



# JINDAL POLY INVESTMENT AND FINANCE COMPANY LTD.

Head Office: Plot No. 12, Local Shopping Complex, Sector-B1, Vasant Kunj, New Delhi-110070 (INDIA)  
Phone : 011-26139256 (10 Lines) Fax : (91-11) 26125739  
Website : www.jpifcl.com

Ref: JPIFCL/Sectt/Sep - 20/ 318

Dated: 7<sup>th</sup> September 2020

The Manager Listing  
BSE Limited  
Phiroze Jeejeebhoy Towers, Dalal  
Street, Fort,  
MUMBAI – 400 001  
Security Code-536773

The Manager, Listing  
National Stock Exchange of  
India Ltd.  
Exchange Plaza,  
Bandra-Kurla Complex  
Bandra (E)  
MUMBAI - 400 051  
Code -JPOLYINVST

**Sub: Submission of Annual Report of the Company**

Dear Sir,

In compliance of Regulation 34 and Regulation 30 read with Part A of Para A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we are sending herewith Annual Report of the Company, including Notice of the AGM, for attending the 8<sup>th</sup> Annual General Meeting of the Company.

The 8<sup>th</sup> Annual General Meeting (AGM) of the Company is scheduled to be held on Tuesday 29<sup>th</sup> September, 2020 at 3.30 p.m. through Video Conferencing/other Audio Visual Means.

Notice of the AGM and Annual Report of the Company is also available at our website i.e. [www.jpifcl.com](http://www.jpifcl.com)

You are requested to take the same in your records.

Thanking you,

Yours truly,

For **Jindal Poly Investment and Finance Company Limited**

*Nidhi*  
Nidhi Bhaskar

Company Secretary

M No. A48649

Encl: as above

8<sup>th</sup>

*Annual Report*

**2019-2020**

**JINDAL POLY INVESTMENT  
AND FINANCE COMPANY LTD.**

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## COMPANY INFORMATION

<b>Board of Directors</b>	: <b>Non-Executive Independent</b> Mr. Radhey Shyam Mr. Vinumon K. Govindan Mr. Suresh Chander Sharma
	: <b>Non-Executive</b> Ms. Iti Goyal Mr. Prakash Matai
	: <b>Managing Director</b> Mr. Ghanshyam Das Singal
<b>Chief Financial Officer</b>	: Mr. Anuj Kumar
<b>Company Secretary &amp; Compliance Officer</b>	: Ms. Nidhi Bhaskar
<b>Statutory Auditors</b>	: M/s APT & Company LLP, Chartered Accountants
<b>Internal Auditors</b>	: M/s ADB and Co., Chartered Accountants
<b>Secretarial Auditors</b>	: M/s Pragnya Pradhan & Associates, Practicing Company Secretaries
<b>Banker</b>	: Axis Bank Limited
<b>Registered Office</b>	: 19th K.M., Hapur-Bulandshahr Road, P.O. Gulaothi, Distt. Bulandshahr (U.P.) - 203408
<b>Corporate Office</b>	: Plot No: 12, Sector B-1, Local Shopping Complex, Vasant Kunj, New Delhi- 110070 Tel : 011-26139256 ; 011-40322100 Email : cs_jpifcl@jindalgroup.com
<b>Registrar &amp; Share Transfer Agent</b>	: KFin Technologies Private Limited Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032

### 8<sup>th</sup> ANNUAL GENERAL MEETING

Tuesday, 29<sup>th</sup> September, 2020, at 3:30 P.M.

### BOOK CLOSURE:

Friday, 25<sup>th</sup> September, 2020 to Tuesday, 29<sup>th</sup> September, 2020  
(Both days inclusive)

## NOTICE

Notice is hereby given that the **8<sup>th</sup> Annual General Meeting of Jindal Poly Investment and Finance Company Limited** is scheduled to be held on **Tuesday, 29<sup>th</sup> September, 2020 at 3:30 P.M.** through Video Conferencing (VC)/ other Audit Visual Means (OAVM) to transact the following businesses as **ORDINARY BUSINESSSES**:

### ORDINARY BUSINESSSES

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2020 including the Audited Balance Sheet as at 31st March, 2020, the Statement of Profit & Loss for the year ended on that date and Cash Flow Statements along with relevant schedules and notes thereon together with the reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Ms. Iti Goyal, Director (DIN 07983845) who retires by rotation and being eligible, offers herself for re-appointment.

### SPECIAL BUSINESSSES

#### 3. Appointment of Mr. Ghanshyam Dass Singal (DIN: 00708019) as Managing Director

To consider and, if thought fit to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** in accordance with the provisions of Sections 196 and 203 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Consent of the Members be and is hereby accorded to the re-appointment of Mr. Ghanshyam Dass Singal (DIN: 00708019) as Managing Director of the Company liable to retire by rotation, for a period of 3 (three) years from 11<sup>th</sup> August, 2020 upto 10<sup>th</sup> August, 2023 on the terms and conditions as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any committee of the Board) to alter and vary the terms and conditions of the said appointment as it may deem fit and as may be acceptable to Mr. Ghanshyam Dass Singal, subject to the same complying with the provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

**RESOLVED FURTHER THAT** the Consent of the Members be and is hereby accorded to authorise the Board of Directors to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

#### 4. Regularisation of appointment of Mr. Suresh Chander Sharma (DIN: 00006394) as Non-Executive (Independent) Director of the Company

To consider and, if thought fit to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** Mr. Suresh Chander Sharma (DIN: 00006394), who was appointed by the Board of Directors as an Additional (Independent) Director of the Company w.e.f. 05<sup>th</sup> May, 2020 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and Articles of Association of the Company and who is eligible for appointment and has given consent to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Suresh Chander Sharma (DIN: 00006394), who meets the criteria for independence as provided in Section 149(6) of the Act and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from 05<sup>th</sup> May, 2020 upto 04<sup>th</sup> May, 2025.”

#### 5. Regularisation of Mr. Prakash Matai (DIN 07906108) as Director of the Company

To consider and, if thought fit to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** Mr. Prakash Matai (DIN 07906108) who was appointed as Additional Director w.e.f. 05<sup>th</sup> May, 2020 by the Board of Directors of the Company at their Meeting and who holds office till the conclusion of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 (“Act”) and Articles of Association of the Company and in respect of whom the Company has received notice from members proposing his candidature for Directorship be and is hereby appointed as a Director of the Company whose office shall be determined by retire by rotation.”

**6. Approval of the limits for the loans and Investments by the company in terms of the provisions of Section 186 of the Companies Act, 2013**

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

**“RESOLVED THAT** pursuant to Section 186(3) and other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder (including any Statutory modification thereof for the time being in force) the consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as “Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose or any person(s) authorized by the Board) for giving loans, guarantees or providing securities to any body corporate or other person / entity whether in India or outside India, as may be considered appropriate for an amount not exceeding Rs.100 crore (Rupees Hundred crore only), notwithstanding that such loans and guarantees given and securities provided shall be in excess of the limits prescribed under section 186(3), of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

**By order of the Board of Directors**

**Place: New Delhi**  
**Dated: 2<sup>nd</sup> September, 2020**

**Nidhi Bhaskar**  
**Company Secretary**  
**ACS: A48649**

**NOTES:**

1. In view of the continuing Covid – 19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 05<sup>th</sup> May, 2020 read with circulars dated 08<sup>th</sup> April, 2020 and 13<sup>th</sup> April, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the AGM through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC/OAVM.
2. The AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed with, Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the proxy form and attendance slip are not annexed to this Notice.
3. In compliance with the aforesaid MCA circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail address are registered with the Company or CDSL/NSDL (“Depositories”). Members may note that the Notice and Annual Report 2019-20 will also be available on the Company’s website [www.jpifcl.com](http://www.jpifcl.com), websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and on the website of RTA at [www.kfintech.com](http://www.kfintech.com)
4. Corporate Members are required to send a scanned copy (PDF/JPEG format) of its Board or governing body Resolution/ Authorisation etc. authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting to KFin Technologies Private Limited (Kfintech), RTA by e-mail through its registered mail id [suresh.d@Kfintech.com](mailto:suresh.d@Kfintech.com).
5. The Company has engaged the services of KFin RTA as the authorized agency for conducting of the E- AGM and providing E-Voting Facility.
6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
7. Since the AGM will be held through VC/OAVM, the route map is not annexed in this notice.
8. The Register of Members and the Share Transfer books of the Company will remain closed from **Friday, 25<sup>th</sup> September, 2020 to Tuesday, 29<sup>th</sup> September, 2020** for the purpose of Annual General Meeting.
9. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified carefully.
10. With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on 8<sup>th</sup> June, 2018 to permit transfer of listed securities only in the dematerialized form with a depository w.e.f. 31<sup>st</sup> March, 2019. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.
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 the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

12. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circular, etc. from the Company in electronic mode.
13. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Company's Corporate Office on working days during normal working hours (except Saturdays, Sundays and Public Holidays) upto the date of this Annual General Meeting. The Details of the Directors seeking appointment and/or re-appointment under item no. 2, 3, 4 and 5 and explanatory statement of item no. 3, 4, 5 and 6 of this Notice is annexed hereto in terms of Regulation 36 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and SS-II on General Meetings.
14. The members, seeking any information with regard to the accounts or any matter to be placed at the AGM or having any questions in connection with the matter placed at AGM, are requested to send email to the Company on or before 25<sup>th</sup> September, 2020, on cs\_jpifcl@jindalgroup.com. The same will be replied suitably.
15. The Company has paid the Annual Listing Fees for the financial year 2020-21 to the following Stock Exchanges, viz. Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE) on which the Company's Equity Shares are presently listed.
16. Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to vote on resolutions proposed to be considered at the 8<sup>th</sup> Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by M/s. KFin Technologies Private Limited - on its **E Voting platform i.e., <https://evoting.Kfintech.com>**
17. The remote E-voting facility will be available during the following voting period:  
**Commencement of E-voting:** From 9:00 a.m. (IST), on Saturday, 26<sup>th</sup> September, 2020, **end of E-voting:** upto 5:00 p.m. (IST), on Monday, 28<sup>th</sup> September, 2020.
18. E-voting shall not be allowed beyond **5 p.m. on Monday, 28<sup>th</sup> September, 2020** and shall be disabled by KFin Technologies Private Limited for voting thereafter.
19. During the e-voting period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on **Tuesday, 22<sup>nd</sup> September, 2020** may cast their vote electronically.
20. Initial password is provided through separate loose sheet communication containing following: "EVEN (E-voting Event Number)  
USER ID  
Password PIN"

#### **(A) INSTRUCTIONS FOR E-VOTING**

##### **(a) For Members whose email IDs are registered with the Company/ Depository Participants (s)]:**

- I. Visit the E-voting website of Kfintech, open web browser by typing the following URL: <https://www.evoting.karvy.com/> either on a Personal Computer or on a mobile.
- II. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and password for casting your vote.
- III. After entering these details appropriately, click on "LOGIN".
- IV. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential. You need to login again with the new credentials.
- V. On successful login, the system will prompt you to select the "EVENT" i.e., Jindal Poly Investment and Finance Company Limited i.e. name of the Company.
- VI. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it



will be treated as “ABSTAIN “ and the shares held will not be counted under either head.

- VII. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- VIII. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- IX. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- X. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- XI. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email [pragnyap.pradhan@gmail.com](mailto:pragnyap.pradhan@gmail.com) in with a copy marked to [evoting@Kfintech.com](mailto:evoting@Kfintech.com). The scanned image of the above-mentioned documents should be in the naming format “Corporate Name Event No.” The documents should reach the Scrutinizer on or before 5:00 pm on Tuesday, 22<sup>nd</sup> September, 2020

**b) For Members whose e-mail ID’s are not registered with the Company/DP(s)**

- i. Members holding shares in physical mode, who have not registered / updated their email addresses with the Company, are requested to register / update the same by clicking on [https://ris.kfintech.com/email\\_registration](https://ris.kfintech.com/email_registration) or by writing to RTA with details of folio number and attaching a self-attested copy of PAN card at [suresh.d@kfintech.com](mailto:suresh.d@kfintech.com) and [rajeshkumar@kfintech.com](mailto:rajeshkumar@kfintech.com).
- ii. Members holding shares in dematerialised mode who have not registered their e-mail addresses with their Depository Participant(s) are requested to register / update their email addresses with the Depository Participant(s) with whom they maintain their demat accounts or by follow the procedure given at (i) above.
- iii. After due verification, KFinTech will forward your login credentials to your registered email address.
- iv. Follow the instructions at (A) (a) (I) to (XI) to cast your vote.
- v. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending further communication(s).

**(B) PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:**

- 1) Members will be able to attend the AGM through VC / OAVM or view the live webcast at <https://emeetings.kfintech.com> **by using their e-voting login credentials.**  
**Members are requested to follow the procedure given below:**
  - i. Launch internet browser (chrome/firefox/safari) by typing the URL: <https://emeetings.kfintech.com>
  - ii. Enter the login credentials (i.e., User ID and password for e-voting).
  - iii. After logging in, click on “Video Conference” option
  - iv. Then click on camera icon appearing against AGM event of Company Name Limited, to attend the Meeting.
- 2) Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the E-voting instructions.
- 3) Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the ‘Speaker Registration’ option available on the screen after log in. The Speaker Registration will be open during the evoting period. Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon Availability of time as appropriate for smooth conduct of the AGM. Members are requested to remember the same and wait for their turn to be called by the Chairman of the Meeting during the Question and Answer Session. Due to inherent limitation of transmission and coordination during the AGM, the Company may have to dispense with or curtail the Question and Answer Session.
- 4) Members will be allowed to attend the AGM through VC / OAVM on first come, first served basis.
- 5) Facility to join the meeting shall be opened thirty minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
- 6) Members who need assistance before or during the AGM, can contact KFinTech on [emeetings@kfintech.com](mailto:emeetings@kfintech.com) or call on toll free numbers 040-6716 2222 / 1800-345-4001. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.



7. 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 at the AGM.
8. Information and instructions for Insta Poll: Facility to cast vote through Insta Poll will be made available on the Video Conferencing screen and will be activated once the Insta Poll is announced at the Meeting. Only those members, who will be present at AGM through VC/OAVM facility and who would not have cast their votes by remote e-voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at AGM.
9. The Company has appointed Mrs. Pragnya Parimita Pradhan (FCS – 4140), practicing Company Secretary (CP No. 12030) Proprietor of M/s Pragnya Pradhan & Associates, Company Secretaries, New Delhi, as Scrutinizer to Scrutinize the e-voting process in fair and transparent manner.
10. The Scrutiniser will, after the conclusion of the Meeting, scrutinise the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman.
11. The result of e-voting will be declared within forty-eight hours of the conclusion of the Meeting and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company i.e. [www.jpifcl.com](http://www.jpifcl.com) and on the website of KFinTech at <https://evoting.karvy.com>. The result will simultaneously be communicated to the stock exchanges.

**(C) OTHER INSTRUCTIONS**

1. In case of any query pertaining to e-voting, members may refer to the "Help" and "FAQs" sections / E-voting user manual available through a dropdown menu in the "Downloads" section of KFinTech's website for e-voting: <https://evoting.karvy.com> or contact KFinTech as per the details given under sub-point no. V below. V. Members are requested to note the following contact details for addressing e-voting grievances:

Rajkumar Kale  
KFin Technologies Private Limited  
Selenium Tower B, Plot 31-32, Gachibowli,  
Financial District, Nanakramguda, Hyderabad 500 032  
Phone No.: +91 0406716 2222  
Toll-free No.: 1800-345-4001  
E-mail: [evoting@kfintech.com](mailto:evoting@kfintech.com)

2. Member can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
3. The remote e-voting period commences on Saturday, 26<sup>th</sup> September, 2020 at 9:00 a.m. (IST) and End of E-voting: Up to 5:00 p.m. (IST) on Monday, 28<sup>th</sup> September, 2020. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, 22<sup>nd</sup> September, 2020 may cast their votes electronically. A person who is not a shareholder as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
4. The voting rights of shareholder shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date Tuesday, 22<sup>nd</sup> September, 2020.
5. In case a person has become a shareholder of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., on Tuesday, 22<sup>nd</sup> September, 2020, he/she may obtain the User ID and Password in the manner as mentioned below:
  - i. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399.
  - ii. Example for NSDL:  
MYEPWD <SPACE > IN 12345612345678
  - iii. Example for CDSL:  
MYEPWD <SPACE > 1402345612345678
  - iv. Example for Physical:  
MYEPWD <SPACE > XXXX1234567890
  - v. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.Kfintech.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - vi. Member may call Kfintech's toll free number 1800-3454-001.
  - vii. Member may send an e-mail request to [evoting@Kfintech.com](mailto:evoting@Kfintech.com). However, Kfintech shall endeavor to send User ID and Password to those new Members whose mail ids are available.

**A. DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT IN THE 8<sup>TH</sup> ANNUAL GENERAL MEETING**

<b>Name of the Director</b>	Mrs. Iti Goyal
<b>Director Identification Number (DIN)</b>	07983845
<b>Date of Birth</b>	28/04/1989
<b>Date of Appointment</b>	14/11/2017
<b>Expertise in specific functional area</b>	Around 7 years of experience of handling Secretarial and Legal matters.
<b>Qualification</b>	Associate Member of ICSI and Bachelor of Laws.
<b>Terms and Conditions of appointment or re-appointment</b>	Non-Executive Director- Liable to retire by rotation
<b>Remuneration sought to be paid</b>	As per the provisions of the Companies Act, 2013
<b>Remuneration last drawn</b>	NIL
<b>Relationship with other Directors, manager and other key managerial personnel</b>	Not related to any other Directors and Key Managerial Personnel of the Company
<b>No. of meeting of the Board attended in the previous financial year</b>	4 out of 4
<b>Committee Membership of the Company</b>	Member in Nomination and Remuneration Committee of the Company
<b>Shareholding in the Company</b>	One Equity Share of Rs. 10 each
<b>List of outsider Directorship</b>	1. Consolidated Finvest and Holdings Limited 2. Soyuz Trading Company Limited
<b>Committee Membership of other Company</b>	NIL

<b>Name of the Directors</b>	Mr. Ghanshyam Dass Singal
Director Identification Number (DIN)	00708019
Date of Birth	20/08/1971
Date of Appointment	01/08/2014
Expertise in specific functional area	Accounts, Taxation, Finance
Qualification	Chartered Accountant
Terms and Conditions of appointment or re-appointment	Managing Director- Liable to retire by rotation
Remuneration sought to be paid	As per the provisions of the Companies Act, 2013
Remuneration last drawn	NIL
Relationship with other Directors, manager and other key managerial personnel	Not related to any other Directors and Key Managerial Personnel of the Company
No. of meeting of the Board attended in the previous financial year	4 out of 4
Committee Membership of Company	1. Audit Committee-Member 2. Shareholder grievance redressal Committee-Member 3. Corporate Social Responsibility Committee-Member
Shareholding in the Company	Nil
List of outside Directorship	1. Jindal Photo Investments Limited 2. Rishi Trading Company Limited 3. Cliff Propbuild Limited 4. Jindal Realtors Limited 5. Consolidated Realtors Limited 6. Snap Pack Private Limited
Committee Chairmanship / Membership of Other Companies	Rishi Trading Co. Ltd. Audit Committee                                  Member Jindal Photo Investments Ltd. Audit Committee                                  Chairman

**JINDAL POLY INVESTMENT AND FINANCE COMPANY LIMITED**

CIN: L65923UP2012PLC051433

<b>Name of the Director</b>	Mr. Prakash Matai	
<b>Director Identification Number (DIN)</b>	07906108	
<b>Date of Birth</b>	30/04/1969	
<b>Date of Appointment</b>	05/05/2020	
<b>Expertise in specific functional area</b>	He has more than 25 years rich experience in the area of supply chain, procurement, commercial functions, contract management and general management.	
<b>Qualification</b>	MBA Degree with PG Diploma in Materials Management.	
<b>Terms and Conditions of appointment or re-appointment</b>	Non-Executive Director- Liable to retire by rotation	
<b>Remuneration sought to be paid</b>	As per the provisions of the Companies Act, 2013	
<b>Remuneration last drawn</b>	NIL	
<b>Relationship with other Directors, manager and other key managerial personnel</b>	Not related to any other Directors and Key Managerial Personnel of the Company	
<b>No. of meeting of the Board attended in the previous financial year</b>	NA	
<b>List of outsider Directorship</b>	1. Consolidated Finvest and Holdings Limited 2. Jindal Photo Limited	
<b>Committee Membership of the Company</b>	Nil	
<b>Shareholding in the Company</b>	Nil	
<b>Committee Membership of other Company</b>	Consolidated Finvest and Holdings Limited	
	Audit Committee NRC Stakeholder Committee CSR	Chairman Chairman Member Member

<b>Name of the Director</b>	Mr. Suresh Chander Sharma	
<b>Director Identification Number (DIN)</b>	00006394	
<b>Date of Birth</b>	01/08/1955	
<b>Date of Appointment</b>	05/05/2020	
<b>Expertise in specific functional area</b>	He has more than 32 years of rich and diversified experience in the field of Legal and Commercial Matters, Internal Audit etc. Presently, he is involved in providing consultancy services. He also has significant experience in dealing with Transportation and real estate matters	
<b>Qualification</b>	Master's Degree of Commerce and L.L.B.	
<b>Terms and Conditions of appointment or re-appointment</b>	Independent Director for a period of 5 years, not liable to retire by rotation	
<b>Remuneration sought to be paid</b>	As per the provisions of the Companies Act, 2013	
<b>Remuneration last drawn</b>	NIL	
<b>Relationship with other Directors, manager and other key managerial personnel</b>	Not related to any other Directors and Key Managerial Personnel of the Company	
<b>No. of meeting of the Board attended in the previous financial year</b>	NA	
<b>List of outsider Directorship</b>	Jindal India Thermal Power Limited Jindal Photo Limited	

<b>Committee Membership of the Company</b>	Nil
<b>Shareholding in the Company</b>	Nil
<b>Committee Membership of other Company</b>	Jindal India Thermal Power Limited
	Audit Committee                      Chairman
	NRC    Member
	CSR    Chairman

**B. EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 3: Appointment of Mr. Ghanshyam Dass Singal (DIN: 00708019) as Managing Director**

On the recommendation of Nomination and Remuneration Committee Mr. Ghanshyam Dass Singal was appointed as “Managing Director” of the Company, liable to retire by rotation w.e.f 11<sup>th</sup> August, 2020 up to 10<sup>th</sup> August, 2023 by the Board of directors of the Company subject to the approval of Members. He is also a Member of Audit Committee and Shareholders Grievance Committee of the Board of Directors of the Company. Mr. Ghanshyam Dass Singal is a Chartered Accountant and is having around 26 years’ experience in Accounts, Taxation and Commercial matters. Mr. Ghanshyam Dass Singal is a Director whose period of office will be liable to determination by retirement of Directors by rotation under the applicable provisions of the Companies Act, 2013. In terms of section 196 and 203 and any other applicable provisions of the Companies Act, 2013, Mr. Ghanshyam Dass Singal being eligible and offers himself for appointment as “Managing Director” for three consecutive years for a term upto 10<sup>th</sup> August, 2023 and his term of office will be liable to retire by rotation.

Copy of the letter for appointment of Mr. Ghanshyam Dass Singal as a Managing Director setting out the terms and conditions would be available for inspection without any fee by the members at the Corporate Office of the Company during normal business hours on any working day till 29<sup>th</sup> September, 2020 upto the conclusion of AGM.

The Board considers that it would be beneficial for the Company to re-appoint Mr. Ghanshyam Dass Singal as Managing Director and recommends the resolution at item no. 3 of the notice, for the approval by the Members by way of Ordinary Resolution

***Except Mr. Ghanshyam Dass Singal, being the appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.***

**Item No. 4: Regularisation of appointment of Mr. Suresh Chander Sharma (DIN: 00006394) as Non-Executive (Independent) Director of the Company.**

Mr. Suresh Chander Sharma (DIN: 00006394) was appointed as an Additional (Independent) Director on the Board of Directors of the Company effective from 05<sup>th</sup> May, 2020. In terms of the provisions of Section 161(1) of the Act,

Mr. Suresh Chander Sharma would hold office up to the date of ensuing Annual General Meeting. The company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Suresh Chander Sharma for office of Independent Director of the Company.

The Board of Directors considers that the continuance of Mr. Suresh Chander Sharma on the board of the company is in overall interest of the Company and recommends the resolution at item no. 4 of the Notice for approval by the members by way of Ordinary resolution.

***Except Mr. Suresh Chander Sharma, being the appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.***

**Item No. 5: Regularisation of Mr. Prakash Matai (DIN 07906108) as Director of the Company.**

Mr. Prakash Matai (DIN 07906108) was appointed as an Additional Non-Executive Director effective from 05<sup>th</sup> May, 2020. In terms of the provisions of Section 161(1) of the Act, Mr. Prakash Matai would hold office up to the date of ensuing Annual General Meeting. The company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Prakash Matai for office of Director of the Company.

The Board of Directors considers that the continuance of Mr. Prakash Matai on the board of the Company is in overall interest of the Company and recommends the resolution at item no. 5 of the Notice for approval by the members by way of Ordinary resolution.

***Except Mr. Prakash Matai, being the appointee and is relative None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.***

**Item No. 6: Approval of limits for the loans and investments by the Company in terms of the Provisions of Section 186 of the Companies Act, 2013**

Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account. However, the investment made / to be made by the company is exempt from above said limit in accordance with section 186 (11) of the Companies Act, 2013.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Annual General Meeting for an amount not exceeding INR 100 Crore (Indian Rupees One Hundred Crore Only) outstanding at any time notwithstanding that such outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

The Directors recommends the Resolution at item no. 6 of the notice for approval of the member by way of Special Resolution.

***None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.***

**By order of the Board of Directors**

Place : New Delhi  
Dated : 2<sup>nd</sup> September, 2020

**Nidhi Bhaskar**  
**Company Secretary**  
**ACS: A48649**

## BOARD'S REPORT

To  
The Members,  
Your Directors have pleasure in presenting the 8<sup>th</sup> Board Report on the business and operations of the Company together with Audited Financial Statements for the year ended 31<sup>st</sup> March, 2020.

### 1) FINANCIAL RESULTS

The Standalone and Consolidated Financial Results for the year under review viz-a-viz the Financial Result of the previous financial year are given below:-

(Rs. In Lakhs)

Particulars	Standalone		Consolidated	
	Year ended 31-03-2020	Year ended 31-03-2019	Year ended 31-03-2020	Year ended 31-03-2019
Income	2.15	2.63	102.74	105.01
<b>Profit/(Loss) before exceptional items and tax</b>	<b>(7,704.55)</b>	<b>(225.65)</b>	<b>(10,962.63)</b>	<b>(22,472.35)</b>
Exceptional Items Gain/(Loss)	-	(39,160.15)	-	(1,940.00)
<b>Profit/(Loss) Before Tax</b>	<b>(7,704.55)</b>	<b>(39,385.80)</b>	<b>(10,962.63)</b>	<b>(24,412.35)</b>
Less: Provision for current Taxation	-	-	29.81	0.01
Deferred Tax Liability/(Asset) for the year	-	-	0.18	1.55
<b>Profit/(Loss) After Tax</b>	<b>(7,704.55)</b>	<b>(39,385.80)</b>	<b>(10,992.76)</b>	<b>(24,413.91)</b>

### 2) OPERATIONS

Your Company is mainly engaged in the activity of holding investments in group Companies. During the year under review, the consolidated turnover of the Company was Rs. 102.74 Lakhs against Rs. 105.01 Lakhs during the last financial year. There was no change in the nature of business during the year under review. No amount was transferred to any reserve.

### 3) DIVIDEND

Your directors did not recommend any Dividend for the Financial Year 2019-20.

