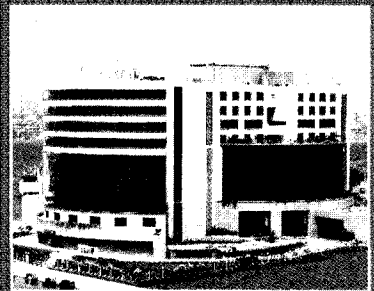
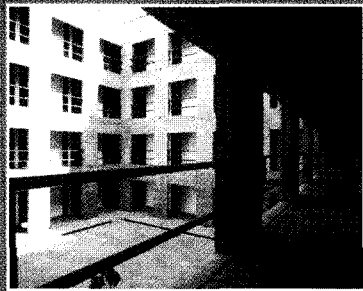


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Annual Report 2003 - 2004

Corporate Information

BOARD OF DIRECTORS

Ishverlal Modi*Chairman***Hemant Modi***CEO & Managing Director***Suhas Joshi***Joint Managing Director***Narsinhbhai Patel***Director***Nilesh Mehta***Director***Deval Shah***Director*

BANKERS

Oriental Bank of Commerce
The Karur Vysya Bank Limited
State Bank of India
Andhra Bank

AUDITORS

Sudhir N. Doshi & Co.*Chartered Accountants*

REGISTERED & CORPORATE OFFICE

Level-11, JMC House, Ambawadi
Ahmedabad 380 006, India
Phone : 079 - 2644 3644, 2642 6304
Fax : 079 - 2646 0401, 2640 9447

REGISTRAR & TRANSFER AGENT

Pinnacle Shares Registry Pvt. Ltd.

Near Asoka Mills, Naroda Road
Ahmedabad 380 025
Phone : 079 - 2220 0338 / 2220 0582
Fax : 079 - 2220 5963

AUDIT COMMITTEE

Narsinhbhai Patel*Chairman***Ishver Modi***Member***Nilesh Mehta***Member***Deval Shah***Member*

SHAREHOLDERS' GRIEVANCE COMMITTEE

Narsinhbhai Patel*Chairman***Suhas Joshi***Member*

REMUNERATION COMMITTEE

Deval Shah*Chairman***Narsinhbhai Patel***Member***Nilesh Mehta***Member*

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JMC Projects (India) Ltd.

Annual Report 2003 - 2004

To The Shareholders,

The Economy

It had never been so good for the Indian economy - ballooning forex reserves, record food grain production, strong GDP growth rate, stable rupee etc. The mood seems to be positive and confidence is increasing. During the year 2003-04, Indian economy achieved 8% growth in GDP. The Manufacturing and Service sectors grew at 6.5% and 8.4% respectively indicating revival of confidence. The sustained low interest rates have brought the economy out of recessionary phase by increasing consumption demand. Although lower interest cost makes investment in infrastructure projects attractive, the development in this sector remained subdued. The inflationary situation in respect of commodities remained stable whilst the manufactured product inflation continues to rise, the key contributors to the later being steel and petroleum prices. The reduction in import and excise duty on steel and related products to control rising prices could not contain steel prices as expected by the Government. Unfortunately most of the raw materials used in steel production are natural monopolies and hence are subject to oligopoly pricing. Unless government finds some permanent solution to these rising input prices, the problem of steel prices would persist and it will have far reaching impact on all the sectors of economy.

Construction Industry

The growth in Construction Industry remained at 6% with major contribution from housing sector and moderate growth in industrial investments. The slow development in Infrastructure sector coupled with intense competition has been matter of some concern. In the recent budget presented by the new government, some important measures have been proposed to provide significant boost to housing sector which will certainly open up new opportunities for Construction Industry. The overall growth prospects for Construction Industry appear to be quite promising over next 2-3 years.

The Company

The year 2003-04 was marked by reduction in turnover as well as profitability of the Company. For the first time in its history, there was a dent in the bottom line. This was attributed to two major factors. First, there were unexpected and inordinate delays on five major projects, which was beyond the control of the Company, resulting in considerable shortfall in turnover and secondly, the unprecedented price hike in steel & cement causing adverse impact on net margins. There has been some reduction in expenses in absolute terms but considering more or less fixed nature of such expenses, the reduction could not be achieved in proportion with reduction in turnover.

