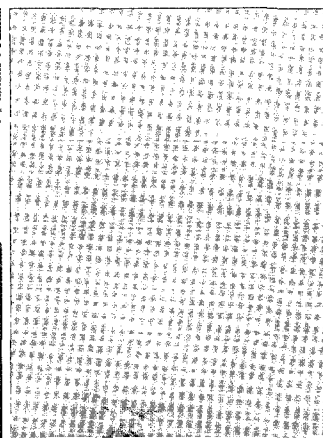
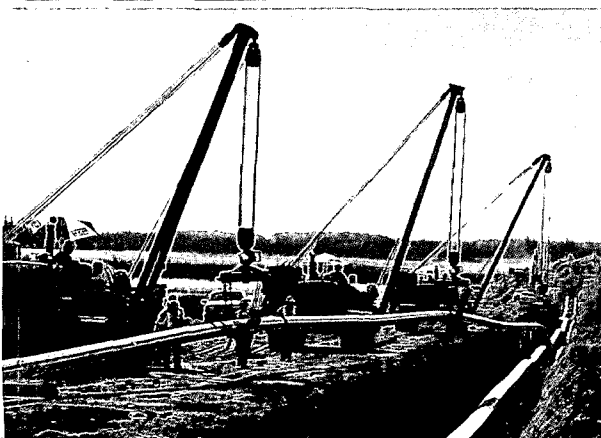
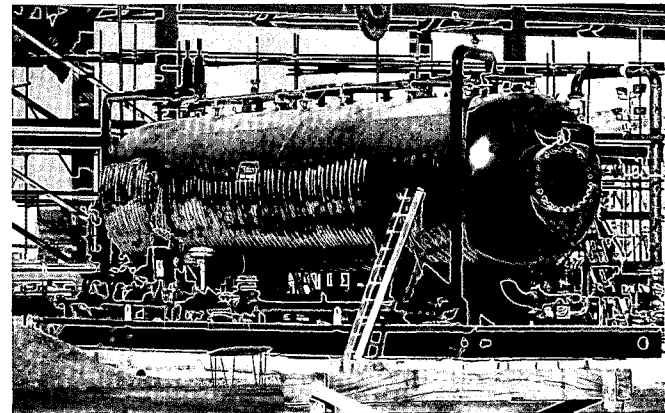
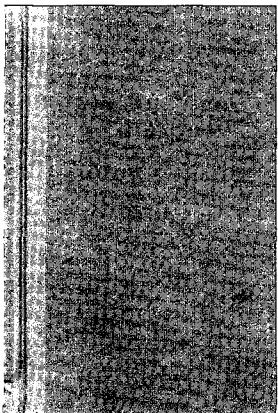


jaihind

PROJECTS LIMITED



23RD ANNUAL REPORT
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CHAIRMAN'S MESSAGE

Dear Shareholder,

It gives me immense pleasure to extend a very warm welcome to all the members of the company at the 23rd annual general meeting. I am very pleased and elated to note the keen level of interest in Jaihind Projects Limited, India's one of the fastest growing construction company.

Before I share with you the highlight of JPL's performance in the financial year 2008-09, let me convey to all of you the happy tidings that JPL has opened a branch office at Abu Dhabi to spread its operations beyond Indian Territories. We are absolutely confident that our newest venture would be another sparkling jewel in the JPL's crown.

With successful execution of projects across the Nation and with an enviable order backlog position, we have established ourselves as a reputed EPC (engineering, procurement and construction) Company, with over 1000 employees. We have been progressing at a rapid clip and our performance in fiscal year 2008-09 speaks for itself.

The financial year under review has turned out to be the best year for growth of the business factor. The company has achieved consolidated 126.16% growth in revenue from Rs. 144.74 crores to 327.35 crores for the year ended March 31, 2009.

Our persistent endeavors towards growth have been rewarding. JPL Consolidated for the year ended March 31, 2009 recorded a turn in after tax profit of 13.35 crores. (6.36 for the year 2007-08).

