

MD	✓			BKC	✓
CS	NA			DPY	NA
RO	✓			DIV	NA
TRA	NA			AC	✓
AGM	✓	✓		SHH	✓
YE	✓	✓	✓		

4th

Annual Report

1997-98

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JINDAL CAPITAL LTD.

**JINDAL CAPITAL LTD.**

**BOARD OF DIRECTORS**

: Mr Pawan Jindal - Chairman  
Mrs Sarita Agarwal  
Mr Vijay Gupta

**AUDITORS**

: M/s Mohan L. Jain & Co.

**BANKERS**

: Karur Vysya Bank Ltd.  
Bank of America.  
Bank of Punjab.  
Vysya Bank Ltd.

**REGISTERED OFFICE  
& SHARE DEPARTMENT**

: B/3, Abdul Aziz Road,  
W.E.A., Karol Bagh,  
New Delhi-110 005

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NOTICE

Notice is hereby given that the 4th Annual General Meeting of the members of JINDAL CAPITAL LIMITED will be held on 30th Sept. 1998 at the Registered Office of the company 8/3, Abdul Aziz Road, W.E.A. Karol Bagh, New Delhi-110 005 at 9.30 A.M. to transact the following business:

As Ordinary Business:

1. To receive, consider and adopt the audited Balance sheet as at 31st March 1998 and the Profit & Loss account for the period ended on that date and the reports of the Board of directors and Auditors thereon.
2. To appoint a Director in place of Smt. Sarita Agrawal who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint auditors to hold office from the conclusion of this meeting till the conclusion of next Annual General Meeting and to fix their remuneration.

As special Business

4. To consider and, if thought fit, to pass with or without modifications, as a special resolution, the following.

RESOLVED THAT pursuant to provision of Section 17 and other applicable provisions of Companies Act, 1956 the object clause III(A) of the memorandum of Association of the company be altered by inserting the following sub-clause immediately after sub-clause no. 6 of clause III(A).

To carry on the business of finance by way of lending, advancing, hire purchase, leasing, finance. Whether secured and un-secured and to draw, accept, endorse, discount, buy, sell and deal in bill of exchange, promissory notes, hundies, debentures, coupons and other negotiable instruments & securities.

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should however be submitted at the registered office of the company not less than forty-eight hours before the commencement of the meeting.
2. Members / proxies should bring attendance slip duly filled in for attending the meeting.
3. Members are requested to send their queries atleast ten days in advance of the meeting so that information can be made available at the meeting.
4. Members are requested to modify the changes in their addresses.

5. Members are requested to bring their copy of the Annual Report to the Meeting.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from 21st September 1998 to 30th Sept. 1998 (both days inclusive).
7. The documents referred to in the proposed resolution are open for inspection at the Registered Office of the company during working hours between 10.30 A.M. to 2.30 P.M. except on holidays.

#### ANNEXURE TO NOTICE

#### Explanatory Statement Pursuant to Section 173(2) of the Companies Act, 1956.

This explanatory statement sets out all the material facts relating to item no. 4 of the accompanying notice.

#### Item No. 4

The company at present deals in share & debentures, foreign exchange & financial activities etc. For the purpose of registration as non-banking financial company with Reserve Bank of India, the company had filed various documents with Reserve Bank of India. The Reserve Bank of India vide its letter no. DNBS/CLF/05-01-4602/98-99 dt. 24.4.98 directed to the company to include financial activities as main object clause in the memorandum of Association of the company.

As per provision of Companies Act, 1956 such alteration in the memorandum of association required approval of members of company by special resolution.

None of the directors is concerned or interested in this resolution. The resolution is recommended for the approval of the share holders.

Place: New Delhi,  
Dated: 20th August 1998

By order of the Board

*Pawan Jindal*

Pawan Jindal  
DIRECTOR

DIRECTOR'S REPORT

To the Members of Jindal Capital Ltd.

Yours Directors have pleasure in presenting the Fourth Annual Report of your company together with the audited accounts for the twelve months period ended on 31st March 1998.

