

**J. KUMAR INFRAPROJECTS LIMITED**  
**8<sup>TH</sup> ANNUAL REPORT 2006-07**

## **NOTICE**

Notice is hereby given that the 8th Annual General Meeting of the Members of **J. Kumar Infraprojects Limited** will be held at the Registered Office of the Company at 16-A, Andheri industrial Estate, Veera Desai Road, Andheri (W), Mumbai – 400 053 on Wednesday, the 8<sup>th</sup> August 2007 at 11.00 a.m. to transact the following business:

### **Ordinary Business:**

1. To receive, consider and adopt the Audited Accounts for the year ended 31<sup>st</sup> March 2007 and the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Shri Kamal Jagdish Gupta, who retires by rotation, and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Shri Nalin Jagdish Gupta, who retires by rotation, and being eligible, offers himself for reappointment.
4. To appoint M/s. Gupta & Saharia, Chartered Accountants, as Auditors of the Company to hold office from the conclusion of this Annual General Meeting of the Company until conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

### **Special Business:**

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

**“RESOLVED THAT** Shri R.Srinivasan, who was appointed as an Additional Director of the Company by the Board of Directors of the Company and who holds office up to the date of the Annual General Meeting and who is eligible for appointment and in respect of whom the company has received a notice in writing from a member under Section 257 of the Companies Act, 1956, proposing his candidature for office of Director, be and is hereby appointed a director of the company liable to retire by rotation”.

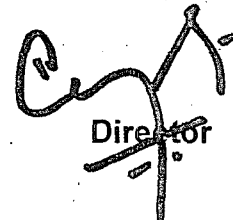
6. To consider and, if thought fit, to pass with or without modification(s) the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** Shri P.Padmanabhan P Vora, who was appointed as an Additional Director of the Company by the Board of Directors of the Company and who holds office up to the date of the Annual General Meeting and who is eligible for appointment and in respect of whom the company has received a notice in writing from a member under Section 257 of the Companies Act, 1956, proposing his candidature for office of Director, be and is hereby appointed a director of the company liable to retire by rotation".

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

**"RESOLVED THAT** Shri R.H.Tadvi, who was appointed as an Additional Director of the Company by the Board of Directors of the Company and who holds office up to the date of the Annual General Meeting and who is eligible for appointment and in respect of whom the company has received a notice in writing from a member under Section 257 of the Companies Act, 1956, proposing his candidature for office of Director, be and is hereby appointed a director of the company liable to retire by rotation".

By Order of the Board of Directors



Director

Place: Mumbai  
Date: 16<sup>th</sup> July, 2007

NOTES:

1. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.
2. The proxy form must be lodged with the Company not less than 48 hours, before the time of the meeting.
3. Members are requested to bring their copy of Annual Report to the meeting.



**ANNEXURE TO NOTICE****EXPLANATORY STATEMENT**

Pursuant to Section 173(2) of the Companies Act, 1956:-

**Item No. 5,6 and 7:**

Shri R.Srinivasan, Shri R.H.Tadvi and Shri Padmanabhan.P.Vora were appointed as Additional Directors of the Company by the Board of Directors at their meetings held on 16<sup>th</sup> July, 2006 respectively. According to the provisions of the Section 260 of Companies Act, 1956, read with the Articles of Association of the Company, Shri R.Srinivasan, Shri R.H.Tadvi and Shri Padmanabhan.P.Vora holds office of Directors up to the date of the ensuing Annual General Meeting of the Company. A notice has been received from a member as required by Section 257 of the Companies Act, 1956, signifying his intention to propose the appointment of Shri R. Srinivasan, Shri R.H.Tadvi and Shri Padmanabhan.P.Vora as the Directors of the Company liable to retire by rotation.

The Board of Directors is of the view that the appointment of Shri R.Srinivasan, Shri R.H.Tadvi and Shri Padmanabhan.P.Vora with their skills in finance and management would be of immense benefit to the Company and recommends their appointment for your approval.

None of the Directors except Shri R.Srinivasan, Shri R.H.Tadvi and Shri Padmanabhan.P.Vora are concerned or interested in the resolutions.


**Item No.8:**

None of the Directors of the Company are concerned or interested in the resolutions set out at the aforesaid items of the Notice.

Your Directors recommend passing of the resolution set out in the Notice.

By Order of the Board of Directors

Place: Mumbai  
Date: 16<sup>th</sup> July, 2007

  
Director

## DIRECTORS' REPORT

### TO THE MEMBERS:

Your Directors have great pleasure in presenting this 8<sup>th</sup> Director Report on the business and operations of your Company with the Audited Statement of Accounts for the year ended 31<sup>st</sup> March 2007.

#### 1. FINANCIAL PERFORMANCE:

		<i>Rs. in Lacs</i>
	<b>2006-2007</b>	<b>2005-2006</b>
Sales and Other Income	11335.98	2303.28
Profit before Interest, Depreciation & Tax	1745.06	234.12
Less: Interest (Net)	228.97	39.76
Profit before Depreciation & Tax	1516.09	194.36
Less: Depreciation	300.15	83.61
Profit before Tax	1215.94	110.75
Less: Provisions for Taxation	415.12	38.28
Net Profit after Tax	800.82	72.47
Balance brought forward from previous year	79.39	4.39
Profit available for appropriations	880.21	79.39
Balance carried to Balance Sheet	880.21	79.39

\* Figures regrouped wherever necessary.

#### 2. OPERATIONS:

During the year under review,. your Company has posted a turnover of Rs. 112.66 crores, an increase of about 390.68% as compared to Rs.22.96 Crores in the previous Financial Year. The Company recorded a net profit of Rs.8.00 Crores as against Rs.0.72 Crores in the corresponding previous financial year depicting a rise of 1004.46 %. Your Company could achieve a rise in overall profitability through a judicious mix of strategies and cost control measures.

During the year under review, your Company received prestigious orders from:-

1. MMRDA
2. MRVC
3. ONGC
4. Multi Commodity Exchange of India Limited
5. Financial Technologies (India) Limited
6. PCMC

**3. DIVIDEND:**

To conserve the resources your Directors don't recommend any Dividend for the year ended 31<sup>st</sup> March 2007.

**4. DIRECTORS:**

In accordance with Section 255 & 256 of the Companies Act, 1956 read with Article of the Articles of Association of the Company, Shri. Kamal Jagdish Gupta , Shri. Nalin Jagdish Gupta are liable to retire by rotation at the ensuing Annual General Meeting and are eligible for re-appointment.

Your Directors recommend the re-appointment of Shri. Kamal Jagdish Gupta , Shri. Nalin Jagdish Gupta as directors. None of these directors is disqualified as per the provisions of Section 274 (1) (g) of the Companies Act, 1956, to be re-appointed as directors of your Company.

**6. AUDITORS:**

M/s. Gupta & Saharia Chartered Accountants, Statutory Auditors of the Company hold office till the conclusion of the ensuing Annual General Meeting and have consented for their re-appointment.

Your Directors recommend their appointment as the Auditors of the Company for the current year and fix their remuneration.

**7. DEPOSITS:**

The Company has not accepted deposits by way of invitation to the public and therefore, provisions of Section 58A of the Companies Act, 1956 are not applicable to the Company.

**8. DIRECTORS' RESPONSIBILITY STATEMENT:**

As stipulated in Section 217(2AA) of the Companies Act, 1956 your Directors confirm that:

- i in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and