

**SEVENTENTH ANNUAL REPORT**

**2010-11**

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

## **JINDAL CAPITAL LIMITED**

<b>BOARD OF DIRECTORS</b>	: Mr. Pawan Jindal Mrs. Sarita Agarwal Mr. Rajendra Gadodia Mr. Vijay Gupta
<b>AUDITORS</b>	: M/s Mohan L. Jain & Co. 403, Prabhat Kiran, 17, Rajindra Place, New Delhi-110 008
<b>BANKERS</b>	: HDFC Bank Ltd.,
<b>REGISTERED OFFICE</b>	: 79-A, Kamla Nagar, Delhi-110 007
<b>REGISTRAR &amp; SHARE TRANSFER AGENT</b>	: LINK INTIME INDIA P LTD. A-40 2 <sup>ND</sup> FLOOR, PHASE – II NARAINA INDUSTRIAL AREA NEAR BATRA BANQUET, NEW DELHI -110028

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## **JINDAL CAPITAL LIMITED**

### **NOTICE**

Notice is hereby given that the 17<sup>th</sup> Annual General Meeting of the Members of Jindal Capital Limited will be held on Thursday, 29<sup>th</sup> September, 2011 at the registered office of the company at 79-A, Kamla Nagar, Delhi-110 007 at 9.30 A.M. to transact the following business:-

#### **As Ordinary Business:**

1. To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March 2011 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. Vijay Gupta who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Rajendra Gadodia who retires by rotation and being eligible, offers herself for re-appointment.
4. 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 23.09.2011 to 29.09.2011 (both days inclusive).
6. No gift will be distributed at the meeting.

Place : Delhi

Dated : 10/08/2011

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 17<sup>th</sup> Annual Report of your company together with the audited accounts for the twelve months period ended on 31<sup>st</sup> March 2011.

<b>FINANCIAL RESULTS</b>	<b>CURRENT YEAR YEAR (Rs. In Lacs)</b>	<b>PREVIOUS YEAR (Rs. In Lacs)</b>
Operating Profit before Depreciation	(19.99)	1.52
Less: Depreciation	1.60	1.53
Profit before tax	(21.59)	(0.02)
Less: Provision for tax	0.35	0.15
Net Profit for the year	(21.95)	(0.16)
Prior Period adjustments	0.24	0.36
Surplus profit brought down	(22.19)	0.20
From previous year	18.21	18.01
Surplus available	(3.98)	18.21
Surplus profit carried to B/S	(3.98)	18.21

### **DIVIDEND**

In view of losses directors has not recommended any dividend.

### **MANAGEMENT DISCUSSION AND ANALYSIS**

#### INDUSTRY STRUCTURE 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. 19.99 Lakhs against profit of Rs.1.52 Lakhs of the previous year.

## **DEPOSITS**

As on March 31, 2011 no deposits from public have been accepted or renewed by the company.

## **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.

## **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. Vijay Gupta & Mr. Rajendra Gadodia retires by rotation as per the provisions of the companies Act, 1956 and being eligible, offers himself for re-appointment. During the year Mr. Vipul Gupta resigned from directorship of company.

## **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. 31<sup>st</sup> March, 2011, 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 31<sup>st</sup> March, 2011 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

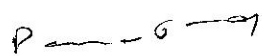
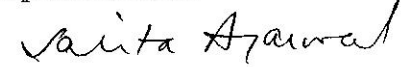
The listing fee for 2011-12 for Mumbai stock exchange has been paid in time and there has been neither delisting nor suspension of shares from trading during the period under review.

#### **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.

Place : Delhi  
Date : 16/05/2011

**For Jindal Capital Limited**

**Pawan Kumar Jindal Sarita Agarwal**  
Director 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	8	Yes	Nil	Nil	Nil
Sarita Agarwal	ENI	7	Yes	Nil	Nil	Nil
Rajendra Gadodia	NEI	8	Yes	Nil	Nil	Nil
Vipul Gupta	NEI	6	Yes	Nil	Nil	Nil
Vijay Gupta	NEI	7	Yes	Nil	Nil	Nil

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

The Board met Eight times on the following dates during financial year 2010-2011.

30.04.2010, 16.05.10, 30.07.2010, 17.08.2010, 30.10.2010, 31.01.2011, 22.03.11, 31.03.11

### 3. Audit Committee

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

Members		Meeting attendance
Vipul Gupta	Chairman Independent Director	6
Vijay Gupta	Member Independent Director	6
Rajendra Gadodia	Member Independent Director	6
Pawan Kumar Jindal	Member Director	6

### **Terms of reference**

The role of the audit committee is to review the accounting practices/standards followed by the company; any changes in accounting policies; compliance with accounting standards; adequacy of internal control/audit systems; any related party transactions and functions and unaudited quarterly/half yearly statements.

