

# 2nd Annual Report 2013 - 2014



2nd Annual Report  
2013 - 2014

**JINDAL POLY INVESTMENT  
AND FINANCE COMPANY LIMITED**



## Company Information

<b>BOARD OF DIRECTORS</b>	:	<b>NON-EXECUTIVE INDEPENDENT</b> RASHID JILANI RADHA KRISHNA PANDEY GUNJAN GUPTA
	:	<b>NON-EXECUTIVE</b> HEMANT SHARMA
	:	<b>EXECUTIVE</b> G.D. SINGAL, MANAGING DIRECTOR
<b>CHIEF FINANCIAL OFFICER</b>	:	PAVAN KUMAR
<b>COMPANY SECRETARY &amp; COMPLIANCE OFFICER</b>	:	PRAMOD CHAUHAN
<b>STATUTORY AUDITORS</b>	:	UBS & COMPANY, CHARTERED ACCOUNTANTS
<b>BANKERS</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, VASANT KUNJ LOCAL SHOPPING COMPLEX NEW DELHI - 110070
<b>REGISTRAR &amp; SHARE TRANSFER AGENTS</b>	:	KARVY COMPUTER SHARE PVT. LTD <b>(UNIT: JINDAL POLY INVESTMENT AND FINANCE COMPANY LTD.)</b> PLOT NO 17-24 VITTAL RAO NAGAR MADHAPUR, HYDERABAD- 500 081

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

Regd Off.: 19th K.M. Hapur-Bulandshahr Road, P.O. Gulaothi, Dist. Bulandshahr, Uttar Pradesh – 245408

(CIN: U65923UP2012PLC051433)

### **NOTICE**

**NOTICE** is hereby given that the 2<sup>nd</sup> Annual General Meeting of the members of Jindal Poly Investment and Finance Company Limited will be held on Saturday, 20<sup>th</sup> September, 2014 at 1:30 P.M. at the Registered Office of the Company at 19th K.M. Hapur-Bulandshahr Road, P.O. Gulaothi, Dist. Bulandshahr, Uttar Pradesh – 245408 to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2014 including Audited Balance Sheet as at that date, the Statement of Profit and Loss and the Consolidated Financial Statements for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To elect a Director in place of Mr. Hemant Sharma (Din no. 05235723) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

Resolved that M/s UBS & Co., Chartered Accountants (Registration no. 012351N) be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting to the conclusion of sixth consecutive Annual General Meeting (subject to ratification of the appointment by the members at every AGM held after this AGM) at such Remuneration as shall be fixed by the Board of Directors of the Company.

#### **SPECIAL BUSINESS:**

##### **4. Appointment of Mr. Rashid Jilani as an Independent Director**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under read with Schedule IV to the Act, and Clause 49 of Listing Agreement, as amended from time to time, Mr. Rashid Jilani (DIN 00010624), a non-executive independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for five consecutive years for a term upto 19<sup>th</sup> September, 2019.”

##### **5. Appointment of Mr. Radha Krishna Pandey as an Independent Director**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under read with Schedule IV to the Act, and Clause 49 of Listing Agreement, as amended from time to time, Mr. Radha Krishna Pandey (DIN 00190017), a non-executive independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for five consecutive years for a term upto 19<sup>th</sup> September, 2019.”

##### **6. Appointment of Ms. Gunjan Gupta as an Independent Director**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under read with Schedule IV to the Act, and Clause 49 of Listing Agreement, as amended from time to time, Ms. Gunjan Gupta (DIN 06931462), a non-executive independent director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for five consecutive years for a term upto 19<sup>th</sup> September, 2019.”

**7. Appointment of Mr. G. D. Singal as Director**

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

“**RESOLVED THAT** due notice in writing signifying the intention of a member to propose Mr. G.D. Singal (DIN: 00708019) as a Director having been received pursuant to Section 160 of the Companies Act, 2013, Mr. G.D. Singal be and is hereby appointed as Director of the Company liable to retire by rotation.”

**8. Appointment of Mr. G.D. Singal 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), approval of the Company be and is hereby accorded to the appointment of Mr. G.D. Singal (DIN: 00708019) as Managing Director of the Company, for a period of 3 (three) years upto 31<sup>st</sup> July, 2017 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. G.D. 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 Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board**

Place : New Delhi

Date : 01.08.2014

**Pramod Chauhan**  
Company Secretary

**NOTES:**

1. **A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of herself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**

**A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Brief resume of Directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors *inter-se* as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, is separately annexed hereto.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. 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.
6. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
7. The Company has notified closure of Register of Members and Share Transfer Books from 15<sup>th</sup> September, 2014 to 20<sup>th</sup> September, 2014 (both days inclusive) for the purpose of Annual General Meeting of the Company.
8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank

mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Karvy.

9. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to send their request at the registered office and / or corporate office of the Company at least 7 days before the date of the meeting, so that the information required may be made available at the meeting.

**10. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**

11. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.

12. Voting through electronic means:

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing facility to the members to exercise their right to vote at the 2nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting platform provided by Karvy.

The instructions for e-voting are as under:

- i. Use the following URL for e-voting: Karvy website: <http://evoting.karvy.com>
- ii. Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the record date, i.e. 8th August, 2014, (End of Day) may cast their vote electronically.
- iii. Enter the login credentials i.e. User ID and password mentioned in the attendance slip attached with the Annual Report. Please follow the instructions given in the e-voting portal.
- iv. After entering the details appropriately, click on LOGIN.
- v. You will reach the 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. The system will prompt you to change your password and update any contact details like mobile, email etc. on first log in. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the EVENT, i.e Jindal Poly Investment and Finance Company Limited
- viii. On the voting page, enter the number of shares as on the cut off date under FOR/ AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR/ AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN.
- ix. Shareholders holding multiple folios/demat account shall choose the voting process separately for each folios/demat account.
- x. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm, else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
- xi. Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- xii. The Portal will be open for voting from 9 A.M. on 15th September, 2014 to 6:00 P.M. on 17th September, 2014.
- xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <http://evoting.karvy.com> or contact Karvy Computer share Pvt Ltd at Tel No. 1800 345 4001(toll free)

II. The Company has appointed Mr. D.P. Gupta, SGS Associates, Practicing Company Secretary, as the Scrutinizer and Ms. Pragnya Parimita Pradhan, Pragnya Pradhan & Associates, Practicing Company Secretaries as the alternate Scrutinizer who will collate the electronic voting process in a fair and transparent manner.

III. The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

IV. The results shall be declared on or after the AGM of the Company. The results along with the Scrutinizer's Report shall be placed on the Company's website [www.jpifcl.com](http://www.jpifcl.com) and on the website of Karvy.

13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (11 A.M. to 5 P.M.) on all working days except Saturdays and Sundays, up to and including the date of the Annual General Meeting of the Company.

**EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013****Item no. 4**

Mr. Rashid Jilani is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in July, 2013. Mr. Rashid Jilani is Chairman of Audit Committee and Shareholders grievance Committee of the Board of Directors of the Company.

Mr. Rashid Jilani is M.Com & CAIIB. Mr. Rashid Jilani is Ex-CMD of Punjab National Bank. and is having around 44 years of valuable experience in Banking and Financial matters. Mr. Rashid Jilani does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Mr. Rashid Jilani is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Rashid Jilani being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 19<sup>th</sup> September, 2019 and will not be liable to retire by rotation. A notice has been received from a member u/s 160 (1) of the Companies Act, 2013 proposing Mr. Rashid Jilani as a candidate for the office of Director of the Company. In the opinion of the Board, Mr. Rashid Jilani fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

Copy of the draft letter for appointment of Mr. Rashid Jilani as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day till 20<sup>th</sup> September, 2014 up to the conclusion of AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Rashid Jilani as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Rashid Jilani as an Independent Director, for the approval by the shareholders of the Company. Except Mr. Rashid Jilani, 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. This Explanatory Statement may also be regarded as a disclosure under revised Clause 49 of the Listing Agreement with the Stock Exchange.

**Item no. 5**

Mr. Radha Krishna Pandey is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in July, 2013. Mr. Radha Krishna Pandey is a member of Audit Committee and Shareholders grievance Committee of the Board of Directors of the Company.