Let me assure you that even during this bad times, JMC has, at no point of time compromised with the high standards it has set for itself with regard to quality of work, industrial safety and good construction practices. The Company has been successful in achieving customer satisfaction by timely completion of projects.

During the year 2003-04, the Company secured orders worth Rs. 295 crores which is highest ever so far. In the first quarter of current year, the Company has been able to secure further projects worth Rs. 100 crores. This will lead to significant improvement in turnover in the current year, whereby Company can optimize the utilization of available resources to the maximum extent. We have taken concrete measures to eliminate / safeguard against risk of price volatility in steel and other critical inputs so as to protect net margins and have also taken various cost control measures.

Looking Ahead

The overall outlook for Construction Industry appears to be promising considering the present economic environment. However, the sustained growth will mainly depend upon future policy measures and commitment of financial outlays by the government and private capital investment.

I shall say that the year gone by was an exception and we should all look forward to better times in future. We will continue to focus on selective projects with reasonable returns and minimum risk for next couple of years. We have been enjoying tremendous support from our Shareholders as well as our Clients. With adequate orders on hand at the beginning of the year 2004-05 and with continued support from our business associates and clients, we expect to consolidate financial performance of the Company in the coming years and thereby enhance the Shareholders' value.

Hemant Modi
CEO & Managing Director





JMC Projects (India) Ltd.

Annual Report 2003 - 2004

Report of the Board of Directors

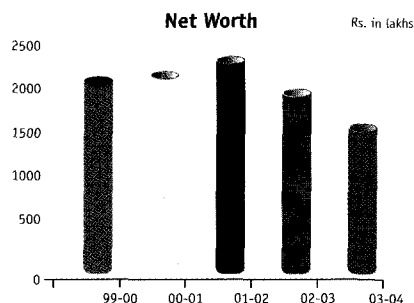
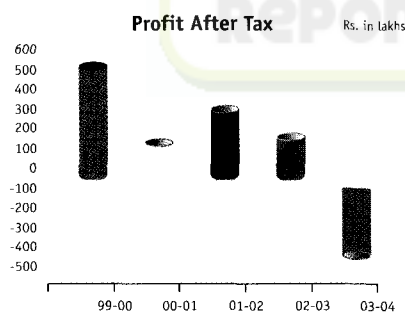
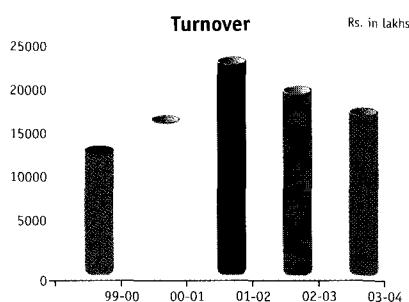
Your Directors hereby present the 18th Annual Report together with the Audited accounts for the year ended March 31 2004.

(Rs. in lakhs)

Financial Results	2003 - 2004	2002 - 2003
Turnover	18573.38	21082.42
Operating Profit	757.30	1725.03
Finance Charges	1075.33	1091.05
Depreciation	315.83	305.05
Profit / (Loss) Before Tax	(633.86)	328.93
Provision for Current Tax	0.00	36.00
Profit / (Loss) After Current Tax	(633.86)	292.93
Taxation (previous year)	0.00	16.97
Deferred Tax Provision for current year	(229.89)	71.46
Net Profit / (Loss) After Tax	(403.97)	204.50

Appropriations:

Proposed Dividend	0.00	23.23
Tax on Dividend (including surcharge)	0.00	2.98
General Reserve	0.00	20.45
Balance carried to Balance Sheet	(403.97)	157.84

