Losses)	NA	NA	NA	NA
	6 Plan assets at the end of the year	NA	NA	NA	NA
ν	Classification for the purpose of Revised schedule VI is as follows:				
	Current liability	2204464	1275355	514093	221718
	Non-current liability	6450424	6387762	1995215	1859681
vi	Actuarial assumptions				
	1 Discount Rate	6.50%	7.30%	6.50%	7.30%

2 Expected rate of return on plan assets	4	5	(=	-
3 Mortality	Indian Assured Lives Mortality(2006- 2008)Ultimate	Indian Assured Lives Mortality(2006- 2008)Ultimate	Indian Assured Lives Mortality(2006- 2008)Ultimate	Indian Assured Lives Mortality(2006- 2008)Ultimate
4 Turnover rate : Staff	5%	5%	5%	5%
5 Salary escalator	8%	8%	8%	8%
6 Maximum limit	1000000	1000000	No Limit	No Limit

Notes:

- a) The discount rate is based on the prevailing market yield on government securities as at the balance sheet date for the estimated term of obligation.
- b) The estimates of future salary increase considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.
- c) The gratuity and Leave Encashment liabilities are unfunded. Accordingly information regarding planned assets are not applicable.
- 2.42 (a) The company has taken Office Premises and directors residence on cancelable Operating Lease. The tenure of these agreements range between 3 to 5 Years.
 - The amount of lease rentals paid of Rs. 108.91 Lacs (P.Y. Rs. 116.45Lacs) has been charged under the head "Rent" in Note2.27.
- (b) The company has entered into separate cancelable Operating lease for Premises and Machinery. The tenure of these agreements range between Six months to three years.
 - The amount of lease rentals paid of Rs. 445.06 Lacs (P.Y. Rs. 141.22 Lacs) has been charged under the head "Rent/Hire charges for Equipments" in Note2.27.
- 2.43 Exceptional Items Loss on sale of Fixed Assets (Land and Building, Plant and machinery and others) and Loss on sale of Investment is shown under the head Administrative Expenses and profit on sale of Fixed Assets(Land and Building, Plant and machinery and others) and Loss on sale of Investment is shown under the head Other Income in the previous year
- 2.44 The Company has an investment aggregating Rs. 4702.00 Lacs (previous year Rs. 4702.00) and long term loans and advances Rs. 21256.87 Lacs (previous year Rs. 22269.71 Lacs) in Om Metal Real Estate P Ltd and Om Metal Consortium P Ltd, which are wholly subsidiary of the Company and it also has an investment aggregating Rs. 488.45 (previous year Rs. 488.95 Lacs) and long term loans and advances Rs. 0.87 Lacs (previous year Rs. 76.93 Lacs) in Odisha Marine Services P Ltd and Pondicherry Port Ltd which are not wholly owned subsidiary, such Loans and advances are interest Free. While such entities except Om Metals Consortium P Ltd, have incurred losses, the underlying projects in such entities are in the early stages of development and are expected to achieve adequate profitability on substantial completion and/ or have current market values of certain properties which are in excess of the carrying values, hence net-worth of these subsidiaries does not represent its true market value. Therefore the decline in the value of above investments is temporary in nature and the loans and advances and other current assets are good and recoverable.
- 2.45 Corporate Social Responsibility

As per section 135 of the Companies Act, 2013, a company meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years of corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition,

promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief and rural development projects. A CSR committee has been formed by the Company as per the Act. The funds were primarily allocated to a corpus and utilized through the year on these activities which are specified in Schedule VII of the Companies Act, 2013

• Gross amount required to be spent by the Company during the year is

Rs. 69.17 Lacs.

· Amount spent during the year:

(RS. IN LACS)

Particulars	Amount Spent	Yet to be spent	Total
On construction/acquisition	60.00	-	60.00
of any asset			
On purpose other than above	14.39	-	14.39
Total	74.39	-	74.39

- 2.46 The Preoperative Expenses of Rs. Nil (previous year Rs. 37.07 Lacs) under various heads has been incurred during the year and capitalized in the respective fixed assets of the Company.
- 2.47 DISCLSOURE ON SPECIFIED BANK NOTES (SBNs)

During the year, the Company had specified bank notes or other denomination note as defined in the MCA notification G.S.R. 308(E) dated March 31, 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December, 30 2016, the denomination wise SBNs and other notes as per the notification is given below:

(Amount in Rs.)

Particulars	SBNs*	Other denomination	Total
		notes	
Closing cash in hand as	5412500	2758570	8171070
on November 8, 2016			
(+) Permitted receipts	0	5688444	5688444
(-) Permitted payments	0	6377077	6377077
(-) Amount deposited in	5412500	0	5412500
Banks			
Closing cash in hand as	0	2069937	2069937
on December 30, 2016			

(Amount in Rs.)

Particulars	SBNs*	Other denomination	Total
		notes	
Closing cash in hand as	5412500	2758570	8171070
on November 8, 2016			
(+) Permitted receipts	0	5688444	5688444
(-) Permitted payments	0	6377077	6377077
(-) Amount deposited in	5412500	0	5412500
Banks			
Closing cash in hand as	0	2069937	2069937
on December 30, 2016			

- * For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the 8th November, 2016.
- 2.48 Liabilities no longer required written back

During the year, the management was written back liabilities. No longer required aggregating Rs. 91.40 Lacs

which were outstanding for a long period of time and being carried by the management as a measure of prudence. Such written back liability includes trade payable which were outstanding more than one year.

- 2.49 Other Additional information.
- a. i. The details of finished goods opening, production, sales and closing stock are given as per annexure A.
 - ii. The details of material consumption are given as per annexure B.

b. (Rs. i

S. No.	Particulars	Current Year	Previous Year
1	C.I.F. Value of Imports		
	Raw Material	1497.47	93.28
	Stores & Spares	13.39	5.99
	Machinery	301.29	1478.01
ii)	EXPENDITURE IN FOREIGN CURRENCY (PAID OR PROVIDED) INCLUDING OVERSEAS BRANCHES		
	Travelling & Conveyance	63.31	35.84
	Legal & Consultancy	8.79	4.47
	Overseas Employees Cost	55.19	202.28
	Material Cost & Stores & Spares	442.97	344.09
	Other Operating Business Exp	405.74	209.95
	Foreign Tax	50.39	208.18
iii)	Income in Foreign Currency		
	Sales ,Erection & Contract Receipts	693.85	3077.01
	Room Rent & Other Services	6.80	3.42
	Total :-	700.65	3080.43
iv)	Net dividend remitted in foreign currency/foreign intuitional investors		
	No. of NRI share holders		0

No of shares held by them	0
Dividend paid (Rs. In lacs)	0
Year to which dividend relates	NA

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

Particulars	2017	%	2016	%
Raw Material				
Imported	1483.63	13.22%	90.78	1.63%
Indigenous	9738.01	86.78%	5492.71	98.37%
Total :-	11221.64	100%	5583.49	100%
Stores & Spares				
Imported	13.39	1.72%	5.99	1.05%
Indigenous	764.26	98.28%	563.89	98.95%
Total	777.65	100%	569.88	100%

- 2.50 Figures for previous year have been re-arranged/regrouped wherever necessary to make them comparable.
- 2.51 Note 1 & 2 form an integral Part of the Balance Sheet & Statement of Profit and Loss and Cash Flow Statement have been duly authenticated.

SIGNED FOR IDENTIFICATION

For and on behalf of Board of Directors

FOR M.C. BHANDARI & CO. (D. P. KOTHARI)

CHARTERED ACCOUNTANTS Chairman

Firm's Registration No. 303002E DIN: 00200342

(Sunil Kothari)
Managing Director
DIN: 00220940

(S.K. MAHIPAL)

PARTNER (Vikas Kothari)
M.No.070366 President & Director
DIN: 00223868

Place: Jaipur (Reena Jain)

DATED: 30.05.2017 (Company Secretary)

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

Independent Auditors' report on Consolidated Financial Statements

To the Members of Om Metals Infraprojects Limited

Report on the consolidated financial statements

We have audited the accompanying consolidated financial statements of Om Metals Infraprojects Limited (the Holding Company') and its subsidiaries and associate (collectively referred to as the Company' or the Group'), comprising the consolidated balance sheet as at 31 March 2017, the consolidated statement of profit and loss, the consolidated cash flow statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as the consolidated financial statements').

Management's responsibility for the consolidated financial statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associates and Jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditors' responsibility

Our responsibility is to express an opinion on the consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(11) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in other matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associates and jointly controlled entities as at 31st March, 2017, and their consolidated profit/loss and their consolidated cash flows for the year ended on that date.

Other Matters

- a. We have not audited the financial statements of three Subsidiaries i.e. Om Metal Real Estate Pvt. Ltd., Om Metal Consortium Pvt. Ltd., Om Metal SPML Infrastructure limited (formarly known as Pondicherry Port Ltd.), Twelve Joint Ventures/Partnership Firms with the Company i.e. OMIL-JSC IV Kameng, Om Metal SPML Infraproject Pvt. Ltd., Gurha Thermal Power Company Limited, SPML-Om Metal JV Ujjain, Om Metal Consortium (PF) and Om Ray Venture (PF), Bihar Logistics private limited, Gujrat warehousing private limited, Uttar Pradesh logistics Private limited, west Bengal logistics private limited, om metal spml jv mapanga and om kerui joint venture private limited, and one associate i.e.Sanmati Infra Developers Pvt. Ltd., whose financial statements (to the extent of the group's proportionate share) reflect total assets (before elimination) of Rs. 35025.98 Lacs as at 31.03.2017, total revenue (before elimination) of Rs. 5202.94Lacs, also we have not received audited balance sheet of Joint - ventures of Om Metals Real Estate Pvt ltd i.e. Sanmati Buildcon Pvt Ltd. & Om Metals Developers Pvt Ltd. and Om metal consortium (PF) so on the basis of unaudited financial results as considered in the consolidated financial statements. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, jointly controlled entities and associates, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries, jointly controlled entities and associates, is based solely on the reports of the other auditors.
- b. The financial statements of Joint venture of N.K.P. Holdings Pvt. Ltd. of Om Metal Real Estate Pvt. Ltd. as on 31.03.2017 are not available to us. In the absence of their financial statements we have not consolidated in the consolidated financial statements.
- c. The Financial statements in connection with the trade receivables amounting to Rs. 54.66Lacs which are subject matters of arbitration proceedings/ negotiations with the project authorities due to some disputes. The management of the company, keeping in view the status and the outcome of arbitration proceedings and the basis of which steps to recover these amounts are currently in process, is confident of recovering the aforesaid dues. Our report is not qualified in respect of these matters.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on work done and the reports of the other auditors and the financial statements certified by the Management.

Report on other legal and regulatory requirements

As required by sub-section 3 of Section 143 of the Act, we report, to the extent applicable, that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and

reports of the other auditors.

- c. The consolidated balance sheet, the consolidated statement of profit and loss, and the consolidated cash flow statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of the written representations received from the directors of the Holding Company as on 31 March 2017 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its subsidiary companies, associate companies and jointly controlled companies incorporated in India, none of the Directors of the Group companies, its associate companies and jointly controlled companies incorporated in India is disqualified as on 31 March 2017 from being appointed as a Director of that company in terms of sub-section 2 of Section 164 of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in `Annexure A; and
- g. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group,, its associates and jointly controlled entities, refer note 2.29 to the consolidated financial statements;
 - Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivatives contracts, and,
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and subsidiary companies associate companies and jointly controlled companies incorporated in India.
 - iv. The company has provided requsite disclosure in its consolidated financial statements as to holdings as well as dealing in specified bank notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the company. Refer note 2.42 to the consolidated financial statements.

For M.C. Bhandari& Co. Chartered Accountants

Firm's registration number: 303002E

S.K. Mahipal Partner

Membership number: 070366

Place: Jaipur Date: 30/05/2017

Annexure to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2017, we have audited the internal financial controls over financial reporting of Om Metals Infraprojects Limited ('the Holding Company'), its subsidiary companies, associates and jointly controlled companies which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Parent, its subsidiary companies and its joint venture, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Parent, its subsidiary companies and its joint venture, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies and joint venture, which are companies incorporated in India, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Parent, its subsidiary companies, its joint venture, which are companies incorporated in India.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of

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OM METALS INFRAPROJECTS LIMITED

records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion to the best of our information and according to the explanations given to us, the Parent, its subsidiary companies and its joint venture, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India

For M.C. Bhandari & Co.
Chartered Accountants

Firm's registration number: 303002E

S.K. Mahipal Partner

Membership number: 070366

Place: Jaipur Date: 30/05/2017

OM METALS INFRAPROJECTS LIMITED Consolidated Balance Sheet as at 31st March, 2017

(in Rs.)

Particulars		Note No	As AT 31.03.2017	As AT 31.03.2016
I. EQUITY AND LIABILITIES				
1. 140111 2112 1122				
(1) Shareholder's Funds				
(a) Share Capital		2.1	96,303,809.00	96,303,809.00
(b) Reserves and Surplus		2.2	5,561,875,153.44	6,485,371,813.32
		l [
	Sub Total	[5,658,178,962.44	6,581,675,622.32
(2) Govt Grant (viability Gap fund	ina)	2.3	107,852,675.00	31,262,000.00
(1) done draine (masine) dap raine		2.5	107,032,073.00	51/202/000.00
(3) Minority Interest			(3,184,352.53)	(2,969,629.00)
(4) Non-Current Liabilities				
(a) Long-term borrowings		2.4	1,563,474,042.28	1,635,991,065.53
(b) Deferred tax liabilities (Net)		2.5	52,541,918.50	34,989,543.00
(c) Other Long term liabilities		2.6	235,970,062.00	400,364,177.29
(d) Long term provisions		2.7	8,445,639.00	8,247,443.00
	Sub Total	[1,860,431,661.78	2,079,592,228.82
(5) Current Liabilities				
(a) Short-term borrowings		2.8	689,163,433.28	546,909,951.87
(b) Trade payables		2.9	422,254,492.91	429,543,546.48
(c) Other current liabilities		2.10	836,245,954.79	919,782,936.64
(d) Short-term provisions		2.11	50,099,690.93	37,642,620.71
	Sub Total		1,997,763,571.91	1,933,879,055.70
	Total		9,621,042,518.61	10,623,439,277.85
II.Assets				
(1) Non-current assets				
(a) Fixed assets		2.12		
(i) Tangible assets			1,856,036,804.26	1,996,196,770.29
(ii) Intangible assets			1,866,010,377.23	2,829,416,426.70
(iii) Capital work-in-progress	Sub Total	l 1	59,529,377.07 3,781,576,558.56	51,118,380.39 4,876,731,577.38
(b) Non-current investments	Sub local	2.13	232,163,875.33	239,051,978.38
(c) Long term loans and advances		2.13	620,813,325.78	627,936,191.01
(d) Other non-current assets		2.15	60,327,630.21	51,821,955.21
Carrent assets	Sub Total	2.13	4,694,881,389.88	5,795,541,701.97
(2) Current assets			.,05 1,001,305.00	_,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
(a) Inventories		2.16	2,902,709,258.79	2,683,527,817.01
(b) Trade receivables		2.17	827,828,163.66	826,156,044.59
(c) Cash and bank balance		2.18	338,307,197.07	646,078,506.23
(d) Short-term loans and advances		2.19	446,574,165.37	270,234,394.48
(e) Other Current Assets		2.20	410,742,343.84	401,900,812.70
	Sub Total	[4,926,161,128.73	4,827,897,575.01
	Total		9,621,042,518.61	10,623,439,277.85
			0.00	(0.00)

Significant Accounting Policies and Notes to the financial statements

1&2

Signed in terms of our report of even date annexed

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

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

D.P kothari

(Chairman) DTN: 00200342 Sunil Kothari (Mg. Director) DIN: 00220940 Vikas Kothari

(President & director) DIN: 00223868

Reena Jain (Company Secretary)

S.K.Jain (CFO)

S. K. Mahipal Partner M.No.70366

Place : Jaipur Dated 30.05.2017

(in Rs.)

