

Small Feet Big Leaps

36th

Annual Report

2007-08

(Abridged)

Om Metals Infraprojects Ltd.

Registered Office:

Om Tower, Church Road, M.I. Road, Jaipur (Rajasthan)

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E-mail: ommljaipur@yahoo.co.in

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Board of Directors

**Dr. T.C.Kothari
(Chairman)**

**Mr.C.P.Kothari
(Managing Director)**

Mr.D.P.Kothari

Mr.SunilKothari

Mr.P.C.Jain

Mr.KamalKumar Chandwar

Mr.GhanShyamGupta

Auditors

**M/s.M.C.Bhandari&Co.
Chartered Accountants
Kota**

**M/s.Milind Vijayvargiya& Associates
Chartered Accountants
Kota**

**M/s.B.Khosla&Co.
Chartered Accountants
Jaipur**

Bankers

**StateBankofBikaner &Jaipur
IndustrialEstate,Kota**

**StateBankofPatiala
Janpath,NewDelhi**

**BankofBaroda
JhalawarRoad,Kota**

**IDBIBank
C-Scheme,Jaipur**

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Regd.Of fice:Om Towers,ChurchRoad,MI Road,,Jaipur302001

NOTICE

Notice is hereby given that the 36th Annual General Meeting of the members of Om Metals Infraprojects Limited will be held on 30th September, 2008 at 11.00 A.M at **Om Towers, Church Road, MI Road, Jaipur 302 001** to transact the following business:-

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March 2008 and the Profit & loss Account for the year ended on 31st March 2008 together with the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Kamal K. Chandwar, who retires from office by rotation and being eligible, offers himself for re-election.
3. To appoint a Director in place of Mr. P.C. Jain, who retires from office by rotation and being eligible, offers himself for re-election
4. To declare final dividend for the Year 2007-08.
5. To appoint Auditors who shall hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and fix their remuneration and in this regard to consider, and if thought fit, to pass with or without modification (s), the following resolution as an **Ordinary Resolution:**

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

“RESOLVED further that M/s Milind Vijayvargiya & Associates, Chartered Accountants, M/s B. Khosla & Co., Chartered Accountants be and are hereby re-appointed as Branch Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors exclusive of traveling and other out of pocket expenses.”

Special Business :

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

5. APPOINTMENT OF MANAGING DIRECTOR

“RESOLVED that subject to such consents and permission, if any as may be necessary, approval be and is hereby accorded in terms of Sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act,

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

Tenure: Five years with effect from 01.09.2008

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

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

Salary: Rs. 4,00,000/- P.M. (Rs. Four Lac Per Month)

Perquisites and Allowance upto Rs. 1,50,000/- P.M. (Rs. One Lac Fifty Thousand per month): In addition to above he shall be entitled to perquisites like accommodation, gas, electricity, water, club fees of one club, personal insurance, use of car with chaffer for office work and telephone at residence for office work or reimbursement of expenses in lieu thereof, Medical reimbursement, leave and leave travel concession, for self & family including dependants, education benefits, provident fund, superannuation fund, gratuity and other retirement benefits.

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

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

Remuneration for a part of the year: Remuneration for a part of year shall be computed on pro-rata basis.

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

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

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

RESOLVED FURTHER THAT the Board of directors of the Company be and hereby authorized to do all such acts, deeds and things and matters as may be necessary, usual or proper for giving effect to the above resolution”

6. APPOINTMENT OF WHOLE-TIME DIRECTOR

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

Tenure: Five years with effect from 16.09.2008

Functions: Subject to the direction, control and superintendence of the Board of Directors, Mr. D.P. Kothari shall have the overall responsibility for looking after the production, fabrication, erection and inspection of bought out items at factory premises or at project sites upto the stage of installation and commissioning.

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

Salary: Rs. 3,50,000/- P.M. (Rs. Three Lac Fifty Thousands Only Per Month)

Perquisites and Allowance upto Rs. 1,50,000/- P.M. (Rs. One Lac Fifty Thousand per month): In addition to above he shall be entitle to perquisites like accommodation, gas, electricity, water, club fees of one club, personal insurance, use of car with chaffer for office

work and telephone at residence for office work or reimbursement of expenses in lieu thereof, Medical reimbursement, leave and leave travel concession, for self & family including dependants, education benefits, provident fund, superannuation fund, gratuity and other retirement benefits.

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

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

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

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

RESOLVED FURTHER that in the event of any further authorization/revision in level so permissible managerial remuneration, the Board of Directors be and is hereby authorized to alter, vary and increase the remuneration of Mr. D.P. Kothari, notwithstanding the overall remuneration set out above, as may then be prescribed/permissible without requiring any further resolution or consent or reference to the general meeting. The appointment of Mr. D.P. Kothari as a wholetime Director shall be subject to retirement by the rotation.

Date: 30th August, 2008
Place: Jaipur

By order of the Board
Sd/-
(Dr. T.C. Kothari)
Chairman

Regd. Office : Om Towers, Church Road
MI Road, Jaipur - 302001
Rajasthan

OM METALS INFRAPROJECTS LIMITED

OM METALS INFRAPROJECTS LIMITED

Regd. Office : Om Tower, Church Road, M.I. Road, Jaipur 302001

ADDENDUM TO NOTICE DATED 30TH AUGUST 2008 CONVENING THE 36TH ANNUAL GENERAL MEETING OF OM METALS INFRAPROJECTS LIMITED AT 11.00 AM ON TUESDAY, 30TH SEPTEMBER 2008 AT OM TOWER, CHURCH ROAD, M.I. ROAD, JAIPUR 302001

SPECIAL BUSINESS

Item No. 7

Alteration in the Article of Association

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to section 31 of the Companies Act, 1956, and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the Company be and hereby altered in the manner and to the extent set out below:

That after existing Article 10, following new Article shall be inserted:

10a. Buy Back of Shares

Notwithstanding anything contained in these articles, the Board of Directors may, when and if thought fit, buy back such of the Company's own Shares or securities as it may think necessary, subject to such limits, upon such terms and conditions, and in accordance with the provisions of Section 77A, 77AA and 77B of the Act or any Statutory Modification thereto and such other regulations and guidelines as may be issued in this regard.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the board of directors of the Company be and is hereby authorized to take all such steps and actions and give such directions, as may in its absolute discretion, be deemed necessary and to settle any question or difficulty that may arise in this regard.”

Explanatory Statement pursuant to Section 173(2) of the companies Act, 1956

Item No. 7

Sections 77A, 77AA and 77B of the Companies Act, 1956 stipulate provisions for purchase of own shares and other specified securities by a Company. However, pursuant to clause (a) of sub-section 77A of the said Act, the Company is required to have necessary Authorization in its Articles of Association for buy-back of shares.

Accordingly, it is proposed to alter the Article of Association of the Company by insertion of a new Article 10a immediately after the existing clause 10. The new article contains the powers of the company to buy-back its own shares in accordance with the applicable statutory provisions and guidelines.

Pursuant to the provisions of Section 31 of the companies Act, 1956 any amendment to the Articles of Association requires approval of the Members by way of a special resolution.

Your Board of Directors, accordingly, recommends the special resolution for the approval of the Members.

A copy of the Company's Memorandum and Articles of Association is open for inspection to the members at the Registered Office of the Company on any working day between 11.00 a.m. and 1.00 p.m. till the date of ensuing Annual General Meeting. None of the Directors of the Company is, in any way concerned or interested in the said resolution.

Date: 30th August, 2008

Place: Jaipur

By order of the Board

sd/-

(Dr. T.C. Kothari)

Chairman

NOTES FOR MEMBERS' ATTENTION:

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

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

2) An Explanatory Statement pursuant to Section 173 of the Companies Act, 1956, in respect of item no. 5 to 6 of the Notice as set out above and relevant details in respect of item no.2 & 3 pursuant to Clause 49 of the Listing Agreement, is annexed hereto.

3) Members/Proxies should bring the Attendance Slip, duly filled in, for attending the Meeting.

4) Shareholders are requested to bring their copy of Annual Report to the Meeting.

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

6) Members, who hold shares in dematerialized form, are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio no. in Attendance Slip for attending the Meeting.

7) All documents referred to in the accompanying notice and Explanatory Statement shall be open for public inspection at the Registered Office of the Company on all working days between 11.00a.m to 1.00 p.m, prior to the date of Annual General Meeting.

8) Corporate Members intending to send their authorised representatives to attend the Annual General Meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.

9) In terms of Section 109A of the Companies Act, 1956 nomination facility is available to individual shareholders. The Shareholders who are desirous of availing this facility may kindly write to Company's Registrars and Share Transfer Agents at the address mentioned below for nomination form quoting their Folio Number.

10) Members desirous of getting any information about the accounts of the Company are requested to send their queries at the Registered office of the Company at least 10 days prior to the date of the Meeting so that the requisite information can be readily made available at the meeting.

11) All members who have either not received or have not yet encashed their dividend warrant(s) till financial year 2007-08 are requested to write to the Company for obtaining the duplicate dividend warrant without any delay.

12) Members are requested to furnish their Bank Account Details, change of address etc. to the company's registrars and share transfer Agents mentioned below, in respect of shares held in physical form and to their respective Depository Participants, if the shares are held in electronic form.

13) Register of Members and share transfer books of the Company will remain closed from 27.09.2008 to 30.09.2008 (both days inclusive) and final dividend, if declared, will be paid to those members whose name would appear on the members register on 27.09.2008.

REGISTRAR & SHARE TRANSFER AGENTS:

M/s Skyline Financial Services Pvt. Ltd.
246, Sant Nagar, East of Kailash, 1st Floor
New Delhi-110024

Tel: 011-29833777, 29847136

Fax: 011-29848352

E-mail: skyline_fspl@rediffmail.com

ANNEXURE TONOTICE

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

Item No. 5

The existing tenure of Mr. C. P. Kothari continues upto 31.08.2008. His re-appointment effective from 01.09.2008 requires approval of the members.

It is proposed to re-appoint him for a further period of 5 years with effect from 01.09.2008 and members' approval is sought to the re-appointment.

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

It is under the stewardship of Mr. C. P. Kothari that the Company has achieved all round growth and made for itself a reputation in the core areas of its business.

The detailed terms stated in the resolution constitute the terms of re-appointment of Mr. C. P. Kothari for the abstract required in terms of Section 302 of the Companies Act, 1956.

Mr. C. P. Kothari is interested in the resolution. Mr. D. P. Kothari and Mr. T. C. Kothari who are the relatives of Mr. C. P. Kothari may be deemed to be interested in the resolution.

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

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

Item No. 6

The existing tenure of Mr. D. P. Kothari continues upto 15.09.2008. His re-appointment effective from 16.09.2008 requires approval of the members. Mr. D. P. Kothari has been looking and responsible for entire production upto the stage of installation and commissioning since the inception of the company.

It is proposed to re-appoint him for a further period of 5 years with effect from 16.09.2008 and members' approval is sought to the re-appointment.

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

It is under the able guidance of Mr. D. P. Kothari that the Company has executed almost 40 projects and none of the projects has faced any technical defect of any kind so far.

The detailed terms stated in the resolution constitute the terms of re-appointment of Mr. D. P. Kothari for the abstract required in terms of section 302 of the Companies Act, 1956. The appointment shall be liable to retire by rotation.

Mr. D. P. Kothari is interested in the resolution. Mr. C. P. Kothari and Mr. T. C. Kothari who are the relatives of Mr. D. P. Kothari may be deemed to be interested in the resolution.

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

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

Details of Directors seeking appointment / re-appointment in the ensuing Annual General Meeting to be held on 30th September 2008:

Name	Kamal K. Chandwar	P.C. Jain	C.P. Kothari	D.P. Kothari
Date of Birth	06.08.1954	10.10.1946	31.10.1948	20.08.1951
Appointed on	10.03.2004	15.07.2001	01.10.1994	01.10.1994
Qualifications	Graduate	B.E	B.Com	B.E
Expertise in specific functional area	Finance & Liaisoning	Technical & Engineering	Finance & Liaisoning	Technical & Engineering
Directorships held in other public Companies*	Nil	Nil	3	-
Membership/Chairmanships of committees across Public Companies	Om Metals Infraprojects Ltd.: Audit committee Shareholder's Investor's Grievance Committee.	Om Metals Infraprojects Ltd.: Audit committee Shareholder's Investor's Grievance Committee.	-	-
Shareholding in the Company. (No. of Shares)	-	-	5,424,818	3,564,668

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

Date : 30th August, 2008
Place : Jaipur

Regd. Office: Om Towers, Church Road
MI Road, Jaipur-302 001
Rajasthan

By order of the Board

Sd/-
(Dr. T. C. Kothari)
Chairman

Director's Report

To the members

We are delighted to present our report on the business and operations of the company for the year ended 31st March 2008.

(Rs. In Lacs)

Particulars	Year Ended March 31,	
	2008	2007
	Audited	Audited
Total Turnover & Other Income	10482	9887
Operating Profit (EBITDA)	3238	3421
Financial Charges	512	459
Depreciation	440	325
Profit before Tax	2286	2633
Provision for Taxes	479	275
Profit after Tax	1807	2359
Add : Profit brought forward from previous year	5037	3148
Profit available for appropriation	6844	5507
Retained Profit carried forward to the next year	6419	5037

Dividends

Your company proposes 20% final Dividend subject to the approval of the Members.

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

Liquidity

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

Our strong cash flows enable us to manage financial and business risks. As on March 31, 2008, we had liquid assets including investments in term deposits and liquid funds of Rs. 102.26 crores.

Business

This year we have maintained our momentum by accelerating the progress of the projects towards completion and achieved a turnover of Rs.10482 lacs for the full year ended March 31, 2008 as against Rs. 9887 lacs in the previous financial year. The turnover of engineering division was mainly attributed by the projects awarded earlier barring Kameng H EP and the new projects awarded in the last fiscal were under approval stage of design and drawings and the revenue from these projects will start flowing in from 2nd quarter of the current fiscal. The change in parameters of civil structure by the client in Kameng project has altered the specifications and parameters of our H M equipments and we are yet to get approval of the changed specifications from the project authority i.e NEEPCO Ltd.(A Govt of India undertaking) . We have already imported the raw material for fabricating a portion of work for this project from Japan and the execution will start immediately after the receipt of approval of designs by the client. Further it is imperative to mention that since the reasons for delay are attributable to NEEPCO, we are likely to get compensation for changes and delay over and above the standard escalation payments.

