



MADHUCON PROJECTS LIMITED

**22nd ANNUAL REPORT
2011 - 2012**



BOARD OF DIRECTORS

N. Seethaiah

Managing Director

S. Vaikuntanathan

Whole-time Director

K. Srinivasa Rao

Director

C. Venkateshwara Rao

Independent Director

P. Madhava Rao

Independent Director

Company Secretary

Nutan Singh

AUDITORS

M/s Kota & Company

Chartered Accountants

(FRN - 011982S)

H.No.331, Arora Colony - 2

Road No.3, Banjara Hills

Hyderabad - 500 034.

REGISTERED OFFICE

Madhu Complex, 1-7-70

Jublipura, Khammam - 507 003.

CORPORATE OFFICE

Madhucon House, Plot No.1129/A

Road No. 36, Jubilee Hills

Hyderabad - 500 033.

REGISTRAR & SHARE TRANSFER AGENTS

Karvy Computershare Private Limited

Plot No. 17-24, Vittal Rao Nagar

Madhapur, Hyderabad-500081

BANKERS

Canara Bank

Standard Chartered Bank

ICICI Bank Limited

Oriental Bank of Commerce

HDFC Bank

Bank of Bahrain & Kuwait BSC

State Bank of India

IDBI Bank Limited

United Bank of India

Axis Bank Limited

IndusInd Bank

Bank of India

Yes Bank Limited



NOTICE

To

The Members,

Madhucon Projects Limited

Notice is hereby given that the 22nd Annual General Meeting of Madhucon Projects Limited will be held on Saturday, the 29th September, 2012 at 3.00 PM at the Registered Office of the Company situated at "Madhu Complex 1-7-70, Jublipura, Khammam-507003 to transact the following items of business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2012 and Statement of Profit and Loss and Notes thereto for the year ended on that date together with the Report of the Auditors' and Directors' thereon.
2. To appoint a Director in place of Sri P. Madhava Rao, who retires by rotation and being eligible, offers himself for re-appointment.
3. To declare dividend on the equity shares of the Company.
4. To appoint Auditors and to fix their remuneration.

To consider and, if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT in accordance with the provisions of section 224 and other applicable provisions of the Companies Act, 1956 including the amendment thereof, if any, M/s Kota & Company, Chartered Accountants, (FRN 011982S) Hyderabad be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration including out of pocket and incidental expenses as may be determined by the Board of Directors of the Company".

SPECIAL BUSINESS:

5. **Enhancement of remuneration of Sri S. Vaikuntanathan, Whole-Time Director of the Company.**

To consider and if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310, 311 and Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956, as recommended by the Remuneration Committee and the Board, the revision in managerial remuneration of Sri S. Vaikuntanathan, Whole-time Director of the Company from Rs. 1,95,000/- to Rs. 2,45,000/- per month (inclusive of all allowances & perquisites) be and is hereby approved and ratified."

6. **To Issue of further securities:**

To consider and, if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution:**

"RESOLVED THAT in accordance with Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), as also provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "SEBI Regulations"), the provisions of the Foreign Exchange Management Act, 1999 and rules and regulations made there under, including the Foreign Exchange