Mr. Radha Krishna Pandey is M.Com, LL.B and FCS. Mr. Radha Krishna Pandey has been Executive Director of Delhi Stock Exchange Association Limited. Mr. Radha Krishna Pandey is also Director on the Board of various Listed as well as unlisted Companies. Mr. Radha Krishna Pandey does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Mr. Radha Krishna Pandey is a director whose period of office is liable to determination by retirement of directors by rotation under the erst while applicable provisions of the Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr Radha Krishna Pandey being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 19<sup>th</sup> September, 2019 and will not be liable to retire by rotation. A notice has been received from a member u/s 160 (1) of the Companies Act, 2013 proposing Mr. Radha Krishna Pandey as a candidate for the office of Director of the Company. In the opinion of the Board, Mr. Radha Krishna Pandey fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

Copy of the draft letter for appointment of Mr. Radha Krishna Pandey as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day till 20<sup>th</sup> September, 2014 upto the conclusion of AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Radha Krishna Pandey as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Radha Krishna Pandey as an Independent Director, for the approval by the shareholders of the Company. Except Mr. Radha Krishna Pandey, 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. 5 of the Notice. This Explanatory Statement may also be regarded as a disclosure under revised Clause 49 of the Listing Agreement with the Stock Exchange.

**Item no. 6**

Ms. Gunjan Gupta is a Non-Executive Independent Director of the Company appointed on 1<sup>st</sup> August, 2014. Ms. Gunjan Gupta is a Chartered Accountant and also holds a graduate degree in commerce as a gold medallist. She is having experience of around 5 (five) years in financial matters, merger and acquisitions, statutory audits and consolidation of accounts. Presently she is associated with our Group and in past she has worked with KPMG. Ms. Gunjan Gupta does not hold by herself or for any other person on a beneficial basis, any shares in the Company. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Ms. Gunjan Gupta being eligible and offering herself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 19<sup>th</sup> September, 2019 and will not be liable to retire by rotation. A notice has been received from a member u/s 160 (1) of the Companies Act, 2013 proposing Ms. Gunjan Gupta as a candidate for the office of Director of the Company. In the opinion of the Board, Ms. Gunjan Gupta fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management.

Copy of the draft letter for appointment of Ms. Gunjan Gupta as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day till 20<sup>th</sup> September, 2014 upto the conclusion of AGM.

The Board considers that her association would be beneficial to the Company and it is desirable to appoint Ms. Gunjan Gupta as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Ms. Gunjan Gupta as an Independent Director, for the approval by the shareholders of the Company. Except Ms. Gunjan Gupta, being the appointee and her 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. 6 of the Notice. This Explanatory Statement may also be regarded as a disclosure under revised Clause 49 of the Listing Agreement with the Stock Exchange.

**Item no. 7 and 8**

Mr. G.D. Singal who was appointed on 1st August, 2014 is proposed to be appointed as Director of the Company liable to retire by rotation.

Mr. G.D. Singal is also proposed to be appointed as "Managing Director" of the Company. He is also a member of Audit Committee and Shareholders Grievance Committee of the Board of Directors of the Company.

Mr. G. D. Singal is a Chartered Accountant and is having around 18 years experience in Accounts, Taxation and Commercial matters. Presently he is associated with our Group. Mr. G.D. Singal does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Mr. G.D. 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. G.D. Singal being eligible and offers himself for appointment as "Managing Director" for three consecutive years for a term upto 31<sup>st</sup> July, 2017 and his term of office will be liable to retire by rotation. A notice has been received from a member u/s 160 (1) of the Companies Act, 2013 proposing Mr. G.D. Singal as a candidate for the office of Director of the Company.

Copy of the draft letter for appointment of Mr. G.D. Singal as a Managing Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day till 20<sup>th</sup> September, 2014 upto the conclusion of AGM.

The Board considers that it would be beneficial for the Company to appoint Mr. G.D. Singal as Managing Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. G.D. Singal as Managing Director, for the approval by the shareholders of the Company. Except Mr. G.D. 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. 7 and 8 of the Notice. This Explanatory Statement may also be regarded as a disclosure under revised Clause 49 of the Listing Agreement with the Stock Exchange.



**Details of the Directors seeking Appointment / re-appointment in Annual General Meeting fixed on 20<sup>th</sup> September, 2014**

<b>Name of the Directors</b>	<b>Mr. Rashid Jilani</b>	<b>Mr. G.D. Singal</b>	<b>Ms. Gunjan Gupta</b>	<b>Mr. Radha Krishna Pandey</b>	<b>Mr. Hemant Sharma</b>
Director Identification Number (DIN)	00010624	00708019	06931462	00190017	05235723
Date of Birth	08/10/1941	20/08/1971	13/03/1984	20/01/1940	23/04/1963
Date of Appointment	12/07/2013	01/08/2014	01/08/2014	12/07/2013	11/07/2012
Expertise in specific functional area	44 years experience in Banking and finance.	18 years experience in Accounts, Taxation and commercial matters.	5 years experience in Management activities.	45 years experience in Finance, Capital Markets and Law.	28 years of experience in sales, marketing, strategic business development, operation and restructuring
Qualification	M.Com, CAIIB.	B. Com, FCA	ACA	M.Com, LL.B, FCS.	B.Text Hons (Textile)
List of outside Directorship	1. Jindal Poly Films Limited 2. Jindal India Thermal Power Limited 3. Jindal India Powertech Limited	1. Agile Properties Ltd. 2. Jindal Photo Investments Ltd. 3. Cliff Probuild Limited 4. Passion Tea Pvt. Ltd. 5. Consolidated Finvest& Investments Limited 6. Jesmin Investments Limited 7. Glow Infrabuild Limited 8. Rishi Trading Company Limited 9. Consolidated Finvest & Holdings Limited 10.Global Non-wovens Limited	Jindal Photo Limited	1. Precise Laboratories Pvt. Ltd 2. British Health Product (India) Ltd 3. PTC Industries Limited 4. Hanung Toy and Textile Limited 5. Shree Rajasthan Syntex Limited 6. Welcure Drugs and Pharmaceutical Ltd 7. Ricoh India Limited 8. Kamdhenulspat Limited 9. Morgan Venture Limited 10.Sanghi industries Limited 11.Jaypee Uttar Bharat Vikas Pvt. Ltd 12. Kanpur Fertilizer and Cement Limited 13.Andhra Cement Limited 14.SterenImpex Pvt. Ltd 15.Jaypee Development Corporation Limited 16.Jindal Poly Films Limited	1. Jindal Films India Limited 2. Jindal Poly Films Limited
Committee Membership of Company*	1. Audit Committee 2. Shareholder Grievance Committee	1. Audit Committee 2. Shareholder Grievance Committee	-	1. Audit Committee 2. Shareholder Grievance Committee	-
Committee Membership of Other Companies	<b>1. Jindal India Thermal Power Ltd.</b> i) Chairman – Audit Committee ii) Chairman – Remuneration Committee <b>2. Jindal India Powertech Ltd.</b> i) Chairman – Audit Committee <b>3. Jindal Poly Films Ltd.</b> i) Chairman – Audit Committee ii) Chairman – Shareholders Committee	<b>1. Consolidated Finvest &amp; Holdings Limited</b> (i) Chairman – Audit Committee ii) Member – Shareholder Grievance Committee <b>2. Jindal Photo Investments Ltd.</b> Chairman – Audit Committee <b>3. Global Non-wovens Limited</b> Member – Audit Committee <b>4. Rishi Trading Company Limited</b> Member – Audit Committee	<b>Jindal Photo Limited</b> Member- Audit Committee	<b>1. Jindal Poly Films Ltd.</b> i) Member – Audit Committee ii) Member – Shareholder Grievance Committee <b>2. Ricoh India Limited</b> Member – Audit Committee <b>3. Kamdhenulspat Limited</b> Member – Audit Committee <b>4. Hanung Toy and Textile Limited</b> Chairman – Audit Committee <b>5. Welcure Drugs and Pharmaceutical Ltd</b> Chairman – Audit Committee <b>6. PTC India Limited</b> Member – Audit Committee	<b>Jindal Poly Films Limited</b> - Member Shareholder's Committee
Shareholding in the Company	NIL	Nil	Nil	Nil	Nil

**By Order of the Board**

**Place : New Delhi**  
**Date : 01.08.2014**

**Pramod Chauhan**  
**Company Secretary**

**DIRECTORS' REPORT**

To the members

Your Directors have pleasure in presenting the 2<sup>nd</sup> Annual Report of your company together with the audited accounts of the company for the year ended 31st March 2014.

