

TWENTIETH ANNUAL REPORT

2013-2014



JINDAL CAPITAL LIMITED
79-A, KAMLA NAGAR
DELHI-7

JINDAL CAPITAL LIMITED

BOARD OF DIRECTORS : Mr. Pawan Jindal
Mrs. Sarita Agarwal
Mr. Rajendra Gadodia
Mr. Vijay Gupta

AUDITORS : M/s Mohan L. Jain & Co.
403, Prabhat Kiran,
17, Rajindra Place,
New Delhi-110 008

BANKERS : HDFC Bank Ltd.,
Karur Vysya Bank

REGISTERED OFFICE : 79-A, Kamla Nagar,
Delhi-110 007

**REGISTRAR & SHARE
TRANSFER AGENT** : Link Intime India Private Ltd.
44, Community Centre , 2nd Floor,
Naraina Industrial Area, Phase-I
PVR Naraina , New Delhi-110028

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*Annual General Meeting on Tuesday, 30th September 2014,
at 10 a.m. at 79-A, Kamla Nagar, Delhi 110007*

JINDAL CAPITAL LIMITED

NOTICE

Notice is hereby given that the 20th Annual General Meeting of the Members of Jindal Capital Limited will be held on Tuesday, 30th September, 2014 at the registered office of the company at 79-A, Kamla Nagar, Delhi - 110 007 at 10.00 A.M. to transact the following business:-

Ordinary Business:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2014 and the Profit & Loss account for the year ended on that date and the reports of the Board of directors and Auditors thereon.
2. To appoint a Director in place of Mr. Pawan Kumar Jindal (DIN : 00524690) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/S Mohan L Jain & Co. Chartered Accountants (ICAI Registration No. 005345N) as statutory auditors of the company to hold office from the conclusion of this meeting till the conclusion of next Annual General Meeting and to fix their remuneration.

Special Business:

4. To Consider and if thought fit , to pass with or without modifications the following resolution as an Ordinary Resolution:-

“RESOLVED that pursuant to provision of Sections 149,150,152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 Mr. Vijay Gupta (DIN : 00550656), Director of the company , whose term of office is liable to determination by retirement of directors by rotation be and is here by appointed as an Independent Director of the company and for five consecutive years for term up to 31st March 2019.

5. To Consider and if thought fit , to pass with or without modifications the following resolution as an Ordinary Resolution:-

“RESOLVED that pursuant to provision of Sections 149,150,152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 Mr Rajendra Gadodia

(DIN : 00549399), Director of the company , whose term of office is liable to determination by retirement of directors by rotation be and is here by appointed as an Independent Director of the company and for five consecutive years for term up to 31st March 2019.

Notes:

1. A member entitled to attend and vote at the Annual General 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. The instrument appointing the proxy should however be submitted at the Registered office of the Company not less than 48 hours before the commencement of the meeting.
2. Members/ proxies should bring attendance slip duly filled in for attending the meeting.
3. All documents referred to in the accompanying notice are open for inspection at the Registered office of the Company on all working days except Saturday between 11.00 A.M. and 1.00 P.M. up to the date of the Annual General Meeting.
4. Members are requested to send their queries at least ten days in advance of the meeting so that information can be made available at the meeting.
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 26.09.2014 to 30.09.2014 (both days inclusive).
7. Members are requested to intimate change in address, change in bank accounts etc. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual report, Notices, Circulars, etc. from the Company electronically.
8. Electronic copy of Annual report is being sent to all the members whose email IDs are registered with the Company/Depository participants (s) for communication purposes unless any members has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the annual report is being sent in the permitted mode.
9. Members may also note that the Notice of the Annual General Meeting and the Annual report will also be available on the Company's website www.jindalcapital.in for their download. For any communication, the

shareholders may also send requests to the Company's investor email id : investor@jindalcapital.in

10. Voting through electronic mean

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014, the Company is pleased to provide members facility to exercise their right to vote at the 20th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL) .