### **4. Remuneration Committee**

The remuneration committee comprises of three Directors Mr. Vipul Gupta, Mr. Rajendra Gadodia and Mr. Pawan Kumar Jindal. The Committee has powers similar to that stated in the listing agreements and schedule XIII of The Companies Act, 1956. Committee Met once during the financial year and all members attended the meeting. From April 2011 Mr Vijay Gupta has been included in the committee in place of Mr. Vipul Gupta.

### **Sitting Fees**

No Sitting Fees was paid to Non –Executive Directors for attending the Board Meeting.

### **5.Shareholder's Grievance Committee**

This Committee comprises the following Directors:

Sarita Agarwal	Chairman
Vijay Gupta	Member
Rajendra Gadodia	Member

Compliance Officer : Pawan Kumar Jindal

DIRECTORS WHO ARE SEEKING RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING.

Name of Directors	Mr. Vijay Gupta	Mr. Rajendra Gadodia
Date of Birth	20-08-1962	17-10-1942
Qualification	C.A.	B.Sc
Experience	23 years experience in finance field	33 years experience
Other Directorship	NIL	NIL

During the period under review 1 investor complaint was received and resolved on time.

## 6. General body meeting

The location and time of the last three Annual General Meeting are as follows:

Year	Location	Date	Time
2009-10	79-A, Kamla Nagar Delhi-7	30.09.2010	9.30 A.M.
2008-09	79-A, Kamla Nagar Delhi-7	28.09.2009	9.30 A.M.
2007-08	79-A Kamla Nagar Delhi- 7	30.09.2008	9.30 A.M.

None of the resolution was put through postal ballot or special resolution.

## 7. Disclosures

- a. Disclosure on materially significant related party transactions: None of the transactions with any of the related parties were in conflict with the interest of the company. The company has received sufficient disclosures from promoters, directors or management wherever applicable.
- b. Details of non-compliance by the company, penalties, structures, imposed on the company by the exchange or SEBI or any other statutory authority on any matter related to capital markets, during the last three years. **NIL**
- c. The Company complies with all the requirement of the Listing Agreement including the mandatory requirements of Clause 49 of the Listing Agreement.
- d. The Company has laid down a risk assessment and minimization procedure which is adhered to by the company.

## 8. Means of Communication

- i) Whether the half yearly report for the year were sent to each household of the shareholders?  
No, as the same is not mandatory
- ii) Whether quarterly results published in newspaper?  
The company has published its quarterly results in Financial Express and Jansatta News Paper.
- iii) The company has no website.
- iv) No presentation was made to institutional investors or to the analysts.
- v) Management discussion and analysis has been carried in detail and form part of the Annual Report.



## 9. General Shareholders information

### Annual General Meeting

Date : 29.09.2011                      Time 9.30 A.M.  
Venue: 79-A, Kamla Nagar, Delhi-110 007  
Financial Calendar              Year ending : March 31  
   Quarter ended 30.06.2011      End July 2011  
   Quarter ended 30.09.2011      End October 2011  
   Quarter ended 31.12.2011      End January 2012  
   Quarter ended 31.03.2012      End April 2012

Book Closure : 23.09.2011 to 29.09.2011 (both days inclusive)

No dividend recommended

### Listing of Shares:

The shares of the company are listed as on date at The Stock Exchange, Mumbai  
CODE- 530405

### Market Price data:

Monthly high and low quotations at BSE during each month between 01<sup>st</sup> April 2010  
to March 2011 are given below in table below:

Month	High	Low	Month	High	Low
April 10	27.00	21.10	Oct 10	24.80	21.30
May 10	25.00	18.35	Nov 10	23.25	17.20
June 10	22.35	19.80	Dec 10	20.80	17.15
July 10	21.80	19.10	Jan 11	20.80	15.50
Aug 10	34.50	18.90	Feb 11	17.45	13.35
Sep 10	28.45	22.00	Mar 11	18.40	13.82

### Registrar and Share Transfer Agents:

Link Intime India P Ltd.  
A-40, II nd Floor, Naraina Industrial Area,  
Phase-II, Near Batra Banquet  
New Delhi-110 028

## 10. Share Transfer System:

The company has a share transfer committee, which meets usually twice a month. The shares received are usually transferred within a period of 15-20 days from the date of receipt, subject to their validity.