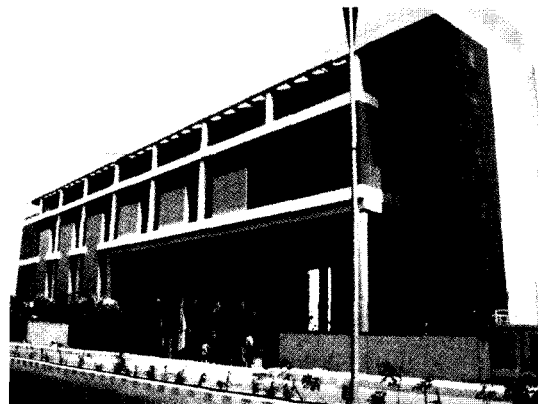


Institutional Campus for Indus School at Bangalore

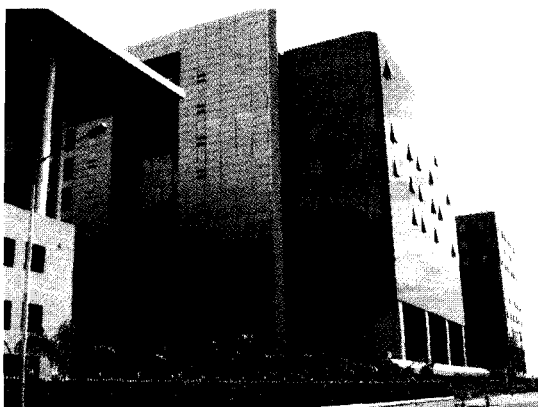


JMC Projects (India) Ltd.

Annual Report 2003 - 2004



Software Facilities for Bagmane Tech Park,
Texas Instruments, at Bangalore



Commercial Complex for Avocado Properties Ltd.,
K. Raheja Group at Mumbai

Results of Operation

Financial year 2003-04 was the year of unprecedented adversities. Due to various internal as well as external factors, your Company has incurred loss for the first time in its history. The main reasons for loss were reduction in turnover and decrease in operating margins due to unprecedented hike in the prices of steel & cement. The turnover of the Company has declined by 13.51% as compared to previous year. The operating profit margin on turnover has substantially reduced from 8.18% to 4.08%. In spite of having adequate order book position, the Company could not achieve the targeted turnover mainly due to delay in starting the execution / abandonment of few major projects for the reasons beyond control of the Company.

Dividend

In view of loss incurred for the year under review, your Directors do not recommend payment of dividend. Last year Company had paid dividend of Rs. 0.50 per share.

