

Poised For Growth

ANNUAL REPORT 2015-16



Brigade Magnum



Bhiwandi Flyover



Hinduja Software Park - Phase-1



RMZ Ecoworld



Instem building - NCBS campus



Prestige White Meadow-1



RMZ Latitude Residential



RMZ Latitude - Commercial



RGA Techpark



Corporate Information

BOARD OF DIRECTORS

Mr. D. R. Mehta
Chairman – Independent Director

Mr. Shailendra Kumar Tripathi
CEO & Dy. Managing Director

Mr. Manoj Tulsian *
Whole-time Director & CFO

Mr. Manoj Kumar Singh #
Executive Director

Mr. Shailendra Raj Mehta
Independent Director

Mr. Mahendra G. Punatar
Independent Director

Mr. Hemant Modi
Non-executive Director

Ms. Anjali Seth
Non-executive Director

Mr. Manish Mohnot
Non-executive Director

Mr. Kamal Jain
Non-executive Director

* Appointed as Whole-time Director w.e.f. May 27, 2016
Resigned as Director w.e.f. October 13, 2015

AUDIT COMMITTEE

Mr. D. R. Mehta, Chairman

Mr. Mahendra G. Punatar

Mr. Shailendra Raj Mehta

Mr. Kamal Jain

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Kamal Jain, Chairman

Mr. S. K. Tripathi

Mr. Manish Mohnot

NOMINATION & REMUNERATION COMMITTEE

Mr. Shailendra Raj Mehta, Chairman

Mr. D. R. Mehta

Mr. Mahendra G. Punatar

Mr. Manish Mohnot

CSR COMMITTEE

Mr. D. R. Mehta, Chairman

Mr. S. K. Tripathi

Mr. Kamal Jain

COMPANY SECRETARY

Mr. Samir Raval (w.e.f. May 27, 2016)

AUDITOR

Kishan M Mehta & Co.
Chartered Accountants

BANKERS

Oriental Bank of Commerce

State Bank of India

Axis Bank

IDBI Bank

Indian Bank

Union Bank of India

Punjab National Bank

Karur Vysya Bank Ltd.

REGISTERED OFFICE

A-104, Shapath 4, Opp. Karnavati Club,
S. G. Road, Ahmedabad - 380015,
Gujarat, India.

Tel: +91 79 30011500, Fax: +91 79 30011700
cs@jmcprojects.com

CIN: L45200GJ1986PLC008717

CORPORATE OFFICE

6th Floor, Kalpataru Synergy,
Opp. Grand Hyatt, Santacruz (East),
Mumbai - 400055.