On behalf of the board and the management team, we wish to thank you for your unstinting commitment and trust in us. We will continue to build the business and deliver attractive returns.

My hearty appreciation is also due to the employees customers, vendors investors, bankers of the company at all levels for their consistent high level performance, commitment to goals of the Company and for their unstinted team effort.

Social Responsibility:

The technicalities of what we do sometimes makes our work difficult to comprehend. However, we assure you that any and every project we undertake ultimately benefits the common person, making his or her life easier. We also believe in giving back to society and strengthening individuals and communities where we have operations.

Our Corporate Social Responsibility activities include various educational initiatives and workshops, supporting a wide variety of training and utilizing resources at our projects.

Our People

We understand that our employees are our most important resource and are the key to the company's future. We stand dedicated towards their development and their health. Safety of our people is of paramount importance to us, hence our focus on this continues to be a top priority at every project.

Yours truly,

A handwritten signature in dark ink, appearing to read "Prakash L. Hinduja".

Prakash L. Hinduja
Chairman & M.D.

NOTICE

NOTICE is hereby given that the TWENTY THIRD Annual General Meeting of the members of Company will be held on Monday, 7th September, 2009 at 4th Floor, "Shanti Arcade" Nr. Saptak Party Plot, 132 Ft Ring Road, Ahmedabad at 03.30 P.M. to transact the following business :

ORDINARY BUSINESS:

- 1) To receive, consider and adopt Audited Balance Sheet as at 31st March 2009 and Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors.
- 2) To re – appoint Dinesh L. Hinduja as a Director of the Company who retires by rotation and being eligible offers himself for re – appointment.
- 3) To re – appoint Harish G. Chandwani as a Director of the Company who retires by rotation and being eligible offers himself for re – appointment.
- 4) To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS :

- 5) To consider and if thought fit to pass with or/without modification the following resolution as a Ordinary resolution.:

RESOLVED THAT Akhilesh B. Negi be and is hereby appointed as a Director of the Company.

- 6) To consider and if thought fit to pass with or/without modification the following resolution as a Special Resolution.:

RESOLVED THAT in accordance with the provision of section 198, 269,309, and 310 read with Schedule XIII (Part II 1(B) and other applicable provisions if any, of the Companies Act, 1956 Prakash L. Hinduja be and is hereby reappointed as Managing Director of the Company for the period of Five years commencing form 1st March, 2010 on terms and conditions with regards to his remuneration as specified in the explanatory statement attached here to with any authority to Board of Directors to alter and / or vary including the enhancement of his remuneration in such manner and to such extent as may be agreed between the Board of Directors and Prakash L. Hinduja so as not to exceed the limits specified in Schedule XIII (Part II 1(B) of the Companies Act, 1956 or any amendments there to.

- 7) To consider and if thought fit to pass with or/without modification the following resolution as a Special Resolution.:

RESOLVED THAT in accordance with the provision of section 198, 269,309, and 310 read with Schedule XIII (Part II 1(B) and other applicable provisions if any, of the Companies Act, 1956 Dinesh L. Hinduja be and is hereby appointed as the Whole Time Director of the Company for the period of Five years commencing from 1st April, 2009 on terms and conditions with regards to his remuneration as specified in the explanatory statement attached here to with any authority to Board of Directors to alter and / or vary including the enhancement of his remuneration in such manner and to such extent as may be agreed between the Board of Directors and Dinesh L. Hinduja so as not to exceed the limits specified in Schedule XIII (Part II 1(B) of the Companies Act, 1956 or any amendments there to.

- 8) To consider and if thought fit to pass with or/without modification the following resolution as a Ordinary Resolution.:

RESOLVED THAT in accordance with the provision of section 198, 269,309, and 310 read with Schedule XIII and other applicable provisions if any, of the Companies Act, 1956 Lallan Pandey be and is hereby appointed as the Whole Time Director of the Company for the period of Five years commencing from 1st October, 2008 on terms and conditions with regards to his remuneration as specified in the explanatory statement attached here to with any authority to Board of Directors to alter and / or vary including the enhancement of his remuneration in such manner and to such extent as may be agreed between the Board of Directors and Lallan Pandey so as not to exceed the limits specified in Schedule XIII of the Companies Act, 1956 or any amendments there to.