The real estate division of the company recorded turnover of Rs.837 lacs from the Township at Kota “ Om enclave” and we have already sold all the apartments of first phase of construction.

The Company has reported a Profit before tax (PBT) of Rs.2286 lacs, as against Rs.2633 lacs in the previous year. The financial cost, overheads and carrying cost of raw material on the new projects which have not started generating revenues has affected the profitability. Finished stock and Work in Progress awaiting supply to the projects accounts for Rs.3056 lacs as against Rs.1238 lacs in the previous year and spending on procurement of steel and raw materials for the new projects in order to combat constantly surging steel prices has affected the margin percentage in this fiscal year.

EPS for the financial year 2007-08 stood at Rs 1.86

Divisional Analysis

Engineering Division

The Engineering Division focuses on turnkey engineering procurement and construction contracts for Hydromechanical equipment for Hydro Power and Irrigation projects. The comparatively lower turnover this year from engineering division mainly attributed by the projects awarded earlier is all set to increase twofold with the contribution from the new engineering projects in 2008-09. Dispatch of closing stock, approval from Kameng project and the revenue from new projects shall contribute towards handsome turnover in next three F.Y. We have a sizeable share in the Indian Hydro mechanical space with an unexecuted order book size of Rs 740 crores (excluding escalation) and with the capacity expansion at Siliguri(WB), Kota(rajasthan) and Kathua(J &K) we are all set to cash the opportunity of executing contracts for identified 38000 MW additional Hydel power generation planned in next 10 years by the govt. of India.

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The company bagged projects of Uri II , Teesta Low dam IV., Chamera III, Parbati and Tapovan Vishnugarh in 2007-08 worth Rs.420 crore . The projects in Hydro power space since involve multifarious activities viz. civil construction, Electromechanical component and Hydromechanical equipments. Our activity functionally starts after completion of civil structure which normally is a time taking activity. Hence the turnover in this segment can not remain uniform or evenly divided over its contract period however the overall turnover from a particular project is by and large achieved over a period of 4-5 years.

Real Estate, Hotels and Multiplex

The turnover from our flagship hotel in Jaipur ' Hotel Om Tower' marginally increased to Rs. 675 Lacs and profit increased from Rs.158 lacs to Rs.174 lacs this year. We expect the growth to continue in future years buoyed by increasing domestic and international tourism ahead of Commonwealth games in 2009. Though , the recent agitation by Gujjars has dipped the tourist inflow in Rajasthan but we remain least affected because of budget positioning and locational advantage.

The yearly profit from multiplex in Kota post leasing out to Inox Leisure is uniform and the rate of return is handsome.

Though in real estate front we have not seen any major breakthrough in new projects being added this year this year but we have paved the way for sooner development in Bandra Project by securing the Letter of Intent from Slum Rehabilitation authority (SRA). After some procedural formalities , we expect the shifting of slum dwellers to existing rehab apartments for a cleaner and vacant project site to begin construction activities.

The revenue income from Kota township "Om Enclave" is constantly progressing and we are confident of finishing this project by 2009. 100% Sale of Residential apartments of First phase of project has been achieved and we have posted a net tax free profit of Rs.398 lacs. The construction of second phase of residential is going on in full swing and the negotiations with anchor/ vanilla stores for leasing out space in the commercial /hotel is on and the construction is due to commence soon.

Other real estate projects in different SPV's are discussed in subsidiary section.

SPV'S/ PARTNERSHIP FIRM/JOINT VENTURES

Pondicherry Port Ltd.- A SPV for development of sea port in Pondicherry .The detailed project report and environmental clearance is under way.The project is going to complete in various phases by 2015.

Sanmati Infradeveloper Pvt Ltd. This SPV wherein we own 25% stake along with other stake holders Subhash Projects (25%) and Urban Infrastructure Trustees Ltd (UITL) (50%) is a holding company of Pondicherry SEZ Co.Ltd.UITL were roped in as a strategic investor in this company at a Project valuation of over Rs.325 crore.

Om Metals Consortium This partnership firm is the owner of prestigious Bandra project which has now received an LOI from SRA. Identification and listing formalities of slum dwellers is in process to shift them to existing rehabs. The project is likely to start in 3rd quarter of this fiscal.

Hydro mechanical contract at **Goshikurd project** in Maharashtra is in Joint venture with Subhash Project & Marketing Ltd. and is running in full swing.

The new projects viz. **Teesta Low dam IV, Parbati III, Uri II, Chamera III** in JV with Subhash Projects and Marketing Ltd. are all set to generate revenue and their facilities have been established at project sites.

Kameng Project in Arunachal Pradesh is in JV with JSC Ukr Hydro Mech, Ukraine has started generating revenues and is currently progressing well.

Foreign Collaboration

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

SUBSIDIARIES :

Om Metals Auto Pvt Ltd.- The Toyota dealership business, Om Toyota at Jaipur is running in good momentum and we have booked a turnover of Rs. 46.81 crore as against Rs.41.82 cr in P.Y. The net profits surged from Rs.0.60 Cr to Rs.0.14 cr

Om Metals Real Estate Pvt Ltd - Almost all infrastructure / real estate interests of Om Metals Infraprojects Ltd stands owned by this 100% subsidiary. This Company is holding stake in different subsidiary/SPV's as mentioned here under.

SUBSIDIARIES AND JV'S AND SPV'S OF OM METALS REAL ESTATE PVT. LTD. :

Om Metals Ratnakar Pvt Ltd. A 9467 sq ft office space in Prime and aesthetic NBCC plaza Delhi has been purchased in this 100% subsidiary to house the entire corporate and business development affairs of the Group. The entire corporate affairs is going to consolidate in this premises w.e.f Aug, '08

Om Shivay Real Estate Pvt Ltd. (formerly Murthal Tanks & Vessels Pvt Ltd.) - A four acre industrial land in Faridabad on main national highway (NH 2) on Delhi border purchased from the Bank in open tender has been made free from the labour disputes. The minor litigation initiated by the other parties are now pending in the High Court after they ran through defeats at DRT.

Om Metals Infotech Pvt Ltd. A 17 acre industrial land in Jaipur (Rajasthan) purchased by us from seller after settling bank loan is under our ownership and possession. A local party in Jaipur has moved to court against seller and the matter is now pending at Hon'ble Supreme Court. We are confident of succeeding in the matter over next couple of months.

Om Metals Developer Pvt Ltd. A residential housing project at Hyderabad near Hi tech city has now achieved initial milestone and is clear from hurdles and the Land ownership issue, ULC clearance is in place. The registration formalities for 10 acre of land is done and balance 10 acre is under settlement with the land owner.

Directors

Shri Kamal K. Chandwar and Shri P.C. Jain retire from the Board of Directors by rotation and are eligible for re-appointment.

Auditors

M/s. M. C. Bhandari & Co. Chartered Accountants, Kota Statutory Auditors of the company, M/s Milind Vijayvargiya & Associates, Chartered Accountants, M/s B. Khosla & Co., Chartered Accountants , Branch Auditors of the Company retire at the conclusion of this meeting and are eligible for re-appointment.

EXPLANATION ON OBSERVATIONS OF AUDITORS

The observation of Auditors as referred to in the Auditor's report are suitably explained in notes to the Accounts.

Personnel

The particulars of employees u/s 217 (2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules, 1975 is annexed to this report.

Particulars of technology absorption, conservation of Energy and foreign exchange earning and outgo.

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

Listing

The Equity Shares of the Company are listed on Mumbai Stock exchange. Listing fees of Mumbai Stock Exchange for the current year has been duly paid.

Directors' Responsibility Statement

As required by section 217(2AA) of the Companies Act, 1956, your Directors confirm:

- (i) That in the preparation of account for the period ended March 31, 2008, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
- (ii) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the year end of the financial year and of the profit of the Company for that period,
- (iii) That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of the Companies Act 1956 for safe guarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (iv) That the accounts for the period ended March 31, 2008 are on a going concern basis.

IT

The entire organization at Om Metals is IT enabled. The company is constantly endeavouring to upgrade the systems.

Human Resource Management

Your Company acknowledges the contribution of its world-class employees and the spirit of commitment, collaboration and partnership demonstrated by them in realizing the Company's vision. For the company, its employees are the first customer that it has to satisfy. The company has taken initiative to insure its employees across all divisions of the company. The company also organizes regular formal and informal interactions for the employees and their families.

Internal Control Systems and their adequacy

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

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

Corporate governance

Your Company has been practicing principles of good corporate governance practices over the years. Your Company has complied with the Corporate Governance Code as stipulated under the Listing Agreement with the Stock Exchanges. As required under clause 49 of the Listing Agreement with Stock Exchange, a Report on Corporate Governance is provided in the unabridged Annual Report along with the Auditor's Certificate on the compliance thereof.

CONSOLIDATED FINANCIAL STATEMENTS

As required under Clause 49 of the listing agreement with stock Exchanges, the consolidated financial statements of the Company (including therein Audited Annual Accounts as at 31st March 2008 of its subsidiary 'Om Metals Auto Pvt Ltd', Om Metals Real Estate Pvt Ltd.) are attached with annual accounts of the Company. Financial Statements of the subsidiary companies along with directors Report and statement pursuant to section 212 of the companies Act 1956 and AS 21 of Institute of Chartered accountants of India are attached.

The investment in significant associates like Om Metals Consortium, snmati Infradeveloper (P) Ltd., Pondicherry Port Ltd, have been treated as per AS 27 /AS 23 accordingly and have been consolidated in financial statements. The other SPV's viz.. Om Metals Developer Pvt Ltd., Om shivay Real estate pvt Ltd.(formerly Murthal Tanks and Vessels Pvt Ltd), Sanmati Buildcon Pvt Ltd., Om sensation properties Pvt Ltd. have been treated in compliance with requirements of Accounting Standard 23 on 'Consolidated Financial Statements'.

Fixed Deposits

Your Company has not accepted any deposits from the public in terms of section 58A of the Companies Act, 1956 during the financial year ended 31st March, 2008.

Industrial Relations

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

Acknowledgements

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

On behalf of the Board of

Regd. Of fice:
Om Towers, Church Road
MI Road, Jaipur

Directors,

(Dr TCKothari)
Chairman

Annexure to Director's Report

I. Statement showing the particular of employees who are in receipt of remuneration of not less than Rs. 24,00,000 p.a during the financial year 2007-2008 or not less than Rs. 2,00,000/- per month during part of the financial year 2007-2008.

S.No.	Name	Designation	Age	Last employment	Date of joining	Qualification	Experience	Remuneration (Rs.) p.a.
1.	Mr. C.P. Kothari	Managing Director	61	Om Metals Infraprojects Ltd.	1/10/1994	B.Com	45 yrs	27.00 Lks.
2.	Mr. D.P. Kothari	Whole-time Director	58	Om Metals Infraprojects Ltd.	1/10/1994	B.E	43 yrs	25.50 Lks

II. Information under Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988 and forming part of the Directors' Report for the year ending 31st March, 2008.

A. Conservation of energy:

(a) Energy conservation measures taken:

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

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

NIL

(c) Impact of the measure at (a) and (b) above for reduction of energy consumption and consequent impact on the cost production of goods. Impact has not been measured.

(d) Total energy consumption and energy consumption per unit of production in respect of industries specified in the Schedule thereto. It is not feasible to maintain product category wise energy consumption data since there are a large variety of products with different energy intensities.

B. Technology Absorption :

(a) Research & Development :

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

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

(ii) Benefits derived:

- Production improved gradually.

(b) Future Plan of Action :

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

(c) Expenditure on R & D

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

C. Technology Absorption, Adoption and Innovation:

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

- Replacement of electric hoist to hydraulic hoist.
 - Cutting and welding for gate and hoist fabrication.
 - Efforts for technology development and innovation are going on.
2. Benefits derived as a result of the effort product improvement.
- Cost reduction.
 - Product development & Import substitution etc.
3. Technology imported during the last 5 year.

NIL

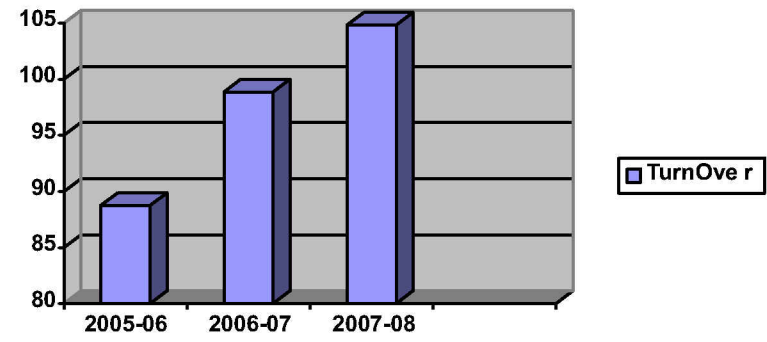
D. Foreign Exchange Earning and Outgo :

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

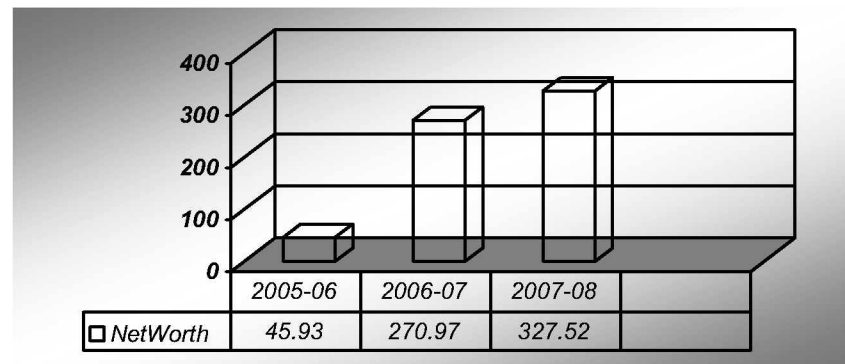
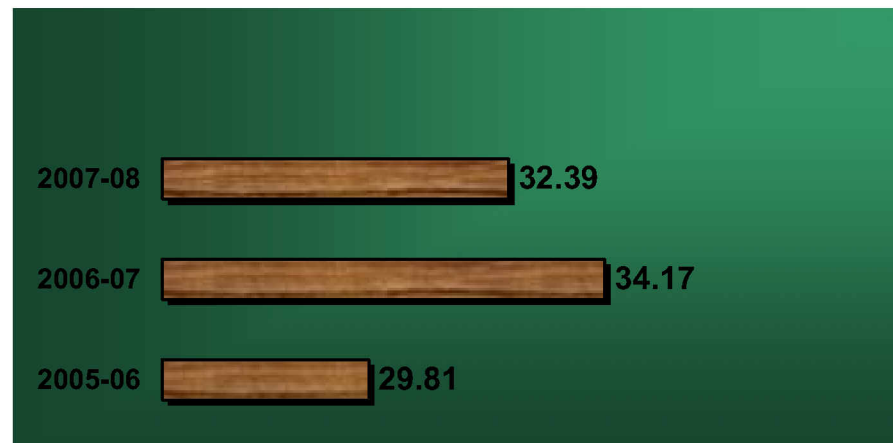
(ii) Total foreign exchange used and earned.