Tel: +91 22 30051500

Fax: +91 22 30051555

www.jmcprojects.com

REGISTRAR & TRANSFER AGENT

Link Intime India Private Limited
Unit: JMC Projects (India) Limited

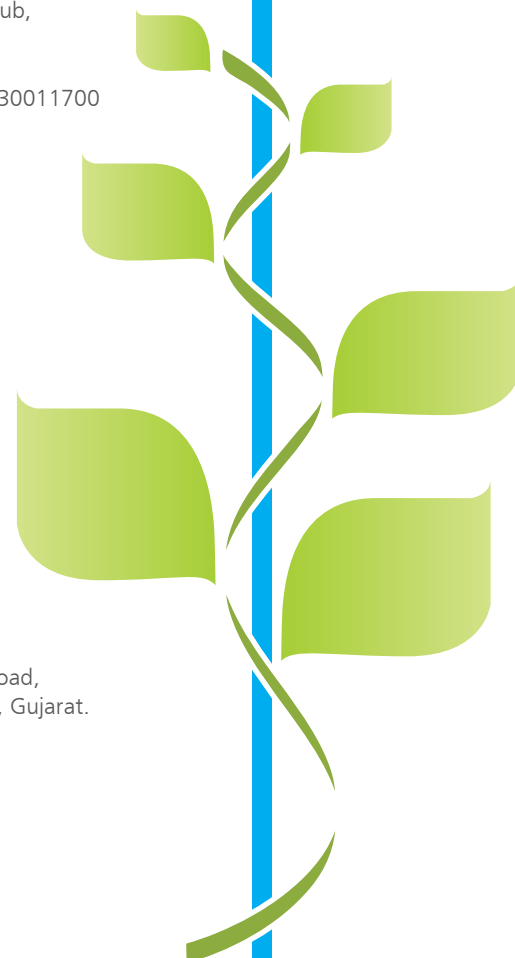
303, Shopper's Plaza V,

Opp. Municipal Market, Off. C. G. Road,
Navrangpura, Ahmedabad - 380009, Gujarat.

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Forward looking statement

This report contains forward-looking statements, which may be identified by their use of words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates' or other words of similar meaning. All statements that address expectations or projections about the future, including but not limited to statements about the Company's strategy for growth, market position, expenditures and financial results are forward-looking statements. Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realised. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events. The Company has sourced the industry information from the publicly available resources and has not verified those information independently.



JMC Projects (India) Limited
a Kalpataru Group Enterprise

Poised For Growth

Healthy order book, completion of construction of all BOT projects & COD achieved, paring debt to reduce finance cost, growing and resurging construction demand in India, steady inroads in global markets are all indicatives of the Company's fundamental strength and future opportunities.

Currently, JMC has over 60 live projects with an order book of over ₹ 61 billion across infrastructure sectors viz. Buildings & Factories, Roads, Bridges, Water Pipelines, Metro, Power, Railways etc. JMC is further aiming to boost its margins by scouting for margin accretive projects and exiting low-margin projects. Strong execution skills continue to garner more business from the existing clientele and also help to leverage on global opportunities.

There is an improvement in capital inflows, boosting liquidity with an increase in government focus on infrastructure development plans. Re-engineering of PPP contracts, Government push for private industrial capex and reversing interest rate cycle backed by softening commodity prices are bringing back cheerful time for EPC players. A well-structured and diversified JMC is currently well poised for growth, riding on India's overall improved economic and macro conditions.



CEO's Message



Dear Shareholders,

I am delighted to present 30th Annual Report of your Company for FY 2015-16.

I am pleased that your Company has continued its efforts to stabilize its operations and is now ready for the upcoming growth opportunities. Management is taking all necessary steps to consolidate its position in key markets & business segments. During the past few years, your Company has diversified the business strategically. Today the order-book stands distributed in Infrastructure (Urban Infra, Water & Area Development etc.), Buildings (Housing, Commercial, Institutional, Hospital etc.) and Industrial segments.

Current economic situation is going to offer a high growth trajectory over next decade or even more. As per the latest reports on our country's economic performance, India's GDP growth rate of about 7.6% has just outpaced the growth statistics of China. Global market sentiments, stable & watchful government, demographic dividend, rapid urbanisation etc. are further strengthening it. The economy has also benefitted from the low crude oil prices. Macro-level decisions taken during last 2 years, such as steady cutback in subsidies, higher budget allocations towards infrastructure, faster approvals etc., have started showing positive results. It is now up to the Government to add pace to reform measures and build further on this foundation.

Housing, urban infrastructure & area developments are fundamental for our country's growth and well-being. Government initiatives such as '**Housing for All** by 2022', **Smart Cities** & **Area Developments** have opened up good opportunities for your Company. Several new & old cities & towns are undergoing urban rejuvenation under **AMRUT**. In Budget FY 16-17, the union finance minister has proposed an outlay of over 2 Trillion Rupees in **Infrastructure** sector

“The economy has also benefitted from the low crude oil prices and it has positively impacted our current account. It is now up to the Government to add pace to reform measures and build further on this foundation. Although manufacturing growth is still a concern, campaigns such as “Make In India” have started attracting good investments. Forecasts of normal monsoon too is boosting market sentiments.”



which include **water projects, industrial corridors & freight corridors, highways** and several large scale visionary projects. Further, union cabinet has approved amendments in the **Real Estate Regulatory Bill**, providing a renewed boost to the real estate sector. Globally, developed countries are not showing any signs of immediate corrections, whereas some of the African countries are showcasing impressive socio-economic performance. Your Company is capitalising such brighter prospects selectively to strengthen its international operations. Technology, though capital intensive, is helping us significantly to progress towards our goals.