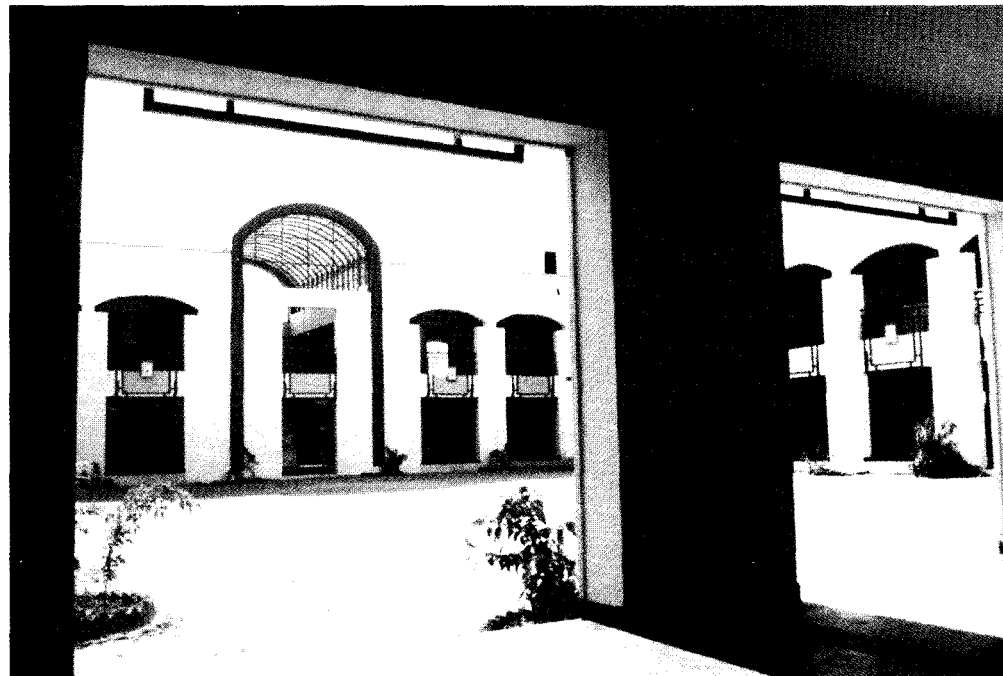
ISO 9001:2000

Striving to maintain its commitment to customer's expectations for quality and safety at work sites, the Company has upgraded its Quality Management Systems to the international standards as per ISO 9001:2000, for which the Company has been certified with ISO 9001:2000 certificate from TUV Sudeutschland for Quality Management System for all its offices and construction sites. The next surveillance audit by TUV Sudeutschland is due in the month of July 2004.

New Contracts

During the year under review, the Company has received new contracts / add on value orders worth Rs. 295 crores. Amongst the new contracts booked are :

- Civil Works for Proposed 400 / 220 KV substation & its associate works for HVDC-II for **Asea Brown Boveri Ltd.** at Visakhapatnam
- Construction Work for 500 bedded Hospital Complex for Dr. Rajendra Prasad Medical College for **HSCC (India) Limited** at Tanda, Himachal Pradesh
- Civil Works for Commercial Building for **Ivory Properties & Hotels Pvt. Ltd.** at Mumbai
- Civil, Structural and Finishing Work at Bagmane Tech Park for **Texas Instruments** at Bangalore
- Strengthening of SH-5 from Godhra to Shamlaji and paving of shoulders upto WMM for Asphalt Road for **Ircon International Ltd.**

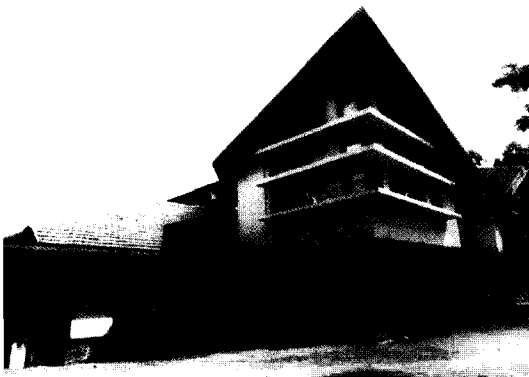


School Building for Gems & Jewellery Relief Foundation at Kutchh



JMC Projects (India) Ltd.

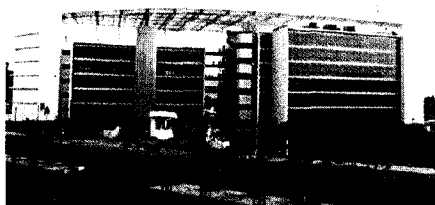
Annual Report 2003 - 2004



Institutional Campus for IIM, Kozhikode



Hyper Mall for K. Raheja Group at Mumbai



Software Park for Cognizant Technologies at Pune

- Civil & Structural Works for construction of six elevated stations for **Delhi Metro Rail Corporation** at New Delhi
- Civil Work of Software Blocks for Digital Globalsoft Ltd. at Digital Park, Bangalore
- Construction of group housing residential apartments "Mantri Sarovar" for **Mantri Group** at Begur Hobli, Bangalore
- Civil & Structural Work of Integrated Paint Plant for **Asian Paints India Ltd.** at Chennai
- Civil Works for Software park "Stargate" for **Chaitanya Properties Pvt. Ltd.** at Whitefield, Bangalore
- General Civil, Structural & Architectural Works Package for 228 MW CCPP Project being set up by **GVK Industries Ltd.** at Jegurupadu, Andhra Pradesh

As on March 31, 2004 orders on hand stands at Rs. 276 crores.