**FINANCIAL RESULTS****(Rs. In Lacs)**

	<b>Year ended 31/03/2014</b>	<b>Year Ended 31/03/2013</b>
<b>Income</b>	812.42	2471.88
<b>Profit before Interest, Depreciation &amp; Tax</b>	778.31	2461.68
Less:		
i. Provision for Depreciation	-	-
ii. Provision for Taxation	31.30	356.50
iii. Deferred Tax Liability/(Asset) for the year	(1.68)	-
iv. MAT Credit entitlement	(26.50)	(304.50)
V. I. Tax relates to earlier year	37.15	-
<b>Profit After Tax</b>	738.04	2409.68
Add: Previous year profit brought forward	2409.68	-
<b>Balance Available for appropriations</b>	3147.72	2409.68
Less: Appropriations	-	-
Balance Carried to Balance Sheet	3147.72	2409.68

**OPERATIONS**

During the year your Company has earned a profit after tax of Rs 738.04 lacs as compared to Rs. 2409.68 lacs in the previous year.

**DIVIDEND**

Your Directors intend to plough back available resources for financial requirements and express their inability to recommend any dividend for the year under review.

**DEMERGER**

During the year, Investment division of Jindal Poly films Limited was demerged into your company vide order dated 16<sup>th</sup> May, 2013 by Hon'ble High Court of Allahabad w.e.f Appointed Date - 1<sup>st</sup> April, 2012. In lieu of the same, Your Company has allotted 1,05,11,929 Equity Shares of Rs. 10/- each, fully paid up, to the shareholders of Jindal Poly Films Limited in the ratio of 1:4. The pre demerger Capital of Rs. 5,00,000/- i.e. 50,000 Equity Shares of Rs. 10/- each, fully paid up, were canceled in terms of the scheme of demerger. The scheme of demerger became effective on 13<sup>th</sup> June, 2013.

**LISTING**

In terms of scheme of demerger, consequent upon receipt of In principle approval of Listing, your Company's equity shares were listed for trading on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) w.e.f. 11<sup>th</sup> November, 2013. The listing fee up to the year 2014-2015 has already been paid to the Stock Exchanges.

**DEPOSITS**

The Company has not accepted any deposit and in this regard the provisions of Companies Act, 1956 and/or Companies Act, 2013 are not applicable to the Company.

**DIRECTORS**

- 1) In terms of provisions of section 149 of the Companies Act, 2013, Mr. Rashid Jilani who was appointed as Director liable to retire by rotation and being eligible for appointment is proposed to be appointed as an Independent Director of the Company for a term of five consecutive years upto 19<sup>th</sup> September 2019, not liable to retire by rotation.

- 2) In terms of provisions of section 149 of the Companies Act, 2013, Mr. Radha Krishna Pandey who was appointed as Director liable to retire by rotation and being eligible for appointment is proposed to be appointed as an Independent Director of the Company for a term of five consecutive years upto 19<sup>th</sup> September 2019 , not liable to retire by rotation.
- 3) In terms of provisions of section 149 of the Companies Act, 2013, Ms. Gunjan Gupta who was appointed as Additional Director and being eligible for appointment is proposed to be appointed as an Independent Director of the Company for a term of five consecutive years upto 19<sup>th</sup> September 2019 , not liable to retire by rotation.
- 4) In terms of provisions of section 196 and 203 of the Companies Act, 2013, Mr. G.D. Singal was appointed as Managing Director for a term of three years upto 31<sup>st</sup> July, 2017. His term of office will be liable to retire by rotation.
- 5) Mr. V.K. Gupta, Director and Mr. R.B. Pal, Managing Director of the Company resigned from the Board of Directors w.e.f. 25<sup>th</sup> July, 2013 and 1<sup>st</sup> August, 2014 respectively. The Board places on record its sincere appreciation for the valuable services rendered by Mr. V.K. Gupta and Mr. R.B. Pal during their tenure as Director of the Company.

**AUDIT COMMITTEE**

The Audit Committee of the Company comprises of the following Directors:

Mr. Rashid Jilani, Chairman  
Mr. Radha Krishna Pandey, Member  
Ms. G.D. Singal, Member

**CORPORATE GOVERNANCE**

The Company has complied with the mandatory provisions of Corporate Governance as prescribed in terms of clause 49 of the Listing Agreement with the Stock Exchanges. A separate report on Corporate Governance is included as a part of the Annual Report along with Auditor's Certificate on its compliance.

**MANAGEMENT DISCUSSION AND ANALYSIS (MD&A)**

The MD&A has been included in the Annual Report as a separate section

**SUBSIDIARY COMPANIES AND CONSOLIDATED FINANCIAL STATEMENTS**

The Ministry of Corporate Affairs by a Circular dated 8<sup>th</sup> February, 2011 has granted exemption from the provisions of Section 212 of the Companies Act, 1956 with regard to the attachment of the accounts, reports, statement in terms of section 212(1)(e), etc. of subsidiaries as part of Accounts. The Board of Directors of the Company has by a resolution given consent for not attaching the aforesaid documents of its subsidiaries. The Annual Accounts of subsidiary companies and the related detailed information will be made available to any Member of the Company who seek such information at any point of time. The annual accounts of the subsidiary companies will also be kept for inspection by any shareholder in the Registered Office of the Company and that of the subsidiaries. The Company shall furnish a hard copy of details of accounts of subsidiaries to any shareholder on demand.

The Consolidated Financial Statements of the Company along with those of its subsidiaries prepared as per AS-21 forms a part of the Annual Report

**AUDITORS**

M/s UBS & Company, Chartered Accountants, the statutory auditors of your Company, retire at the ensuing Annual General Meeting and your directors recommend their re-appointment in accordance with Section 139 of the Companies Act, 2013. They have furnished a certificate to this effect that their re-appointment, if made, will be in accordance with Section 139 of the Companies Act, 2013. The statutory auditors will hold office from the conclusion of this Annual General Meeting to the conclusion of sixth consecutive Annual General Meeting (subject to ratification of the appointment by the members at every AGM held after this AGM) at such Remuneration as shall be fixed by the Board of Directors of the Company.

**AUDITOR'S REPORT**

The comments/observations of Auditors are explained in the Notes to the Accounts, forming part of the Balance Sheet as at 31<sup>st</sup> March, 2014 which are self explanatory and, therefore, do not call for any further comment.

**ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The provisions of clause 2(A) (d) of the Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988, in so far as it relates to conservation of energy and technology absorption are not applicable, as the company does not have any manufacturing activity. The Company is also not having any foreign exchange earnings and outgo during the period under review.

**PERSONNEL**

Your Directors would like to place on record their appreciation of the dedicated and loyal services rendered by the officers and staff of the Company.

The information required under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employee) Rules, 1975 are not applicable to the Company as there is no employee who has received the remuneration of Rs. 5,00,000 per month and/or above or Rs. 60,00,000 per annum and/or above during the year under review.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the provisions of Section 217(2AA) of the Companies Act, 1956, the Directors state-

1. that in the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any.
2. that they 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 31st March, 2014 and of the profit of the Company for the year ended 31st March, 2014.
3. that they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
4. that they have prepared the annual accounts on a going concern basis.

**ACKNOWLEDGEMENT**

The Directors express their gratitude towards the Banks and various other agencies for the cooperation extended to the company. The Directors also take this opportunity to thank the shareholders for the confidence reposed by them in the company.

The employees of the company contributed significantly in achieving the results. The Directors take this opportunity to thank them and hope that they will maintain their commitment towards excellence in the years to come.

**For and on behalf of the Board**

**Place : New Delhi  
Date : 01.08.2014**

**G.D. Singal  
Managing Director**

**Hemant Sharma  
Director**

## **MANAGEMENT DISCUSSION & ANALYSIS**

### **INDUSTRY STRUCTURE AND DEVELOPMENTS**

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 is engaged predominantly in the business of investments, the future outlook/business prospects are linked with the variations in the stock market, government policy and domestic/world economy. 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.