### 4) CORPORATE GOVERNANCE REPORT AND CODE OF CONDUCT

Your Directors strive to maintain highest standards of Corporate Governance. The Corporate Governance Report is attached to this Report. The declaration of the Managing Director confirming compliance with the 'Code of Conduct' of the Company and Auditor's Certificate confirming compliance with the conditions of Corporate Governance are enclosed with Corporate Governance Report forming part of this Report.

### 5) SUBSIDIARY COMPANIES AND CONSOLIDATED FINANCIAL STATEMENTS

- In pursuance of the provisions of the Companies Act, 2013, (the Act) and the Rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the applicable Accounting Standards, the Company has prepared Consolidated Financial Statements. Audited Financial Statements together with related information and other reports of the subsidiary company have also been placed on the website of the Company at [www.jpifcl.com](http://www.jpifcl.com).
- In accordance with Section 129(3) of the Companies Act, 2013, a statement containing salient features of the financial statements of the subsidiary companies in Form AOC-1 is provided in the Annual Report.
- The Company has one Subsidiary i.e. Jindal India Powertech Limited (JIPL) and one Step down Subsidiary i.e., Xeta Properties Private Limited. as on 31<sup>st</sup> March, 2020. During the year under review consolidated turnover of JIPL along with its subsidiary was Rs. 100.59 Lakhs.
- No Company became or ceased to be subsidiary, joint venture or associate of the Company during the year under review.

### 6) DIRECTORS AND KEY MANAGERIAL PERSONNEL

- There was no change in the Composition of the Board of Directors during the year under review. However, The Board has, at its meeting held on 05<sup>th</sup> May, 2020, approved the appointment of:



- i. Mr. Prakash Matai as additional Non-Executive Director of the Company w.e.f 05<sup>th</sup> May, 2020 to hold office upto forthcoming Annual General Meeting of the Company.
  - ii. Mr. Suresh Chander Sharma as additional Non Executive Independent Director of the Company w.e.f. 05<sup>th</sup> May, 2020 for a period of five years, subject to the approval of the shareholders.
  - iii. Ms. Nidhi Bhaskar as Company Secretary and Compliance Officer of the Company w.e.f. 05<sup>th</sup> May, 2020.
- b) The Board has, at its meeting held on 10<sup>th</sup> August, 2020, approved the re- appointment of Mr. Ghanshyam Dass Singal, as Managing Director of the Company w.e.f. 11<sup>th</sup> August, 2020 for a period of 3 years upto 10<sup>th</sup> August, 2023 subject to the approval of the shareholders.
- c) Mr. Rupesh Kumar resigned as Company Secretary and Compliance Officer of the Company on 12<sup>th</sup> March, 2020. The Board places its sincere gratitude for contribution made by him to the Company.
- d) Pursuant to the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Ms. Iiti Goyal will retire by rotation at the 8<sup>th</sup> AGM and being eligible, has offered herself for re-appointment.
- e) **Composition of the Board as on 31<sup>st</sup> March, 2020**
1. **Directors**
    - Mr. Ghanshyam Dass Singal, Managing Director
    - Mr. Radhey Shyam, Independent Director
    - Mr. Vinumon Kizhakkeveetil Govindan, Independent Director
    - Ms. Iiti Goyal, Non-Executive Director
  2. **Key Managerial Personnel**
    - Mr. Ghanshyam Dass Singal, Managing Director
    - Mr. Anuj Kumar, CFO

All the Independent Directors have submitted declarations that they meet the criteria of independence as provided under section 149 of the Act and the Listing Regulations.

The Board met Four times during the Financial Year 2019-20. Other information on the Directors and the Board Meetings is provided in the Corporate Governance Report attached to this Report.

## 7) INTERNAL FINANCIAL CONTROL

The Company has policies and procedures in place for ensuring orderly and efficient conduct of its business including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

## 8) AUDITORS AND THEIR REPORTS

### a) Internal Audit and Auditors

Pursuant to the provisions of Section 138 of the Act, the Board has appointed M/s. ADB & Co., Chartered Accountants (FRN 005593C) as Internal Auditors for conducting the Internal Audit of the Company for the financial year 2020-21.

### b) Statutory Audit and Auditors

The Notes to the Financial Statements read with the Auditor's Reports are self-explanatory and therefore, do not call for further comments or explanations. There has been no qualification, reservation, adverse remark or disclaimer in the Auditor's Reports.

The shareholders of the Company at their 7<sup>th</sup> AGM held on 27 September, 2019, has appointed M/s. APT & Co., LLP Chartered Accountants (Firm Registration No. 014621C as Auditors of the Company to hold the office for a term of 5 (five) consecutive years from the conclusion of 7<sup>th</sup> AGM of the Company till the conclusion of 12<sup>th</sup> AGM of the Company.

### c) Secretarial Audit and Auditors

The Secretarial Audit Report issued by M/s Pragnya Pradhan & Associates, Practicing Company Secretaries, Secretarial Auditors for the financial year 2019-20 is attached as **Annexure "A"** to this Report.

There has been no qualification, reservation, observation, disclaimer or adverse remark in the Secretarial Audit Report.

In pursuance of the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed M/s Pragnya Pradhan & Associates, Practicing Company Secretaries for conducting secretarial audit of the Company for the financial year 2020-21.



**9) DISCLOSURES UNDER THE ACT, READ WITH RULE 8 OF COMPANIES (ACCOUNTS) RULES, 2014 AND SECRETARIAL STANDARDS**

- a) The Paid-up Equity Share Capital of the Company as on 31<sup>st</sup> March, 2020 was Rs. 10,51,19,290. There is no Change in the paid up Share Capital of the Company since last year.
- b) All Related Party Transactions entered during the year were on arm's length basis and in the ordinary course of business. Accordingly, disclosure of contracts or arrangements with Related Parties as required under section 134(3)(h) of the Act, in Form AOC-2 is not applicable.
- c) The extract of the annual return as provided under sub-section (3) of section 92 of the Act is attached as **Annexure- "B"**
- d) The following information is given in the Corporate Governance Report attached to this Report:
  - i) The performance evaluation of the Board, the Committees of the Board, and the individual Directors;
  - ii) The Composition of audit committee;
- e) The particulars of loans and guarantees given and investments made under section 186 of the Act, are given in the notes to the Financial Statements.
- f) During the year, the Statutory Auditors and the secretarial auditors have not reported any fraud under Section 143(12) of the Act and the Companies (Audit and Auditors) Rules, 2014.
- g) No significant and material orders have been passed by the regulators or courts or tribunals impacting the going concern status of the Company's operations in future. However IFCI has filed an O.A. No. 84/2017 before Hon'ble Debts Recovery Tribunal-I, Delhi titled as IFCI Vs. Jindal India Powertech Limited (Subsidiary of the Company), wherein the Company is defendant no. 2 as it had pledged shares (a) 15.41 Lakh Equity Shares of Rs. 10/- each and (b) 34.59 Lakh, zero percent, Redeemable Preference Shares of Rs. 10/- each of Jindal India Powertech Limited with IFCI as security for the Optionally Convertible Debentures (OCD) issued by Jindal India Powertech Limited. The Company has not given any corporate guarantee in this regard.
- h) No material changes and commitment occurred, between the end of the Financial Year of the Company to which the Financial Statements relate and the date of the report, which could affect the financial position of the Company.
- i) Cost records as specified by the Central Government under sub section (1) of section 148 of the Act are not applicable on the Company.
- j) Remuneration Policy  
 In pursuance of the provisions of Section 178 of the Companies Act, 2013 and Listing Regulations the Company has formulated a Remuneration Policy which is available at Company's website [http://www.jpifcl.com/financial/Remuneration\\_Policy.pdf](http://www.jpifcl.com/financial/Remuneration_Policy.pdf)  
 The Remuneration Policy, *inter-alia*, includes the appointment criteria & qualification requirements, process for appointment & removal, retirement policy and remuneration structure & components etc. of the Directors, KMP and other senior managerial personnel of the Company.
- k) Energy conservation, technology absorption and foreign exchange earnings and outgo  
 The Company is not engaged in manufacturing activities and hence the particulars pertaining to conservation of energy and technology absorption are not applicable on the Company.  
 Further, as the Company is a core investment Company, foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Act, read with Rule, 8 of The Companies (Accounts) Rules, 2014 are Nil.
- l) Risk Management  
 The Board reviewed adequacy and effectiveness of the Company's internal control environment to monitor and mitigate the risk through internal audit recommendation including those relating to strengthening of the company's risk management system.
- m) Vigil Mechanism and Whistle Blower Policy  
 The Company has devised a vigil mechanism in the form of a Whistle Blower Policy in pursuance of provisions of Section 177(10) of the Act and details whereof is available on the Company's website at <http://jpifcl.com/investors.html>. During the year under review, there was no complaint received under this mechanism.
- n) Deposits  
 During the year, the Company has not accepted any deposits from the public under Chapter V of the Act. There was no public deposit outstanding as at the beginning and end of the financial year 2019-20.
- o) Particulars of Employees  
 The human resource is an important asset which has played pivotal role in the performance and growth of the

Company over the years. Your Company maintains very healthy work environment and the employees are motivated to contribute their best in the working of the Company. The information required to be disclosed in pursuance of Section 197 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is attached as **Annexure “C”** to this Report.

- p) The Company has constituted a Corporate Social Responsibility (CSR) Committee and has developed its CSR Policy, which is available on the website of the Company at <http://www.jpifcl.com/investors.html>

Further, the Company during the year under review did not meet the criteria in terms of section 135 of the Act and the Companies (Corporate Social Responsibility) Rules, 2014 and hence your Company was not required to spend any amounts towards CSR based activities for the financial year 2019-20

- q) Disclosure under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Your Company has in place a Policy on prevention of Sexual Harassment at workplace at Group Level. This Policy is in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

As per the said Policy, an Internal Complaints Committee is also in place at Group Level to redress complaints received regarding sexual harassment. There was no complaint received from an employee during the financial year 2018-19 and hence no complaint is outstanding as on 31<sup>st</sup> March, 2020 for redressal.

- r) The Company has complied with the applicable Secretarial Standards prescribed under section 118(10) of the Act.

## **10) DIRECTORS RESPONSIBILITY STATEMENT**

Your Directors hereby state that:

- i. in the preparation of the annual accounts, the applicable accounting standards have been followed and no material departures have been made from the same;
- ii. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2020 and of the profit and loss of the Company for the year ended 31<sup>st</sup> March, 2020;
- iii. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. the Directors have prepared the annual accounts on a going concern basis;
- v. the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- vi. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## **ACKNOWLEDGEMENT**

Your Directors would like to express their gratitude to all the stakeholders including financial institutions, Banks and various State and Central Government authorities for their co-operation extended to the Company. Directors also take this opportunity to thank the shareholders, customers, suppliers and distributors for the confidence reposed by them in the Company. The employees of the Company contributed significantly in achieving the results. Your Directors take this opportunity to thank them and hope that they will maintain their commitment to excellence in the years to come

**For and on behalf of Board of Directors**

**Place : New Delhi**  
**Date : 2<sup>nd</sup> September, 2020**

**Ghanshyam Dass Singal**  
**(Managing Director)**  
**DIN: 00708019**

**Vinumon K. Govindan**  
**(Director)**  
**DIN: 007558990**

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> March 2020

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule

No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure requirements), Regulations, 2015, as amended]

To,  
The Members,  
Jindal Poly Investment and Finance Company Ltd.  
19th K M Hapur Bulandshahr Road,  
P.O.: Gulaothi, Distt: Bulandshahr,  
Uttar Pradesh - 245408

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by JINDAL POLY INVESTMENT AND FINANCE COMPANY LIMITED, (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, e-Forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, e-forms and returns filed and other records maintained by JINDAL POLY INVESTMENT AND FINANCE COMPANY LIMITED ("the Company") for the financial year ended on 31<sup>st</sup> March, 2020 according to the provisions of:

- 1) The Companies Act, 2013 (the Act) and the rules made there under;
- 2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- 3) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- 4) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (**Not Applicable to the Company during audit period**);
- 5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (**Not Applicable to the Company during audit period**) ;
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not Applicable to the Company during audit period**);
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not Applicable to the Company during audit period**); and
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998(**Not Applicable to the Company during audit period**);
- 6) The Company is a Core Investment Company (CIC) as per the Object clause hence the Guidelines of Reserve Bank of India applicable to Core Investment Company are specifically applicable to the Company. Further following are the other acts as identified by the Management are applicable to the Company:
  - a) The Payment of Wages Act, 1936 and rules made thereunder,

## **JINDAL POLY INVESTMENT AND FINANCE COMPANY LIMITED**

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CIN: L65923UP2012PLC051433

- b) Minimum Wages Act, 1948 and the rules made thereunder,
- c) Employees' State Insurance Act, 1948 and rules made thereunder,
- d) The Employees Provident Fund and Miscellaneous Provisions Act, 1952 and the rules made thereunder,
- e) Payment of Bonus Act, 1965 and rules made thereunder,
- f) The Payment of Gratuity Act, 1972 and rules made thereunder,
- g) The Contract Labour (Regulation and Abolition) Act, 1970 and rules made thereunder

We have not examined compliance with applicable financial laws like Direct and Indirect Tax Laws, since the same have been subject to review by statutory financial audit and tax audit.

We have also examined compliance with the applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

We have examined compliances of the Secretarial Standards issued by The Institute of Company Secretaries of India w.e.f. July 1, 2015.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, and Guidelines to the extent applicable, Standards, etc. mentioned above.

Based on the compliance mechanism established by the company and on the basis of the Compliance Certificate (s) issued by the Chief Financial Officer and Company Secretary of the Company, and taken on record by the Board of Directors at their meeting(s), **we further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

### **We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

**We further report** that during the audit period the company has not incurred any specific event / action that can have major bearing on the company's affairs in pursuance of above referred laws, rules, regulations; guidelines, standards etc.

**For Pragnya Pradhan & Associates  
Company Secretaries**

**Place : New Delhi  
Date : 10<sup>th</sup> August 2020**

**Pragnya Parimita Pradhan  
ACS No. 32778  
C P No.: 12030  
UDIN: A032778B000565081**

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

To  
The Members,  
Jindal Poly Investment and Finance Company Ltd.  
19th K M Hapur Bulandshahr Road,  
P.O.: Gulaothi, Distt: Bulandshahr,  
Uttar Pradesh - 245408

Our report of even date is to be read along with this letter.

- (1) Maintenance of secretarial record is the responsibility of the Management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- (2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure the correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
- (3) We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
- (4) Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- (5) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
- (6) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Pragnya Pradhan & Associates  
Company Secretaries**

**Place : New Delhi  
Date : 10<sup>th</sup> August 2020**

**Pragnya Parimita Pradhan  
ACS No. 32778  
C P No.: 12030  
UDIN: A032778B000565081**

**FORM MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
**AS ON THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2020**  
 [Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the  
 Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

CIN	L65923UP2012PLC051433
Registration Date	11/07/2012
Name of the Company	JINDAL POLY INVESTMENT AND FINANCE COMPANY LIMITED
Category / Sub-Category of the Company	Indian Non- Government Company
Address of the Registered office and contact details	19th K M Hapur Bulandshahr Road, P.O.:Gulaothi, Distt.: Bulandshahr, Uttar Pradesh- 254508 Tel. No. (0573) 2228057
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Kfin Technologies Pvt. Ltd. Karvy Selenium Tower B   Plot number 31 & 32   Financial District   Nanakramguda   Serilingampally Mandal   Hyderabad - 500032   India P : +91 040 6716 1518 www.karvyfintech.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

S. No	Name and Description of main products/ services	NIC Code of the Product/Service	% of total turnover of the Company
1.	Investments	6420	100

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

Name and address of the Company	CIN	Holding/ Subsidiary/ Associate	% of Voting power	Applicable Section
Jindal India Powertech Limited 19 <sup>th</sup> K.M. Hapur- Bulandshahr Road, P.O. Gulaothi, Distt. Bulandshahr, Uttar Pradesh-254508	U74999UP2007PLC034310	Subsidiary	51.22%	Sec 2(87)(II)

**IV. SHARE HOLDING PATTERN (Equity Share Capital breakup as percentage of Total Equity)**
**i) Category-wise Share Holding**

S. No.	Category of Shareholder	No. of Shares Held at the Beginning of the year 01/04/2019				No. of Shares Held at the end of the year 31/03/2020				% Change During the Year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)
(A)	Promoter and Promoter Group									
1	Indian									
(a)	Individual /HUF	2000	-	2000	0.02	2000	-	2000	0.02	-
(b)	Central Government/State Government(s)	-	-	-	-	-	-	-	-	-
(c)	Bodies Corporate	7516387	-	7516387	71.50	7516387	-	7516387	71.50	-

**JINDAL POLY INVESTMENT AND FINANCE COMPANY LIMITED**

CIN: L65923UP2012PLC051433

S. No.	Category of Shareholder	No. of Shares Held at the Beginning of the year 01/04/2019				No. of Shares Held at the end of the year 31/03/2020				% Change During the Year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)
(d)	Financial Institutions / Banks	-	-	-	-	-	-	-	-	-
(e)	Others: Trusts	326300	-	326300	3.10	326300	-	326300	3.10	-
	<b>Sub-Total A(1) :</b>	<b>7844687</b>	<b>-</b>	<b>7844687</b>	<b>74.63</b>	<b>7844687</b>	<b>-</b>	<b>7844687</b>	<b>74.63</b>	<b>-</b>
<b>2</b>	<b>FOREIGN</b>									<b>-</b>
(a)	Individuals (NRIs/Foreign Individuals)	-	-	-	-	-	-	-	-	-
(b)	Bodies Corporate	-	-	-	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-	-	-	-
(d)	Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
(e)	Others	-	-	-	-	-	-	-	-	-
	<b>Sub-Total A(2):</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total A=A(1)+A(2)</b>	<b>7844687</b>	<b>-</b>	<b>7844687</b>	<b>74.63</b>	<b>7844687</b>	<b>-</b>	<b>7844687</b>	<b>74.63</b>	<b>-</b>
(B)	<b>Public Shareholding</b>									
<b>1</b>	<b>Institutions</b>									
(a)	Mutual Funds /UTI	-	-	-	-	-	-	-	-	-
(b)	Financial Institutions /Banks	221163	-	221163	2.10	188576	-	188576	1.79	(0.31)
(c)	Central Government / State Government(s)	-	-	-	-	-	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
(e)	Insurance Companies	-	-	-	-	-	-	-	-	-
(f)	Foreign Institutional Investors	-	-	-	-	-	-	-	-	-
(g)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
(h)	Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
(i)	Others	-	-	-	-	-	-	-	-	-
	<b>Sub-Total B(1) :</b>	<b>221163</b>	<b>-</b>	<b>221163</b>	<b>2.10</b>	<b>188576</b>	<b>-</b>	<b>188576</b>	<b>1.79</b>	<b>(0.31)</b>
<b>2</b>	<b>Non-Institutions</b>									<b>-</b>
(a)	Bodies Corporate	131338	2000	133338	1.27	90457	2000	92457	0.88	(0.39)
(b)	Individuals									
	(i) Individuals holding nominal share capital upto Rs.2 lakh	1791002	72873	1863875	17.73	1825123	69923	1895046	18.03	0.30
	(ii) Individuals holding nominal share capital in excess of Rs.2 lakh	370346	-	370346	3.52	371635	-	371635	3.54	0.01
(c)	Others									-
	Clearing Members	6078	-	6078	0.06	1203	-	1203	0.01	(0.05)
	Non Resident Indian	58585	350	58935	0.56	58327	350	58677	0.56	(0.00)
	NBFC's	472	-	472	0.00	-	-	-	-	(0.00)
	Non Resident Indian (Non Repatriable)	13002	-	13002	0.12	13545	-	13545	0.13	0.01
	Trusts	33	-	33	0.00	33	-	33	0.00	-
(d)	Qualified Foreign Investor	-	-	-	0.00	46,070	-	46,070	0.44	-
	<b>Sub-Total B(2):</b>	<b>2370856</b>	<b>75223</b>	<b>2446079</b>	<b>23.27</b>	<b>2406393</b>	<b>72273</b>	<b>2478666</b>	<b>23.58</b>	<b>(0.13)</b>
	<b>Total B=B(1)+B(2):</b>	<b>2592019</b>	<b>75223</b>	<b>2667242</b>	<b>25.37</b>	<b>2594969</b>	<b>72273</b>	<b>2667242</b>	<b>25.37</b>	<b>(0.44)</b>
	<b>Total (A+B):</b>	<b>10436706</b>	<b>75223</b>	<b>10511929</b>	<b>100.00</b>	<b>10439656</b>	<b>72273</b>	<b>10511929</b>	<b>100.00</b>	<b>(0.44)</b>



**JINDAL POLY INVESTMENT AND FINANCE COMPANY LIMITED**

CIN: L65923UP2012PLC051433

S. No.	Category of Shareholder	No. of Shares Held at the Beginning of the year 01/04/2019				No. of Shares Held at the end of the year 31/03/2020				% Change During the Year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)
(C)	Shares held by custodians, against which Depository Receipts have been issued	-	-	-	-	-	-	-	-	-
	1 Promoter and Promoter Group	-	-	-	-	-	-	-	-	-
	2 Public									
	<b>GRAND TOTAL (A+B+C) :</b>	<b>10436706</b>	<b>75223</b>	<b>10511929</b>	<b>100</b>	<b>10439656</b>	<b>72273</b>	<b>10511929</b>	<b>100</b>	<b>(0.44)</b>

**ii) Shareholding of Promoters & Promoter Group**

S. No.	Shareholder's Name	Shareholding at the beginning of the year 01.04.2019			Shareholding at the end of the year 31.03.2020			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Soyuz Trading Company Limited	2962066	28.18	-	2962066	28.18	-	-
2	Jindal Photo Investments Ltd.	2862575	27.23	-	2862575	27.23	-	-
3	Rishi Trading Company Ltd	1630189	15.51	-	1630189	15.51	-	-
4	Aakriti Ankit Agarwal	1000	0.01	-	1000	0.01	-	-
5	Consolidated Photo & Finvest Ltd.	61557	0.59	-	61557	0.59	-	-
6	Bhavesh Jindal	1000	0.01	-	1000	0.01	-	-
7	SSJ Trust	185800	1.77	-	185800	1.77	-	-
8	Bhavesh Trust	29000	0.28	-	29000	0.28	-	-
9	Aakriti Trust	111500	1.06	-	111500	1.06	-	-

Note: Mr. Shyam Sunder Jindal is promoter of the Company having nil shareholding.

**iii) Change in Promoters' Shareholding (please specify, if there is no change)**

Name of the Shareholders	Shareholding at the beginning of the year		Date	Increase/ Decrease in share holding	Cumulative Shareholding during the year	
	No. of Shares	% of Total Shares of the Company			No. of Shares	% of total shares of the Company
<b>NO CHANGE IN SHAREHOLDING OF PROMOTERS</b>						

**iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) between 01/04/2019 and 31/03/2020.**

Sr. No.	Name of the Share Holder	Shareholding at the beginning of the year as on 01.04.2019			Increase/Decrease in share holding	Reason	Cumulative Shareholding during the year 31.03.2020	
		No. of Shares	% of Total Shares of the Company	Date			No. of Shares	% of total shares of the Company
1	General Insurance Corporation of India	175000	1.66	30/03/2019			175000	1.66
				31/03/2020			175000	1.66
2	Braham Prakash Khurana	123567	1.18	30/03/2019			123567	1.18
				12/07/2019	425	Transfer	123992	1.18
				08/11/2019	5500	Transfer	129492	1.23
				06/12/2019	266	Transfer	129758	1.23
				13/12/2019	6579	Transfer	136337	1.30
				03/01/2020	3190	Transfer	139527	1.33
				31/01/2020	5500	Transfer	145027	1.38
				31/03/2020	3000	Transfer	148027	1.41
3	The New India Assurance Company Ltd.	46070	0.44	30/03/2019			46070	0.44
				31/03/2020			46070	0.44
4	Punjabhai Keshavbhai Jadeja	40758	0.39	30/03/2019			40758	0.39
				31/03/2020			40758	0.39
5	Kaumudi Atul Adani	37719	0.36	30/03/2019			37719	0.36
				05/04/2019	165	Transfer	37884	0.36
				12/04/2019	(445)	Transfer	37439	0.36
				26/04/2019	(500)	Transfer	36939	0.35
				31/03/2020			36939	0.35
6	Piyush Kumar Pravin Chandra Patel	36890	0.35	30/03/2019			36890	0.35
				31/03/2020			36890	0.35
7	Sunil Kumar Kandoi	36820	0.35	30/03/2019			36820	0.35
				31/03/2020			36820	0.35
8	Lachman Kishan Chand	30000	0.29	30/03/2019			30000	0.29
				31/03/2020			30000	0.29
9	Gondalia Bhanuben Gopal	26290	0.25	30/03/2019			26290	0.25
				16/08/2019	510	Transfer	26800	0.25
				31/03/2020			26800	0.25
10	Suresh M.	22901	0.22	30/03/2019			22901	0.22
				25/10/2019	(6000)	Transfer	16901	0.16
				01/11/2019	(12910)	Transfer	3991	0.04
				08/11/2019	(3221)	Transfer	770	0.01
				22/11/2019	(146)	Transfer	624	0.01
				29/11/2019	(1)	Transfer	623	0.01
				06/12/2019	(623)	Transfer	-	-
		31/03/2020			-	-		
11	Ashish Jain	22806	0.22	30/03/2019			22806	0.22
				31/03/2020			22806	0.22

## JINDAL POLY INVESTMENT AND FINANCE COMPANY LIMITED

CIN: L65923UP2012PLC051433

### (v) Shareholding of Directors and Key Managerial Personnel

For each of the Directors and KMP	Shareholding at the beginning of the year 01.04.2019		Cumulative change during the year		Shareholding at the end of the year 31.03.2020	
	No. of Shares	% of Total Shares of the Company	Date	Increase/Decrease in share holding	No. of Shares	% of total shares of the Company
Mr. Rupesh Kumar*	1	-	NA	NA	1	-
Mr. Anuj Kumar	-	-	NA	NA	-	-
Mr. Ghanshyam Dass Singal	-	-	NA	NA	-	-
Ms. Iti Goyal	1	-	NA	NA	1	-
Mr. Vinumon K Govindan	-	-	NA	NA	-	-
Mr. Radhey Shyam	12	-	NA	NA	12	-

\*Resigned from Office of Company Secretary and Compliance Officer on 12<sup>th</sup> March, 2020

### VI. INDEBTEDNESS

#### Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits (Rs. in Crores)	Unsecured Loans (Rs. In Crores)	Deposits	Total indebtedness
<b>Indebtedness at the beginning of the financial year</b>	NIL			
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>				
<b>Change in Indebtedness during the financial year</b>				
• Addition				
• Reduction				
<b>Net Change</b>				
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>				

**VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager
		<b>Mr. Ghanshyam Dass Singal</b>
1	Gross salary	-
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	
2	Stock Option	-
3	Sweat Equity	-
4	Commission - as % of profit - others, specify	-
5	Others, please specify*	15,000
	<b>Total (A)</b>	<b>15,000</b>
	Ceiling as per the Act	N.A.

\* Sitting fee for attending the Board and Committee meetings.