New Orders received after March 31, 2004

- Civil & Structural Work of Textile Plant and Spiral Pipe Plant for **Welspun Gujarat Stahl Rohren Ltd.** at Anjar, Kutch
- Civil & Structural Works 'Surya Park IV Surya Wave' for **RGA Software Systems Pvt. Ltd.** at Electronic City, Bangalore
- Construction of Software Global Development Center for **Syntel International Pvt. Ltd.** at Talawade, Pune
- Civil & Structural Work of cold rolling galvanizing project for **Indian Steel Corporation Ltd.** at Anjar, Gujarat
- Extension Civil Work for **Indian Institute of Management** at Ahmedabad
- Construction for "SJR 'I' Park Project, at Whitefield, Bangalore

Future Prospects

With favourable economic climate and on going focus on Industrial and Infrastructure development, the overall prospects for Construction Industry appears to be conducive. Having reasonably adequate order book position as on March 31, 2004 and booking of few major orders in the first couple of months of the financial year 2004-05, the expected turnover of the Company is likely to increase substantially as compared to previous year. Moreover, in respect of all new orders booked in financial year 2004-05, steel and cement are either supplied by client or basic rates are provided in the contract, so that the Company is safeguarded against adverse changes, if any, in prices of steel, cement etc. In view of this, the directors are confident of improved performance in the current year and bring the Company back in black.

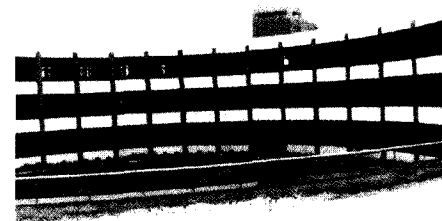
Finance

The working capital requirements were funded by consortium of banks and internal accruals. During the year under review, the composition of consortium of banks got changed, as Andhra Bank entered into consortium by replacing ICICI Bank Ltd. The Company acknowledges and appreciates the consistent support and excellent co-operation extended by ICICI Bank Ltd. during its association with Company as a member of consortium of banks.

The capital expenditure was met through term loans from consortium banks, hire purchase loans from NBFCs and other sources.



Institutional Campus for Indus School at Bangalore



Township for Nuclear Power Corporation Ltd. at Tarapur

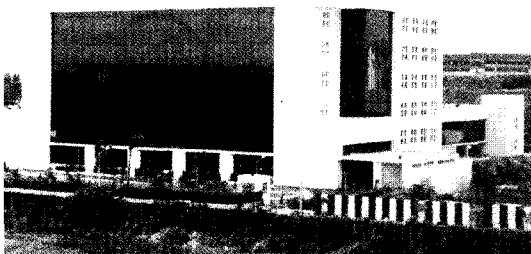


JMC Projects (India) Ltd.

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Corporate Office for Rites Ltd. at Gurgaon



Commercial Complex for Ivory Properties and Hotels Pvt. Ltd., K. Raheja Group at Mumbai

Fixed Deposit

During the year, the Company has accepted deposits from Shareholders and others within the prescribed limits. As on March 31, 2004 deposits from Public and Shareholders stands at Rs. 591.17 lakhs (including unsecured loans from relatives of directors and deposits from others), out of which a sum of Rs. 4.11 lakhs relating to 31 depositors remained unclaimed. The Company had sent reminders to all the 31 depositors for their unclaimed deposits and majority of the same were claimed and paid subsequently. There were no deposits, which were claimed and remained unpaid by the Company as on March 31, 2004.

Directors

The terms of appointment of Mr. Hemant Modi, CEO & Managing Director and Mr. Suhas Joshi, Joint Managing Director have ended on March 31, 2004. The Board of Directors at its meeting held on January 31, 2004 has approved their re-appointment based on recommendation of Remuneration Committee and accordingly, members are requested to re-appoint them by passing the special resolution as mentioned in Notice of 18th Annual General Meeting.

Mr. Arunkumar R. Gandhi, Non-executive Independent Director has resigned from the Board due to other commitment and pre-occupation, effective from August 28, 2003. Due to resignation of Mr. Gandhi, the Company has lost expert professional on the Board. Your Directors record their deep appreciation for the valuable contribution made by him during his tenure.

Mr. Deval Shah, Chartered Accountant by profession, has been appointed as an additional director effective from January 31, 2004. His status in the Company is Non-Executive & Independent Director. Mr. N. K. Patel is liable to retire by rotation at the ensuing Annual General Meeting and is eligible for re-appointment. The details of above directors have been provided in Notice of Annual General Meeting.