OM METALS INFRAPROJECTS LIMITED Consolidated Statement of Profit and Loss for the year ended 31st March, 2017

Particulars	Note No	2016-17	2015-16
Faiticulais	11012 110	2013-17	2013-10
Revenue from operations	2.21	2850956838.13	2402024956.89
Less: Excise Duty		60134947.00	15471457.00
		2790821891.13	2386553499.89
Other Income	2.22	96130389.01	190341208.95
Total Revenue		2886952280.14	2576894708.84
Expenses:			
Purchase of stock in trade			58585018.8
Cost of materials consumed	2.23	1224655920.33	699339897.95
Changes in inventories of finished			
goods, work-in-progress and Stock-	2.24	202050450.85	100791560 05
in-Trade	2.24	-302050450.85 208783707.24	-100781569.05 201243794.45
Employee benefit expense Financial costs	2.25	375554749.92	347184691.60
Depreciation and amortization expense	2.20	133915561.72	99824795.60
Other expenses	2.27	1016542175.01	818947192.86
Total Expenses after dep	2.20	2657401663.37	2124343822.21
Total Expenses after dep		2657401663.37	2124343822.21
Profit before Exceptional Items and tax		229550616.77	452550886.64
Add: Share in Profit/(Loss) of			
Associates		-243892.50	-22915122.65
		229306724.27	429635763.99
Exceptional Items			
Profit before Tax		229306724.27	429635763.99
Tax expense:			
(1) Current Income Tax		93163202.83	89861905.72
(2) Income Tax Foreign		5,038,946.25	37,500,000.00
(3) Deferred tax (Assets)		(18,393,891.83)	(8,135,903.85)
(4) Income Tax Expenses Earlier Year		2252733.02	2151266.46
Profit after Tax		110457950.35	291986687.97
Earning per equity share:		223107500100	232333337137
(1) Basic		1.10	3.03
(2) Diluted		1.10	3.03

Significant Accounting Policies and Notes to the financial statements

1&2

Signed in terms of our report of even date annexed

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

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

> D.P kothari (Chairman) DIN: 00200342

Sunil Kothari (Mg. Director) DIN: 00220940

Vikas Kothari (President & director) DIN: 00223868

Reena Jain (Company Secretary)

S.K.Jain (CFO)

S. K. Mahipal Partner M.No.70366

Place: Jaipur Dated 30.05.2017

OM METALS INFRAPROJECT LIMITED CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2017

		For the year ended	
		31.03.2017	31.03.2016
_		(Rupees)	(Rupees)
$\underline{\mathbf{A}}$	CASH FLOW FROM OPERATING ACTIVITIES:		
	Profit before tax	229,306,724.27	429,635,763.99
	Adjustment for:		
	Depreciation and amortization	133,915,561.72	99,824,795.60
	Interest & Bank Commission Paid	375,554,749.92	347,184,691.60
	Loss on Sale of Fixed Assets	2,743,928.18	5,040,231.42
	Preliminary Expenses w/off	201,520.20	638,010.00
	Interest & Dividend Receipts	(48,300,907.74)	(64,773,863.54)
	Profit on sale of Fixed Assets	(1,942,977.00)	-
	Profit on Sale of Investment	(12,850,000.00)	(326,267.33)
	Excess provision Debt Written Back	(6,531,857.50)	(89,872,161.02)
	(Profit) \ Loss share of Om Metal Consortium (PF)	(947,666.95)	20,345,593.65
	Operating profit before working capital changes	671,149,075.10	747,696,794.37
	Adjustments for movement in working capital :		
	Adjustments for (increase) / decrease in operating assets & liabilities		
	Stock	(219,181,441.78)	(275,246,792.72)
	Trade & other receivables	(10,513,650.21)	(269,644,867.78)
	Trade & other payables	(90,826,035.42)	188,987,511.25
	Provision for Gratuity & Leave Encashment	1,419,680.00	(706,535.00)
	Increase in Op. Bal. of P&L of newly Consolidated Concerns	-	974,442,319.42
		(319,101,447.41)	617,831,635.17
	Direct taxes paid/deducted at source	(103,167,147.87)	(84,728,484.82)
	NET CASH FROM/(USED IN) OPERATING ACTIVITIES	248,880,479.82	1,280,799,944.72
R	CASH FLOW FROM INVESTING ACTIVITIES:		
	Purchase of fixed assets including adjustment for assets	(275,594,021,22)	(475,257,220.90)
	Increase \ Decrease in Capital WIP	(8,410,997,13)	86,813,463.39
	Purchase Of Intangible Assets	(49,186,786,94)	(1,213,518,064.96)
	Sale of Fixed Assets & other adjustments	34,636,123,50	231,373,870.45
	Sale of Subsidiaries (including adjustment for assets)	245,209,194,73	251,575,070,15
	Purchase of Investments	(1,007,666,95)	31,102,932.02
	Sale of Investments	20,745,770,00	7,363,497.33
	Loans and advances	(169,216,905,66)	(134,981,741.98)
	Interest & Dividend Received	48,300,907,74	64,773,863.54
	Other Non Current Assets	(8,505,675,00)	25,076,529.03
	NET CASH FROM/(USED IN) INVESTING ACTIVITIES	(163,030,056.93)	(1,377,252,872.08)
C	CASH FLOW FROM FINANCING ACTIVITIES:		
_			
	Increase/(Decrease) in long term borrowings	(72,517,023.25)	44,644,695.53
	Increase/(Decrease) in other long term liabilities & Provision	(164,394,115.29)	248,935,644.39
	Interest and Bank Commission Paid	(375,554,749.92)	(347,184,691.60)
	Govt Grant Received	76,590,675.00	26,454,678.11
	Short Term Borrowings	142,253,481.41	(7,138,208.33)
	Interim Dividend & Div. Tax Paid	-	(34,772,680.00)
	Dividend & Dividend Tax Paid	-	(23,204,340.00)
	NET CASH FROM / (USED IN) FINANCING ACTIVITIES	(393,621,732.05)	(92,264,901.90)

<u>D</u>	Net Increase/(Decrease) in cash and cash	(A+B+C)	(307,771,309.16)	(188,717,829.26)
<u>E</u>	equivalents Cash and cash equivalents as at the end of pre	evious period	646,078,506.23	834,796,335.49
<u>F</u>	Cash and cash equivalents as at end of the year	ar	338,307,197.07	646,078,506.23

Note:

The Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard-3 on Cash Flow Statement issued by the Institute of Chartered Accountants of India.

Signed in terms of our report of even date annexed

ort of even date annexed For and on behalf of Board of Directors
Om Metals Infraprojects Ltd.

Firm's Registration No. 303002E

Chartered Accountants

For M.C.Bhandari & Co.

 D P Kothari
 Sunil Kothari
 Vikas Kothari

 (Chairman)
 (Mg. Director)
 (President & Director)

 DIN: 00200342
 DIN: 00220940
 DIN: 00223868

(CA S. K. Mahipal)Reena JainS.K.JainPartner(Company Secretary)(CFO)

M.No.70366 Place : Jaipur Dated : 30.05.2017

OM METALS INFRAPROJECTS LIMITED

Note-1

SCHEDULE ANNEXED TO AND FORMING PART OF CONSOLIDATED BALANCE SHEET AS AT 31.03.2017, STATEMENT OF PROFIT AND LOSS AND CASH FLOW STATEMENT FOR THE YEAR ENDED ON THAT DATE:-

Company Overview:

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

The consolidated financial statements are approved by Board of Directors in their board meeting dated May 30, 2017.

Om metals Infraprojects Limited together with its subsidiaries is hereinafter referred to as "Group".

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

1.1. BASIS OF PREPRATION

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 (the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified). Accounting policies have been consistently applied.

PRINCIPLE OF CONSOLIDATION

The consolidated financial statements incorporate the financial statements of the Company and the entities controlled by the Company ('The Group'). The company controls an entity when the Company is exposed to, or has rights to, variable return from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity.

Consolidation of the subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary.

a) The consolidated financial statements have been prepared on the following basis:

The financial statements are prepared in accordance with the principles and procedures required for the preparation and presentation of consolidated financial statements as laid down under the Accounting Standard (AS) 21, 'Consolidated Financial Statements'. The consolidated financial statements comprise the financial statements of the Company, joint venture and its subsidiaries as disclosed below, combined on a line-by-line basis by adding together book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances and transactions except the elimination of items where fixed assets are created out of income of another part. The consolidated financial statements are prepared by applying uniform accounting policies, in use at the Group except depreciation in Joint venture i.e. Omil+JSC JV kameng and partnership firms as per income tax act. Minority interests have been excluded. Minority interests represent that part of the net profit or loss and net assets of subsidiaries that are not, directly or indirectly, owned or controlled by the Company.

- Associates are entities over which the Group has significant influence but not control. Investments in associates are accounted for using the equity method of accounting as laid down under Accounting Standard (AS) 23, 'Accounting for Investment in Associate in Consolidated Financial Statements'. The investment is initially recognized at cost, and the carrying amount is increased or decreased to recognize the investor's share of the profit or loss of the investee after the acquisition date. The Group's investment in associates includes

goodwill identified on acquisition.

- All the assets and liabilities have been classified as current or non-current, wherever applicable, as per the operating cycle of the Company as per the guidance as set out in the Schedule III to the Companies Act, 2013.
- Early adoption of Exposure Draft of Guidance Note "Accounting for Service Concession Agreement" for Toll road.

Bhilwara Jaipur Toll Road have been recognized as intangible assets on adoption of Exposure Draft of Guidance Note on Accounting for Service Concession Arrangements.

The Institute of Chartered Accountants of India has issued Exposure Draft of the Guidance Note (Guidance Note) on Accounting for Service Concession Arrangements.

The Company has determined that the intangible asset model under the guidance Note is applicable to the Concession. In particular, the Company notes that users pay tolls directly so the granter does not have primary responsibility to pay the operator.

Operating cycle for the business activities of the Company covers the duration of the specific project/contract /project line /service including the defect liability period, for the engineering division of the parent company wherever applicable, and extends up to the realization of receivables (including retention monies) within the agreed credit period normally applicable to the respective project.

The Om Metal Infraprojects" Group" comprises of the following entities:.

Name of the group company	Country of incorporation	% of ownership as at 31.03.2017	% of ownership as at 31.03.2016
Subsidiaries			
Om Metals Real Estate Pvt. Ltd.	India	100%	100%
Om Metals Ratnakar (P) Limited (Subsidiary of Om Metals Real Estate Pvt. Ltd.)	India	Ceased With Effect from 21.03.2017	100%
Om Hydromech (P) Limited (Subsidiary of Om Metals Real Estate Pvt. Ltd.)	India	Ceased With Effect from 21.03.2017	100%
Om Kothari Hotel (P) Ltd (Subsidiary of Om Metals Real Estate Pvt. Ltd.)	India	Ceased With Effect from 21.03.2017	100%
Om Auto Motor (P) Limited (Subsidiary of Om Metals Real Estate Pvt. Ltd.)	India	Ceased With Effect from 21.03.2017	100%
Mayura Capital And Advisors Private Limited (Subsidiary of Om Metals Real Estate Pvt. Ltd.)	India	Ceased With Effect from 21.03.2017	100%
Om Metal Consortium Pvt. Ltd.	India	100%	100%
Odisha Marine Pvt. Ltd. (w.e.f. 15.10.2015)	India	Ceased With Effect from 21.03.2017	-

Sky wave Impex Ltd.	India	Ceased With Effect from 21.03.2017	100%
Om Metal Spml Infrastructure limited(Formerly known As Pondicherry Port limited)	India	94.46%	94.46%
Joint Ventures			
OMIL-JSC JV Kameng	India	60%	60%
Bhilwara Jaipur Toll Road Pvt. Ltd.	India	49%	49%
Om Metal-SPML Infraproject Pvt. Ltd.	India	50%	50%
Gurha Thermal Power Company Limited	India	50%	50%
SPML-Om Metal JV, Ujjain	India	50%	50%
Om Gaima Project Pvt. Ltd.	India	Ceased With Effect From 21.03.2017	46.96%
Bihar Logistics Private limited (With Effect from 25.01.2017)	India	50%	-
Gujrat Warehousing Private Limited (With Effect from 24.01.2017)	India	50%	-
Uttar Pradesh logistics Private limited (With Effect from 24.01.2017)	India	50%	-
West bengal logistics Private limited (With Effect from 20.01.2017)	India	50%	-
Om Metal Spml JV Mapanga (With Effect from 22.09.2016)	India	51%	-
Om Keroi Joint Venture Private Limited (With Effect from 24.01.2017)	India	99%	-
Partnership Firm			
Om Metal Consortium	India	17.5%	17.5%
Om Ray Ventures	India	99.5%	99.5%
Associate Company			
Sanmati Infra Developer (P) Ltd.	India	25%	25%

1.2. USE OF ESTIMATES

The preparation of the financial statements in conformity with GAAP requires the Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include computation of percentage of completion which requires the Group to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended, provisions for doubtful debts, income taxes and the useful lives of tangible assets and intangible assets.

Accounting estimates could change from period to period. Actual results could differ from those estimates.

Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Although these estimates are based upon management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods. Changes in estimates are reflected in the consolidated financial statements in the period in which the changes are made and, if material, their effects are disclosed in the notes to the consolidated financial statements.

1,3, FIXED ASSETS AND DEPRECIATION:

- i. Fixed Assets are stated at cost net of cenvat less accumulated depreciation and impairment losses, if any. Cost of acquisition or construction is inclusive of freight, duties, taxes and incidental/preoperative expenses and interest on loans attributable to the acquisition of assets upto the date of commissioning of assets. Capital subsidy received against specific assets is reduced from the value of relevant fixed assets.
- ii. Depreciation:

Om Metal Infraprojects Limited

The depreciation on tangible Fixed assets is provided to the extent of depreciable amount on WDV method of depreciation except in the case of assets pertaining to Hotel, Hostel and Cineplex divisions where depreciation is provided on SLM Method. Depreciation is provided based on useful life of the asset as specified in schedule II to the Companies Act 2013 on a Pro rata basis.

Other Companies

- a. Om Metal Real Estate Pvt. Ltd. (Consolidated)
 - The Company not providing depreciation, in the case of Om Metal Infotech Pvt. Ltd. depreciation is not provided because the matter is sub-judice, due to the company has acquired a industrial plot and building thereon at Jaipur (Rajasthan) along with plant & machinery. The lease deed of the same has been executed in favour of the company but some other party has filed the legal suits for unjustified sale of the said land to the company and management does not see any defect in the title of the land and hope that company will succeed in the matter.
- b. In the case of Subsidiary/Joint Venture companies depreciation have been provided on written down method as per rates specified in schedule II to the Companies Act 2013, except in Pondicherry port ltd. where depreciation is provided on the basis of SLM method at the rates and manner prescribed in schedule II of Companies Act 2013.
- c. In the case of Joint Ventures i.e. OMIL-JSC (JV) Kameng depreciation have been provided on Written Down Value method as per rates specified in Income Tax Act.
- iii. Lease hold lands are not amortized.
- iv. Bhilwara Jaipur Toll Road Private Limited (JV)

A. Intangible

- i) Fixed assets includes the project assets toll road (Bhilwara-Jaipur Highway) includes direct and indirect expenses incurred , construction of building , road , bridges , culverts , plant and machinery, Toll plaza , electrical and other related expenses prior to the commissioning of the project which are stated at their original cost of constructions less accumulated depreciation and impairment losses , if any . All cost including pre operative expenses , financing costs attributable to fixed assets have been capitalized .
 - The government grants of capital nature are adjusted to the gross block of relevant fixed assets.
- ii) Software

Intangible assets (which comprises of software acquired) are reported at acquisition value with deduction for accumulated amortization and any impairment losses if any

B. Tangible Assets

Fixed assets have been stated at cost less accumulated depreciation and accumulated impairment in value. The cost includes cost of equipment, delivery and handling cost, installation, legal services and consultancy services.

The carrying values of fixed assets are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

An item of fixed assets is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement in the year the asset is derecognized.

The asset's residual values, useful lives and methods are reviewed, and adjusted if appropriate, at each financial year end.

Depreciation / Amortisation

- i) In case of intangible assets (Toll Road) created under "Build, operate and transfer" the amortization is provided on the basis of actual revenue for the year/projected revenue from intangible assets (till the end of the concession period). Revenue shall be reviewed after every five financial years and projected revenue shall be adjusted to reflect such changes, if any, in the estimates as will lead to the actual collection at the end of the concession period.
- ii) Depreciation on assets other than (i) above is provided on Written down value basis as per classification and in the manner specified in the Schedule II to the Companies Act, 2013.

v. Goodwill on consolidation

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

vi. Capital Work in Progress

Capital work in progress are stated at cost and inclusive of preoperative expenses, project development expenses etc.

1.4. EXPENDITURE ON NEW PROJECT AND SUBSTANTIAL EXPANSION

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

1.5. INVENTORIES

Inventories are valued as follows:-

(A)	(a)	Raw Material, Stores & Spares, Components, construction material, food & beverages, liquor, crockery, cutlery, glassware, utensils and linen, raw material of packaging unit (HDPE, PP, Lining Material and pigment)	At cost (FIFO method) or net realizable value, whichever is lower.
	(b)	Process Stocks	Real Estate projects (including Land Inventory) Represents direct costs incurred in respect of unsold area of the real estate developments projects or cost incurred on projects where the revenue is yet to be recognized. Real Estate WIP is valued at lower of Cost/net realizable value. In case of others: At cost or net realizable value, which ever is lower. Cost for this purpose includes direct material cost plus appropriate share of manufacturing overheads allocated on absorption cost basis.
	(c)	Finished Goods	In case of Real Estate: Flats are valued at Lower of Cost and NRV. In case of Others: A Cost or net realizable value*, which ever is lower. Cost for this purpose includes direct material cost plus appropriate share of overhead.
	(d)	Goods in transit	Are stated at actual cost plus freight, if any.

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

(b) Hotel Division of holding co.:

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

1.6. Foreign currency Transaction:

i) Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

ii) Conversion

Foreign currency monetary items are reported using the closing rate. Non monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

iii) Treatment of Exchange Differences

Exchange differences arising on settlement/restatement of short term foreign currency monetary assets and liabilities of the Company are recognised as income or expense in the Statement of Profit and Loss.

Exchange differences arising on long-term foreign currency monetary items related to acquisition of a fixed asset are capitalised and depreciated over the remaining useful life of the asset.

1.7. REVENUE RECOGNITION:

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the Revenue can be reliably measured. Revenue from operations (gross) is net of adjustments on account of cancellation / returns. Excise duty deducted in the revenue (gross).

a. Om Metal Infraprojects Limited (Engineering Division):

i. Accounting of Turnkey Projects:

In case of item rates contracts on the basis of physical measurement of work actually completed on the basis of running bills approved by the buyers at the balance sheet date. Escalation and erection receipts are accounted for on the basis of bills/invoices acknowledged or paid by the project authorities.

ii. Accounting of supply contract sales of goods:-

Revenue from supply contract is recognized when the substantial risk and reward of ownership is transferred to the buyer which coincides with the dispatches of the goods to the customers. Revenue from product sales are shown as net of all applicable taxes and discounts.

iii. Accounting policy for claims:-

Claims are accounted as income in the period of receipt of Arbitration award or acceptance by client or evidence of acceptance received. by client or evidence of payment received. Interest awarded, being in the nature of additional compensation under the terms of the contract, is accounted as contract revenue on receipt of favorable award.

