



J. KUMAR INFRAPROJECTS LIMITED

*We Dream....
So We Achieve....*



Projects



Wadala Skywalk



Virar (E) Skywalk



Kandivali Skywalk



Cotton Green Skywalk



Grant Road (W) Skywalk



Grant Road (E) Skywalk

Projects



Holkar Flyover Pune



Milan Rob



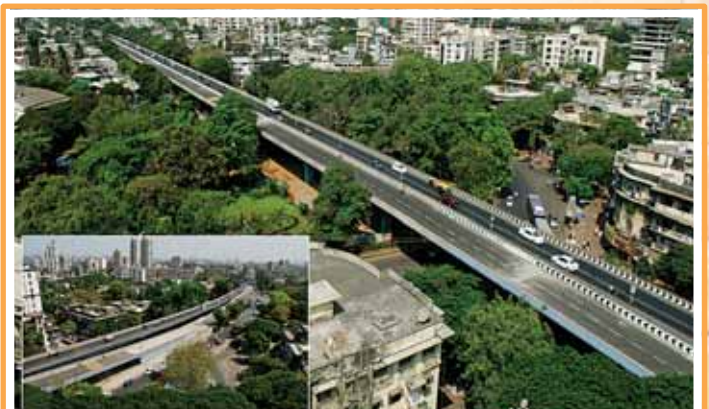
Panjarpol Flyover



Jogeshwari Rob



Kapur Bawdi Flyover



King Circle Flyover

Board of Directors



Staff





Chairman's Message

The year 2010-11 has witnessed mixed results in the world's economy and industry. The clouds of recession appeared to have disappeared at least for the time being.

India is still being seen as a preferred destination. The domestic consumption is gradually showing signs of improvement with the double digit growth in Industrial Production. Capital goods sector has grown significantly showing that the capital expenditure plan for India Inc. is intact.

Indian Economy:

For FY 2011 the Indian Economy performed well. Sample this: during the period April-February Indian SIX core industries (which for a major chunk of the Index of Industrial Production pegged at 26.6%) registered a fair growth when compared with the same period year before. (**Source:** RBI – Macroeconomic & Monetary developments in 2010-11)

Construction Sector:

For the year 2011-12 Union Budget, the Indian Finance Minister has projected an increase in infrastructure projects by 23%. There has already been an increase in Government's focus on investment in infrastructure.

As per reports of the mid-term appraisal (MTA) of the Eleventh plan (2007-12) private sector investment in infrastructure has increased in the last few years. It is expected that the private sector will contribute at least half of the over \$1 trillion dollar (Rs 40.99 lakh crore) investment planned in infrastructure in the 12th plan (2012-17).

J Kumar fared well :

- Sales grew significantly by 24% to Rs 9491.88 Mn from Rs 7642.40 Mn last year.
- EBIDTA rose by 12% to 1505.27 Mn from 1343.72 Mn last year.
- Net profit is marginally up by 6% at Rs 739.16 Mn from Rs 699.68 Mn

Road Ahead:

Strategically we retain our view that the Company must continue to look for opportunities in other regions and to a major extent we did succeed in doing so and this has reduced our risks leading to long term profits and growth.

The economy is expected to enter the 12th Plan in a much stronger position (according to Secretariat for Infrastructure Planning Commission, Government of India) with investment in infrastructure to be about 8.37% of GDP

Projected Investment in Infrastructure during the Twelfth Five Year Plan							
Year	2011-12	12-13	13-14	14-15	15-16	16-17	12th Plan
GDP at market prices (Rs. in Cr)	6,314,265	6,882,549	7,501,978	8,177,156	8,913,100	9,715,280	41,190,064
Rate of growth of GDP (%)	9.00	9.00	9.00	9.00	9.00	9.00	9.00
Infrastructure investment as % of GDP	8.40	9.00	9.50	9.90	10.30	10.70	10.00
Infrastructure investment (Rs. In Cr)	528,316	619,429	712,688	809,538	918,049	1,039,535	4,099,240
Infrastructure investment (US \$ billion) @ Rs.40/\$	132.08	154.86	178.17	202.38	229.51	259.88	1,024.81

(Source: Secretariat of Infrastructure)

These projections imply that the investment in the infrastructure sector during the Twelfth Plan would be to the tune of Rs. 40,99,240 crore or US \$ 1.02 trillion and of this at least 50% would come from the private sector which means for players like J Kumar there is immense potential.