Management (Transfer and Issue of Securities by a Person Resident outside India) Regulation, 2000, Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 and rules and regulations made there under, if applicable, any other applicable law or laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and applicable guidelines/regulations prescribed by the Securities and Exchange Board of India ("SEBI") and/or Reserve Bank of India ("RBI") and/or any other regulatory/statutory authority and clarifications thereon issued from time to time, whether in India or abroad, and enabling provisions in the Memorandum and Articles of Association of the Company and Listing Agreements, entered into by the Company with the stock exchanges where the shares of the Company are listed and subject to the approvals, consents, permissions and/or sanctions of, if applicable including but not limited to, Government of India, RBI, SEBI, Foreign Investment Promotion Board ("FIPB") and/or all other authorities, institutions or bodies, within or outside India, (hereinafter collectively referred to as appropriate authorities) and subject to such terms, alterations, conditions, changes, variations and/or modifications as may be prescribed by any of them while granting such approval (hereinafter referred to as requisite approvals) and as agreed to by the Board of Directors ("Board"), which term shall be deemed to include any Committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred on the Board by this resolution) the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot in one or more tranche(s), in the course of domestic or international offerings or qualified institutional placements, with or without an overallotment/green issue option, in one or more foreign markets or domestic markets, to domestic institutions, foreign institutions, non-resident Indians, Indian public companies, corporate bodies, mutual funds, banks, insurance companies, pension funds, individuals, qualified institutional buyers or other persons or entities, whether shareholders of the Company or not, through a public issue and/or on a private placement basis and/or qualified institutional placement within the meaning of SEBI Regulations and/or a preferential issue and/or any other kind of public issue and/or private placement, with or without an overallotment/green shoe option, equity shares, preference shares, secured or unsecured debentures, bonds, warrants or any other securities whether convertible into Equity Shares or not, including, but not limited to, Compulsorily Convertible Preference Shares ("CCPS") and/or Optionally Convertible Preference Shares ("OCPS") and/or Partially Convertible Preference Shares ("PCPS") and/or Non-Convertible Preference Shares ("NCPS") and / or Foreign Currency Convertible Bonds ("FCCBs") and / or Non-Convertible Debentures ("NCDs") with or without attached share warrants and / or Partly Convertible Debentures ("PCDs") and / or Optionally Convertible Debentures ("OCDs") and / or Fully Convertible Debentures ("FCDs") and / or Bonds with Share Warrants attached which are convertible into or exchangeable with equity shares and / or Global Depository Receipts ("GDRs") and / or American Depository Receipts ("ADRs") or any other equity related instrument of the Company or a combination of the foregoing including but not limited to a combination of equity shares with bonds and/or any other securities whether convertible into equity shares or not as may be permitted by law (hereinafter referred to as "securities"), whether secured or unsecured, to be listed on any stock exchange in India or any foreign/international stock exchange outside India if required, through an offer document and/or prospectus and/or offer letter, and/or offering circular, and/or on public and/or private or preferential basis, whether rupee denominated or denominated in foreign currency, provided that the aggregate of the sums so raised, including premium, if any, shall not exceed **Rs.1000 Crores (Rupees One Thousand Crores)** as the Board may determine in accordance with the SEBI Regulations and where necessary in consultation with the lead managers, underwriters, merchant bankers, guarantors, financial and/or legal advisors, rating agencies/advisors, depositories, custodians, principal paying/transfer/conversion agents, listing agents, registrars, trustees, printers, auditors, stabilizing agents and all other agencies/advisors."

"RESOLVED FURTHER THAT the securities to be created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the underlying equity shares shall rank pari passu in all respects with the existing equity shares of the Company including payment of dividend, if any, declared including other corporate benefits, if any, for the financial year in which the issue/offer/allotment has been made and subsequent years and shall have the same voting rights as the existing equity shares."



“RESOLVED FURTHER THAT in addition to all applicable Indian laws, the securities issued in pursuance of this resolution shall also be governed by all applicable laws and regulations of any jurisdiction outside India where they are listed or that may in any other manner apply to such securities or provided in the terms of their issue.”

“RESOLVED FURTHER THAT the Board or any Committee thereof be and is hereby authorised on behalf of the Company to finalize the pricing, tenure, terms and conditions relating to the issue of the securities and any other matter in connection with, or incidental to, the issue of the securities as the Board or any Committee thereof, in its absolute discretion, deems necessary or desirable, together with any amendments or modifications thereto.”

“RESOLVED FURTHER THAT the pricing of the securities and the pricing of any equity shares issued upon conversion of the securities shall be made subject to and in compliance with all applicable laws, guidelines, notifications, rules and regulations.”

“RESOLVED FURTHER THAT the Board or any Committee thereof be and is hereby authorised to appoint, in its absolute discretion, managers (including lead managers), investment bankers, merchant bankers, underwriters, guarantors, financial and/or legal advisors, depositories, custodians, principal paying/transfer/conversion agents, listing agents, registrars, trustees and all other agencies, whether in India or abroad, in connection with the proposed issue/offering/allotment of the securities and to negotiate and finalise the terms and conditions (including the payment of fees, commission, brokerage, out of pocket expenses and their charges subject to requisite approvals of the RBI, if any) of the aforesaid appointments and also to, in its absolute discretion, renew or terminate the appointments so made and to enter into and execute all such agreements, arrangements, memoranda, documents etc. with such persons and to seek listing of such securities.”