	31.03.2008	(Rs.inLacs) 31.03.2007
i. Earning by ways of:		
(a) Exports	Nil	Nil
(b) Service	22.56	514.60
ii. Outgo by way of		
(a) CIF value of imports	1498.28	444.85
(b) Travelling & Others	50.42	50.10
(c) Capital Goods	Nil	Nil

FinancialSnapshot



EBIDTA



Shareholder Information

1. Annual General Meeting :
- Date and Time : 30th Sep., 2008
11:00 AM
- Venue : Om Towers, Church
Road, M I Road, Jaipur
2. Financial Calendar
- Financial reporting for the quarter ending June 30, 2008 : End July, 2008
- Financial reporting for the quarter ending September 30, 2008 : End October, 2008
- Financial reporting for the quarter ending December 31, 2008 : End January, 2009
- Financial reporting for the year ended March 31, 2009 : End April, 2009
- Annual General Meeting for the year ended March 31, 2009 : End Sept. 2009
3. Registered Office : Om Towers, Church
Road, M.I . Road,
Jaipur Rajasthan
4. Website :www.ommetals.com
5. Listing on Stock Exchange at

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

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

6. Registrar and Transfer Agents : M/s Skyline Financial Services Pvt. Ltd.
246, Sant Nagar, East of Kailash, Ist Floor, New Delhi - 110024
- (For share transfers and other
Communication relating to
Share certificates, dividend
and change of address)
7. Nature of complaints received during the year: Two complaints relating to non
receipt of dividend, change of address
and Non-receipt of share
Certificate /Transfer/
Transmission, etc.
8. Dematerialization of shares and liquidity: As on 31.3.2008 Total shares in
Dematerialization form was 7.61 Cr.
and total Shares of the company were
Rs. 9.63 Cr.
9. Investor Correspondence
- Other than Secretarial Matters : info@ommetals.com
- On Secretarial Matters : info@ommetals.com
10. Major changes in Equity Share Capital during the year : None

AUDITOR'S REPORT

To the Members of Om Metals Infra-projects Limited

1. We have audited the attached balance sheet of M/s. OMMET ALSINFRA PROJECTS LIMITED, JAIPUR, as at 31.03.2008 and also the profit and loss account and the cash flow statement of the company for the year ended on that date annexed thereto, in which are incorporated financial statements of Engineering, Real Estate & Hotel Divisions of the Company audited by other auditors. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence, supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principle used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) order , 2003 (as amended) issued by the Central Government of India in terms of subsection (4A) of section 227 of the Companies Act, 1956, we enclose in the annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.
- 4 Further to our comments in the annexure referred to above, we report that:
 - a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit:
 - b) In our opinion, proper books of accounts as required by law have been kept by the company so far as appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from the Engineering, construction and Hotel divisions/branches not visited by us. The branches/divisions Auditor's reports have been forwarded to us and have been appropriately dealt with.
 - c) The balance sheet, profit and loss account and cash flow statement dealt with by this report are in agreement with the books of account and with the audited returns, audited by other auditors of the Engineering, construction and Hotel divisions of the company.
 - d) In our opinion, the balance sheet, profit and loss account and cash flow statement dealt with by this report comply with the applicable accounting standards referred to in sub-section (3C) of section 211 of the Companies Act 1956, the company has not complied with the requirements of AS 15 relating retirement benefit so far as it relates to provision of the liability as per actuarial valuation and its disclosures in the statement of accounts. The impact of this non compliance in the figures of current liability (Provisions) and profits could not be given due to non availability of actuarial valuation of the above liability.
 - e) On the basis of written representations received from the directors, as on 31.03.2008 and taken on record by the Board of Directors, we report that none of the directors of the company is disqualified as on 31.03.2008 from being appointed as a director in terms of clause (g) of Sub- section (1) of section 274 of the Companies Act, 1956.
 - f) Without qualifying our report, we draw your attentions on note no. 21 (i) of schedule 18 relating to treating capital receipts of Rs. 40.77 Crore (net after expenses) as non taxable as per legal advice and showing it as Capital Reserve in the Balance Sheet and note no. 21 (ii) relating to availing benefit u/s 80 IA (4) our disclosures may differ on final assessment. In our opinion and to the best our information and according to the explanations given to us, the said accounts give the information required by the Companies Act. 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.
 - (i) In the case of the balance sheet, of the State of affairs of the Company as at 31.03.2008 and.
 - (ii) In the case of the Profit and Loss account, of the profit for the year ended on that date and
 - (iii) In the case of the cash flow statement, of the cash flows of the company for the year ended on that date.

Place:38,ShoppingCentre
Kota(Raj.)

OMMET ALSINFRAPROJECTSLIMITED

ForM.C.BHANDARI&CO.
CHAR TERED ACCOUNTANTS

Dated:30.06.2008

(S.K.MAHIP AL)
P ARTNER
M.No.70366

ANNEXURE

ANNEXUREREFERRED TOIN PARAGRAPH3 OFOUR REPORTOF EVENDATE TO THE MEMBERSOF M/S OM METALS INFRAPROJECTS LIMITED , JAIPUR (RAJ.) ON THE ACCOUNTS AS AT AND FOR THE YEAR ENDED ON 31ST MARCH, 2008

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

1. In respect of its fixed assets.

- a) The Company has maintained proper records showing full particulars, including quantitative details and situation on fixed assets.
 - b) The management has carried out a physical verification of most of its fixed assets during the year except hotel division has a program to verify fixed assets physically in a phased manner. In our opinion , the frequency of verification is reasonable having regard to the size of the company and the nature of its fixed assets. No material discrepancies were noticed on such physical verification .
 - c) The assets disposed off during the year are not substantial and therefore do not affect the going concern status of the company.
- 2
- a) The inventory other than goods in transit of the company has been physically verified during the year by the Management at the year end. In our opinion, the frequency of such verification is reasonable according to the nature of the business.
 - b) In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventories followed by the management were reasonable and adequate in relation to the size of the company and the nature of its business.
 - c) On the basis of our examination of records of inventory, we are of the opinion that the company has maintained proper records of inventory. The discrepancies noticed on physical verification of inventories as compared to book records were not material, having regard to the size or the operations of the Company and have been properly dealt within the books of account.
3. In respect of the loans, secured or unsecured, granted by the company to companies, firms or other parties covered in the register maintained under section 301 of the Companies act, 1956.
- a) The company has granted loans and advances to 2 Parties (Subsidiary and joint ventures). In respect of the said loan, the maximum amount outstanding at any time during the year is Rs. 6215.36 lacs and year end balance of Rs. 6215.36 Lacs .
 - b) In our opinion and according to the information and explanations given to us, the aforesaid loan is interest free and other terms & conditions are not prima-facia prejudicial to the interest of the company.
 - c) Thesaid interestfree loangiven tosubsidiaryand jointventures ofthe companyis repayableon demandand there is no repayment schedule.
 - d) Inrespect ofloans andadvances grantedby thecompany ,the sameis repayableon demandand thereforethe question of overdue amount does not arise .

OMMET ALSINFRAPROJECTSLIMITED

- e) During the year, the company has not taken any loans, secured or unsecured from companies, firm or other parties except advance from OML+JSC Ukrain (JV) maximum balance Rs. 1771.89 lacs (previous year Rs. 1771.89 lacs) covered in the register maintained under section 301 of the companies Act, 1956 and outstanding balance is Rs. 450.63 lacs (Previous Rs. 1771.89 Lacs) at the year end.
- f) In our opinion, the rate of interest and other terms and conditions of unsecured loan taken by the Company are not, prima facie, prejudicial to the interest of the Company.
- g) During the year, the principal amount for loans and advances taken and interest thereon are not due for payment.
4. In our opinion and according to the information and explanations given to us, having regard to the explanation that some of the items purchased/job work are of special nature and suitable alternative sources do not exist for obtaining comparable quotations, there are adequate internal control system commensurate with the size of the company and the nature of its business with regard to the purchase of inventories and fixed assets and with regard to the sale of goods and services. Further, on the basis of our examination and according to the information and explanations give to us, we have not observed any continuing failure to correct major weaknesses in such internal control system.
- 5 In respect of contracts or arrangements entered in the register maintained in pursuance of section 301 of the Companies Act, 1956 to the best of our knowledge and belief and according to the information and explanations given to us :-
- a) The particulars of contracts or arrangements referred to in section 301 that needed to be entered into the register maintained under the said section have been so entered.
- b) In our opinion and having regard to our comments in Para (4) above and according to the information and explanations given to us, the transactions [excluding loans reported under paragraph 3 above] exceeding the value of rupees five lakhs in respect of each party during the year have been made at prices which are prima facie reasonable having regard to the prevailing market prices at the relevant time where such prices are available.
6. According to the information and explanations given to us, the Company has not accepted any deposits from the Public. Therefore the provisions of clause (vi) of the Companies (Auditor's report) order, 2003 are not applicable to the company.
7. In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
8. According to the information and explanation given to us, maintenance of cost records have not been prescribed by the Central Govt. under section 209 (1) (d) of the Companies Act, 1956 to any product of the company .
- 9a) According to the information and explanations given to us and the books & records of the company examined by us, the company has been regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investor Education and Protection Fund , Employees State Insurance, Income Tax, Sales Tax/VAT, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it. However in some cases TDS , PF and ESI dues have not been deposited within the stipulated time limit.**
- b) According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees State Insurance, Income Tax, Sales Tax/VAT, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess were in arrear, as at 31st March, 2008 for a period of more than 6 months from the date they became payable.
- c) According to the information and explanations given to us , the following are the details of the disputed statutory dues that were not deposited with the appropriate authorities.

OMMET ALSINFRAPROJECTSLIMITED

Nature of the Statute	Nature of Dues	Forum where dispute is pending	Demand Amount (Rs. in Lacs.)	Period to which the amount relates
Central Sales Tax Act, 1956. and Sales Tax/VAT Act of various states	Sales Tax	Commissioner (Appeals)/Tribunal High court	102.33* 7.19	1984-85,1985-86 1990-91 to 1991-92,1993-94, 1994-95 & 2005-2006. 1986-87
Central Excise Act, 1944	Excise Duty	Tribunal/Commissioner(Appeal)	109.84	1997-98, 2000 to 2008
Income Tax Act, 1961	Income Tax	CIT Appeal/ITAT	1084.73*	1991-92,,96-97, 2001-02 to 2005-2006 and amalgamated Co. JMCPL-2004-05, OSIP 95-96
Service tax Rules	Service Tax	Commissioner Appeal	143.73	2003-2004 to 2005-2006

Note : 1)* Against it , the company paid Rs. 6.80 lacs and ** Rs. 1090.20 Lacs
2) Amount as per demand orders including interest and penalty wherever verified in the order.

10. The Company does not have accumulated losses at the end of the financial year March 31, 2008. Further , the company has not incurred any cash losses during the financial year ended March 31, 2007 and in the immediately preceding financial year ended March 31, 2007.
11. According to the records of the company examined by us and the information and explanations given to us, the Company, has not defaulted in repayment of dues to financial institutions and banks during the year.
12. In our opinion and according to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities, Paragraph 4 (xii) of the order is not applicable.
13. In our opinion , the company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore, the provisions of clause 4 (xiii) of the Companies (Auditor's report) order. 2003 are not applicable to the company.
14. The company is not dealing or trading in shares, securities , debentures and other investments other than in mutual fund investment .
15. In our opening the terms and conditions of guarantees given by the company for advance taken from project authorities or security deposit for tendering purposes by others are not prima facie prejudicial to the interest of the company.
16. To the best our knowledge and belief and according to the information and explanations given to us, in our opinion, the term loans taken by the company during the year have been applied by the company for the purposes for which the loans were obtained.
17. According to the information and explanations given to us, and on an over all examination of the Balance sheet of the company, we are of the opinion that there are no funds raised on short term basis that have been used for long term investment.
18. The company has not made any preferential allotment of shares during the year to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
19. In our opinion and according to the information and explanations given to us, the company has not issued any secured debentures, paragraph 4 (x ix) of the order is not applicable.
20. During the year the company has not raised any money by public issue.
21. Based upon the audit procedures performed and information and explanations given to us by the management, we report that no material fraud on or by the company has been noticed or reported during the course of our audit for the year ended March 31, 2008.

