

Company Information

Board of Directors

As at March 31, 2017

Mr. Pawan Kumar Jindal

Chairman & Managing Director

Mrs. Sarita Aggarwal

Non- Executive Director

Mr. Rajendra Kumar Gadodia

Independent Director

Mr. Vijay Gupta

Independent Director

Mr. Shray Jindal

CFO

Company Secretary

Mr. Rahul

Statutory Auditors

M/s. Mohan L Jain & Co.

Secretarial Auditor

M/s Deepak Sharma & Associates

Registrar and Share Transfer Agents

Link Intime India (P) Ltd
44 Community Centre,
2nd Floor, Naraina, Industrial
Area, Phase-1, PVR Naraina
New Delhi- 110028

Registered Office

79-A, Kamla Nagar
Delhi – 110007

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Notice to the 23rd Annual General Meeting

Notice is hereby given that the **Twenty Third** Annual General Meeting of the Members of **JINDAL CAPITAL LIMITED** (CIN L74899DL1994PLC059720) will be held on Friday the 29th September, 2017 at 10:00 A.M. at the registered office of the Company at 79-A, Kamla Nagar, Delhi - 110007 to transact the following Business:

Ordinary Business:

Item No. 1- Adoption of financial statements

To consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2017, together with the Report of the Directors and Auditors' thereon.

“RESOLVED THAT the audited Standalone Financial Statements of the Company for the financial year ended on 31st March 2017, including Audited Balance Sheet as on that date, Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date, together with the Board's Report and Auditor's Report thereon as presented to the meeting, be and are hereby adopted.”

Item no. 2 - Appointment of Mrs. Sarita Aggarwal (DIN: 00524884) as a director liable to retire by rotation

To appoint a Director in place of Mrs. Sarita Aggarwal (DIN: 00524884), who retires by rotation and being eligible offers herself for re-appointment.

Explanation: Mrs. Sarita Aggarwal is subject to retirement by rotation based on the terms of her appointment. Last year, Mr. Pawan Kumar Jindal was subjected to retirement by rotation and was reappointed by shareholders. To the extent that Mrs. Sarita Aggarwal is required to retire by rotation, she would need to be reappointed as a Director. Therefore, shareholders are requested to consider and if thought fit, to pass the following resolution as ordinary resolution:

“RESOLVED THAT Mrs. Sarita Aggarwal (DIN: 00524884), Director, who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

Item no. 3 - Appointment of Statutory Auditor's

To appoint the auditors of the Company, and to fix their remuneration.

Explanation; The Companies Act, 2013 ('the Act') was notified effective April 1, 2014. Section 139 of the Act lays down the criteria for appointment and mandatory rotation of statutory auditors. Pursuant to Section 139 of the Act and the Rules made there under, it is mandatory to rotate the statutory auditors on completion of two terms of five consecutive years. The Rules also lay down the transitional period that can be served by the existing auditors depending on the number of consecutive years for which an audit firm has been functioning as auditor in the same company. The incumbent auditors,

M/s Mohan L. Jain & Co., Chartered Accountant (FRN: 005345N) have served the Company for over 10 years before the Act was notified and will be completing the maximum number of transitional period (three years) at the ensuing 23rd AGM.

The Audit Committee of the Company has proposed and on May 30, 2017, the Board has recommended the appointment of **M/s Rajendra Khadria & Associates, Chartered Accountants (Firm Registration Number 007069N)** as the statutory auditor's of the Company. M/s Rajendra Khadria & Associates, Chartered Accountants (Firm registration number 007069N) will hold office for a period of five consecutive years from the conclusion of the 23rd Annual General Meeting of the Company till the conclusion of the 28th Annual General Meeting to be held in 2022. The first year of audit will be of the financial statements for the financial year ending on March 31, 2018, Therefore, shareholders are requested to consider and if thought fit, to pass the following resolution as ordinary resolution:

“RESOLVED THAT pursuant to Sections 139 and 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, as amended from time to time, pursuant to the proposals of the audit committee of the Board and recommendation of the Board, **M/s Rajendra Khadria & Associates, Chartered Accountants (Firm Registration Number 007069N)** be and is hereby appointed as the Statutory Auditor's of the Company in place of retiring auditors firm M/s Mohan L. Jain & Co., Chartered Accountant (FRN: 005345N), to hold office for a period of five consecutive years commencing from the financial year 2017-18, on a remuneration that may be determined by the audit committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis.”