**B. Remuneration to Independent/Non-Executive Directors:**

No director is having any pecuniary relationship with the Company. Only Sitting fees were paid to following directors during the year 2019-20

Name of Director	Amount of Sitting Fee paid (INR)
Mr. Radhey Shyam	18,000
Mr. Vinumon Kizhakkeveetil Govindan	18,000
Ms. Iti Goyal	7,500
<b>Total</b>	<b>43,500</b>

**C. Remuneration to key managerial personnel other than MD/manager/WTD: Amount in INR**

Sr No.	Particulars of Remuneration	CEO	Company Secretary*	CFO	Total Amount
1	Gross salary				
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NA	5,12,864	7,08,818	12,21,682
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NA	NA	NA	NA
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NA	NA	NA	NA
2	Stock Option	NA	NA	NA	NA
3	Sweat Equity	NA	NA	NA	NA
4	Commission - as % of profit - others, specify	NA	NA	NA	NA
5	Others, please specify	NA	NA	NA	NA
	<b>Total (A)</b>	<b>NA</b>	<b>5,12,864</b>	<b>7,08,818</b>	<b>12,21,682</b>
	Ceiling as per the Act	Not Applicable			

\* Resigned from the office of Company Secretary and Compliance Officer on 12th March, 2020

**JINDAL POLY INVESTMENT AND FINANCE COMPANY LIMITED**

CIN: L65923UP2012PLC051433

**VIII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. Company					
Penalty			NIL		
Punishment					
Compounding					
B. Directors					
Penalty			NIL		
Punishment					
Compounding					
C. Other Officers in default					
Penalty			NIL		
Punishment					
Compounding					

Place: New Delhi  
Date : 2<sup>nd</sup> September, 2020

Ghanshyam Dass Singal  
Managing Director  
(DIN 00708019)

Vinumon K. Govindan  
Director  
(DIN 07558990)

**Annexure-''C''**

**DISCLOSURE IN DIRECTORS' REPORT PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016**

**1. The ratio of the remuneration of each Director to the median remuneration of the employees of the company for the Financial Year.**

Not Applicable

**2. The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary in the Financial Year.**

CS - NA

CFO - 16%

**3. Percentage increase in the median remuneration of all employees in the Financial Year 2019-20.**

NA

**4. Number of Permanent employees on the rolls of Company as on 31st March, 2020.**

Two

**5. average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.**

NA

**6. Affirmation that the remuneration is as per the Remuneration Policy of the Company.**

It is confirmed that the remuneration paid to the Directors, Key Managerial Personnel's and Senior Management is as per the Remuneration Policy of the Company.

**7. The name of the top10 employees in terms of remuneration drawn**

S. No.	Name of the Employee	Designation	Remuneration (in Rs. Lakhs)	Nature of employment	Qualification & Exp.	Date of commencement of employment	Age	No. of Shares Held	Whether relative of any Director/ Manager of the Company
1	Mr. Rupesh Kumar	Company Secretary	5,12,864	Permanent	Associate Member of ICSI	01/12/2018	27	1	NA
2	Mr. Anuj Kumar	CFO	7,08,818	Permanent	Associate Member of ICAI	01/05/2018	37	1	NA

## MANAGEMENT DISCUSSION & ANALYSIS

The Management Discussion and Analysis (MDA) should be read in conjunction with the Audited Financial Statements of the Company, and the notes thereto for the year ended 31<sup>st</sup> March, 2020.

### **BUSINESS OVERVIEW**

The Company's main business is holding investment in other entities. The Company holds equity shares mainly in Group companies. The performance of the investments mainly relies on the economic developments and the performance of the investee companies- its profits, dividend and stock prices. The Company's revenue also primarily depends on the movements in the stock market prices of the investee companies.

### **INDUSTRY STRUCTURE AND DEVELOPMENTS**

India's financial services sector plays a critical role in driving the country's economic growth by providing a wide spectrum of financial and allied services to a large consumer cross-section. In India, the market for financial services sector is still largely untapped. Digital technology, which has transformed the way business is conducted across the world, is projected to be one of the major drivers for the growth of this sector in India as well. An extensive range of financial products are increasingly being sold and delivered using the electronic platform to millions of customers in India. Greater use of digital technology is helping the sector to lower transaction cost, generate higher productivity and reach unexplored markets in the financial ecosystem.

The Management continues to carry the vision of the Company forward by way of Integrity and transparency in its operations. Being an investment company, greater emphasis is being given on effective corporate governance and ensuring that the commitment of the management is transformed into higher stakeholder value. The Company is keeping up its efforts to improve transparency in its operations and disclosure practices.

### **OPPORTUNITIES, THREATS & RISKS**

The Company depends on the dividends and capital appreciation from the equity it has invested into. Thus, better performance of the investee companies may be beneficial for the Company while on the other hand, any failure by any investee Company to earn profits or distribute dividends or provide capital appreciation can impact the revenue stream of the Company. Any increase in dividend distribution tax by government can be an external threat to the Company's revenue stream.

### **PERFORMANCE**

Financial Parameters of the Company are provided in the Board report under the head Financial Result and Operations in details. The Company continues to carry on the business as an investment Company and for that purpose it plans to invest in, acquire, subscribe for and hold shares, bonds, units, stocks, securities, debentures and/or mutual funds.

### **OUTLOOK**

India's GDP growth in FY20 continued on a downward growth

trajectory which had begun in Q1FY19. The COVID-19 induced lockdown/social distancing measures started in March 2020 and put 75% of the overall economic activity into standstill. It consequently hastened the downward trajectory of GDP growth in Q4FY20 to 3.1%. For FY20, India's GDP growth declined to 4.2% as compared to 6.1% in FY19. The pandemic has presented fresh challenges for the Indian economy now, causing severe disruptive impact on both demand and supply side elements. Going forward, it is expected that the industry would witness growth in future as the sector is yet to tap its full potential.

### **RISKS AND CONCERNS**

A Company in its normal course of working takes on many risks. For a Core Investment Company the risks that are most important are operational risk, credit risk and competition risk. The identification, monitoring and mitigation of these risks are integral to the success of the Company. The Audit Committee of the Company reviews the probable risk that may affect the financial position of the Company from time to time.

### **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company has a proper and adequate system of internal controls and that all assets are safe guarded and protected against loss from unauthorized use or disposition, and all the transactions are authorized, recorded and reported correctly. Management continuously reviews the internal control systems and procedures to ensure orderly efficient conduct of business. The review included adherence to the management policies and safeguarding the assets of the Company. The Company ensures that adequate systems are in place for an effective internal control. The audit findings are reported on a quarterly basis to the Audit Committee of the Board headed by a non-executive independent Director.

### **DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE AND SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS**

Financial performance, which has been given in the Directors' report, needs to be viewed in the above Backdrop. There is no significant change in the Key Financial Ratios as compared to the immediately previous Financial Year. Further, the Return on Net Worth has been increased from (3.96) to (3.43).

### **MATERIAL DEVELOPMENTS IN HUMAN RESOURCES**

The Company's current activities do not require engagement of significant human resource. However, requisite qualified and experienced personnel have been engaged to take care of organization need of human resource. With the sign of growth, if and when seen, the Company will engage requisite human resource.

### **CAUTIONARY STATEMENT**

Statement in this MDA describing the Company's objectives, projections, estimates and expectations may be a forward-looking statement within the meaning of applicable laws and regulations. Actual results might differ materially from those expressed or implied.



## REPORT ON CORPORATE GOVERNANCE

### 1. Company's Philosophy on Corporate Governance

The Company has always focused on good corporate practices, which are key drivers of sustainable growth and long-term value creation for its shareholders. The Company believes that corporate governance is not limited to merely creating checks and balances. It is more about creating organizational excellence leading to increase in employee and customer satisfaction and long term shareholders' value without compromising on ethical standards.

### 2. Board of Directors

As on 31<sup>st</sup> March, 2020, the Board of Directors of the Company comprised of four Directors with three being Non-Executive Directors and one being Executive Director. Out of the total strength of four directors, one is women director, who is Non Executive Director. Non-Executive Directors are Independent Directors. The composition of Board of Directors is diverse optimum and balanced in terms of specialisation in one or more areas. The Board of Directors takes into account the interest of all stakeholders while discharging its responsibilities and provides leadership and guidance to the Company's management. Moreover, the Board of Directors while discharging its fiduciary responsibilities very well ensures that the management adheres to the high standards of ethics, transparency and disclosures.

The Non-Executive Directors bring objective and independent perspective in Board deliberations and decisions as they have a wider view of external factors affecting the Company and its business. These Directors make a constructive contribution to the Company by ensuring fairness and transparency while considering the business plans devised by the management team.

All the Independent Directors have requisite knowledge of business, in addition to the expertise in their area of specialization. The Company has received declaration from each of the Independent Directors confirming that he meets the criteria of independence as defined under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Company has issued letters of appointment to the Independent Directors and the terms and conditions of their appointment have been uploaded on the website of the Company.

During the year under review, Mr. Rupesh Kumar resigned as Company Secretary and Compliance Officer of the Company on 12<sup>th</sup> March, 2020 The Board places its sincere gratitude for contribution made by them to the Company.

The brief resume and other requisite details of the Director proposed to be appointed re-appointed is given in the notice convening the ensuing AGM.

### 3. Meetings and Attendance

The Meetings of the Board are generally held at the Corporate Office of the Company at Plot No. 12, Sector B-1, Vasant Kunj, Local Shopping Complex, New Delhi-110070. The Board Meetings are scheduled in a manner that it coincides with the announcement of quarterly/annual financial results. In case of urgency, additional Board meetings are convened. As and when required, the resolutions are also passed by circulation as permitted by law. During the year under review, Four Board meetings were held on 30<sup>th</sup> May, 2019, 14<sup>th</sup> August, 2019, 14<sup>th</sup> November, 2019 and 14<sup>th</sup> February, 2020 The gap between two consecutive Board meetings did not exceed one hundred twenty days.

The composition of the Board of Directors, their attendance at the Board Meetings held during the financial year 2019-20 and AGM, number of other Directorships and Membership of the Committees of the Boards of other Indian public limited companies as on 31<sup>st</sup> March, 2020, are as follows:

Name of Director	Category	Attendance at Last Annual General Meeting	No. of Board Meetings attended	No. of outside Directorships held	Membership of Committees of other Boards	
					Chairperson	Member
Mr. Ghanshyam Dass Singal	MD	Yes	4	6	1	2
Mr. Vinumon K. Govindan	ID	Yes	4	10	2	5
Mr. Radhey Shyam	ID	Yes	4	11	3	8
Mrs. Iti Goyal	NED	Yes	4	1	Nil	Nil

ID - Independent Director, NED - Non-Executive Director

#### Notes:

- Other Directorships given above excludes directorships in foreign companies, if any.
- In accordance with Regulation 26 of the Listing Regulations, memberships / chairmanships of only Audit Committee and Stakeholders' Relationship Committee of other Indian Public Limited Companies have been considered.

c) The aforesaid Directors are not relatives of each other (as defined under the Companies Act, 2013 and Rules thereunder).

During the year under review, the Independent Directors held a separate meeting in pursuance of applicable statutory and regulatory provisions on 14<sup>th</sup> February, 2020, inter alia, to discuss the roles and responsibilities of Independent Directors and assess the quality and flow of information from the Company to the directors, from time to time.

**Details of Directorship held by the Directors of the Company in other Listed Companies:**

**(i) Mr. Radhey Shyam**

Sl. No.	Names of the Listed Entities	Category of Directorship
1.	Consolidated Finvest and Holdings Limited	Non-Executive – Independent Director
2.	Jindal Photo Limited	Non-Executive – Independent Director

**(ii) Vinumon K. Govindan**

Sl. No.	Names of the Listed Entities	Category of Directorship
1.	Jindal Photo Limited	Non-Executive – Independent Director

**4. Board Agenda**

The Notices of Board Meetings are given well in advance to all the Directors. The Board members are provided agenda setting out the business to be transacted at the meeting, with well-structured and comprehensive notes on agenda, to enable them to take informed decisions. Agenda papers are circulated atleast seven days prior to the date of the Meeting. Additional/ supplementary items are taken up with the permission of Chairperson and requisite consent of the Directors. Where it is not practicable to attach any document to the agenda, the same is circulated in the meeting / placed before the meeting.

**5. Committees of the Board**

The Board of Directors has constituted various Board committees with specific terms of reference to ensure timely and effective working of the Board and the Company in addition to comply with the provisions of the Listing Regulations, other regulations / guidelines of Securities and Exchange Board of India (SEBI) and other statutory provisions. The Committees operate as empowered bodies of the Board. In your Company, there are four Committees of the Board of Directors, which have been delegated adequate powers to discharge their roles & responsibilities and urgent business of the Company. These Committees are - (i) Audit Committee; (ii) Corporate Social Responsibility Committee; (iii) Nomination and Remuneration Committee; and (iv) Stakeholders' Relationship Committee. The Committees meet as often as required. The minutes of Meetings of the Committees are circulated to the Board of Directors. The brief description of terms of reference and composition of these Committees are as follows:

**a) Audit Committee**

The terms of reference of the Audit Committee are in accordance with section 177 of the Companies Act, 2013 and the Listing Regulations. It also discharges such other functions as may be delegated by the Board of Directors from time to time. The role of the Audit Committee, inter-alia, includes oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible. Recommending the appointment, remuneration and terms of appointment of Auditors and approval of payment for any other services rendered by the statutory auditors, reviewing with the management and examination of the quarterly/half yearly and annual financial statements and auditor's report thereon before submission to the Board of Directors for approval. Review and monitor the Auditor's independence and performance and effectiveness of audit process. Approval or any subsequent modification of transactions with related parties, scrutiny of inter-corporate loans and investments, evaluation of internal financial controls and risk management systems. Reviewing, with the management, performance of statutory and internal auditors and adequacy of the internal control systems, reviewing the adequacy of internal audit function and review of the functioning of whistle blower mechanism.

During the year, all the recommendations made by the Audit Committee were accepted by the Board of Directors.

As on 31<sup>st</sup> March, 2020, the Committee comprises of three Directors. The Company Secretary is the secretary of the Committee. The permanent invitees include Chief Financial Officer and Accounts Officer. Further, the representative of Statutory Auditor, Internal Auditor and other executives of the Company are invited in the Audit Committee meetings, as and when required. The Chairman of the Audit Committee was present at the last Annual General Meeting. The Committee met four times during the year on 30<sup>th</sup> May, 2019, 14<sup>th</sup> August, 2019, 14<sup>th</sup> November, 2019 and 14<sup>th</sup> February, 2020 and the attendance of members at the meetings was as follows:

Name of the Member	Status	Category	Number of Meetings attended
Mr. Vinumon K. Govindan	Chairperson	ID	4
Mr. Radhey Shyam	Member	ID	4
Mr. Ghanshyam Dass Singal	Member	MD	4

**b) Corporate Social Responsibility Committee**

The terms of reference of the Committee includes formulating and recommending to the Board a Corporate Social Responsibility (“CSR”) Policy indicating the activities to be undertaken by the Company as specified in the Companies Act, 2013, recommending the amount of expenditure to be incurred on such activities and monitoring the CSR Policy of the Company from time to time. The Committee also reviews periodically the progress of CSR projects / programs / activities undertaken by the Company.

As on 31<sup>st</sup> March, 2020, the Committee comprises of three Directors. The Committee met once on 14<sup>th</sup> February, 2020 and the attendance of members at the meeting was as follows:

Name of the Member	Status	Category	Number of Meetings attended
Mr. Radhey Shyam	Chairperson	ID	1
Mr. Vinumon K. Govindan	Member	ID	1
Mr. Ghanshyam Dass Singal	Member	MD	1

**c) Nomination and Remuneration Committee**

The terms of reference of the Committee are in accordance with the provisions of the Companies Act, 2013 and Listing Regulations. It discharges such other functions as may be delegated by the Board of Directors from time to time. The Remuneration Policy of the Company is available at Company’s website at <http://www.jpifcl.com/investors.html>

As on 31<sup>st</sup> March, 2020, the Committee comprised of three Directors. The Committee met one times during the year on 30<sup>th</sup> May, 2019 and the attendance of members at the meetings was as follows:

Name of the Member	Status	Category	Number of Meetings attended
Mr. Vinumon K. Govindan	Chairperson	ID	1
Mr. Radhey Shyam	Member	ID	1
Ms. Iti Goyal	Member	MD	1

**d) Stakeholders Relationship Committee**

The terms of reference of the Committee are in accordance with the provisions of Companies Act, 2013 and the Listing Regulations. It discharges such other functions as may be delegated by the Board of Directors from time to time. The role of the Stakeholders Relationship Committee, *inter-alia*, includes allotment of securities, issue of duplicate certificates, review and redressal of grievances of security holders of the Company including complaints related to transfer of shares, non-receipt of annual report and non-receipt of dividends, etc. in respect of the securities issued by the Company.

As on 31<sup>st</sup> March, 2020, the Committee comprises of three Directors. The Committee met one times during the year on 30<sup>th</sup> May, 2019 and the attendance of members at the meetings was as follows:

Name of the Member	Status	Category	Number of Meetings attended
Mr. Vinumon K. Govindan	Chairman	ID	1
Mr. Radhey Shyam	Member	ID	1
Mr. Ghanshyam Dass Singal	Member	MD	1

**Name and designation of Compliance Officer:** Ms. Nidhi Bhaskar, Company Secretary.

**6. Details of remuneration paid to Directors during the Financial Year 2019-20**

(a) No Remuneration was paid to Directors except sitting fees for attending the Board and Committee Meetings.

(b) The details of sitting fee paid to the Directors during the Financial Year 2019-20 are as follows:

S.No.	Name of the Director	Sitting Fees Paid (Rs.)
1.	Mr. Vinumon K. Govindan	18,000
2.	Mr. Radhey Shyam	18,000
3.	Mr. Ghanshyam Dass Singal	15,000
4.	Ms. Iti Goyal	7,500

(c) There was no other pecuniary relationship or transaction with the Directors, including Managing Director.

**7. Disclosures of relationships between directors interse**

No Director is related to any other Director on the Board in terms of the definition of 'relative' given under the Companies Act, 2013. All the Independent Directors on the Company's Board:

- Apart from receiving Director's remuneration, do not have any material pecuniary relationships or transactions with the Company, its promoters, its Directors, its Senior Management, its Subsidiaries and Associates, which may affect independence of the Directors.
- Are not related to promoters or persons occupying Management positions at the Board level or at one level below the Board.
- Have not been an executive of the Company in the immediately preceding three financial years.

**8. Details of Directors setting out skills/expertise/competence**

Details of Directors of the Company as on 31<sup>st</sup> March, 2020 pursuant to the provisions of sub-clause (h) of clause 2 of Part C of Schedule V of SEBI (Listing obligation and disclosure requirement) Regulations, 2015.

**A. Independent Directors**

Name	Radhey Shyam	Vinumon K Govindan	Suresh Chander Sharma
Category	Non-Executive-Independent Director	Non-Executive-Independent Director	Non-Executive-Independent Director
Education	Bachelor of Laws	Bachelor of Commerce	Bachelor Degree in Commerce (B.Com) and LLB
Core Competence	He has expertisation in Corporate Advisory Services in Legal and Taxation Matters Financial and Capital Market.	He has expertisation in Corporate Advisory Services in Accounts and Finance	Finance, Accounts and Taxation
Role in the Organization	Chairman of CSR Committee and overall look business affairs of the Company at Board Level.	Chairman of Audit, Nomination and Remuneration and Stakeholder Committee of the Board of Directors and provides valuable input in business decision at Board Level.	To act as guide for improving corporate credibility and governance standards functioning as a watchdog to ensure good governance.

**B. Non-Executive Directors and Managing Director**

Name	Iti Goyal	Prakash Matai	Ghanshyam Dass Singal
Category	Non-Executive Director	Non-Executive-Independent Director	Managing Director
Education	Associate Member of ICSI and Bachelor of Laws	B.Sc, M.B.A. and PGDM in Material Management	Chartered Accountant
Core Competence	Secretarial	Legal and Governance	Finance, Accounts and Taxation
Role in the Organization	Looking business and affairs of the Company at Board Level	To act as a guide for improving corporate credibility and governance standards functioning as a watchdog to ensure good governance.	Managing Director of the Company and responsible for giving strategic guidance and direction to the board to ensure that the Company achieves its financial vision, mission and long term goals.

**9. Performance Evaluation**

In pursuance of the provisions of the Companies Act, 2013 and the Listing Regulations, the evaluation of performance of the Board as a whole, Committees of the Board, individual Directors of the Company was carried out for the Financial Year 2019-20.

Evaluation of the Board was based on criteria such as composition and role of the Board, Board communication and relationships, functioning of Board Committees.

Evaluation of Committees was based on criteria such as adequate independence of each Committee, frequency of meetings and time allocated for discussions at meetings, functioning of Board Committees and effectiveness of its advice/recommendation to the Board, etc.

Evaluation of Directors was based on criteria such as participation and contribution in Board and Committee meetings, representation of shareholder interest and enhancing shareholder value, experience and expertise to provide feedback and guidance to top management on business strategy, governance, risk and understanding of the organization’s strategy, etc.

The outcome of the Board Evaluation for the financial year 2019-20 was discussed by the Nomination and Remuneration Committee and the Board at their respective meetings held in May 2020. The Board has received highest ratings on Board communication and relationships, functioning of Board Committees and legal and financial duties. The Board noted the actions taken in improving Board effectiveness based on feedback given in the previous year. Further, the Board also noted areas requiring more focus in the future, which include discussion on succession planning and updates to be provided on the recent trends on corporate governance scenario at a global level.

**10. Vigil Mechanism and Whistle Blower Policy**

The Company has a Whistle Blower Policy for establishing vigil mechanism for Directors, employees and other stakeholders to report concerns about unethical behavior, actual or suspected fraud or violation of the Company’s “Code of Conduct and Ethics”. The vigil mechanism under the Whistle Blower Policy provides adequate safeguard against victimization of the Directors and the employees who avail of the mechanism and also provides for direct access to Chairman of the Audit Committee in appropriate or exceptional cases. Whistle Blower Policy is available on the website of the Company at

[http://www.jpifcl.com/financial/WHISTLE\\_BLOWER\\_POLICY.pdf](http://www.jpifcl.com/financial/WHISTLE_BLOWER_POLICY.pdf)

**11. Related Party Transactions**

During the financial year 2019-20, all transactions entered into with related parties, as defined under the Companies Act, 2013 and Listing Regulations, were in the ordinary course of business and on an arm’s length basis. There were no materially significant transactions with related parties during the year that may have potential conflict with the interest of the Company at large. The Company has formulated a policy on dealing with related party transactions which can be accessed at the Company’s website at – <http://www.jpifcl.com/financial/Related-Party-Transactions.pdf>

**12. Shareholding of Directors as on 31<sup>st</sup> March, 2020**

Name	No of Equity Shares held
Mr. Vinumon K. Govindan	NIL
Mr. Radhey Shyam	12
Mr. Ghanshyam Dass Singal	NIL
Ms. Iiti Goyal	01

**13. General Body Meetings**

a) The last three AGM of the Company were held as under:

Financial Year	Date	Time	Location
2016-17	27th Sept.,2017	12.30 P.M.	Registered office of the Company at 19th K.M. Hapur-Bulandshahr Road, P.O. Gulaothi, Distt. Bulandshahr, U.P.
2017-18	27th Sept.,2018	12.30 P.M.	Registered office of the Company at 19th K.M. Hapur-Bulandshahr Road, P.O. Gulaothi, Distt. Bulandshahr, U.P.
2018-19	27th Sept.,2019	12.30 P.M.	Hotel Natraj, Kala Aam, Delhi Road, Civil Lines, Bulandshahr, Uttar Pradesh 203001

- b) The Company had taken shareholders' approval by way of special resolutions in the previous three AGM, as per the details given below:

Date of Annual General Meeting	Nature of approval
27 <sup>th</sup> September, 2017	Nil
27 <sup>th</sup> September, 2018	Adoption of revised Memorandum of Association as per the provisions of the Companies Act, 2013.
27 <sup>th</sup> September, 2019	Nil

- c) Shareholders' approval through postal ballot was not sought for any matter during the financial year 2019-20.

#### 14. Disclosures

- a) No penalties or strictures have been imposed on the Company by stock exchanges or Securities and Exchange Board of India or any other statutory authority in any matter related to capital markets during the last three years, for non-compliance by the Company.
- b) Your Company is fully compliant with the Corporate Governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the Listing Regulations, as applicable and compliance reports on Corporate Governance in the requisite formats signed by the Compliance Officer, have been submitted to the concerned stock exchanges.
- c) The Company has formulated a "Policy for determining Material Subsidiaries" which has been uploaded on the website of the Company at the weblink – <http://www.jpifcl.com/financial/Material%20Subsidiary.pdf>
- d) The details of familiarization programmes imparted to Independent Directors are available on the website of the Company and can be accessed at the weblink – <http://www.jpifcl.com/financial/Familiarization-Programme.pdf>
- e) The Company has complied with the mandatory requirements relating to Corporate Governance as prescribed in the Listing Regulations.
- f) During the year, no complaint was filed with the Company under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. No Complaint was outstanding as on 31st March, 2020 for redressal.
- g) Certificate from Company Secretary in practice, certifying that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as director of the companies is attached as **Annexure "A"**.
- h) The Company did not raise any funds through preferential allotment or QIB during the year under review.
- i) During the FY 2019-20, an amount aggregating to Rs. 17,280 was paid to M/s APT and Co., LLP., Statutory Auditors for all services availed by the Company and its Subsidiary including step down subsidiary. Further an amount of Rs. 1,72,290 was paid to M/s UBS and Co., erstwhile Statutory Auditors for all services availed by the Company and its Subsidiary including step down subsidiary.
- j) Policy & Code as per SEBI (Insider Trading Regulations), 2015  
In accordance with SEBI (Prohibition of Insider Trading) Regulations 2015, the Company has formulated and approved (i) an Insider Trading Code to regulate dealing in the securities of the Company by designated persons in compliance with the regulations, and (ii) a Policy for fair disclosure of Unpublished Price Sensitive Information.  
Ms. Nidhi Bhaskar, Company Secretary of the Company is Compliance Officer for the purposes of Insider Trading Code. The Code and Policy can be assessed at the website of the Company viz. <http://www.jpifcl.com/investors.html>.
- k) It is hereby confirmed that in the opinion of the Board, the independent Director fulfill the conditions specified in SEBI (Listing Obligations and Disclosure Requirement), Regulation, 2015 and are Independent to the Management.
- l) During the under review the company has not adopted the discretionary requirement as provided in part E of Schedule -II of listing regulations.

#### 15. Means of Communication

- a) The Company regularly interacts with the shareholders through multiple channels of communication such as publication of results on quarterly, half-yearly and annual basis in the main editions of national and vernacular dailies (such as financial express, jansatta), Annual Report, e-mails and the Company's website.
- b) The quarterly results, shareholding pattern, corporate governance reports, intimation of Board meetings, etc. are filed with the stock exchanges through NSE Electronic Application Processing System (NEAPS) and BSE Listing Centre.
- c) The results are simultaneously posted on the website of the Company at <http://www.jpifcl.com>. The investors can also find on this website the Annual Reports, Quarterly Results, various policies of the Company, details of unpaid



dividend, composition of various committees of the Board, terms and conditions for appointment of independent directors, details of various services being provided to investors.

d) Management Discussion and Analysis Report forms part of the Board's Report.

**16. Code of Conduct and Ethics**

The Company had adopted Code of Conduct and Ethics which is available on the website of the Company (<http://www.jpifcl.com>). The object of the Code is to conduct the Company's business ethically and with responsibility, integrity, fairness, transparency and honesty.

This Code sets out a broad policy for one's conduct in dealing with the Company, fellow directors and employees and with the external environment in which the Company operates.

The declaration given by Managing Director of the Company affirming compliance of the Code of Conduct and Ethics by the Board Members and Senior Management Personnel of the Company during the Financial Year 2019-20 is enclosed to this Corporate Governance Report as Annexure - A.

**17. General Shareholders' Information**

**a) Annual General Meeting**

**Day, Date and Time:** Tuesday, 29<sup>th</sup> September, 2020 at 3.30 PM.

**Venue:** The AGM is being Conducted through VC/OAVM and hence venue is not required.

**b) Financial Year:** April to March

**c) Tentative Financial Calendar**

Event	Timeline
First Quarter Results	Second week of 2 <sup>nd</sup> September, 2020 (Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/140 dt. 29 <sup>th</sup> July, 2020)
Half Yearly Results	Second week of November, 2020
Third Quarter Results	Second week of February, 2021
Audited Annual Results (Financial Year 2020-21)	Last week of May 2021

**d) Book Closure**

The register of members and share transfer books of the Company shall remain closed from **Friday, 25<sup>th</sup> September, 2020 to Tuesday, 29<sup>th</sup> September, 2020** (both days inclusive).