The instructions for members for voting electronically are as under :-

- (i) log on to the e-voting website www.evotingindia.com .
- (ii) Click on “Shareholders” tab to cast your vote.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name in Capital letter followed by 8 digits folio no. in the PAN field.• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. For example If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.• Demat Shareholders who have not updated their PAN with their

	Depository Participant are requested to use the first two letters of their name in Capital letter followed by 8 digit CDSL/NSDL client id . For Example : in case of name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is RA00001234.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio .</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company the number of shares held by you on August 22,2014 in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant < Jindal Capital Limited > on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are requested to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
- (xvi) The voting period begins on 24TH September 2014 9.00 a.m. and ends on 26th September 2014 6.00 p.m.. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd August, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (xvii) In case you have any queries or issues regarding e-voting, you may refer the Frequently asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

I. EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Mr Vijay Gupta, age 54 years is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 28th Mr July, 2006 . Mr Vijay Gupta is the Chairman of the Audit Committee , Remuneration Committee and member of Shareholder’s Grievances Committee of the Company.

Mr. Vijay Gupta is professionally qualified Chartered Accountant and having experience of 28 years in the field of management, finance & Accounts. Other Directorship - Nil

Mr Vijay Gupta does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Mr Vijay Gupta is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr Vijay Gupta being eligible and offering himself for appointment , is proposed to be appointed as an Independent Director for five consecutive years for a term up to 31st March, 2019. A notice has been received from a member proposing Mr Vijay Gupta as a candidate for the office of Director of the Company.

In the opinion of Board , Mr Vijay Gupta fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is Independent of the Management.

Copy of the draft letter for appointment of Mr Vijay Gupta as an Independent Director would be available for inspection without any fee by the members at the Registered office of the Company during normal business hours at any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr Vijay Gupta as an Independent Director . Accordingly, the Board recommends the resolution in relation to appointment of Mr Vijay Gupta Independent Director, for the approval by the Shareholders of the Company.

Except Mr Vjay Gupta being an appointee, none of the Directors and Key managerial Personnel of the Company and their relatives is concerned or interested , financial or otherwise, in the resolution set out at Item No. 4. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No. 5

Mr Rajendra Gadodia, age 72 years is a Non Executive Independent Director of the Company. He joined the Board of Directors of the Company on 29th September 2001. Mr Rajendra Gadodia is member of Audit Committee, Remuneration committee , Shareholder`s Grievance Committee

Mr rajendra Gadodia is M.Sc & DIT (IIFT) . Mr Rajendra Gadodia has vast experience and expertise in the field of Finance, Capital Markets and Business. Other Directorship – NIL.

Mr Rajendra Gadodia does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Mr Rajendra Gadodia is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr Rajendra Gadodia being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term up to 31st March, 2019. A notice has been received from a member proposing Mr Rajendra Gadodia as a candidate for the office of Director of the Company.

In the opinion of Board, Mr Rajendra Gadodia fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is Independent of the Management.

Copy of the draft letter for appointment of Mr Rajendra Gadodia as an Independent Director would be available for inspection without any fee by the members at the Registered office of the Company during normal business hours at any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr Rajendra Gadodia as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr Rajendra Gadodia Independent Director, for the approval by the Shareholders of the Company.

Except Mr Rajendra Gadodia being an appointee, none of the Directors and Key managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

II. DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGE:

Re-appointment of Mr. Pawan Kumar Jindal (Item No. 3)

In terms of Section 149,152 and any other applicable provisions of the Companies Act 2013, effective from 1st April, 2014, Mr Pawan Kumar Jindal retire by rotation and being eligible offer himself for appointment.

Mr Pawan Kumar Jindal age 52 years, joined the company on 20th June, 1994. He is member of Institute of Chartered Accountant of India. Mr Pawan Kumar Jindal has vast experience and expertise in the field of Finance & Business. He is also director in PKJ Securities P Ltd. He holds 3,03,260 (4.21 %) shares in Company.

Appointment /Re-Appointment of other Directors (Item No. 4 & 5)

For the details of Mr Vijay Gupta & Mr Rajendra Gadodia , please refer to the above Explanatory statement in respect of the Special Business set out at Item No. 4 and 5 of the Notice of Annual General Meeting pursuant to section 102 of the Companies Act,2013.

Place : Delhi

Dated : 22/08/2014

By order of the Board of the Director

DIRECTOR