

TWENTY FIFTH ANNUAL REPORTS

2018-19

JINDAL CAPITAL LIMITED

CIN: L65910DL1994PLC059720

Registered Office: 79-A, Kamla Nagar, Delhi 110007

Tel: 011-23841536; Fax: 011-23840864

Company Information

Board of Directors

As at March 31, 2019

Company Secretary

Ms. Madhu Tyagi

Mr. Pawan Kumar Jindal

Chairman & Managing Director

Statutory Auditors

M/s. Rajendra Khadria & Associates

Mrs. Sarita Aggarwal

Non- Executive Director

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

Mr. Vijay Gupta

Independent Director

Registered Office

79-A, Kamla Nagar
Delhi – 110007

Mr. Shray Jindal

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Notice to the 25th Annual General Meeting

Notice is hereby given that the **Twenty Fifth** Annual General Meeting of the Members of **JINDAL CAPITAL LIMITED** (CIN L65910DL1994PLC059720) will be held on Monday the 30th September, 2019 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- To receive, consider and adopt the Audited Accounts for the financial year ended on 31st March, 2019 and the Auditor's and Director's Reports thereon.

To consider and if thought fit to pass with or without modification, the following resolution as an ordinary resolution:

“RESOLVED THAT the audited Standalone Financial Statements of the Company for the financial year ended on 31st March 2019, 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

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 – To ratify the appointment of M/s Rajendra Khadria & Associates, Chartered Accountants (Firm Registration Number 007069N), the Statutory Auditors and to fix their remuneration for the financial year 2019-2020.

To consider and if thought fit to pass with or without modification, the following resolution as an ordinary resolution:

To ratify the appointment of auditors of the Company, and to fix the remuneration payable to them for the financial year ending March 31, 2020, as may be determined by the Board of Directors in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the Board of Directors.

Explanation: Under Section 139 of the Companies Act, 2013 ('the Act') and the Rules made thereunder, it is mandatory to rotate the statutory auditors on completion of the maximum term permitted under the said section. In line with the requirements of the Act, M/s Rajendra Khadria & Associates, Chartered Accountants (Firm Registration Number 007069N) was appointed as the statutory auditors of the Company to hold office for a period of five consecutive years from the conclusion of the 23rd Annual General Meeting of the Company held on September 29, 2017, till the conclusion of the 28th Annual General Meeting to be held in the year 2022, subject to ratification by shareholders at the general meeting or as may be necessitated by the Act from time to time. The third year of audit was of the financial statements for the year ending March 31, 2019, which included the audit of the quarterly financial statements for the year. Accordingly, the appointment of M/s Rajendra Khadria & Associates, Chartered Accountants (Firm Registration Number 007069N) is being placed before the shareholders for ratification.

“RESOLVED THAT, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on September 29, 2017, the appointment of M/s Rajendra Khadria & Associates, Chartered Accountants (Firm Registration Number 007069N) as the auditors of the Company to hold office till the conclusion of the next AGM be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2020, as may be determined by the audit committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the audit committee / Board of Directors.”

Special Business:

ITEM NO. 4: To approve the reappointment of Mr. Vijay Gupta (DIN: 00550656) as an Independent Director.

To consider and if thought fit, to pass with or without modification, the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, **Mr. Vijay Gupta (DIN: 00550656)** who was appointed as an Independent Director of the Company with effect from 1st April, 2014 for a period of five years i.e. upto 30th March, 2019 and who had been reappointed by the board of Director of the Company held on 25.04.2019 for further period of five year starting from 1st April, 2019 and subsequently appointed as an Director - Independent Director by the Board of Directors with effect from 1st April, 2019 and holds office upto the date of ensuing Annual General Meeting under Section 161 of the Companies Act, 2013 be and is hereby appointed as Independent Director of the Company to hold office for another term of five year with effect from 1st April, 2019, not liable to retire by rotation.”

ITEM NO. 5: To approve the appointment of Mr. Rohit Gupta (DIN: 08448432) as an Independent Director.

To consider and if thought fit, to pass with or without modification, the following resolution as an SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, **Mr. Rohit Gupta (DIN: 08448432)** who was appointed as an Independent Director in the board meeting held on 30.05.2019 and also appointed as an Additional Director - Independent Director by the Board of Directors with effect from 30th May, 2019 and holds office upto the date of ensuing Annual General Meeting under Section 161 of the Companies Act, 2013 be and is hereby appointed as Independent Director of the Company with effect from 30th May, 2019 for a period of Five years, not liable to retire by rotation.”