**e) Listing on Stock Exchanges and Stock codes**

The names and addresses of the stock exchanges at which the equity shares of the Company are listed and the respective stock codes are as under:

S.No.	Name of the Stock Exchange	Stock Code
1.	<b>BSE Limited (BSE)</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001	536773
2.	<b>National Stock Exchange of India Limited (NSE)</b> Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051	JPOLYINVST

The Company has paid annual listing fees for the Financial Year 2020-21 to BSE and NSE.



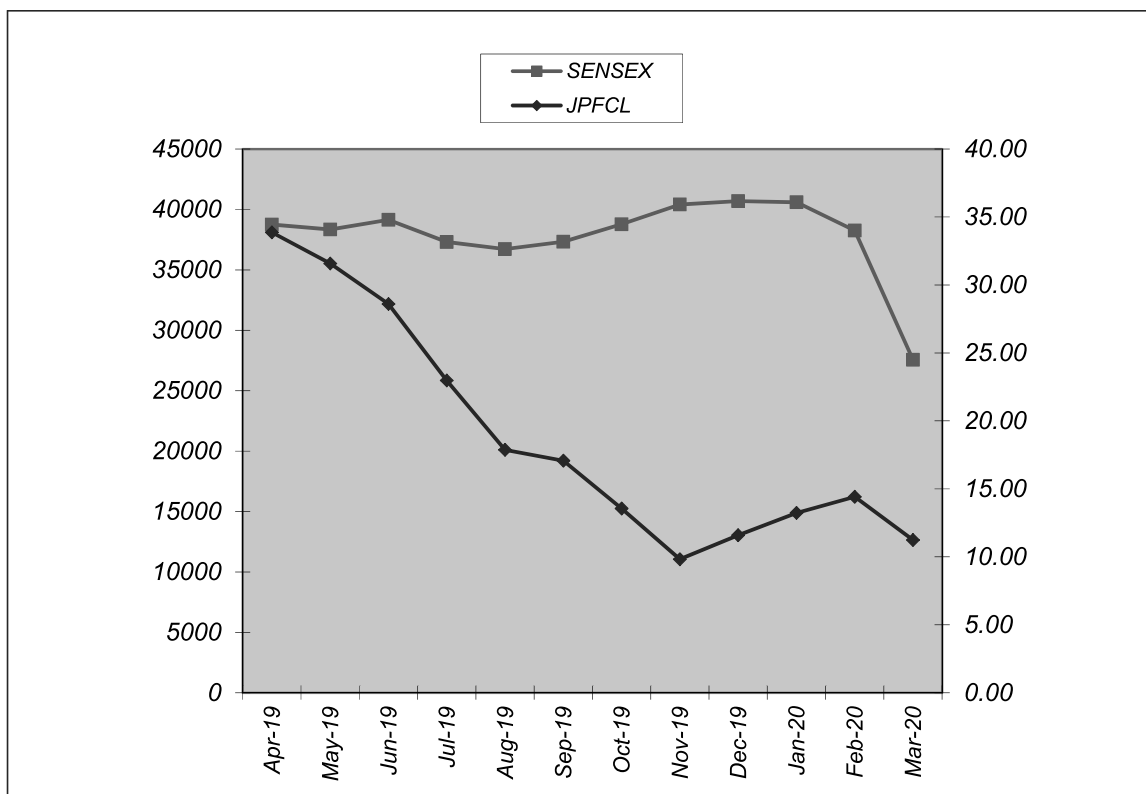
**f) Market Price Data**

High and low of market prices of the Company's equity shares traded on BSE and NSE during the financial year 2019-20 were as follows:

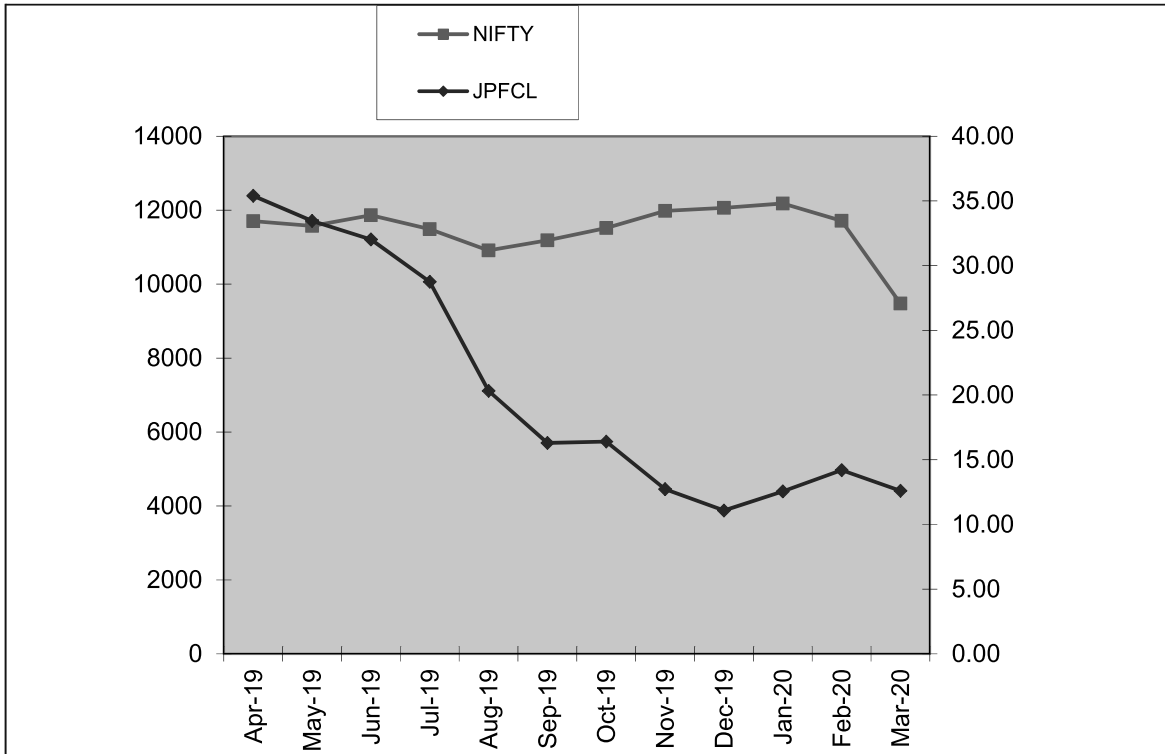
(Amount in Rs.)

Months	BSE		NSE	
	High	Low	High	Low
Apr.19	35.75	32.00	38.50	32.30
May.19	34.50	28.65	35.85	31.05
Jun.19	33.30	23.90	34.70	29.35
Jul.19	25.50	20.45	34.00	23.50
Aug.19	19.45	16.30	25.45	15.20
Sep.19	18.75	15.40	18.90	13.70
Oct.19	17.00	10.10	17.90	14.90
Nov.19	11.18	8.46	14.95	10.50
Dec.19	12.92	10.26	12.10	10.05
Jan.20	14.35	12.12	14.95	10.15
Feb.20	15.52	13.32	15.50	12.90
Mar.20	12.66	9.81	14.45	10.75

**g) Company's Share Price Movement V/S BSE SENSEX**



**h) Company's Share Price Movement V/S NSE NIFTY**



**i) Registrar & Transfer Agents and Share Transfer**

KFin Technologies Private Limited  
 Karvy Selenium Tower B, Plot number 31 & 32  
 Financial District, Nanakramguda, Serilingampally Mandal  
 Hyderabad- 500032, India, Ph.: +91 040 6716 1517  
**E-mail:** [suresh.d@karvy.com](mailto:suresh.d@karvy.com), **Website:** [www.karvycomputershare.com](http://www.karvycomputershare.com)

**j) Share Transfer System:**

With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on 8th June, 2018 to permit transfer of listed securities only in the dematerialized form with a depository w.e.f. 31st March, 2019. In view of the above the Share Transfer in Physical form has discontinued w.e.f 31<sup>st</sup> March, 2019.

**k) Address for Correspondence:**

Ms. Nidhi Bhaskar, Company Secretary  
 Plot No. 12, Sector B-1, Vasant Kunj, Local Shopping Complex New Delhi –110070.  
 Tel : 91-11-40322100  
 e-mail: [cs\\_jpifcl@jindalgroup.com](mailto:cs_jpifcl@jindalgroup.com), Website.: <http://www.jpifcl.com/>

**l) Dematerialisation of Shares and Liquidity**

As on 31<sup>st</sup> March, 2020, 1,04,39,656 Equity shares (99.32 % of the total number of shares) are in dematerialized form. The Company's shares are compulsorily traded in dematerialized mode.

**m) CEO/CFO Certification**

In compliance of SEBI (LODR) Regulations, 2015, CEO/CFO certificate duly signed by Managing Director and CFO of the Company certifying that these statements present true and fair view of the Company and do not contain any untrue statement, is attached as Annexure "C"

**n) Auditor's Certificate on Corporate Governance**

As stipulated in regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") the auditor's certificate regarding compliance of conditions of corporate governance is attached as Annexure "D"

**o) Distribution Schedule of Shareholding as on 31<sup>st</sup> March, 2020.**

S. No.	Category	No. of Shareholders	Percentage to total	Number of Share	Percentage to total
1	1-5000	18,565	96.692708	8,00,476	7.61493
2	5001- 10000	299	1.557292	2,39,252	2.276005
3	10001- 20000	164	0.854167	2,43,536	2.316758
4	20001- 30000	61	0.317708	1,57,502	1.498317
5	30001- 40000	29	0.151042	1,02,751	0.97747
6	40001- 50000	19	0.098958	89,221	0.84876
7	50001- 100000	32	0.166667	2,26,329	2.153068
8	100001& Above	31	0.161458	86,52,862	82.314692
	Total	19,200	100.00	1,05,11,929	100.00

**p) Shareholding Pattern 31<sup>st</sup> March, 2020**

S.No.	Description	Total Shares	% Equity
1	TRUSTS	33	0.00
2	RESIDENT INDIVIDUALS	2159701	20.55
3	PROMOTERS	2000	0.02
4	NON RESIDENT INDIANS	58677	0.56
5	PROMOTERS BODIES CORPORATE	7516387	71.50
6	CLEARING MEMBERS	1203	0.01
7	INDIAN FINANCIAL INSTITUTIONS	175000	1.66
8	BANKS	13576	0.13
9	QUALIFIED INSTITUTIONAL BUYER	46070	0.44
10	NON RESIDENT INDIAN NON REPATRIABLE	13545	0.13
11	BODIES CORPORATES	92457	0.88
12	H U F	106980	1.02
13	TRUSTS	326300	3.10
	<b>Total:</b>	<b>10511929</b>	<b>100.00</b>

For and on behalf of Board of Directors

Place : New Delhi  
Date : 2<sup>nd</sup> September, 2020

Ghanshyam Dass Singal  
(Managing Director)  
DIN: 00708019

Vinumon K. Govindan  
(Director)  
DIN: 007558990

**Annexure “A”****CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

*(pursuant to Regulation 34(3) and sub clause (i) of clause (10) of Para C of Schedule V of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended)*

I, Pragnya Parimita Pradhan, proprietor of Pragnya Pradhan & Associates, Practicing Company Secretaries, have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s JINDAL POLY INVESTMENT AND FINANCE COMPANY LIMITED, 19th K M Hapur Bulandshahr Road, P.O.: Gulaothi, Dist. Bulandshahr, UP- 245408 (hereinafter referred to as ‘the Company’), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with clause 10(i) of Para-C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

In my opinion and to the best of my information and according to the verifications [including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)] as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended 31<sup>st</sup> March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other Statutory Authority.

<b>DIN/DPIN/PAN</b>	<b>Full Name</b>	<b>Designation</b>	<b>Date of Appointment</b>
00649458	RADHEY SHYAM	Director	30/05/2018
00708019	GHANSHYAM DASS SINGAL	Managing Director	01/08/2014
07558990	VINUMON KIZHAKKEVEETIL GOVINDAN	Director	22/08/2016
07983845	ITI GOYAL	Director	14/11/2017

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Thanking you,

**For Pragnya Pradhan & Associates**

Place: New Delhi  
Date: 10-08-2020

**Pragnya Parimita Pradhan**  
**(Company Secretary)**  
Membership No: 32778  
CP No: 12030  
UDIN: A032778B000565167

**CERTIFICATE OF CODE OF CONDUCT**

To,  
Board of Directors  
Jindal Poly Investment and Finance Company Limited

This is to confirm that the Company

- 1) Has adopted a code of Conduct for its Board Members and Senior Management
- 2) That in respect of the financial year ended 31<sup>st</sup> March, 2020, Company has received declaration of Compliance of Code of Conduct from the Senior Management and Board of Directors

That code of conduct is available at the website of [www.jpifcl.com](http://www.jpifcl.com)

**Place : New Delhi**  
**Date : 30<sup>th</sup> June, 2020**

**Ghanshyam Dass Singal**  
**Managing Director**

**CEO/CFO CERTIFICATION**

- A. We have reviewed financial statements and the cash flow statement for the year ended 31<sup>st</sup> March, 2020 and that to the best of our knowledge and belief:
- (1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity 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
1. Significant changes in internal control over financial reporting during the year;
  2. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  3. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

**Place : New Delhi**  
**Date : 30<sup>th</sup> June, 2020**

**Ghanshyam Dass Singal**  
**Managing Director**

**Anuj Kumar**  
**Chief Financial Officer**

**Compliance Certificate on Corporate Governance**

To  
The Members of  
Jindal Poly Investment and Finance Company Ltd.

We have examined the compliance of conditions of corporate governance by **JINDAL POLY INVESTMENT AND FINANCE COMPANY LIMITED**, for the year ended 31st March, 2020, stipulated in regulation 17 to 27 and clause (b) to (i) of regulation 46 (2) and para C,D and E of schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015 ('Listing Regulations').

The compliances of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations, as applicable.

We further state that 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 APT & CO LLP**  
**Chartered Accountants**  
**Firm no. 014621C/N500088**

**PLACE: Gurugram**  
**DATE: 01st August, 2020**

**(CA SANJEEV AGGARWAL)**  
**Partner**  
**M. No. 501114**  
**UDIN: 20501114AAAAMK8054**

**INDEPENDENT AUDITORS' REPORT**

**To the Members of  
JINDAL POLY INVESTMENT AND FINANCE COMPANY LIMITED**

**Report on the Standalone Financial Statements**

**Opinion**

We have audited the accompanying Standalone financial statements of **JINDAL POLY INVESTMENT AND FINANCE COMPANY LIMITED**, which comprises the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including other comprehensive Income), the statement of cash flows and Statement of changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and profit/loss, and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Emphasis of Matter**

We draw attention to Note 30 to the Standalone Financial Statements in which the Company describes the uncertainties arising from the COVID-19 pandemic.

Our report is not modified in respect of this matter

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone financial statements for the financial year ended March 31, 2020. These matters were addressed in the context of our audit of the standalone financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context

We have determined the matter described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the auditor's responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risk of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below provide the basis for the audit opinion on the accompanying standalone financial statements.

Key audit matters	How our audit addressed the key audit matter
<p>Where impairment indicators have been identified, the quantification of impairment in the carrying value of investments is considered to be a risk area due to the judgmental nature of key assumptions. The estimated recoverable amount is subjective due to the inherent uncertainty involved in forecasting and discounting future cash flows. (Refer Note 3 to the Standalone Financial Statements)</p>	<p>We performed the following audit procedures:</p> <ul style="list-style-type: none"> <li>• Comparing the assumptions to externally derived data in relation to key inputs such as long-term growth rates and discount rates.</li> <li>• Assessing the appropriateness of the forecast cash flows within the budgeted period based on our understanding of the business.</li> <li>• Considering historical forecasting accuracy, by comparing previously forecasted cash flows to actual results achieved.</li> <li>• Involving our fair valuation experts to challenge the management's underlying assumptions for terminal growth rate and weighted average cost of capital and the appropriateness of the valuation model used.</li> <li>• Performing sensitivity analysis in relation to the key assumptions.</li> </ul>



**Information other than the Financial Statements and Auditor's Report thereon**

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report (including annexures thereto), Business Responsibility Statement and Management discussion and analysis (MD&A) (collectively referred to as "other information"), but does not include the standalone financial statements and our auditor's report thereon.
- Our opinion on the standalone financial statements does not cover the other information, and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Responsibility of Management for the Standalone Financial Statement**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process

**Auditor's Responsibility for the Audit of the Standalone Financial Statement.**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes 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 those books.
  - c) the Balance Sheet and the Statement of Profit and Loss including the statement of Other Comprehensive Income, the Cash Flow Statement and Statement of changes in Equity dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015 as amended.
  - e) On the basis of written representations received from the directors as on 31 March, 2020, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2020, from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in '**Annexure B**' to this report.
  - g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit & Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - (i) *There is no pending litigation against the Company except as follows: - IFCI has filed an application with Debt Recovery Tribunal – I, Delhi for recovery of outstanding dues of Rs. 271.84 crores from Jindal India Powertech Limited, whereas Jindal Poly Investment & Finance Company Limited (the Company) is defendant number 2 as mentioned in Note no. 23 to Financial Statements.*
    - (ii) The Company did not have any long-term contracts including derivatives contracts, for which there were any material foreseeable losses.
    - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

FOR APT & CO. LLP  
Chartered Accountants  
Firm Reg. No. 014621C/N500088

(SANJEEV AGGARWAL)  
PARTNER

Membership No. 501114  
UDIN: 20501114AAAANKB8345

Place : New Delhi  
Dated : 30.06.2020

**“ANNEXURE A” TO THE INDEPENDENT AUDITORS’ REPORT****Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the standalone financial statements of the Company for the year ended March 31, 2020:**

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

- (i) The Company has no fixed assets, hence, the provisions of clauses 3(ia), (b) & (c) of the order are not applicable to the Company.
- (ii) According to the information and explanations given to us, the Company is Core Investment Company, and its activities do not require it to hold any inventories and hence reporting under clause (ii) of the Order is not applicable.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- (v) As per explanations and information given to us, the Company has not accepted or renewed deposits from public during the year hence the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act 2013 and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- (vi) Having regard to the nature of the Company’s business / activities, reporting under clause (vi) of the Order is not applicable.
- (vii) According to the information and explanations given to us, in respect of statutory dues and other dues.
  - a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues, including provident fund, Income Tax, GST, cess and other material statutory dues applicable to it and there are no arrears as on 31, March 2020 for period of more than six months from the date they became payable.
  - b) According to the information and explanation given to us, there are no disputed statutory dues, which have not been deposited.
- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- (ix) Based upon the audit procedures performed and the information and explanations given by the management, the Company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans during the year or in recent past. Accordingly, the provisions of clause 3 (ix) of the Order has not been commented upon.
- (x) According to the information and explanation given to us, no fraud by the Company or on the company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- (xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Standalone Financial Statements as required by the applicable accounting standards.
- (xiv) Based upon the audit procedures performed and the information and explanations given by the management, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- (xv) Based upon the audit procedures performed and the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.

(xvi) The Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause (xvi) of the Order are not applicable to the Company and hence not commented upon.

FOR APT & CO. LLP  
Chartered Accountants  
Firm Reg. No. 014621C/N500088

(SANJEEV AGGARWAL)  
PARTNER  
Membership No. 501114  
UDIN: 20501114AAAAB8345

Place : New Delhi  
Dated : 30.06.2020

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**“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF JINDAL POLY INVESTMENT AND FINANCE COMPANY LIMITED**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of Jindal Poly Investment and Finance Company Limited (“the Company”) as of March 31, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls Over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts

and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR APT & CO. LLP  
Chartered Accountants  
Firm Reg. No. 014621C/N500088

(SANJEEV AGGARWAL)  
PARTNER  
Membership No. 501114  
UDIN: 20501114AAAAKB8345

Place : New Delhi  
Dated : 30.06.2020

**JINDAL POLY INVESTMENT AND FINANCE COMPANY LIMITED**

CIN: L65923UP2012PLC051433

**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2020**

(Rs. In Lakhs)

Particulars	Notes	As at 31st March, 2020	As at 31st March, 2019
<b>ASSETS</b>			
<b>(1) Financial Assets</b>			
(a) Cash and cash equivalents	2	21.94	0.45
(b) Investments	3	1,688.49	9,629.63
(c) Other Financial assets			
a. Other recoverable	4	210.89	0.89
<b>(2) Non-Financial Assets</b>			
Deferred tax assets (net)	5	331.58	331.58
<b>Total Assets</b>		<b>2,252.90</b>	<b>9,962.55</b>
<b>LIABILITIES AND EQUITY</b>			
<b>LIABILITIES</b>			
<b>(1) Financial Liabilities</b>			
(a) Payables			
(l) Trade payables			
(i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than microenterprises and small enterprises	6	-	3.14
(b) Others financial liabilities	7	3.44	5.63
(c) Other current liabilities	8	0.14	0.16
<b>(2) Non-Financial Liabilities</b>			
(a) Provisions (Gratuity)	9	0.05	0.13
<b>(3) EQUITY</b>			
(a) Equity share capital	10	1,051.19	1,051.19
(b) Other equity		1,198.09	8,902.30
<b>Total Liabilities and Equity</b>		<b>2,252.90</b>	<b>9,962.55</b>
<b>Summary of Significant Accounting Policies</b>	1		
<b>Other Notes on Financial Statement</b>	17-34		

As per our report of even date attached

For APT & CO LLP  
Chartered Accountants  
Firm Registration No.: 014621C/N500088

(Sanjeev Agarwal)  
Partner  
Membership No. 501114

Place: New Delhi  
Date : 30/06/2020

For and on behalf of the Board of Directors

(Ghanshyam Dass Singal)  
Managing Director  
DIN-00708019

(Nidhi Bhaskar)  
Company Secretary  
Membership No.- A48649

(Vinumon K.G)  
Director  
DIN-07558990

(Anuj Kumar)  
Chief Financial Officer

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2020

(Rs. in Lakh except EPS)

	Note	For Year Ended 31 <sup>st</sup> March, 2020	For Year Ended 31 <sup>st</sup> March, 2019
<b>(i) REVENUE</b>			
Revenue from operations			
Other Income	11	2.15	2.63
<b>Total revenue (i)</b>		<b>2.15</b>	<b>2.63</b>
<b>(ii) EXPENSES</b>			
Net loss on fair value changes	12	286.87	167.72
Impairment on financial instruments	13	7,382.14	-
Employee Benefits Expenses	14	13.84	34.41
Others expenses	15	23.85	26.15
<b>Total Expenses (ii)</b>		<b>7,706.70</b>	<b>228.28</b>
<b>(iii) Profit / (loss) before exceptional items and tax (i-ii)</b>		<b>(7,704.55)</b>	<b>(225.65)</b>
<b>(iv) Exceptional items</b>		<b>-</b>	<b>(39,160.15)</b>
<b>(v) Profit/(loss) before tax (iii+iv)</b>		<b>(7,704.55)</b>	<b>(39,385.80)</b>
<b>(vi) Tax Expense:</b>			
- Current Tax		-	-
<b>(vii) Profit/(loss) for the year (v-vi)</b>		<b>(7,704.55)</b>	<b>(39,385.80)</b>
<b>(viii) Other Comprehensive Income</b>			
(A) (i) Items that will not be reclassified to profit or loss		0.34	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
<b>Subtotal (A)</b>		<b>0.34</b>	<b>-</b>
(B) (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
<b>Subtotal (B)</b>		<b>-</b>	<b>-</b>
<b>Other Comprehensive Income (A + B)</b>		<b>0.34</b>	<b>-</b>
<b>Total Comprehensive Loss for the year (vii+viii)</b>		<b>(7,704.21)</b>	<b>(39,385.80)</b>
<b>(ix) Earnings per equity share (face value of Rs.10/- each)</b>	16		
Basic (in Rs.)		(73.29)	(374.68)
Diluted (in Rs.)		(73.29)	(374.68)
<b>Summary of Significant Accounting Policies</b>	1		
<b>Other Notes on Financial Statement</b>	17-34		

As per our report of even date attached

For APT & CO LLP  
Chartered Accountants  
Firm Registration No.: 014621C/N500088

(Sanjeev Agarwal)  
Partner  
Membership No. 501114

Place: New Delhi  
Date : 30/06/2020

For and on behalf of the Board of Directors

(Ghanshyam Dass Singal)  
Managing Director  
DIN-00708019

(Nidhi Bhaskar)  
Company Secretary  
Membership No.- A48649

(Vinumon K.G)  
Director  
DIN-07558990

(Anuj Kumar)  
Chief Financial Officer



**STATEMENT OF CHANGES OF IN EQUITY FOR THE YEAR ENDED MARCH 31, 2020**

**(a) Equity share capital and reconciliation of number of share outstanding at the beginning and end of the year:**

Name of Shareholder	As at March 31 2020		As at March 31 2019	
	No. of Shares	Amount (in Lakhs)	No. of Shares	Amount (in Lakhs)
Balance as at the beginning of the year	10,511,929	1,051.19	10,511,929	1,051.19
Add: Issued during the year	-	-	-	-
Balance as at the end of the year	10,511,929	1,051.19	10,511,929	1,051.19

**(b) Other Equity**

(Rs. In Lakhs)

Particulars	Reserve & Surplus		Total
	General Reserve	Retained Earnings	
<b>Balance at the beginning of the reporting period 1st April, 2018</b>	60,549.27	(12,261.17)	48,288.10
Profit/(Loss) for the year	-	(39,385.80)	(39,385.80)
Other comprehensive income for the year	-	-	-
<b>Balance as at 31st March, 2019</b>	60,549.27	(51,646.97)	8,902.30
Profit/(Loss) for the year	-	(7,704.55)	(7,704.55)
Other comprehensive income for the year	-	0.34	0.34
<b>Balance as at 31st March, 2020</b>	60,549.27	(59,351.18)	1,198.09

As per our report of even date attached

For APT & CO LLP  
Chartered Accountants  
Firm Registration No.: 014621C/N500088

(Sanjeev Agarwal)  
Partner  
Membership No. 501114

Place: New Delhi  
Date : 30/06/2020

For and on behalf of the Board of Directors

(Ghanshyam Dass Singal)  
Managing Director  
DIN-00708019

(Nidhi Bhaskar)  
Company Secretary  
Membership No.- A48649

(Vinumon K.G)  
Director  
DIN-07558990

(Anuj Kumar)  
Chief Financial Officer

**STATEMENT OF CASH FLOW FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2020**

(Rs. In Lakhs)

Particulars	Year Ended 31 <sup>st</sup> March, 2020	Year Ended 31 <sup>st</sup> March, 2019
<b>A. Cash Inflow/(Outflow) From Operating Activities</b>		
Net loss before tax and exceptional item	(7,704.55)	(225.65)
<b>Adjustments for:</b>		
(Profit) / Loss on sale of Investment (net)	(2.15)	(1.45)
Fair Value Adjustments on Financial Assets (net)	286.87	167.72
Impairment on financial assets	7,382.14	-
<b>Operating Profit before Working Capital Changes</b>	<b>(37.71)</b>	<b>(59.38)</b>
<b>Adjustments for :</b>		
Loans and other financial assets	(210.00)	(0.88)
Trade and Other Payables	(5.00)	0.38
Provisions	(0.08)	(1.90)
<b>Cash generated from / (used in) Operations</b>	<b>(252.79)</b>	<b>(61.78)</b>
Direct Tax Paid	-	-
<b>Net cash generated/ (used in) from Operating Activities</b>	<b>(252.79)</b>	<b>(61.78)</b>
<b>B. Cash Inflow/(Outflow) From Investing Activities</b>		
Proceeds from sale of investments designated at FVTPL	274.28	58.00
<b>Net Cash generated/ (used in) investing activities</b>	<b>274.28</b>	<b>58.00</b>
<b>C. Cash Inflow/(Outflow) From Financing Activities</b>		
Finance Cost	-	-
<b>Net Cash generated/ (used in) From Financing Activities</b>	<b>-</b>	<b>-</b>
<b>Net Increase/(Decrease) In Cash And Cash Equivalents (A+B+C)</b>	<b>21.49</b>	<b>(3.78)</b>
<b>Opening Balance of Cash and Cash Equivalents</b>	<b>0.45</b>	<b>4.23</b>
<b>Closing Balance of Cash and Cash Equivalents</b>	<b>21.94</b>	<b>0.45</b>
<b>Cash &amp; Cash Equivalents Comprise</b>		
Cash on Hand	-	0.05
Balance with Scheduled Banks in Current Accounts	21.94	0.39
	<b>21.94</b>	<b>0.45</b>

**Notes**

- (i) Figures in bracket represent outflows.
- (ii) The above Statement of Cash Flow has been prepared under the "Indirect Method" as set out in Indian Accounting Standard 7 on "Statement of Cash Flow"

As per our report of even date annexed hereto

**For APT & CO LLP**  
**Chartered Accountants**  
 Firm Registration No.: 014621C/N500088

(Sanjeev Agarwal)  
 Partner  
 Membership No. 501114

Place: New Delhi  
 Date : 30/06/2020

**For and on behalf of the Board of Directors**

(Ghanshyam Dass Singal)  
 Managing Director  
 DIN-00708019

(Nidhi Bhaskar)  
 Company Secretary  
 Membership No.- A48649

(Vinumon K.G)  
 Director  
 DIN-07558990

(Anuj Kumar)  
 Chief Financial Officer

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

**NOTE NO. 1**

**1(A) Corporate Information**

Jindal Poly Investment and Finance Company Limited is a company limited by shares, incorporated and domiciled in India & the equity shares of the company are listed on Indian Stock Exchanges (National Stock Exchange & Bombay Stock Exchange).