Hotel, Hostel and Cinema Divisions:

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

b. Real estate Projects:

For projects commenced on or after 1-April-2012 and also to projects when have already commenced but where revenue is being recognized for the first time on or after 1-April-2012.

Revenue from constructed properties/project is recognized in accordance with the "Revised guidance note issued by the institute of Chartered Accountants of India ("ICAI") on "Accounting for Real Estate Transaction (Revised 2012). The estimates of salable area and cost are revised periodically by the management. The effect of such changes to estimates is recognized in the period such changes are determined. As per this guidance Note, the revenue have been recognized on percentage of completion method provided all of the following conditions are met at the reporting date:-

- Required critical approvals for commencement of the project have been obtained.
- ii. At least 25% of estimated construction and development cost (Excluding land cost) have been incurred.

- iii. At least 25% of the saleable project area is secured by the agreements to sell/application form (containing salient terms of the agreement to sell) and.
- iv. At least 10% of the total revenue as per agreement to sell are realized in respect of these agreements.

c. Tollrevenue

Toll revenue is recognized in respect of Toll collected at Bhilwara-Jaipur toll road and the attributed share of revenue from monthly passes/prepaid cards. The value of the intangible asset is being amortised over the estimated useful life in the proportion of the revenue earned for the period to the total estimated toll revenue i.e. revenue expected to be collected over the concession period.

d. VGF Grant (Subsidy)

Government grants are recognized when there is a reasonable assurance that the same will be received and conditions stipulated for its entitlement are complied with. Revenue grants shall be recognized in the statement of profit and loss they shall be adjusted to the related items of expenses/ treated as Income. Further the revenue grant shall be recognized for O & M and Debt servicing period(12.5 years). Capital grants are reduced from the gross value of the respective assets. Other capital grants in the nature of promoters contribution are credited to capital reserve.

e. Dividend Incomes:

Revenue is recognized when the shareholder's right to receive payment is established by the balance sheet date. Dividend from subsidiaries is recognized even if the same is declared after the balance sheet date but pertains to period on or before the date of balance sheet as per the Companies Act., 2013.

f. Interest Income:-

Income of interest on refund of income tax is accounted for in the year, the order is passed by the concerned authority and other interest and other income are accounted for on accrual basis except where the receipt of income is uncertain in which case it is accounted for on receipt basis.

1.8. COST OF REVENUE:

Cost of constructed properties/project includes cost of land (including cost of development right/land under agreements to purchase) estimated internal development charges, direct overheads construction costs and development/construction materials, which is to the statement of profit and loss based on the revenue recognized as per the accounting policy, in consonance with the concept of matching costs and revenue, final adjustment is made upon completions of the specific project. Cost incurred /items purchased specifically for projects are taken as consumed as and when incurred/received.

1.9. Unbilled receivable:

Unbilled receivables disclosed under "Other current Assets" represents revenue recognized based on percentage of completion method over and above the amount due as per the payment plans agreed with the customers.

1.10. INVESTMENTS:

Investments that are readily realizable and intended to be held for not more than a year from the date on which such investments are made, are classified as current investments. All other investments are classified as long. Term Investments on initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges—such as brokerage, fees and duties. Current

investments are carried at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost. However, Provision for diminution in the value is made to recognize a decline other than temporary in the value of the investments.

1.11. RESEARCH AND DEVELOPMENT:

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

1.12. Borrowing costs:

Borrowing costs relating to acquisition, construction or production of a qualifying asset which takes substantial period of time to get ready for its intended use are added to the cost of such asset to the extent they relate to the period till such assets are ready to be put to use. Other borrowing costs are charged to the Statement of Profit and Loss in the period in which it is accrued.

1.13. TAXATION :

(a) Current & Deferred Tax

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates. Deferred income tax reflect the current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier years/period. Deferred tax assets are recognised only to the extent that there is a reasonable certainty that sufficient future income will be available except that deferred tax assets, in case there are unabsorbed depreciation or losses, are recognised if there is virtual certainty that sufficient future taxable income will be available to realize the same.

Deferred tax assets and liabilities are measured using the tax rates and tax law that have been enacted or substantively enacted by the Balance Sheet date.

(b) Dividend Tax

Tax on distributed profits payable in accordance with the provisions of section 115 O of the Income Tax Act., 1961 which is accounted for in accordance with the Guidance Note on Accounting for Corporate Dividend tax is regarded as a tax on distribution of profits and is not considered in determination of profits for the year.

1.14. Retirement and other employee benefits:

a) Retirement benefit in the form of provident fund is a defined benefit obligation of the company and the contributions are charged to the statement of profit and loss of the year when the contributions to the funds are due. The company is liable to meet the Shortfall, if any, in payment of intent at the rates declared by the central Government, and such liability is recognized in the year of shortfall.

b) Gratuity:

Gratuity liability is a defined benefit obligation of the company. The Company provides for gratuity to all eligible employees as calculated by actuarial valuer. The benefit is in the form of Lump sum payments to vested employees on resignation, retirement, on death while in employment or on termination of employment of and amount equivalent to 15 days basic salary payable to each completed year of services. Vesting occurs upon completion of 5 years of services. The company has not made annual contributions to funds administered by trustees or managed by insurance companies.

c) Leave Salaries:

Liabilities for privilege leave benefits, in accordance with the rules of the company is provided for as calculated by actuarial valuer, as prevailing salary rate for the entire un-availed leave balance as at the balance sheet date. Actuarial valuation for the liabilities has been provided as per report submitted by the certified valuer.

1.15. Impairment of assets:

The carrying amounts of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognised in the Statement of Profit and Loss whenever the carrying amount of an asset or a cash generating unit exceeds its recoverable amount. The recoverable amount of the assets (or where applicable, that of the cash generating unit to which the asset belongs) is estimated as the higher of its net selling price and its value in use. A previously recognized impairment loss is increased or reversed depending on changes in circumstances. However the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

1.16. Provisions, contingent liabilities & Assets:

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

1.17. Earning per Share:

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

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

1.18. Use Of Estimates:

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

1.19. Operating Lease

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

1.20. Segment reporting policies:

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

- a) Inter segment revenue has been accounted for based on the transaction price agreed to between segments which is primarily market based.
- b) Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue and expenses

1.21. CASH FLOW STATEMENT:

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

OM METALS INFRAPROJECTS LIMITED NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31 d March, 2017

Particulars	Figures as at 31/03/2017	Note - 2.1 Figures as at 31/03/2016 (Rs.)
SHARE CAPITAL:		(,
AUTHORISED 150000000 Equity Share Of Rs. 1/- each	150000000.00	150000000.00
ISSUED, SUBSCRIBED AND PAID UP		
96303809 Equity Share Of Rs.1/- each	96303809.00	96303809.00
Total	96303809.00	96303809.00
(1) Above issued, subscribed and paidup capital includes:- (a) 42554000 nos.of fully paid Equity Share of Rs. 1/- each were shares by way of capitalisation of reserves and Profit & Loss A (b) 20112659 Shares of Rs. 1 each have been allotted for considera pursuant to the scheme of amalgamation sanctioned by Hon'ble dated 19.01.2007 to the share holders of erstwhile:- Om Rajasthan Carbide Limited Jupiter Manufacturing Co. (P) Limited Om Structurals India (P) Limited Om Kothari Cement & Chemicals (P) Limited SAH Buildeon (P) Limited Richa Builders (P) Limited Total:-	Account ution other than eash,	5476259 5318400 5808000 1410000 1050000 1050000 20112659
(2) The company has a single class of equity shares. Each	ch share holder is eligible for one Vote p	per share held. The
(3) Details of Share holders holding more than 5 % equity sl	hares as at 31.03.2017	

Share Holder	No. of Share	Ownership Interest %	No. of Share	Ownership Interest %
1 T.C. Kothari & Sons	11408180	11.85%	11408180	11.85%
2 C. P. Kothari	6975245	7.24%	6165245	6.40%
3 Sunil Kothari	7150886	7.43%	7150886	7.43%
4 Anita Kothari	5893345	6.12%	5893345	6.12%
5 D.P. Kothari	4858346	5.04%	4858346	5.04%

As per the records of the company including its register of share holder/members and other declaration received

(4) The reconciliation of the number of shares outstanding as at March 31, 2017 and March 31, 2016 is set out below:

Particulars	As at	
	31.03.2017	31.03.2016
Number of shares at the beginning	96303809	96303809
Number of shares at the end	96303809	96303809

(5) The Company declares and pays dividends in Indian rupees.

In the period of three years immediately preceding March $31,\,2017$:

During the year ended March 31, 2015, the amount of dividend per share recognized as distribution to equity shareholders includes Rs. 0.20 per share of final dividend. The total dividend appropriation for the year ended March 31, 2015 amounted to Rs. 232.04 Lacs, including corporate dividend tax of Rs.39.04 Lacs.

The Board of Directors, in its meeting on March 11, 2016, declared an interim dividend of Rs. 0.30 per equity share. The total dividend appropriation for the year ended March 31, 2016 amounted to Rs. 347.73 Lacs, including corporate dividend tax of Rs. 58.82 Lacs.

The Board of Directors, in its meeting on 30 May, 2017, Proposed a Final dividend of Rs. 0.20 per equity share. The total dividend appropriation for the year ended March 31, 2017 amounted to Rs. 192.61 Lacs, including corporate dividend tax of Rs. 39.21 Lacs.

Reserves and Surplus Particulars A. Revaluation Reserve	31-03-2017	Note - 2.2 As at 31-03-2016 (Rs.)
As per last balance sheet	2000000.00	2000000.00
Add: Amount transfer from surplus in P& L	0	0.00
Less: - Transferred due to sale of building	2000000.00	0.00
	0.00	2000000.00
B. <u>Capital Reserve</u> As per last Balance sheet Add: loss in sanmati infra developer (associate) less: Adjustment on disposal of subsidiary (refer note 1(1.1))	1254981739.90 0.00 23170794.65	1231810945.25 22915122.65 255672.00
	1231810945.25	1254981739.90
C. <u>Security Premium Reserve</u> As per last balance sheet Add/less: Adjustment on disposal of subsidiary (refer note 1(1.1)) Add: Addition During the Year	2238449222.00 957833936.4 0 1280615285.61	1224764600.00 985112622.00 28572000.00 2238449222.00
General Reserve		
As per last balance sheet	239433200.00	221000000.00
D. Add:- Transferred from Profit and Loss	7500000.00	16500000.00
Add: Adjustment on disposal of subsidiary (refer note 1(1.1))	-1933200.00	1933200.00
	245000000.00	239433200.00
E. Surplus as per Statement of Profit and Loss		
Opening Balance	2750507651.42	2574139940.68
Less: Adjustment on disposal of subsidiary (refer note 1(1.1))	-27335004.19	-63640384.19
Less:Transfer to Pre acquisition Profit/{-) Loss	0.00	-705913.04
	2723172647.23	2509793643.45
Add. Net Profit after Tax Transferred from Profit and Loss a/c	110457950.35	291986687.96
Amount available for appropriation	2833630597.58	2801780331.42
Appropriations:		
Adjustment related to fixed assets (Refer note 2.12)	-1500000	0
Interim Dividend	102/07/2	28891143.00
Proposed Final Dividend Dividend Tax	19260762	0.00
Amount transferred to General Reserve	3920913 7500000	5881537.00 16500000.00
Surplus - Closing balance	2804448922.58	2750507651.42
	2331110722300	
Total	5561875153.44	6485371813.32
balance to be carried to balance sheet	5561875153.44	6485371813.32

Note 2.3

		<u>Figures as at</u>
Govt. Grant (Viability Gap funding)	31-03-2017	31-03-2016
		(Rs.)
Revenue Grant(Viability Gap funding) - State*	107852675.00	31262000
	107852675.00	31262000.00

Government grants are recognized when there is a reasonable assurance that the same will be received and conditions stipulated for its entitlement are complied with. Revenue grants shall be recognized in the statement of profit and loss they shall be adjusted to the related items of expenses/ treated as Income. Further the revenue grant shall be recognized for O & M and Debt servicing period(12.5 years). Capital grants are reduced from the gross value of the respective assets.

			Note 2.4
	<u>Figures as at</u>		
31-03-2017	31-03-2016	31-03-2017	31-03-2016
	(Rs.)		(Rs.)
Non Current	Non Current	Current	Current
0	0.00	121786.00	457010.00
1357543746.70	1414227008.04	288415499.58	142785243.38
1357543746.70	1414227008.04	288537285.58	143242253.38
6267945.85	22920361,62	20930259,00	27707530,00
100663340 73	109947486 97	0.00	0.00
199002349.73	190043093.07	0.00	0.00
205020205 50	2217/4057 40	20020250 00	27707524 04
203930295,58	221/04057.49	20930259.00	27707530.00
1563474042.28	1635991065.53	309467544.58	170949783.38
	Non Current 0 1357543746.70 1357543746.70 6267945.85 199662349.73 205930295.58	31-03-2017 31-03-2016 (Rs.) Non Current 0 0.00 1357543746.70 1414227008.04 1357543746.70 1414227008.04 6267945.85 22920361.62 199662349.73 198843695.87 205930295.58 221764057.49	31-03-2017 31-03-2016 (Rs.) 31-03-2017 (Rs.) Non Current Non Current Current 0 0.00 121786.00 1357543746.70 1414227008.04 288415499.58 1357543746.70 1414227008.04 288537285.58 6267945.85 22920361.62 20930259.00 199662349.73 198843695.87 0.00 205930295.58 221764057.49 20930259.00

Note:

Nature of securities

SBBJ Bank

- 1 Rupces term loan from bank is secured/to be secured by first charge by way of hypothecation of vehicle and further secured by way of personal guarantees of D.P. Kothari and Sunil Kothari directors of the company and C. P. Kothari (Former Chairman and Relative of Directors) Rs. 1.22 Lacs. (Due with in one year Rs. 1.22 Lacs, 2015-2016, Rs. 4.57 Lacs).
- 2 Loan from HDFC Bank Rs. 2848.36 Lacs are secured by way of hypothecation of related vehicle /machinery financed by them. (Due with in one year Rs. 353.25 Lacs, 2015-2016, Rs. 378.52 Lacs.)

Om Metal Consortium pvt. Ltd.(100% Subsidary)

3a In om metal consortium long term borrowings from Axis bank with Rs 2020.81 lacs out of which Rs. 520.81 lacs related to non current maturity.

Name of Bank	Terms of Repayment	Rate of Intt	Amount O/s including Current Maturity 31.03.2017	Security
Axis Bank	Repayment in eight quarterly installment of Rs. 500 lacs commencing from 30th June 2017 With morotium period of two years.	@ 12.85%	2020.81	Secured by way of Equitable Mortgage of Property located at Jaipur, present and future with ranking pari- pasiat charges and further guaranteed by Personal Guaranted of Directors

3b An undertaking given by the om metal infraproject limited to the Axis bank if any shortfall in the project cost, the Axis bank sanctioned of rs. 40Cr. for the project.

F (Bhilwara Jaipur Toll Road P Ltd) JV				
ICICI Bank		@ 12.75 to 13.25% Monthly Rest.	9000.00	Secured by Equitable mortgage and charge over all assets, present and future with ranking pari-passu charges, pledge of shares of Om Metal Infra Project \$82546 and SPML 506335 of equity shares and guaranteed by directors, Corporate Guarantee by SPML Infra Ltd and Om Metals Infraprojects Ltd
PNB	repayable of PNB from March 2016 in 50 ctrly installments of Rs. 2.12 Cr	and Interest Rates 12.75% to 13.25% at monthely rest.		Secured by Equitable mortgage and charge over all assets, present and future with ranking pari-passu charges , pledge of shares of Om Metal Infra Project Ltd and SPML and guaranteed by directors, Corporate Guarantee by SPML Infra Ltd and Om Metals Infraprojects Ltd
PNB	additional sanctioned and overall SD instalments starting as 1.1358 or from March 2016	Interest Rates 12.75% to 13.25% at monthely rest.	5111.00	Secured by Equitable mortgage and charge over all assets, present and future with ranking pari-passu charges, to be pledge of shares of Om Metal Infra Project Ltd and SPML and guaranteed by directors, Corporate Guarantee by SPML Infra Ltd and Om Metals Infraprojects Ltd

The above term loans are further secured by way of Pledge of shares of the Company i.e Bhilwara Jaipur Toll Road Pvt. Ltd., the details of which are as under:

Particulars	2016-17		2015-16	
	NO. OF SHARES	AMOUNT	NO. OF SHARES	AMOUNT
SHARES PLEDGED TO LENDER BANK OF BJTR	1321437	199051247	1321437	199051247
SHARES TO BE PLEDGED TO LENDER BANK OF BJTR	403487	60523050	403487	60523050
	repayable of ICICI from Nov 15 in 36 monthly installments of Rs. 0.16 Lacs		2.00	Secured by hypothication of vehicle

⁶ Loan from Dalmler Financial services Rs. 36.52 Laes, Tata Capital Finance Rs 180.00 Toyota Financial Services LTD Rs. 12.68 Laes and Kotak Mahindra Prime Ltd. Rs. 42.78 Laes are secured by way of hypothecation of related vehicle /machinery financed by them. (Due with in one year Rs. 209.30 Laes, 2015-2016, Rs. 277.08 Laes).