- 9) To consider and if thought fit to pass with or/without modification the following resolution as a Special resolution.:

RESOLVED THAT consent be and is hereby accorded pursuant to section 314 and other applicable provisions of the Companies Act, 1956 to Mr. Vashisht L. Pandey, relative to the Director of the Company and to continue to hold the same and to receive remuneration of Rs. 45000/-p.m. w.e.f. 01.10.2008.



NOTICE

10) To consider and if thought fit to pass with or/without modification the following resolution as a Special resolution.:

RESOLVED THAT consent be and is hereby accorded pursuant to section 314 and other applicable provisions of the Companies Act, 1956 to Mrs. Ramawati L. Pandey, Relative to the Director of the Company and to continue to hold the same and to receive remuneration of Rs. 30000/-p.m. w.e.f. 01.10.2008.

On Behalf of Board of Directors

Place : Ahmedabad

Date : 30.06.2009

Prakash L. Hinduja

Chairman & Managing Director

Notes:

1. A member entitled to attend and vote at the meeting is also entitled to appoint proxy to attend and vote instead of himself and the proxy need not be a member of the company. The proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the company not less than 48 hours before the time for holding the aforesaid meeting.
2. Members are requested to notify immediately any change in their addresses to the Company's Registered Office.
3. Members are requested to bring their copies of the Annual Report to the meeting.
4. The Members / Proxies should bring the Attendance Slip sent herewith duly filled for attending the meeting.
5. The Register of Members and Share Transfer Book of Company will remain closed from 31.08.2009 to 07.09.2009 (Both days inclusive) for the purpose of Annual General Meeting.
6. All documents referred to the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company during office hours on all working days except Saturday and Sunday between 11.00 a.m. to 1.00 p.m. upto the date of Annual General Meeting.
7. Members holding Shares in Physical mode are requested to notify the change in their Address / Bank Account to Link Time India Pvt. Ltd. 211, Sudarshan Complex, Mithakhali Under Bridge, Ahmedabad - 380 009.
8. Members holding shares in De-mat mode are requested to notify the change in their address / bank account to their respective Depository Participant(s) (DPs)
9. Members must quote their Folio Number / De-mat Account No. in all correspondence with the Company/ R&T Agent.
10. No gift will be distributed at the Annual General Meeting.
11. Annual Listing Fee for the year 2009-10 has been paid to all Stock Exchange wherein Shares of the Company are Listed.
12. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a Certified copy of Board Resolution authorising their representative to attend and vote on their behalf in the Meeting.

EXPLANATORY STATEMENTS UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956 IN RESPECT OF SPECIAL BUSINESS TO BE TRANSACTED AT THE MEETING

ITEM 5

Akhilesh Negi was appointed as a Additional Director by the Board of Director of the Company (" the Board") during the year.

Pursuant to Section 260 of the companies Act, 1956 ("the Act") Akhilesh B.Negi holds office upto the date of ensuing Annual General Meeting of the Company. Due notice Under Section 257 of the Act has been received from a member proposing the appointment of Akhilesh B. Negi as a Directors of the Company whose period of office shall be liable to determination by retirement of Directors by rotation. The Board has no hesitation to recommending their appointment.

None of the Director except the Appointee are interested in the resolution set out in item no. 5 of the Notice.

NOTICE

ITEM NO 6 to 8

The tenure of Mr. Prakash L. Hinduja as Managing Director will expire on 28.02.2010.

The tenure of Mr. Dinesh L. Hinduja as whole-time Director will expire on 31.03.2010.

The tenure of Mr. Lallan R Pandey as Executive Director has expired on 01.10.2008. The Board of Directors of the Company have subject to the approval of Shareholders appointed Mr. Lallan Pandey as Whole time Director w.e.f 01.10.2008 for the period of 5 years.