The Company is engaged in the business of investment and holding investment mainly in its group Companies.

**1(B) Statement on Significant Accounting Policies**

**1.1 Basis of Preparation and Measurement**

**Statement of Compliance**

The standalone financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and as amended time to time.

These standalone financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements.

These financial statements were authorised for issue by the Board of Directors on their meeting held on June 30, 2020.

**Historical Cost Conventions and Fair Value**

These financial statements have been prepared on a historical cost basis, except for some assets and liabilities which have been measured at fair value, as specifically disclosed.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

**Reporting Presentation Currency**

All amounts in the standalone financial statements and notes thereon have been presented in Indian Rupees (INR) (reporting and primarily functional currency of the company) and rounded off to the nearest Lacs with two decimals, unless otherwise stated.

- 1.2 All assets and liabilities are classified as Financial & Non financial as per the Company's normal operating cycle and other criteria set out in the Division III of Schedule III to the Companies Act, 2013 and Ind-AS 1 notified under the Companies (Indian Accounting Standards) Rules, 2015 and as amended time to time. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, twelve months has been considered by the Company for the purpose of current/ non-current classification of assets and liabilities. However certain liabilities such as trade payables and some accruals for employee and other operating costs are part of the working capital used in the Company's normal operating cycle, accordingly classified as current liabilities even if they are due to be settled more than twelve months after the reporting period.

**1.3 Accounting Estimates & Judgements and key sources of estimation uncertainty**

Due to the nature of the Company's operations, critical accounting estimates and judgements principally relate to the:

- Tangible fixed assets (estimate useful life);
- Intangible fixed assets (estimate useful life)
- Impairment testing (if and when applicable)
- Provision inventories (obsolescence / lower net realizable value)
- Provision for doubtful debts

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

- Provision for employees' post-employment benefits (actuarial assumptions)

In preparing the financial statements in conformity with the accounting principles generally accepted in India, management is required to make estimates and assumptions that affect reported amounts of assets and liabilities and the disclosure of contingent liabilities as at the date of the financial statements and the amounts of revenue and expenses during the reported period. Actual results could differ from those estimates. Any revision to such estimates is recognised in the period in which the same is determined.

Furthermore, the management believe that the net carrying amount of trade receivables is recoverable based on their past experience in the market and their assessment of the credit worthiness of debtors at 31st March 2020. Such estimates are inherently imprecise and there may be additional information about one or more debtors that the management are not aware of, which could significantly affect their estimations.

The provisions for defined benefit plans have been calculated by actuarial expert. The basic assumptions are related to the mortality, discount rate and expected developments with regards to the salaries. Management believes that the mortality tables used are general acceptable mortality tables in the countries involved. The discount rate have been determined by reference to market yields at the end of the reporting period based on the expected duration of the obligation. The future salary increases have been estimated by using the expected inflation plus an additional mark-up based on historical experience and management expectations.

### 1.4 Investments and other financial assets

Financial assets are initially measured on trade date at fair value, plus transaction costs. All recognised financial assets are subsequently measured in their entirety at either amortized cost or at fair value.

- Classification:** The Investments and other financial assets has been classified as per Company's business model for managing the financial assets and the contractual terms of the cash flows.
  - Measurement:** For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.
- (b.1) Debt Instruments:** Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company's classifies its debt instruments:

**Amortised Cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in profit and loss using the effective interest rate method.

#### **Fair value through other comprehensive income (FVOCI):**

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in profit and loss using the effective interest rate method.

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

**Fair value through profit or loss:**

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises.

**(b.2) Equity instruments:** The Company subsequently measures all equity investments at FVTPL or FVTOCI. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss when the Company's right to receive payments is established.

**(b.3) Trade Receivables:** Trade receivables are amounts due from customers for goods sold in the ordinary course of business. If collection is expected to be collected within a period of 12 months or less from the reporting date, they are classified as current assets otherwise as non-current assets.

Trade receivables are measured at their transaction price unless it contains a significant financing component. Loss allowance for expected life time credit loss is recognized on initial recognition.

**(c) Offsetting financial instruments:** Financial assets and liabilities are being offset and the net amount reported in the Financial Statements when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

**1.5 Financial Liabilities**

**Initial recognition and measurement :** Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss. In case of trade payables, they are initially recognised at fair value and subsequently, these liabilities are held at amortised cost, using the effective interest rate method.

**Subsequent measurement :** Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

**Derecognition:** A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

**1.6 Cash and Cash Equivalents**

Cash and cash equivalents comprise cash at bank and in hand, short-term deposits and highly liquid investments with an original maturity of three months or less which are readily convertible in cash and subject to insignificant risk of change in value.

For the purposes of the Statement of Cash Flow, cash and cash equivalents is as defined above, net of outstanding bank overdrafts. In the balance sheet, bank overdrafts are shown within borrowings in current liabilities.

**1.7 Provisions.** Provisions are recognised when the company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Provisions in the nature of long term are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

### 1.8 Employee Benefits

#### (i) Short Term Employee Benefits

All employee benefits payable within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages etc. and the expected cost of bonus, exgratia, incentives are recognized in the period during which the employee renders the related service.

#### (ii) Post-Employment Benefits

##### (a) Defined Contribution Plans

State Government Provident Fund Scheme is a defined contribution plan. The contribution paid/payable under the scheme is recognized in the profit & loss account during the period during which the employee renders the related service.

(b) Defined Benefit Plans: The employee Gratuity Fund Scheme managed by a trust is a defined benefit plan. The present value of obligation under such defined benefit plan is determined based on actuarial valuation under the projected unit credit method which recognizes each period of service as giving rise to additional unit of employees benefits entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans is based on the market yields on government securities as at balance sheet date, having maturity periods approximated to the returns of related obligations. In case of funded plans the fair value of the planned assets is reduced from the gross obligation under the defined benefit plans to recognize the obligation on net basis.

(c) The obligation for leave encashment is provided for and paid on yearly basis.

(d) Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to the statement of profit and loss.

### 1.9 Revenue Recognition

#### 1.9.1. Other Income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Company has elected to present gains or losses arising from fair value adjustments of financial instruments, gains or losses on disposal of property, plant and equipment, gain or losses from disposal/redemption of investments, amortisation of deferred government grants and regular foreign currency transactions/translations as a separate line item "other gains/(losses) - net" on the face of the statement of profit and loss as permitted in para 85 of Ind AS 1.

### 1.10 Income Taxes

The income tax expense is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantially enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantially enacted at the balance sheet date. Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

- 1.11 Earnings Per Share:** Earnings per share is calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.
- 1.12 Cash Flow Statement:** Cash Flows are reported using the Indirect Method, whereby profit/ (loss) before tax is adjusted for the effects of transaction of non-cash nature and deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the company are segregated based on the available information.
- 1.13 Contingent Liability:** Contingent Liabilities, if material, are disclosed by way of notes.
- 1.14 Other accounting policies are in accordance with generally accepted accounting principles.

	<b>As at</b>	<b>(Rs. In Lakhs)</b>
	<b>31<sup>st</sup> March, 2020</b>	<b>As at</b>
		<b>31<sup>st</sup> March, 2019</b>
<b>2 CASH AND CASH EQUIVALENTS</b>		
Cash in Hand	-	0.05
Balance with schedule Banks		
In Current Accounts	21.94	0.39
	<u>21.94</u>	<u>0.45</u>



NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

NOTE 3: INVESTMENTS

(Rs. In Lakhs)

Investments (In India)	As at 31 <sup>st</sup> March, 2020					As at 31 <sup>st</sup> March, 2019				
	At Fair Value		Total	Subtotal	Total	At Fair Value		Subtotal	Total	
	At Amortised cost	Through Profit & Loss				Designated at fair value through Profit & Loss	Through Profit & Loss			Designated at fair value through Profit & Loss
	(1)	(2)	(3)	(4)=(2)+(3)	(5)=(1)+(4)	(6)	(7)	(8)	(9)=(7)+(8)	(10)=(6)+(9)
<b>1. Mutual funds</b>										
UTI Treasury Advantage Fund-Direct Plan-Growth No. of Units Nil (PY 4092.00)		(0.00)	-	-0.00	-0.00	-	98.86	7.71	106.57	106.57
Reliance Money Manager Fund-Direct Plan-Growth No. of Units 4952.953 (PY 11229.69)		130.81	9.10	139.91	139.91	-	273.71	22.67	296.38	296.38
<b>2. Other approved securities</b>										
Jindal India Powertech Limited										
(Zero Percent Redeemable Preference Shares) No. of Units 372,100,000 (PY 372,100,000)	37,220.15	-	-	-	37,220.15	37,220.15	-	-	-	37,220.15
<b>3. Equity Instruments</b>										
<b>3.1. Subsidiaries</b>										
Jindal India Powertech Limited	15,770.35	-	-	-	15,770.35	15,770.35	-	-	-	15,770.35
<b>3.2. Others</b>										
Consolidated Finvest & Holdings Limited No. of Units 1,186,246 (PY 1,186,246)	-	561.69	(295.97)	265.72	265.72	-	759.79	(198.10)	561.69	561.69
Jindal Photo Investment Limited* No. of Units 409,860 (PY 409,860)	-	8,665.00	(7,382.14)	1,282.86	1,282.86	-	8,665.00	-	8,665.00	8,665.00
<b>Total (A)</b>	52,990.50	9,357.50	(7,669.01)	1,688.49	54,678.99	52,990.50	9,797.35	(167.72)	9,629.63	62,620.13
(i) Investments outside India	-	-	-	-	-	-	-	-	-	-
(ii) Investments in India	52,990.50	9,357.50	(7,669.01)	1,688.49	54,678.99	52,990.50	9,797.35	(167.72)	9,629.63	62,620.13
<b>Total (B)</b>	52,990.50	9,357.50	(7,669.01)	1,688.49	54,678.99	52,990.50	9,797.35	(167.72)	9,629.63	62,620.13
Less: Allowance for Impairment loss (C)	-	-	-	-	52,990.50	-	-	-	-	52,990.50
<b>Total- Net (D=A-C)</b>	52,990.50	9,357.50	(7,669.01)	1,688.49	1,688.49	52,990.50	9,797.35	(167.72)	9,629.63	9,629.63

\* The erstwhile wholly owned subsidiary of the Company i.e, Jindal Photo Investment Limited has been merged with Jindal Photo Investments Limited due to effectiveness of the scheme of amalgamation approved by Hon'ble High Court, New Delhi dated 20th December, 2016. Pursuant to which shares of Jindal Photo Investments Limited has been cancelled and in consideration whereof 409860 equity shares of Jindal Photo Investments Limited has been allotted on 15th June,2017.

\* The investment in Jindal Photo Investment Limited has been measured at fair value as carried out by the independent valuer and accordingly impairment loss has been recognised.

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

	(Rs. In Lakhs)
	As at
	31 <sup>st</sup> March, 2020
	As at
	31 <sup>st</sup> March, 2019
<b>4 OTHER FINANCIAL ASSETS</b>	
(Unsecured, Considered Good)	
Loans and advances*	210.00
Other recoverable	0.89
	<u>210.89</u>
	<u>0.89</u>
* This includes security deposit of Rs. 210 lakhs provided to IFCI on behalf of Jindal India Powertech Limited (a Subsidiary Company)	
<b>5 DEFERRED TAX ASSETS (NET)</b>	
Opening Balance*	331.58
Creation (Deletion) during the year	-
	<u>331.58</u>
	<u>331.58</u>
*This includes Mat credit entitlement of Rs. 331.58 lakhs.	
<b>6 OTHER FINANCIAL LIABILITIES</b>	
Trade Payable	-
	<u>3.14</u>
	<u>3.14</u>
<b>7 OTHER FINANCIAL LIABILITIES</b>	
Staff securities	-
Employees payable	1.44
Others	1.99
	<u>3.44</u>
	<u>5.63</u>
<b>8 NON-FINANCIAL LIABILITIES</b>	
Statutory dues	0.14
	<u>0.14</u>
	<u>0.16</u>
<b>9 NON-FINANCIAL LIABILITIES</b>	
Employee Benefit (Gratuity)	0.05
	<u>0.05</u>
	<u>0.13</u>

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

	As at 31 <sup>st</sup> March, 2020	As at 31 <sup>st</sup> March, 2019
<b>(Rs. In Lakhs)</b>		
<b>10 EQUITY SHARE CAPITAL</b>		
<b>Authorised Share Capital</b>		
27000000 (Previous year: 27000000) Equity shares of Rs.10 each	2,700.00	2,700.00
	<u>2,700.00</u>	<u>2,700.00</u>
<b>Subscribed, issued and paid up Equity Share capital</b>		
10511929 (Previous year: 10511929) Equity shares of Rs.10 each	1,051.19	1,051.19
	<u>1,051.19</u>	<u>1,051.19</u>

**(A) Reconciliation of the number of shares**

Name of Shares	As at March 31, 2020		As at March 31, 2019	
	Number of Shares	Amount (in lakhs)	Number of Shares	Amount (in lakhs)
Balance as at the beginning of the year	10,511,929	1,051.19	10,511,929	1,051.19
Add: Issued during the year	-	-	-	-
Balance as at the end of the year	10,511,929	1,051.19	10,511,929	1,051.19

**(B) Share holders holding more than 5 percent Equity shares of the Company**

Name of Shares	As at March 31, 2020		As at March 31, 2019	
	Number of Shares	% holding	Number of Shares	% holding
Soyuz Trading Company Limited	2,962,066	28.18	2,962,066	28.18
Jindal Photo Investment Limited	2,862,575	27.23	2,862,575	27.23
Rishi Trading Company Limited	1,630,189	15.51	1,630,189	15.51

**(C) Shares allotted pursuant to a contract without consideration being received in cash under the scheme of demerger.**

Particulars	As at 31 <sup>st</sup> March, 2020	As at 31 <sup>st</sup> March, 2019
Number of shares	10,511,929	10,511,929

**(D) Terms/rights attached to Equity Shares**

Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all the preferential amounts. The distribution will be in the proportion to the number of equity shares held by the shareholders. There is no restriction on distribution of dividend. However, same except interim dividend is subject to the approval of the shareholders in the Annual general Meeting.

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

	Year ended 31 <sup>st</sup> March, 2020	(Rs. In Lakhs) Year ended 31 <sup>st</sup> March, 2019
<b>11 OTHER INCOME</b>		
Gain on sale of mutual fund units	2.15	1.45
Misc income	-	1.18
	<u>2.15</u>	<u>2.63</u>
<b>12 NET LOSS ON FAIR VALUE CHANGES</b>		
Fair value loss/(gain) in investments	286.87	167.72
	<u>286.87</u>	<u>167.72</u>
<b>13 IMPAIRMENT ON FINANCIAL INSTRUMENTS</b>		
Impairment on financial instruments	7,382.14	-
	<u>7,382.14</u>	<u>-</u>
<b>14 EMPLOYEE BENEFITS EXPENSES</b>		
Salaries and wages	13.07	33.73
Contribution to provident and other funds	0.77	0.68
	<u>13.84</u>	<u>34.41</u>
<b>15 OTHER EXPENDITURE</b>		
Rent	0.96	0.96
Custodial Fees and Listing Fees	8.92	10.69
Communication Costs	-	0.12
Advertisement and publicity	1.32	1.23
Director's fees, allowances and expenses	0.62	1.03
Auditor's Remuneration (Refer Note 15.1)	1.28	1.30
Legal and Professional charges	5.90	5.30
Fees and Subscription	0.11	0.11
Rates and taxes	0.02	-
Interest to others	0.00	0.13
Prior period expenses		0.73
Bank Charges	0.65	0.50
Other expenditure	0.56	0.05
Annual General Meeting Expense	3.44	2.65
Conveyance	0.07	1.29
Boarding & Lodging-Domestic	0.01	0.06
	<u>23.85</u>	<u>26.15</u>
<b>15.1 Remuneration to Auditors comprise</b>		
- as Audit fee	0.80	0.80
- for other certification	0.48	0.75
<b>Total</b>	<u>1.28</u>	<u>1.95</u>

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

	<b>(Rs. In Lakhs)</b>	
	<b>Year ended</b>	<b>Year ended</b>
	<b>31<sup>st</sup> March, 2020</b>	<b>31<sup>st</sup> March, 2019</b>
<b>16 EARNING PER SHARE</b>		
<b>Earnings Per Share - Basic</b>		
Loss attributable to the Equity Shareholders (Rs. In Lakhs)	(7,704.21)	(39,385.80)
Weighted Average Number of Equity Shares outstanding (Nominal Value of Equity Shares - Rs 10/- each)	1,05,11,929	1,05,11,929
<b>Basic Earnings per Share (in Rs.)</b>	<b>(73.29)</b>	<b>(374.68)</b>
<b>Earnings Per Share - Diluted</b>		
Loss attributable to the Equity Shareholders (Rs. In Lakhs)	(7,704.21)	(39,385.80)
Weighted Average Number of Equity Shares outstanding (Nominal Value of Equity Shares - Rs 10/- each)	1,05,11,929	1,05,11,929
<b>Diluted Earnings per Share (in Rs.)</b>	<b>(73.29)</b>	<b>(374.68)</b>

**17 DISCLOSURE UNDER REGULATION 34(3) OF “SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015”**

Loans and advances outstanding at the year end and maximum amount outstanding during the year, as required to be disclosed under Schedule V and Regulation 34(3) of “Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015” are Nil.

Further there was no transaction with any person or belonging to promoter/promoters Group which holds 10% or more shareholding in the Company.

**18 DISCLOSURE RELATING TO LOANS/SECURITY/GUARANTEE/INVESTMENT GIVEN BY THE COMPANY AS PER THE REQUIREMENTS OF SECTION 186(4) OF THE COMPANIES ACT 2013 AS ON 31ST MARCH’ 2020**

<b>(Rs. In Lakhs)</b>					
<b>Particulars</b>	<b>Categories</b>	<b>Loan Given/ Security Provided/ Investment made during the year</b>	<b>Balance of Loan Given/Security Provided/Investment made as on 31<sup>st</sup> March 2020</b>	<b>Term of Repayment</b>	<b>Purpose</b>
Jindal India Powertech Ltd.	Equity Shares	Nil	15,770.35	-	Business
Jindal India Powertech Ltd.	0% Redeemable Preference Shares-Series I	Nil	24,720.15	Within 15 Years	Business
Jindal India Powertech Ltd.	0% Redeemable Preference Shares-Series II	Nil	12,500.00	Within 15 Years	Business
Jindal India Powertech Ltd.	0	210.00	210.00		Business

\* The above Closing balance has been stated at cost, please refer note no. 3 for the fair value.

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**
**19 FAIR VALUE MEASUREMENTS**
**19.1 Financial instruments by category**

Rs in Lakhs

	As at March 31, 2020			As at March 31, 2019		
	FVTPL	Amortised Cost	Cost	FVTPL	Amortised Cost	Cost
<b>Financial assets</b>						
Cash and cash equivalents	-	21.94	-	-	0.45	-
Investments						
Mutual Funds	139.91	-	-	402.94	-	-
Equity Instruments	1,548.58	-	-	9,226.69	-	-
Other Financial Assets	-	-	-	-	-	-
	<b>1,688.49</b>	<b>21.94</b>	<b>-</b>	<b>9,629.63</b>	<b>0.45</b>	<b>-</b>
<b>Financial liabilities</b>						
Payables						
Trade Payables	-	-	-	-	3.14	-
Others Financial Liabilities	-	3.44	-	-	5.63	-
	<b>-</b>	<b>3.44</b>	<b>-</b>	<b>-</b>	<b>8.76</b>	<b>-</b>

**19.2 Fair Value Hierarchy**

- (a) This section explains the judgements and estimates made in determining the fair values of the financial instruments. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard.

**Financial assets and liabilities measured at fair value**

(Rs. In Lakhs)

	As at March 31, 2020			
	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>				
<b>Financial Investments at FVTPL</b>				
Investments				
Mutual Fund Units		139.91	-	139.91
Equity Instruments	265.72	-	1,282.86	1,548.58
Other Securities	-	-	-	-
<b>Total</b>	<b>265.72</b>	<b>139.91</b>	<b>1,282.86</b>	<b>1,688.49</b>

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.

There are no transfers between level 1 and level 2 during the year.

**(b) Valuation technique used to determine fair value**

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

All of the resulting fair value estimates are included in level 2 or level 3, where the fair values have been determined

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

based on present values and the discount rates used were adjusted for counterparty or own credit risk.

### (c) Fair value estimation

Estimated fair value disclosures of financial instruments are made in accordance with the requirements of Ind AS 107 "Financial Instruments: Disclosure". Fair value is defined as the amount at which the instrument could be exchanged in a current transaction between knowledgeable willing parties in an arm's length transaction, other than in forced or liquidation sale. As no readily available market exists for a large part of the Company's financial instruments, judgment is necessary in arriving at fair value, based on current economic conditions and specific risks attributable to the instrument. The estimates presented herein are not necessarily indicative of the amounts the Company could realize in a market exchange from the sale of its full holdings of a particular instrument.

The following summarizes the major methods and assumptions used in estimating the fair values of financial instruments.

#### Trade and other receivables / payables

Receivables / payables typically have a remaining life of less than one year and receivables are adjusted for impairment losses. Therefore, the carrying amounts for these assets and liabilities are deemed to approximate their fair values, as the allowance for estimated irrecoverable amounts is considered a reasonable estimate of the discount required to reflect the impact of credit risk.

#### Other long term receivables

These receivables are regularly reviewed and adjusted for impairment losses. Therefore, management considers the carrying amount of these receivables to approximate fair value.

### (d) Valuation process

Discussions of valuation processes and results are held between the CFO, AC and the valuation team at least once every three months, in line with the Company's quarterly reporting periods. The main level 3 inputs for unlisted equity securities, contingent considerations and indemnification asset used by the Company are derived and evaluated by CFO and AC and the valuation is got prepared as required.

## 20 Financial risk management

### (a) Risk management framework

The risk management policies of the Company are established to identify and analyse the risk faced by Company to set appropriate risk limit and controls to monitor risk and adherence to limits. Risk management policies and systems are reviewed regularly to reflect the changes in market conditions and the Company activities. The management has overall responsibility for the establishment and oversight of the Company risk management framework. In performing its operating, investing and financing activities, the Company is exposed to credit risk, liquidity risk and market risk.

### (b) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investments in financial instruments.

The carrying amount of financial assets represents the maximum credit exposure. The Company monitor credit risk very closely both in domestic and export market. The Management impact analysis shows credit risk and impact assessment as low.

#### Trade and other receivables

Credit risk is the risk that a customer may default or not meet its obligations to the company on a timely basis, leading to financial losses by the Company. Credit evaluations are performed on all receivables requiring credit. The Company reviews for any required allowance for impairment that represents its expected credit losses in respect of receivables. Investments are reviewed for any fair valuation loss on periodically basis and necessary provision/fair valuation adjustments has been made based on the valuation carried by the management to the extent available sources, the management does not expect any investment counterparty to fail to meet its obligations.

### (c) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are fallen due. The Company's liquidity position is carefully monitored and managed. The Company has in place a detailed budgeting and cash forecasting process to help ensure that it has adequate cash available to meet its payment obligations.



**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

The following table provides details of the remaining contractual maturity of the Company's financial Liabilities. It has been drawn up based on the undiscounted cash flows and the earliest date on which the Company can be required to pay. The table includes only principal cash flows.

(Rs. in Lakhs)

	Carrying Amounts March 31, 2020	Contractual cash flows				
		Total	0 to 1 years	1 to 2 years	2 to 5 years	More than 5 years
<b>Non-derivative financial liabilities</b>						
Trade payables	-	-	-	-	-	-
Other financial liabilities	3.44	3.44	3.44	-	-	-
<b>Total non-derivative liabilities</b>	<b>3.44</b>	<b>3.44</b>	<b>3.44</b>	-	-	-

(Rs. in Lakhs)

	Carrying Amounts March 31, 2019	Contractual cash flows				
		Total	0 to 1 years	1 to 2 years	2 to 5 years	More than 5 years
<b>Non-derivative financial liabilities</b>						
Trade payables	3.14	3.14	3.14	-	-	-
Other financial liabilities	5.63	5.63	5.63	-	-	-
<b>Total non-derivative liabilities</b>	<b>8.77</b>	<b>8.77</b>	<b>8.77</b>	-	-	-

**(d) Market risk**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices mainly comprise three types of risk: currency rate risk, interest rate risk and other price risks. Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. This is based on the financial assets and financial liabilities held as at March 31, 2020 and March 31, 2019. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return. However, the Company has no such items regarding currency risk or interest rate risk.

**21 RELATED PARTY DISCLOSURE**

As required by Ind AS-24 "Related party disclosure" issued by the Institute of Chartered Accountants of India are as follows:-

**I List of Related Parties**

a) **Entities with joint control of, or significant influence over the entity**

- 1 Soyuz Trading Company Limited
- 2 Jindal Photo Investments Limited

b) **Subsidiaries**

- 1 Jindal India Powertech Limited (Subsidiary)
- 2 Xeta Properties Private Limited (Step Down Subsidiary)

c) **Key Managerial Personnel**

- 1 Ghanshyam Dass Singal, Managing Director
- 2 Pramod Kumar, Company Secretary (till Nov 30, 2018)
- 3 Rupesh Kumar, Company Secretary (till March 12, 2020)
- 4 Nidhi Bhaskar, Company Secretary (w.e.f. May 05, 2020)
- 5 Shakshi Gupta, CFO (till Apr 02, 2018)
- 6 Anuj Kumar, CFO (w.e.f. May 01, 2018)

d) **Other related parties (where transaction took place)**

- 1 Jindal Poly Films Limited
- 2 Jindal Photo Limited
- 3 Consolidated Photo & Finvest Limited

\*Related parties are as determined by management, and has been relied upon by auditor.