By Order of the Board
For JINDAL CAPITAL LIMITED

Date: 28.08.2019
Place: Delhi

PAWAN KUMAR JINDAL
(MANAGING DIRECTOR)
DIN: 00524690

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 in respect of the businesses at Item Nos. 4 and 5 above is annexed hereto and forms a part of the Notice.
2. The relevant details of persons seeking re-appointment under Item No. 2 and Item Nos. 4 to 5 of the Notice, as required pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings is also annexed.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES TO BE EFFECTIVE, SHOULD BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from September 25, 2019 to September 30, 2019, both days inclusive.
6. Members holding shares in dematerialized form are requested to register their latest Bank Account details (Core Banking Solutions enabled Account Number, 9 digit MICR and 11 digit IFSC code) with their Depository Participant. Members holding shares in physical form are requested to provide the above details, along with their Folio Number, to the Company's Registrar and Transfer Agents, M/s. Link Intime India Private Limited.
7. Members holding shares in dematerialized form are requested to intimate any changes pertaining to their name, address, registered email id, bank details, NECS, mandates, nominations, power of attorney, etc. to their Depository Participant. Changes intimated to the Depository Participant will be automatically reflected in the Company's records. Members holding shares in physical form are requested to intimate any of the above mentioned changes, alongwith the request for merging of folio etc., to the Company's Registrar and Transfer Agents, M/s. Link Intime India Private Limited.
8. For the purpose of availing Nomination facility, members holding shares in dematerialised form are required to lodge the nomination with their Depository

Participant and members holding shares in physical form are required to fill and submit Form SH-13 (available on request) with the Company's Registrar and Transfer Agents, M/s. Link Intime India Private Limited.

9. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.
10. The Notice of the 25th AGM and instructions for e-voting, along with the Attendance slip and Proxy form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s), unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode. The Annual Report 2018-2019 of the Company, circulated to the members of the Company, is also available on the Company's website at www.jindalcapital.in.
11. Members desiring any information as regards the Accounts are requested to write to the Company at its Corporate Office at least 10 days prior to the date of AGM so as to enable the Management to keep the information ready.
12. Members /Proxies should bring duly filled Attendance Slips sent herewith to attend the Meeting. Members holding equity shares in electronic form, and proxies thereof, are requested to bring their DP ID and client ID for identification.
13. Voting through electronic means: Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2015 and the Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the AGM by electronic means through remote e-voting platform provided by Link Intime India Private Limited (LIPL). The facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

The voting period begins on September 27, 2019 at 9.00 am and ends on September 29, 2019 at 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 September 23, 2019 may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter.

The instructions for shareholders voting electronically are as under:

- i. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>
- ii. Click on “Login” tab, available under ‘Shareholders’ section.
- iii. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.
- iv. Your User ID details are given below:
 - (a) Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID.
 - (b) Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID.
 - (c) Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.
- v. Your Password details are given below: If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below: Click on “Sign Up” tab available under ‘Shareholders’ section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or 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 depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI (Date of Incorporation) as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	<p>Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number.</p> <ul style="list-style-type: none"> Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password: Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

• Cast your vote electronically

- vi. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.
- vii. On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting. Cast your vote by selecting appropriate option i.e. Favour/Against as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’. You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour/Against’.
- viii. If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.
- ix. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “YES”, else to change your vote, click on “NO” and accordingly modify your vote.
- x. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- xi. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.
- xii. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a

- scanned certified true copy of the board resolution /authority letter/ power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.
- xiii. During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
 - xiv. Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
 - xv. In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in> , under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.
 - xvi. General Instructions:
 - a) The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. September 23, 2019. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. September 23, 2019 only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper.
 - b) Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date of September 23, 2019, may obtain the login ID and password by sending a request at insta.vote@linkintime.co.in or calling on 022-49186000.
 - c) Mr. Deepak Parasar Sharma, Practicing Company Secretary (Membership No. FCS 6309), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - d) At the AGM, at the end of the discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, order voting through ballot paper for all those members who are present but have not cast their votes electronically using the remote e-voting facility.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favor of or against, if any, not later than three days after the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith. The result, along with the