Note - 2.5

Deferred Tax Liabilities (Net)

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

Particulars	Balance as at 31.03.2016	Adjustment on disposal of subsidiary (reffer note 1(1.1))		Balance as at 31.03,2017
A. Deferred Tax Liabilities			4:04:010	
Depreciation and amortization B. Deferred Tax Assets	38301704	905308	18941349.5	56337745.5
Provision for leave with wages Provision for gratuity	707468 2604693	1	145697 337969	853165 2942662
Total: (B)	3312161	0	483666	3795827
Net Deferred tax liabilities (A-B)	34989543	905308	18457683.5	<u>52541918.5</u>

			Note 2,6
	Figures as at		Figures as at
03_2017		31_03_2017	31-03-2016
			Current
Current	140H CHITCH	<u>current</u>	<u>current</u>
20812-00	400364177.20	277172614.00	307598554.80
30812.00	400304177.23	277172044.00	307398334.80
3989250		2271046.00	
70062.00	400364177.29	279443690.00	307598554.80
			Note 2.7
6450424	6387762.00		0
1995215	1859681		0
5639.00	8247443.00	0.00	0.00
	6450424 1995215	Current Non Current 80812.00 400364177.29 3989250 70062.00 400364177.29 6450424 6387762.00 1995215 1859681	

⁷ Interest Rates are lending banks's Base rates + 4 to 5 % at monthely rest

⁸ Inter corporate deposit are unsecured and interest @ 12.50% and no repayment schedule

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	Figures as at 3/31/2017 (Rs.)	Note no. 2.8 <u>Figures as at</u> 3/31/2016 (Rs.)
Short Term Borrowings		
Working Capital Loan(From Banks)		
(a) Indian Rupee	684253325.92	471296202.8
(See note No.1)		
Short Term Loan against FDR		
From Bank(See note No.3)	4910107.362	75463749.09
Unsecured		
Inter Corporate deposits (interest free)	0.00	150000
	689163433.28	546909951.87

Notes

- 1 Working Capital Loans and non Fund hase facilities wiz. Bank Guarantees and Letter of Credit from banks i.e.SBBJ On Demand Bank, SBI, IDBI, BOB, SBOP, HIPC, Standered Chartered Bank & Industind Bank are secured by way of bypothecation of all company's current assets including all stocks and book debts and other movable, both present and future on ranking pari passu basis inter se between the lender. These loans are further secured / to be secured on pari-passu charges by way of first/second charge by way of mortgage, by deposit of titledeeds in respect of immovable properties (except on which secured loans taken from bank and other NBFC) & personal guarantees of the Shri D.P.Kothari, and Sunil Kothari Directors of the company and Shri C.P.Kothari (former Chairman and relative of Directors), and further secured by way of equitable mortgage of land & building helonging to other companies wiz Jupiter Metals (P) Ltd, Lambodar Finvest Pvt, Ltd., Om Hydromach Pvt, Ltd. and Om Kothari parawarik Trust and Hypothacation of Plant & machinery and current assets of OMML JSC JV Kameg (Arunachal Pradesh).
- 2 Cash credit facilities, Rupees loans carry interest rate in the range of MCLR + 1.20%. To 2.50%
- 3 Loan Against FDR is secured by way of pladge of FDR

Trade Pavables		Note 2.9
Trade Tayanta		
(a)Micro, small and Medium	4421085.00	1172070.08
enterprises Development Act, 2006		
(Ref note 2.33)	1177221407.01	130301404 10
(b) Others	417833407.91	428371476.40
	422254492.91	429543546.48
		Note 2.10
Current Maturity of Long Term Borrowings	309467544.58	170949783.38
Current Maturity of Other Long Term Liabilies	279443690.00	307598554.80
Unpaid/ Unclaimed Dividend	496601.80	790220.65
(as referred in Sec 205 C of the Companies Act, 1956)		
Other Payables		
Interest Accrued and due on the Borrowings	2594274.70	0
Advance from joint Ventures	0.00	25107600
Statutory Levies	31913631.85	27831951.71
Advance against sale of Proporty	81064378.00	81064378.00
For Expenses and other Liabilities	1432964.46	10305790.00
Advance from Customers	42962941.40	42216508.10
Sundry Creditors for capital goods*	8686992X.00	253918150.00
	836245954.79	919782936.64
*letter of ordit issued by the bank of rs. 2218.20 Lacs given to the supplier in P.Y.		
Short Term Provision		Note 2.11
Provision for Employees Benefits		
Leave Encashment (Current)	514093.00	221718.00
Provision for Gratuity	2204464.00	1275355.00
Others		
Proposed Final Dividend on Equity Shares	19260762	0.00
Corporate Dividend Tax	3920913	0.00
Income Tax, Wealth Tax and Income Tax including overseas	24199458.93 50099690.93	36145547.71 37642620,71
	2007707070	3/044020,/1

NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET As At 31st March, 2017 OM METALS INFRAPROJECTS LIMITED Fixed Assets

PARTICULARS	AS AT	ADDITIONS	SALES/	TOTAL COST	DEPRECIATION	DEPRECIATION	TANSFER	TOTAL	W.D.V.	W.D.V.
	01-04-2016		TRANSFER	AS AT	UP TO 31-U3-16	DURING THE	WRITTEN BACK /	DEPRE.	31-03-2017	31-03-2016
			CONSCLIDATION	31-03-2017		YEAR	CONSOLIDATION	CIATION		
Tandible Assets										
Free Hold Land	139615189.00	6496118.42	aa.a	146111307.42	0.00	116777.40	ad.a	118777.4D	145994530.02	139615189.00
Lease hold land including Tenancy right	860/100910.52	0000	22788455.27	8376/1/85.28	183208.74	00:0	00:0	183208.74	637 158276.52	859957731.78
Agriculture Land	15350576,00	000	5828345.00	0072231.00	00:00	00:00	00'0	00'0	9522231.00	15350576.00
Building/ Temp Tabour Quarter Shed	58139//3/ 22	218178003 39	754399695 00	555176045 61	122463718 82	824762013	5740361 80	125971278 15	429204767.46	46893401740
Plant & Machinery	974826434.nE	42998134.41	66202621.29	951696535.09	514228479.83	RB752189.88	37786163.69	556225926.66	3954,294,31,15	470599954.23
Furntura & Fixture	50010/199.90	172652.75	58638.60	53128514.B5	41129661.74	2289106.25	58577.84	43372190.15	675/323.00	8880438.16
Off co Equipments	18054831,87	2734003.57	1313444.85	12470050,50	13338080.08	2371971.52	400822.85	15250137.75	4225912.84	4715842.79
Cemputer	12446.27.73	858631 01	161250 58	1314348B DE	10656417 31	1197142 46	151250 88	11682288 78	1451188 78	1789710 42
Vehicle	187454384,89	10542894.00	2334883.63	115HB2385.29	R15P7514.1D	1n1k7kmg.kg	2107836.80	89587317.19	26075078.10	25946870.79
Tamp. Wooden Hut (100%.)	52171395.10	183600.03	3399468.03	7.2255527.10	52065353.16	388587.00	3349767.08	49034473.10	221051.00	406041.94
TOTAL	2822068116.29	275594021.22	35437074.68	2747811559.47	825871343.79	115521978.33	12135848.04	891733607.92	1856636804.26	1996196770.29
Intengible Assets										
Toll 'cad	1821280047.28	46930128.94	00'0	1870210176.22	21/10523/1/18	18087842.81	00:00	39493177.28	18307 16998.93	1799874812.80
Computer Software	1862027.18	256658.03	00'0	2106625.18	1456204.00	305640.58	12050.50	1749785.08	350840.10	405823.18
Goodwill	1029135791.22	000	994199253.02	34835538.20	0.00	0.00	0.00	00.00	34936538.20	1029135791.22
TOTAL	1030997818.40	49186786.94	0.00	1907253339.60	22861438.48	18393583.39	0.00	41242962.37	1866010377.23	2829416427.20
On notal Inhaproject limited	0.00	000	00'0	0.00	00'0	00.0	00'0	00:0	3970538.82	1283503.00
On metal real estate private limited	n.nn	000	o.o.	0.00	0.00	0.00	ou.o	uu.u	1902813.78	1563314.00
Bihar Logistics Private limited	0.00	0.00	00.0	00.0	00:00	0.00	00:0	00:00	112182.18	
Gujrat warehousing private imited	00.00	0000	00'0	00'0	00:00	00'0	00'0	00'0	130400.51	
Uttar pradosh logistics Private limited	00.00	0000	00.0	00:00	00:00	00:0	00:0	00:0	65118.50	
Gurha Thermial	n.nn	D.D.D	uu.a	0.00	0.00	0.00	ou.o	on.o	455546511.39	48271463.39
West Bangal logistics private limited	0.00	0.00	0.00	0.00	00.0	0.00	0.00	00:00	3/038.50	
Mapanga	00.0	0000	00'0	000	00:00	00:00	00'0	00'0	4096195.55	
Oin incrai	00.0	0.00	00.0	00.00	00:00	00.00	00.0	00:0	25138.00	
Capital Work in Progress	U.U.U	0.00	0.00	0.00	0.00	0.00	0.00	0.00	59529377.50	51118380.39
Grand Total	3853065934.69	324780808.10	1344124388.97	4654890341.15	848732782.27	133915561.72	49705184.32	932943159.66	3781576558.99	4876731580.09
Figures For Previous Year										
Tangible Assets	2587550422.28	496253340.12	257289834.49	28220081'C	778294208.34	81599343.29	35424514.14	825871343.79	1996196770.29	1789256219.53
Intangible Assots	1660384515.61	1213518004.90	21024714.89	2852277865.68	4635986.67	18225452.31	00.0	22801438.98	2829416427.20	1655748529.69
GRAND Total	4227834837.87	1709771405.08	278914549.38	5674345981.97	782930193.01	99824785.60	35424514.14	848732782.77	4876731577.38	3582836593.00

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

(b) Temprary Labour Quarter/Shed/Hut and Faridabad unit gross carrying cost of Rs. 440.02 Lacs are Construct at customer projects site are not owned by the company and provision of Dep reciation/amortised made as per rules of the companies Act.

(c) Vehicle gross Block includes rs, 59.06 Lacs registered in the name of the Director of the Co. (d) Commercial Property purchased during the year Rs. 21 Grores is pending for registration with the registrating Authority.

Note 2.12

in continuation to 2.12

Tangible assets provided on operating lease to Om Metals Auto P Ltd , (a related party) as at March 31, 2017 are as follows:

Particulars	Cost	Accumulated Dep	Net Book Value
Lease hold Land	19701526.00	0.00	19701526.00
Buildings	36589487.50	26008929.76	10580557.74
Total	56291013.50	26008929.76	30282083.74

The rental income from Om MetalsAuto Pvt. Ltd. for the Year ended March 31,2017 and March 31,2016 amounted to Rs. 72.00 Lacs and Rs.72.00 Lacs respectively.

Note 2.13

LONG TERM INVESTMENTS (at cost): TRADE INVESTMENTS INCL. JV	No. of Shares	Face Value	31/03/2017 Amount	31/03/2016 Amount
Ordinary Share (Fully paid up)				
Om Metals Developers Private Ltd.	3250		0.00	235770.00
N.K.P. Holdings Private Limited		10.00	11111500.00	11111500.00
Om Sensational Properties Private Ltd	1250	10.00	12500.00	12500.00
Sanmati buildcon P Ltd	16000	10.00	0.00	160000.00
_			11124000.00	11519770.00
In Associates				
Om Shivaya Real Estate Private Limited	190000	10.00	2550000	2550000.00
-			2550000.00	2550000.00
Others				
Sun Boarn Energy Pvt. Ltd.	10000	10.00	100000.00	100000.00
Add-Elcina Electronics Pvt. Ltd.	26000.00	1.00	26000.00	26000.00
			126000.00	126000.00
OTHER INVESTMENTS (QUOTED)				
Investments in Equity Instruments		4	.=	.=
Manglam Timber Ltd.	800	10.00	17040.00	17040.00
Reliance Capital Ltd.	3	10.00	897.00	897.00
Reliance Communication Ltd.	60	5.00	8972.00	8972.00
Reliance Infrastructure Ltd.	4	10.00	1196.00	1196.00
Reliance Power Ltd	15	10.00	8972.00	8972.00
Reliance Industries Ltd.	100		17963.00	17963.00
State Bank of India	50		5000.00	5000.00
Century Enka Ltd.	20	10.00	6000.00	6000.00
ICICI Corporate Bond	328764.241	22.81	0.00	7500000.00
-			66040.00	7566040.00
Investment in Government and Trust securities (un National Saving Certificate (Deposited	iquoted)			
with in Sales Tax Dept, interest is to be adjusted on realisation)			64800.00	64800.00
		_	64800.00	64800.00
Investments in Jv/partnership				
Om metal consortium P.F. (capital contribution net)		218233035.33	217225368.38
Grand Total		_	232163875.33	239051978.38
NOTE:				
 Aggregate value of investments 		Quoted	0.66	75.66
		Unquoted	138	141.96
		Market price-quoted	3.17	78.33
		156		

Note

Parket No. Carrier of Carrier	Long term Loans and Advances	As At 3 <u>1/03/2017</u> Amount	Note No. 2.14 As At 3 <u>1/03/2016</u> Amount
Capital Advance			
Security Deposity 95852112.14 65207817.00 Lanu & Advances With Related Pury 11071795.32 17904013.00 Balance With Statutory/Govt. Authority 11071795.32 17904013.00 Other Louns and Advances 7498785.00 131112370.98 Other Louns and Advances 749878	-	24784200.00	26466800.00
Data Servances with Related Parry 10 joint Venures/Associates	•		
To Joint Ventures Associates		77.00	00207011100
Discours taxes paid including & MAT credit cutificredit (vitid provision) 19932082.65 1311123709 & 17498755.86 1311123709 & 17498755.86 1311123709 & 17498755.86 1318361.55 1318161.55 1	•	411674279.81	375256573,48
O Income taxes paid including & MAT credit cuit (ment) Not of Provision) 69932082.65 131112370.98 7498755.86 11983616.55 120813325.78 12081325.78 12081325.78 12081325.78 12081325.78 12081325.78 12081325.78 12081325.78	Balance With Statutory/Govt. Authority	11071795.32	17904013.00
wittlement(Net of Provision) 6992,082.55 131112370,98 (ii) Others Loans and Advances 7498755.86 13198361,655 Note No. 2.15 Other Nan Current assets Unsecured considered good unless otherwise stated Non current Bank Balance Fixed Deposit with banks 56213947,94 472,09025,60 MISCELLENOUS EXPENDITURE Deferred Revenue Exp 4113682.27 4612929.61 ENVENTORIES As At A As At A A A A	Other Loans and Advances		
(i) Others Louns and Advances 7498755.86 11988616.55 Coher Non Current assets Note No. 2.15 Unsecured considered good unless otherwise stated Secure of Current Bank Balance Secure of Current Bank Balance Fixed Deposit with banks 56213947.94 47209025.00 MISCELLENOUS EXPENDITURE 4113682.27 461299.01 Deferred Revenue Exp 43138.2017 31831201.7 Note No. 2.16 31831201.7 31831201.7 Note No. 2.16 31831201.7 31831201.7 Raw Material 8532598.76 117531639.59 Work in Progress 2705885798.22 2509305248.04 Finished Goods 109374478.28 53772102.61 Store & spares 216283.53 291886.77 Raw Material/Store & Spares includes goods in Transit(Rs in Lakhs) 112.06 12438 Trade Receivable Note No. 2.17 1205855503503 125218635.4 Close constanding for a period exceeding 6 months from the date they are due for Paymen. 181207209.56 192218635.4 Close deep Doubt full 64662095.10 632587401.8 64662095.10 632587401.8 <td></td> <td></td> <td></td>			
Note No. 2.15 Other Non Current assets Unsecured considered good unless otherwise stated Non-current Bank Balance Fixed Deposit with banks 5621347.94 47209025.60 A113682.27 4612929.61 A113682.27 A113632.016 A113632	(n) Others Loans and Advances		
Discurrent assets		620813325.78	627936191.01
Note No. 2.16 No.	Other New Comments are to		Note No. 2.15
Fixed Deposit with banks 56213947.94 47209025.60			
MISCELLENOUS EXPENDITURE 2413682.27 4612929.61 60327630.21 51821955.21 60327630.21 51821955.21 60327630.21 51821955.21 60327630.21 51821955.21 60327630.21 51821955.21 60327630.21 603	5		
Note No. 2.16 As At As A	Fixed Deposit with banks	56213947.94	47209025.60
Note No. 2.16 Note No. 2.16 Note No. 2.16 Note No. 2.16 As At 3.103/2017 Almount Amount Amou	MISCELLENOUS EXPENDITURE		
Note No. 2.16 As At	Deferred Revenue Exp	4113682.27	4612929.61
INVENTORIES As At 31/03/2017 (31/03/2016 Amount) As At 31/03/2017 (Amount) As At 31/03/2016 (Amount) Amount Amount As At 31/03/2016 (Amount) As At 4 As At 4 As At 21/03/2016 (Amount) As At 21/03/2016 (Amount) As At 21/03/2016 (Amount) As At 31/03/2016 (Amount) As At 48/03/2018 (Amount) As At 4 As At 21/03/2018 (Amount)		60327630.21	51821955.21
Raw Material 31/03/2017 Amount 31/03/2016 Amount Raw Material 85232698.76 117531639.59 Work in Progress 2705885798.22 2509305248.04 Finished Goods 109374478.28 53772102.61 Store & spares 2216283.53 2918826.77 Raw Material/Store & Spares includes goods in Transit(Rs in Lakhs) 112.06 124.58 Trade Receivable (Unsecured considered good except to the extent stated) Note No. 2.17 Debtors outstanding for a period exceeding 6 months from the date they are due for Payment. 181207209.56 192218635.42 Considered Doubt full 0.00 1350000.00 Other debtors 646620954.10 632587409.18			Note No. 2.16
Raw Material Amount Work in Progress 2705885798.22 2509305248.04 Finished Goods 109374478.28 53772102.61 Store & spares 2216283.53 2918826.77 Raw Material/Store & Spares includes goods in Transit(Rs in Lakhs) 112.06 124.58 Trade Receivable (Unsecured considered good except to the extent stated) Note No. 2.17 Debtors outstanding for a period exceeding 6 months from the date they are due for Payment. 181207209.56 192218635.42 Considered Doubt full 0.00 1350000.00 Other debtors 646620954.10 632587409.18	INVENTORIES		
Work in Progress 2705885798.22 2509305248.04 Finished Goods 109374478.28 53772102.61 Store & spares 2216283.53 2918826.77 Raw Material/Store & Spares includes goods in Transit(Rs in Lakhs) 112.06 124.58 Trade Receivable (Unsecured considered good except to the extent stated) Note No. 2.17 Debtors outstanding for a period exceeding 6 months from the date they are due for Payment. 181207209.56 192218635.42 due for Payment. Considered Doubt full 0.00 1350000.00 do 32587409.18 Other debtors 646620954.10 632587409.18			
Finished Goods 109374478.28 53772102.61 Store & spares 2216283.53 2918826.77	Raw Material	85232698.76	117531639.59
Store & spares 2216283.53 2918826.77 2902709258.79 2683527817.01 Raw Material/Store & Spares includes goods in Transit(Rs in Lakhs) 112.06 124.58 Trade Receivable (Unsecured considered good except to the extent stated) Note No. 2.17 Debtors outstanding for a period exceeding 6 months from the date they are due for Payment. 181207209.56 192218635.42 Considered Doubt full 0.00 1350000.00 Other debtors 646620954.10 632587409.18	Work in Progress	2705885798.22	2509305248.04
2902709258.79 2683527817.01	Finished Goods	109374478.28	53772102.61
Raw Material/Store & Spares includes goods in Transit(Rs in Lakhs) Trade Receivable (Unsecured considered good except to the extent stated) Debtors outstanding for a period exceeding 6 months from the date they are due for Payment. Considered Doubt full Other debtors 112.06 Note No. 2.17 181207209.56 192218635.42 192218635.42 0.00 1350000.00 Other debtors 646620954.10 632587409.18	Store & spares	2216283.53	2918826.77
Trade Receivable Note No. 2.17 (Unsecured considered good except to the extent stated) 181207209.56 192218635.42 Debtors outstanding for a period exceeding 6 months from the date they are due for Payment. 0.00 1350000.00 Other debtors 646620954.10 632587409.18		2902709258.79	2683527817.01
Unsecured considered good except to the extent stated)	Raw Material/Store & Spares includes goods in Transit(Rs in Lakhs)	112.06	124.58
Debtors outstanding for a period exceeding 6 months from the date they are due for Payment. 181207209.56 192218635.42	Trade Receivable		Note No. 2.17
due for Payment. 0.00 1350000.00 Considered Doubt full 0.00 646620954.10 632587409.18	(Unsecured considered good except to the extent stated)	181207209.56	
Other debtors 646620954.10 632587409.18			
			1350000.00
827828163.66 826156044.59	Other debtors	646620954.10	632587409.18
		827828163.66	826156044.59