Distribution of share holding as on 31.03.2011

### On the basis of shares held

No. of shares	No. of shares Held	% of total shares held
Up to 500	7,69,761	23.99
501 1000	4,03,984	12.59
1001 2000	3,13,589	9.77
2001 3000	1,05,013	3.28
3001 4000	86,470	2.70
4001 5000	1,12,798	3.51
5001 10000	2,04,254	6.37
10001 & above	12,12,231	37.79
	<b>32,08,100</b>	<b>100.00</b>

### On the basis of Category

Category of Investors	No. of shares Held	% of total shares held
<b>Promoters:</b>		
Indian	11,41,829	35.59
Foreign		
<b>Person acting in Concert</b>	-----	-----
<b>Institutional Investors</b>		
i) Mutual Funds and UTI	-----	-----
ii) Bank FIS & Insurance Co.	-----	-----
iii) FIIS	200	0.00
<b>Others</b>		
a) Private Companies	1,84,007	5.73
b) Indian Public	18,42,515	57.45
c) Any Other	39,549	1.23
	<b>32,08,100</b>	<b>100.00</b>

Dematerialization of shares

The equity shares of the company are compulsorily traded and settled only in demat mode. As on 31.03.2011, 88.50 % of the shares of the company are held in demat form.

Outstanding GDR/ADR/Warrants etc.

There are no GDRs /ADRs /Warrants or any convertible instruments outstanding, which is likely to impact on equity capital.

Plant Location : Not Applicable

Address for correspondence

**Jindal Capital Ltd.**

79-A, Kamla Nagar, Delhi-110 007

E MAIL: [10.jindal@gmail.com](mailto:10.jindal@gmail.com)

Ph: 23841536, 23840864

DECLARATION

It is hereby declared that all the Board members and Employees of the company have affirmed adherence to and compliance with the ` Code of Conduct ` laid down by the company, as on March 31, 2011.

For Jindal Capital Ltd



Director

Place: Delhi

Date : 16/05/2011



# Mohan L. Jain & Co.

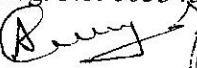
Chartered Accountants

## CERTIFICATE

TO THE MEMBERS OF  
JINDAL CAPITAL LIMITED

1. We have examined the company, for the year ended 31<sup>st</sup> March, 2011 as stipulated in clause 49 of the compliance of conditions of corporate governance by Jindal Capital Limited (the Listing Agreement of the company with the Stock Exchanges).
2. The compliance of conditions of corporate governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the directors and management, we hereby certify that the company has complied with the conditions of corporate governance as stipulated in Clause 49 of the above mentioned Listing Agreement.
4. As required by the guidance note issued by the Institute of Chartered Accountants of India in respect of Shareholders/ Investors Grievances, the register of the Company, who have maintained the records pertaining to the Shareholders/ Investor's Grievances, have certify that there were no investor grievances remaining unattended/ pending for more than 30 days.
5. We further state such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For Mohan L Jain & Co  
Chartered Accountants  
Firm Reg. No. 005345N

  
(Amit Kumar Goyal)  
Partner  
Membership No. 509499



Place: New Delhi  
Dated: 16/05/2011

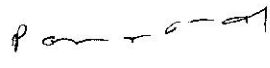
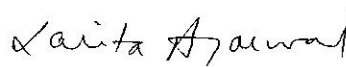
## CERTIFICATE

We do hereby certify that:

- (a) We have reviewed financial statements and the cash flow statements of the company for the year 2010-11 and to the best of our knowledge, information and belief:
- (i) These statements do not contain materially untrue statements or omit any material fact or contain statements that might be misleading;
- (ii) These statements together present true & fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) To the best of our knowledge and belief, no transactions entered into by the company during the year are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit committee, deficiencies in the design or operation of such internal controls, if any of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the audit committee:
- (i) That there have been no significant changes in internal control over financial reporting during the year.
- (ii) That there has been no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- (iii) That there has been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management of an employee having a significant role in the company's internal control system over financial reporting.

Place : Delhi  
Date : 16/05/2011

**For Jindal Capital Limited**

**Pawan Kumar Jindal**    **Sarita Agarwal**  
Director                      Director



# Mohan L. Jain & Co.

Chartered Accountants

## AUDITOR'S REPORT

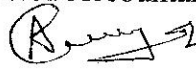
To  
The Members of **JINDAL CAPITAL LTD.**

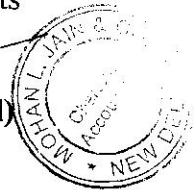
1. We have audited the annexed Balance Sheet of Jindal Capital Ltd. as at 31<sup>st</sup> March, 2011 and the Profit and Loss Account for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 as amended by the Companies (Auditor's Report) (Amend) Order, 2004 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the annexure referred to in paragraph 3 above, we state that:
  - (a) We have obtained all the information and explanations, which, to the best of our knowledge and belief, were necessary for the purpose of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of such books;
  - (c) The Balance Sheet and the annexed Profit and Loss Account referred to in this report are in agreement with the books of accounts;
  - (d) In our opinion, the Profit and Loss Account and Balance Sheet comply with the mandatory Accounting standards referred to in Sub-Section 3(c) of section 211 of the Companies Act, 1956.