Appreciation:

This achievement was only possible because of sincerity, hard work, dedication, devotion and efficient team work of the human resources engaged by the company.

It is indeed a moment of pleasure for me to inform you that today your company has on hand a sizeable amount of orders in various locations of the Maharashtra worth around Rs. 13000 Millions which are progressing quiet satisfactorily.

I also extend the Boards appreciation and gratitude to our Vendors, Customers, Bankers and financial institutions, business associates, shareholders and investors and every staff member whose untiring efforts has made J. Kumar Infraprojects Ltd., one of India's premier infrastructure company.

I wish to thank you for your ongoing support and commitment. Like you, I look forward to another exciting year in India and I am sure I can continue to count on your collective support in all our endeavours.

With best wishes,

Jagdishkumar M. Gupta
Chairman Cum Managing Director

CONTENT

Board of Directors	02
AGM Notice	03
Directors' Report	05
Management Discussion and Analysis Report	08
Reports of the Directors on Corporate Governance	11
Annual declaration by CMD pursuant to clause 49(I)(D)(II) of the Listing Agreement	21
CEO/ CFO Certificate	22
Auditors Report to the Members	23
Balance Sheet	26
Profit and Loss Account	27
Cash Flow Statement	28
Schedules to Accounts	29
Notes to Accounts	34

BOARD OF DIRECTORS

Directors

Mr. Jagdishkumar M. Gupta
Mr. Kamal J. Gupta
Mr. Nalin J. Gupta
Mr. Padmanabh P. Vora
Dr. R. Srinivasan
Mr. Roshankhan H. Tadv
Mr. Ashwani Kumar

AUDIT COMMITTEE

Chairperson

Members

Mr. Padmanabh P. Vora
Mr. Jagdishkumar M. Gupta
Dr. R. Srinivasan

**SHARE TRANSFER &
INVESTORS GRIEVANCE COMMITTEE**

Chairperson

Members

Mr. Roshankhan H. Tadv
Mr. Kamal J. Gupta
Mr. Nalin J. Gupta

REMUNERATION COMMITTEE

Dr. R. Srinivasan
Mr. Padmanabh P. Vora
Mr. Roshankhan H. Tadv

Company Secretary & Compliance officer

Ms. Poornima Reddy

Auditors

Gupta Saharia & Co.
Chartered Accountants

Bankers

Bank of India, Bank of Baroda,
Allahabad Bank, Yes Bank,
Citi Bank, Axis Bank,
Standard Chartered Bank

Registered Office

16-A, Andheri Industrial Estate,
Veera Desai Road, Andheri (West),
Mumbai 400 053
Tel: (91-22) 6774 3555
Fax: (91-22) 2673 0814
Website: www.jkumar.com

Registrar & Share Transfer Agent

Karvy Computershare Private Ltd.

Notice

Notice is hereby given that the 12th Annual General Meeting of the Members of **J. Kumar Infraprojects Limited** will be held at GMS Community Hall, Sitladevi Complex, 1st Floor, D.N. Nagar, Opp. Indian Oil Nagar on link Road, Andheri (W), Mumbai 400 053 , Maharashtra on Tuesday, the 27th September, 2011 at 11.00 a.m. to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Directors Report, the Audited Profit and Loss Account and the Cash Flow statement for the year ended 31st March 2011, and the Balance Sheet as at that date.
2. To Declare Dividend
3. To appoint a Director in place of Dr. R. Srinivasan who retires by rotation, and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Mr. Roshankhan H. Tadvi, who retires by rotation, and being eligible, offers himself for reappointment.
5. To appoint M/s. Gupta Saharia & Co., Chartered Accountants, bearing registration number of the firm 103446W with the Institute of Chartered Accountants of India 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.