CASH AND BANK BALANCE		
CASH AND CASH EQUIVALENTS		Note No. 2.18
Balances with Banks		
On Current Account	99556577.34	83404323.45
On Saving Bank accounts	10330.84	10330.84
On Term Deposit accounts with maturity less then 3 months at inception	26073043.07	80839037.49
On Unpaid Dividend accounts	496601.80	790220.65
Cash on Hand	4161591.61	4836433.05
·	130298145.55	169880345.48
Others		
A In term deposit account		
1 With maturity more than 3 months but less than 12 months at inception	24838467.54	183281445.77
2 With maturity more than 12 months at inception	239384531.92	340125740.58
·	264222999.46	523407186.35
·	394521145.01	693287531.83
Amount disclosed under non current assets	56213947.94	47209025.60
·	338307197.07	646078506.23
Sub Note		
Earmarked balance (In term deposit account)(Rs. In laks)	997.10	1800.78

The deposits maintained by the Company with banks comprise of time deposits, which can be withdrawn by the Company at any point without prior notice or penalty on the principal.

		Note No. 2.19
Short Term Loans and Advances		
(Unsecured, Considered good unless otherwise stated)		
Others		
Advances recoverable in cash or or in kind	216916422.28	172012843.1
or for value to be received		
Prepaid Expenses	14569678.11	14781116,44
Balance with Revenue Authority (including Income tax)	142393502,00	81563929,72
Advance to Staff	2694562.98	1876505.19
Other loan and Advances	7000000.00	0
	446574165.37	270234394.48
		Note No. 2.20
Other Current assets		
Interest Accrued on Fixed Deposits	1613767.85	11542210.19
Unbilled Receivables (Less Advance Received from Customers)	409061891.99	389579003.51
Others	66684.00	779599.00
	410742343.84	401900812.70

Particulars	2016-17	Note- 2.21 2015-16 (Rs.)
Revenue From Operations		
Sale of Products		
Sales of Gate, components & allied receipts		
including EPC contract receipts		
Overseas	69,384,833.75	308,042,832.61
Domestic	2,241,044,966.69	1,362,980,641.00
Real Estate Business	204,189,095.11	498,029,090.64
	2,514,618,895.55	2,169,052,564.24

Guest Accomodation, Banquet, Health Club, Laundry receipt of Hotel 37,360,207.58 39,766,206.69 Toll Revenue 112,411,558.98 109,034,080.93 Sale of Food, Liquar and Beverages 27,369,087.68 30,312,589.21 Transportation receipts 3,785,286.00 13,102,648.40 VGF GRANT 17,248,000.00 17,248,000.00 Job Work Receipts 119,319,946.04 4,291,482.43 Trial & Testing Receipts 1,733,934.30 2,360,555.00 Receipts from wind power electric generation 2,487,343.00 1,746,298.00 Receipt from share of operating profit from Cinema 14,622,579.00 15,110,532.00 Receipt from share of operating profit from Cinema 14,622,579.00 15,110,532.00 Note: Overseas include Nepal 2,850,956,838.13 2,402,024,956.89 Particulars of Sales of Products Gate and Gate Components 383,959,057.35 591,718,914.25 Contract Receipts 1,642,696,735.88 1,016,374,986.25 Real Estate Business 204,189,095.11 498,029,909.64 Food Grain - 62,929,573.10 CSD & WATER Closer	Sale of Services & other operating revenue		
Toll Revenue 112,411,588,98 109,034,080,93 Sale of Food, Liquar and Beverages 27,369,087,68 30,312,589,21 Transportation receipts 3,785,286,00 13,102,648,40 VGF GRANT 17,248,000.00 17,248,000.00 Job Work Receipts 119,319,946,04 4,291,482,43 Trial & Testing Receipts 1,733,934,30 2,360,555,00 Receipt from wind power electric generation 2,487,343,00 1,746,298,00 Receipt from share of operating profit from Cinema 14,622,579,00 15,110,532,00 Receipt from share of operating profit from Cinema 14,622,579,00 15,110,532,00 Receipt from share of operating profit from Cinema 14,622,579,00 15,110,532,00 Receipt from share of operating profit from Cinema 14,622,579,00 15,110,532,00 Particulars of Sales of Products Gate and Gate Components 383,959,658,381,13 2,402,024,956.89 Particulars of Sales of Products Gate and Gate Components 383,959,057,35 591,718,914.25 Contract Receipts 1,642,696,735.88 1,016,374,986.25 <td< td=""><td></td><td>27 260 207 59</td><td>20.766.206.60</td></td<>		27 260 207 59	20.766.206.60
Sale of Food, Liquar and Bevernges 27,369,087.68 30,312,589.21 Transportation receipts 3,785,286.00 13,102,648.40 VGF GRANT 17,248,000.00 17,248,000.00 Job Work Receipts 119,319,946.04 4,291,482.43 Trial & Testing Receipts 1,733,934.30 2,360,555.00 Receipts from wind power electric generation 2,487,343.00 1,746,298.00 Receipt from share of operating profit from Cinema 14,622,579.00 15,110,532.00 Note: Overscas include Nepal 2,850,956,838.13 2,402,024,956.89 Note: Overscas include Nepal 36,337,942.58 232,972,392.65 Gate and Gate Components 383,959,057.35 591,718,914.25 Contract Receipts 1,642,696,735.88 1,016,374,986.25 Real Estate Business 204,189,095.11 498,029,090.64 Food Grain - 62,929,573.10 CSD & WATER Closer 283,774,007.21 - Total 2,514,618,895.55 2,169,052,564.24 Dividend receipts 48,300,843.74 64,564,555.44 Dividend receipts 13,071,382.00 14,952,199			
Transportation receipts 3,785,286.00 13,102,648.40 VGF GRANT 17,248,000.00 17,248,000.00 Job Work Receipts 119,319,946.04 4,291,482.43 Trial & Testing Receipts 1,733,934.30 2,360,555.00 Receipts from wind power electric generation 2,487,343.00 1,746,298.00 Receipt from share of operating profit from Cinema 14,622,579.00 15,110,532.00 Receipt from share of operating profit from Cinema 336,337,942.58 232,972,392.65 Particulars of Sales of Products 2,850,956,838.13 2,402,024,956.89 Note: Overseas include Nepal 383,959,057.35 591,718,914.25 Contract Receipts 1,642,696,735.88 1,016,374,986.25 Real Estate Business 204,189,095.11 498,029,090.64 Food Grain - 62,929,573.10 CSD & WATER Closer 283,774,007.21 - Total 2,514,618,895.55 2,169,052,564.24 Dividend receipts 48,300,843.74 64,504,555.44 Dividend receipts 13,071,382.00 14,952,199.00 Rent and hire receipts 13,071,382.00			
VGF GRANT 17,248,000.00 17,248,000.00 Job Work Receipts 119,319,946.04 4,291,482.43 Trial & Testing Receipts 1,733,934.30 2,360,555.00 Receipts from wind power electric generation 2,487,343.00 1,746,298.00 Receipt from share of operating profit from Cinema 14,622,579.00 15,110,532.00 A336,337,942.58 232,972,392.68 Particulars of Sales of Products 2,850,956,838.13 2,402,024,956.89 Note: Overseas include Nepal 383,959,057.35 591,718,914.25 Contract Receipts 1,642,696,735.88 1,016,374,986.25 Real Estate Business 204,189,095.11 498,029,090.64 Food Grain - 62,929,573.10 CSD & WATER Closer 283,774,007.21 - Total 2,514,618,895.55 2,169,052,564.24 OTHER INCOME 11 11 Interest from deposit and others(Gross) 48,300,843.74 64,564,555.44 Dividend receipts 64.00 209,308.10 Miscellenous receipts 2,750,425.71 2,707,317.06 Claims Receipts <td< td=""><td>Sale of Food, Liquar and Beverages</td><td>27,369,087.68</td><td>30,312,389.21</td></td<>	Sale of Food, Liquar and Beverages	27,369,087.68	30,312,389.21
Dis Work Receipts 119,319,946.04 4,291,482.43	Transportation receipts	3,785,286.00	13,102,648.40
Trial & Testing Receipts 1,733,934.30 2,360,555.00 Receipts from wind power electric generation 2,487,343.00 1,746,298.00 Receipt from share of operating profit from Cinema 14,622,579.00 15,110,532.00 336,337,942.58 232,972,392.65 2,850,956,838.13 2,402,024,956.89 Note: Overseas include Nepal Particulars of Sales of Products Gate and Gate Components 383,959,057.35 591,718,914.25 Contract Receipts 1,642,696,735.88 1,016,374,986.25 Real Estate Business 204,189,095.11 498,029,090.64 Food Grain - 62,929,573.10 CSD & WATER Closer 283,774,007.21 - Total 2,514,618,895.55 2,169,052,564.24 Dividend receipts 48,300,843.74 64,564,555,544 Dividend receipts 64,00 209,308.10 Rent and hire receipts 13,071,382.00 14,952,199.00 Miscellenous receipts 2,750,425.71 2,707,317.06 Claims Receipts 9,735,172.12 18,039,501.00 Profit on sale of Fixed Asset	VGF GRANT	17,248,000.00	17,248,000.00
Receipts from wind power electric generation 2,487,343.00 1,746,298.00 Receipt from share of operating profit from Cinema 14,622,579.00 15,110,532.00 336,337,942.58 232,972,392.65 2,850,956,838.13 2,402,024,956.89 Note: Overseas include Nepal Particulars of Sales of Products Gate and Gate Components 383,959,057.35 591,718,914.25 Contract Receipts 1,642,696,735.88 1,016,374,986.25 Real Estate Business 204,189,095.11 498,029,090.64 Food Grain - 62,929,573.10 CSD & WATER Closer 283,774,007.21 - Total 2,514,618,895.55 2,169,052,564.24 Interest from deposit and others(Gross) 48,300,843.74 64,564,555.44 Dividend receipts 64.00 209,308.10 Rent and hire receipts 13,071,382.00 14,952,199.00 Miscellenous receipts 2,750,425.71 2,707,317.06 Claims Receipts 9,735,172.12 18,039,501.00 Profit on Sale of Fixed Assets 1,942,977.00 - Bed debt reco	Job Work Receipts	119,319,946.04	4,291,482.43
Receipt from share of operating profit from Cinema 14,622,579.00 15,110,532.00 336,337,942.58 232,972,392.65 2,850,956,838.13 2,402,024,956.89 Note: Overseas include Nepal Particulars of Sales of Products Gate and Gate Components 383,959,057.35 591,718,914.25 Contract Receipts 1,642,696,735.88 1,016,374,986.25 Real Estate Business 204,189,095.11 498,029,090.64 Food Grain - 62,929,573.10 CSD & WATER Closer 283,774,007.21 - Total 2,514,618,895.55 2,169,052,564.24 Dividend receipts 64.00 209,308.10 Rent and hire receipts 64.00 209,308.10 Rent and hire receipts 13,071,382.00 14,952,199.00 Miscellenous receipts 2,750,425.71 2,707,317.06 Claims Receipts 9,735,172.12 18,039,501.00 Profit on Sale of Fixed Assets 1,942,977.00 70,000.00 Bed debt recoverd 70,000.00 70,000.00 Profit on sale of investment 12,850,000.00	Trial & Testing Receipts	1,733,934.30	2,360,555.00
14,622,579.00 15,110,532.00 336,337,942.58 232,972,392.65	Receipts from wind power electric generation	2,487,343.00	1,746,298.00
336,337,942.58 232,972,392.65			
Note: Overseas include Nepal	Cinema		
Note: Overseas include Nepal Particulars of Sales of Products Gate and Gate Components 383,959,057.35 591,718,914.25 Contract Receipts 1,642,696,735.88 1,016,374,986.25 Real Estate Business 204,189,095.11 498,029,090.64 Food Grain - 62,929,573.10 CSD & WATER Closer 283,774,007.21 - Total 2,514,618,895.55 2,169,052,564.24 Note - 2.22 OTHER INCOME 1 48,300,843.74 64,564,555.44 Dividend receipts 64.00 209,308.10 Rent and hire receipts 13,071,382.00 14,952,199.00 Miscellenous receipts 2,750,425.71 2,707,317.06 Claims Receipts 9,735,172.12 18,039,501.00 Profit on Sale of Fixed Assets 1,942,977.00 - Bed debt recoverd 70,000.00 - Profit on sale of investment 12,850,000.00 326,267.33 Excess Provision written back 6,531,857.50 89,872,161.02 Share in Profit of Om Metals Consortium (P.F.) 947,66		336,337,942.58	232,972,392.65
Particulars of Sales of Products Gate and Gate Components 383,959,057.35 591,718,914.25 Contract Receipts 1,642,696,735.88 1,016,374,986.25 Real Estate Business 204,189,095.11 498,029,090.64 Food Grain - 62,929,573.10 CSD & WATER Closer 283,774,007.21 - Total 2,514,618,895.55 2,169,052,564.24 Interest from deposit and others(Gross) 48,300,843.74 64,564,555.44 Dividend receipts 64.00 209,308.10 Rent and hire receipts 13,071,382.00 14,952,199.00 Miscellenous receipts 2,750,425.71 2,707,317.06 Claims Receipts 9,735,172.12 18,039,501.00 Profit on Sale of Fixed Assets 1,942,977.00 - Bed debt recoverd 70,000.00 Profit on sale of investment 12,850,000.00 326,267.33 Excess Provision written back 6,531,857.50 89,872,161.02 Share in Profit of Om Metals Consortium (P.F.) 947,666.95 (400,100.00)	<u> </u>	2,850,956,838.13	2,402,024,956.89
Gate and Gate Components 383,959,057.35 591,718,914.25 Contract Receipts 1,642,696,735.88 1,016,374,986.25 Real Estate Business 204,189,095.11 498,029,090.64 Food Grain - 62,929,573.10 CSD & WATER Closer 283,774,007.21 - Total 2,514,618,895.55 2,169,052,564.24 Note - 2.22 OTHER INCOME Interest from deposit and others(Gross) 48,300,843.74 64,564,555.44 Dividend receipts 64.00 209,308.10 Rent and hire receipts 13,071,382.00 14,952,199.00 Miscellenous receipts 2,750,425.71 2,707,317.06 Claims Receipts 9,735,172.12 18,039,501.00 Profit on Sale of Fixed Assets 1,942,977.00 - Bed debt recoverd 70,000.00 - Profit on sale of investment 12,850,000.00 326,267.33 Excess Provision written back 6,531,857.50 89,872,161.02 Share in Profit of Om Metals Consortium (P.F.) 947,666.95 (400,100.00)	Note: Overseas include Nepal		
Contract Receipts 1,642,696,735.88 1,016,374,986.25 Real Estate Business 204,189,095.11 498,029,090.64 Food Grain - 62,929,573.10 CSD & WATER Closer 283,774,007.21 - Total 2,514,618,895.55 2,169,052,564.24 Note - 2.22 OTHER INCOME Interest from deposit and others(Gross) 48,300,843.74 64,564,555.44 Dividend receipts 64.00 209,308.10 Rent and hire receipts 13,071,382.00 14,952,199.00 Miscellenous receipts 2,750,425.71 2,707,317.06 Claims Receipts 9,735,172.12 18,039,501.00 Profit on Sale of Fixed Assets 1,942,977.00 - Bed debt recoverd 70,000.00 Profit on sale of investment 12,850,000.00 326,267.33 Excess Provision written back 6,531,857.50 89,872,161.02 Share in Profit of Om Metals Consortium (P.F.) 947,666.95 (400,100.00)	Particulars of Sales of Products		
Real Estate Business 204,189,095.11 498,029,090.64 Food Grain - 62,929,573.10 CSD & WATER Closer 283,774,007.21 - Total 2,514,618,895.55 2,169,052,564.24 Note - 2.22 OTHER INCOME Interest from deposit and others(Gross) 48,300,843.74 64,564,555.44 Dividend receipts 64.00 209,308.10 Rent and hire receipts 13,071,382.00 14,952,199.00 Miscellenous receipts 2,750,425.71 2,707,317.06 Claims Receipts 9,735,172.12 18,039,501.00 Profit on Sale of Fixed Assets 1,942,977.00 - Bed debt recoverd 70,000.00 Profit on sale of investment 12,850,000.00 326,267.33 Excess Provision written back 6,531,857.50 89,872,161.02 Share in Profit of Om Metals Consortium (P.F.) 947,666.95 (400,100.00)	Gate and Gate Components	383,959,057.35	591,718,914.25
Food Grain - 62,929,573.10 CSD & WATER Closer 283,774,007.21 - Total 2,514,618,895.55 2,169,052,564.24 Note - 2.22 OTHER INCOME Interest from deposit and others(Gross) 48,300,843.74 64,564,555.44 Dividend receipts 64.00 209,308.10 Rent and hire receipts 13,071,382.00 14,952,199.00 Miscellenous receipts 2,750,425.71 2,707,317.06 Claims Receipts 9,735,172.12 18,039,501.00 Profit on Sale of Fixed Assets 1,942,977.00 - Bed debt recoverd 70,000.00 Profit on sale of investment 12,850,000.00 326,267.33 Excess Provision written back 6,531,857.50 89,872,161.02 Share in Profit of Om Metals Consortium (P.F.) 947,666.95 (400,100.00)	Contract Receipts	1,642,696,735.88	1,016,374,986.25
CSD & WATER Closer 283,774,007.21 - Total 2,514,618,895.55 2,169,052,564.24 Note - 2.22 OTHER INCOME Interest from deposit and others(Gross) 48,300,843.74 64,564,555.44 Dividend receipts 64.00 209,308.10 Rent and hire receipts 13,071,382.00 14,952,199.00 Miscellenous receipts 2,750,425.71 2,707,317.06 Claims Receipts 9,735,172.12 18,039,501.00 Profit on Sale of Fixed Assets 1,942,977.00 - Bed debt recoverd 70,000.00 Profit on sale of investment 12,850,000.00 326,267.33 Excess Provision written back 6,531,857.50 89,872,161.02 Share in Profit of Om Metals Consortium (P.F.) 947,666.95 (400,100.00)	Real Estate Business	204,189,095.11	498,029,090.64
Total 2,514,618,895.55 2,169,052,564.24 Note - 2.22 OTHER INCOME Interest from deposit and others(Gross) 48,300,843.74 64,564,555.44 Dividend receipts 64.00 209,308.10 Rent and hire receipts 13,071,382.00 14,952,199.00 Miscellenous receipts 2,750,425.71 2,707,317.06 Claims Receipts 9,735,172.12 18,039,501.00 Profit on Sale of Fixed Assets 1,942,977.00 - Bed debt recoverd 70,000.00 326,267.33 Excess Provision written back 6,531,857.50 89,872,161.02 Share in Profit of Om Metals Consortium (P.F.) 947,666.95 (400,100.00)	Food Grain	-	62,929,573.10
Note - 2.22 OTHER INCOME Interest from deposit and others(Gross) 48,300,843.74 64,564,555.44 Dividend receipts 64.00 209,308.10 Rent and hire receipts 13,071,382.00 14,952,199.00 Miscellenous receipts 2,750,425.71 2,707,317.06 Claims Receipts 9,735,172.12 18,039,501.00 Profit on Sale of Fixed Assets 1,942,977.00 - Bed debt recoverd 70,000.00 Profit on sale of investment 12,850,000.00 326,267.33 Excess Provision written back 6,531,857.50 89,872,161.02 Share in Profit of Om Metals Consortium (P.F.) 947,666.95 (400,100.00)	CSD & WATER Closer	283,774,007.21	-
OTHER INCOME Interest from deposit and others(Gross) 48,300,843.74 64,564,555.44 Dividend receipts 64.00 209,308.10 Rent and hire receipts 13,071,382.00 14,952,199.00 Miscellenous receipts 2,750,425.71 2,707,317.06 Claims Receipts 9,735,172.12 18,039,501.00 Profit on Sale of Fixed Assets 1,942,977.00 - Bed debt recoverd 70,000.00 - Profit on sale of investment 12,850,000.00 326,267.33 Excess Provision written back 6,531,857.50 89,872,161.02 Share in Profit of Om Metals Consortium (P.F.) 947,666.95 (400,100.00)	Total	2,514,618,895.55	2,169,052,564.24
Interest from deposit and others(Gross) 48,300,843.74 64,564,555.44 Dividend receipts 64.00 209,308.10 Rent and hire receipts 13,071,382.00 14,952,199.00 Miscellenous receipts 2,750,425.71 2,707,317.06 Claims Receipts 9,735,172.12 18,039,501.00 Profit on Sale of Fixed Assets 1,942,977.00 - Bed debt recoverd 70,000.00 Profit on sale of investment 12,850,000.00 326,267.33 Excess Provision written back 6,531,857.50 89,872,161.02 Share in Profit of Om Metals Consortium (P.F.) 947,666.95 (400,100.00)	OTHER INCOME		Note - 2.22
Dividend receipts 64.00 209,308.10 Rent and hire receipts 13,071,382.00 14,952,199.00 Miscellenous receipts 2,750,425.71 2,707,317.06 Claims Receipts 9,735,172.12 18,039,501.00 Profit on Sale of Fixed Assets 1,942,977.00 - Bed debt recoverd 70,000.00 Profit on sale of investment 12,850,000.00 326,267.33 Excess Provision written back 6,531,857.50 89,872,161.02 Share in Profit of Om Metals Consortium (P.F.) 947,666.95 (400,100.00)		48,300,843,74	64,564,555,44
Rent and hire receipts 13,071,382.00 14,952,199.00 Miscellenous receipts 2,750,425.71 2,707,317.06 Claims Receipts 9,735,172.12 18,039,501.00 Profit on Sale of Fixed Assets 1,942,977.00 - Bed debt recoverd 70,000.00 Profit on sale of investment 12,850,000.00 326,267.33 Excess Provision written back 6,531,857.50 89,872,161.02 Share in Profit of Om Metals Consortium (P.F.) 947,666.95 (400,100.00)		, ,	, ,
Miscellenous receipts 2,750,425.71 2,707,317.06 Claims Receipts 9,735,172.12 18,039,501.00 Profit on Sale of Fixed Assets 1,942,977.00 - Bed debt recoverd 70,000.00 Profit on sale of investment 12,850,000.00 326,267.33 Excess Provision written back 6,531,857.50 89,872,161.02 Share in Profit of Om Metals Consortium (P.F.) 947,666.95 (400,100.00)	•		,
Claims Receipts 9,735,172.12 18,039,501.00 Profit on Sale of Fixed Assets 1,942,977.00 - Bed debt recoverd 70,000.00 Profit on sale of investment 12,850,000.00 326,267.33 Excess Provision written back 6,531,857.50 89,872,161.02 Share in Profit of Om Metals Consortium (P.F.) 947,666.95 (400,100.00)	-	• •	, ,
Profit on Sale of Fixed Assets 1,942,977.00 - Bed debt recoverd 70,000.00 Profit on sale of investment 12,850,000.00 326,267.33 Excess Provision written back 6,531,857.50 89,872,161.02 Share in Profit of Om Metals Consortium (P.F.) 947,666.95 (400,100.00)	•		
Bed debt recoverd 70,000.00 Profit on sale of investment 12,850,000.00 326,267.33 Excess Provision written back 6,531,857.50 89,872,161.02 Share in Profit of Om Metals Consortium (P.F.) 947,666.95 (400,100.00)	-		
Profit on sale of investment 12,850,000.00 326,267.33 Excess Provision written back 6,531,857.50 89,872,161.02 Share in Profit of Om Metals Consortium (P.F.) 947,666.95 (400,100.00)		y y - · · ·	70,000.00
Excess Provision written back 6,531,857.50 89,872,161.02 Share in Profit of Om Metals Consortium (P.F.) 947,666.95 (400,100.00)		12,850,000.00	ŕ
Share in Profit of Om Metals Consortium (P.F.) 947,666.95 (400,100.00)			
	Share in Profit of Om Metals Consortium (P.F.)		
		96,130,389.01	