For M.C. BHANDARI & CO.
Chartered Accountants

Place: Kota
Dated: 30.06.2008

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

OMMET ALSINFRAPROJECTSLIMITED

OM METALS INFRAPROJECTS LIMITED
ABRIDGED BALANCESHEET AS AT 31st March, 2008

<u>Particulars</u>	Figuresasat 31-03-2008 (RsinLacs)	Figuresasat 31-03-2007 (RsinLacs)
SOURCESOF FUNDS:		
ShareHolder'sFunds:		
ShareCapital	963.04	963.04
Reserves&surplus	31789.53	26134.26
	32752.57	27097.30
LoanFunds:		
SecuredLoans	5802.59	4261.38
	5802.59	4261.38
Deferred TaxLiabilities(Net) (Refertono.15)	366.60	164.45
TotalSour cesofFunds	38921.76	31523.13
APPLICATIONOF FUNDS:		
Fixed Assets:		
GrossBlock	14933.82	14022.85
Less:Depreciationtodate	1976.96	1539.17
	12956.86	12483.68
Add:capitalworkingprogress/Advance	597.60	309.89
	13554.46	12793.57
Investments		
	5719.93	1790.79
Current Assets,Loans& Advances		
Inventories	4097.86	1571.32
Sundrydebtors	2268.92	1155.81
Cashandbankbalances	10226.08	13458.90
Loansandadvances	9844.86	5475.56
	26437.72	21661.59
Less: Curr entliabilities&Pr ov.		
Liabilities	5561.67	4498.24
provisions	1571.73	681.97
	19304.32	16481.38
MiscellaneousExpenditur es (Totheextentnotwrittenof for adjusted)	343.05	457.39
Total application of funds	38921.76	31523.13

NOTES TO ACCOUNTS

The schedule referred to above and the notes on Accounts form an integral part of the Balance sheet

As per our Report of even date annexed

For M.C. Bhandari & Co.
Chartered Accountants

For and on behalf of Board of Directors

S. K. Mahipal
Partner

T.C. Kothari
(Chairman)

C.P. Kothari
(Mg. Director)

D.P. Kothari
(Director)

Reena Jain
(Company Secretary)

Place : Kota

Dated : 30.06.2008

OMMET ALSINFRAPROJECTSLIMITED

OM METALS INFRAPROJECTS LIMITED
ABRIDGED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31st March,2008

Particulars	2007-08	2006-07
	(RsinLacs)	(RsinLacs)
INCOME:		
Turnover	7496.11	9209.50
Less:ExcisedutyonsalesofEngg.goods	90.72	90.93
	7405.39	9118.57
OtherIncome	1253.80	490.32
Increase(decrease)instocks	1823.00	278.38
Total	10482.19	9887.27
EXPENDITURE:		
Materialconsumed/ TradingPurchases	4651.23	3600.33
Paymentsto&prov .foremployees	361.00	334.45
Manufacturing&OperatingExpenses	1418.22	1701.95
Establishment&sellingexpenses	812.84	832.39
Financialexpenses	512.17	459.34
	7755.46	6928.46
Profitbeforedepreciation&taxation	2726.73	2958.81
Less:Depreciation	443.60	328.96
Less: TransferredfromRevaluationReserve	3.45	3.97
	440.15	324.99
Profitbeforetaxation	2286.58	2633.82
Less:Provisionforincometax&wealth Tax	736.00	300.30
Add:MA Tcreditentitlement(2007-08)	393.00	0.00
Add:MA Tcreditentitlement(2006-07)	80.00	0.00
Less:Fringebenefittax	14.41	23.63
Less:Deferredtaxcharge/(Credit)	202.15	49.02
Profitaftertax	1807.02	2358.91
Profitavailablefor appropriation.	6844.44	5507.04
Balance brought forward from previous year	5037.42	3148.13
Appropriations		
TransferstoGeneralReserve	200.00	250.00
ProposedDividendonequityShares		
-Interim	0.00	192.61
-Final	192.61	0.00
Corporatedividend Tax	32.73	27.01
Balancecarriedtobalancesheet	6419.10	5037.42
	6844.44	5507.04
BasicandDilutedEarningperShare(Rs.)	1.88	3.83
Nominalvalueofshare(Rs.)	1	1

Ref.NoteNo.(7)inschedule18

NOTES TO ACCOUNTS

The scheduled referred to above and the notes on Accounts form an integral part of the profit and loss account.

Signed in terms of four reports of even

date annexed

For
Chartered
M.C.Bhandari & Co.
Accountants

For and on behalf of Board of Directors

S. K. Mahipal
Partner
M.No.70366

T.C.Kothari
(Chairman)

C.P.Kothari
(Mg.Director)

D.P.Kothari
(Director)

Reena Jain
(Company Secretary)

Place : Kota

Dated : 30.06.2008

OMMET ALSINFRAPROJECTSLIMITED

SCHEDULE ANNEXED TO AND FORMING PART OF BALANCE SHEET AS AT 31.03.2008 AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE

SCHEDULE-18

NOTES TO THE ACCOUNTS :

1. SIGNIFICANT ACCOUNTING POLICIES.

(i) ACCOUNTING CONVENTION :

The financial statements of the Company are prepared under the historical cost convention method as modified to include the revaluation of land, building & machineries of one of the units of the company and in accordance with the applicable accounting standards except where otherwise stated. The company follows mercantile system of accounting and recognizes income and expenditure on accrual basis except 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.

(ii) (FIXED ASSETS AND DEPRECIATION) :

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

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

(c) Depreciation is not provided during the year in respect of assets sold, discarded etc during the year upto the date of sales/discard.

(d) Depreciation is calculated on pro-rata basis from the date of additions except on assets of Engg. Division which are depreciated for a full year.

(e) Lease hold land are not depreciated.

(f) New project expenses pending allocation Expenditure incurred on new projects is carried forward under capital work in progress and allocated to fixed assets, until the commencement of commercial production of the relevant projects.

(iii) INVENTORIES

Inventories are valued as follows :-

(A)	(a)	Raw Material, Stores & Spares, Components, construction material, food & beverages and liquor	At cost (FIFO method) or net realizable value, whichever is lower.
	(b)	Process Stocks	At cost or net realizable value, which ever is lower. Cost for this purpose includes direct cost and factory overheads allocated on absorption cost method.
	©	Finished Goods	Cost as stated in (b) above or net realizable value*, which ever is lower. The cost here includes taxes and duties wherever applicable.
	(d)	Goods in transit	Are stated at actual cost plus freight, if any.

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

- B) **Hotel Division :**
Stock of operating supplies i.e. crockery, cutlery, glassware, utensils, linen etc. in circulation are treated as consumption as and when issued from the stores and balance stock at the year end has been valued at cost (FIFO) or net realizable value whichever is lower.
- iv) **Foreign currency Transaction :**
- 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.
- Conversion :**
Foreign currency monetary items i.e. receivable, payables, loans and cash & bank balance etc. 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 transactions and non monetary items which are carried at fair value or other similar valuations denominated in a foreign currency are reported using the exchange rates that existed when the values were determined .
- Exchange differences :**
All exchange differences arising on settlement/reinstatement of foreign currency transactions are included in the Profit and Loss account.
- Forward Exchange contracts :**
- The premium or discounts arising at the inception of forward exchange contracts amortised as expense or income over the life of the contract. Exchange difference on such contracts is recognized in the statement of profit and loss in the year in which the exchange rate changes. Any profit or loss arising on cancellation or renewal of forward exchange contracts is recognized as income or expenses for the year.
- e) **Options :**
- foreign currency options are accounted for in line with terms of contract and necessary provision for anticipated losses in respect of open options is made. Gain on such options is recognized on actual realization.
- v) **Revenue Recognition :**
- Engineering Division :**
- Sales of products (Fabricated goods) escalation and erection receipts are accounted for on the basis of bills/invoices acknowledged or paid by the project authorities.
- b) **Other Divisions :**
- Sales comprises of sales of goods, room sales etc. are excluding sales tax/VAT. It is being accounted for net of returns/discount/claims etc .
 - Income of interest on refund of income tax is accounted for in the year, the order is passed by the concerned authority .
 - Revenue from construction contracts/projects and real estate are recognized on the percentage of completions method of accounting. Revenue is recognized , in relation to the sold areas only, on the basis of percentage of actual cost incurred thereon including land as against the total estimated cost of the project under execution subject to such actual costs being 30% or more of the total estimated cost . The estimates of saleable area and cost are revised periodically by the management . The effect of such changes to estimates is recognized in the period such changes are determined.
 - Dividend from investments in shares/units is recognized when the company/mutual fund in which they are held declares the dividend and the right to receive the same is established.
- vi) **Investments :**
- Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long Term Investments .Current investments are carried at lower of cost and fair value determined on and individual investment basis. Long term investments are carried at cost. However, Provision for diminution in the value is made to recognize a decline other than temporary in the value of the investments.

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- Vii) Miscellaneous Expenditure (To The Extent Not Written off or ; Adjusted)
- Miscellaneous expenditure such as public issue expenditure are amortized over a period of 5 years.
- Viii) Research & Development :
- Research & development costs (Other than cost of fixed assets acquired are charged as an expense in the year in which they are incurred.
- ix) Borrowing costs :
- Borrowing costs are recognized as expenses in the period in which they are incurred except for borrowings for acquisition of qualifying assets which are capitalized upto the date, the asset is ready for its intended use.
- X) Taxation :
- Current Tax :
- The income tax liability provided in accordance with the provisions of the Income Tax Act, 1961 or as advised by income tax consultant after claiming deduction under section 80 I. (Refer note no 21)
 - Deferred Tax Liabilities/(Assets)
Deferred tax is recognized, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.
- c) Fringe benefit tax :
- Fringe benefit tax is measured at the amount expected to be paid to the tax authorities in accordance with the provision of Income Tax Act, 1961.
- xi) Retirement benefits :
- Company's contribution to recognized provident fund maintained and managed by the office of regional provident fund commissioner paid/payable during the year is recognized the profit and loss account.
- a) Gratuity :
- The company provides for gratuity to all eligible employees. The benefit is in the form of lump sump payments to vested employees on resignation, retirement, on death while in employment or on termination of employment and amount equivalent to 15 days basic salary payable to each completed year of service. Vesting occurs upon completion of 5 years of service. The company has not made annual contributions to funds administered by trustees or managed by insurance companies. Actuarial valuation for the liabilities, however has not been done.
- b) Leave Salaries:
- Liabilities for privilege leave benefits, in accordance with the rules of the company is provided for, at prevailing salary rate for the entire un-availed leave balance as at the balance sheet date.
- xii) Impairment of assets:
- An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimation of recoverable amount.
- xiii) Provision, contingent liabilities and contingent assets:
- Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an out flow of resources. Other contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statement.
- xiv) Earning per Share:
- Basic earnings per share is calculated by dividing the Net Profit or Loss for the period attributable to equity share holders (After deducting taxes etc.) by the weighted average number of the equity shares outstanding during the period.
- For the purpose of calculating diluted earning per share, the net profit or loss for the period attributable to equity share holders and the weighted average number of shares outstanding during the period are adjusted for the effect of all diluted potential equity shares.
- xv) Use of Estimate:
- The preparation of financial statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amount of assets and Liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between actual result and estimates are recognized in the period in which results are known / materialized.

2. CONTINGENT LIABILITIES (NOT PROVIDED FOR) IN RESPECT OF:
(RS. IN LACS)

S. No.	Particulars	As at 31.03.2008	As at 31.03.2007
i)	Outstanding bank guarantee *	13395.95	8834.71
ii)	Letter of credits accepted	2677.65	338.62
iii)	Claims against the Company not acknowledged a debt relating to supplies and service matters including counter claims of project authorities.	1394.34	1408.75
iv)	Various labour cases	Amount not ascertainable	Amount not ascertainable
v)	Net show cause/demand/notices by excise deptt., service tax, income tax authorities being disputed by the company. (See note no 11 below.)	1447.82	200.32

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

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

(Rs. in Lacs,)

Name of Joint Venture (JV) /partnership firm (PF)	O/s. Bank guarantee as at 31.03.2008	O/s. Bank guarantee as at 31.03.2007
OML+JSC, UKRAIN , KAMENG (JV)	2361.00	2436.00
Om Metals Consortium (PF)	1000.00	1000.00

3. Estimated amount of contracts remaining to be executed (capital commitments) not provided for Rs. Nil lacs (Rs. 350.21 lacs in the previous year)
4. Claims raised by the Company/Claims settled with various project authorities/ other parties. amounting to Rs 5182.41 lacs (Rs. 5200.74 Lacs in previous year) , against these claims, the company has received arbitration awards of Rs 215.32 lacs (Previous year Rs. 288.32 lacs) In accordance with past practice, the Company has not made adjustment because the same can not become rule of the court due to the objections filed by Project Authorities/ Other parties .

4. Payments to auditors including Branches Auditors :

(Rs. in Lacs).

Particulars	2008	2007
Audit fee	2.56	2.10
Fee for consolidated Financial statement	0.28	0.28
Certificate and Other services	1.34	1.33
Out of pocket expenses	0.22	0.11
Total: -	4.40	3.82

Note

1. Audit fee includes service tax.
2. Rs. 0.26 Paid for other services to auditors in which he is prop. of Chartered Accountant firm.

6. Remuneration to Directors :

(Rs. in Lacs)

S. No.	Particulars	2007-2008	2006-2007
i)	Managerial Remuneration U/s 198 of the Companies Act 1956. (Directors)	66.30	56.70
ii)	Consultancy (Chairman)	1.20	1.20
iii)	Other Perks and benefits (Included in Misc. Exp.)	15.03	14.79

Note: -

- i) No Commission was paid to the Directors.
- ii) Directors and executive i.e. Shri C.P. Kothari, Shri D.P. Kothari, Shri Sunil Kothari and Shri Vikash Kothari are covered under keyman insurance plan (LIC) of the company and premium paid of Rs. 18.95 lacs during the year (Previous year Rs. 18.95 lacs)

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

S. No.	Particulars	2008	2007
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	56191150
	Equity share issued (effective 28.2.2007) refer note no 9 below . pursuant to the scheme of amalgamation	0	20112659
	New equity shares issued under QIB (effective 23.01.2007)	0	20000000
	Total equity shares outstanding at the end of the year	96303809	96303809

	Weighted average no of equity shares outstanding during the year.	96303809	61570580
ii)	Net Profit after Tax available for equity shares holders (Rs.)	180701391	235891217
iii)	Basic and diluted earning per share (Rs.)	1.88	3.83
iv)	Nominal value of equity shares (Rs.)	1	1

8. Sundry creditors for goods and others include Rs. 11.31 lacs due to suppliers covered under the `interest on delayed payments to small scale and ancillary industrial undertaking Act, 1993` to the extent such parties have been identified from the available information. The Company has not received any claim for interest from any suppliers under the said Act.

The name of small scale industrial undertakings to whom the company owes amounts outstanding for more than 30 days as At March 31, 2008 are Jupiter Metals (P) Limited, Vidhut Industries, Agro Engg. , Hind Heat Treatment & Testing House , Assam Air Products , Ashoka Machinery Tools , Aditya Air Products, Kota Oxygen, Weld Electrode (P) Ltd., Supreme startech (P) Limited , Rittal Instruments & System and Ganesh Industries.

Information required under, The Micro, Small & Medium Enterprises Development Act, 2006. The company has written to all its suppliers to ascertain if they are covered by the said act. No information has been received in reply.