Our aim is to rise further as a much stronger & efficient construction player. While concentrating our efforts to become a preferred contractor for our key clients, we have also started taking complex EPC, Design and Build type orders with more value proposition. Your Company is continually improving processes and performance in critical areas like project selection, execution quality and cost, and IT enabled project monitoring etc. While some of the results of these efforts are fairly evident, we believe that there is much more ahead.

Having said this, we also understand that taking up new challenges is a breath-taking exercise. Incessant issues such as pressure on margins, rising costs, scarcity of reliable manpower & their availability are pinching us. Following approaches in addressing these issues shall strategically build a better future:

1. Focus on core competency of EPC construction with increased but selective international presence.
2. Strengthening domestic business through becoming a preferred contractor & thereby securing repeat orders.
3. Collaborative networking with specialists, partners, vendors, suppliers etc.
4. Upgrading better systems and procedures through adoption of sophisticated ERP.

Performance Overview

It has been more than a year since we have adopted 'Engage-Perform-Create' leading us to grow profitably. I am glad to share with you the progress we have made so far on the execution of our strategy.

Order Inflows clocked in at ₹ 3,155 Cr during the year. The unexecuted Order Book at the year - end stands at ₹ 6,148 Cr. This provides to continue with a healthy revenue and margin visibility ahead. Total Income from operations had a marginal increase of 3.5% over previous year to ₹ 2,483.67 Cr. Profit after Tax registered stood at ₹ 41.02 Cr, up 37% from ₹ 29.86 Cr last year. Also, your Company has raised ₹ 150 Cr through Rights Issue recently.

It gives me pleasure to announce that your Company has recommended dividend of ₹ 1 per equity share on a face value of ₹ 10 per share for the year. The corresponding dividend during the previous fiscal was at ₹ 1 per equity share.

I place my sincere appreciation for the dedication, commitment and hard-work put in by our employees at all levels and look forward to receive their trust, support and encouragement as we head for another challenging & exciting year. I also, express my gratitude towards joint venture partners, customers, and business associates for their relentless support. Finally, a big vote of thanks to all our shareholders for their continued belief in us.

Shailendra Kumar Tripathi

CEO & Dy. Managing Director



Financial Highlights

(₹ in Cr.)

Particulars	2015-16	2014-15	2013-14	2012-13	2011-12#
Total Income	2,490.1	2,413.1	2,662.8	2,542.9	2,081.5
Growth %	3.19%	-9.38%	4.72%	22.17%	50.79%
Total Expenditure	2,275.6	2,236.5	2,518.6	2,417.2	1,922.7
Operating Profit (PBDIT)	214.5	176.6	144.2	125.7	158.8
Interest	101.9	84.1	55.1	55.0	47.4
Profit Before Depreciation and Tax (PBDT)	112.6	92.6	89.1	70.8	111.4
Depreciation	51.2	48.9	58.9	54.9	47.1
Profit Before Tax (PBT)	61.4	43.6	30.2	15.9	64.4
Provision for IncomeTax / FBT / Deferred Tax	20.4	13.8	7.2	-2.4	12.4
Profit After Tax (PAT)	41.0	29.9	23.0	18.3	51.9
Equity Share Capital	33.6	26.1	26.1	26.1	26.1
Net Worth*	661.0	472.7	447.9	428.2	416.8
Long Term Borrowings	283.1	310.8	223.6	177.8	137.6
Short Term Borrowings (including current maturity of long term debts)	345.9	358.0	205.8	206.2	150.8
Total Borrowings	629.0	668.8	429.4	384.1	288.3
Capital Employed (Net Worth + Total Borrowings)	1,290.0	1,141.6	877.3	812.2	705.1
Debt Equity Ratio (Total)	0.95:1	1.41:1	0.96:1	0.90:1	0.69:1
Debt Equity Ratio (Long Term)	0.43:1	0.66:1	0.50:1	0.42:1	0.33:1
Book Value per Equity Share (Rs.)	196.8	181.0	171.5	163.9	159.6
Earning per Equity Share (Rs.)	14.7	11.1	8.8	7.0	19.9
Equity Dividend %	10.00%	10.00%	10.00%	10.00%	20.00%
Operating Profit %	8.64%	7.36%	5.43%	4.96%	7.67%
Profit Before Tax %	2.47%	1.82%	1.14%	0.63%	3.11%
Profit after Tax %	1.65%	1.24%	0.87%	0.72%	2.51%
Return (Pre-tax) on Average Network %	10.83%	9.48%	6.90%	3.77%	16.27%
Return on Average Capital Employed %**	13.43%	12.65%	10.10%	9.34%	17.65%
Order Backlog at the year end***	6,148.5	5,652.5	5,087.6	5,577.8	5,675.0
No. of Employees	3,360	3,523	3,264	2,977	3,133