- (e) As per the information and explanations given to us, and representation obtained by the company none of the Directors of the company are disqualified from being appointed as Directors under clause "g" of sub-section (1) of section 274 of Companies Act, 1956.
- (f) In our opinion and to the best of our information and according to the explanations given to us, the said Balance Sheet and annexed Profit and Loss Account read together with the notes thereon give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view:
- i) in so far as it relates to the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2011 and
  - ii) in so far as it relates to the Profit and Loss Account, of the profit for the year ended on that date.
  - iii) in so far as it relates to the Cash Flow Statement, of the cash flows of the company for the year ended on the date.

For **Mohan L. Jain & Co.**  
Chartered Accountants

  
(**Amit Kumar Goyal**)  
Partner  
M. No. 509499



Place: New Delhi  
Dated: 05<sup>th</sup> May 2011

Firm Registration No: 005345N

## ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph (3) of our report of even date)

- i) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets. We are informed that the management has physically verified fixed assets and no material discrepancies were noted on the fixed assets verified during the year. In our opinion, the frequency of verification appears reasonable.
- ii) The inventory has been physically verified during the year by the Management. In our opinion the procedure of physical verification of inventory followed by the Management and the frequency of verification are reasonable and adequate in relation to the size of the Company and the nature of its business.
- iii) The company has not either granted or taken any loans, secured or unsecured to/from companies firms or other parties covered in the register maintained u/s 301 of the Companies Act, 1956
- iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, no major weakness has been noticed in the internal controls.
- v) In our opinion and according to the information and explanations given to us there are no transaction made in pursuance of contract or arrangements entered in the register maintained u/s 301 of the Companies Act 1956.
- vi) According to the information and explanations given to us, the Company has not accepted any deposit under the provisions of Section 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 with regard to the deposits accepted from the public.
- vii) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- viii) The company is not required to maintain cost records u/s 209(1)(d) of the Companies Act, 1956.





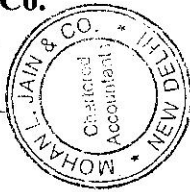
- ix) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employees' state insurance, income-tax, sales tax, wealth tax, custom duty, excised-duty, cess and other statutory dues applicable to it according to the records of the Company.  
According to the information and explanations given to us, no undisputed amounts was payable in respect of income-tax, wealth tax, sales tax, custom duty and excise duty were outstanding, as at 31<sup>st</sup> March 2006 for a period of more than six months from the date they became payable.  
According to the records of the company, there are no dues of sales tax, income tax, and customs/wealth tax, excise duty/cess that have not been deposited on account of any dispute.
- x) The company does not have any accumulated losses and has not incurred any cash losses during the current financial year and the immediately preceding financial period.
- xi) The company has not taken any loan from financial institution, bank or debentures holders.
- xii) The company has not granted any loans and advances on the basis of security by way of pledge of share, debentures and other securities.
- xiii) The company is not a chit fund or a a nidhi/mutual benefit fund/society.
- xiv) The company is dealing in or trading in share, securities, debenture and investment & proper records have been maintained of the transactions and contracts, and timely entries have been made therein. The shares, securities, debentures and other securities have been held by the company, in its own name .
- xv) The Company has not given any guarantee for loans taken by others from banks or financial institutions.
- xvi) The company has not taken any term loan.
- xvii) According to the information and explanation given to us and on an overall examination of the balance sheet of the Company, we report that no short term/long term fund have been raised by the company.
- xviii) According to the information and explanation given to us the company has not made any preferential allotment of shares.



- xix) There are no securities created in respect of debentures, during the period covered by our audit report.
- xx) The company has not raised any money from public issue during the year.
- xxi) Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during the course of our audit.

For **Mohan L. Jain & Co.**  
Chartered Accountants





**(Amit Kumar Goyal)**  
Partner  
M. No. 509499

Place: New Delhi  
Dated: 05<sup>th</sup> May 2011

Firm Registration No: 005345N



# Mohan L. Jain & Co.

Chartered Accountants

## TO WHOM SO EVER IT MAY CONCERN

On the basis of books of accounts and other records for the year ended 31.3.2011, produced to us by the management of M/s Jindal Capital Ltd., we hereby certify that the company having certificate of Registration No. 1400018 from Reserve Bank of India, New Delhi under section 451A of the RBI Act, 1934 continues to undertake the business of non-banking financial institution requiring it to hold Certificate of Registration under section 451A of the RBI Act, 1934.