9. Segment Reporting:

- a) Primary segment : Business Segment
Based on the guiding principles given in Accounting Standard AS –17 “Segment reporting” issued by the Institute of Chartered Accountants of India, the Company’s operating business are organized and managed separately according to the nature of products manufactured and services provided . The four identified reportable segments are turn key contracts of Gates, Cranes, Hoist for Irrigation & Power projects in the Engg. Division and the other segments includes Cinema (Entertainment) in Multiplex Division , running of Hotel Cum revolving restaurant in Hotel division and construction/real estate division.
- b) Secondary segment : Geographical segments :
Since the company’s activities/operations are primarily with in the country and considering the nature of products/services it deals in, the risk and returns are same and as such there is only one geographical segment,

The following is the distribution of the company’s consolidated revenue by geographical markets , regardless of where the goods/services were produced .

(Rs. In lacs)

Particulars	Current year	Previous year
Revenue from domestic market	7382.83	8694.90
Revenue from overseas market	22.56	514.60
Total	7405.39	9209.50

The company has common assets for producing goods for domestic market and overseas markets .
Hence separate figures for assets /additions to fixed assets can not be furnished .

Segment accounting polices :

- In addition to the significant accounting policies applicable to the business segment as set in note 1 of schedule 18 “notes to accounts” 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.

Segment assets and liabilities:

- Segment assets include all operating assets used by a segment and consist principally of operating cash, debtors, inventories and fixed assets, net of allowance and provisions, which are reported as direct offsets in the balance sheet. Segment Liabilities include all operating Liabilities and consist principally of creditors & accrued liabilities. Segment assets and liabilities do not include deferred Income Tax except in the Engg. Div. While most of the assets/liabilities directly attributed to individual segments.

Inter segment sales :

- Inter segment revenues between operating segments are accounted for at market price. These transaction are eliminated in consolidation .
- The main division is Engg. Division and funds provided by Engg. Division to other division and interest on such balances are not charged.
- Related Party disclosure under Accounting Standard AS-18 “ Related party disclosures” issued by the Institute of Chartered Accountants of India:
- During the year, the company entered into transactions with the related parties. Those transactions along with related balance as at 31st March 2008 and for the year ended are presented in the following tables.
- List of related parties with whom transactions have taken place during the year along with nature and volume of transactions are summarized as follows

List of related parties and relationship:

Name of the related party	Relationship
Om Metal Auto (P) Limited	Subsidiary company
Om Metals Real Estate (P) Limited	Subsidiary company
Om Metals Ratanakar (P) Limited (Upto 04.07.2007)	Step Subsidiary company
Om Structural India (P) Limited (upto 15.02.2007 *)	Enterprises over which significant influence exercised by directors.
Om Rajasthan Carbide Limited (upto 15.02.2007 *)	-do-
Om Kothari Cement & Chemicals (P) Limited (upto 15.02.2007 *)	-do-
Om Kothari Steel & Alloys Limited	-do-
Richa Builders (P) Ltd. (upto 15.02.2007 *)	-do-
SAH Build con (P) Ltd. (upto 15.02.2007 *)	-do-
Lambodar Finvest (P) Ltd.	-do-
Jupiter Mfg. Co. (P) Ltd. (upto 15.02.2007 *)	-do-
Om Kothari Pariwarik Trust	-do-
Om Kothari Foundation	-do-
Bahubali Housing Co. (P) Limited	-do-
Little Star (P) Limited	-Do-
Benzer Agencies Limited	-do-
Wellwisher Const. (P) Limited	-do-
Himgiri Dealcom (P) Ltd	-do-
Om Kothari Enterprises Limited	Associate Promoter holding more than 20% or under the same management
Baba Vinimay (P) Limited	-do-
Key Management persons	Key Managerial Personnel
Shri T.C. Kothari	
Shri C.P. Kothari	
Shri D.P. Kothari	
Shri Sunil Kothari	

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Shri Vikash Kothari	
Shri Bharat Kothari	
Shri Vivek Kothari	
Relatives of Key management persons	Relative of directors
Smt. C. Manjula Kothari	
Smt. D. Manjula Kothari	
Seema Kothari	
Smt. Anita Kothari	
C.P. Kothari & Sons	
T.C. Kothari & Sons	

* All the above companies amalgamated as per scheme of amalgamation Approved by the Hon'ble High Court, Rajasthan, Jaipur on 19.01.2007 Effective from 15.02.2007 The transaction upto 15.02.2007 have been considered for the above companies. The closing balance as on 31.03.2007 and transaction during the year are not shown due to the reason that these are not related parties as on that date .

(11) The details of disputed Income Tax, Service Tax, Sales Tax & Excise Duty as on 31-03-08 are as follows.

Nature of the Statute	Nature of the Dues	Forum where dispute is pending	Demand Amount (Rs. in Lacs.)	Period to which the amount relates
Central Sales Tax Act, 1956. and Sales Tax Act of various states	Sales Tax	Commissioner (Appeals)/Tribunal	102.33*	1984-85,1985-86 1990-91 to 1991-92, 1993-94, 1994-95 & 2005-2006.
		High court	7.19	1986-87
Central Excise Act, 1944	Excise Duty	Tribunal/Commissioner(Appeal)	109.84	1997-98, 2000 to 2008
Income Tax Act, 1961	Income Tax	CIT Appeal/ITAT	1084.73*	1991-92,,96-97, 2001-02 to 2005-2006 and amalgamated Co. JMCPL-2004-05
Service Tax Rules	Service Tax	Commissioner Appeal	143.73	2003-04 to 2005-2006

- Note : 1)* Against it , the company paid Rs. 6.80 lacs and ** Rs. 1090.20 Lacs
 2) Amount as per demand orders including interest and penalty wherever verified in the order.
 12. Advance for Capital goods includes Rs 4.23 Lacs paid to Topkhana desh grih Nirman Samiti for purchasing of Land at Jaipur for construction of building . The matter is under subjudice
 13. Expenses relating to earlier year amounting to Rs . 3.48 Lacs (Previous Rs. 1.22 lacs) debited to misc & respective expenses heads .
 14) Details of investments in the units of various Mutual Funds purchased and sold during the year are given below :-

(Rs. In Lacs)

Scheme Name	No. of Units purchased/O/B	No. of units Sold	Purchase Value	Sales Value
ABN Amro JM Basic Mutual fund	196036	-	50.00	0.00
JM emerging Leaders fund	311964	-	50.00	0.00
ABN Amro fixed term plans-	15000000	-	1500.00	0.00
ABN Amro MIP Mutual Funds	2385072	-	257.54	0.00
HSBC MIP Mutual fund	4558854	-	500.00	0.00
DSPML India Tiger fund	232317	-	65.00	0.00
Reliance Vision fund	41011	-	25.00	0.00
Sunderam BNP Paribas Co. fund	119124	-	50.00	0.00
Standrard Chartered Arbitrage fund	5000000	-	500.00	0.00
SBI Short Horizon plus	5000000	5000000	500.00	501.20
Reliance Liquid fund	5000000	5000000	500.00	518.33
Reliance Banking Fund	70902	0	50.00	0

Note : No of units include dividend unit.

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15. 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 31.03.2007	Arising during the year	Balance as at 31.03.2008
A. Deferred Tax Liabilities			
Depreciation and amortization	17935326	19933344	37868670
B. Deferred Tax Assets			
1. Provision for leave with wages	210113	18917	229030
2. Provision for gratuity	1013165	(-) 33840	979325
3. Disallownce U/s 43 (b) of I.T. Act., 1961	267083	(-) 267083	-
Total : (B)	1490361	(-) 282006	1208355
Net Deferred tax liabilities (A-B)	16444965	19651338	36660315

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

(Rs.inlacs)

Jointventure(JV)CompaniesandPartnershipfirm(PF):Currentyear

S. No.	Name of Company /firm	OML + JSC Ukrain , Kaming (JV)	Om Metals Consor. (PF)	Sanmati Infra Developer (P) Ltd	Pondicherry port limited
1	Proportion of ownership interest	60%	35% See note (b)	25%	50%
2	Country of incorporation or registration	India	India	India	India
3	Accounting period ended	31.03.08	31.03.08	31.03.08	31.03.08
4	Assets	1645.47	11068.17	3588.57	407.29
5	Liabilities	1645.47	1660.78	15.83	14.83
6	Income	33.12	0	2.56	0
7	Expenditure	31.72	0	2.34	0
8	Contingent Liabilities	Nil	N.A	N.A	N.A.
9	Capital commitments	Nil	N.A	N.A	N.A
10	Date of Creations of JV/firm	01.04.2006	18.07.2005	26.03.2006	
11	Remarks	-	See note "c"		See note "c"

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

S. No.	Name of Company /firm	OML + JSC Ukrain , Kaming (JV)	Om Metals Consor. (PF)	Om Metals Infotech (P) Ltd. (JV)	Om Metals Developers (P) Ltd. (JV)	Om Shivaya Real Estate Pvt. Ltd., (JV)
1	Proportion of ownership interest	60%	35% See note (b)	50%	25%	50%
2	Country of incorporation or registration	India	India	India	India	India
3	Accounting period ended	31.03.07	31.03.07	31.03.07	31.03.07	31.03.07
4	Assets	1973.81	2313.64	1229.78	587.82	(See note no e.)
5	Liabilities	1973.81	668.57	1229.28	587.57	-do-
6	Income	82.06	0.00	0.62	0.06	-do-
7	Expenditure	69.87	2.65	0.55	0.05	-do-
8	Contingent Liabilities	Nil	N.A	Nil	N.A	-do-
9	Capital commitments	Nil	N.A	Nil	N.A	-do-
10	Date of Creations of JV/firm	01.04.2006	18.07.2005			
11	Remarks	-	See note "C"	See note "C"	See note "C"	See note "E"

S. No.	Name of Company /firm	Sanmati Infra Developers (P) Ltd	Pondicherry port limited	Baba Vinimay (P) Limited
1	Proportion of ownership interest	37%	50%	
2	Country of incorporation or registration	India	India	India
3	Accounting period ended	31.03.07	31.03.07	31.03.2007
4	Assets	209.29	133.71	(See note no e.)
5	Liabilities	206.59	131.21	(See note no e.)
6	Income	0.0	0.00	(See note no e.)
7	Expenditure	0.00	0.00	(See note no e.)
8	Contingent Liabilities	N.A	N.A.	(See note no e.)
9	Capital commitments	N.A	N.A	(See note no e.)
10	Date of Creations of JV/firm			
11	Remarks	See note "C"	See note "C"	(See note no e.)

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Note:-

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

Name of partner	Share ratio
Om Metals Infraprojects Limited	35.00%
Subhash projects & marketing Ltd.	10.00%
Nikhil Township (P) Limited	30.00%
Amrfina Construction (P) Ltd.	10.00%
Morya Housing Limited	10.00%
Om Infra Tech (P) Limited	5.00%

- c) Figures are taken in the books of accounts on the basis of unaudited financial results in current year as well as in the previous year. (N.A = Not available)
- d) The stake held by the company in real estate SPV companies has been transferred to Om Metal Real Estate Pvt. Ltd a fully owned Subsidiary. Om Metals Infotech Private Limited is one among SPV'S which own plant & machinery , Land & Building valuing at cost of Rs. 2401.98 Lacs. The matter of ownership is under litigation and legal recourse has been taken. As per legal opinion, there is fair chance of decision in favour of the SPV Company.
- e) The Figures of Joint Venture are not available. The balance sheet of the joint venture are under preparation.
- f) Om Metals Infotech (P) Limited (JV), Om Metals Developers (P) Limited (JV), Om Shivay Real Estate Pvt. Ltd. (JV) and Baba Vinimay (P) Limited (JV) joint venture ceased w.e.f. 04.07.2007 and all these companies other than Baba Vinimay became SPV companies in which Om Metals Real Estate (P) Limited 100% subsidiary of the company has taken stake w.e.f. 04.07.2007
17. 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 16 e.
18. The company has given the Multiplex to Inox Leisure Ltd for Operating under business agreement on fixed sharing basis for a period from 16.06.2006 to 15.06.2013. The income shown under the schedule no 10.
19. Loans and Advances & debtors include following Amounts due from subsidiary/Joint Venture & others :-

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Rs.InLacs

	Amt.outstanding as at	Amt.outstanding as at	Max Amt.outstanding as at	Max Amt.outstanding as at
	31.03.2008	31.03.2007	31.03.2008	31.03.07
Sanmati Infra Developers (P) Limited	-	303.79		303.79
Pondicherry Port Ltd	164.99	122.12	164.99	122.12
Om Shivaya Real Estate P. Ltd	-	1500.00	1750.00	1500.00
Om Metals Developers Pvt. Ltd,	-	650.28	650.28	650.28
Om Metals Infotech Pvt. Ltd	-	1079.41	1079.41	1079.41
Om Metals Auto Pvt. Ltd (Sub)	7.33	17.96	17.96	17.96
Om Metal Ratnaker (P) Limited	-	-	1204.95	-
Om Metals Real estate (P) Limited	6050.38	-	6050.38	-
Benzer Agencies Limited	1.57	-	0.02	-
Om Kothari Steel & Alloys Limited	0.47	-	0.47	-

20. Public Offer
- (a) During the previous year, the company has issued and allotted 20000000 equity share of face value of Rs. 1/- each at a premium of Rs. 59/- per equity share to qualified institutional buyers (QIB)
- Of the fund raised through the QIB, the company has utilized the fund as follows:

(Rs. In lacs)

Particular	Projected Utilisation as per the prospectus	Actual utilization as of 31.03.2007	Actual utilization during 2007-2008
Strengthening the company's Capital base, part funding of capital expenditure for the Engg. Div and Real Estate Project, Strategic alliances and acquisition, Capital expenditure directly or through its subsidiary.	11428.20	1427.20	1026.11
QIB Expenses	571.80	572.80	
Total :-	12000.00	2000.00	1026.11

Note :- The unutilized funds of Rs. 8973.89 Lacs (Rs. 10000 lacs in previous year) as at 31.03.2008 have been temporarily invested in FDR/units/mutual funds/debt fund/liquid funds.

21.i) The company has claimed deduction U/s 80 IA (4) of Income Tax Act, 1961 on the profit of Goshi Khurd project, however as per finance Act, 2007 the following amendments have been made in the Income Tax Act, 80IA(4) after sub section 13.