By Order of the Board
For JINDAL CAPITAL LIMITED

Sd/-

Date: August 24, 2017
Place: Delhi

RAHUL
(COMPANY SECRETARY)
(M. NO.: 31972)

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy and the proxy need not be a member of the Company.
2. The Proxy form must be deposited at the registered office of the Company not less than 48 hours before the scheduled hour of commencement of the meeting i.e. by 10:00 A. M. on September 27th, 2017.
3. Members/Proxies should bring their attendance slips duly filled in for attending the meeting.
4. Corporate members are required to send to the registered office of the Company a certified copy of board resolution, pursuant to section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the AGM.
5. Members are requested to bring their copy of the Annual Report with them at the Annual General Meeting, as the copies of the report will not be circulated at the meeting.
6. The Register of Members and Share Transfer Registers of the Company will remain closed from September 23rd, 2017 to September 29th, 2017 (both days inclusive).
7. Members who hold shares in dematerialized form are requested to bring their Depository ID Number and Client ID Number for easier identification of attendance at the Annual General Meeting.
8. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. A Member desirous of getting any information on the accounts or operations of the Company is requested to forward his request to the Company at least 10 days prior to the Meeting so that the required information can be made available at the Meeting.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Registrar M/s Link Intime Pvt. Ltd, Phone (011)41410592, Fax : (011)41410591, E-mail : delhi@linkintime.co.in
11. **Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically**

12. The details of directors who are proposed to be reappointed/newly appointed are given in Corporate Governance Report.

13. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility to exercise their right to vote at the 23rd Annual General Meeting (AGM) electronic means and the business may be transacted through e-voting service provided by Central Depository Services (India) Limited (CDSL).

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 26th September, 2017, 9:00 AM and ends on 28th September, 2017, 5:00 PM. 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 September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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

	sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
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 please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Jindal Capital Limited> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) 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.

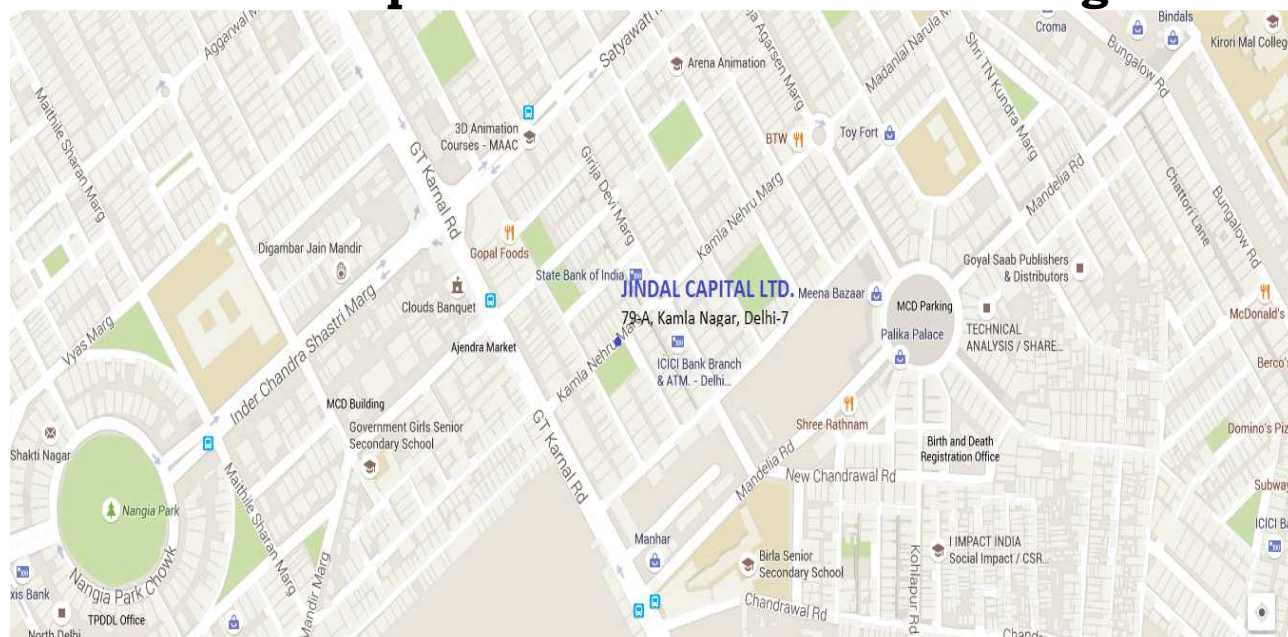
14. The results of voting shall be declared at the Registered Office of the Company within 3 days of the conclusion of the Annual General Meeting by the chairman of the meeting and shall also be displayed at the website of the company www.jindalcapital.in

ANNEXURE TO ITEMS 2 OF THE NOTICE

Details of Directors seeking re-appointment at the
forthcoming Annual General Meeting
(in pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure
Requirements) Regulations, 2015))

Name of the director	Mrs. Sarita Aggarwal
Director Identification Number(DIN)	00524884
Date of Birth	04/10/1964
Nationality	Indian
Date of Appointment on Board	01/12/1994
Qualification	Graduate
Shareholding in JCL	1475314 (20.47 %)
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	N.A.
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	N.A.