For Mohan L. Jain & Co.  
Chartered Accountants  
Firm Reg. No. 005345N

(Amit Kumar Goyal)  
Partner  
Mem. No. 509499



Place: New Delhi  
Dated: 05/05/2011

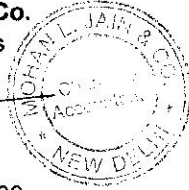
**JINDAL CAPITAL LTD.**  
**BALANCE SHEET AS AT MARCH 31, 2011**

	Schedule	As at 31.03.2011 (Rs.)	As at 31.03.2010 (Rs.)
<b>SOURCES OF FUNDS</b>			
<b>SHARE HOLDER'S FUNDS</b>			
Share Capital	1	32,081,000	32,081,000
Reserves & Surplus	2	-	1,821,171
Deferred tax liability		77,218	41,784
		<b>32,158,218</b>	<b>33,943,955</b>
<b>APPLICATION OF FUNDS</b>			
<b>FIXED ASSETS</b>			
Gross Block	3	1,663,295	1,663,295
Less: Depreciation		567,422	407,304
<b>Net Block</b>		<b>1,095,873</b>	<b>1,255,991</b>
<b>CURRENT ASSETS, LOANS &amp; ADVANCES</b>			
<b>CURRENT ASSETS</b>			
Stock in hand	4	3,414,409	3,842,577
Sundry Debtors	5	68,850	-
Cash & Bank Balances	6	4,529,623	1,457,653
Loans & Advances	7	22,679,150	27,446,572
		<b>30,692,032</b>	<b>32,746,802</b>
<b>Less : CURRENT LIABILITIES &amp; PROVISIONS</b>	8	27,821	58,839
<b>NET CURRENT ASSETS</b>		<b>30,664,211</b>	<b>32,687,963</b>
Profit & Loss A/c (Debit Balance)		398,134	-
		<b>32,158,218</b>	<b>33,943,955</b>
Notes forming part of the accounts	10		

As per our report of even date attached  
For **Mohan L. Jain & Co.**  
Chartered Accountants

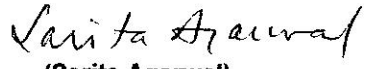
  
(AMIT KUAMR GOYAL)  
Partner

Membership No. 509499  
Firm Registration No: 005345N  
Place: New Delhi  
Dated: 05/05/2011



For and on behalf of Board

  
(Pawan Jindal)  
Director

  
(Sarita Agarwal)  
Director

**JINDAL CAPITAL LTD.**  
**PROFIT AND LOSS ACCOUNT FOR THE YEAR**  
**ENDED MARCH 31, 2011**

	Schedule	Year ended 31.03.2011 (Rs.)	Year ended 31.03.2011 (Rs.)
<b>INCOME</b>			
Sales		44,264,351	18,459,316
Interest & Dividend		1,188,092	1,191,833
Stock in trade at cost		3,414,409	3,842,577
		<b>48,866,852</b>	<b>23,493,726</b>
<b>EXPENDITURE</b>			
Opening Stock		3,842,577	3,243,872
Purchases		46,286,068	19,397,547
Administrative and Other Expenses	9	737,208	695,740
Loss on Sale of Fixed Assets		-	4,723
		<b>50,865,853</b>	<b>23,341,882</b>
Profit before Depreciation		(1,999,001)	151,844
Less: Depreciation		160,118	153,434
Profit after Depreciation		(2,159,118)	(1,590)
Provision for tax			
For Current Year		-	-
Deferred Tax		35,434	14,516
Profit after tax		(2,194,552)	(16,106)
Prior Period Adjustments		24,753	35,794
Profit transferred to Reserves & Surplus		(2,219,305)	19,688
Earning per Equity Share (See Note 8) (Face value of Rs. 10/- per share)			
Notes forming part of the accounts	10		

As per our report of even date attached  
For **Mohan L. Jain & Co.**  
Chartered Accountants

(AMIT KUMAR GOYAL)  
Partner  
Membership No. 509499

Firm Registration No: 005345N  
Place: New Delhi  
Dated: 05/05/2011

For and on behalf of Board

(Pawan Jindal)  
Director

(Sarita Agarwal)  
Director

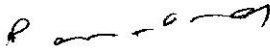
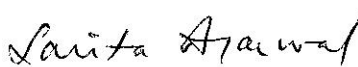
*Pawan Jindal*      *Sarita Agarwal*