Directors' Responsibility Statement

Pursuant to the requirements of section 217(2AA) of the Companies Act, 1956 with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (a) that in preparation of annual accounts for the financial year ended on March 31, 2004, the applicable accounting standards have been followed and that no material departures have been made from the same;



Corporate Office complex for Power Grid Corporation at Gurgaon



JMC Projects (India) Ltd.

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- (b) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- (c) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) that the Directors have prepared the annual accounts for the financial year ended on March 31, 2004 on a going concern basis.

Management Discussion and Analysis Report

Management Discussion and Analysis Report as required under clause 49 of the Listing Agreement with the Stock Exchanges have been attached as a part of Directors' Report.

Corporate Governance

The Company has adopted Corporate Governance practices and has complied with all the mandatory requirements as specified under clause 49 of the Listing Agreement by SEBI. As required under the listing agreement, a separate Report on Corporate Governance forms part of this Annual Report. The certificate from Statutory Auditors of the Company regarding compliance of conditions of Corporate Governance is part of this report and is annexed.

Formation of various Committees

Details of various committees constituted by the Board of Directors are given in the Corporate Governance Report annexed and forms part of this report. During the year under review, the Company has formed Remuneration Committee to deal with remuneration of executive directors on the Board.

Subsidiary Company

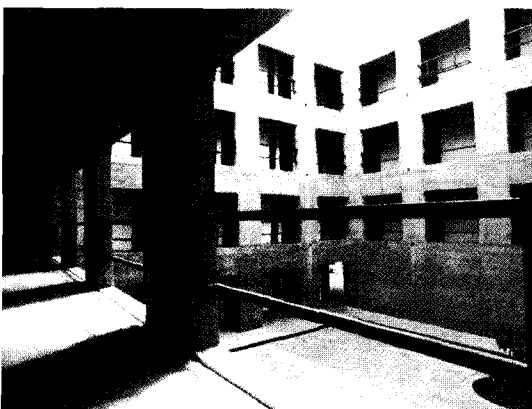
JMC Mining and Quarries Ltd., a wholly owned Subsidiary Company has achieved 31.58% growth in terms of Turnover, which stood at Rs. 358.56 lakhs for the year ended on March 31, 2004, as compared to Rs. 272.50 lakhs of last year. The net profit before tax has also increased by 70.58% and stood at Rs. 10.50 lakhs, as against Rs. 6.15 lakhs of previous year. The Directors Report and statements of accounts along with Auditors Report for the year ended on March 31, 2004, forms part of this report and are attached.

Consolidated Accounts

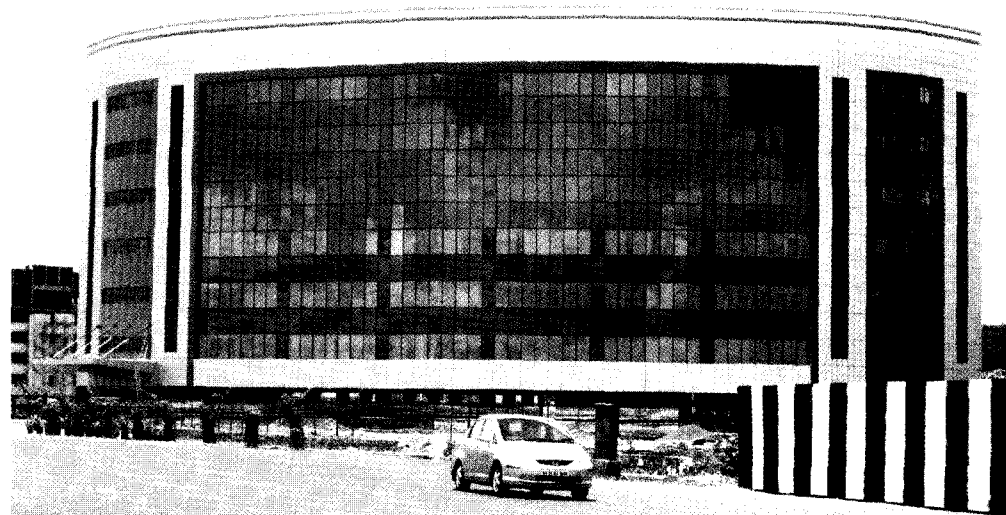
Audited Consolidated financial statement for the year ended on March 31, 2004, as required under clause 32 of the Listing Agreement, forms part of the Annual Report.