Explanation - for the removable of doubts, it is hereby declared that nothing contained in the section shall apply to a person who executes a works contract entered into with the under taking or enterprises, as the case may be. i.e. the above explanation have been added in the finance act 2007. The company has taken opinion of tax experts and as per the said opinions the company is hope full to get benefit under section 80IA(4) therefore the company has not made any provisions for the liabilities, if any, arising on this account if deduction is denied by the tax authorities during the year. Approximate Liability amounts to Rs. 568.57.Lacs for the year 2007.

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- ii) During the year the company has received Rs. 40.77 Crore (Net of Expenses) on relinquishment of business right in a joint venture with B. Rahejas . The company as per legal opinion has treated it as non taxable capital Receipts and credited to capital reserves. Liability of tax if any, arising on assessment shall be appropriately dealt at the time of assessment.
22. Exchange difference gain (Loss) on account of fluctuations in the foreign currency have been accounted for under respective heads of accounts as under :-

(Rs. In lacs)

S. No	Head	2007-2008	2006-2007
1	Sales /Room Rent	0.23	0.07
2.	Raw Material consumed	4.76	35.70
	Total :-	4.99	35.77

- 23 During the year, the company has capitalized pre-operative expenses for Kathua (J & K) manufacturing unit of Engg. Division . The commercial production of the new plant has commenced w.e.f. 23.02.2008 . The following pre-operative expenses capitalized are as under :-

Particulars	Amount (Rs. In Lacs)
Power & fuel	1.37
Transportation	2.45
Rent of Building & machinery	1.14
Job work	1.74
Legal & Consultancy	0.26
Telephone & T. Call	0.30
Traveling & conveyance	2.44
Salary & Wages	6.72
Store spares consumption	5.64
Misc exp.	3.56
Total :-	25.62

- 24 The Company has provided for liability of gratuity aggregating to Rs. 28.81 Lacs for employees who have qualified for it as per payment of Gratuity Act. The company could not comply with the requirement of AS 15 retirement benefit issued by ICAI as the valuation by a Certified acturian is under process.

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

- a) Particulars in respect of Licensed and installed capacity.

Product	Unit	Licensed capacity	Licensed capacity	Installed capacity *	Installed capacity *
		2007-2008	2006-2007	2007-2008	2006-2007
Engg. Div.					
Engg. Goods	MT	N.A	N.A	15000 MT/PA	5000 MT/PA
Hotel Div.					
No. Rooms	No	N.A.	N.A	58	58
Multiplex Div.					
Seating capacity	No.	N.A.	N.A.	1117	1117
Wind power generation for captive use.	One	N.A.	N.A.	0.35 MW	0.35 MW

As certified by the management.

Since the company's installed capacity is dependent on product mix, which in turn is decided on the basis of actual demand for Various products from time to time, it is not feasible for the company to give exact installed capacity. The company has, however, indicated installed capacity on the basis of year's product mix as certified by a director and being a technical matter accepted by the auditors as correct.

Particulars in respect of opening stock, Goods manufactured, sales, closing stocks and Trading Activities are given in annexure no. 1.

Particulars in respect of consumption of raw material, accessories and bought out items are given in annexure no. 2.

Multiplex Division:

Multiplex division of the company is mainly engaged in the business of sales of tickets. The sales of tickets are not capable of being expressed in any generic units in previous year. Since, the multiplex is given on business agreement to Inox it is not possible to give quantitative details and information's required under paragraph 3, 4C & 4D of part II of schedule 6 of the Companies Act 1956.

e) **Hotel Division:**

Hotel Division of the company is mainly engaged in the business of sale of room and restaurant income. It is not practical to give the quantitative wise details in respect of purchases consumption, turnover and stock etc. The company has been granted exemption from Ministry of Company Affairs vide their order dated 15.02.2007 to disclose the quantitative details in compliance of paragraph 3, 4C & 4D of part II of schedule VI of the Companies Act. 1956 for the year ending on 01.04.2005 to 31.03.2008 .

f) Other Additional information.

(Rs. in Lacs)

S. No.	Particulars	Current Year	Previous year
I	C.I.F. Value of Imports		
	Raw Material	1498.28	444.85
	Capital Goods	0.00	0.00
ii	EXPENDITURE IN FOREIGN CURRENCY (PAID OR PROVIDED)		
	Capital		0.00
	Traveling	25.90	50.10
	Consultancy	24.52	0.00
iii)	Income in Foreign Currency (Sales)	0	492.84
	Room Rent & Other Services	22.56	21.76
	Total :-	22.56	514.60
iv)	Net dividend remitted in foreign currency		
	No. of NRI share holders	79	28
	No of shares held by them	301696	145389
	Dividend paid (Rs. In lacs)		
	Year to which dividend relates		

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• **VALUE OF RAW MATERIAL & STORES AND COMPONENTS CONSUMED:**

Particulars	2008	%	2007	%
Raw Material				
Imported	1296.28	28.33	444.85	13%
Indigenous	3277.76	71.67	2961.56	87%
Total :-	4574.04	100%	3406.41	100%
Stores & Spares				
Imported	-	-	0.00	-
Indigenous	196.38	100%	287.86	100%

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

27. Schedule 1 to 18 and the statement of additional information form an integral Part of the Balance Sheet & Profit and Loss Account and have been duly authenticated.

Signed For Identification
For M.C. Bhandari & Co.
Chartered Accountants
(S.K. Mahipal)
Partner
M.No. 70366
38, Shopping Centre
Kota (Raj.)

For And On Behalf Of Board Of Directors

(T.C. Kothari)
Chairman

(C.P. Kothari)
Managing Director

(D.P. Kothari)
Director

Dated: 30.06.2008

Reena Jain
(Company Secretary)

Statement pursuant to section 212 of the Companies Act, 1956

Name of subsidiary company	Financial year ending of the sub.	No. of shares held by the company	Extent of holding %	For financial year of the subsidiary	
				Profit/(loss) so far as it concerns the members of the holding company and not dealt with in the books of accounts of the holding company (except to the extent dealt with in col.6)	Profit/(loss) so far as it concerns the members of the holding company and dealt with in the books of accounts of the holding company .
(1)	(2)	(3)	(4)	(5)	(6)
				Rs. In Lacs	Rs. In Lacs
Om Metals Auto Pvt. Ltd.	31.03.2008 (31.03.2007)	75500 (25500)	75.50 % (51%)	(2.98)	- -
Om Metal Real Estate (P) Limited	31.03.2008 (31.03.2007)	10000 (9900)	100 % (99%)	(-0.03)	-

Note:- (.....) represent figures for previous year .

Transaction during the year with related parties (Excluding reimbursement)

Name of company	Nature of Transaction	2007-08	2006-07
A. with subsidiary company			
1. Om Metals Auto Pvt. Ltd.	Opening balance as at 01.04.07		
	Investment in equity shares	2.55	2.55
	Loans & Advances Dr.	17.96	0.00
	Creditors	0.00	1.71
	Security deposit	5.00	5.00
	Transactions		
	Rent Received	55.2	0.00
	Services recd.	0.16	
	Net move. in loans & Adv. Dr.&Cr..	36.02	
	Job work(Vehicle repair)	2.57	0.00
	Share of Net Profit (loss) on a/c of hiring of F.A.	0.00	5.86
	Investment in equity shares	50.00	0.00
	Closing balance as on 31.03.08		
	Investment in equity shares	52.55	2.55
	Debtors	7.33	0.00
	Loans & Advances	0.00	17.96
	Security deposit	5.00	5.00
2. Om Metals Real Estate P.Ltd.	Opening balance as at 01.04.07		
	Investment in equity shares	0.99	0.00
	Transactions		
	Net move. in loans & Adv. Dr.&Cr..	6050.38	0.00
	Investment in equity shares	0.00	0.99
	Closing balance as on 31.03.08		
	Investment in equity shares	0.99	0.99
	Loans & Advances	6050.38	0.00
3. Om Metals Ratnakar P.Ltd	Opening balance as at 01.04.07		
	Investment in equity shares	0.99	0.00
	Transactions		
	Net move. in loans & Adv. Dr.&Cr..	1204.95	0.00
	Investment in equity shares	0.00	0.99
	Investment Transferred	0.99	0.00
	Closing balance as on 31.03.08		
	Investment in equity shares	0.00	0.99
	Loans & Advances	0.00	0.00
B. with associate promoter holding more than 20% equity			
1. Om Structural (I) Pvt. Ltd.	Opening balance as at 01.04.07		
	Creditors	0.00	23.27
	Transactions		
	Net movements in loans & Adv. Dr/C	0.00	100.00
	Job work	0.00	43.35
	Hire/Rent charges	0.00	2.80
	Closing balance as on 31.03.08		
	Creditors	0.00	0.00

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2. Om Rajasthan Carbide Ltd.	Opening balance as at 01.04.07		
	Loans and advances	0.00	0.16
	Transactions		
	Job work	0.00	18.49
	Closing balance as on 31.03.08		
	Loans and advances	0.00	0.00
	3. Om Kothari Cement & Chemicals P.Ltd.		
	Opening balance as at 01.04.07		
Creditors	0.00	0.37	
Security deposit given	0.00	20.00	
Transactions			
Job work	0.00	35.39	
	Closing balance as on 31.03.08		
	Creditors	0.00	0.00
	Security deposit given	0.00	0.00
	4. Om Kothari Steel & Alloys Ltd.		
Opening balance as at 01.04.07			
Creditors	24.10	36.67	
Transactions			
Job work	31.72	30.87	
	Closing balance as on 31.03.08		
	Advance Ag. Job work	0.47	0.00
	Creditors	0.00	24.10
	5. Richa Builders Pvt. Ltd.		
Opening balance as at 01.04.07			
Creditors	0.00	2.49	
Transactions			
Hire/Rent charges	0.00	1.82	
	Closing balance as on 31.03.08		
	Creditors	0.00	0.00
6. SAH Build con (p) Ltd.			
Opening balance as at 01.04.07			
Creditors	0.00	2.49	
Transactions			
Hire/Rent charges	0.00	1.79	
	Closing balance as on 31.03.08		
	Creditors	0.00	0.00
7. Lambodar Fin Vest Pvt. Ltd.			
Opening balance as at 01.04.06			
Advance agst. Fixed assets(goods)	0.00	28.50	
Adv. For purchases of goods	36.00	0.00	
Transactions			
Adv.agst fixed assets	30.25	7.50	
Advance given/Taken	0.09	29.50	
	Closing balance as on 31.03.07		
	Adv. For purchases of goods	66.25	36.00
	Creditors	0.09	0.00
8. Jupiter Manufacturing Co. P.Ltd			
Opening balance as at 01.04.07			
Security Deposite	0.00	27.50	
Creditors	0.00	0.19	
Transactions			
Job work	0.00	18.84	
	Closing balance as on 31.03.08		

9.Om Kothari Pariwarik Trust	Opening balance as at 01.04.07		
	Creditors	0.41	0.00
	Transactions		
	Hire/Rent charges	2.14	2.14
	Closing balance as on 31.03.08		
	Creditors	0	0.41
10.Om Kothari Foundation	Opening balance as at 01.04.07	0.00	0.00
	Transactions		
	Loans & Advances Dr/Cr	9.32	0.00
	Donation	12.32	22.32
	Hire/Rent charges	0.96	0.96
	Closing balance as on 31.03.08	0.00	0.00
11. Bahubali Housing Pvt. Ltd.	Opening balance as at 01.04.07		
	Creditors	2.13	0.00
	Transactions		
	Loans and advances Cr.	6.36	2.60
	Loans and advances Dr.	0.07	
	Rent Paid	1.00	
	Creditors	0.00	10.88
	contract receipts	72.20	8.75
	Security Deposite Dr	70.00	
	Closing balance as on 31.03.08		
Security Deposit Dr	70.00		
Creditors Cr.	7.21	2.13	
12. Little Star Finance (P) Limited	Opening balance as at 01.04.07		
	Creditors	18.62	
	Transactions		
	Loans and advances Dr.	18.62	
	Loans and advances Cr.	18.62	
	Rent Paid	1.00	
	Contract receipts	72.20	
	Security Deposit	70.00	
	Closing balance as on 31.03.08		
	Security Deposit	70.00	
Loans and advances Dr.	1.24		
13. Benzer agencies ltd.	Opening Balance as on 01.04.07	0.00	0.00
	Transaction		
	Advance given	9.78	3.75
	Advance received	8.21	3.75
	Closing balance as on 31.03.08		
	Advance Dr.	1.57	0.00
14. Well wisher const & Finance pv Limited	Opening balance as at 01.04.07		
	Advances for Fixed Assets	74.49	73.37
	Transactions		
	Advance agst. F.A. rerturn	74.49	1.12
	Closing balance as on 31.03.08		
	Loans and advances given ag. F.A.	0.00	74.49

15. Himgiri Delcon (P) Ltd.	Opening balance as at 01.04.07			
	Loans and advances	2.05	0.00	
	Investment in Equity Share	0.32	51.00	
	Advance for purchases of FA	125.00	0.00	
	Transactions			
	Net movements in loans Dr/Cr	2.05	2.05	
	Advance agst. F.A.	0.00	74.00	
	Investment Sold	0.32	0.00	
	Investment in Equity Share	0	0.32	
	Advance return	125.00	0.00	
	Closing balance as on 31.03.08			
	Loans and advances	0.00	2.05	
	Investment in Equity Share	0.00	0.32	
	Advance for purchases of FA	0.00	125.00	
C. Associates Promoter holding more than 20% or under the same management				
1. Om Kothari Enterprises Ltd.	Opening balance as at 01.04.07			
	Investment in equity shares	75.95	75.95	
	Transactions			
	Net movements in loans Dr/Cr	64.21	0.00	
	Job work	26.72	6.96	
	Sale of Investment	75.95	0.00	
		Closing balance as on 31.03.08		
	Investment in equity shares	0.00	75.95	
Creditors/Advances	0.00	0.00		
2. Baba Vinimay P Ltd.	Opening balance as at 01.04.07			
	Capital contribution in JV	241.76	0.00	
	Investment in Equity Shares	0.50	0.00	
	Transactions			
	Net movements in Capital Dr.	0.2	241.76	
	Net movements in Capital Cr.	241.96		
	Purchases of Equity Shares	0.00	0.50	
	Sale of Shares	0.50	0.00	
		Closing balance as on 31.03.08		
	Capital contribution in JV	0.00	241.76	
Investment in Equity Shares	0.00	0.50		
D. Directors of the company				
1. Shri T.C. Kothari	Opening Balance as on 01.04.07	0.00	0.00	
	Transaction			
	Loans advance Dr	371.27		
	Loans advance Cr	368.99		
	Consult. & fees for board meting	1.20	1.20	
	Hire/rent charges	1.08	0.48	
		Closing balance as on 31.03.08	0.00	0.00
2. Shri C.P. Kothari	Opening Balance as on 01.04.07			
	Security deposit outstanding	10.00	10.00	
	Transaction			
	Net movements in loans Dr. & Cr.	10.12	1.03	
	Hire charges/Rent paid	4.08	1.38	
	Director Remuneration	27.00	27.00	
		Closing balance as on 31.03.08	10.00	10.00
Security deposit outstanding	10.00	10.00		