### **PERFORMANCE**

During the year your Company has earned a profit after tax of Rs 738 lacs as compared to Rs. 2410 lacs in the previous year.

### **OUTLOOK**

The Economy is showing signs of improvement and is expected to further improve in the medium to long term, the outlook for your Company appears bright.

### **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 authorised, 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 ensure 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**

Financial performance, which has been given in the Directors' report, needs to be viewed in the above Backdrop.

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

The company is having sufficient industry professionals to carry out its operations and follows good management practices. These are basically its human resources assets and integral to the Company's ongoing success. They have played a significant role and enabled the Company to deliver superior performance. Board of Directors of the Company is also actively involved in the day-to-day functions of the Company.

### **CAUTIONARY STATEMENT**

Statement in this Management Discussion and Analysis 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 either expressed or implied.

## REPORT ON CORPORATE GOVERNANCE

### I. PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The Company remains committed to laying strong emphasis on providing highest level of transparency, accountability and integrity towards all its stakeholders. The Company believes that all its operations and actions must serve the underlying goal of enhancing overall shareholders value. While practicing good Corporate Governance, your Company strives to communicate in a truthful manner, all the material developments and its financial performance in a timely and meaningful manner.

The VISION and VALUES are the main ingredients of the Corporate Philosophy of the Company, which can be summarized as follows:

#### VISION

"To be an acknowledged leader in terms of maximizing stakeholder value, profitability and growth by being a financially strong, customer friendly, progressive organization.

#### VALUES

- Openness and transparency
- Integrity and Honesty
- Dedication & commitment
- Creativity and teamwork
- Mutual Trust and Appreciation
- Pursuit of excellence

### II. BOARD OF DIRECTORS

The composition of the Board of Directors is governed by the Companies Act, 1956, the Listing Agreement and the Articles of Association of the Company. Board of Directors comprises of a Managing Director, three independent Directors and one Non-Executive Director. The Board elects its chairman at its meetings.

During the financial year ended 31st March, 2014, Six Board Meetings were held, as follows:

- 29<sup>th</sup> May, 2013
- 1<sup>st</sup> June, 2013
- 25<sup>th</sup> July, 2013
- 25<sup>th</sup> October, 2013
- 13<sup>th</sup> November, 2013
- 13<sup>th</sup> February, 2014

For every Board Meeting the agenda papers along with explanatory notes are distributed well in advance to the Board members. The Company places before the Board all information including those specified under clause 49 of the Listing Agreement.

#### Composition of the Board of Directors

Name of the Director	Category	No. of Outside Directorships held	No. of membership/chairmanship in other Board Committees
Mr. Rashid Jilani	Independent Director	3 (Three)	5 (Five)
Mr. Radha Krishna Pandey	Independent Director	16 (Sixteen)	7 (Seven)
Ms. Gunjan Gupta (w.e.f. 1/8/2014)	Independent Director	1 (One)	1 (One)
Mr. Hemant Sharma	Non-Executive Director	2 (Two)	1 (One)
Mr. G.D. Singal (w.e.f. 1/8/2014)	Managing Director	10 (Ten)	5 (Five)

During financial year 2013-14, the attendance of the Board Members at the Board Meetings and in last AGM were as under:

Name of Directors	Attendance at the Meetings held during the tenure of Directors		Last AGM Attended
	Held	Attended	
Mr. Rashid Jilani	4	4	No
Mr. Radha Krishna Pandey	4	4	No
Mr. Hemant Sharma	6	1	No
Mr. Rathi Binod Pal	6	3	Yes
Mr. V.K. Gupta (upto 1/6/2013)	2	2	No

### III. AUDIT COMMITTEE

The Audit Committee reviews the financial accounting policies, adequacy of internal control systems and interacts with the statutory auditors, internal auditors. Besides, the Committee reviews the observations of the management and auditors, interim and annual financial results, Management discussion and analysis of financial condition and results of operations, and related party transactions. Committee is comprised of two independent Directors and one Executive Director. Mr. Rashid Jilani is the Chairman of the Audit committee, who is having sufficient experience in the field of accounts, finance and related areas. The composition of the Audit Committee is as under:

- I. Mr. Rashid Jilani, Chairman
- II. Mr. Radha Krishna Pandey, Member
- III. Mr. G.D. Singhal, Member

The representative of M/s UBS & Company, Chartered Accountants, the statutory auditors is the permanent invitee to the Audit Committee meetings. The quorum of the committee is two members. The minutes of the Audit Committee are placed before the board. Mr. Pramod Chauhan, Company Secretary of the Company is the Secretary of the Audit Committee.

Chairman of the audit committee will be present at the Annual General Meeting of the Company to answer the shareholders queries.

During the financial year ended 31st March 2014, two meetings of the Audit Committee were held, as follows:

- 13<sup>th</sup> November, 2013
- 13<sup>th</sup> February, 2014

The details of the meetings attended by the members of the committee during the year are as under: -

Name	Designation	Meetings attended
Mr. Rashid Jilani	Chairman	2 (two)
Mr. Radha Krishna Pandey	Member	2 (two)
Mr. Rathi Binod Pal*	Member	1 (one)

\* Resigned w.e.f. 1<sup>st</sup> August, 2014

The broad terms of reference of Audit Committee are asunder:

- Review of Quarterly/Half Yearly Unaudited Results.
- Review of Audit Report and internal Control System.
- Review of adequacy of audit function and discuss any significant finding with them, assessing and evaluating the risk and taking measures for mitigating the same.
- Recommending the appointment/re-appointment of Auditors, fixation of Audit Fees and approval of payment of fees for any other services rendered by them.
- Review of Audited Annual Financial Statements.
- Management's response on matters where is suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board.
- Reviewing the Company's financial and risk management policies.
- Considering such other matters as may be required by the Board
- Reviewing any other areas which may be specified as role of the Audit Committee under the Listing Agreement, Companies Act and other statutes, as amended from time to time.

### IV. REMUNERATION OF DIRECTORS FOR YEAR 2013-2014

Sitting Fee of Rs 1,500/- (Rupees One Thousand five hundred only) per meeting w.e.f. 25<sup>th</sup> July, 2013 was paid to every director who attended the Board and/or Audit Committee meeting(s) during the financial year 2013-14.

### V. SHAREHOLDERS GRIEVANCE COMMITTEE

The Board has constituted a 'Shareholders Grievance Committee' which monitors share transfer, transmission, splits, consolidation and also redressal of shareholders and investors grievances. Investors' grievances are resolved to the extent possible within one week.

At present the committee comprises of the following members:

- i. Mr. Rashid Jilani, Chairman
- ii. Mr. Radha Krishna Pandey, Member
- iii. Mr. G.D. Singal, Member

During the year 2013-14, Nil complaints were received directly from shareholders / investors and through Stock Exchanges, SEBI, etc. All the complaints have generally been solved to the satisfaction of the complainants.

All valid requests for transfer have been acted upon and no transfer received during the year 2013-2014 is pending.

## VI. GENERAL BODY MEETING

Details of last Annual General Meeting are as under: -

Year	Venue	Date	Time
2013	Regd. Off: 19 <sup>th</sup> K.M. Hapur-Bulandshahr Road, P.O. Gulaothi Distt. Bulandshahr, Uttar Pradesh, 254508	15 <sup>th</sup> July, 2013	11:30 A.M.

No Special Resolution was passed in the previous Annual General Meeting.

## VII. DISCLOSURES

- 1) There have been no materially significant transactions with the related parties, pecuniary transactions or relationship other than in the financial statements for the year ended 31.03.2014 (Refer Note no. 23) forming part of the Balance Sheet & Profit & Loss Account. Accordingly the same have not been reproduced here.
- 2) The Company has complied with the requirements of Stock Exchanges, SEBI and other Statutory Authorities during the preceding year on all matters related to capital markets and no penalties /strictures have been imposed on the Company.
- 3) The Company has adopted a Code of Conduct applicable to all Directors and Senior Management personnel of the Company. A declaration from Managing Director of the Company is also given to this effect in this report.
- 4) Risk Assessment and Minimization procedures are in existence and reviewed periodically.
- 5) The Managing Director and a Director have given a certificate on the review of financial statements, including cash flow, for the year ended 31.03.2014 to the Board of Directors as required under clause 49 of the Listing Agreement.
- 6) The Company has not adopted Whistle Blower Policy being a Non Mandatory requirement. However no person has been denied to access to the Audit Committee. The Whistle Blower Policy as required under Companies Act, 2013 will be complied within Financial year 2014-15.
- 7) All the mandatory requirements of Corporate Governance under clause 49 of Listing Agreement are being adhered to/ complied with.