Particulars	2016-17	Note - 2.23 2015-16 (Rs.)
Cost of Material Consumed		(Ns.)
Imported	162599693.52	9077531.15
Indigenous	1062056226.81	690262366.80
	1224655920.33	699339897.95
Particulars of the Material Consumed		
Particulars		
Structural Steel and Bought out items	788029850.38	486293050.41
Bitumen Cement	1065011.00 107164502.72	4840000.00 26250709.50
Civil Materials Other	57471304.89	131701600.75
Raw material Packaging	152349368.36	0.00
Others	118575882.98	50254537.29
Outers	1224655920.33	699339897.95
		Note - 2.24
Changes in inventories of finished goods, work-in- progress and Stock-in-Trade OPENING INVENTORIES		
Finished Goods	53772102.61	99243307.45
Work in Progress	2509305248	2287587963.09
Add / Less: Adjustment on disposal of subsidiary (reffer		
note 1(1.1))	49867524.99	75464511.06
Sub Total	2513209825.66	2462295781.60
CLOSING INVENTORIES		
Finished Goods	109374478.28	53772102,61
Work in Progress	2705885798.22	2509305248.04
Sub Total	2815260276.50	2563077350.65
INCREASE (DECREASE) IN INVENTORIES	-302050450.85	-100781569.05
EMPLOYEE BENEFIT EXPENSES		Note - 2.25
Salaries, Wages, Bonus and Allowances etc.	191947933.43	185479445.49
Contribution of PF, ESI and other welfare fund scheme	3640266.07	2730100.20
Gratuity	1140712.00	692545.00
Employee Welfare Exp. Including compensation	12054795.74	12341703.76
•	208783707.24	201243794,45

			Note - 2.26
	Particulars	2016-17	2015-16
	Financial Cost		(Rs.)
	Bank charges and Guarantee commission	55154145.20	52150186.57
	Foreign Currency Fluctuation	267673.27	156358.66
	Interest paid		
a)	On Term Loan	207590490.25	215277748.02
b)	On working capital/others	112542441.20	79600398.35
	Total	375554749.92	347184691.60
	Depreciation and amortization expense		N-4- 2 27
	Depreciation on Tangible Assets	115521978.33	Note - 2.27 81599343.29
	Amortisation of Intengible Assets	18393583.39	18225452.31
	Amortisation of intelligible Assets	16393363.39	16223432.31
		133915561.72	99824795.60
			Note - 2.28
Partic	ulars	2016-17	2015-16
Other	Expenses	(Rs.)	(Rs.)
	facturing, and Operating Expenses		
	and Fuel Expenses	111648181.80	55245633.19
Stores	, Spares and Tools Consumed.	84259793.58	71540439.49
Job an	d other work exp.	390053589.18	314735439.54
Rent/F	Hire charges for equipment	47270163.53	15902191.28
Repair	rs & Maintenance		
_	o Machinery	11107021.62	8457063.03
-	o Building	8137436.55	11800639.69
	nce Expenses	9246001.29 5869630	7786515.30 0.00
increas	e / Decrese of excise Duty on Invantories	3609030	0.00
Total		667591817.55	485467921.52

Establishment and Selling Exp.		
Frieght and Transportation Expenses	48948445.73	31043616.80
Rent	12285167.30	10610507.23
Rates and taxes	94927397.94	76108635.57
Telephone, telex and postage	7081530.48	6619629.66
Travelling and conveyance expenses	32276806.53	29672572.02
Legal, consultancy, retainership, professional arbitration expenses	48626644.69	73264386.87
General repairs	3464919.31	3544406.20
Vehicle running & maintenance	22016721.15	26466749.11
Miscellenous expenses	46885176.43	41630454.59
Payment To Auditors	1694568.38	1649031.38
Charity and donation	154000.00	154151.00
Corporate Social Responsibility Exp (CSR)	7439205.00	8375760.00
Advertisment and Business Promotion	15597261.72	13743317.61
Loss on Sales of Fixed Assets/ investments	2743928.18	5040231.42
Commission and Brokarage	4607064.42	4917811.88
Deferred Revenue Exp. W. off	201520.20	638010.00
Total	348950357.46	333479271.34
Grand Total	1016542175.01	818947192.86

OM METALS INFRAPROJECTS LIMITED

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

a) (RS. IN LACS)

S.	Particulars	As at	As at
No.		31.03.2017	31.03.2016
i)	Outstanding bank guarantee *	29959.61	29055.65
ii)	Letter of credits accepted**	2241.94	4453.81
iii)	Other Claims against the Company not acknowledged a debt relating to supplies and service matters	157.76	145.76
iv)	Labour cases	Amount Un- ascertainable	Amount Un- ascertainable
v)	show cause/demand/notices by excise deptt., service tax, income tax authorities being disputed by the company. (See note no 2.37 below.)(Net)	2351.75	2952.71
vi)	Outstanding amount against corporate guarantee given to bank on account of loans given by such bank. (***)	25671.91	25779.23

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

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

(RS. IN LACS)

(KS.				
Name of Joint Venture (JV) /partnership firm (PF)	O/s. Bank guarantee as at 31.03.2017	O/s. Bank guarantee as at 31.03.2016		
OML+JSC, UKRAIN , KAMENG (JV)	4118.00	3262.14		
Om Metals Consortium (PF)	950	950		
Bhilwara Jaipur Toll Road Pvt. Ltd(JV)	0	683.02		
Om Metal SPML Infraprojects Ltd	5326.85	5172.07		
Gurha Thermal Power Co. Ltd.(JV)	264	264		
Om Metals Consortium Pvt.Ltd	20	20		
Om Metal SPML JV (SSNL)	0	0		
SPML OMIL JV (Ujjian)	2850.20	2550.19		
Om Kerui Joint Venture Private Limited	273.91	0.00		
Bihar Logistics Private Limited	60.00	0.00		
Gujrat Logistics Private Limited	60.00	0.00		
Om Metal SPML JV (Tanzania)	1588.55	0.00		
Om Metal SPML JV (Mpanga, Rwanda)	1313.62	0.00		
Om Metal SPML JV (Nepal)	129.68	0.00		
Om Metal SPML SIP JV (MP)	50.00	0.00		

** Outstanding Letter of Credits includes issued by banks

Particulars	O/s. LC as at 31.03.2017	O/s. LC as at 31.03.2016	
Capital and other Goods of the company	1488.51	4099.16	
SPML OMIL JV (Ujjian)	353.43	354.65	

*** Outstanding shortfall undertaking /corporate guarantees given to bank on account of loans given by such bank.

Name of Company	Sanction Amount	Corporate Guarantee (Loan O/S)	Sanction Amount	Corporate Guarantee (Loan O/S)
	20:	17	20	016
Bhilwara Jaipur Toll Road Pvt. Ltd	26279.00	23651.10	26279.00	25753.42
Om Metal Consortium P Ltd (Shortfall in the project Undertaking)	0.00	0.00	0.00	0.00
Total	26279.00	23651.10	26279.00	25756.42

- b) The company om metal consortium private limited has taken loan from banks and the company has given undertaking to the bankers for any shortfall in the project
- c) In compliance with the Accounting Standards as applicable to its nature of business, the company raised claims with various projects / other parties amounting to Rs. 57822.32 Lakhs (Rs. 34556.60 Lakhs in Previous Years), against these claims, the Arbitrator awarded claims of Rs. 2446.50 Lacs (Rs 1694.50 lacs in the Previous Year). The company has not been recognizing the revenue on the aforesaid Arbitration Awards on its claimed including interest as awarded from time to time. There are also some counter claims by the Project Authorities/Other Parties amounting to Rs7849.14Lacs (Rs4191.38Lacs in previous year) against these claims, the Arbitrator awarded claims to the client of Rs.82.24Lacs (Rs 82.24 lacs in the Previous Year). These Awards are further challenged by the clients as well as the Company in the higher courts as the case may be. In accordance with past practice, the Company has not made adjustment because the same has not become rule of the court due to the objections filed by Project Authorities/Other parties and by the Company.
- d) During the year 2013-14 Pondicherry Port Limited, in view of numerous litigations in the matter of clearances from various authorities in relation to concession agreement dated 21° January 2006 with the Government of Pondicherry (GOP), decided to terminate the project and file for mandatory arbitration by nominating the arbitrator. Pursuant to this and arbitration panel has been constituted before which Pondicherry Port Limited has made a claim among other things for reimbursement expenses incurred in relation to the project, compensation for abandonment etc. The management is of the view that the arbitration proceedings would be in favour of Pondicherry Port Limited and thereafter the company would pursue other infrastructure projects in the near to medium term. Hence, the management in spite of material uncertainties leading to significant doubts, is of the view that the going concern assumption is appropriate.