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

**II The details of related party transactions entered into by the Company for the year ended March 31, 2020 and March 31, 2019 is as follows :**

(Rs. in lakhs)		
Transactions	Year Ended 31.03.2020	Year Ended 31.03.2019
1 Directors Sitting Fee- (c-1)	0.15	0.21
2 Remuneration to KMP's (c-2, c-3 and c-6)	12.64	30.10
3 Payment of Rent (d-3)	0.96	0.96
4 Reimbursement of Expenses (d-1)	1.48	1.27
5 <u>Balances Outstanding</u>		
Remuneration to KMP's (c-2, c-3 and c-6)	0.76	1.02
Reimbursement of Expenses (d-1)	-	3.14
Loans and advances**	210.00	-

Note: The transactions with the Related Parties have been entered in the ordinary course of business and are at arm's length.

\*\* this includes security deposit of Rupees 210 lakhs provided to IFCI on behalf of Jindal India Powertech Limited.

**22 RETIREMENT BENEFIT OBLIGATION**

Below tables entails the changes in the projected benefit obligation & plan assets and amount recognised in the standalone Balance Sheet as at March 31,2020 being the respective measurement date:

**Defined Plan - Gratuity Scheme**

(Rs. In lakhs)		
Particulars	As at March 31, 2020	As at March 31, 2019
Present value of obligation as at the beginning of the period	0.13	2.03
Acquisitions / Transfer in/ Transfer out -	-	-
Interest cost	0.01	-
Current service cost	0.25	-
Benefits paid	-	(0.82)
Remeasurements - actuarial loss/ (gain)	(0.34)	(1.08)
Present value of obligation as at the end of the period	0.05	0.13

**22.2 Recognised in Statement of Profit & Loss and Other Comprehensive Income (OCI) (Rs. In lakhs)**

Particulars	As at March 31, 2020	As at March 31, 2019
Current Service Costs	0.25	-
Interest Costs	0.01	-
Expected return on plan assets	-	-
Remeasurement - Actuarial loss/(gain)	(0.34)	(1.08)
Expenses/(Income) recognised in statement of profit & Loss and OCI	(0.08)	(1.08)

**22.3** The principle actuarial assumptions used for estimating the company's defined benefit obligations are set out below:

(Rs. In lakhs)		
Particulars	As at March 31, 2020	As at March 31, 2019
Discount Rate	6.70%	7.50%
Expected Rate of increase in salary	8.00%	8.00%

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

The principal assumptions are the discount rate and salary growth rate. The discount rate is based upon the market yields available on Government bonds at the accounting date with a term that matches that of the liabilities. Salary increase rate takes into account of inflation, seniority, promotion and other relevant factors on long term basis.

**22.4 Sensitivity Analysis:**

<b>a) Impact of change in discount rate</b>	<b>As at March 31, 2020</b>
Present value of obligation at the end of the period	0.05
a) Impact due to Increase of 0.50%	-0.01
b) Impact due to decrease of 0.50%	0.01
<b>b) Impact of change in Salary Increase</b>	<b>As at March 31, 2020</b>
Present value of obligation at the end of the period	0.05
a) Impact due to Increase of 0.50%	0.01
b) Impact due to decrease of 0.50%	0.01

Sensitivity due to mortality and withdrawals are not material, hence impact of change not disclosed.

Sensitivity as to rate of inflation, rate of increase of pensions in payment, rate of increase of pension before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

**23** As per Ind AS - 108, information reported to the chief operating decision maker, which is the Board of the Company, for the purpose of resource allocation and assessment of segment performance is founded its only reportable business segment of holding investments and investing of its surplus fund in the share capital of other company and mutual fund which are governed by the same set of risk and returns. Hence, the Company does not qualify for separate segment reporting.

**24** Commitment and contingent liabilities - Nil (Previous year - Nil)

**25** The Company pledged 15,41,00,000 Equity Shares of Rs 10/- each and 24,71,00,000 Zero Percent Redeemable Preference Shares Series I and 9,88,00,000 Zero Percent Redeemable Preference Shares Series II of Rs 10/- each, both fully paid up of Jindal India Powertech Limited "JIPL, an Subsidiary Company to IFCI Limited as security for 14% OCD issued by JIPL and subscribed by IFCI Ltd in terms of the Debenture subscription agreement between JIPL and IFCI Limited for the sum of Rs 30,000 lakhs.

In the abovementioned matter, IFCI has filed an application with Debt Recovery Tribunal – I, Delhi for recovery of outstanding dues of Rs. 27,184.26 lakhs from JIPL due to non-redemption of 14% OCDs issued to IFCI and has made the Company as Defendant No. 2 as the Company has provided security to IFCI for the said 14% OCDs by way of pledge of its investment in equity and preference share capital amounting to Rs. 50,000 lakhs in JIPL although the Company had not provided any Corporate Guarantee in this regard. The Company has filed the reply with DRT-I Delhi in this regard and the matter is pending for adjudication.

**26** In earlier years, the Company has invested in zero Percent Redeemable Preference Shares (RPS) of Jindal India Powertech Limited (JIPL) having carrying value of Rs. 37,220.14 Lakh as at April 01, 2017. JIPL was the holding company of Jindal India Thermal Power Limited (JITPL) which operates thermal power plant (1200 MW) located at village Derang, Distt. Angul, Orissa. In previous year, the lenders of JITPL have invoked the pledged equity shares to the extent of 66% equity share capital and consequent thereof, JITPL no longer remains a subsidiary of JIPL.

These RPS has been initially measured at amortised cost being investment in Subsidiary Company, as required under Ind AS 109 (Financial Instruments). However, during the previous financial year, based on independent valuers report and considering substantial negative net worth and continuous cash losses of JIPL, impairment loss of Rs 37,220.14 Lakhs has been recognised and shown under exceptional item.

**27** In the earlier years Jindal Poly Films Limited has given Rs. 2,290 lakhs to Jindal Photo Limited towards purchase of shares. Pursuant to scheme of demerger approved by Hon'ble Allahabad High Court vide its order dated May 16, 2013 this outstanding has been transferred to the Company as a part of demerged undertaking. Company has continuously taken steps to square off/recover the same by from Jindal Photo Limited and the outstanding as on date is Rs.1,940 lakhs. The Company has made the impairment of the same as per Ind AS 36 during the financial Year 2018-19 and accordingly the impairment loss of Rs.1,940 lakhs has been shown under exceptional item.

- 28** In earlier years, due to the merger of Jindal Poly Films Investment Limited and Jindal Photo Investment Limited, scheme of amalgamation as approved by Hon'ble High Court, New Delhi dated 20th December, 2016, 409,860 shares has been allotted to the Company by Jindal Photo Investment Limited.

During the year the Company has assessed the fair value of the investment in the Company and impaired its investment by Rs.7,382.14 lakhs.

**29 CORE INVESTMENT COMPANY**

The Company is a core Investment Company Holding more than 90% of its assets in investments in shares or debt in group Companies. In view of the interpretation of the extent regulatory framework applicable to core investment companies, certificate of Registration under sub section (2) section 45-IA of the Reserve Bank of India Act, 1934 is not required to be obtained from Reserve Bank of India as Company has not raised any public funds.

- 30** In line with "SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/84 dated May 20, 2020" COVID - 19 pandemic has caused serious disruption on the global economic and business environment. There is a huge uncertainty with regard to its impact which cannot be reasonably determined at this stage. However, the Company has evaluated and considered to the extent possible the likely impact that may arise from COVID-19 Pandemic as well as all event and circumstances upto the date of approval of these Financial results on the carrying value of its assets and liabilities as on 31.3.2020. These estimates are subject to uncertainty and may be affected by the severity and duration of the pandemic. However, the Company will continue to monitor developments in future periods to identify the significant uncertainties and its impact on the carrying value of the assets and liabilities, if any.

**31 CORPORATE SOCIAL RESPONSIBILITY:**

The Company is not required to spend any amount on CSR activities in the current financial year and in the financial year 2017-18. However, amount need to be spent on CSR for preceeding financial years from 2014-15 to 2016-17 is Rs. 45.00 lakhs. Due to Continuously losses, the company is unable to spent prescribed amount on CSR. Amount spent by the company during the year is Nil.

- 32** There is no amount required to be transferred to Investor education and protection fund.
- 33** Figure for the previous year have been regrouped / rearranged where ever required, to make them comparable.
- 34** Figures have been rounded off to nearest lakhs.

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**As per our report of even date attached**

**For APT & CO LLP**  
**Chartered Accountants**  
Firm Registration No.: 014621C/N500088

**(Sanjeev Agarwal)**  
**Partner**  
Membership No. 501114

**Place: New Delhi**  
**Date : 30/06/2020**

**For and on behalf of the Board of Directors**

**(Ghanshyam Dass Singal)**  
**Managing Director**  
DIN-00708019

**(Nidhi Bhaskar)**  
**Company Secretary**  
Membership No.- A48649

**(Vinumon K.G)**  
**Director**  
DIN-07558990

**(Anuj Kumar)**  
**Chief Financial Officer**

**INDEPENDENT AUDITOR’S REPORT**

**To the Members of  
JINDAL POLY INVESTMENT AND FINANCE COMPANY LIMITED**

**Report on the Audit of the Consolidated Financial Statements**

**Opinion**

We have audited the accompanying consolidated financial statements of **JINDAL POLY INVESTMENT AND FINANCE COMPANY LIMITED**, (“the Company”) and its subsidiaries (the Company and its subsidiaries together referred to as “the Group”), which comprise the Consolidated Balance Sheet as at March 31, 2020, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the consolidated financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the “Act”) in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended (“Ind AS”) and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2020, the consolidated profit, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

**Emphasis of Matter**

We draw attention to Note 43 to the Consolidated Financial Statements in which the Company describes the uncertainties arising from the COVID-19 pandemic. Our report is not modified in respect of this matter

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2020. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context

We have determined the matter described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the auditor’s responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risk of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below provide the basis for the audit opinion on the accompanying consolidated financial statements.

<b>Key audit matters</b>	<b>How our audit addressed the key audit matter</b>
<p><b><u>Impairment of the carrying value of Goodwill on consolidation</u></b></p> <p>There is a risk that the goodwill attributed to certain cash generating units which are under performing, may be impaired. The Group annually carries out an impairment assessment of goodwill using a value-in-use model. The value-in-use model is based on the net present value of the forecast earnings of the cash-generating units. This is calculated using certain assumptions around discount rates, growth rates and cash flow forecasts.</p>	<p><b>We performed the following audit procedures:</b></p> <ul style="list-style-type: none"> <li>• Comparing the Group’s assumptions to externally derived data in relation to key inputs such as long-term growth rates and discount rates.</li> <li>• Assessing the appropriateness of the forecasted cash flows within the budgeted period based on our understanding of the business.</li> <li>• Considering historical forecasting accuracy, by comparing previously forecasted cash flows to actual results achieved.</li> </ul>

	<ul style="list-style-type: none"> <li>• Involving our fair valuation experts to challenge the management’s underlying assumptions for terminal growth rate and weighted average cost of capital and the appropriateness of the valuation model used.</li> <li>• Performing sensitivity analysis in relation to the key assumptions.</li> </ul>
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**Information other than the Financial Statements and Auditor’s Report thereon**

- The Holding Company’s Board of Directors is responsible for the other information. The other information comprises the information included in the Board’s Report (including annexures thereto), Business Responsibility Statement and Management Discussion and Analysis (MD&A) (collectively referred to as “other information”), but does not include the consolidated financial statements and our auditor’s report thereon.
- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, compare with the financial statements of the subsidiaries audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiaries, is traced from their financial statements audited by other auditors.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Management’s Responsibility for the Consolidated Financial Statements**

The Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India . The respective Board of Directors of the companies included in the Group are responsible for maintenance of the adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

**Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on



whether the Company and its subsidiary companies which are companies incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Other Matters**

We have relied on the Audited Consolidated Financial Statements of the subsidiary company i.e. Jindal India Powertech Limited; whose financial statements/ financial information reflect total assets of Rs. 41,759.55 Lakh as at 31st March 2020, total revenue from Operation of Rs.96.25 lakh, total net loss after tax of Rs. 4,840.09 lacs for the year ended 31st March, 2020, as considered in the consolidated financial results. The above consolidated financial statements as considered and certified by the Board of Directors of that Company has been furnished to us by the Management of the holding company and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid subsidiary, is based solely on such unaudited consolidated financial statement.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the financial statements / financial information certified by the Management.

### **Report on other Legal and Regulatory Requirements**

1. As required by section 143(3) of the Act, we report to the extent applicable, that:
  - (i) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - (ii) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - (iii) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Statement of changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements.



- (iv) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
- (v) On the basis of the written representations received from the directors of the Company as on March 31, 2020 taken on record by the Board of Directors of the Company and its subsidiaries incorporated in India and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- (vi) With respect to the adequacy of the internal financial controls over financial reporting of the group and the operating effectiveness of such controls, refer to our separate Report in “**Annexure A**”.
- (vii) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditor’s) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) The Consolidated Financial Statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associates refer to Note 41 to the Consolidated Financial Statements..
  - (ii) The Group did not have any long-term contracts including derivatives contracts, for which there were any material foreseeable losses.
  - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group.

FOR APT & CO. LLP  
Chartered Accountants  
Firm Reg. No. 014621C/N500088

(SANJEEV AGGARWAL)  
PARTNER

Membership No. 501114  
UDIN: 20501114AAAAC9289

Place : New Delhi  
Dated :30.06.2020

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**“ANNEXURE A” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF JINDAL POLY INVESTMENT AND FINANCE COMPANY LIMITED****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of Jindal Poly Investment and Finance Company Limited (“the Holding Company”), and its subsidiary companies (collectively referred to as “the Group”) as of March 31, 2020 in conjunction with our audit of the consolidated financial statements of the Group for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The respective Board of Directors of the Holding company, its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

CIN: L65923UP2012PLC051433

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls Over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Holding company, its subsidiary companies have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR APT & CO. LLP  
Chartered Accountants  
Firm Reg. No. 014621C/N500088

Place : New Delhi  
Dated :30.06.2020

(SANJEEV AGGARWAL)  
PARTNER  
Membership No. 501114  
UDIN: 20501114AAAAC9289

CONSOLIDATED BALANCE SHEET AS AT 31<sup>st</sup> MARCH, 2020

(Rs. In Lakhs)

Particulars	Notes	As at 31st March, 2020	As at 31st March, 2019
<b>ASSETS</b>			
<b>(1) Financial Assets</b>			
(a) Cash and cash equivalents	2	34.51	62.21
Bank Balance other than (a) above		92.90	-
(b) Loans	3	4,341.00	4,341.00
(c) Receivables			
(I) Trade Receivables	4	17.16	17.41
(d) Investments	5	38,404.82	42,126.42
(e) Other Financial assets	6	250.86	1,759.14
<b>(2) Non-financial Assets</b>			
(a) Current Tax Assets	7	148.19	142.11
(b) Deferred Tax Assets	8	332.31	332.49
(c) Property, Plant & Equipments	9	178.91	178.91
(d) Goodwill on Consolidation		766.68	766.68
<b>Total Assets</b>		<b>44,567.34</b>	<b>49,726.38</b>
<b>LIABILITIES AND EQUITY</b>			
<b>(1) Financial Liabilities</b>			
(a) Payables			
(I) Trade Payables			
(i) Total outstanding dues of micro and small enterprises	10	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		8.65	13.65
(b) Subordinated Liabilities	11	47,210.58	46,022.17
(c) Others Financial Liabilities	12	37,589.24	32,939.73
<b>(2) Non-Financial Liabilities</b>			
(a) Provisions	13	4.18	3.72
<b>(3) Equity</b>			
(a) Equity Share capital	14	1,051.19	1,051.19
(b) Other Equity		-20,569.39	-11,180.82
<b>Non Controlling Interest</b>		-20,727.11	-19,123.26
<b>Total Liabilities and Equity</b>		<b>44,567.34</b>	<b>49,726.37</b>
<b>Summary of Significant Accounting Policies</b>	1		
<b>Other Notes on Financial Statement</b>	22-47		

As per our report of even date attached

For APT & CO LLP

Chartered Accountants

Firm Registration No.: 014621C/N500088

(Sanjeev Agarwal)

Partner

Membership No. 501114

Place: New Delhi

Date : 30/06/2020

For and on behalf of the Board of Directors

(Ghanshyam Dass Singal)

Managing Director

DIN-00708019

(Nidhi Bhaskar)

Company Secretary

Membership No. A48649

(Vinumon K.G)

Director

DIN-07558990

(Anuj Kumar)

Chief Financial Officer

**JINDAL POLY INVESTMENT AND FINANCE COMPANY LIMITED**

CIN: L65923UP2012PLC051433

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2020**

(Rs. in Lakh)

	Note	Year Ended 31 <sup>st</sup> March, 2020	Year Ended 31 <sup>st</sup> March, 2019
(I) Revenue from operations	15	96.25	96.50
(II) Other Income	16	6.49	8.51
(III) Total Income (I+II)		102.74	105.01
(IV) Expenses			
Finance Costs	17	4,633	4,052.10
Net loss on fair value changes	18	-2,744.24	3,696.03
Impairment on financial instruments	18	7,382.13	
Employee Benefits Expenses	19	38.66	61.00
Others expenses	20	1,755.51	14,768.23
<b>Total Expenses (IV)</b>		<b>11,065.37</b>	<b>22,577.36</b>
(V) Profit / (loss) before exceptional items and tax (III-IV)		(10,962.63)	(22,472.35)
(VI) Exceptional items		-	(1,940.00)
(VII) Profit/(loss) before tax (V-VI)		(10,962.63)	(24,412.35)
(VIII) Tax Expense : (1) Current Tax		29.81	0.01
(2) Deferred Tax		0.18	1.55
(IX) Profit / (loss) for the period from continuing operations(VII-VIII)		<b>(10,992.76)</b>	<b>(24,413.91)</b>
(X) Other Comprehensive Income			
-Items that will not be reclassified to profit or loss			
Remeasurement gain/ (loss) on defined Benefit plans		0.36	-0.07
Income tax relating to above items		-0.01	0.02
<b>Subtotal (A)</b>		<b>0.36</b>	<b>-0.05</b>
(B) (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will bereclassified to profit or loss		-	-
<b>Subtotal (B)</b>		<b>-</b>	<b>-</b>
<b>Total Other Comprehensive Income (A+B)</b>		<b>0.36</b>	<b>-0.05</b>
<b>TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:</b>			
Owners of the Parent		(9,388.57)	(13,562.16)
Non Controlling Interest		(1,603.84)	(10,851.80)
(XI) Total Comprehensive Income for the period (IX+X)		<b>(10,992.41)</b>	<b>(24,413.96)</b>
(XII) Earnings per equity share			
Basic (Rs.)		(89.31)	(129.02)
Diluted (Rs.)		(89.31)	(129.02)

See accompanying notes to the financial statements

Summary of Significant Accounting Policies

1

Other Notes on Financial Statement

22-47

As per our report of even date attached

 For APT & CO LLP  
 Chartered Accountants  
 Firm Registration No.: 014621C/N500088

For and on behalf of the Board of Directors

 (Sanjeev Agarwal)  
 Partner  
 Membership No. 501114

 (Ghanshyam Dass Singal)  
 Managing Director  
 DIN-00708019

 (Vinumon K.G)  
 Director  
 DIN-07558990

 Place: New Delhi  
 Date : 30/06/2020

 (Nidhi Bhaskar)  
 Company Secretary  
 Membership No. A48649

 (Anuj Kumar)  
 Chief Financial Officer

**CONSOLIDATED STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2020**

**Equity Share Capital**

Particulars	Note	Balance as at 31 <sup>st</sup> March, 2019	Changes in equity share capital during the year	Balance as at 31 <sup>st</sup> March, 2020
Equity Share Capital	19	1,051.19	-	1,051.19
<b>Total</b>		<b>1,051.19</b>	<b>-</b>	<b>1,051.19</b>

**Other Equity**

Particulars	Reserve & Surplus				Other Comprehensive Remeasure- ment of defined benefit plan	Non Controlling Interest	Total
	General Reserve	Other Reserves (specify nature)	Equity component of compound financial instrument	Retained Earnings			
Balance as at 1st April 2018	60,549.27	-	3,040.74	(61,209.13)	0.47	(8,271.46)	(5,890.12)
Other Comprehensive Income for the Year	-	-	-	-	(0.03)	(0.02)	(0.05)
Profit/(Loss) for the Year	-	-	-	(13,562.13)	-	(10,851.78)	(24,413.91)
<b>Balance as on 31st March, 2019</b>	<b>60,549.27</b>	<b>-</b>	<b>3,040.74</b>	<b>(74,771.26)</b>	<b>0.43</b>	<b>(19,123.26)</b>	<b>(30,304.08)</b>
Other Comprehensive Income for the Year	-	-	-	-	0.35	0.01	<b>0.36</b>
Profit/(Loss) for the Year	-	-	-	(9,388.91)	-	-1,603.85	<b>(10,992.76)</b>
<b>Balance as on 31st March, 2020</b>	<b>60,549.27</b>	<b>-</b>	<b>3,040.74</b>	<b>(84,160.17)</b>	<b>0.78</b>	<b>(20,727.10)</b>	<b>(41,296.84)</b>

As per our report of even date attached

For APT & CO LLP  
Chartered Accountants  
Firm Registration No.: 014621C/N500088

(Sanjeev Agarwal)  
Partner  
Membership No. 501114

Place: New Delhi  
Date : 30/06/2020

For and on behalf of the Board of Directors

(Ghanshyam Dass Singal)  
Managing Director  
DIN-00708019

(Nidhi Bhaskar)  
Company Secretary  
Membership No. A48649

(Vinumon K.G)  
Director  
DIN-07558990

(Anuj Kumar)  
Chief Financial Officer

**JINDAL POLY INVESTMENT AND FINANCE COMPANY LIMITED**

CIN: L65923UP2012PLC051433

**CONSOLIDATED STATEMENT OF CASH FLOW FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2020**

(Rs. In Lakhs)

Particulars	For Year Ended 31 <sup>st</sup> March, 2020	For Year Ended 31 <sup>st</sup> March, 2019
<b>A. Cash Inflow/(Outflow) From Operating Activities</b>		
Net Profit Before Tax and before exceptional item	(10,962.63)	(22,472.35)
<b>Adjustments for:</b>		
(Profit)/Loss on sale of Investment (net)	(2.15)	(1.45)
Impairment of Financial Instruments	7,382.14	-
Fair value adjustment on financial instruments	(2,742.09)	3,696.03
Provision against invocation of 399805923 nos of equity shares in Jindal India Thermal Power Ltd	1,719.17	14,712.86
Provision for doubtful debts	-	16.47
Interest Income	(4.34)	(5.88)
Interest Paid	4,633.31	4,051.81
<b>Operating Profit before Working Capital Changes</b>	<b>23.40</b>	<b>(2.51)</b>
<b>Adjustments for :</b>		
<i>(Increase)/Decrease in Operating Assets</i>		
Loans & Other Financial Assets	(6,058.22)	0.01
Trade Receivables	0.25	5.32
<i>Increase/(Decrease) in Operating Liabilities and Provisions</i>	5,861.28	
Trade Payables & Other Financial Liabilities	(5.00)	(14.61)
Provisions	0.82	(6.07)
<b>Cash generated from Operations</b>	<b>(177.47)</b>	<b>(17.86)</b>
Direct Tax Paid	(35.95)	15.11
<b>Net cash generated/ (used in) from Operating Activities</b>	<b>(213.42)</b>	<b>(2.75)</b>
<b>B. Cash Inflow/(Outflow) From Investing Activities</b>		
Proceeds from sale of Investments designated at FVTPL	274.28	58.00
Interest received on FDR	4.34	-
Investment in FDR	(92.90)	-
<b>Net Cash generated/ (used in) investing activities</b>	<b>185.72</b>	<b>58.00</b>
<b>C. Cash Inflow/(Outflow) From Financing Activities</b>		
Finance Cost	-	-
<b>Net Cash generated/ (used in) From Financing Activities</b>	<b>-</b>	<b>-</b>
<b>Net Increase/(Decrease) In Cash And Cash Equivalents (A+B+C)</b>	<b>(27.70)</b>	<b>55.25</b>
<b>Opening Balance of Cash and Cash Equivalents</b>	<b>62.21</b>	<b>6.96</b>
<b>Closing Balance of Cash and Cash Equivalents</b>	<b>34.51</b>	<b>62.21</b>
<b>Cash &amp; Cash Equivalents Comprise</b>		
Cash in Hand	0.04	0.09
Balance with Scheduled Banks in Current Accounts	34.47	62.12
	<b>34.51</b>	<b>62.21</b>

**Notes:**

- (i) Figures in bracket represent outflows.
- (ii) The above Statement of Cash Flow has been prepared under the "Indirect Method" as set out in Indian Accounting Standard 7 on "Statement of Cash Flow"

As per our report of even date annexed hereto

**For APT & CO LLP**  
 Chartered Accountants  
 Firm Registration No.: 014621C/N500088

 (Sanjeev Agarwal)  
 Partner  
 Membership No. 501114

 Place: New Delhi  
 Date : 30/06/2020

**For and on behalf of the Board of Directors**

 (Ghanshyam Dass Singal)  
 Managing Director  
 DIN-00708019

 (Nidhi Bhaskar)  
 Company Secretary  
 Membership No. A48649

 (Vinumon K.G)  
 Director  
 DIN-07558990

 (Anuj Kumar)  
 Chief Financial Officer

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS****1(A) CORPORATE INFORMATION**

Jindal Poly Investment and Finance Company Limited is a company limited by shares, incorporated and domiciled in India & the equity shares of the company are listed on Indian Stock Exchanges (National Stock Exchange & Bombay Stock Exchange).

The group comprises Jindal India Powertech Limited (Subsidiary company ) and its step down subsidiary company and are engaged in the business of investment and holding investment in its group Companies .

**1B PRINCIPLES OF CONSOLIDATION**

The Consolidated Financial Statements (CFS) relates to Jindal Poly Investment and Finance Company Limited (hereinafter referred to as the "Company") and its Subsidiaries and Associates (the Holding Company and its Subsidiaries and Associates together referred to as "the Group") comprising of the Consolidated Balance Sheet as at 31st March, 2020, the Consolidated Statement of Profit and Loss, the Consolidated Statement of Change in Equity, the Consolidated Statement of Cash Flow for the year then ended, and a summary of the significant accounting policies and other explanatory information /notes (herein referred to as "the Consolidated Financial Statements"). The CFS have been prepared in accordance with Indian Accounting Standard AS 110 on "Consolidated Financial Statements" (Ind AS 110), Indian Accounting Standard 28 on "Investments in Associates and Joint Ventures" (AS 28) referred to in section 133 of the Companies Act 2013 and the relevant provisions of The Companies Act, 2013 and are prepared on the following basis:

- (a) Subsidiaries are those enterprises controlled by the Group and its subsidiaries. Control is achieved when:
- the Group has power over the investee;
  - is exposed, or has rights, to variable returns from its involvement with the investee; and
  - has the ability to use its power to affect its returns.

The group reassesses whether or not it controls an investee, if facts and circumstances indicate that there are changes to one or more of the three elements to control listed above. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

- (b) The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intra-group transactions, balances and unrealised profits on transactions between group companies are eliminated in full. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred assets. Appropriate adjustments for deferred taxes are made for temporary differences that arise from the elimination of unrealised profits and losses from intra-group transactions or undistributed earnings of Group's entity included in consolidated statement of profit and loss, if any.
- (c) The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements to ensure conformity with the group's accounting policies. The financial statements of all entities used for the purpose of consolidation are drawn up to the same reporting date as that of the parent company.
- (d) Non-controlling interest in the profit/loss and equity of the subsidiaries' are shown separately in the consolidated statement of profit and loss, consolidated statement of change in equity and consolidated balance sheet, respectively.
- (e) A change in the ownership interest of a subsidiary, without a loss of control and acquisition of non controlling interest is accounted for as an equity transaction. This results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity.