The Figures for the F.Y. 2011-12 are regrouped in line with F.Y. 2012-13, F.Y. 2013-14, F.Y. 2014-15 and F.Y. 2015-16, which are based on requirements as per Schedule III of the Companies Act, 2013.

* Networth calculated from the F.Y. 2011-12 to F.Y. 2015-16 is after exclusion of Debenture Redemption Reserve.

** For calculating Return, interest is added back in Profit before tax.

*** Includes orders in the name of Joint Ventures.



JMC Projects (India) Limited

(A Kalpataru Group Enterprise)

Regd. Office: A-104, Shapath-4, Opp. Karnavati Club, S. G. Road, Ahmedabad 380015.

Tel: 079 30011500, Fax: 079 30011700, website: www.jmcprojects.com, email: cs@jmcprojects.com CIN:L45200GJ1986PLC008717

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 30th Annual General Meeting ('AGM') of the Members of **JMC Projects (India) Limited** will be held on **Thursday, August 11, 2016** at 3.00 p.m. at Ahmedabad Textile Mills' Association, ATMA Auditorium, Opp. Old RBI Office, Ashram Road, Ahmedabad 380009, to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1 – Adoption of Financial Statements

To consider and adopt the audited standalone **financial statements** of the Company for financial year ended **March 31, 2016** and the Reports of the Board of Directors and the Auditors thereon; and the audited consolidated financial statements of the Company for the financial year ended **March 31, 2016** and the Report of the Auditors thereon.

Item No. 2 – Declaration of Dividend

To declare **Dividend of ₹ 1.00** per equity share of face value of ₹ 10 each, for the financial year 2015-16.

Item No. 3 – Re-Appointment of a Director

To appoint a Director in place of **Ms. Anjali Seth** (DIN: 05234352), who retires by rotation and being eligible, offers herself for re-appointment.

Item No. 4 – Appointment of Statutory Auditors

To appoint Auditor and to 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 pursuant to the provisions of Sections 115, 139, 140, 141 and all other applicable provisions of the Companies Act, 2013, read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), **M/s. B S R & Co. LLP, Chartered Accountants** (Firm Registration No. 101248W/W-100022) having their office at 5th Floor, Lodha Excelus, Apollo Mills Compound, N. M. Joshi Marg, Mahalaxmi, Mumbai 400 011, be and are hereby appointed as the Statutory Auditors of the Company for a term of 5 (five) consecutive years till the conclusion of the 35th Annual General Meeting (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting), in place of M/s. Kishan M. Mehta & Co., Chartered Accountants (Firm Registration No. 105229W), the retiring Statutory Auditors holding the office

till the conclusion of this Annual General Meeting and who are unwilling to be reappointed for the financial year 2016-17, as Auditors of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors, plus applicable taxes in addition to reimbursement of traveling and actual out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company for the financial year ending March 31, 2017."