“RESOLVED FURTHER THAT the Board or any Committee thereof be and is hereby authorised to determine the form, tenure, terms and timing of the issue(s)/ offering(s)/ allotment(s), including the investors to whom the securities are to be allotted, the proportion in which they are allotted, issue price, face value, number of equity shares or other securities upon conversion or redemption or cancellation of the securities, the price, premium or discount on issue/conversion of securities, rate of interest, period of conversion or variation of the price or period of conversion, listing on one or more Stock Exchanges in India and/or abroad and fixing of record date or book closure and related or incidental matters and finalise and approve the preliminary as well as the final offer documents for the proposed issue of the securities as may be required by the authorities in such issues in India and/or abroad and to authorise any director or directors of the Company or Secretary or any other officer or officers of the Company to sign the above documents for and behalf of the Company together with the authority to amend, vary or modify the same as such authorised persons may consider necessary, desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, certificates, consents or any other confirmation and/or authorities as may, in the opinion of such authorised person, be required from time to time.”

“RESOLVED FURTHER THAT the Company do apply for listing of any new securities issued with the Bombay Stock Exchange Limited and National Stock Exchange of India Limited or any other stock exchange(s) in India and/or Abroad.”

“RESOLVED FURTHER THAT such of these securities as are not subscribed may be disposed off by the Board or any Committee thereof in its absolute discretion in such manner, as the Board or Committee may deem fit and as permissible by law.”

“RESOLVED FURTHER THAT in case of a qualified institutional placement made pursuant to SEBI Regulations, the allotment of eligible securities within the meaning of SEBI Regulations shall only to qualified institutional buyers within the meaning of SEBI Regulations, such securities shall be fully paid-up and the allotment of such securities shall be completed within 12 months from the date of this resolution approving the proposed issue or such other time as may be allowed by SEBI Regulations from time to time and the



Company shall apply to the National Securities Depository Limited and/or Central Depository Services (India) Limited for admission of the eligible securities to be allotted as per the SEBI Regulations.”

“RESOLVED FURTHER THAT in case of a qualified institutional placement of equity shares pursuant to SEBI Regulations, the relevant date for the determination of the price of the equity shares, shall be the date of the meeting of the Board or any Committee thereof in which the decision to open the proposed issue is taken or such other time as may be allowed by SEBI Regulations from time to time and such price shall be subject to appropriate adjustments in accordance with the applicable SEBI Regulations.”

“RESOLVED FURTHER THAT in the event securities convertible into equity shares are issued under SEBI Regulations, the relevant date for the purpose of pricing of the equity shares to be issued on conversion, shall be the date of the meeting of the Board or any Committee thereof in which the decision to open the proposed issue is taken or the date on which the holder(s) of securities which are convertible into or exchangeable with equity shares at a later date become(s) entitled to apply for the said shares or such other time as may be allowed by SEBI Regulations from time to time and such price shall be subject to appropriate adjustments in accordance with the applicable SEBI Regulations.”

“RESOLVED FURTHER THAT subject to the applicable laws, the Board or any Committee thereof be and is hereby authorised to do such acts, deeds and things as the Board or any Committee thereof in its absolute discretion deems necessary or desirable in connection with the issue of the securities, and to give effect to aforesaid resolution, including, without limitation, the following:

- (a) finalisation of the allotment of the securities on the basis of the subscriptions received;
- (b) finalisation of arrangement for the submission of the preliminary and final offering circulars/prospectus(es)/ offer document(s), and any amendments and supplements thereto, with any applicable government and regulatory authorities, institutions or bodies, as may be required;
- (c) approval of the preliminary and final offering circulars/ prospectus/offer document (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalised in consultation with the Lead Managers/ Underwriters/ Advisors, in accordance with all applicable laws, rules, regulations and guidelines;
- (d) approval of the Deposit Agreement(s), the Purchase/ Underwriting Agreement(s), the Trust Deed(s), the Indenture(s), the Master/Global GDRs/ADRs/FCCBs/ other securities, letters of allotment, listing application, engagement letter(s), memorandum of understanding and any other agreements or documents, as may be necessary in connection with the issue/offering (including amending, varying or modifying the same, as may be considered desirable or expedient), in accordance with all applicable laws, rules, regulations and guidelines;
- (e) finalisation of the basis of allotment in the event of oversubscription;
- (f) acceptance and appropriation of the proceeds of the issue of the securities as Board or Committee thereof decides as it think fit;
- (g) authorisation of the maintenance of a register of holders of the securities, if so required, in India or abroad;
- (h) authorisation of any director or secretary or other officer of the Company, including by the grant of power of attorneys, to do such acts, deeds and things as the authorised person in its absolute discretion may deem necessary or desirable in connection with the issue and allotment of the securities;
- (i) seeking, if required, the consent of the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the issue and allotment of the securities;