Software Complex for Transworld Infotech near Baroda



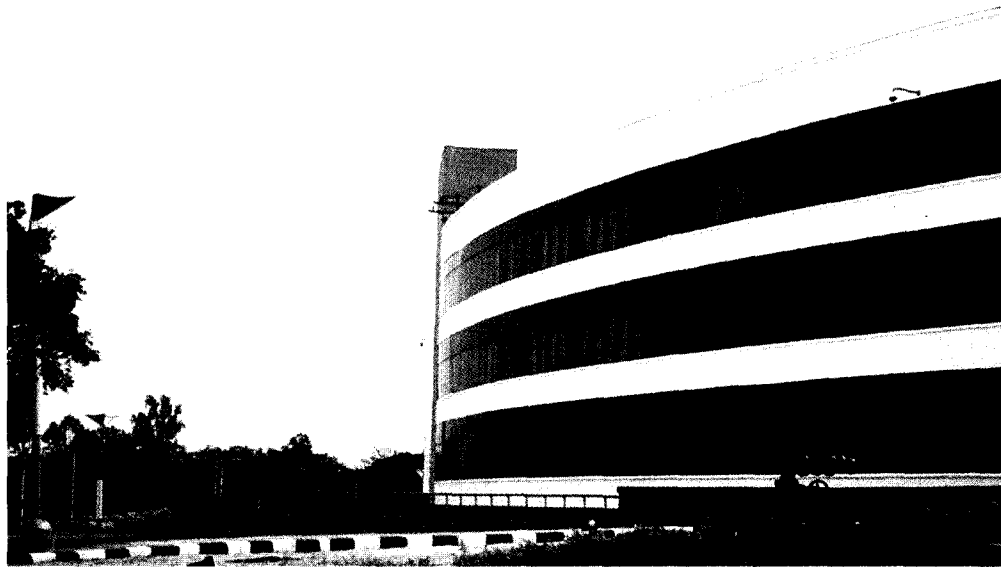
New Campus for IIM, Ahmedabad



Commercial Complex for K. Raheja Group at Mumbai



JMC Projects (India) Ltd.
Annual Report 2003 - 2004



Training Center for GE Capital at Hyderabad

Employees

Relations with the employees continued to be cordial throughout the year. Your Directors place on record the appreciation for the efforts, dedication and active participation of employees in various initiatives of the Company and contributing to the performance of the Company during the year under review.

Statutory Disclosure

The information required under section 217(2A) of the Companies Act, 1956 and the rules made there under, is not applicable to the Company as no employee is drawing remuneration beyond the limits prescribed under this section.

Particulars required to be furnished by the Companies (Disclosure of particulars in the report of the Board of Directors) Rule, 1988.

- Part A & B pertaining to Conservation of Energy and Technology Absorption is not applicable to the Company. The Company has, however, used information technology extensively in its operations.
- During the year, the Company has not earned any foreign exchange, while the outgo of foreign exchange is of Rs. 1.25 lakhs (P.Y. Rs. 3.66 lakhs) towards traveling expenses, Rs. 0.13 lakhs (P.Y. Rs. Nil) for subscription charges and Rs. 102.32 lakhs (P.Y. Rs. 92.93 lakhs) for interest on foreign currency working capital loan.

Delisting of Shares

In view of the resolution passed at the Annual General Meeting of the Company held on September 22, 2003, an application for delisting was made to The Delhi Stock Exchange Association Ltd. After complying requisite formalities, the shares of the Company have been delisted from The Delhi Stock Exchange Association Ltd. effective from December 10, 2003.