3. Shri D.P. Kothari	Opening Balance as on 01.04.07			
	Security deposit outstanding	7.50	7.50	
	Transaction			
	Net movements in loansDr/ Cr	2.89	2.89	
	Hire charges/Rent paid	18.60	0.45	
	Director Remuneration	25.50	24.00	
4. Shri Sunil Kothari	Closing balance as on 31.03.08			
	Creditors	0.15	0.00	
	Security deposit outstanding	7.50	7.50	
	Opening Balance as on 01.04.07			
	Security deposit outstanding	5.00	5.00	
	Transaction			
E. Relatives of Directors	Salary and allowances	13.80	6.90	
	Hire charges/Rent paid	1.08	0.54	
	Closing balance as on 31.03.08	0.00	0.00	
	Security deposit outstanding	5.00	5.00	
	1. Vikas Kothari	Opening Balance as on 01.04.07	0.00	0.00
	Transaction			
2. Shri Bharat Kothari	Hire charges/Rent paid	0.00	0.66	
	Salary and allowances	2.40	0.66	
	Closing balance as on 31.03.08	0.00	0.00	
	Opening Balance as on 01.04.07	0.00	0.00	
	Transaction			
	Salary	2.40	0.00	
3. Shri Vivek Kothari	Closing balance as on 31.03.08	0.00	0.00	
	Opening Balance as on 01.04.07	0.00	0.00	
	Transaction			
	Salary	4.20	4.20	
	Closing balance as on 31.03.08	0.00	0.00	
	4. Smt. C. Manjula Kothari	Opening Balance as on 01.04.07		
Security deposit outstanding		10.00	10.00	
Transaction				
Hire charges/Rent paid		2.88	1.08	
Closing balance as on 31.03.08				
Security deposit outstanding		10.00	10.00	

5. Smt. D. Manjula Kothari	Opening Balance as on 01.04.07 Security deposit outstanding	10.00	10.00
	Transaction Hire charges/Rent paid	2.88	1.08
	Closing balance as on 31.03.08 Security deposit outstanding	10.00	10.00
6. Seema Kothari	Opening Balance as on 01.04.07 Security deposit outstanding	5.00	5.00
	Transaction Hire charges/Rent paid	1.80	0.60
	Closing balance as on 31.03.08 Security deposit outstanding	5.00	5.00
7. Smt. Anita Kothari	Opening Balance as on 01.04.07 Security deposit outstanding	12.50	12.50
	Transaction Hire charges/Rent paid	2.40	0.45
	Closing balance as on 31.03.08 Security deposit outstanding	12.50	12.50
8. C.P. Kothari & Sons	Opening Balance as on 01.04.07 Loans & Advance Dr.	0.68	0.00
	Transaction Net movements in loans Dr.	16.92	10.38
	Net movements in loans Cr.	17.60	9.70
	Closing balance as on 31.03.08 Loans & Advance Dr.	0.00	0.68
9. T.C. Kothari & Sons	Opening Balance as on 01.04.07 Loans & Advance Dr.	0.00	0.00
	Transaction Net movements in loans Dr.	175.44	0.00
	Net movements in loans Cr.	175.44	
	Closing balance as on 31.03.08 Loans & Advance Dr.	0.00	0.00

d) Information about business segments :

Particulars	(Rs. In Lacs.)							
	Engg. Div.		Multi plex & Real Estate		Hotel & Res. Div.		Total	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
(1) <u>Segment Revenue :</u>								
External sales/income (Net)	5764.33	8303.12	966.31	211.85	674.75	603.60	7405.39	9118.57
Other receipt	282.01	61.13	1.27	2.81	9.63	9.08	292.91	73.02
Interest Receipts	960.89	417.30	0.00	0.00	0.00	0.00	960.89	417.30
Inter segment sales	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Revenue	7007.23	8781.55	967.58	214.66	684.38	612.68	8659.19	9608.89
(2) <u>Segment Results :</u>								
Segments results	2122.43	2789.94	501.94	144.68	174.37	158.24	2798.74	3092.86
Unallocated expenses (Net)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Operating profit before Int.	2122.43	2789.94	501.94	144.68	174.37	158.24	2798.74	3092.86
Financial exp.	457.62	385.26	0.03	13.51	54.51	60.56	512.16	459.33
Income tax current	343.00	300.00	0.00	0.00	0.00	0.00	343.00	300.00
MAT Credit Entitlement(06-07)	(80.00)	0.00	0.00	0.00	0.00	0.00	(80.00)	0.00
F B T	12.50	22.50	0.01	0.08	1.90	1.05	14.41	23.63
Deferred tax assets/Lia.	202.15	49.02	0.00	0.00	0.00	0.00	202.15	49.02
Net Profit	1187.16	2131.20	501.90	131.09	117.96	96.63	1807.02	2358.92
3 (i) <u>Other Information :</u>								
Segment Assets	41567.92	32800.44	1076.84	369.92	3410.40	3532.98	46055.16	36703.34
Inter Branch Unallocated assets	1523.86	1419.19	50.95	240.97	-1574.81	-1660.16	0.00	0.00
Total Assets	43091.78	34219.63	1127.79	610.89	1835.59	1872.82	46055.16	36703.34
<u>Segmets Liabilities :</u>								
Share Capital	963.04	963.04	0.00	0.00	0.00	0.00	963.04	963.04
Reserve & Surplus	29461.69	24426.27	1005.34	503.44	1322.50	1204.55	31789.53	26134.26
Secured & Unsecured Loan	5388.70	3681.42	0.00	0.00	413.89	579.96	5802.59	4261.38
Segment liabilities	6911.75	4984.45	122.45	107.45	99.20	88.31	7133.40	5180.21
Unallocated liabilities	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Deferred tax liabilities	366.60	164.45	0.00	0.00	0.00	0.00	366.60	164.45
Total Liabilities	43091.78	34219.63	1127.79	610.89	1835.59	1872.82	46055.16	36703.34
(iii) Capital Expenditure	819.10	7617.66	0.00	0.41	107.37	1333.73	926.47	8951.80
Depreciation	355.45	242.73	16.82	16.43	67.88	65.83	440.15	324.99
Amortisation	114.35	114.35	0.00	0.00	0.00	0.00	114.35	114.35
Non cash expenses other than depreciation	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

OM METAL INFRAPROJECT LIMITED
Annexure to notes no 25 Schedule no. 18 for the year ended on 31.03.2008

S.No.	Particular	Unit	Particulars in respect of Opening stock, Production, Trading, Purchases, Sales & Closing Stock										
			Opening Stock			Production			Purchase				
			Qty.	Amount (Rs.)	Qty.	Amount (Rs.)	Qty.	Amount (Rs.)	Qty.	Amount (Rs.)	Qty.	Amount (Rs.)	
1	Dam Gates, Hoist, Hydro Mechanical Equipments and other fabricated goods	Mt	229.302	9558560.00	45.391	2471408.00	777.185	1237.998	128.526	7719378.00	0.000	0.00	19391984.00
		Set	0.00		13.50		389.000	387.00	1.000	0.00	16.000	0.000	
		Nos	0				7	115	0.000	0.00	0.000		
		Sqjm	0.00				114.60	628.30	0.000				
2	Scrap	MT	115.110	1438870.00	32.512	418500	190.708	109.578	0.000	0.00	0.000	0.000	0.00
3 & 4	Escalation, Erection & Other Receipts, Transportation, Drawing & Design		0	0.00	0	0.00	0.00	0.00	0.000	0.00	0.000	0.000	0.00
5	*Turnover of Real Estate	Nos	1	1250000	0	0	74	17	0	0	0	0	0
6	Hotel Divison		0	0.00	0	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
7	Multiplex Div.		0	0	0	0	0	0	0	0	0	0	0
8	Wind Power Generation	UNIT	0	0	0.000	0.00	416844.00	392870.00	0.000	0.00	0.000	0.000	0.00
	Grand Total			12247450.00		2889908.00				7719378.00			19391984.00

OM METAL INFRAPROJECT LIMITED

Annexure to notes no 25 Schedule no. 18 for the year ended on 31.03.2008
Particulars in respect of Opening stock, Production, Trading, Purchases, Sales & Closing Stock

S.No.	Particular	Unit	Sales		Previous Year		Current Year		Closing Stock	
			Qty.	Amount (Rs.)	Qty.	Amount (Rs.)	Qty.	Amount (Rs.)	Qty.	Amount (Rs.)
1	Dam Gates, Hoist, Hydras Machanical Equipments and other fabricated goods	MT Set Nos Sqm	904.592 390.000 7 114.60	411258643.00	1053.987 416.50 115 628.30	587854277.77	230.421 0.000 0.000 0.000	15912382.00	229.302	9558580.00
2	Scrap	MT	188.055	3041945.00	26.980	337250.00	117.763	2987980.00	115.110	1438870.00
3	Esciation, Erection & Other Receipts		0	164217860.00	0	222465068.00	0.000	0.00	0.000	0.00
	Sub Total :-			578518448.00		810656595.77		18900362.00		10997450.00
4	Transportation, Drawing & Design Receipts		0	6986665.00	0	4969118.00	0.000	0.00	0.000	0.00
5	*Turnover of Real Estate		75	83750416.00	17	23780000	0	0	1	1250000
6	Hotel Divison	0	0.00	65620678.38	0.00	59240265.44	0.00	0.00	0.00	0.00
7	Multiplex Div.			12880264.00		20532373	0	0	0	
8	Wind Power Generation	UNIT	416844	1854549.72	392870	1771451.05	0	0.00	0	0.00
	Grand Total			749611021.10		920949803.26		18900362.00		12247450.00

* Note. -Total Turnover of Real Estate business is Rs. 83750416/- of 75 flats. Out of these flats, 4 flats sold for Rs. 4200000/-

OM METAL INFRAPROJECT LIMITED

Particulars in respect of Consumption of Raw Material, Accessories and bought out items for the year ended on 31st March, 2008.

S.No.	Particular	2007-08		2006-07		
		Qty	Amount(Rs.)	Qty	Amount(Rs.)	
1	Structural Steel	Mt	6564.629	326862787.24	5799.64	179696777.71
		Mtr	98		674	
		Nos	21			
2	Stainless Steel	Mt	176.465	19699929.00	95.276	9940150.00
3	Castings	Mt	121.764	7216202.00	114.871	6218840.00
		Nos	23			
4	Brass	Mt	4.737	3768474.00	5.948	1262669.00
		Nos	30			
5	Bought Out	Mt	86.307	67681159.19	2.284	98543761.00
		Mtr	2869		38439	
		Nos	685		1983	
6	Accessories			9445908.00		8672183.67
7	Civil Construction material			13122073.50		23931211.50
8	Food & Beverage *			9607395.09		8559262.94
	Total			457403928.02		336824855.82

Note: -Quantity of Food & Beverage- Hotel Division not furnished refer note no 25 (e)

OM METALS INFRAPROJECTS LIMITED

Cash Flow Statement for the year ended March 31, 2008

(Rs.inLacs)

Particulars	Year ended	
	31.03.2008	31.03.2007
1 Cash Flow from operation Activities		
A Net Profit before Taxation and Extraordinary Item	2286.57	2633.52
Add:-		
Depreciation	440.15	324.99
Interest and Bank Commission Paid	512.17	459.34
Loss on sale of Fixed Assets	0.91	0.00
Public Issue Exp. Written off	114.35	114.35
	3354.15	3532.20
Less:-		
Interest Reciept	960.89	417.30
Profit on Sale of Fixed Assets	0.00	0.69
	960.89	417.99
B Operating Profit before working capital changes	2393.26	3114.20
Adjustments for :		
Trade and other receivable	-1113.12	-134.22
Inventories	-2526.54	94.74
Loans & Advance	-2607.68	-4221.05
Trade & Other Payable	1063.43	-1130.65
Provision for Gratuity & Leave Encashment	-0.79	16.24
	-2791.44	-2260.74
Less:-		
Direct Taxes Paid	1373.80	260.65
Net cash flow from operating activities	(A) -4165.24	-2521.40
Cash flow from investing activities :		
Purchase of fixed assets	-926.47	-649.59
Increase in Capital,WIP and Advances	-287.72	73.70
Investments	-3929.14	-1711.63
Sale of Fixed Assets	8.78	10.71
Interest received	960.89	417.30
Capital Receipt under relinquishment of Right in JV	4077.04	0.00
Net cash flow from/used in investing activities	(B) -96.62	-1859.51

OMMET ALSINFRAPROJECTSLIMITED

Cash Flow from financing activities :

Interest and Bank Commission paid	-512.17	-459.34
Issue of Share Capital	0.00	200.00
Share premium	0.00	11800.00
Secured Loan as Term Loan	1729.13	231.73
Secured Loan as Work Cap.	-187.93	1718.83
Unsecured Loan	0.00	-32.77
Dividend / Dividend Tax Paid	0.00	-347.76
Expenses on Issue on Shares	0.00	-571.74
Net cash used in financing activities	(C) 1029.04	12538.94

Increase/(Decrease) in cash and cash equivalents

A. Cash Flow from Operating Activities	-4165.24	-2521.40
B. Cash Flow from Investing Activities	-96.62	-1859.51
C. Cash Flow from Financing Activities	1029.04	12538.94
Net Increase / Decrease in Cash Flow During Year	-3232.82	8158.04
Cash and cash equivalents at beginning of year	13458.90	5300.86
Cash and cash equivalents at end of the year	10226.08	13458.90

NOTES TO ACCOUNTS

0.00

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

As per our Report of even date annexed

For and on behalf of Board of Directors

For M.C.Bhandari & Co.
Chartered Accountants

T.C.Kothari
(Chairman)