- (j) seeking the listing of the securities on any Indian or international stock exchange, submitting the listing application to such stock exchange and taking all actions that may be necessary in connection with obtaining such listing;
- (k) giving or authorising to give by concerned persons of such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- (l) deciding the pricing, tenure and terms of the securities, and all other related matters, including taking any action on two-way fungibility for conversion of underlying equity shares into GDRs/ADRs, as per applicable laws, regulations or guidelines; and
- (m) creation of mortgage and / or charge in accordance with Section 293 (1) (a) of the Companies Act, 1956 in respect of securities as may be required either on pari passu basis or otherwise."

"RESOLVED FURTHER THAT without prejudice to the generality of the foregoing, issue of the securities may be done upon all or any terms or combination of terms in accordance with international practices relating to the payment of interest, additional interest, premium on redemption, prepayment or any other debt service payments and all such terms as are provided customarily in an issue of securities of this nature."

"RESOLVED FURTHER THAT the Company may enter into any arrangement with any agency or body authorised by the Company for the issue of depository receipts representing the underlying equity shares issued by the Company in registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per international practices and regulations (including listing on one or more stock exchange(s) in India or outside India) and under the forms and practices prevalent in the international markets."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board or any Committee thereof or any Director or Secretary or Officer of the Company so authorized by the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in regard to the offer, issue and allotment of the securities."

"RESOLVED FURTHER THAT the Board or any Committee thereof be and is hereby authorised to accept any modifications in the proposal as may be required by the authorities involved in such issues but subject to such conditions as appropriate authorities, in India or outside India, may impose at the time of their approval and as agreed to by the Board or any committee thereof."

By order of the Board

Place: Hyderabad
Date: 28.08.2012

Nutan Singh
Company Secretary
ACS - 27436

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. Proxies, in order to be effective, must be received by the company not less than 48 hours before the meeting. Proxy Form is attached herein.
2. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, relating to special business to be transacted at this Annual General Meeting is annexed, which forms the part of this notice.
3. Corporate Members are requested to send to the Company a duly certified copy of the Board Resolution, pursuant to Section 187 of the Companies Act, 1956, authorizing their representative to attend and vote at this Annual General Meeting.



4. Members who hold shares in the physical form and wish to make/ change nomination in respect of their shareholding in the Company, as permitted under Section 109A of the Companies Act, 1956, may submit their request to the Company in Form-2B.
5. The Register of Members and Share Transfer Books will remain closed from 25.09.2012 to 29.09.2012 (inclusive of both days).
6. Dividend on Equity Shares, if declared, will be paid to the members whose names appear in the Company's register of members before the date of commencement of Book Closure. In respect of shares held in electronic mode, the dividend will be paid to the beneficiary as per the details furnished by the Depositories.
7. The Shareholders are requested to inform the change of their address to the Registrars and Share Transfer Agents, M/s Karvy Computershare Private Limited, Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad-500081 and also register their E-mails for online dispatch of Annual Reports and other communication as a part of Green Initiative adopted by Ministry of Corporate Affairs.
8. Members are requested to demat their physical shareholdings with Depository Participants (DP) along with Permanent Account Number (PAN) in order to facilitate the benefit of electronic trading.
9. Members holding their shares in demat form shall correspond with their respective Depository Participants (DP) with regard to any changes.
10. Dividend, if any remained unpaid or unclaimed for a period of 7 years or more, will be transferred to Investor Education and Protection Fund pursuant to the provision of section 205 C of the Companies Act, 1956 and thereafter, no claim shall lie against such fund or against company.
11. The Shareholders who have not encashed their dividend for the financial year 2005-2006 to 2010-2011 may approach the Secretarial Department of the Company for issue of fresh Dividend Warrants / Demand Drafts against production of such proof of documents as may be required.
12. The Dividend which remained un-encashed for the financial year 2004-2005 is due to be transferred to "Investor Education and Protection Fund "on 1st November, 2012. Therefore, Shareholders may approach Secretarial Department of the Company for claiming their dividend on or before 20th October, 2012.
13. Where members are holding their shares in joint name, the members whose name appears first will be considered for dividend and/or voting purpose.
14. Brief profile of Sri. P. Madhava Rao, who is liable to retire by rotation, is provided in the "Report on Corporate Governance".