2.30. Other commitments

(a) The company has issued an under taking to associate bankers for non – disposal of its investment in an associate (Bhilwara Jaipur Toll Road Pvt. Ltd(BJTR)) till date entity repay its debts as follows:

Name of	2016-17		2015-16		
Banker	No of Shares	Amount	No of Shares	Amount	
1. Pledged	1. Pledged				
With Lender					
bank of BJTR	1321437	199051247	1321437	199051247	
2. To be Pledged	2. To be Pledged				
With Lender					
bank of BJTR	403487	60523050	403487	60523050	
Total	1724924	259574297	1724924	259574297	

- (b) The company from time to time provides need based support to subsidiaries and joint venture entity towards capital and other requirements (Interest free).
- a) Estimated amount of contracts remaining to be executed on capital account and not provided for Nil (
 Rs. 17.37lacs in the previous year)

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

S. No.	Particulars	2017	2016
i)	Calculation of weighted average number of		
	face value of equity shares of Rs. 1 each		
	No. of shares at the beginning of the year.	96303809	96303809
	Total equity shares outstanding at the end	96303809	96303809
	of the year		
	Weighted average no of equity shares	96303809	96303809
	outstanding during the year.		
ii)	Net Profit after Tax available for equity	110457950	291986687
	shares holders (Rs.)		
iii)	Basic and diluted earning per shares	1.10	3.03
iv)	Nominal value of equity shares (Rs.)	1.00	1.00

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

(Rs. In lacs)

Particulars	2017	2016
The principal amount due and remaining unpaid to any supplier as at the end of each accounting year	44.21	11.72
The interest due an unpaid principal amount remaining as at the end of the each accounting year		-

The amount of interest paid by the buyer in terms of section 16 of the Micro Small and medium enterprises Development Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.		-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) But without adding the interest specified under Micro Small and medium enterprises Development Act, 2006	*_	
The amount of interest accrued and remaining unpaid at the end of each accounting year, and	- X	
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the Small Enterprises for the purpose of disallowance as a deductible expenditure U/s. 23 of the Micro Small and medium enterprises Development Act, 2006	9	

2.34. (a) Disclosure in respect of project which falls under the Revised guidance Note issued by the Institute of Chartered Accountants of India "Accounting for Real Estate transactions (Revised 2012)

(Rs. In lacs)

Descriptions	2017	2016
Amount of Project Revenue Recognized as revenue during the year	774.53	3083.43
Aggregate amount of cost incurred	5760.04	5776.56
profit recognized during the year	83.61	465.87
Amount of advance received	1273.51	7666.87
Amount of work in progress and value of inventories	3760.97	23271.77
Excess of revenue recognized over actual bills raised (Unbilled revenue)	1134.77	5219.23

 Disclosure in respect with Accounting Standard – 7 (revised) amount due from / to customers as construction contracts of Engineering Division of Om Metal Infraprojects Limited.

(Rs. In lacs)

Descriptions	2017	2016
Contract Revenue for the period	18949.52	14213.29
Recognised profit / losses during the year (Before tax)	651.00	822.97
Advance outstanding from customers	4033.20	5226.53
Gross amount due from customers for contract work	6540.72	8055.31

Note: the above information is given only in respect of contracts entered into on or after 01.04.2003 and the contract of the

2.35. Segment Reporting:

a) Primary Segment: Business Segment

Based on the guiding principles given in Accounting Standard AS –17 "Segment Reporting" notified under Companies (Accounting standard) Rules 2006, the Company's operating business are organized and managed separately according to the nature of products manufactured and services provided. The identified reportable segments is turnkey contracts of Gates, Cranes, Hoist for Irrigation & Power projects in the Engineering

Division of OMIL and the other segments includes Cinema (Entertainment) in Multiplex Division, packing unit, running of Hotel Cum revolving restaurant in Hotel division, packaging, construction of multi stories building in real estate division and Skill Development of OMIL and Toll Collection, Real Estate and turnkey contracts in subsidiary and joint venture.

Secondary Segment: Geographical segment:

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

Secondary Segment Reporting (By Geographical segment)

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

(Rs. In lacs)

B) Particulars	2016-17	2015-16
Revenue from domestic Market including JV / PF Profit	27815.72	20939.82
Revenue from Overseas Market	693.80	3080.43
Total	28509.56	24020.25

Geographical segment wise receivables:

Particulars	2016-17	2015-16
Receivable of domestic Market	7955.31	7530.25
Receivables of Overseas Market	322.97	731.31
Total	8278.28	8261.56

Geographical segment wise Fixed Assets:

Particulars	2016-17	2015-16
In India	37810	48760.24
Outside India	5.69	7.08
Total	37815.76	48767.32

c) Segment accounting polices:

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

Segment revenue & expenses:

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

ii) Segment assets and liabilities:

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

iii) Intersegment sales:

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

iv) Other segments do not have revenue from sale to external customers and to other segments in excess of 10% of total revenue of all segments, external or internal.

d) Information about business segments for the year 31.03.2017:

									(Rs. In Lacs.)	
Particuars	Engineering	ering	Toll	_	Real estate	state	Other Divisions	visions	Total	la.
	Current	Previous	Current	Previous	Current	Previous	Current	Previous	Current	Previous
	Year	Year	Year	Year	Year	Year	Year	Year	Year	Year
Segment Revenue:										
External sales/income (Net)	21441.78	15661.88	1389.0569	1672.43	2041.89	2606.6	3035.49	3924.63	27,908.22	23865.54
Other reciept	297.56	1222.16	0.4606	0	132.70	0.35	47.58	35.25	478.30	1257.76
Interest Receipts	321.45	448.11	7.1687	13.7	166.16	162.38	-11.78	21.46	483.00	645.65
Total Revenue	22060.79	17332.15	1396.69	1686.13	2340.75	2769.33	3071.29	3981.34	28869.52	25768.95
Result										
Segments External results before Int.	3000 75	5352 10	C7N 878	1106 JB	1260 50	1280 68	11 22	160 21	8051 05	7007 35
Add: Exceptional Items	-2 44	-229 15	21:010	ot-soil-	00.0021	0.00	000	0.00	-2 44	-229 15
	3898.31	5123.04	878.47	1106.46	1260.50	1389.68	11.33	162.31	6048.61	7768.20
Financial exp.	1708.04	1344.52	1564.7807	1600.34	327.61	510.41	155.11	16.58	3755.54	3471.85
Income tax current	617.75	747.18	0	0	313.88	151.28	0.00	0.16	931.63	898.62
Income Tax Foreign	50.38	375	0	0	0.00	0.00	0.00	0.00	50.38	375.00
Wealth Tax	0	0	0	0	0.00	0.00	0.00	0.00	0.00	0.00
Deferred tax assets/Lia.	184.19	69.26	0	0	-0.32	-1.37	0.07	13.47	183.94	81.36
Income Tax /Wealth Exp. Earlier Year	0.32	18.41	0	0	1.88	3.04	20.33	0.06	22.53	21.51
Inter segment Exp.	0.00	0	0	0	0.00	0.00	0.00	0.00	0.00	0.00
Net Profit	1337.63	2568.67	-686.31	-493.88	617.45	726.32	-164.18	132.04	1104.59	2919.86

Other Information : Segment Assets	66340.38	42459	18439.72	18332.64	10058.59	34723.61	1371.73	10719.14	96210.42	106234.39
Total Assets	66340.38	42459.00	18439.72	18332.64	10058.59	34723.61	1371.73	10719.14	96210.42	106234.39
Segmets Liabilities :										
Share capital	963.04	963.04	0	0	0	0	0.00	0.00	963.04	963.04
Reserve & Surplus	49503.9	48848.91	3381.71	4068.02	3707.61	5027.16	-974.47	6879.94	55618.75	64853.72
Govt. Grant (Viablity Fund)	0	0	1078.53	312.62	0	0	0.00	0.00	1078.53	312.62
Long Term Borrowings	96.869	1051.97	10559.52	11590.41	1471.54	3207.68	2904.72	508.94	15634.74	16359.91
Short Term borrowings	6842.53	4712.96	49.1	366.17	0.00	388.46	0.00	1.51	6891.63	5469.10
Segment liabilities	9511.43	13897.09	1905.64	1085.35	2434.26	1696.88	1646.98	1277.39	15498.31	17926.11
Deferred tax liabilities	522.82	338.63	0	0	00.00	-2.21	2.60	13.47	525.42	349.89
Total Liabilities	68042.68	69812.60	16974.50	17422.57	7613.41	10317.97	20554.33	26103.82	96210.42	106234.39
Capital Expenditure	2340.38	3065.5	491.63	1843.64	380.31	3387.01	35.49	8801.56	3247.81	17097.71
Depreciation	507.22	645.93	193.39	193.86	510.87	29.94	127.67	128.52	1339.15	998.25

2.36 During the year the Group entered into transaction with the related parties. Those transactions along with related balance as at 31 March 2017 and for the year then ended are presented as follows:

Name of the related party	Relationship
Enterprises over which significant	
influence exercised by directors.	
Jupiter Metals (P) Ltd	Enterprises over which significant
	influence exercised by directors.
Om Kothari Pariwarik Trust	-do-
Om Kothari Foundation	-do-
Bahubali Housing Co. (P) Limited	-do-
Little Star (P) Limited	-Do-
Sanyon Properties Pvt. Ltd.	-Do-
Om Metals Auto P.Ltd.	-Do-
Key Management personnel	Key Managerial Personnel
Shri C.P. Kothari	Resigned Chairman
Shri D.P. Kothari	Resigned Managing Director
Shri Sunil Kothari	Managing Director
Shri Vikas Kothari	Director & President
Ms Reena Jain	Company Secretary
Shri S. K. Jain	Chief Financial Officer
One Level below Key Managerial	
Personnels	
Shri Vishal Kothari	Executive Director (Real Estate,
	Rajasthan Circle)
Shri Bharat Kothari	Executive Director(Projects)
ShriBhahubali Kothari	Executive Director(Projects)
Smt Monika Bakliwal	COO(Hotel Division)
Sh. Siddharth Kothari	Executive (packaging Unit)

Relatives of Key management	Relative of directors
persons	
Smt. C. Manjula Kothari	
Smt. D. Manjula Kothari	
Smt. Anita Kothari	
CP Kothari & Sons	

Om Metals Infra Projects Ltd

Transaction during the year with related parties (Excluding reimbursement)

D-	1	lace	

		RS. In lacs	
Name of company	Nature of Transaction	2016-17	2015-16
Enterprises over Which significant			
Influence exercised by directors	0 1 1. 1		
1. Jupiter Metal Pvt.Ltd.	Opening balance as at 01.04.16		40.00
	Security deposit outstanding	40.00	40.00
	Transactions Repayment of Security deposit	-40.00	
	Closing balance as on 31.03.17	-40.00	'
	Security deposit outstanding	0.00	40.00
	Security deposit outstanding	0.00	40.00
2.0m Kothari Pariwarik Trust	Opening balance as at 01.04.16	1.92	0.00
	Transactions		
	Hire/Rent charges	2.14	1
	Payment made	2.62	
	Closing balance as on 31.03.17	1.44	1.92
3.0m Kothari Foundation	Opening balance as at 01.04.16	1.23	0.00
	Transactions		
	Donation/CSR	61.32	33.57
	Closing balance as on 31.03.17 Cr	0.99	1.23
4. Bahubali Housing Pvt. Ltd.	Opening balance as at 01.04.16		
<u> </u>	Credit Balance	31.74	24.82
	Security Deposits	35.00	35.00
	Transactions		
	Office Rent	8.40	8.40
	Repayment Security Deposit	35.00	
	Net Increase or Decrease	-35.09	-1.48
	Closing balance as on 31.03.17		
	Security Deposit Dr		35.00
	Creditors Cr.	5.05	31.74
5. Little Star Finance (P) Limited	Opening balance as at 01.04.16		
	Security Deposits	35.00	35.00
	Credit Balance (opening)	0.00	2.51
	Transactions in Dr		
	Office Rent	8.40	
	Net Increase or Decrease	0.00	-2.51
	Closing balance as on 31.03.17		
	Security Deposit Dr	35.00	
	Creditors Cr.	7.56	0.00
6. Sanyon Properties P. Ltd.	Opening balance as at 01.04.16		
	Security Deposites	170.00	
	Sundry Creditors Cr	10.94	
	Transactions		
	Office Rent	6.00	
	Net Increase or Decrease	0.00	4.94
	Balance as on 31.3.2016		
	Loans and advances Cr	16.34	
N. C. Maria L. Anna Brasia I	Security Deposites	170.00	170.00
7. Om Metals Auto Pvt Ltd	Opening balance as at 01.04.16		
	Loans & Advances Cr	0.01	
	Security Deposites	5.00	5.00
	Transactions	22.44	74.00
	Rent Receipts(Ex. Service Tax)	82.44	
	Room Rent Receipts	0.60	
	Vehicle Purchases	5.80	
	Vehicle repair	29.86	
	Net Increase or Decrease	84.07	-126.61
	Closing balance as on 31.03.17		
	Security deposite Cr Balance as on 31.3.2017	5.00	
Key Management Personnel	or palance as on 31.3.2017	37.9	0.01
1. Shri C.P. Kothari	Opening balance as at 01.04.16		
1. Shri C.P. Kothari Chairman	Security deposit outstanding	10.00	10.00
Granmali	Credit balance	I	
	Transaction	0.00	11.09
		0.00	1.08
	Hire charges/Rent paid	0.00	
	Director Remuneration Net Increase or Decrease	27.85 37.85	
	Closing balance as on 31.03.17	37.00	-90.17
	Credit balance	0.00	0.00

2. Shri D.P. Kothari	Opening balance as at 91.94.16	0.00	30.65
	Security deposit outstanding	7.50	7.50
	Transaction Hire charges/Rent paid	19.20	16.20
	Director Remuneration	27.85	84.00
	Net Increase or Decrease	-47.05	-130.85
	Closing balance as on 31.03.17		
	Credit balance	0.00	0.00
3. Shri Sunil Kothari	Security deposit outstanding Opening balance Cr. as at 01.04.16	7.50 2.57	7.50 29.30
	Transaction	2.0.	20.00
	Salary and allowances	84.00	84.00
	Purchase of Investement(Share 45240) Sale of Investment	0.00	0.00
	(Shares of Om Metal Auto Pvt Ltd 16333 Nos)	0.00	0.00
	Hire charges/Rent paid	0.00	1.08
	Net Increase or Decrease	-76.27	-111.81
	Closing balance as on 31.03.17 Credit balance	10.30	2.57
4. Vikas Kothari	Opening balance as at 01.04.16	19.98	2.57 0.00
	Transaction		
	Net Payment		0.00
	Purchase of Investement(Share 45024) Sale of Investment		0.00
	(Shares of Om Metal Auto Pvt Ltd 16333 Nos)		0.00
	Salary and allowances	30.00	30.00
	Net Increase or Decrease	-35.80	-10.02
5 Reena Jain	Closing balance as on 31.03.17 Opening balance as at 01.04.16	14.18	19.98
company Sec.	Transaction		
	Salary and allowances	6.00	3.45
	Closing balance as on 31.03.17	0.00	0.00
6 Sunil Kumar Jain CFO	Opening balance as at 01.04.16 Transaction		
CFO	Salary and allowances	6.00	6.00
	House Accomodation	6.00	0.00
	Closing balance as on 31.03.17	0.00	0.00
One Level Below Key Managerial Personnel 7. Shri Vishal Kothari	Opening balance as at 81.94.16	23.85	0.00
Traini Traini	Transaction	20100	0.00
	Purchase of Investement(Share 45023)		0.00
	Sale of Investment (Shares of Om Metal Auto Pvt Ltd 16334 Nos)		0.00
	Net Payment	7.40	0.00
	Salary	30.00	30.00
	Closing balance as on 31.03.17	46.45	23.85
8. Shri Bharat Kothari	Opening balance as at 01.04.16 Transaction	1.52	0.00
	Net Payment	25.81	30.00
	Purchase of Investement(Share 30014)		0.00
	Sale of Investment (Shares of Om Metal Auto Pvt Ltd 16334 Nos)		0.00
	Salary	30.00	30.00
	Closing balance as on 31.03.17	5.71	1.52
9. Shri Bahubali Kothari	Opening balance as at 01.04.16 Transaction	0.00	0.00
	Net Payment	24.44	30.00
	Purchase of Investement(Share 30013)		0.00
	Sale of Fixed Assets(Bharat hotel Buld.)		0.00
	Sale of Investment (Shares of Om Metal Auto Pvt Ltd 16333 Nos)		0.00
	Salary	30.00	30.00
	Closing balance as on 31.03.17	5.56	0.00
10. Monika Jain	Opening balance as at 01.04.16 Loans & Advance Dr.		0.00
	Transaction		0.00
	Salary	9.00	9.00
	Closing balance as on 31.03.17		0.00
11. Siddharth Kothari	Opening balance as at 01.04.16	0.00	0.00
	Transaction	0.00	0.00
	Salary	18.00	0.00
	Closing balance as on 31.03.17 Creditors	16.20	0.00
Relatives of Directors	Creditors	10.20	0.00
1. Smt. C. Manjula Kothari	Opening balance as at 01.04.16		
	Transaction		
	Purchase of Investement(Share 30021) Hire charges/Rent paid	0.00	0.00 1.08
	Closing balance as on 31.03.17	0.00	0.00
2. Smt. D. Manjula Kothari	Opening balance as at 01.04.16		
	Transaction Hire charges/Rent paid	0.00	1.08
	Closing balance as on 31.03.17	0.00	0.00
3. Smt. Anita Kothari	Opening balance as at 01.04.16		
	Security deposit outstanding Transaction	12.50	12.50
	Purchase of Investement(Share 30020)		0.00
	Hire charges/Rent paid		1.08
	Closing balance as on 31.03.17		0.00
	Closing balance Security deposit outstanding	12.50	0.00 12.50
4. CP Kothari and Sons	Opening balance as at 01.04.16	0.00	0.00
	Transaction		
	Loan and Advance taken and given Closing balance as on 31.03.17	1.41	0.00 0.00