S. K. Mahipal
Partner
M.No.70366

C.P.Kothari
(Mg.Director)

Place : Kota
Dated : 30.06.2008

D.P.Kothari
(Director)

Reena Jain
(Company Secretary)

Om Metals Infra Project Limited

Balance Sheet abstract and company's general business profile :

1	Registration details	
	Registration No.	L27203RJ1971PLCO03414
	Balance sheet date	31st March 2008
2	Capital raised during the year	(Rs. in Lacs)
	Public Issue	Nil
	Right Issue	Nil
	Bonus Issue	Nil
	Private placement (Promoter's contri.)	Nil
3	Position of Mobilisation and deployment of funds :	
	Total Liabilities	38921.76
	Total Assets	38921.76
	Sources of Funds :	
	Paid up Capital	963.04
	Reserves & Surplus	31789.53
	Deffered tax Liabilities	366.60
	Secured Loans	5802.59
	Unsecured Loans	0.00
	TOTAL :-	<u>38921.76</u>
	Application of Funds :	
	Net fixed assets	13554.46
	Investments	5719.93
	Net current assets	19304.32
	Misc exp.	343.05
		<u>38921.76</u>
4	Performance of the company :	
	Turn over	10482.19
	Total Expenditure	8195.61
	Profit before tax	2286.58
	Profit after tax	1807.02
	Earning per share in Rs.	1.88
	Dividend rate %	20%
5	Generic names of there principal products/service of the company (As per monetary terms)	
	Item code No.	1. Mfg. Of gates & gates parts 2. Hotel cum Revolving Restaurant 3. Cinema 4. Real Estate

Products/ services description

For and on behalf of Board of Directors

Place : Kota

T.C.Kothari
(Chairman)

D.P.Kothari
(Director)

Dated : 30.06.2008

C.P.Kothari
(Mg.Director)

Reena Jain
(Company Secretary)

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

1. We have audited the attached consolidated Balance sheet of M/s. OM METALS INFRA PROJECT LIMIED, Its subsidiaries and joint ventures as at 31.03.2008 , and also the consolidated profit and loss account and also the consolidated cash flow statement of the company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Om Metals Infracproject Limited's management and have been prepared by the management on the basis of separate financial statements and other financial information regarding components. Our responsibility is to express an opinion on these financial statements based on our audit.
 2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis , evidence, supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
 3. (a) We have not audited the financial statements of a subsidiary i.e. Om Metal Auto (P) Limited and joint ventures i.e. OMP+ JSC Ukrain, Kaming , Om Metals Consortium, Sanmati Infra Developers (P) Limited and Pondichary port Limited of Om Metals Infracprojects Ltd., whose financial statements (to the extent of the group's proportionate share) reflect total assets of Rs 6421.89 Lacs (P.year Rs 1436.97 Lacs) as at 31.03.2008, the total revenue of Rs. 4774.81 (Previous years Rs. 4347.07 Lacs) and net cash outflows amounting to Rs. 177.57 (Previous year net cash outflow Rs 34.78 lacs) for the year then ended. These financial statements and other financial statements/ information have been audited by other auditors, whose reports have been furnished to us. And our opinion, in so far as it relates to the amounts included in respect of these subsidiary and joint ventures , is based solely on the report of other auditors.
- The financial statements of joint venture or associate companies of Om Metals Real Estate Private Limited (100% Subsidiary) i.e. Om Shivay Real Estate Private Limited, N.K.P. Holding Private Limited, Om Metals Developers Private Limited, Om Sensation Properties Private Limited and Sanmati Build Con Private Limited as on 31.03.2008 are not available to us. In the absence of their financial statements we have not been adjusted in the consolidated financial statements.
4. Subject to the matters referred to in paragraph 3 above :
 - a) we report that the consolidated financial statements have been prepared by the Om Metals Infracprojects Limited management in accordance with the requirements of Accounting Standards (AS) 21, consolidated financial statements, Accounting Standard (AS) 23, accounting for investment in associates in consolidated financial statements and (AS) 27 financial reporting of interests in joint venture, issued by the Institute of Chartered Accountants of India.
 - b) Based on our audit and on consideration of reports of other auditors on separate financial statements and on the other financial information of the components, and to the best of our information and according to the explanations given to us, we are of the opinion that the attached consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India .
 - i) in the case of the consolidated balance sheet , of the State of affairs of the Om Metal Infracproject Limited as at 31.03.2008 and.
 - ii) in the case of the consolidated profit and Loss account, of the consolidated profit for the year ended on that date and.
 - iii) In the case of the consolidated cash flow statement , of the consolidated cash flows for the year ended on that date.

For M.C.BHANDARI & CO.

CHARTERED ACCOUNTANTS

Place: 38 Shopping Centre, Kota (Raj.)

(S.K. MAHIPAL)

PARTNER

M.No. 70366

Dated: 30-06-2008

**CONSOLIDATEDBALANCESHEET OF OMMET ALS
INFRAPROJECTSLIMITED WITHITSSUBSIDIARYCOMPANY
ANDJOINT VENTURE AT31STMARCH,2008**

<u>Particulars</u>	<u>Figures as at</u> <u>31-03-2008</u> (Rs. In Lacs)	<u>Figures as at</u> <u>31-03-2007</u> (Rs. In Lacs)
<u>SOURCES OF FUNDS :</u>		
<u>Share Holder's Funds :</u>		
Share Capital	963.04	963.04
Reserves & surplus	31848.88	26135.80
	32811.92	27098.84
<u>Loan Funds :</u>		
Secured Loans	6937.51	4971.12
Unsecured Loans	786.60	77.04
	7724.11	5048.16
Minority Interest	8.86	3.37
Deferred Tax Liabilities (Net) (Refer note no. 15)	355.66	164.29
Total Sources of Funds	40900.55	32314.66
<u>APPLICATION OF FUNDS :</u>		
<u>Fixed Assets :</u>		
Goodwill	38.85	0
Gross Block	18157.87	14271.75
Less : Depreciation to date	2025.65	1549.82
	16132.22	12721.93
Add :capital work in progress/Advance	4650.33	2855.03
	20821.40	15576.96
 <u>Investments</u>	 5216.50	 1336.24

Current Assets, Loans & Advances

Inventories	5460.67	1916.62
Sundry debtors	2500.46	1434.88
Cash and bank balances	10536.84	13947.24
Loans and advances	4629.30	2876.27
	<u>23127.27</u>	<u>20175.01</u>
Less : Current liabilities & Prov.		
Liabilities	7158.93	4668.01
provisions	1598.35	700.25
	<u>14369.99</u>	<u>14806.75</u>
Miscellaneous Expenditures (To the extent not written off or adjusted)	492.66	594.71
Total application of funds	<u>40900.55</u>	<u>32314.66</u>

NOTES TO ACCOUNTS

The schedule referred to above and the notes on Accounts form an integral part of the Balance sheet

As per our Report of even date annexed

For and on behalf of Board of Directors

For M.C.Bhandari & Co.
Chartered Accountants

T.C.Kothari
(Chairman)

S. K. Mahipal
Partner
M.No.70366

C.P.Kothari
(Mg.Director)

Place : Kota
Dated : 30.06.2008

D.P.Kothari
(Director)

Reena Jain
(Company Secretary)

**CONSOLIDATED PROFIT AND LOSS ACCOUNT OF OMMET ALS
INFRA PROJECTS LIMITED WITH ITS SUBSIDIARY COMPANY AND
JOINT VENTURE FOR THE YEAR ENDED ON 31ST MARCH, 2008**

<u>Particulars</u>	<u>2007-08</u> (Rs. In Lacs)
<u>INCOME :</u>	
Turnover	12221.79
Less : Excise duty on sales of Engg. goods	90.72
	<u>12131.07</u>
Other Income	1248.63
Increase (decrease) in stocks	2373.51
Total	<u>15753.21</u>
<u>EXPENDITURE :</u>	
Material consumed / Trading Purchases	9495.98
Payments to & prov. for employees	438.76
Manufacturing & Operating Expenses	1516.06
Establishment & selling expenses	951.74
Financial expenses	558.01
	<u>12960.55</u>
Profit before depreciation & taxation	<u>2792.66</u>
Less : Depreciation	485.18
Less : Transferred from Revaluation Reserve	3.45
Less : Depreciation Capitalised	0.95
	<u>480.78</u>
Profit before taxation	2311.88
Less : Provision for income tax & wealth Tax	744.68
Add : MAT credit entitlement (2007-08)	393.00
MAT credit entitlement (2006-07)	80.00
Less : Fringe benefit tax	16.91
Less : Deferred tax charge/(Credit)	191.36
Profit after tax	<u>1831.93</u>
Less : Transfer to Capital profit (pre Acquisition)	6.15
Less : Transfer to Joint venture Capital a/c	0.00
Less:- Share of Minority in Profit/ (Loss) of subsi. Co.	4.95
Balance brought forward from previous year	5038.98
Profit available for appropriation.	<u>6859.81</u>

Appropriations

Share of Loss in Sanmati Infra Dev. (P) Ltd(P.Year)	0.16
Preliminary Exp. of Sub. Co. Om Auto (P) Ltd	0.86
Transfer to General Reserve	200.00
<u>Proposed Dividend on equity Shares</u>	
- Interim	0.00
- Final	192.61
Corporate dividend Tax	32.73
Balance carried to balance sheet	6433.45
	6859.81

Basic and Diluted Earning per Share (Rs.)	1.89
Nominal value of share (Rs.)	1

Ref. Note No.(7) in schedule 18

NOTES TO ACCOUNTS

The schedule referred to above and the notes on Accounts form an integral part of the profit and loss account.

Signed in terms of our report of even date annexed

For M.C.Bhandari & Co.
Chartered Accountants

S. K. Mahipal
Partner
M.No.70366

Place : Kota

Dated : 30.06.2008

For and on behalf of Board of Directors

T.C.Kothari
(Chairman)

C.P.Kothari
(Mg.Director)

D.P.Kothari
(Director)

Reena Jain
(Company Secretary)

OM METALS INFRAPROJECTS LIMITED
Consolidated Cash Flow Statement for the year ended March 31, 2008 (Rs.inLacs)

Particulars	Year ended	
	31.03.2008	31.03.2007
1 Cash Flow from operation Activities		
A Net Profit before Taxation and Extraordinary Item	2311.88	2667.11
Add:-		
Depreciation	480.78	334.10
Interest and Bank Commission Paid	558.01	490.34
Loss on sale of Fixed Assets	0.91	0.00
Public Issue Exp. Written off	114.63	128.91
	3466.21	3620.45
Less:-		
Interest Receipt	988.00	447.96
Profit on Sale of Fixed Assets	0.18	0.69
	988.17	448.65
B Operating Profit before working capital changes	2478.04	3171.80
Adjustments for :		
Trade and other receivable	-1065.58	-150.94
Inventories	-3544.05	-138.09
Loans & Advance	18.70	-1496.54
Trade & Other Payable	2490.92	-1631.09
Provision for Gratuity & Leave Encashment	-0.79	16.24
	377.23	-228.63
Less:-		
Direct Taxes Paid	1386.76	277.17
Net cash flow from operating activities	(A) -1009.53	-505.80
Cash flow from investing activities :		
Purchase of fixed assets	-3955.44	-894.92
Sale of Fixed Assets	13.54	10.71
Increase in Capital,WIP and Advances	-1795.30	-2471.45
Investments	-3880.26	-1288.34
Interest received	988.00	447.96
Capital Receipt under relinquishment of Right in JV	4077.04	0.00
Net cash flow from/used in investing activities	(B) -4552.42	-4196.03

OMMET ALSINFRAPROJECTSL TD-CONSOLIDATED FINANCIAL STATEMENT

Cash Flow from financing activities :

Interest and Bank Commission paid	-558.01	-490.34
Issue of Share Capital	0.00	200.00
Share premium	45.00	11800.00
Secured Loan as Term Loan	2325.60	252.40
Secured Loan as Work Cap.	-359.20	2089.40
Unsecured Loan	709.56	44.28
Dividend / Dividend Tax Paid	0.00	-347.76
Expenses on Issue on Shares & Other Misc. Exp.	-11.39	-722.89
Net cash used in financing activities	(C) 2151.55	12825.08

Increase/(Decrease) in cash and cash equivalents

A. Cash Flow from Operating Activities	-1009.53	-505.80
B. Cash Flow from Investing Activities	-4552.42	-4196.03
C. Cash Flow from Financing Activities	2151.55	12825.08
Net Increase / Decrease in Cash Flow During Year	-3410.39	8123.26
Cash and cash equivalents at beginning of year	13947.24	5823.98
Cash and cash equivalents at end of the year	10536.84	13947.24

0.00

NOTES TO ACCOUNTS

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

As per our Report of even date annexed

For and on behalf of Board of Directors

For M.C.Bhandari & Co.
Chartered Accountants

T.C.Kothari
(Chairman)

S. K. Mahipal
Partner
M.No.70366

C.P.Kothari
(Mg.Director)

Place : Kota
Dated : 30.06.2008

D.P.Kothari
(Director)

Reena Jain
(Company Secretary)

OMMET ALSINFRAPROJECTSLIMITED
Regd.Office:Om Towers,ChurchRoad,MIRoad,Jaipur 302001
ATTENDANCESLIP
36th AnnualGeneralMeeting
Tuesday,30thSeptember,2008at1 1.00 A.M

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

I/we hereby record my/our presence at the 36th Annual General Meeting of the Company at **Om Towers, Church Road, M I Road, Jaipur on Tuesday, 30th September, 2008** at 11.00 A.M. certify that I am a registered shareholder of the Company and hold..... shares.

Shareholder's/proxy's Signatur e

Important:

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

PROXYFORM

OMMET ALSINFRAPROJECTSLIMITED
Regd.Office:Om Towers,ChurchRoad,MIRoad,Jaipur 302001

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

I/we _____ of _____ in the District of _____ being a member/Members of **OM METALS INFRAPROJECTSLTD**, hereby appoint _____ of _____ or failing him, _____ of _____ or failing him _____ of _____ as my/ our proxy to vote for me/us and on my/our behalf at the 36th Annual General Meeting of the Company to be held on **Tuesday, 30th September, 2008** at 11.00 A.M or any adjournment thereof.

Signed this _____ day of _____ 2008

Note:

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