Looking to the contribution of aforesaid persons, the Board recommends their appointments subject to your approval under Section 269 read with seclude XIII of the Companies Act, 1956.

The terms of their appointment are as under:

1. Salary

Sr. No.	Name of Director	Designation	Remuneration	Effective from	Tenure	Remarks	Competitive Remuneration in similar Company
01	Prakash L. Hinduja	Chairman & Managing Director	Rs. 600000/-per month	01.04.2009 thereafter same salary on his re appointment on 01.03.2010	5 Years from the date of re appointment 01.03.2010	Not liable to retire by rotation. Remuneration as per Para (B) Part 1 of Section II of Part II. Qualification: Diploma in Mech. Engineering Experience: 29 years Achievements: In this Company since incorporation	At par with other similar
02	Dinesh L. Hinduja	Vice Chairman & Whole time Director designated as Executive Director	Rs. 400000/- Per Month	01.04.2010	5 Years from the date of re appointment 01.04.2010	Liable to retire by rotation. Remuneration as per Para (B) Part 1 of Section II of Part II. Qualification: M.B.A Experience: 16 years Achievements: In this Company since 1993.	At par with other similar Company
03	Lallan R. Pandey	Whole time Director designated as Executive Director	Rs 100000/- per month	01.10.2008 date of re appointment	5 years from the date of re appointment	Liable to retire by rotation Qualification: B.E (Mech.) Experience: Over 45 years Achievements: In this Company since 1994.	At par with other similar Company

Statement under Para (B) Part 1 of section II of Part II

I. General Information & Commencement of Commercial Productions

- Nature of Industry: - The Company is engaged in laying of pipelines and doing job as contractor. Since inception and it has already started their commercial operation.
- The company is making profits since its inception and it has issued prospectus and also borrowed form financial Institutions.
- Export performance: The Company has no export.
- There is no foreign Investment.



NOTICE

A) General Conditions:

- 1) The total remuneration payable to the Managing Director, Vice Chairman cum Executive Director and Whole time Director shall not exceed the maximum limits as permissible in the Schedule XIII of the Companies Act, 1956.
- 2) They shall be entitled to such other privileges, facilities and amenities in accordance with the rules and regulations of the Company, as may be applicable to the senior management of the Company within the overall limits prescribed in the Companies Act, 1956.

B) Minimum Remuneration:

In the event of absence or inadequacy of profits during their term of office, the remuneration payable to them shall not exceed the maximum limits as permissible under Schedule-XIII of the Act.

MEMORANDUM OF INTEREST

Apart from aforesaid appointees, no other Director of the Company is interested in the proposed appointments. Aforesaid terms may be considered as disclosure of interest in contract of their appointment in terms section 302 of The Companies Act, 1956.

ITEM NO 9 & 10

The Company has availed the services of Mr. Vashisht Pandey as Vice President and Mrs. Ramawati. Lallan Pandey as Executive officer and have paid the remuneration of Rs. 45000/- and 30000/- per month respectively. Both appointees are relative of Mr. Lallan Pandey the Director of the Company.

The remuneration payable to aforesaid persons falls within the purview of section 314 of the Companies Act, 1956, special resolutions proposed in item no 9 & 10 of the Companies Act, 1956 is recommended.

Registered Office : 5th Floor, Shanti Arcade, Nr. Saptak Party Plot, 132 FT. Ring Road, Naranpura, Ahmedabad 380013.

