

TWENTY FIRST ANNUAL REPORT

2014-2015

JINDAL CAPITAL LIMITED

REGD. OFFICE: 79-A, KAMLA NAGAR, DELHI – 110007

Company Information

Board of Directors

As at March 31, 2015

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

| S. NO. | CONTENTS | PAGE NO. |
|--------|---|----------|
| 1. | Notice | 2-09 |
| 2. | Board's Report | 10-20 |
| 3. | Secretarial Audit Report | 21-24 |
| 4. | MGT-9 | 25-33 |
| 5. | Corporate Governance Report | 34-44 |
| 6. | Independent Auditor's Report | 45-50 |
| 7. | Auditor's Certificate on Corporate Governance | 51-51 |
| 8. | CEO/CFO certificate | 52-52 |
| 9. | Financial Statements | 53-67 |

NOTICE

NOTICE is hereby given that the Twenty First Annual General Meeting of the Members of **JINDAL CAPITAL LIMITED** (CIN L74899DL1994PLC059720) will be held on Wednesday the 30th September, 2015 at 10:00 A. M. at 79-A, Kamla Nagar, Delhi - 110007 to transact the following Business:

Ordinary Business:

1. To consider and adopt the audited financial statements of the Company for the year ended 31st March, 2015, together with the Report of the Directors and Auditors' thereon.

“RESOLVED THAT the audited Standalone Financial Statements of the company for the year ended 31st March 2015, including Audited Balance Sheet as on that date, Statement of Profit and Loss and Cash Flow Statement for the 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.”

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

“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.”

3. To re-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 until the conclusion of next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

Special Business:

4. **To consider and if thought fit, to pass, with or without modification s, the following resolution as an Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Section 197, 198 and 203 read with Schedule V and other applicable provisions, if any of the Companies act 2013, including any statutory modification or re-enactment thereof, or any other law and subject to such conditions as may imposed by any authority while granting such consent(s), permission(s) and Approval(s) and as are agreed to by Board of Director(hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorized by Board in this behalf), consent of the

members be and is hereby accorded to the appointment of Mr. Pawan Kumar Jindal as Managing Director of the Company for a period of five years with the effect from 15th January, 2015, on the term and condition set out below:

Remuneration: Salary- Rs. 25000/- per month”

By Order of the Board
For JINDAL CAPITAL LIMITED

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

Date: 24.08.2015

Place: Delhi

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 28th, 2015.
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 24th, 2015 to September 30th, 2015 (both days inclusive).
7. Explanatory statements pursuant to section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting under Item No.4 is Annexed hereto.
8. 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.
9. 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.

10. 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.
11. 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)4141591, E-mail : delhi@linkintime.co.in
- 12. 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**
13. The details of directors who are proposed to be reappointed/newly appointed are given in Corporate Governance Report.
14. 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 21st 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 27th September, 2015, 9:00 AM and ends on 29th September, 2015, 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 23rd September, 2015, 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 | <p>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.</p> |
| 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) 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.

15. 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 THE NOTICE:

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4

Mr. Pawan Kumar Jndal has been actively involved in the affairs of the Company and keeping in view of the valuable services, significant contributions and increased responsibilities he to expanding activity of Company, the board of directors considers it appropriate to appoint Mr. Pawan Kumar Jindal as Managing Director of the Company for a period of five years with effect 15th January, 2015 on, inter alia, the following terms and conditions:

1. Term of Appointment:

For a period of five years commencing from 15th January, 2015.

2. Nature of duties:

Mr. Pawan Kumar Jindal, Subject to the supervision and control of Board, be entrusted with substantial powers of management and shall also perform such duties as, from time to time, be entrusted to him including performing duties as requested by board from time to time. Mr. Pawan Kumar Jindal shall devote his whole time and attention towards the business of the company.

3. Remuneration:

Rs. 25000/- per month

4. Other Terms of appointment:

- a) Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of the appointee, the company will pay remuneration by salary as specified as above as minimum remuneration.
- b) the term as to remuneration of the said appointment may be altered and varied from time to time by Board of director as it may, in its discretion deem fit, within the ceiling limit in that behalf laid down in schedule V of the Companies Act, 2013 as force from time to time.
- c) this appointment may be terminated by company at any time before the expiry of the term by giving notice of not less than three months in writing or salary in lieu of.

This may be treated as an abstract pursuant to section 190 of the Companies Act, 2013

Your Director recommended the resolution for approval of the members.

Mr. Pawan Kumar Jindal is deemed to be interested or concerned in the resolution as it pertains to his appointment. Further Mrs. Sarita Aggarwal is also interested or concerned in this resolution, as they are related to each other, No other Director concerned or interested in this resolution.

By Order of the Board
For JINDAL CAPITAL LIMITED

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

Date: 24.08.2015
Place: Delhi

ANNEXURE TO ITEMS 2 OF THE NOTICE

Details of Directors seeking re-appointment at the
forthcoming Annual General Meeting
(in pursuance of Clause 49 of the Listing Agreement)

| | |
|--|-----------------------------|
| 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) | 1. P K J SECURITIES PVT LTD |
| Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies | N.A. |

Route map of the venue of the meeting