**SCHEDULE ANNEXED TO AND FORMING PART OF ACCOUNTS  
OF JINDAL CAPITAL LTD.**

	As at 31.03.2011 (Rs.)	As at 31.03.2010 (Rs.)
<b>SCHEDULE-1</b>		
<b>Share Capital</b>		
<b>Authorised</b>		
35,00,000 Equity Shares (previous year 35,00,000 Equity shares) of Rs. 10/- each	35,000,000	35,000,000
	<u>35,000,000</u>	<u>35,000,000</u>
<b>Issued, Subscribed &amp; Paid Up</b>		
32,08,100 Equity Shares (Previous year 32,08,100 Equity Shares) of Rs. 10/- each fully paid up	32,081,000	32,081,000
	<u>32,081,000</u>	<u>32,081,000</u>
<b>SCHEDULE-2</b>		
<b>RESERVE &amp; SURPLUS</b>		
Profit & Loss account		
Balance b/f	1,821,171	1,801,483
Profit for the year	(2,219,305)	19,688
	<u>(398,134)</u>	<u>1,821,171</u>
<b>SCHEDULE-4</b>		
<b>STOCK IN TRADE</b>		
As certified by management at market value or cost whichever is less	3,414,409	3,842,577
	<u>3,414,409</u>	<u>3,842,577</u>
<b>SCHEDULE-5</b>		
<b>SUNDRY DEBTORS</b>		
Debts considered good	68,850	-
	<u>68,850</u>	<u>-</u>
<b>SCHEDULE-6</b>		
<b>CASH IN HAND &amp; BANK BALANCES</b>		
Cash in hand	42,262	241,929
Balances with scheduled bank in C/A's	4,487,361	1,215,724
	<u>4,529,623</u>	<u>1,457,653</u>



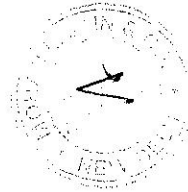
For and on behalf of Board


  
**(Pawan Jindal)**                      **(Sarita Agarwal)**  
 Director                                      Director

**JINDAL CAPITAL LTD.  
FIXED ASSETS SCHEDULE  
FOR THE YEAR ENDED AS ON MARCH 31ST 2011**

Schedule-3

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	AS AT 01.04.11	ADDITION	SALE/ADJUS TMENT	As At 01.04.10	During the Year	Adjustment	Total upto 31.03.11	As At 31.03.11	As At 31.03.10
Car	1,507,095	-	-	332,964	143,174	-	476,138	1,030,957	1,174,131
Air Conditioner	24,000	-	-	2,146	1,140	-	3,286	20,714	21,854
UPS	25,440	-	-	22,572	1,610	-	24,182	1,258	2,868
Fax	13,500	-	-	9,764	855	-	10,619	2,881	3,736
Inventor	18,000	-	-	5,318	1,139	-	6,457	11,543	12,682
Computers	68,860	-	-	33,051	11,162	-	44,213	24,647	35,809
Printer	6,400	-	-	1,489	1,037	-	2,526	3,874	4,911
	<b>1,663,295</b>	-	-	<b>407,304</b>	<b>160,118</b>	<b>6,400</b>	<b>567,422</b>	<b>1,095,873</b>	<b>1,255,991</b>

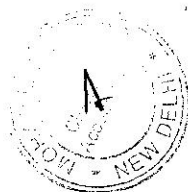


**SCHEDULE ANNEXED TO AND FORMING PART OF ACCOUNTS  
OF JINDAL CAPITAL LTD.**

	As at 31.03.2011 (Rs.)	As at 31.03.2010 (Rs.)
<b>SCHEDULE-7</b>		
<b>LOANS &amp; ADVANCES</b>		
(Un-secured, considered good)		
Advances recoverable in cash or in kind or for value to be received	13,178,455	18,801,407
Balance with Revenue authorities	290,948	496,966
Balance with Revenue authorities against FBT	22,980	22,980
Tax deducted at source	102,014	108,106
Security Deposits	4,581,154	6,013,286
Prepaid Car Insurance	3,599	3,827
Share Application Money Pending allotment	4,500,000	2,000,000
	<b>22,679,150</b>	<b>27,446,572</b>

**SCHEDULE-8**  
**CURRENT LIABILITIES & PROVISIONS**

Sundry Creditors	25,448	8,054
Other Liabilities	2,373	50,785
	<b>27,821</b>	<b>58,839</b>



For and on behalf of Board

*Pawan Jindal*  
(Pawan Jindal)  
Director

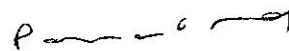
*Sarita Agarwal*  
(Sarita Agarwal)  
Director



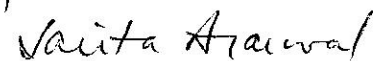
**SCHEDULE ANNEXED TO AND FORMING PART OF ACCOUNTS  
OF JINDAL CAPITAL LTD.**

	Year ended 31.3.2011 (Rs.)	Year ended 31.03.2010 (Rs.)
<b>SCHEDULE-9</b>		
<b>Administrative and Other Expenses</b>		
Advertisement	19,299	19,178
Auditor Remuneration	16,836	16,836
Bank Charges	529	110
Car Insurance	24,846	31,193
Depository Charges	3,405	2,011
Electricity Expenses	18,950	18,330
Salary & Wages	240,000	248,000
Fees & Subscription	46,881	47,879
Legal & Professional Charges	6,450	11,824
Miscellaneous Charges	82	149
Stamp Duty	4,986	2,621
Postage & Telegram	11,970	11,700
Printing & Stationery	1,770	3,700
Brokerage & Commission	53,763	33,785
Security Transaction Tax	62,132	32,042
Services Tax	6,222	3,862
Telephone Expenses	27,711	23,780
Travelling & Conveyance	-	2,790
Transaction Charges	4,999	1,085
Vehicle Running & Maintenance	45,499	50,883
Water & Electricity Expenses	5,056	2,050
Rent	120,000	117,600
Registrar Expenses	15,822	14,332
	<b>737,208</b>	<b>695,740</b>