On Behalf of the Board of Directors

Place : Ahmedabad

Date : 30.06.2009

Prakash L. Hinduja
Chairman & Managing Director

"We have vision for
Tomorrow,
We have the power and
strength in Today"

 [reportjunction.com](http://www.reportjunction.com)



CORPORATE INFORMATION

BOARD OF DIRECTORS

Prakash L. Hinduja

Chairman & Managing Director

Dinesh L. Hinduja

Vice Chairman & Whole Time Director

Lallan R. Pandey

Executive Director & Whole Time Director

Harish G. Chandwani

Executive Director

Prabhakar M. Jakkal

Director (App. 07.08.2008)

Akhilesh B. Negi

Director (App. 29.09.2008)

Dinkar M. Rawal

Director

Manoj K. Kapoor

Director

AUDIT COMMITTEE

Dinesh L. Hinduja

Manoj K. Kapoor

Dinkar M. Rawal

AUDITORS

N. K. Aswani & Co.

Chartered Accountants

Ahmedabad

PRINCIPLE BANKERS

Canara Bank, Ahmedabad

State Bank Of India, Ahmedabad

IDBI Bank, Ahmedabad

Indian Bank, Ahmedabad

Standard Chartered Bank, Ahmedabad

Axis Bank, Ahmedabad

DCB Bank, Ahmedabad

REGISTERED & CORPORATE OFFICE

5th Floor, "Shanti Arcade",

Nr. Saptak Party Plot, 132 Ft. Ring Road,

Ahmedabad - 380 013.

PUNE OFFICE

Planet Millennium A-10, Fifth Floor, Flat-502,

Pimpri Saudagar, Pune - 411 027.

SHARE TRANSFER AGENT

M/s. Link Intime India Pvt. Ltd.

211, Sudarshan Complex,

Mithakhali Under Bridge,

Ahmedabad - 380 009.

Tel, 079-26465179

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MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY SCENARIO

Oil and gas industry is one of the fastest growing industries in India. While India initially focused on oil and gas development, there is now an increased shift on building a strong and scalable infrastructure for transportation of the same. The initiatives taken by the government in oil and gas infrastructure development has become a major driving force for the development of the industry. A robust oil and gas demand has led even demand for its infrastructure (pipelines), which is indispensable for a productive and competitive national economy. The role of oil and gas and its infrastructure will assume great significance if India has to keep pace with global economy. Like elsewhere in the world, natural gas has emerged as the dominant source of additional energy in India. There exists a huge deficit of natural gas based on current production and demand data. While additional gas quantities, almost equal to existing gas production in the country, are going to be made available through LNG and new gas finds, the infrastructure to transport this gas to demand centers is required to be built afresh.

STRATEGY OF THE COMPANY

The Company provides comprehensive Engineering, Procurement and Construction (EPC) services in the Oil & Gas sector. Its expertise includes laying Nation wide oil & gas pipelines and setting up storage tanks.

The Company is one of the few National EPC companies to have laid 30" diameter oil and gas pipelines, and other onshore pipelines for large oil and gas majors. The Company's expertise also lies in handling complicated horizontal directional drilling projects.

The strong growth of Indian economy and infrastructure has led to robust demand for energy which has resulted in the need to develop an efficient distribution network for oil and natural gas transportation.

Responding to the recent privatization initiatives, large oil and natural gas companies in India including Oil and Natural Gas Corporation (ONGC), Gujarat State Petro Limited (GSPL), Indian Oil Corporation (IOC), Reliance Industries (RIL), Bharat Petroleum Corporation (BPCL) and Essar Oil have commenced oil and natural gas exploration, production and transportation infrastructure projects. Some of these companies also propose to establish dedicated distribution oil & gas networks. The demand for and the supply of natural gas in India is also expected to increase in the next few years.

The Company's considerable expertise and experience and its large equipment base, experienced manpower and cost effective solutions, make it a preferred pipeline contractor for most prestigious oil and gas conglomerates.

OPPORTUNITIES AND THREATS

Opportunities

New capital investments in oil and gas sectors and ongoing thrust by the government to its infrastructure (pipelines) to carry oil and gas will open up major growth opportunities for the industry. The increase in per capita and living standards of urban and even rural areas has led to increase in oil and power consumption and with government's major focus to have adequate supply of oil, gas and power has led to high growth in this sector.

Threats

Fierce and stiff competition due to entry of many domestic and multinationals, high volatility in prices of major inputs such as steel, cement etc. are likely to pose major threats in the growth of pipeline industry.