(f) **Equity Method**

Associates are entities over which the group has significant influence but not control or joint control. This is generally the case where the group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting. Under the equity method of accounting, the investments are initially recognised at cost (fair value of retained interest, in case of loss of control over subsidiary, being regarded as cost on initial recognition as explained in below note (h)) and adjusted thereafter to recognise the group's share of the post-acquisition profits or losses of the investee in profit and loss, and the group's share of other comprehensive income of the investee in other comprehensive income.



**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

**(g) Loss of Control over Subsidiary and retained interest in Investee Company**

The Group reassesses whether or not it controls an investee, if facts and circumstances indicate that there are changes to one or more of the three elements to control listed below. Loss of Control is determined when the Group:

- has no power over the investee;
- is not exposed to, or not has rights, to variable returns from its involvement with the investee; and
- not has the ability to use its power to affect its returns.

When loss of control over subsidiary is established, the parent shall derecognises the assets (including goodwill), liabilities and non-controlling interests of the former subsidiary from the consolidated balance sheet at their carrying amounts at the date when control is lost and recognises any investment retained in the former subsidiary at its fair value when control is lost and subsequently accounts for it and for any amounts owed by or to the former subsidiary in accordance with relevant Ind ASs. That fair value shall be regarded as the fair value on initial recognition of a financial asset in accordance with Ind AS 109 or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture. The parent shall recognise any resulting difference as a gain or loss in profit or loss attributable to the parent.

**(h) The details of Subsidiaries and Associates companies whose financial statements are consolidated are as follows:**

S. No	Name of Companies	Country of Incorporation	Group's Proportion of Interest	
			As at 31st March 2020	As at 31st March 2019
<b>Subsidiaries</b>				
1	Jindal India Powertech Limited	India	51.22%	51.22%
<b>Step Subsidiaries</b>				
2	Xeta Properties Limited	India	99.42%	99.42%

- (i) The Consolidated financial statements are based, in so far they relate to unaudited financial statements included in respect of subsidiaries (as certified by the management), which are prepared for consolidation in accordance with the requirement of Indian Accounting Standard AS 110 on “Consolidated Financial Statements” (Ind AS 110) referred to in section 133 of the Companies Act 2013.
- (j) Share of Non Controlling Interest in net Consolidated assets is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the company’s shareholders

**1(C) STATEMENT ON SIGNIFICANT ACCOUNTING POLICIES**

**1.1 Basis of Preparation and Measurement**

The Consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the ‘Ind AS’) as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time

These Consolidated financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements.

These Consolidated financial statements were authorised for issue by the Board of Directors on their meeting held on June 30, 2020.

**Historical Cost Conventions and Fair Value**

These financial statements have been prepared on a historical cost basis, except for some assets and liabilities which have been measured at fair value, as specifically disclosed.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

### Reporting Presentation Currency

All amounts in the standalone financial statements and notes thereon have been presented in Indian Rupees (INR) (reporting and primarily functional currency of the company) and rounded off to the nearest Lakh with two decimals, unless otherwise stated.

- 1.2 All assets and liabilities are classified as Financial & Non financial as per the Company's normal operating cycle and other criteria set out in the Division III of Schedule III to the Companies Act, 2013 and Ind-AS 1 notified under the Companies (Indian Accounting Standards) Rules, 2015. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, twelve months has been considered by the Company for the purpose of current/ non-current classification of assets and liabilities. However certain liabilities such as trade payables and some accruals for employee and other operating costs are part of the working capital used in the Company's normal operating cycle, accordingly classified as current liabilities even if they are due to be settled more than twelve months after the reporting period.

### 1.3 Accounting Estimates & Judgements and key sources of estimation uncertainty

Due to the nature of the Company's operations, critical accounting estimates and judgements principally relate to the:

- Tangible fixed assets (estimate useful life);
- Intangible fixed assets (estimate useful life)
- Impairment testing (if and when applicable)
- Provision inventories (obsolescence / lower net realizable value)
- Provision for doubtful debts
- Provision for employees' post-employment benefits (actuarial assumptions)

In preparing the financial statements in conformity with the accounting principles generally accepted in India, management is required to make estimates and assumptions that affect reported amounts of assets and liabilities and the disclosure of contingent liabilities as at the date of the financial statements and the amounts of revenue and expenses during the reported period. Actual results could differ from those estimates. Any revision to such estimates is recognised in the period in which the same is determined.

Furthermore, the management believe that the net carrying amount of trade receivables is recoverable based on their past experience in the market and their assessment of the credit worthiness of debtors at 31st March 2020. Such estimates are inherently imprecise and there may be additional information about one or more debtors that the management are not aware of, which could significantly affect their estimations.

The provisions for defined benefit plans have been calculated by an external actuarial expert. The basic assumptions are related to the mortality, discount rate and expected developments with regards to the salaries. Management believes that the mortality tables used are general acceptable mortality tables the countries involved. The discount rate have been determined by reference to market yields at the end of the reporting period based on the expected duration of the obligation. The future salary increases have been estimated by using the expected inflation plus an additional mark-up based on historical experience and management expectations.

### 1.4 Investments and other financial assets

Financial assets are initially measured on trade date at fair value, plus transaction costs. All recognised financial assets are subsequently measured in their entirety at either amortized cost or at fair value.

- a) **Classification:** The Investments and other financial assets has been classified as per Company's business model for managing the financial assets and the contractual terms of the cash flows.

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

**b) Measurement:** For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

**(b.1) Debt Instruments:** Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company's classifies its debt instruments:

**Amortised Cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in profit and loss using the effective interest rate method.

**Fair value through other comprehensive income (FVOCI):**

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in profit and loss using the effective interest rate method.

**Fair value through profit or loss:**

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises.

**(b.2) Equity instruments:** The Company subsequently measures all equity investments at FVTPL or FVTOCI. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss when the Company's right to receive payments is established.

**(b.3) Trade Receivables:** Trade receivables are amounts due from customers for goods sold in the ordinary course of business. If collection is expect to be collected within a period of 12 months or less from the reporting date, they are classified as current assets otherwise as non-current assets.

Trade receivables are measured at their transaction price unless it contains a significant financing component. Loss allowance for expected life time credit loss is recognized on initial recognition.

**(c) Offsetting financial instruments:** Financial assets and liabilities are being offset and the net amount reported in the Financial Statements when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

**1.5 Financial Liabilities**

**Initial recognition and measurement :** Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss. In

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

case of trade payables, they are initially recognised at fair value and subsequently, these liabilities are held at amortised cost, using the effective interest rate method.

**Subsequent measurement :** Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

**Derecognition:** A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

### 1.6 Cash and Cash Equivalents

Cash and cash equivalents comprise cash at bank and in hand, short-term deposits and highly liquid investments with an original maturity of three months or less which are readily convertible in cash and subject to insignificant risk of change in value.

For the purposes of the Statement of Cash Flow, cash and cash equivalents is as defined above, net of outstanding bank overdrafts. In the balance sheet, bank overdrafts are shown within borrowings in current liabilities.

**1.7 Provisions.** Provisions are recognised when the company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Provisions in the nature of long term are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

### 1.8 Employee Benefits

#### (i) Short Term Employee Benefits

All employee benefits payable within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages etc. and the expected cost of bonus, exgratia, incentives are recognized in the period during which the employee renders the related service.

#### (ii) Post-Employment Benefits

##### (a) Defined Contribution Plans

State Government Provident Fund Scheme is a defined contribution plan. The contribution paid/payable under the scheme is recognized in the profit & loss account during the period during which the employee renders the related service.

(b) Defined Benefit Plans: The employee Gratuity Fund Scheme managed by a trust is a defined benefit plan. The present value of obligation under such defined benefit plan is determined based on actuarial valuation under the projected unit credit method which recognizes each period of service as giving rise to additional unit of employees benefits entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans is based on the market yields on government securities as at balance sheet date, having maturity periods approximated to the returns of related obligations. In case of funded plans the fair value of the planned assets is reduced from the gross obligation under the defined benefit plans to recognize the obligation on net basis.

(c) The obligation for leave encashment is provided for and paid on yearly basis.

(d) Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected in the balance

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to the statement of profit and loss.

**1.9 Revenue Recognition****1.9.1 Operating revenue**

Revenue (other than for those items to which Ind AS 109 Financial Instruments are applicable) is measured at fair value of the consideration received or receivable. Ind AS 115 Revenue from contracts with customers outlines a single comprehensive model of accounting for revenue arising from contracts with customers and supersedes current revenue recognition guidance found within Ind ASs. The Group recognises revenue from contracts with customers based on a five-step model as set out in Ind AS 115.

**1.9.2 Other Income**

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Company has elected to present gains or losses arising from fair value adjustments of financial instruments, gains or losses on disposal of property, plant and equipment, gain or losses from disposal/redemption of investments, amortisation of deferred government grants and regular foreign currency transactions/translations as a separate line item "other gains/(losses) - net" on the face of the statement of profit and loss as permitted in para 85 of Ind AS 1.

**1.10 Income Taxes**

The income tax expense is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantially enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantially enacted at the balance sheet date. Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

**1.11 Earnings Per Share:**

Basic earnings per share are calculated by dividing the net profit for the year attributable to equity shareholders by the weighted-average number of equity shares outstanding during the period. The weighted-average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus issue; bonus element in a rights issue to existing shareholders; share split; and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted-average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**1.12 Cash Flow Statement:**

The Statement of Cash Flow is reported using the indirect method, whereby the net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The Statement of Cash Flow from operating, investing and financing activities of the Group are segregated..

**1.13 Contingent Liability:** Contingent Liabilities, if material, are disclosed by way of notes.

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

	(Rs. In Lakhs)	
	As at 31 <sup>st</sup> March, 2020	As at 31 <sup>st</sup> March, 2019
<b>2 CASH AND CASH EQUIVALENTS</b>		
Cash in Hand	0.04	0.09
Balance with schedule Banks		
In Current Accounts	34.47	62.12
<b>Total</b>	<u><u>34.51</u></u>	<u><u>62.21</u></u>
<b>Bank balances other than above</b>		
Balances with Banks		
- Term Deposits with maturity up to 3 months but less than 12 months at inception	92.90	-
	<u><u>92.90</u></u>	<u><u>-</u></u>
<b>3 LOANS</b>		
<b>NON CURRENT</b>		
Loans to Body Coporate *	4,341.00	4,341.00
	<u><u>4,341.00</u></u>	<u><u>4,341.00</u></u>
<p>*The amount includes loan to Jindal Photo Investments Limited (Formerly Hindustan Powergen Limited ) of Rs 53 lacs and Loan to Jindal India Thermal Power Limited of Rs 4288 Lacs.</p>		
<b>4 TRADE RECEIVABLES</b>		
Unsecured		
- Considered Good	17.16	17.41
- Considered Doubtful	-	-
	<u><u>17.16</u></u>	<u><u>17.41</u></u>
Less: Allowances for doubtful debts	<u><u>17.16</u></u>	<u><u>17.41</u></u>



**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 5: INVESTMENTS**

(Rs. In Lakhs)

Investments (In India)	As at 31 <sup>st</sup> March, 2020					As at 31 <sup>st</sup> March, 2019				
	At Fair Value		Total	Subtotal	Total	At Fair Value		Subtotal	Total	
	At Amortised cost	Through Profit & Loss				Designated at fair value through Profit & Loss	At Amortised cost			Through Profit & Loss
	(1)	(2)	(3)	(4)=(2)+(3)	(5)=(1)+(4)	(1)	(2)	(3)	(4)=(2)+(3)	(5)=(1)+(4)
<b>1. Mutual funds</b>										
UTI Treasury Advantage Fund-Direct Plan-Growth No. of Units Nil (PY 4092.00)		-0.00	-	-0.00	-0.00	-	98.86	7.71	106.57	106.57
Reliance Money Manager Fund-Direct Plan-Growth No. of Units 4952.953 (PY 11229.69)		130.81	9.10	139.91	139.91	-	273.71	22.67	296.38	296.38
<b>2. Other approved securities</b>										
Jindal India Thermal Power Limited ***										
(Zero Percent Redeemable Preference Shares)	32,273.63		4,437.62	36,711.25	36,711.25	28,372.41	3,901.21	32,273.63	32,273.63	
<b>3. Equity Instruments</b>										
<b>3.1. Others</b>										
Jindal India Thermal Power Limited **	223.16	-218.09	5.07	5.07	2,089.56	-1,866.40	223.16	223.16		
Consolidated Finvest & Holdings Ltd. No. of Units 1,186,246 (PY 1,186,246)	-	561.69	-295.97	265.72	265.72	-	759.79	-198.10	561.69	561.69
Jindal Photo investment Limited* No. of Units 409,860 (PY 409,860)	-	8,665.00	-7,382.14	1,282.86	1,282.86	-	8,665.00	-	8,665.00	8,665.00
<b>Total (A)</b>	-	41,854.29	-3,449.48	38,404.81	38,404.82	-	40,259.32	1,867.09	42,126.42	42,126.42
(i) Investments outside India	-	-	-	-	-	-	-	-	-	-
(ii) Investments in India	-	41,854.29	-3,449.48	38,404.81	38,404.82	-	40,259.32	1,867.09	42,126.42	42,126.42
<b>Total (B)</b>	-	41,854.29	-3,449.48	38,404.81	38,404.82	-	40,259.32	1,867.09	42,126.42	42,126.42
Less: Allowance for impairment loss (C)	-	-	-	-	-	-	-	-	-	-
<b>Total- Net (D=A-C)</b>	-	41,854.29	-3,449.48	38,404.81	38,404.82	-	40,259.32	1,867.09	42,126.42	42,126.42

\* The investment in Jindal Photo Investment Limited has been measured at fair value as per valuation report obtained from the Registered Valuer and fair value loss has been recognised through FVTPL

\*\* Out of above 4,60,00,000 (Previous Year 4,60,00,000) Equity Shares has been exclusively pledged with Bank of Baroda one of lenders of Jindal India Thermal Power Limited. (Please also refer note No. 43)

\*\*\* Out of above 61,99,97,400 Redeemable Preference Shares (Previous year 61,99,97,400 Redeemable Preference shares) has been Pledged with lenders of Jindal India Thermal Power Limited. (47,91,25,900 Redeemable Preference share have been pledged with Punjab National Bank (as security trustee) and 14,08,71,500 redeemable Preference Shares have been pledged exclusively with Punjab National Bank, Lead Lender) (Please refer note No.43 and 44)

\*\*\*\*The zero percent Redeemable Preference shares shall be redeemed at a premium of 10% within 15 years from the date of allotment as may be decided by the Board of Directors of the company

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

	(Rs. In Lakhs)	
	As at 31 <sup>st</sup> March, 2020	As at 31 <sup>st</sup> March, 2019
<b>6 OTHER FINANCIAL ASSETS</b>		
Security Deposits	210.00	-
Other Recoverables	0.89	5.00
Less: Provision for other recoverable	-	(-5.00)
Recoverable against the invocation of Pledged shares in Jindal India Thermal Power Limited	39.97	39,980.59
Less: Provision for doubtful recoverable against above invocation	-	-38,221.45
Other Advances	-	1,940.00
Allowance for Impairment Loss	-	-1,940.00
<b>Total</b>	<b>250.86</b>	<b>1,759.14</b>
<b>7 CURRENT TAX ASSETS (NET)</b>		
GST Receivable	0.40	1.76
Advance Income Tax (net of provision)	147.79	140.36
<b>Total</b>	<b>148.19</b>	<b>142.12</b>
<b>8 DEFERRED TAX ASSETS (NET)</b>		
Opening Balance*	332.49	334.02
Creation/(Deletion) During the year	(0.19)	(1.53)
<b>Total</b>	<b>332.30</b>	<b>332.49</b>

\*This also includes MAT Credit Entitlement of Rs. 331.58 lakhs

	(Rs. In Lakhs)											
Particulars	Land-Free	Land-Lease	Buildings-	Buildings-	Roads and	Temporary	Plant &	Furniture &	Vehicles	Office	Computers	Total
	Hold	Hold	Factory	Others	Drains	Structures	Machinery	Fixtures		equipment		
Gross Carrying Value as on 01.04.2018	178.91	-	-	-	-	-	-	-	-	-	-	178.91
Addition	-	-	-	-	-	-	-	-	-	-	-	-
Gross Carrying Value as on 31.03.2019	178.91	-	-	-	-	-	-	-	-	-	-	178.91
Accumulated Depreciation as on 01.04.2018	-	-	-	-	-	-	-	-	-	-	-	-
Depreciation for the period	-	-	-	-	-	-	-	-	-	-	-	-
Accumulated Depreciation as on 31.03.2019	-	-	-	-	-	-	-	-	-	-	-	-
Carrying Value as on 31.03.2019	178.91	-	-	-	-	-	-	-	-	-	-	178.91
Gross Carrying Value as on 01.04.2019	178.91	-	-	-	-	-	-	-	-	-	-	178.91
Addition	-	-	-	-	-	-	-	-	-	-	-	-

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

9 PROPERTY, PLANT AND EQUIPMENTS (CONTD.)

(Rs. In Lakhs)

Particulars	Land-Free Hold	Land-Lease Hold	Buildings-Factory	Buildings-Others	Roads and Drains	Temporary Structures	Plant & Machinery	Furniture & Fixtures	Vehicles	Office equipment	Computers	Total
Gross Carrying Value as on 31.03.2020	178.91	-	-	-	-	-	-	-	-	-	-	178.91
Accumulated Depreciation as on 01.04.2019	-	-	-	-	-	-	-	-	-	-	-	-
Depreciation for the period	-	-	-	-	-	-	-	-	-	-	-	-
Accumulated Depreciation as on 31.03.2020	-	-	-	-	-	-	-	-	-	-	-	-
Carrying Value as on 31.03.2020	178.91	-	-	-	-	-	-	-	-	-	-	178.91

(Rs. In Lakhs)

	As at 31 <sup>st</sup> March, 2020	As at 31 <sup>st</sup> March, 2019
<b>10 TRADE PAYABLE</b>		
- Total outstanding dues micro enterprises and small enterprises	-	-
- Total outstanding dues of creditors other than micro enterprises and small enterprises	8.65	13.65
<b>Total</b>	<b>8.65</b>	<b>13.65</b>

10.1 There are no Micro Enterprises and small Enterprises to whom the company owes dues, which are outstanding for more than 45 days during the year and also at 31st March, 2020. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

11 SUBORDINATED LIABILITIES

(i) 0% Redeemable Preference Shares of Rs. 10 each	9,969.31	8,764.24
Add: Fair value adjustment	1,370.70	1,205.08
(ii) 0% Optionally Convertible Preference Shares of Rs.10 each	36,052.85	31,694.80
Add: Fair value adjustment	(182.28)	4,358.04
	<b>47,210.58</b>	<b>46,022.17</b>

(A) Unsecured - 0% Redeemable Preference Shares

Particulars	Bal as on 31.03.2020	Repayment Schedule
Redeemable Preference Shares-Series I (51,01,70,000 shares of Rs 10 each at 0% dividend)	26,297.00	Redeemable at a premium of 10% any time within 15 years of their allotment as may be decided by the Board of Directors (date of issue 29.03.2014).
Preference Shares- Series II (19,06,20,000 shares of Rs 10 each at 0% dividend)	6,562.00	Redeemable at a premium of 10% any time within 15 years of their allotment as may be decided by the Board of Directors (date of issue 07.06.2014).
<b>Total</b>	<b>32,859.00</b>	-

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**
**(B) Unsecured - 0% Optionally Convertible Preference Shares**

<b>Particulars</b>	<b>Bal as on 31.03.2020</b>	<b>Repayment Schedule</b>
Optionally Convertible Preference Shares-Series I (19,12,00,000 shares of Rs 10 each at 0% dividend)	19,120.00	Each OCPs will be converted at par into Equity Shares of Rs. 10/- each, fully paid up and option for conversion will be given within 10 years from the date of allotment by the Company to the OCPs holder(s). (date of issue 19.03.2015)
Optionally Convertible Preference Shares-Series II (70,00,000 shares of Rs 10 each at 0% dividend)	700.00	Each OCPs will be converted at par into Equity Shares of Rs. 10/- each, fully paid up and option for conversion will be given within 10 years from the date of allotment by the Company to the OCPs holder(s). (date of issue 13.07.2015)
Optionally Convertible Preference Shares-Series III (6,12,50,000 shares of Rs 10 each at 0% dividend)	6,125.00	Each OCPs will be converted at par into Equity Shares of Rs. 10/- each, fully paid up and option for conversion will be given within 10 years from the date of allotment by the Company to the OCPs holder(s). (date of issue 24.08.2015)
Optionally Convertible Preference Shares-Series IV (11,90,00,000 shares of Rs 10 each at 0% dividend)	11,900.00	Each OCPs will be converted at par into Equity Shares of Rs. 10/- each, fully paid up and option for conversion will be given within 10 years from the date of allotment by the Company to the OCPs holder(s). (date of issue 22.09.2015)
Optionally Convertible Preference Shares-Series V (35,00,000 shares of Rs 10 each at 0% dividend)	350.00	Each OCPs will be converted at par into Equity Shares of Rs. 10/- each, fully paid up and option for conversion will be given within 10 years from the date of allotment by the Company to the OCPs holder(s). (date of issue 13.10.2015)
Optionally Convertible Preference Shares-Series VI (2,50,00,000 shares of Rs 10 each at 0% dividend)	2,500.00	Each OCPs will be converted at par into Equity Shares of Rs. 10/- each, fully paid up and option for conversion will be given within 10 years from the date of allotment by the Company to the OCPs holder(s). (date of issue 27.10.2015)
Optionally Convertible Preference Shares-Series VII (35,00,000 shares of Rs 10 each at 0% dividend)	350.00	Each OCPs will be converted at par into Equity Shares of Rs. 10/- each, fully paid up and option for conversion will be given within 10 years from the date of allotment by the Company to the OCPs holder(s). (date of issue 12.11.2015)
Optionally Convertible Preference Shares-Series VIII (35,00,000 shares of Rs 10 each at 0% dividend)	350.00	Each OCPs will be converted at par into Equity Shares of Rs. 10/- each, fully paid up and option for conversion will be given within 10 years from the date of allotment by the Company to the OCPs holder(s). (date of issue 11.12.2015)
Optionally Convertible Preference Shares-Series IX (35,00,000 shares of Rs 10 each at 0% dividend)	350.00	Each OCPs will be converted at par into Equity Shares of Rs. 10/- each, fully paid up and option for conversion will be given within 10 years from the date of allotment by the Company to the OCPs holder(s). (date of issue 12.01.2016)
Optionally Convertible Preference Shares-Series X (2,27,50,000 shares of Rs 10 each at 0% dividend)	2,275.00	Each OCPs will be converted at par into Equity Shares of Rs. 10/- each, fully paid up and option for conversion will be given within 10 years from the date of allotment by the Company to the OCPs holder(s). (date of issue 28.01.2016)
<b>Total</b>	<b>44,020.00</b>	-

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

	(Rs. In Lakhs)	
	As at 31 <sup>st</sup> March, 2020	As at 31 <sup>st</sup> March, 2019
<b>12 OTHER FINANCIAL LIABILITY</b>		
Current Maturities of Long Term Debts-Secured	-	-
Optionally Convertible Debentures*	22,500.00	22,500.00
Interest accrued and due on borrowings	15,063.01	10,429.94
Staff securities	-	2.28
Employees Payable	3.32	2.22
Others	22.91	5.28
<b>Total</b>	<b>37,589.24</b>	<b>32,939.72</b>

\*i) 225 Optionally Convertible Debentures (OCDs) of 1,00,00,000/- outstanding as on date (Previous Year 225 OCDs of 1,00,00,000/- each), subscribed by IFCI Ltd. redeemable/convertible within 5 years from the date of issue as per term and condition to the issue of debentures agreement. (Please also refer note no 41)

(ii) As on 31.03.2020, Coupon rate of interest on Debentures is considered as 13.20% p.a. payable monthly. (as on 31st March 2019 rate of interest on debentures was 13.20% p.a. payable monthly)

**13 NON-FINANCIAL LIABILITIES**

Provision for Tax	-	0.01
Provision for Employee Benefit (Gratuity)	4.18	3.71
<b>Total</b>	<b>4.18</b>	<b>3.72</b>

**14 EQUITY SHARE CAPITAL**

**(A) Authorised Share Capital**

**Equity Share Capital of Rs 10 Each**

	No of shares (in lakhs)	Amount (in lakhs)
<b>As at 31st March 2019</b>	2,70,00,000	2,700.00
Add: Issued during the year	-	-
<b>As at 31st March 2020</b>	<b>2,70,00,000</b>	<b>2,700.00</b>

**(B) Subscribed and issued Equity Share capital**

**Equity Share Capital of Rs 10 Each**

<b>As at 31st March 2019</b>	1,05,11,929	1,051.19
Add: Increase /reclassified during the year	-	-
<b>As at 31st March 2020</b>	<b>1,05,11,929</b>	<b>1,051.19</b>

**(C) Statement of Change in Equity**

Balance as on 31 <sup>st</sup> March, 2019	Changes in equity share capital during the year	Balance as on 31 <sup>st</sup> March, 2020
1,051.19	-	1,051.19

**(D) Share holders holding more than 5 percent Equity shares of the Company :**

Name of Shareholder	As at 31st March 2020		As at 31st March 2019	
	No. of Shares	%	No. of Shares	%
Soyuz Trading Company Limited	2962066	28.18	2962066	28.18
Jindal Photo Investment Limited	2862575	27.23	2862575	27.23
Rishi Trading Company Limited	1630189	15.51	1630189	15.51

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(E) Shares allotted to pursuant to a contract without consideration being received in cash under the scheme of demerge

Particulars	As at	As at
	31 <sup>st</sup> March, 2020	31 <sup>st</sup> March, 2019
No. of Shares	10511929	10511929

**(F) Terms/rights attached to Equity Shares**

Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all the preferential amounts. The distribution will be in the proportion to the number of equity shares held by the shareholders. There is no restriction on distribution of dividend. However, same except interim dividend is subject to the approval of the shareholders in the Annual general Meeting.