2.37 The details of disputed income tax, service tax, sales tax & Excise duty as on 31-03-17 are as follows.

Nature of	Nature of	Forum where	Demand	Amount paid	Period to
the Statute	Dues	dispute is	Amount	under	which the
		pending	(Rs. in	protest (Rs.	amount
			Lacs.)	in lacs.)	relates
Central	Sales Tax	Commissioner	457.01	1.97	1990-91,
Sales Tax	& Entry	(Appeals)/Tríbu			2009-10 to
Act, 1956.	Tax	nal			2011-12
and Sales					
Tax/VAT					
Act of					
various		High Court	16.91	0.00	2003-04
states					
Central	Excise	Tribunal	471.46	0.00	2009-10 to
Excise Act,	Duty	(CEGATE)			2011-12
1944					2000 04 1
			150.40	24 50	2000-01 to
		Commissioner(459.40	21.50	2014-15
		Appeal)and Show Case			
Income Tax	Income	The College of the Co	554.64	160.20	2012-13 &
Act, 1961	Tax	ITAT	554.04	160.20	2012-13 &
ACI, 1901	lax				2015-14
		CIT Appeal	98.79	229.61	2007-08 to
		оп дреш	30.73	223.01	2015-16
		CIT Appeal	578.45	69.41	2008-09
Service tax	Service	Commissioner	199.30	1.50	2003-04 to
law ,	Tax	(Appeals)/Tribu			2005-06 &
finance		nal		1	2009-10 to
Act, 1994		7	2		2011-12
Wealth Tax	Wealth	ITAT	0.28	0.28	1992-1993
Act.	Tax				

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

2) In the matter of the Income tax, the department has disallowed claims under section 80IB aggregating Rs. 10497.35 Lacs (previous year Rs. 8816.02 Lacs) during the Financial Years 1976-77, 1995-96, 2001-02 to 2008-09. The appeals were decided in favor of the company by the ITAT. The department has preferred appeals with the Hon`ble High Court. The tax liability if any arising on the a final outcome of the case is indeterminate hence could not be provided.

2.38 Employee Benefits

The Company has classified the various benefits provided to employees as under:-

The Group has recognized the following amounts in the statement of profit and loss:

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

			Gratuity	unfunded	Leave encashn	nent Unfunded
			2016-17	2015-16	2016-17	2015-16
i		ses recognised in the statement of & loss for the year ended				
	1	Current Service Cost	414138	349432	553962	384726
	2	Interest Cost	564955	638422	156431	176760
	3	Expected return on plan assets	NA	NA	NA	NA
	4	Past Service Cost	NA	NA	NA	NA
	5	Net Actuarial (Gains)/Losses	161619	(295309)	(200458)	42061
		Total expenses	1140712	692545	509935	603574
ii	1	sset/(liability) recognised in the ce Sheet as at 31.03.2017				
	1	Present value of Defined Benefit Obligation	8654888	7663117	2509308	2081399
	2	Fair Value of plan assets	NA	NA	NA	NA
	3	Funded status [Surplus/(Deficit)]	(8654888)	(7663117)	(2509308)	(2081399)
	4	Net asset/(Liability)	8654888	7663117	2509308	2081399
iii	chang	e in obligation during the year				
	1	Present value of Defined Benefit Obligation at beginning of the year	7663117	8184899	2081399	2266152
	2	Current Service Cost	414138	349432	553962	384726
	3	Interest Cost	564955	638422	156431	176760
	4	Plan amendment cost	NA	NA	NA	NA
	5	Actuaria (Gains)/Losses	161619	(295309)	(200458)	42061
	6	Benefits Payments	(148941)	(1214327)	(82026)	(788300)
	7	Present value of Defined Benefit Obligation at the end of the year	8654888	7663117	2509308	2081399

		Gratuity	unfunded	Leave encashment Unfunded		
		2016-17	2015-16	2016-17	2015-16	
iv	Change in assets during the year ended					
	1 Plan assets at the beginning of the year	NA	NA	NA	NA	
	2 Expected return on plan assets	NA	NA	NA	NA	
	3 Contributions by Employer	NA	NA	NA	NA	
	4 Actual benefits paid	NA	NA	NA	NA	

	5 Actua	rial Gains/(Losses)	NA	NA	NA	NA
	6 Plan a of the ye	essets at the end ear	NA	NA	NA	NA
v	Classification for the purpose of Revised schedule VI is as follows:					
	Current liability		2204464	1275355	514093	221718
	Non-current liability		6450424	6387762	1995215	1859681
vi	Actuarial assumptions					
	1	Discount Rate	6.50%	7.30%	6.50%	7.30%
	2 on plan	Expected rate of return assets	-	-	-	-
	3	Mortality	Indian Assured Lives Mortality(2006- 2008)Ultimate	Indian Assured Lives Mortality(2006- 2008)Ultimate	Indian Assured Lives Mortality(2006- 2008)Ultimate	Indian Assured Lives Mortality(2006- 2008)Ultimate
	4	Turnover rate : Staff	5%	5%	5%	5%
	5	Salary escalator	8%	8%	8%	8%
	6	Maximum limit	1000000	1000000	No Limit	No Limit

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

- b) The estimates of future salary increase considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.
- c) The gratuity and Leave Encashment liabilities are unfunded. Accordingly information regarding planned assets are not applicable.
- 2.39 (a) The company has taken Office Premises and directors residence on cancelable Operating Lease. The tenure of these agreements range between 3 to 5 Years.
 - The amount of lease rentals paid of Rs. 122.85Lacs (P.Y. Rs. 106.11 Lacs) has been charged under the head "Rent" in Note2.28.
- (b) The company has entered into separate cancelable Operating lease for Premises and Machinery. The tenure of these agreements range between Six months to three years.
 - The amount of lease rentals paid of Rs. 472.70Lacs (P.Y. Rs. 159.02Lacs) has been charged under the head "Rent/Hire charges for Equipments" in Note2.28.
- 2.40 Exceptional Items Loss on sale of Fixed Assets RS.27.44 lacs (Previous year Rs.50.40 lacs) (Land and Building, Plant and machinery and others) is shown under the head Administrative Expenses and profit on sale of Fixed Assets (Land and Building, Plant and machinery and others) is Rs 19.43 (previous year Rs. Nil) is shown under the head Other Income.
- 2.41 Corporate Social Responsibility

As per section 135 of the Companies Act, 2013, a company meeting the applicability threshold, needs to spend

at least 2% of its average net profit for the immediately preceding three financial years of corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief and rural development projects. A CSR committee has been formed by the Company as per the Act. The funds were primarily allocated to a corpus and utilized through the year on these activities which are specified in Schedule VII of the Companies Act, 2013

- Gross amount required to be spent by the Company during the year is Rs. 69.17 Lacs.
- Amount spent during the year:

Particulars	Amount	Total
	Spent	
On construction/acquisition of any asset	60.00	60.00
On purpose other than above	14.39	14.39
Total	74.39	74.39

- 2.42 The Preoperative Expenses of Rs. 37.07 Lacs under various heads has been incurred during the year and capitalized in the respective Fixed assets of the Company
- 2.43 DISCLSOURE ON SPECIFIED BANK NOTES (SBNs)

During the year, the Company had specified bank notes or other denomination note as defined in the MCA notification G.S.R. 308(E) dated March 31, 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December, 30 2016, the denomination wise SBNs and other notes as per the notification is given below:

Particulars	SBNs*	Other denomination	Total
		notes	
Closing cash in hand as on November 8,	7808706	6002313	13811019
2016			
(+) Permitted receipts	9271550	14854600	24126150
(-) Permitted payments	0	6790249	6790249
(-) Amount deposited in Banks	17080256	9463871	26544127
Closing cash in hand as on December 30,	0	4602793	4602793
2016			

* For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the 8th November, 2016.

The company has not furnished the details of "Specified Bank Notes" in case of Om metal Developers private limited, Sanmati Buildcon private Limited, Om Shivay private Limited, Om Sensional properties, NKP Holding private limited, theirfore in the above table the specified bank notes are not included

	Grand Total	8358706	9271550	0	17630256	0		6042218 14854600	6790249	9463871	4642698			14400924 24126150	6790249	27094127	4642698
	9 6	~			H			- 4	-	٠.	•			77	٥	72	•
	keroi					0					0			00	0	0	0
	mapanga Om keroi					0					0			0 0	0	0	•
						•					0			0 0	0	0	•
	SPML Ujjain					0					0			00	0	0	0
	Gurha Thermal		0	0	0	0									0	0	_
	Om Ray - Contract Value	1178000			1178000	-		174923		28500	206423			1352923		1206500	206423
	Bhilwara (Jaipur Toll (Road P. Ltd N	1218206	9271550	0	10489756	0		2479506 8798866	325382	9435371	1517619			3697712 18070416	325382	19925127	1517619
		0	0	0	0	0		0	0	0	38			0 28	0	0	88
	Om Metals- SPML Infraprojects P. Ltd.							76438			76438			76438			76438
						0					0			0 0	0	0	0
	om-spml infrastructure limited(formarly known as Pondicherry Port Ltd.)																
	po.	0	0	0	0	0					0			00	0	0	0
	JSC JV Kameng	0	0	0	0	۰		6 O	0	0	6			m 0	0	0	•
	Om Metals Consortium JSC JV P. Ltd. Kamer							510539 257290	87790		680039			510539 257290	87790		680039
	Om Real Estate (consolidated	550000	0	0	550000	0		42242 50000	0	0	92242			592242	0	550000	92242
	m Con	200	0	0	200	0		570	220	0	937			070 444	220	200	937
	OMIL	5412500			5412500			2758570	7207789		2069937			8171070 5688444	5377077	5412500	2069937
Detail for sbn notes	Particulars	Closing cash in hand as on November 8, 2016	(+) Permitted receipts	(-) Permitted payments	(-) Amount deposited in Banks	Closing cash in hand as on December 30, 2016		Closing cash in hand as on November 8, 2016 (+) Permitted receipts	(-) Permitted payments	Banks	Closing cash in hand as on December 30, 2016	Total	Closing cash in hand as	on November 8, 2016 (+) Permitted receipts	(-) Permitted payments	(-) Amount deposited in Banks	Closing cash in hand as on December 30, 2016

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- 2.44 JDA has issued show cause notice on 07.04.2016 to the Om Metal Consortium Pvt. Ltd. regarding permission issues on Construction that by - laws applicable on the date of sale of Khalsa land by Government of Jaipur on 02.10.1944 to Seth Anand Ram Jaipuria Trust and Bye - laws applicable when Om Metals Consortium Pvt. Ltd. submitted its maps for approval on 29.03.2011 and in case of EWS/LIG JDA mentioned that the construction of EWS/LIG houses are being constructed without approval of building plans. On the basis of both the above to issues JDA directed to stop the work of construction at A-2 as well as EWS/LIG site of Building and EWS site. In our view both the above two issue are bad in the eyes of laws because (i) we submitted our building plan in 2011 accordingly the permission given by the JDA on the basis of prevailing JDA building bye laws 2010 hence 1944 bye - laws cannot be made effective (ii) we are constructing the EWS/LIG flats as per the provision of the policy of the Government of Rajasthan dated 02.05.2012 vide which if the building plans for construction of EWS/LIG flats are submitted as per the building bye - laws prepared by the registered Architect and if the permission is not given within 30 days the applicant allowed to start the construction. We are constructing EWS/LIG flats on the basis of deemed permission. We submitted reply of the show cause notice on 18.04.2016 and JDA has to take its decision up to 30.05.2016 as per the direction of JDA Tribunal order dated 20.05.2016. As per discussion with the counsel there are favorable chances of decision in favor of the company hence the company has recognized the revenue as in the last year.
- 2.45 Figures for previous year have been re-arranged/regrouped wherever necessary to Make them comparable.
- 2.46 Note 1 & 2 form an integral Part of the Balance Sheet & Statement of Profit andLoss and Cash Flow Statement has been duly authenticated.

SIGNED FOR IDENTIFICATION

For M.C. BHANDARI & CO. Firm's Registration No. 303002E CHARTERED ACCOUNTANTS

(S.K. MAHIPAL) PARTNER M.No. 70366 For and on behalf of Board of Directors

(D. P. Kothari) Chairman DIN. 00200342

(Sunil Kothari) Managing Director DIN, 00220940

Vikas Kothari (President & Director) DIN:00223868 (Reena Jain) Company Secretary

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

OM METALS INFRAPROJECTS LIMITED

(CIN: L27203RJ1971PLC003414)

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

PROXY FORM

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

Registered Address:	Fo	io/Client b:	
I/We, being the member (s) of			
1) of	having e-mail id	or failing him	
2) of	having e-mail id	or failing him	
3) of	having e-mail id		
	to be held on Friday 29 th September	ote (on a poll) for me/us and on my/our be 2017 at 11:30 A.M. At Om Tower Church R dicated below:	
S.no. Resolutions			
Ordinary Business 1. Consider and adopt: a) Audited standalone Finance b) Audited Consolidated Fina 2. Declaration of Dividend 3. Re-appointment of Mr. Vikas Kothar 4. Appointment of M/s Mahipal Jain & Special Business 5. Ratification of Remuneration of Cost 6. Appointment of Mr. Dharam Prakash 7. Appointment of Mr. Dharam Prakash 8. Re-appointment of Mr. Sunil Kothari 9. Amendment in the Article of Associa 10. Related Party transactions	, who retires by rotation. Co. as statutory auditor Auditor's of the company under section Kothari as director Kothari as whole-time director as Managing director	n 148 of the companies act, 2013	
Signed thisday of	2017		Re. 1/-Revenue Stamp
Signature of Shareholder	Signature of Proxy Holder		

Notes:

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

OM METALS INFRAPROJECTS LIMITED

(CIN: L27203RJ1971PLC003414)
Regd. Office: J-28, Subhash Marg, C-Scheme, Jaipur- 302001

ATTENDANCE SLIP

(To be presented at the entrance)
45th ANNUAL GENERAL MEETING on Friday, 29th September, 2017 AT 11:30 A.M.
AT Om Tower, Church Road, M.I. Road Jaipur -302001

Regd. Folio No/Client ID	DP ID	
Name and Address of Member		
Name of Proxyholder		
No. of shares held:		
I hereby record my presence at the 11:30 A.M. at Om Tower, Church Re	_	he Company held on Friday, 29 th September 2017 a
		Signature of Member/ Proxyholder
Notes: Only Member/Proxy can attend the meeti	ng.	
Member/Proxy who wish to attend the m	eeting bring this attendance slip to the me	eeting and hand it over at the entrance of the meeting hall.
Member/Proxy should bring his/her copy	of the Annual Report for reference at the I	meeting.

Polling Paper [Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

	Name of the Company: Om Metals I Registered office: J-28, Subhash Marg, C BALLOT PAPER	-scheme, Jaipur-302		
S No	Particulars	Details		
1.	Name of the First Named Shareholder (In block letters)			
2.	Postal Address			
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)			
4.	Class of Share			
	by exercise my vote in respect of Ordinary/ Special resolution enumerated following manner:	l below by recording	my assent or dissent	to the said resolution
No	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	Consider and adopt: a) Audited standalone Financial Statement, Reports of the Board of Directors and Auditors b) Audited Consolidated Financial Statement			
2.	Declaration of Dividend			
3.	Re-appointment of Mr. Vikas Kothari, who retires by rotation.			
4.	Appointment of M/s Mahipal Jain & Co. as statutory auditor			
5.	Ratification of Remuneration of Cost Auditor's of the company under section 148 of the companies act, 2013			
6.	Appointment of Mr. Dharam Prakash Kothari as director			
7.	Appointment of Mr. Dharam Prakash Kothari as whole-time director			
8.	Re-appointment of Mr. Sunil Kothari as Managing director			
9.	Amendment in the Article of Association to insert the clause for Chairman Emeritus			
10.	Related Party transaction			
Place:				
Date:		(Sig	nature of the shareho	lder)



OM METALS INFRAPROJECTS LIMITED

REGISTERED OFFICE

J-28, Subhash Marg, C-Scheme, Jaipur - 302001 (Rajasthan) India Ph: 0141-5163323-33 E-mail: jaipur@ommetals.com

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E-mail: hrd@ommetals.com

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NSE code- OMMETALS

BSE code- 531092