Risk Management

The infrastructure business by its nature is exposed to risks at various stages. The cost estimation, tendering, execution, testing and finally handover to client pose varying degrees of risk. The Company has initiated a systematic approach to identify, analyze, manage and mitigate these risks.

Human Resource

The vision of JPL is "To make JPL an organization which is preferred by the clients in the fields of Oil & Gas for any project and service." HR plays vital role to achieve overall success of this vision. Employee is the key to success in our business.

The Company believes that employees are backbone of our business and focuses on attracting right talent, nurture and retain high potential & high performers. The company encourages leadership at all levels.

QUALITY ASSURANCE & COMPLIANCE AT SITES

The company's site quality assurance system has been developed with a vision of strict adherence to quality standards & specifications. It achieves the Organization's quality Objective "To deliver consistent quality & Timely completion of Projects"

The quality check & inspections are carried out as per pre-defined criteria (International norms) committed to the clients for all aspects of Project Activity. The Chief Project Manager is over-all responsible to ensure First Time Right approach and implementing



MANAGEMENT DISCUSSION AND ANALYSIS

corrective actions to rectify the cause of rejections. In order to facilitate the Chief Project Manager in this initiative, dedicated Software is used to feed the field data, analyze root cause and monitor effectiveness of corrective actions taken to eliminate the cause of rework or rejection. In addition to this the company provides customized training to its Quality Staff, in its effort to deliver First Time Right product / service.

The company is also in the process of setting up Central Quality Observation Cell, operating from Head Office in effort to implement a uniform quality approach at its Sites and Head Office for continual improvement of effectiveness of our deployed plans.

INTEGRATED MANAGEMENT SYSTEM (IMS) APPROACH

As we have various Quality initiatives running parallel on stand-alone basis and as the company management is emphasizing the need to upgrade the operational practices to international standards, the company has decided to go in for an Integrated Management System which combines the QMS Initiative: ISO-9001:2008, the EMS Initiative IS-14000:2004 & OHSAS 18001 in line with the ISO Systems & procedures.

The benefits of Integrated Management Systems are:

- a. Easy to implement, monitor & improve
- b. Reduce duplication of effort & time, hence reducing cost
- c. Optimum use of resources
- d. Blending & optimizing practices
- e. Improving inter organization communication
- f. Better job satisfaction of employee through Role clarity
- g. Improved customer satisfaction

The company is thus committed towards improving various Business Excellence models that represents its continuous progress on all fronts in terms of on-time delivery, cost reduction, competence improvement thus reducing reworks / repairs. All the Quality initiatives will lay continuous emphasis in achieving the company's aim of being the most respected & favored suppliers in its field of operations.

HEALTH AND SAFETY ENVIRONMENT

The JPL has minimizing OHS risk with implementation of the objectives through the HSE induction training and awareness programmes among the employees. For Fire safety we are giving the fire fighting training to prevent the accident. We are educating the employees for the routine and preventive maintenance of construction equipments and machinery.

The company is committed to protecting the environment, ensuring a safe and hazard free work environment for all its employees, and conserving natural resources.

The company has well framed Safety Policy in place for all its Project Sites. All the employees conduct themselves in a manner consistent with environment & Safety Objectives and make effort to continually improve the Company's Health, Safety & Environment (HSE) performance

FINANCIAL REVIEW

The financial statements have been prepared in compliance with the requirement of the companies act, 1956 and prescribed accounting standards. The management accepts responsibility for the integrity and objectivity of these financial statements as well as estimates and judgments used in preparing financial statements. However, investors are cautioned that this discussion contains perspective views that involve risks and uncertainties.

INTERNAL CONTROL AND THEIR ADEQUACY

Jaihind Projects Ltd. has put in place comprehensive systems and procedural guidelines concerning all operational areas encompassing Tendering, Budgeting, Execution, Quality, Safety, Procurements, Asset Management, Finance, Accounts and Audit, Human resource etc. which are adequate and necessary considering the size and level of its operations. The same are reviewed and upgraded periodically in response to the changing needs of the business.