For and on behalf of Board



(Pawan Jindal)  
Director



(Sarita Agarwal)  
Director



JINDAL CAPITAL LIMITED

STOCK IN TRADE

AS ON 31.3.2011

Script Quoted	Stock in Hand (QTY)	At Cost Rate	Amount	At Market Value	
				Rate	Amount
DB International Ltd.	100	60.00	6000	78.70	7870
Indian Terrain Fashion Ltd.	571	10.00	5710	68.75	39256
Indo Solar Ltd.	42000	26.71	1121853	17.10	718200
Jindal South West Holdings	2590	1046.70	2710942	939.20	2432528
Larsen & Toubro Ltd.	10	-	-	1653.00	16530
MafatLal Finance Ltd.	100	15.65	1565	1.00	100
Mahindra Forgings Ltd.	3000	108.02	324050	66.20	198600
Profin Capital Ltd.	100	2.55	255	1.00	100
SMC Global Ltd.	200	6.13	1225	6.13	1225
<b>TOTAL</b>			<b>4171600</b>		<b>3414409</b>



**SCHEDULE-10****NOTES FORMING PART OF THE ACCOUNTS****1. SIGNIFICANT ACCOUNTING POLICIES**

The Accounts are prepared in accordance with the accounting principles generally accepted in India and are in line with the relevant laws as well as the guidelines prescribed by the department of company affairs, Ministry of Law, Justice and company affairs, Reserve Bank of India and the Institute of Chartered Accountants of India.

**1. System of Accounting**

- a) i) Interest income is accounted for on accrual basis.
- ii) Profit or loss on trading of shares is recognized on bill dates on actual cost basis.
- b) Expenses  
All expenses are provided for on accrual basis.

**2. Fixed Assets**

Fixed assets are capitalized at cost inclusive of expenses, Depreciation on fixed assets is provided on straight-line method in terms of section 350 of the Companies Act, 1956, at the rates prescribed in Schedule XIV to the said Act.

2. Particulars of company wise investments including investments held as stock-in-trade are disclosed. As per the legal advice obtained, the company is an investment company in terms of the proviso to section 372 (10) of the companies Act, 1956. Accordingly, particulars of only those investments, which exist on the date of the Balance Sheet, have been disclosed.

Additional information pertaining to investments held as stock-in-trade:

**Rupees in Thousands**

Particulars	Opening Stock		Purchases		Sales		Closing Stock	
	Qty (No.)	Value In ,000	Qty (No.)	Value	Qty (No.)	Value	Qty (No.)	Value
Equity Shares As at March 31,2011	55416	3842.58	306084	46,286	312829	44,264	48671	3414.4
As at March 31,2010	45610	3243.87	193030	19397.55	183224	18459.32	55416	3842.58

3. The Company has debited Rs. 35,434/- to profit & loss account towards Deferred Tax Liability for the current year ended 31.03.2011 in compliance with the Accounting Standard relating to "Accounting for taxes on income –AS-22" issued by the Institute of Chartered Accountants of India made mandatory w.e.f 01.04.2001.

	CURRENT YEAR	PREVIOUS YEAR
4. Earning per share (EPS)		
a) Number of shares at the beginning and at the end of the year	3208100	3208100
b) Net profit after tax available for Equity Shareholders	(22,19,305)	19,688
c) Basic Earnings per Shares	(.69)	.01

5. Related Party Disclosures

Key Management Personnel:

Mr. Pawan Jindal (Director)  
Mrs. Sarita Aggarwal (Director)

Enterprises owned or significantly influenced by key, management personnel or their relatives.

Related Enterprises:

PKJ Securities Pvt. Ltd.  
Scan Services Pvt. Ltd.

6. The figures for the previous period have been regrouped, wherever necessary, to make them comparable with those of the current year.