## VIII. CERTIFICATE OF CODE OF CONDUCT

### **Declaration**

This is to certify that the Company has laid down a code of conduct (the code) for all Board Members and senior management personnel of the Company and a copy of the code is put on the web site of the Company viz. [www.jpifcl.com](http://www.jpifcl.com).

It is certified further that the Directors and Senior Management have affirmed their Compliance with the code for the year ended 31st March, 2014.

Place : New Delhi

Date : 01.08.2014

Sd/  
G.D. Singal  
Managing Director

## IX. MEANS OF COMMUNICATION

This is being done through submission of quarterly results and Annual Results to the stock exchanges in accordance with the listing agreement and publication in the leading newspaper like Financial Express and/or Business Standard (English) and Jansatta and/or Business Standard (Hindi) and also at the website of the Company. All other price sensitive and any other information are sent to The National Stock Exchange of India Limited (NSE) and The Bombay Stock Exchange Limited (BSE).

Management Discussion and Analysis forms part of this Annual Report

## X. GENERAL SHAREHOLDER INFORMATION

### a. Annual General Meeting

Date and Time: Saturday, 20<sup>th</sup> September, 2014 at 1.30 P.M.

Venue: 19<sup>th</sup> K.M., Hapur-Bulandshahr Road, P.O. Gulaothi, Distt. Bulandshahr, U.P.



**b. Financial Calendar (tentative)**

Financial Year	1 <sup>st</sup> April 2014 to 31 <sup>st</sup> March, 2015
Unaudited Financial Results for the first quarter ending June 30, 2014	by 14 <sup>th</sup> August, 2014
Unaudited Financial Results for the second quarter ending September 30, 2014	by 14 <sup>th</sup> November, 2014
Unaudited Financial Results for the third quarter ending December 31, 2014	by 14 <sup>th</sup> February, 2015
Unaudited Financial Results for the Last quarter ending March 31, 2015	by 15 <sup>th</sup> May, 2015
Annual General Meeting for the year ending March 31, 2015	by 30 <sup>th</sup> September, 2015

**c. Date of Book Closure**

Monday, 15<sup>th</sup> September, 2014 to Saturday, 20<sup>th</sup> September, 2014 (both days inclusive)

**d. Listing on Stock Exchanges**

The shares of the Company are listed on the following stock exchanges:

**The National Stock Exchange of India Ltd. (NSE)**

Exchange Plaza, Plot C-1, Block – G Bandra – Kurla Complex, Bandra (East), Mumbai

**The Bombay Stock Exchange Limited**

Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai- 400 003

The Listing fee for the year 2014-2015 has been paid to the Stock Exchanges.

**e. Custodial Fees to Depositories:**

The Company has paid custodial fees for the year 2014-2015 to National Securities Depository Limited and Central Depository Services (India) Limited.

**f. Stock Code**

NSE: JPOLYINVST

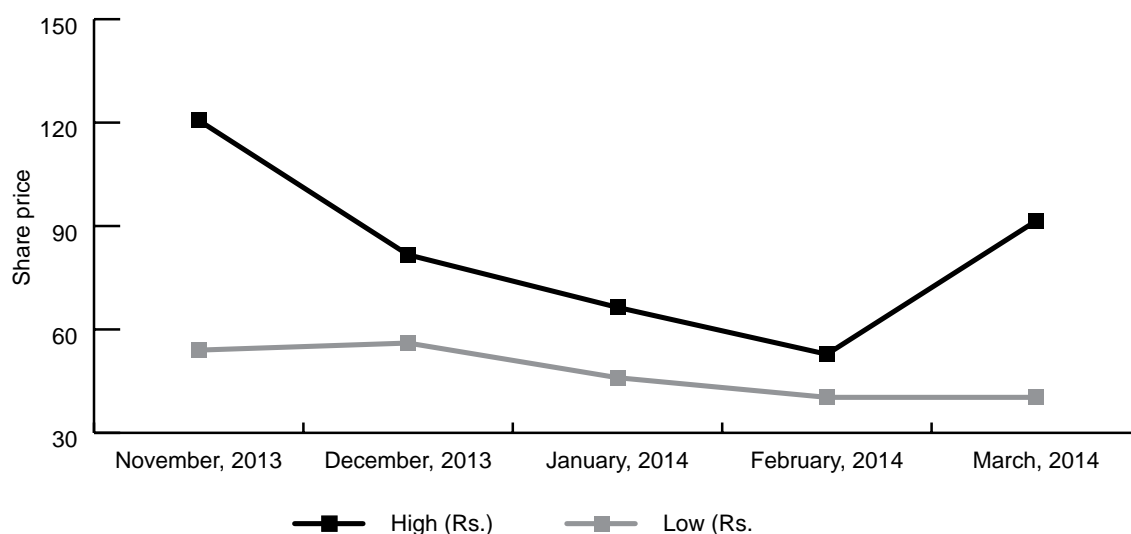
SCRIP CODE (BSE): 536773

**g. Market Price Data**

High Low during each month in the last financial year from 11<sup>th</sup> November 2013 to 31<sup>st</sup> March 2014 at BSE

**Bombay Stock Exchange Limited**

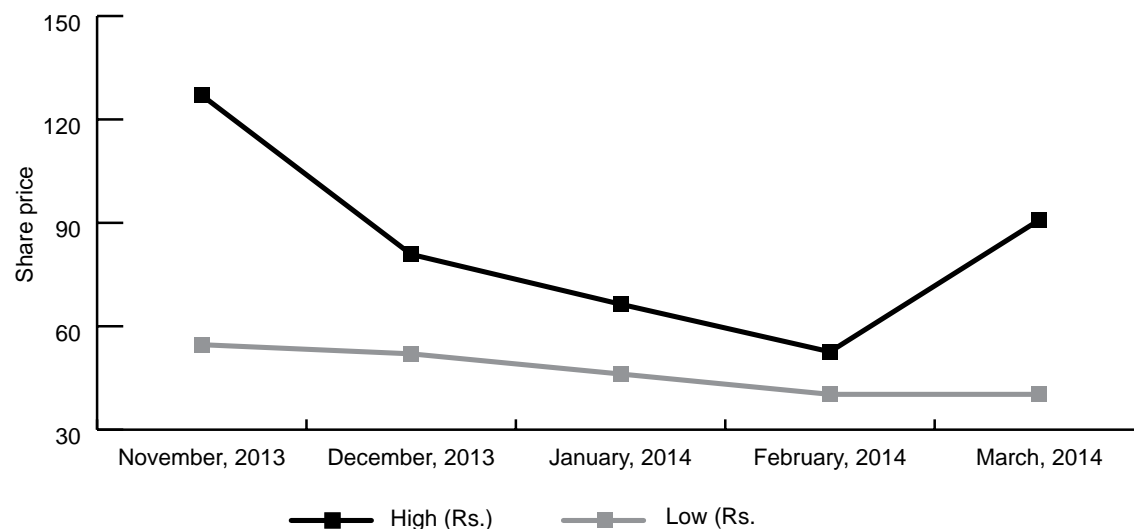
Month	High (Rs.)	Low (Rs.)
November, 2013	127.00	54.65
December, 2013	80.85	52.00
January, 2014	65.90	46.15
February, 2014	52.60	40.25
March, 2014	90.85	40.25



High Low during each month in the last financial year from 11<sup>th</sup> November 2013 to 31<sup>st</sup> March 2014 at NSE

**National Stock Exchange of India Limited**

Month	High (Rs.)	Low (Rs.)
November, 2013	120.65	54.00
December, 2013	81.65	56.05
January, 2014	66.40	46.00
February, 2014	52.80	40.30
March, 2014	91.50	40.30



**h. Registrar and Share**

**Transfer Agent (for both Physical & Electronic)**

M/s Karvy Computershare Private Limited  
 (Unit: Jindal Poly Investment and Finance Company Limited)  
 Address: Plot No. 17 to 24, Vittal Rao Nagar, Madhapur  
 Hyderabad, Andhra Pradesh- 500081

**i. Share Transfer System**

The Registrar & Share Transfer Agent processes transfers in physical form within 7 days of the receipt of completed documents. Invalid share transfers are returned within 7 days of receipt.