SPECIAL BUSINESS:

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

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013, read with the Companies (Cost Records and Audit) Rules, 2014 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), **M/s. K. G. Goyal & Associates, Cost Accountants** (Firm Registration No. 000024), appointed as **Cost Auditor** by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017, be paid remuneration of ₹ 25,000/- (Rupees Twenty Five Thousand only) and applicable taxes plus reimbursement of actual out-of-pocket expenses.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 6 – Appointment of Mr. Manoj Tulsian as Director

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

"RESOLVED THAT Mr. Manoj Tulsian (DIN: 05117060) who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on May 27, 2016 and who holds office upto the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 ('the Act') read with Article 76 of the Articles of Association of the Company and in respect of whom the Company has received a

notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company and who is liable to retire by rotation."

Item No. 7 – Appointment and fixing the terms of remuneration of Mr. Manoj Tulsian as Whole-time Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 ('the Act') read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such approvals, permissions and sanctions as may be required and subject also to such conditions and modifications as may be prescribed or imposed by any Authority including the Central Government when granting such approvals, permissions or sanctions, the consent of the Company be and is hereby granted to appoint **Mr. Manoj Tulsian** (DIN: 05117060) as Whole-time Director of the Company designated as Whole-time Director & Chief Financial Officer for a period of 3 (three) years commencing from May 27, 2016 to May 26, 2019 (both days inclusive) at the remuneration and on other terms and conditions as set out in the Agreement entered between the Company and Mr. Manoj Tulsian.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter, vary or modify the terms of appointment (including remuneration) as may be agreed upon with Mr. Manoj Tulsian, subject however to the overall ceiling on remuneration specified in the Schedule V and other applicable provisions of the Act for the time being in force.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, the remuneration payable to Mr. Manoj Tulsian as the Whole-time Director by way of salary, perquisites, commission and other allowances shall not exceed 5% of the net profit of the Company and if there is more than one Managerial Personnel, the remuneration shall not exceed 10% of the net profit to all such managerial personnel together except with the approval of the members.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year of the Company during the tenure of Mr. Manoj Tulsian as Whole-time Director, his remuneration, perquisites and other allowances shall be governed and regulated by the limits prescribed in Section II of Part II of Schedule V of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and / or any of the Key Managerial Personnel of the Company for the time being, be and are hereby severally authorized to do all such acts, deeds, matters and things and take such steps which may be considered necessary, desirable or expedient in this respect."

Item No. 8 – Keeping registers, returns etc. at place other than registered office

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

"RESOLVED THAT pursuant to the provisions of Section 94 and other applicable provisions of the Companies Act, 2013 ('the Act') read with applicable rules, if any framed under the Act, the consent of the members of the Company be and is hereby given to keep the register of members and other registers/records to be maintained under Section 88 of the Act and copies of the Annual Returns filed under Section 92 of the Act at a place other than the registered office of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to decide to keep the register and index of members, register and index of debenture-holders, register and index of any other security holders and register and index of beneficial owners etc. at the place of the Registrar and Transfer Agent of the Company at 303, Shopper's Plaza V, Opp. Municipal Market, Off C. G. Road, Navrangpura, Ahmedabad 380009 and the copies of Annual Return together with the copies of all certificates and documents required to be annexed thereto and all other relevant documents, registers, records etc. at the Corporate Office of the Company at 6th Floor, Kalpataru Synergy, Opp. Grand Hyatt, Santacruz (East), Mumbai-400055.

RESOLVED FURTHER THAT any one of the Director and/ or Company Secretary of the Company be and are hereby severally authorized to intimate to the Registrar of Companies and to do all such acts, deeds, matters and things which are requisite for the purpose of giving effect to this resolution."

By Order of the Board
For **JMC Projects (India) Limited**
Sd/-
Samir Raval
Company Secretary

May 27, 2016, Mumbai
Registered Office:
A-104, Shapath-4, Opp. Karnavati Club,
S. G. Road, Ahmedabad – 380015.
CIN: L45200GJ1986PLC008717