7. Additional information pursuant to Schedule VI Part-II of the Companies Act, 1956

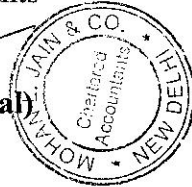
	31.03.2011 (Rs.)	31.03.2010 (Rs.)
a) Director's Remuneration	NIL	NIL
b) Payment to Auditors		
Statutory Audit Fee	16,836	16,836

c) Expenditure and earnings in foreign currency		
i) Expenditure in foreign currency	NIL	NIL
ii) Earning in foreign currency	NIL	NIL

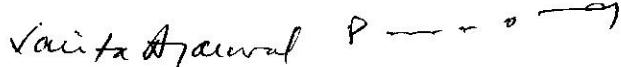
As per our report attached  
For **Mohan L. Jain & Co.**  
Chartered Accountants

  
**(Amit Kumar Goyal)**

Partner



For and on behalf of the Board

 P — — — — —

**(Sarita Agarwal) (Pawan Jindal)**

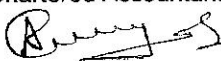
**Director**

**JINDAL CAPITAL LIMITED**

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH,2011**

	YEAR ENDED 31.03.2011	YEAR ENDED 31.03.2010
	(Rs)	(Rs)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before Tax	(2,159,118)	(1,590)
<b>Adjustment for :-</b>		
Depreciation	160,118	153,434
Profit on sale of assets	-	4,723
Dividend & Interest	(1,188,092)	(1,191,833)
Operating Profit before working capital changes	(3,187,092)	(1,035,268)
Adjustment for :		
Decrease/(Increase ) in current assets	5,126,740	725,866
Increase / (decrease) in Current liabilities	(31,018)	(58,494)
Cash generated from Operations	1,908,630	(367,896)
Tax on Operational Income	-	-
Prior Period Adjustments	(24,752)	35,794
Net Cash flow from Operation Activity	<u>1,883,878</u>	<u>(332,102)</u>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Dividend & Interest	1,188,092	1,191,833
Additions to Fixed Assets	-	(1,148,200)
Sale of Fixed Assets	-	300,000
Net Cash Flow from Investing Activity	<u>1,188,092</u>	<u>343,633</u>
<b>C. CASH FLOW FROM FINANCING ACTIVITY</b>	<u>-</u>	<u>-</u>
Net Increase/(Decrease) in Cash & Cash Equivalent	3,071,970	11,531
Cash & Cash Equivalent at the start of the year	1,457,653	1,446,122
Cash & Cash Equivalent at the end of the year	<u>4,529,623</u>	<u>1,457,653</u>

For Mohan L. Jain & Co.  
Chartered Accountants

  
(Amit Kumar Goyal)  
Partner  
Membership No. 509499



For and on behalf of Board

  
(Pawan Jindal)  
Director

  
(Sarita Agarwal)  
Director

Place: New Delhi  
Dated: 05/05/2011



# Mohan L. Jain & Co.

Chartered Accountants

## AUDITORS' CERTIFICATE

To  
The Board of Directors  
Jindal Capital Ltd.  
79-A, Kamla Nagar,  
Delhi-110 007

We have examined the attached Cash Flow Statement of Jindal Capital Ltd. for the year ended 31<sup>st</sup> March, 2011. The statement has been prepared by the company in accordance with requirements of clause 32 of listing agreements with the stock exchange and is based on and in agreements with the corresponding profit and loss account and balance sheet of the company covered by our report of dated 06/05/2010 to the members of the company.

For **MOHAN L. JAIN & Co.**  
Chartered Accountants



**(Amit Kumar Goyal)**  
Partner  
M. No. 509499

Place: New Delhi  
Date: 06<sup>th</sup> May 2011

**Additional Information Pursuant to Part IV of Schedule VI of the Companies Act, 1956**

**Balance Sheet Abstract and Company's General Business Profile**

**I. Registration Details**

Registration No.	59720	State Code	55
Balance Sheet Date	31.03.2011		

**II. Capital Raised during the year (Amount in Thousand Rs.)**

Public Issue	NIL	Right Issue	NIL
Bonus Issue	NIL	Private Placement	NIL

**III. Position of Mobilisation and Deployment of Funds (Amount in Thousand)**

Total Liabilities	32,158.22	Total Assets	32,158.22
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**Sources of Funds**

Paid-up Capital	32,081.00	Reserve & Surplus	NIL
Secured Loans	NIL	Unsecured Loans	NIL
Deferred tax liability	77.22		

**Application of Funds**

Net Fixed Assets	1,095.87	Investments	NIL
Net Current Assets	30,664.21	Misc. Expenditure	NIL
Accumulated Losses	398.13		

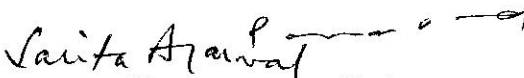
**IV. Performance of the Company (Amount in Thousand Rs.)**

Turnover	44264.35	Total Expenditure	49837.88
Profit/Loss before Tax	-2159.12	Profit/Loss after Tax	-2194.55
Earning per share in Rs.	0.000	Dividend rate %	NIL

**V. Generic Names of three principal products/services of the Company (as per monetary terms)**

<b>Product Description</b>	<b>Item Code No.</b>
Finance & Investment	Not Applicable

**For and on behalf of the Board**

  
 Director                      Director                      Chairman