All requests for dematerialization of shares are processed and confirmation / rejection is given to respective depository i.e. NSDL & CDSL through the Registrar on weekly basis.

**j. Distribution of Shareholding as on 31<sup>st</sup> March, 2014**

Shareholding of Nominal Value of Rs. 10/- each	No. of shareholders	% of shareholders	Value of Shares	% of shareholding
Upto Rs. 50,000/-	30,990	98.55	1,08,04,620	10.28
50,001-1,00,000	217	0.70	15,78,130	1.50
1,00,001-2,00,000	112	0.36	16,07,090	1.53
2,00,001-3,00,000	39	0.12	9,50,760	0.90
3,00,001-4,00,000	19	0.06	6,83,520	0.65
4,00,000- 5,00,000	12	0.03	5,44,630	0.52
5,00,001- 10,00,000	23	0.07	15,52,070	1.48
10,00,001 and above	35	0.11	8,73,98,470	83.14
<b>Total</b>	<b>31,447</b>	<b>100</b>	<b>10,51,19,290</b>	<b>100</b>

**k. Shareholding Pattern as on 31<sup>st</sup> March, 2014**

Category of Shareholder	Total No. of Shares	Percentage of Shares
<b>(A) Promoter and Promoter Group:-</b>		
Individuals/Hindu Undivided Family	3,28,300	3.13
Bodies Corporate	75,16,387	71.50
<b>Total Shareholding of Promoter and Promoter Group (i)</b>	<b>78,44,687</b>	<b>74.63</b>
<b>(B) Public Shareholding:-</b>		
<b>(1) Institutions</b>		
Financial Institutions/Banks	2,21,153	2.10
Foreign Institutional Investors	4,71,601	4.49
<b>Sub Total</b>	<b>6,92,754</b>	<b>6.59</b>
<b>(2) Non-Institutions</b>		
Bodies Corporate	3,88,332	3.69
Individuals	15,08,706	14.35
Others	77,450	.74
<b>Sub Total</b>	<b>19,74,488</b>	<b>18.78</b>
<b>Total Public Shareholding (ii)</b>	<b>26,67,242</b>	<b>25.37</b>
<b>Total (i) +(ii)</b>	<b>1,05,11,929</b>	<b>100</b>

**l. Dematerialisation of shares and liquidity**

As on 31st March, 2014 1,04,20,721 number of shares representing 99.13 % of total paid-up equity share capital are held in dematerialized form with NSDL & CDSL. All the promoters' holding are in dematerialized form.

**m. Outstanding GDR/ADR/Warrants or any convertible instruments, conversion date and impact on equity**

The Company does not have any outstanding GDR/ADR/Warrants or any other convertible instruments.

**n. Address for Correspondence**

**Registered Office:**

Jindal Poly Investment and Finance Company Limited  
19<sup>th</sup> K.M. Hapur – Bulandshahr Road,  
P.O. Gulaothi, Distt-Bulandshahr, Uttar Pradesh-245408

**Corporate Office:**

The Company Secretary  
Jindal Poly Investment and Finance Company Limited  
Plot No. 12, Local Shopping Complex, Sector B-1,  
VasantKunj, New Delhi-110070  
Tel.: +91-11-26139256  
Fax: +91-11-26125739  
E-mail:cs\_jpifcl@jindalgroup.com  
Website: www.jpifcl.com

**o. Securities Dealing Code**

Pursuant to the SEBI (Prohibition of Insider Trading)Regulations 1992, a Securities Dealing Code for prevention of Insider Trading is in place. The objective of the code is to prevent purchase and/sale of shares of the Company by an Insider on the basis of unpublished price sensitive information. Under this code, Designated Persons (Directors, Advisors,Officers and other concerned employees/persons)are prevented from dealing in the Company's shares during the closure of Trading Window.

**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

TO  
THE MEMBERS OF  
M/S JINDAL POLY INVESTMENT AND FINANCE COMPANY LIMITED

We have examined the compliance of conditions of corporate governance by M/S JINDAL POLY INVESTMENT AND FINANCE COMPANY LIMITED for the year ended on 31st March, 2014, as stipulated in Clause 49 of the Listing Agreements of the said Company with the stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to 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 Agreements.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we have to state that as per the records maintained by the Company, no investor grievance is pending for a period exceeding one month.

We 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 UBS & Company**  
**Chartered Accountants**  
**Firm Regn. No: 012351N**

**Bhimraj Agarwal**  
**Partner**  
**Membership No.090909**

**Place : New Delhi**  
**Dated : 01.08.2014**

**CERTIFICATION**

We, R.B. Pal, Managing Director and Hemant Sharma, Director of Jindal Poly Investment and Finance Company Limited, to the best of our knowledge and belief, certify that:

- 1) We have reviewed the Balance Sheet and Profit and Loss Account, and all its schedules and notes to accounts, as well as the Cash Flow statements and the Directors' Report for the financial year 2013-14.
- 2) Based on our knowledge and information, these statements do not contain any untrue statement of a material fact or omit to state a material fact or contain statements that might be misleading.
- 3) Based on our knowledge and information, the financial statements, and other financial information included in this report, present in all material respects, a true and fair view of the Company's affairs, and are in compliance with the existing accounting standards and/ or applicable laws and regulations.
- 4) To the best of our knowledge and belief, no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company's code of conduct.
- 5) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness for the internal control system of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware, have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- 6) (a) There has not been any significant change in internal control over financial reporting during the year under reference.  
(b) There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements and  
(c) We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

**Place : New Delhi**  
**Date : 30.05.2014**

**R.B. Pal**  
**Managing Director**

**Hemant Sharma**  
**Director**

**INDEPENDENT AUDITOR'S REPORT**

To the Members of  
JINDAL POLY INVESTMENT & FINANCE COMPANY LIMITED

**Report on the Financial Statements**

We have audited the accompanying financial statements of JINDAL POLY INVESTMENT & FINANCE COMPANY LIMITED, which comprise the Balance Sheet as at 31<sup>st</sup> March 2014, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position and financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13<sup>th</sup> September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the 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:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March 2014;
- b) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and
- c) in the case of Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

**Report on Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
  - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c) the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d) in our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards notified under the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13<sup>th</sup> September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013; and
  - e) on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

**For UBS & Company**  
**Chartered Accountants**  
**Firm Regn. No. 012351N**

**Bhimraj Agarwal**  
**Partner**  
**Membership No.: 090909**

**Place: New Delhi**  
**Date : 30.05.2014**

**THE ANNEXURE REFERRED TO IN PARAGRAPH 1 OF OUR REPORT OF EVEN DATE TO THE MEMBERS OF JINDAL POLY INVESTMENT & FINANCE COMPANY LIMITED ON THE ACCOUNTS OF THE COMPANY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014.**

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:

1. The Company has no fixed assets, hence clause 4(ia), (b), (c) of the Order are not applicable to the Company.
2. The Company has no inventories, hence, the provisions of clauses 4(ia), (b) & (c) of the Order are not applicable to the Company.
3. The Company has not granted or taken any loan to or from any party covered in the register maintained under section 301 of the Companies Act, 1956. Hence, the provisions of clause 4(iii), (b), (c), (d) and (e) of the order are not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control/ procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
5. According to the information and explanations given to us, there is no such transaction that need to be entered into the register maintained under section 301 of the Companies Act and hence provisions of clause 4(v) of this Order is not applicable to the Company.
6. 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 clause 4(vi) of this Order is not applicable to the Company,
7. In our opinion the company has an internal audit system commensurate with the nature and size of its business.
8. The Central Government has not prescribed the maintenance of cost records under Section 209(1) (d) of the Companies Act, 1956 for the industries the Company belong to.
9. According to the information and explanations given to us, in respect of statutory dues and other dues -
  - a. The Company is regular in depositing with appropriate authorities undisputed statutory dues, including Provident fund, investor education protection fund, employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Customs Duty, Excise Duty, Service Tax, cess and other material statutory dues applicable to it.
  - b. No undisputed amounts payable in respect of income tax, wealth tax, sales tax, custom duty, excise duty, service tax and cess were in arrears as on 31, March 2014 for period of more than six months from the date they became payable.
  - c. According to the information and explanation given to us, there are no disputed statutory dues, which have not been deposited.
10. As the Company is registered for a period of less than five years, hence clause 4(x) of the Order is not applicable to the Company.
11. The Company has not borrowed monies from any financial institution, bank or debenture holder, hence the clause 4(xi) of the Order is not applicable to the Company.
12. The company has not granted loan or advances to any person; as such the clause is not applicable.
13. In our opinion, the company is not a chit fund or a nidhi mutual benefit fund society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditors' report) Order, 2003 are not applicable to the company.
14. The Company has maintained proper records of transactions and contracts in respect of trading in securities, debentures and other investments timely entries have been made therein. All shares, debentures and other investments have been held by the Company in its own name.
15. We have been informed that the company has not given any guarantee for loans taken by others from bank or financial institution; as such the clause 4(xv) is not applicable.
16. We have been informed that the company has not obtained term loans; as such the clause 4(xvi) is not applicable.
17. According to the information and explanations given to us and on overall examination of the balance sheet of the company, we report that the no funds raised on short-term basis have been used for long-term investment.
18. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
19. According to the information and explanations given to us, during the period covered by our audit report, the company has not issued debentures.
20. The company has not raised any money through a public issue during the year.
21. According to the information and explanation given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

**For UBS & Company  
Chartered Accountants  
Firm Regn. No. 012351N**

**Bhimraj Agarwal  
Partner  
Membership No.: 090909**

**Place: New Delhi  
Date : 30.05.2014**

**BALANCE SHEET AS AT 31st MARCH 2014**

Particulars	Note No.	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	1	10,51,19,290	10,51,19,290
(b) Reserves and Surplus	2	6,36,96,98,935	6,29,58,94,480
		<b>6,47,48,18,225</b>	<b>6,40,10,13,770</b>
<b>(2) Non Current Liabilities</b>			
(a) Long Term Provision	3	5,16,690	-
		<b>5,16,690</b>	-
<b>(3) Current Liabilities</b>			
(a) Trade payables	4	2,53,307	11,236
(b) Short Term Provision	5	2,59,605	3,56,50,000
(c) Other Current Liabilities	6	24,999	-
		<b>5,37,911</b>	<b>3,56,61,236</b>
<b>TOTAL</b>		<b>6,47,58,72,826</b>	<b>6,43,66,75,006</b>
<b>II. ASSETS</b>			
<b>(1) Non Current Assets</b>			
(a) Non-Current Investments	7	5,91,09,17,898	4,65,89,85,683
(b) Long Term Loans & Advance	8	3,31,00,000	3,04,63,500
(c) Deferred Tax Asset (Net)	9	1,67,640	-
		<b>5,94,41,85,538</b>	<b>4,68,94,49,183</b>
<b>(2) Current Assets</b>			
(a) Current Investments	10	29,29,67,961	1,50,47,02,391
(b) Cash and Cash Equivalents	11	96,96,326	14,34,651
(c) Short Term Loans & Advances	12	22,90,23,000	24,10,88,781
		<b>53,16,87,288</b>	<b>1,74,72,25,823</b>
<b>TOTAL</b>		<b>6,47,58,72,826</b>	<b>6,43,66,75,006</b>
Significant Accounting Policies & Notes on Financial Statements	1-30		

The accompanying Notes are Integral Part of the Financial Statements

**As per our report of even date annexed hereto**

**For UBS & Company**  
Chartered Accountants  
Firm Regn No: 012351N

**For & On Behalf of the Board**

**Bhimraj Agarwal**  
Partner  
Membership No.090909

**Pramod Chauhan**  
Company Secretary

**R.B. Pal**  
Managing Director  
DIN: 00092049

**Hemant Sharma**  
Director  
DIN: 05235723

Place: New Delhi  
Dated: 30.05.2014

**STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED March 31, 2014**

Particulars	Note No.	For Year Ending 31.03.2014 Rs.	For Year Ending 31.03.2013
I. Revenue from Operations			
II Other Income	13	8,12,42,426	24,71,88,389
<b>III Total revenue (I + II)</b>		<b>8,12,42,426</b>	<b>24,71,88,389</b>
IV Employee Benefit Expense	14	16,68,956	5,59,206
V Other Expenses	15	17,42,050	4,61,670
<b>VI Total Expenses</b>		<b>34,11,006</b>	<b>10,20,876</b>
VII Profit/(Loss) before exceptional and extraordinary items and tax (III-VI)		7,78,31,420	24,61,67,513
VIII Exceptional Items		-	-
IX Profit/(Loss) before extraordinary items and tax (VII-VIII)		7,78,31,420	24,61,67,513
X Extraordinary Items			
<b>XI Profit before tax (IX-X)</b>		<b>7,78,31,420</b>	<b>24,61,67,513</b>
XII Tax expense:			
(1) Current tax		31,30,000	3,56,50,000
(2) MAT Credit Entitlement		(26,50,000)	(3,04,50,000)
(3) Deferred tax (Asset)/Liability (Net)		(1,67,640)	-
(4) Income Tax related to earlier years		37,14,605	-
		40,26,965	52,00,000
<b>XIII Profit/(Loss) for the period from continuing operations (XI-XII)</b>		<b>7,38,04,455</b>	<b>24,09,67,513</b>
XIV Profit/(loss) from discontinuing operations		-	-
XV Tax expense of discontinuing operations		-	-
XVI Profit/(loss) from discontinuing operations (after tax) (XIV-XV)		-	-
<b>XVII Profit/(Loss) for the period (XIII + XVI)</b>		<b>7,38,04,455</b>	<b>24,09,67,513</b>
XVIII Earning Per Equity Share: (Basic/Diluted)	16	7.02	22.92
Significant Accounting Policies & Notes on Financial Statements	1-30		

The accompanying Notes are Integral Part of the Financial Statements

**As per our report of even date annexed hereto**

**For UBS & Company**

**Chartered Accountants**

**Firm Regn No: 012351N**

**Bhimraj Agarwal**

**Partner**

**Membership No.090909**

**Place: New Delhi**

**Dated: 30.05.2014**

**Pramod Chauhan**  
**Company Secretary**

**R.B. Pal**  
**Managing Director**  
**DIN: 00092049**

**Hemant Sharma**  
**Director**  
**DIN: 05235723**

**For & On Behalf of the Board**



**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2014**

Particulars	For Year ended 31.03.2014 Rs.	For Year ended 31.03.2013 Rs.
<b>Cash flows from operating activities</b>		
Net Profit before tax and extraordinary items	7,78,31,420	24,61,67,513
<b>Adjustments for:</b>		
Depreciation and amortization expense	-	-
(Profit)/Loss on sale of Investment (Net)	(1,49,81,999)	(17,81,55,704)
Interest Income	-	-
Dividend Income	(6,62,60,427)	(6,90,32,685)
Interest on Borrowings	(8,12,42,426)	-
Operating Profits before Working Capital changes	<u>(34,11,006)</u>	<u>(10,20,876)</u>
<b>Adjustments for:</b>		
(Increase)/ decrease in Other Current Assets	-	-
(Increase)/ decrease in Loans & Advances	1,20,79,281	(61,21,02,281)
Increase/ (decrease) in Provision	5,16,690	-
Increase/ (decrease) in Trade Payables & Other Liability	2,67,070	11,236
	<u>1,28,63,041</u>	<u>(61,20,91,045)</u>
Cash generated from Operation	94,52,035	(61,31,11,921)
Direct Taxes Paid	(4,22,35,000)	-
<i>Net cash from operating activities</i>	<u>(3,27,82,965)</u>	<u>(61,31,11,921)</u>
<b>Cash flows from investing activities</b>		
Purchase of Investments	(29,29,67,961)	(1,50,47,02,391)
Purchase of Non Current Investment	(1,36,00,00,000)	-
Sale of Investments	1,62,77,52,175	2,04,97,16,278
Dividend Received	6,62,60,427	6,90,32,685
Interest Received	-	-
<i>Net cash from investing activities</i>	<u>4,10,44,640</u>	<u>61,40,46,572</u>
<b>Cash flows from financing activities</b>		
Issue of Equity Shares	-	5,00,000
<i>Net cash from financing activities</i>	<u>-</u>	<u>5,00,000</u>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<u><b>82,61,675</b></u>	<u><b>14,34,651</b></u>
<b>Cash and cash equivalents at beginning of reporting period</b>	<u><b>14,34,651</b></u>	<u>-</u>
<b>Cash and cash equivalents at end of reporting period</b>	<u><b>96,96,326</b></u>	<u><b>14,34,651</b></u>
<b>Cash &amp; Cash equivalents:</b>		
<b>Bank Balance in Current Account</b>	<u><b>96,96,326</b></u>	<u><b>14,34,651</b></u>