By Order of the Board

For J. Kumar Infraprojects Limited

Place: Mumbai
Date : 9th August, 2011

Poornima Reddy
Company Secretary

Notes:

- I. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER.** Proxies in order to be effective must be received by the Company at its Registered Office not less than 48 hours before the commencement of Meeting.
- II. As per Clause 49 of the Listing Agreement with Stock Exchanges, the brief resume and functional expertise of the directors proposed for reappointment/appointment are furnished below along with the details of Companies in which they are directors and the Board Committees of which they are members.
 - i) **Dr. R. Srinivasan**
Dr R Srinivasan, aged 80 years is a Doctorate in Banking and Finance comes with extensive managerial expertise. He has held several senior managerial positions in the public sector banks like Chairman and Managing Director of Bank of India and Allahabad Bank for several years. He is also associated currently with as Chairman/Director of several companies focussing in Software, Pharma, Gems & Jewellery, Tea, Paint in addition to Mutual Fund Industry.

Details of Shares held by Dr. R. Srinivasan in J. Kumar Infraprojects Ltd

No. of Shares – NIL

Details of other Directorships/Committee memberships held by him in other listed companies:

	Name of Company	Designation (in Board)	Committee
1.	Elder Pharmaceuticals Ltd	Director	Audit (Member)Rem. (Member)Investor Grievances (Chairman)
2.	McLeod Russel India Limited	Director	Audit (Chairman)Remm. (Member)
3.	Graphite India Limited	Director	Audit /Rem.(Member)
4.	Goldiam Intl Limited	Director	Audit (Member)
5.	Shalimar Paints Ltd.	Director	Audit (Chairman)
6.	Williamson Magor & Co. Limited	Director	Audit (Member)Remm. (Chairman)

ii) R.H.Tadvi

Mr. Roshankhan H. Tadvi is a B.E.(Civil). He has served in the Public Works Department for more than 30 years in the Capacity of Dy Engineer, Executive Engineer, Chief Engineer and Secretary.

Details of Shares held by Shri R.H.Tadvi in J. Kumar Infraprojects Ltd

No. of Shares – Nil

Details of other Directorships/Committee memberships held by him in other listed companies: NIL

- III. The Register of Members and Share transfer Books of the Company will remain closed from Saturday, 17th September 2011 to Tuesday 27th September 2011 (Both days inclusive).
- IV. Dividend as recommended by the Directors, if declared at the Annual General Meeting will be paid on or after 27th September, 2011, to the members whose names appear in the Company's Register of Members as on 27th September, 2011 (In respect of shares held in physical form) and to those "deemed members" whose names appear in the statement of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as of the close of Business hours of 16th September 2011(in respect of shares held in electronic form).
- V. Members desirous of obtaining any information concerning the accounts and operations of the Company are request to the address their questions in writing to the Company Secretary at least seven days before the date of the meeting, so that the information required may be made available at the Meeting.
- VI. Members are requested to bring their attendance slip and copy of the Annual Report to the Meeting.
- VII. Members holding shares in physical form are requested to notify /send the following to the Company's Registrar and Share Transfer Agent to facilitate better service:
 - (i) Any change in their address/mandate/bank details.
 - (ii) Particulars of their bank account, for printing on the dividend warrants (to help prevent fraudulent encashment), in case the same have not been sent earlier, and
 - (iii) Share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of names for consolidation of such shareholdings into one account.
- VIII. Members holding shares in electronic form are advised that address/ bank details as furnished to the Company by the respective depositories, viz. NSDL and CDSL, will be printed on the dividend warrants. Members are requested to inform their respective Depository Participants of any change in address, bank details etc.
- IX. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as provided under section 190A of the Companies Act, 1956, are requested to submit the details to the Company's Registrar and Share Transfer Agent.
- X. Members, who have not encashed the dividend warrants for the financial year 2007-08, 2008-09 & 2009-10 are requested to write forthwith to the Company's Share Transfer Agent giving necessary details.
 Karvy Computershare Private Limited
 Plot Nos 17 to 24, Vittalrao Nagar, Madhapur,
 Hyderabad-500081
 Telephone No: 040-23420815 to 24
 Fax No: 040-23420814
 Email: krishnan@karvy.com
 Members are requested to quote their folio numbers /DPID and Client ID numbers in all correspondence with the Company and the Registrar and Share Transfer Agent.
- XI. Pursuant to the SEBI Circular No. MIRDS/DPS III/Cir -01/07 dated January 22, 2007; the Company has designated an exclusive e-mail ID viz investor.grievances@jkumar.com on which the investors would be able to register their complaints, if any.