ANNEXURE:

Explanatory Statement Pursuant to the provisions of Section 173(2) of the Companies Act, 1956:

The following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying Notice.

Item No. 5: Enhancement of remuneration of Sri. S.Vaikuntanathan, a Whole-Time Director of the Company

The Remuneration Committee, in their meeting held on 14th November, 2011, has considered the revision in remuneration of Sri S. Vaikuntanathan, Whole Time Director of the Company from Rs. 1,95,000/- to Rs. 2,45,000/- per month (inclusive of all allowances & perquisites) w.e.f. 1st January 2011 subject to the approval of the members in the forthcoming Annual General Meeting.

Item No. 6: Issue of further Securities:

In order to meet the Company's long term fund requirements for projects in infrastructure sectors and to further strengthen the financial position of the Company, it is proposed to raise funds in India and/or abroad



from various sources / agencies. Accordingly, it is proposed to issue securities as mentioned in the proposed resolution, the amount of which shall not exceed **Rs. 1000 Crores (Rupees One Thousand Crores)** including premium, if any.

The resolution passed in the last 21st AGM held on 30th September 2011 has become invalid by lapse of One year from the date of passing that resolution.

As per provisions of Section 81(1A) of the Companies Act, 1956 read with Listing Agreement, the Board of Directors of the Company can issue and allot securities to any person other than existing members upon the approval of the members at this Annual General Meeting. The equity shares, if any, allotted on issue, conversion of securities or exercise of warrants shall rank in all respects pari passu with the existing equity shares of the Company.

Your Board of Directors recommends the proposed resolution for shareholders' approval in the interest of the Company.

The Directors of the Company may be deemed to be concerned or interested in the proposed resolutions to the extent of securities that may be subscribed or extent of securities held by them.

By Order of the Board

Place: Hyderabad

Date: 28.08.2012

Nutan Singh
Company Secretary
ACS - 27436



DIRECTORS' REPORT

To
The Members,
Madhucon Projects Limited

Your Directors have pleasure in presenting the Twenty Second Annual Report on "Business Operations, Performance & Progress" of the Company together with the Audited Financial Statements for the year ended March 31, 2012.

A. FINANCIAL RESULTS:

(Rupees in Lakhs)

PARTICULARS	2011-2012	2010-2011
Gross Income	182294.22	172176.55
Profit before Depreciation & Taxation	9679.40	11897.60
Depreciation	5115.80	4780.17
Profit before Taxation	4563.60	7117.43
Provision for Taxation		
i) Current Tax	1564.61	4562.51
ii) Deferred Tax	(477.18)	(685.93)
Profit after Taxation	3476.17	3240.85
Profit available for appropriation	3476.17	3240.85
APPROPRIATION		
General Reserve	347.62	324.08
Proposed Dividend	73.79	184.49
Corporate Tax on Proposed Dividend	11.97	30.64
Balance transferred to Balance Sheet	3042.79	2701.63
Earnings per Share (Rs.)	4.71	4.39
Book Value (Rs.)	87.07	82.48
Paid-up Equity Share Capital	740.32	740.32
Reserves & Surplus	63511.79	60121.38

B. REVIEW OF OPERATIONAL PERFORMANCE:

During the year under review, your company has achieved a gross income of Rs. 182294.22 lakhs as against Rs. 172176.55 lakhs in the previous year. The Company has earned a net profit of Rs. 3476.17 lakhs as against Rs. 3240.85 lakhs in the previous year after providing for depreciation of Rs. 5115.80 lakhs (Rs. 4780.17 lakhs in the previous year).

Your Company has consolidated its financial statements combining the financial information from its various subsidiary companies as per the applicable Accounting Standards and as a result, the consolidated turnover and consolidated profit/loss after elimination of intra group transactions are shown as Rs. 57700.90 lakhs and Rs. 30454.84 lakhs respectively.