Route map of the venue of the meeting



BOARD'S REPORT

To,

The Members of
JINDAL CAPITAL LIMITED
Delhi

Your Directors have pleasure in presenting the 23rd Board's Report together with the Audited Statement of Accounts of **M/s Jindal Capital Limited** for the financial year ended on **31st March, 2017**.

1. FINANCIAL RESULTS:

Particulars	(Rs. In Lacs)	
	2016-17 Current Year	2015-16 Previous Year
Operating Profit before Depreciation	3.24	4.17
Less: Depreciation	2.98	5.21
Profit/(loss) before tax	0.26	(1.04)
Less: Provision for Tax	0.22	0.83
Net Profit/(loss) for the year	0.48	(0.20)
Prior Period adjustments	0.00	0.00
Surplus available	0.48	(0.20)
Surplus profit brought down from PY	10.74	10.95
Surplus available	11.23	10.74
Surplus profit carried to B/S	11.23	10.74

2. OPERATIONAL REVIEW:

The performance of the Company during the year under consideration was satisfactory. During the year under review your Company's Total Revenue has of Rs. 1054.85 Lac in comparison to Rs.1054.81 Lac in the previous financial year. Company has earned profit after tax of Rs. 0.48 Lac in year under review against loss after tax of Rs. 0.20 Lac in previous financial year.

3. DIVIDEND:

In order to conserve the resources of the Company and considering the business plan of the Company, the Board of Directors do not recommend any dividend on the Equity Shares of the Company for the Financial Year ended on March 31, 2017.

4. TRANSFER TO RESERVES IN TERMS OF SECTION 134 (3) (J) OF THE COMPANIES ACT, 2013

For the financial year ended 31st March, 2017, the Company is not proposed to carry any amount to General Reserve Account.

As required under Section 45IC of the Reserve Bank of India Act, 1934, 20% of the profits are required to be transferred to a Special Reserve Account. On a conservative basis, an amount of Rs. 5346.00/- has been transferred to said Reserve.

5. SHARE CAPITAL:

The Authorised Share Capital of the Company is Rs. 7,25,00,000 comprising 7250000 Equity Shares of Rs. 10 each. The Issued, Subscribed and Paid-up Equity Share Capital of the Company is Rs. 7,20,81,000/- consisting of 7208100 Equity Shares of Rs. 10 each.

6. ECONOMIC SCENARIO AND OUTLOOK:

NBFCs are emerging as an alternative to mainstream banking. Besides, they are also emerging as an integral part of Indian Financial System and have commendable contributions towards Government's agenda of financial Inclusion. They have been to some extent successful in filling the gap in offering credit to retail customers in underserved and unbanked areas.

NBFCs in India have recorded marked growth in recent years. After their existence, they are useful and successful for the evolution of a vibrant, competitive and dynamic financial system in Indian money market. The success factors of their business has been by making the most of their ability to contain risk, adapt to changes and tap demand in markets that are likely to be avoided by the bigger players. Thus the need for uniform practices and level playing field for NBFCs in India is indispensable.

7. CORPORATE SOCIAL RESPONSIBILITY:

Even though the provisions of Companies Act, 2013 regarding Corporate Social Responsibility are not attracted to the company yet the Company has been over the years, pursuing as part of its corporate philosophy, an unwritten CSR policy voluntarily which goes much beyond mere philanthropic gestures and integrates interest, welfare and aspirations of the community with those of the Company itself in an environment of partnership for inclusive development.

8. MATERIAL CHANGES AND COMMITMENTS:

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report.

9. BUSINESS RISK MANAGEMENT:

Although the company has long been following the principle of risk minimization as is the norm in every industry, it has now become a compulsion.

Therefore, in accordance with Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) the Board members were informed about risk assessment and minimization procedures after which the Board formally adopted steps for framing, implementing and monitoring the risk management plan for the company.