EIGHTEENTH ANNUAL REPORT

2011-2012

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.,
REGISTERED OFFICE	: 79-A, Kamla Nagar, Delhi-110 007
REGISTRAR & SHARE TRANSFER AGENT	: LINK INTIME INDIA P LTD. A-40 2ND FLOOR, PHASE – II NARAINA INDUSTRIAL AREA NEAR BATRA BANQUET, NEW DELHI -110028

CONTENTS **PAGE NO.**

1. Notice 2
2. Directors' Report 4
3. Corporate Governance Report 9
4. Directors' Certificate 16
5. Auditors' Report 17
6. Annual Accounts 22

JINDAL CAPITAL LIMITED

NOTICE

Notice is hereby given that the 18th Annual General Meeting of the Members of Jindal Capital Limited will be held on Saturday, 29th September, 2012 at the registered office of the company at 79-A, Kamla Nagar, Delhi-110 007 at 9.45 A.M. to transact the following business:-

As Ordinary Business:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2012 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 who retires by rotation and being eligible, offers himself 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.

Notes:

1. A member entitled to attend and vote at the meeting is also 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 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 at least ten days in advance of the meeting so that information can be made available at the meeting.

4. Members are requested to bring their copy of the Annual Report to the meeting.

5. The Register of members and the share transfer books of the company will remain closed from 24.09.2012 to 29.09.2012 (both days inclusive).

6. No gift will be distributed at the meeting.

Place : Delhi
Dated : 06/08/2012

By order of the Board of the Director

CHAIRMAN

DIRECTOR'S REPORT

To
The Members of **JINDAL CAPITAL LIMITED**

Yours Directors have pleasure in presenting the 18th Annual Report of your company together with the audited accounts for the twelve months period ended on 31st March 2012.

FINANCIAL RESULTS	CURRENT YEAR YEAR **(Rs. In Lacs)**	PREVIOUS YEAR **(Rs. In Lacs)**
Operating Profit before Depreciation	(5.85)	(19.99)
Less: Depreciation	2.14	1.60
Profit before tax	(7.99)	(21.59)
Less: Provision for tax	(0.09)	0.35
Net Profit for the year	(7.99)	(21.95)
Prior Period adjustments	0.00	0.24
Surplus profit brought down		
From previous year	0.00	18.21
Surplus available	---	(22.19)
Surplus profit carried to B/S	(7.90)	(3.98)

DIVIDEND

No dividend has been recommended .

MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY STRUCTURER AND DEVELOPMENT

The non banking finance companies (NBFC) continue to be buffered by competition from Banks having large volume of low cost funds. These banks have made NBFC to operate very difficult.

SEGMENT WISE OR PRODUCT WISE PERFORMANCE

The company is engaged primarily in the business of financing and sale purchase of shares and accordingly there are no separate reportable segments as per the Accounting Standard-17.

OUTLOOK

In order to complete in the adverse situation due to competition from institutions/banks, your company is strategically refocusing its business.

RISK AND CONCERNS

Dependence on fund based business and shares sale purchase continues to be difficult for NBFC's unless they are able to reduce their cost of funds very substantially.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The company has proper and adequate systems for internal control. Emphasis of internal control prevails across all areas of operations. The existing audit committee ensures proper compliance with the provisions of listing agreement with the stock exchanges and relevant provisions of companies act.

HUMAN RESOURCE DEVELOPMENT

Your company is fully committed to the development of its employees, training, skill enhancement and motivation of employees is a major activity in the company.

OPERATIONS

The performance of the company during the year under consideration has been not up to mark. The operating loss before interest, finance charges and depreciation is Rs. 5.85 Lakhs against loss of Rs.19.99 Lakhs of the previous year. During the year Scan Sevices Private Ltd. amalgamated with the company with effect from 1st April 2011 in accordance with the scheme of Arrangement approved by Delhi High Court.

DEPOSITS

As on March 31, 2012 no deposits from public have been accepted or renewed by the company.

MERGER

Merger of Scan Services P Ltd into Jindal Capital Ltd has been successfully done. Hon'ble High Court of Delhi sanctioned the scheme of arrangement and new shares issued on merger of Scan Services P Ltd. got listed on Bombay Stock Exchange.

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 improvement in share market will add substantially to the profitability of the company in the current year. Merger of Scan Services P Ltd. in the overall interest of shareholders and will attract set of investors and other stake holders which will lead to growth of business.

UTILISATION OF FUNDS

The funds utilized in making investments in shares and debentures, inter corporate deposits. Inter corporate deposits have yield good returns without any single case of default. However, performance of investment in shares and debentures has been satisfactory even in declining trend in capital market.

DIRECTORS

Mr. Pawan Kumar Jindal retires by rotation as per the provisions of the companies Act, 1956 and being eligible, offers himself for re-appointment. .

AUDITORS AND AUDITOR'S 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 been appointed as Statutory Auditors of the Company. They have given certificate to the effect that the appointment, if made, within the limits prescribed u/s 224(1B) 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 the Employees) Rules, 1975, is NIL as none of the employees is in receipt of remuneration in excess of limits specified in the rules.

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the requirement u/s 217 (2AA) of companies Act 1956, with respect to Directors responsibility statement, it is hereby confirmed.

(i) That in the preparation of the accounts for the F.Y. 31st March, 2012, the applicable accounting standards have been followed along with proper explanations relating to material departures:

(ii) That the Directors have selected such accounting policies and applied them consistently and made judgment and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the Financial Year and of the Profit and loss of the company for the year under review;

(iii) That the Directors have been taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of companies Act 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities:

(iv) That the Directors have prepared the accounts for the F.Y. ended 31st March, 2012 on a "going concern" basis.

(v) Information pursuant to listing agreement with the stock exchanges.

The name and address of the stock exchange where the company's share are listed:

The Bombay Stock exchange,
P J Towers, Dalal Street, Mumbai-01

The listing fee for 2012-13 for Mumbai stock exchange has been paid in time and there has been neither delisting nor suspension of shares from trading during the period under review.

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.

For **Jindal Capital Limited**

Place : Delhi
Date : 06/08/2012

Pawan Kumar Jindal Director

Sarita Agarwal Director

REPORT ON CORPORATE GOVERNANCE

1.Company's Philosophy on Corporate Governance

The Board has adopted the principles of good corporate governance in line with the requirements of the corporate practices enumerated in listing agreement entered into by the company with the stock exchange. The company aims to achieve greater transparency by making adequate disclosures.

2.Board of Directors

Name	Category	No. of Board Meeting attended	Attended the last AGM	No. of Directorship in Public Companies	No. of Committee as	
					Member	Chairman
Pawan Kumar Jindal	ENI	11	Yes	Nil	Nil	Nil
Sarita Agarwal	ENI	11	Yes	Nil	Nil	Nil
Rajendra Gadodia	NEI	10	Yes	Nil	Nil	Nil
Vijay Gupta	NEI	11	Yes	Nil	Nil	Nil

ENI: Executive- Non Independent, NEI: Non-Executive Independent

The Board met Eleven times on the following dates during financial year 2011-2012.

28.04.2011, 05.05.11, 07.05.11, 16.05.11, 30.07.2011, 10.08.2011, 24.08.11, 30.10.2011, 31.01.2012, .24.03.12, 31.03.12

3.Audit Committee

The Constitution of Audit committee and attendance of members are as follows:

Members		No. of Meeting attended
Vijay Gupta	Chairman Independent Director	4
Rajendra Gadodia	Member Independent Director	4
Pawan Kumar Jindal	Member Director	4

Terms of reference