	(Rs.in Lakhs) for the year ended on 31-3-1998	(Rs.in Lakhs) for the year ended on 31-3-1997
<b>Working Results:</b>		
Operating Profit before interest and Depreciation	2.68	1.55
Less : Interest and Finance Charges	NIL	NIL
Profit before Depreciation	2.68	1.55
Less: Depreciation	0.75	0.43
Profit before Tax	1.85	1.12
Net Profit for the year	1.63	0.74
Surplus Profit Brought down from Previous year	1.28	0.54
Surplus Available	2.91	1.28
Surplus Profit Carried to B/S	2.91	1.28

DIVIDEND

No dividend has been declared due to inadequate profits.

OPERATIONS

The performance of the Company during the year under consideration has been satisfactory. The company has been granted a license to act as money changer from Reserve Bank of India in the last quarter of the year, we hope for improvement in profitability of the company in the near future. The operating profit before interest, finance charges and depreciation was higher at Rs. 2.68 lacs against Rs. 1.55 lacs of the previous year showing an improvement of 0.70 times.

DEPOSITS

As on March 31, 1998 no deposits from public have been accepted or renewed by the company.

RESEARCH

The company continued its efforts to provide better information and services to its clients and business associates on various research reports on market condition and on capital market.

FUTURE PROSPECTS

Your Directors are optimistic about the future prospects of the company and hope that with the addition of new business as money changer and improvement in share market will add substantially to the profitability of the company in the current year.

PROFITABILITY

	Actual for the year ended 31.3.98	(Rs. in lacs) Projected in Prospectus
Income	191.00	96.00
Profit before taxes	1.85	85.74
Profit after Tax	1.63	57.20

The fall in turnover and profitability has been due to bad conditions prevailing in capital market. The Capital Market remained unusually subdued bringing down the value of investments made by the company.

**UTILISATION OF FUNDS**

The funds utilised in making investments in shares and debentures, in giving inter corporate deposits and dealing in foreign exchange. Inter corporate deposits have yielded good returns without any single case of default. However performance of investment in shares and debentures has not been satisfactory due to declining trend in capital market.

**DIRECTORATE**

Mrs Sarita Agrawal retires by rotation as per the provisions of the Companies Act, 1956 and being eligible, offers herself for reappointment.

**AUDITORS AND AUDITORS' REPORT**

M/s Mohan L. Jain & Co. Chartered Accountants, who retire at the Conclusion of this Annual General Meeting and being eligible for re-appointment, have expressed their willingness to be re-appointed as Statutory Auditors of the company. They have given certificate to the effect that the appointment, if made, within the limits prescribed under Section 224(1) of the Companies Act, 1956. Your directors recommend their appointment as statutory Auditors' for another year.

The observations in the Auditor's Report are dealt with in the notes to the Accounts and at appropriate places in the Accounts are self explanatory and no further information is required.

**PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO**

The statement pursuant to Section 217(1)(e) of the Companies Act, 1956 read with companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 is given below:

CONSERVATION OF ENERGY : NOT APPLICABLE, AS NOT A MANUFACTURING COMPANY.

TECHNOLOGY ABSORPTION : NOT APPLICABLE, INVOLVED IN INVESTMENT IN SHARES/GIVING INTER CORPORATE DEPOSITS.

FOREIGN EXCHANGE EARNING : NIL

FOREIGN EXCHANGE OUTGO : NIL

**PERSONNEL**

The Directors express their appreciation for the support given and contribution made by the employees at all levels to the successful operations of the company during the year.

Information as per Section 217(2A) of the Companies Act, 1956 read with the companies (particulars of Employees) Rules, 1975, is NIL as none of the employees is in receipt of remuneration in excess of limits specified in the rules.

**APPRECIATION**

The Board records its grateful appreciation for the sincere cooperation and valuable guidance from Banks, Central and State Government Authorities and customers in conduct of its business.

Regd. Office :  
8/3, Abdul Aziz Marg,  
WEA, Karol Bagh, New Delhi-5

By order of the Board

*Pawan Jindal*

**Pawan Jindal**  
Chairman

Dated : 17th August 1998

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