Auditors & Auditors Report

M/s. Sudhir N. Doshi & Co., Chartered Accountants, retire at the forthcoming Annual General Meeting and have confirmed their eligibility and willingness to accept the office, if re-appointed. Notes forming part of the accounts are self-explanatory and therefore, do not require any further comments under section 217(3) of the Companies Act, 1956.

Acknowledgements

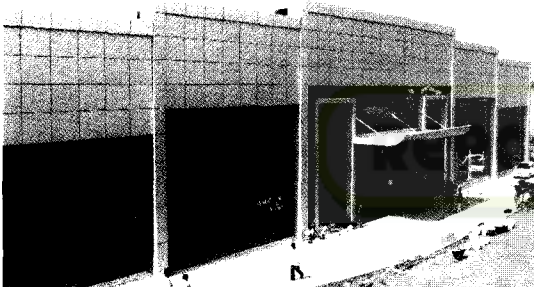
Your directors place on record deep appreciation for the continued support of the esteemed shareholders, clients, banks and business associates.

Your directors record deep appreciation of the dedication and commitment of your Company's employees at all levels and look forward their continued support in future as well.

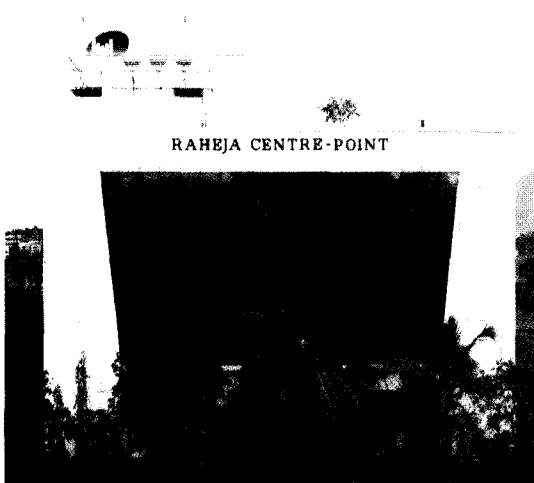
For and on behalf of the Board of Directors

Hemant Modi
CEO & Managing Director

Ahmedabad
June 19, 2004



Formulation Plant for J.B. Chemical at Damman



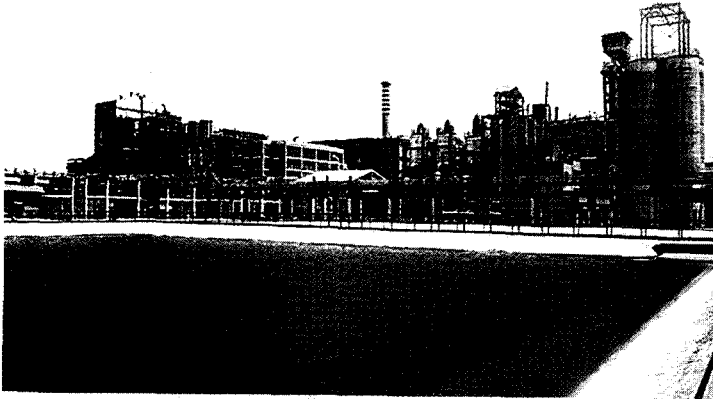
Commercial Complex "Raheja Center Point"
for Raheja Group at Mumbai



JMC Projects (India) Ltd.

Annual Report 2003 - 2004

Areas of our Core Competence



INDUSTRIAL & POWER

- Agrochemicals
- Automobiles
- Cement & Steel
- Chemicals & Petrochemicals
- Captive Power Plants
- Electronics
- Heavy Engineering
- Pharmaceuticals
- Sugar
- Textiles
- Power Plants



BUILDINGS

- Commercial Complexes
- Hotels & Hostels
- Hospitals & Health Centres
- High-rise Buildings
- Institutional Buildings
- Information Technology Parks
- Multiplexes & Shopping Malls
- Research & Development Centres

HOUSING

- Residential Campus
- Townships



INFRASTRUCTURE

- Bridges & Flyovers
- Bus Terminus
- Drainage Works
- Effluent Treatment Plants
- Highways & Expressways
- Heliport
- Marine Works
- Underpasses
- Water Supply Works