**OTHER EQUITY**

(Amount in lakhs)

Particulars	Reserves and Surplus			Other Comprehensive Income	Non Controlling Interest	Total
	General Reserve	Equity component of compound financial instruments	Retained Earnings	Remeasurement of defined benefit plan		
Balance at the beginning of the reporting period 01 <sup>st</sup> April, 2019	60,549.27	3,040.74	(61,209.13)	0.47	(8,271.46)	(5,890.12)
Other Comprehensive Income for the Year	-	-	-	-0.03	-0.02	(0.05)
Profit/(Loss) for the Year	-	-	(13,562.13)	(10,851.78)	(24,413.91)	
<b>Balance as on 31<sup>st</sup> March, 2019</b>	<b>60,549.27</b>	<b>3,040.74</b>	<b>(74,771.26)</b>	<b>0.43</b>	<b>(19,123.26)</b>	<b>(30,304.08)</b>
Other Comprehensive Income for the Year	-	-	-	0.35	0.01	0.36
Profit/(Loss) for the Year	-	-	(9,388.91)	(1,603.85)	(10,992.76)	
<b>Balance at on 31<sup>st</sup> March,2020</b>	<b>60,549.27</b>	<b>3,040.74</b>	<b>(84,160.17)</b>	<b>0.78</b>	<b>(20,727.10)</b>	<b>(41,296.49)</b>

(Rs. In Lakhs)

	For the year ended 31 <sup>st</sup> March, 2020	For the year ended 31 <sup>st</sup> March, 2019
<b>15 REVENUE FROM OPERATIONS</b>		
Rental Income	0.25	0.50
Sale of services	96.00	96.00
<b>Total</b>	<b>96.25</b>	<b>96.50</b>
<b>16 OTHER INCOME</b>		
Gain on sale of Investments	2.15	1.45
Interest Income	4.34	5.88
Misc income	-	1.18
<b>Total</b>	<b>6.49</b>	<b>8.51</b>

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

		(Rs. In Lakhs)
	For the year ended 31 <sup>st</sup> March, 2020	For the year ended 31 <sup>st</sup> March, 2019
<b>17 FINANCE COST</b>		
Interest Expenses	4633.04	4051.55
Finance cost on Gratuity	0.27	0.55
<b>Total</b>	<b>4,633.31</b>	<b>4,052.10</b>
<b>18 NET LOSS ON FAIR VALUE CHANGES</b>		
Impairment on financial instruments	7,382.13	-
Fairvalue loss/(gain) in investments	(3,932.66)	(1,867.09)
Fairvalue loss/(gain) in subordinate liabilities	1,188.42	5,563.12
<b>Total</b>	<b>4,637.89</b>	<b>3,696.03</b>
<b>19 EMPLOYEE BENEFIT EXPENSES</b>		
Salaries and wages	36.97	59.25
Contribution to provident and other funds	0.77	0.68
Staff Welfare	0.00	0.17
Gratuity	0.92	0.90
<b>Total</b>	<b>38.66</b>	<b>61.00</b>
<b>20 OTHER EXPENDITURE</b>		
Rent, taxes and energy costs	0.96	0.96
Custodial Fees and Listing Fees	8.92	10.69
Communication Costs	-	0.12
Advertisement and publicity	1.32	1.23
Director's fees, allowances and expenses	2.49	1.81
Auditor's Remuneration (Refer Note 20.1)	2.53	1.95
Legal and Professional charges	12.12	11.84
Fees and Subscription	0.11	0.11
Provision for Doubtful Debts	-	16.47
Provision against invocation of 399805923 nos of equity shares in Jindal India Thermal Power Limited (Please refer note no. 39)	1,719.18	14,712.86
Rates And Taxes	0.02	-
Interest to others	0.00	0.13
Prior period expenses	-	0.75
Bank Charges	0.71	0.50
Other expenditure	0.96	2.27
Annual General Meeting Expense	3.44	2.65
Travelling & Conveyance	2.76	3.88
<b>Total</b>	<b>1,755.51</b>	<b>14,768.23</b>
<b>20.1 Remuneration to Auditors comprise</b>		
- as Audit fee	1.43	1.59
- for other services	1.00	0.35
<b>Total</b>	<b>2.43</b>	<b>1.95</b>



**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

	<b>For the year ended 31<sup>st</sup> March, 2020</b>	<b>(Rs. In Lakhs) For the year ended 31<sup>st</sup> March, 2019</b>
<b>21 EARNING PER SHARE</b>		
<b>Earnings Per Share - Basic</b>		
Profit attributable to the Equity Shareholders (Owners of the Parent) (Rs. In Lakhs)	(9,388.57)	(13,562.16)
Weighted Average Number of Equity Shares outstanding (Nominal Value of Equity Shares - Rs 10/- each)	1,05,11,929	1,05,11,929
<b>Basic Earnings per Share (in Rs.)</b>	<b><u>(89.31)</u></b>	<b><u>(129.02)</u></b>
<b>Earnings Per Share - Diluted</b>		
Profit attributable to the Equity Shareholders (Owners of the Parent) (Rs. In lakhs)	(9,388.57)	(13,562.16)
Weighted Average Number of Equity Shares outstanding (Nominal Value of Equity Shares - Rs 10/- each)	1,05,11,929	1,05,11,929
<b>Diluted Earnings per Share (in Rs.)</b>	<b><u>(89.31)</u></b>	<b><u>(129.02)</u></b>

**22 DISCLOSURE UNDER REGULATION 34(3) OF “SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015”**

Loans and advances outstanding at the year end and maximum amount outstanding during the year, as required to be disclosed under Schedule V and Regulation 34(3) of “Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015” are Nil.

**23 DISCLOSURE RELATING TO LOANS/SECURITY/GUARANTEE/INVESTMENT GIVEN BY THE COMPANY AS PER THE REQUIREMENTS OF SECTION 186(4) OF THE COMPANIES ACT 2013 AS ON 31ST MARCH' 2020**

<b>(Rs. In Lakhs)</b>				
<b>Particulars</b>	<b>Categories</b>	<b>Loan Given/Security Provided/Investment made during the year</b>	<b>Balance of Loan Given/Security Provided/ Investment made as on 31<sup>st</sup> March 2020</b>	<b>Purpose</b>
Xeta Properties Pvt Ltd	Loan	Nil	2.00	Business
Jindal Photo Investment Ltd	Loan	Nil	53.00	Business
Jindal India Thermal Power Ltd	Loan	Nil	4,288.00	Business

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

24 FAIR VALUE MEASUREMENTS

Financial instruments by category

(Rs. In Lakhs)

	As at 31st March, 2020			As at 31st March, 2019		
	FVTPL	Amortised Cost	Cost	FVTPL	Amortised Cost	Cost
<b>Financial assets</b>						
Cash and cash equivalents	-	127.41	-	-	62.21	-
Loans	-	4,341.00	-	-	4,341.00	-
Receivables						
(l) Trade Receivables	-	17.16	-	-	17.41	-
Investments						
Mutual Funds	139.91	-	-	402.94	-	-
Equity Instruments	38,264.91	-	-	41,723.47	-	-
Other Financial Assets	-	250.86	-	-	1,759.14	-
	<b>38,404.82</b>	<b>4,736.44</b>	<b>-</b>	<b>42,126.42</b>	<b>6,179.76</b>	<b>-</b>
<b>Financial liabilities</b>						
Payables						
Trade Payables	-	8.65	-	-	13.65	-
Subordinated Liabilities	47,210.58	-	-	46,022.17	-	-
Others Financial Liabilities	-	37,589.24	-	-	32,939.72	-
	<b>47,210.58</b>	<b>37,597.89</b>	<b>-</b>	<b>46,022.17</b>	<b>32,953.37</b>	<b>-</b>

Fair Value Hierarchy

- (a) This section explains the judgements and estimates made in determining the fair values of the financial instruments. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard.

Financial assets and liabilities measured at fair value

(Rs. In Lakhs)

	As at 31st March 2020				As at 31st March 2019			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>								
<b>Financial Investments at FVTPL</b>								
Investments								
Mutual Fund Units		139.91		139.91		402.94	-	402.94
Equity Instruments	265.72	5.07	1,282.86	1,553.65	561.69	223.16	8,665.00	9,449.85
Other Securities			36,711.25	36,711.25	-	-	32,273.63	32,273.63
<b>Total</b>	<b>265.72</b>	<b>144.98</b>	<b>37,994.11</b>	<b>38,404.81</b>	<b>561.69</b>	<b>626.10</b>	<b>40,938.63</b>	<b>42,126.42</b>
<b>Financial Liabilities</b>								
<b>Financial Liabilities at FVTPL</b>								
Subordinated Liabilities	-	-	47,210.58	47,210.58	-	-	46,022.17	46,022.17
<b>Total</b>	<b>-</b>	<b>-</b>	<b>47,210.58</b>	<b>47,210.58</b>	<b>-</b>	<b>-</b>	<b>46,022.17</b>	<b>46,022.17</b>

Level 1: hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.

There are no transfers between level 1 and level 2 during the year.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS****(b) Valuation technique used to determine fair value**

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

All of the resulting fair value estimates are included in level 2 or level 3, where the fair values have been determined based on present values and the discount rates used were adjusted for counterparty or own credit risk.

**(c) Fair value estimation**

Estimated fair value disclosures of financial instruments are made in accordance with the requirements of Ind AS 107 "Financial Instruments: Disclosure". Fair value is defined as the amount at which the instrument could be exchanged in a current transaction between knowledgeable willing parties in an arm's length transaction, other than in forced or liquidation sale. As no readily available market exists for a large part of the Company's financial instruments, judgment is necessary in arriving at fair value, based on current economic conditions and specific risks attributable to the instrument. The estimates presented herein are not necessarily indicative of the amounts the Company could realize in a market exchange from the sale of its full holdings of a particular instrument.

The following summarizes the major methods and assumptions used in estimating the fair values of financial instruments.

**Trade and other receivables / payables**

Receivables / payables typically have a remaining life of less than one year and receivables are adjusted for impairment losses. Therefore, the carrying amounts for these assets and liabilities are deemed to approximate their fair values, as the allowance for estimated irrecoverable amounts is considered a reasonable estimate of the discount required to reflect the impact of credit risk.

**Other long term receivables**

These receivables are regularly reviewed and adjusted for impairment losses. Therefore, management considers the carrying amount of these receivables to approximate fair value.

**(d) Valuation process**

Discussions of valuation processes and results are held between the CFO, AC and the valuation team at least once every three months, in line with the Company's quarterly reporting periods. The main level 3 inputs for unlisted equity securities, contingent considerations and indemnification asset used by the Company are derived and evaluated by CFO and AC and the valuation is got prepared as required.

**25 FINANCIAL RISK MANAGEMENT****(a) Risk management framework**

The risk management policies of the Company are established to identify and analyse the risk faced by Company to set appropriate risk limit and controls to monitor risk and adherence to limits. Risk management policies and systems are reviewed regularly to reflect the changes in market conditions and the Company activities. The management has overall responsibility for the establishment and oversight of the Company risk management framework. In performing its operating, investing and financing activities, the Company is exposed to credit risk, liquidity risk and market risk.

**(b) Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investments in financial instruments.

The carrying amount of financial assets represents the maximum credit exposure. The Company monitor credit risk very closely both in domestic and export market. The Management impact analysis shows credit risk and impact assessment as low.

**Trade and other receivables**

Credit risk is the risk that a customer may default or not meet its obligations to the company on a timely basis, leading to financial losses by the Company. Credit evaluations are performed on all receivables requiring credit. The Company reviews for any required allowance for impairment that represents its expected credit losses in respect of receivables. Investments are reviewed for any fair valuation loss on periodically basis and necessary provision/fair valuation

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

adjustments has been made based on the valuation carried by the management to the extent available sources, the management does not expect any investment counterparty to fail to meet its obligations.

### (c) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are fallen due. The Company's liquidity position is carefully monitored and managed. The Company has in place a detailed budgeting and cash forecasting process to help ensure that it has adequate cash available to meet its payment obligations.

### (d) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices mainly comprise three types of risk: currency rate risk, interest rate risk and other price risks. Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. This is based on the financial assets and financial liabilities held as at March 31, 2020 and March 31, 2019. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return. However, the Company has no such items regarding currency risk or interest rate risk.

## 26 RELATED PARTY DISCLOSURE

As required by Ind AS-24 "Related party disclosure" issued by the Institute of Chartered Accountants of India are as follows:-

### I List of Related Parties

#### a) **Entities with joint control of, or significant influence over the entity**

- 1 Soyuz Trading Company Limited
- 2 Jindal Photo Investments Limited

#### b) **Key Managerial Personnel**

- 1 Ghanshyam Dass Singal, Managing Director
- 2 Pramod Kumar, Company Secretary (till November 30, 2018)
- 3 Rupesh Kumar, Company Secretary (till March 12, 2020)
- 4 Nidhi Bhaskar, Company Secretary (w.e.f. May 05, 2020)
- 5 Shakshi Gupta, CFO ( Up to April 02, 2018)
- 6 Anuj Kumar, CFO (w.e.f. May 01, 2018)

#### c) **Other related parties**

- 1 Jindal Poly Films Limited
- 2 Jindal Photo Limited
- 3 Consolidated Photo & Finvest Limited

\*Related parties are as determined by management, and has been relied upon by auditor.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

**II The details of related party transactions entered into by the Company for the year ended March 31, 2020 and March 31, 2019 is as follows :**

(Rs. in lakhs)		
Transactions	For the Year Ended 31.03.2020	For the Year Ended 31.03.2019
1 Directors Sitting Fee- (b1)	0.21	0.21
2 Remuneration to KMP's (b-2, b-3, b-6)	30.10	30.10
3 Payment of Rent (c-3)	0.96	0.96
4 Reimbursement of Expenses (c-2)	1.48	1.27
5 Consultancy Income (c-1)	96.00	96.00
6 <u>Balances Outstanding</u>		
Remuneration to KMP's (b-2, b-3, b-6)	1.02	1.02
Reimbursement of Expenses (c-1)	3.14	3.14
Advances (d-2)	1,940.00	1,940.00

Note: The transactions with the Related Parties have been entered in the ordinary course of business and are at arm's length.

**27 RETIREMENT BENEFIT OBLIGATION**

Below tables entails the changes in the projected benefit obligation & plan assets and amount recognised in the standalone Balance Sheet as at 31st March, 2020 being the respective measurement date:

**Defined Plan - Gratuity Scheme**

**27.1 Movement in obligation (Rs. In lakhs)**

Particulars	As at 31 <sup>st</sup> March, 2020	As at 31 <sup>st</sup> March, 2019
Present value of obligation as at the beginning of the period	3.70	9.16
Interest cost	0.28	0.55
Current service cost	0.67	0.38
Benefits paid	-	-5.38
Remeasurements - actuarial loss/ (gain)	-0.36	-1.02
Less: Related to Companies ceased to be subsidiaries	-	-
Present value of obligation as at the end of the period	4.29	3.70

**27.2 Recognised in Statement of Profit & Loss and Other Comprehensive Income (OCI) (Rs. In lakhs)**

Particulars	As at 31 <sup>st</sup> March, 2020	As at 31 <sup>st</sup> March, 2019
Current Service Costs	0.67	0.38
Interest Costs	0.28	0.55
Expected return on plan assets	-	-
Remeasurement - Actuarial loss/(gain)	-0.36	-1.02
Expenses/(Income) recognised in statement of profit & Loss and OCI	0.59	-0.08

**27.3 The principle actuarial assumptions used for estimating the company's defined benefit obligations are set out below:**

(Rs. In lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2020	As at 31 <sup>st</sup> March, 2019
Discount Rate	6.7%-6.79%	7.50%
Expected Rate of increase in salary	5.50%- 8.00%	5.50%

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

The principal assumptions are the discount rate and salary growth rate. The discount rate is based upon the market yields available on Government bonds at the accounting date with a term that matches that of the liabilities. Salary increase rate takes into account of inflation, seniority, promotion and other relevant factors on long term basis.

- 28** The Debenture Redemption Reserve has not been created in terms of Section 71(4) of the Companies Act, 2013 in view of insufficient profit during the year or earlier years.
- 29 Contingent Liabilities:-**
- (i) Income Tax demand in dispute at Income tax Tribunal, New Delhi for AY 2013-2014 of Rs 11.32 lacs (previous year Rs.11.32 lacs) . However said disputed demand amount is adjusted by Assessing officer against the refund receivables for AY 2015-16. The dispute is still at ITAT.
  - (ii) Income Tax demand at dispute at CIT(A) for AY 2015-16 of Rs. 22.44 lacs.
  - (iii) Income Tax demand in dispute for AY 2018-19 at CIT(A) of Rs. 54.49 lacs.
- 30** As per Ind AS - 108, information reported to the chief operating decision maker, which is the Board of the Company, for the purpose of resource allocation and assessment of segment performance is founded its only reportable business segment of holding investments and investing of its surplus fund in the share capital of other company and mutual fund which are governed by the same set of risk and returns. Hence, the Company does not qualify for separate segment reporting.
- 31** The Group Company ( Jindal India Powertech Limited) has issued Optionally Convertible Debentures (OCDs) to IFCI Limited (IFCI) for Rs. 30000 Lakhs, which were due for full redemption on 05.09.2016 as per the original terms of issue. The Group Company has not redeemed balance OCDs of Rs 22,500 Lakhs. IFCI has filed suit against the company before the Debt Recovery Tribunal Delhi (DRT- Delhi) for recovery of debt. The company has responded with suitable response. A provisions for interest of Rs 4,633 Lakhs (previous year Rs 4,051 Lakhs) is made for the financial year 2019-20 on these outstanding debentures in accordance with Ind AS - 1 and also in compliance to the companies Act 2013. Loan amount has turned NPA on 31/12/2016 as declared by IFCI. In view of legal opinion received by company on the subject matter, company has not deducted TDS on these provisional interest amount.
- 32** The Company (i.e. Jindal Poly Investment & Finance Company Limited) had pledged 15,41,00,000 Equity Shares of Rs 10/- each and 24,71,00,000 Zero Percent Redeemable Preference Shares Series I and 9,88,00,000 Zero Percent Redeemable Preference Shares Series II of Rs 10/- each, both fully paid up of Jindal India Powertech Limited “JIPL, an Subsidiary Company to IFCI Limited as security for 14% OCD issued by JIPL and subscribed by IFCI Ltd in terms of the Debenture subscription agreement between JIPL and IFCI Limited for the sum of Rs 30,000 Lakhs.
- In the abovementioned matter, IFCI has filed an application with Debt Recovery Tribunal – I, Delhi for recovery of outstanding dues of Rs. 27,184.26 Lakhs from JIPL due to non-redemption of 14% OCDs issued to IFCI and has made the Company as Defendant No. 2 as the Company has provided security to IFCI for the said 14% OCDs by way of pledge of its investment in equity and preference share capital amounting to Rs. 50,000 Lakhs in JIPL although the Company had not provided any Corporate Guarantee in this regard. The Company has filed the reply with DRT-I Delhi in this regard and the matter is pending for adjudication.
- 33** The Group company (Jindal India Powertech Limited) had pledged 44,58,05,923 nos of equity shares (30,89,40,941 equity shares pledged to Punjab National Bank as security trustee on behalf of consortium, 9,08,64,982 equity shares pledged exclusively to Punjab National Bank and 4,60,00,000 equity shares pledged exclusively to Bank of Baroda) of Rs. 10 each and 61,99,97,400 no of redeemable preference shares (47,91,25,900 preference shares pledged to Punjab National Bank as security trustee on behalf of consortium and 14,08,71,500 preference shares pledged exclusively to Punjab National Bank) of Rs. 10 each i.e. held as investments in its erstwhile subsidiary company Jindal India Thermal Power Limited (JITPL) against loan taken from consortium bankers by JITPL for its project in Orissa. During financial year 2017-18, Punjab National Bank (as security trustee on behalf of consortium) had invoked pledge of 30,89,40,941 nos. of equity shares and pledge of 9,08,64,982 equity shares had been invoked by the Punjab National Bank in Individual Capacity, as Jindal India Thermal Power Limited (“JITPL”) has defaulted in payment of loan taken from consortium of bankers. Accordingly, the said equity shares have been transferred in the name of Punjab National Bank. Consequent to this Jindal India Thermal Power Limited has ceased to be held as subsidiary / associates company).
- Further as Security Trustee are holding such equity shares on behalf of lenders and has not assigned a value to the said equity shares, the company is carrying the value of such invoked equity shares at face value which is @ Rs 10 Per share as recoverable under the head “other financial assets”. Difference in cost of investment invoked and face value of such shares is written off in financial year 2017-18. Further a provision of Rs 39940.62 lakhs is made against these assets.
- 34** During financial year 2017-18, the Group company( Jindal India Powertech Limited) had received notice for invocation of 47,91,25,900 Redeemable Preference shares on 19.12.2017 from Punjab National Bank (as security trustee on behalf of



**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

consortium) and for additional 14,08,71,500 Redeemable Preference shares received notice on 29.12.2017 & 10.01.2018 from Punjab National Bank (in individual capacity), held in Jindal India Thermal Power Limited (JITPL) which are pledged before Punjab National Bank, held as investment.

- 35** Due to stressed financials of Jindal India Thermal Power Limited, there is an uncertainty and low probability that interest income on loan given to JITPL will flow to the company, hence company has not recognised interest income from the loan given to JITPL. Group will recognise the income when it become certain regarding collectability of income.
- 36** Terms & Conditions of 0% Optionally Convertible Preference shares (OCPs) issued by the Group Company (Jindal India Powertech Ltd)
- 1) Face value of Rs. 10/- (Rupees Ten Only) each, to be converted at par into Equity Shares of Rs. 10/- each, fully paid up.
  - 2) Option for conversion to be given within 10 years from the date of allotment by the Company to the OCP holder(s).
  - 3) In case OCP holder do not propose to exercise the conversion option then the Company is to be informed within 7 (seven) days, failing which conversion option will be deemed to be accepted by the OCP holders.
  - 4) In case of non exercise of conversion option, the OCPs will be redeemed as per terms of issue.
  - 5) Subject to approval of the board OCPs maybe redeemed or converted partly.
- 37** Terms & Conditions of Redeemable Preference Shares (RPS) issued by the Group Company (Jindal India Powertech Limited).
- 1) RPS shall be redeemed at 10% premium any time within 15 years from the date of their allotment at the option of the Company.
  - 2) Part redemption of RPS will be permissible subject to approval of the Board of Directors of the Company.
  - 3) RPS shall be redeemed as per the provision of the companies act 2013.
- 38** The Group company (Xeta Properties Private Limited) has acquired land for peripheral development related to coal mining project of company namely Mandakini Coal Company Limited (MCCL). The land acquired by the company is shown in the Fixed Assets. MCCL was allotted a coal block, however pursuant to promulgation of the Ordinance, the Government of India cancelled the said coal block in 2014. The MCCL has filed a claim with Nominated Authority appointed by Ministry of Coal, Government of India for recovery of all the expenditures incurred towards development of coal block including the cost incurred by Xeta properties Private Ltd towards the purchase of land and the same is under process. Management is of the view that in course of settlement, the recovery towards land cost shall not be less than the amount at which they are stated in the financial statements. The Group Company (Xeta Properties Private Limited) has stated the said land as such in financials as at 31.03.2020 pending the settlement and will make necessary adjustment entries for the same on final outcome.
- 39.** The holding company has paid Rs. 210 lacs as security deposit to IFCI, to start process of one time settlement (OTS) on behalf of the subsidiary company Jindal India Powertech Limited amount is refundable to JPIFCL once the OTS process is complete.
- 40** In the earlier years Jindal Poly Films Limited has given Rs. 2,290 Lakhs to Jindal Photo Limited towards purchase of shares. Pursuant to scheme of demerger approved by Hon'ble Allahabad High Court vide its order dated May 16, 2013 this outstanding has been transferred to the Company as a part of demerged undertaking. Company has continuously taken steps to square off/recover the same by from Jindal Photo Limited and the outstanding as on date is Rs.1,940 Lakhs. The Company has made the impairment of the same as per Ind AS 36 during the financial Year 2018-19 and accordingly the impairment loss of Rs.1,940 Lakhs has been shown under exceptional item.

**41 CORE INVESTMENT COMPANY**

The Company is a core Investment Company Holding more than 90% of its assets in investments in shares or debt in group Companies. In view of the interpretation of the extent regulatory framework applicable to core investment companies, certificate of Registration under sub section (2) section 45-IA of the Reserve Bank of India Act, 1934 is not required to be obtained from Reserve Bank of India as Company has not raised any public funds.

**42 COVID IMPACT**

In line with "SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/84 dated May 20, 2020" COVID - 19 pandemic has caused serious disruption on the global economic and business environment. There is a huge uncertainty with regard to its impact which cannot be reasonably determined at this stage. However, the Group has evaluated and considered to the extent possible the likely impact that may arise from COVID-19 pandemic as well as all event and circumstances upto the



**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

date of approval of these Financial results on the carrying value of its assets and liabilities as on 31.3.2020. These estimates are subject to uncertainty and may be affected by the severity and duration of the pandemic. However, the Group will continue to monitor developments in future periods to identify the significant uncertainties and its impact on the carrying value of the assets and liabilities, if any.

**43 CORPORATE SOCIAL RESPONSIBILITY:**

The Group is not required to spend any amount on CSR activities in the current financial year and in the financial year 2018-19. However, amount need to be spent on CSR for preceeding financial years from 2014-15 to 2016-17 is Rs. 45.06 Lakhs.

Due to Continuous losses incurred by the compapny, the company is unable to spent prescribed amount on CSR. Amount spent by the company during the year is Nil.

**44 Additional Information as required under Part-II of Schedule III of Companies Act, 2013 are as below:-**

**(Rs. in Lakh)**

Particulars	As at 31 March 2020							
	Net Assets i.e. Total Asset less Total Liabilities		Share in Profit/ (Loss)		Other Comprehensive Income		Total Comprehensive Income	
	As % of Consolidated Net Assets	Amount (in Rs.)	As % of Consolidated Profit/ (Loss)	Amount (in Rs.)	As % of Consolidated Profit/ (Loss)	Amount (in Rs.)	As % of Consolidated Profit/ (Loss)	Amount (in Rs.)
<b>(a) Parent</b>								
Jindal Poly Investment and Finance Company Limited	(4.19)	2,249.28	61.32	(7,704.55)	106.25	0.34	61.32	(7,704.21)
<b>(b) Subsidiary Companies</b>								
Jindal India Powertech Limited	104.50	(56,094.46)	38.52	(4,839.91)	(6.25)	(0.02)	38.52	(4,839.9)
Xeta Properties Limited	(0.31)	167.85	0.16	(19.89)	-	-	0.16	(19.89)

45 There is no amount required to be transferred to Investor education and protection fund.

46 Figure for the previous year have been regrouped/ rearranged where ever required, to make them comparable.

47 Figures have been rounded off to nearest lakhs.

As per our report of even date annexed hereto

**For APT & CO LLP**  
**Chartered Accountants**  
 Firm Registration No.: 014621C/N500088

**For and on behalf of the Board of Directors**

**(Sanjeev Agarwal)**  
 Partner  
 M No. 501114

**(Ghanshyam Dass Singal)**  
 Managing Director  
 DIN-00708019

**(Vinumon K.G)**  
 Director  
 DIN-07558990

Place: New Delhi  
 Date : 30/06/2020

**(Nidhi Bhaskar)**  
 Company Secretary  
 M.No.- A48649

**(Anuj Kumar)**  
 Chief Financial Officer

**Form AOC-I**  
**(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)**  
**Statement Containing salient features of the financial statements of Subsidiaries and Associates**

**Part A : Subsidiaries**

Sr. No.	Name of the Subsidiary	Reporting Period	Reporting Currency and Exchange Rate as on the last date of the relevant Financial year in the case of foreign subsidiaries		Share Capital	Reserves and Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit/ (Loss) before Taxation	Provision for Taxation	Profit/ (Loss) after Taxation	Proposed Dividend	% of Share-holding
			Currency	Exchange Rate as on 31 <sup>st</sup> Mar 2019											
1	Jindal India Powertech Limited*	01.04.2019-31.3.2020	INR	1.00	31,450.00	(87,548.29)	41,759.55	97,866.88	36,716.33	96.25	(4,809.98)	30.13	(4,840.11)	-	51.22%

\*Part B of the form is not applicable since the Company does not have any Associate during the year review.

\*\* Based on Audited Consolidated Financial Statements of Jindal India Powertech Limited and its Subsidiaries i.e, Xeta Properties Private Limited (from 01.04.2019 to 31.03.2020)

**For and on behalf of the Board of Directors**

(G.D. Singal)  
 Managing Director  
 DIN - 00708019

(Vinumon K. G.)  
 Director  
 DIN-07558990

(Nidhi Bhakar)  
 Company Secretary  
 M.No.- A48649

(Anuj Kumar)  
 Chief Financial Officer

Place : New Delhi  
 Date : 30/06/2020

**Notes**

Dotted lines for text entry.

**Notes**

A series of horizontal dotted lines for entering text.



**JINDAL POLY INVESTMENT AND FINANCE COMPANY LIMITED**

Plot No. 12, Local Shopping Complex, Sector B-1,  
Vasant Kunj, New Delhi-110070

Tel.: +91-11-26139256, +91-11-40322100

E-mail: [cs\\_jpifcl@jindalgroup.com](mailto:cs_jpifcl@jindalgroup.com)

Website: [www.jpifcl.com](http://www.jpifcl.com)