As per our report of even date annexed hereto

For UBS & Company  
Chartered Accountants  
Firm Regn No: 012351N

For & On Behalf of the Board

Bhimraj Agarwal  
Partner  
Membership No.090909

Pramod Chauhan  
Company Secretary

R.B. Pal  
Managing Director  
DIN: 00092049

Hemant Sharma  
Director  
DIN: 05235723

Place: New Delhi  
Dated: 30.05.2014

**NOTES TO FINANCIAL STATEMENTS**

Particulars	As at 31.03.2014		As at 31.03.2013	
	Number	Rs	Number	Rs
<b>1 SHARE CAPITAL</b>				
<b>Authorized:</b>				
27000000 Equity shares of Rs.10/- each (Previous Year 20,00,000 Equity Shares of Rs 10 Each)	2,70,00,000	27,00,00,000	20,00,000	2,00,00,000
(Note: Authorised Capital of the Company is increased by Rs.25.00 Crores vide order of Hon'ble High Court of Allahabad dated 16th May 2013 consequent to demerger of Investment division of Jindal Polyfilms Ltd. Divided in to 250,00,000 equity shares of Rs.10/- each)				
	<b>2,70,00,000</b>	<b>27,00,00,000</b>	<b>20,00,000</b>	<b>2,00,00,000</b>
<b>Issued, Subscribed and Fully Paid Up:</b>				
10511929 Equity shares of Rs.10/- each (Previous Year 50000 Equity shares of Rs.10/- each)				
At the beginning of the reporting period	50,000	5,00,000	-	-
Issued during the reporting period*	1,05,11,929	10,51,19,290	50,000	5,00,000
Bought back during the reporting period	-	-	-	-
Cancelled during the reporting period*	(50,000)	(5,00,000)	-	-
Share Capital pending allotment*	-	-	1,05,11,929	10,51,19,290
Share Capital pending cancellation* (*Refer note no.21)	-	-	(50,000)	(5,00,000)
At the close of the reporting period	<b>1,05,11,929</b>	<b>10,51,19,290</b>	<b>1,05,11,929</b>	<b>10,51,19,290</b>
<b>Other Information:</b>				
1 Equity shares include:				
a. Shares allotted pursuant to a contract without consideration being received in cash under the scheme of demerger.	10511929	10,51,19,290	-	-
b. Shares allotted by way of bonus shares	-	-	-	-
c. Shares held by the holding company/ultimate holding company/subsidiaries or associates of the holding company/ultimate holding company, in aggregate	-	-	50,000	5,00,000
d. Equity shares bought back during the five years immediately preceding the date of the balance sheet	-	-	-	-
e. Equity shares cancelled during the five years immediately preceding the date of the balance sheet as per scheme of demerger	50,000.00	5,00,000	-	-
i. Particulars of equity share holders holding more than 5% of the total number of equity share capital:				
1 Soyuz Trading Company Limited	2962067	28%	-	-
2 Jindal Photo Investment Limited	2862576	27%	-	-
3 Rishi Trading Company Limited	1249764	12%	-	-
4 Jindal Poly Films Ltd	-	-	50,000	100%

**NOTES TO FINANCIAL STATEMENTS**

Particulars	As at 31.03.2014 (in Rs.)	As at 31.03.2013 (in Rs.)
<b>2 RESERVE &amp; SURPLUS</b>		
(i) General Reserve		
As per Last balance Sheet	6,05,49,26,967	-
Add: During the year	-	6,16,00,46,257
Less: Issue of equity shares under the scheme of demerger (Refer Note No. 21)	-	10,51,19,290
At the close of the reporting period	<u>6,05,49,26,967</u>	<u>6,05,49,26,967</u>
(i) Profit & Loss Account		
At the beginning of the reporting period	24,09,67,513	-
Transferred from/to Profit & Loss Account	7,38,04,455	24,09,67,513
Less: Proposed Dividends	-	-
Less: Provision towards dividend distribution tax	-	-
At the close of the reporting period	<u>31,47,71,968</u>	<u>24,09,67,513</u>
<b>TOTAL</b>	<u><u>6,36,96,98,935</u></u>	<u><u>6,29,58,94,480</u></u>

Particulars	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
<b>3 NON CURRENT LIABILITIES</b>		
<b>LONG TERM PROVISIONS</b>		
Gratuity Provision	5,16,690	-
<b>Total</b>	<u>5,16,690</u>	<u>-</u>
<b>CURRENT LIABILITIES</b>		
<b>4 TRADES PAYABLE</b>		
i) Others	2,53,307	11,236
<b>Total</b>	<u>2,53,307</u>	<u>11,236</u>
<b>5 SHORT TERM PROVISION</b>		
Provision for income tax (Net of Advance Income Tax Rs 4,22,35,000/-)	2,59,605	3,56,50,000
<b>Total</b>	<u>2,59,605</u>	<u>3,56,50,000</u>
<b>6 OTHER CURRENT LIABILITIES</b>		
i) Security received from employee	24,999	-
<b>Total</b>	<u>24,999</u>	<u>-</u>

**NOTES TO FINANCIAL STATEMENTS**

Details of Investments	Face Value	Number of shares 31.03.2014	As at 31.03.2014 Rs.	Number of shares 31.03.2013	As at 31.03.2013 Rs.
<b>7 NON CURRENT INVESTMENTS</b>					
<b>a) Investments in Equity Instruments:(Long Term)</b>					
<b>A) Non Trade</b>					
<b>i) Equity Shares (Quoted)</b>					
Coal India Ltd.	10	-	-	4,41,093	10,80,67,785
Consolidated Finvest & Holdings Ltd.	10	11,86,246	3,03,67,898	11,86,246	3,03,67,898
			<b>3,03,67,898</b>		<b>13,84,35,683</b>
<b>ii) In Associates (Un Quoted) (Refer Note No:22)</b>					
Jindal India Powertech Limited (Rupee 7 Partly paid up)	10	-	-	21,40,00,000	1,49,90,20,000
Jindal India Powertech Limited (Rupee 7 Partly paid up)	10	-	-	13,50,00,000	94,55,62,500
Jindal India Powertech Limited (Rupee 7 Partly paid up)	10	-	-	6,45,00,000	45,19,67,500
Jindal India Powertech Limited (Rupee 7 Partly paid up)	10	-	-	2,25,00,000	15,75,00,000
Jindal India Powertech Limited (Rupees 10/- Fully Paid up)	10	15,41,00,000	1,54,20,35,075	-	-
			<b>1,54,20,35,075</b>		<b>3,05,40,50,000</b>
<b>B) In Subsidiaries</b>					
<b>i) Equity Shares (Un Quoted)</b>					
Jindal Poly Films Investment Limited	10	17,82,000	86,65,00,000	17,82,000	86,65,00,000
			<b>86,65,00,000</b>		<b>86,65,00,000</b>
<b>b) Investments in Preference Shares : (Long Term)</b>					
<b>A) Non Trade</b>					
<b>i) In Associates (Un Quoted)</b>					
Jindal India Powertech Limited-0% Redeemable Preference Shares-Series I (Rupees 10/- full paid up)	10	24,71,00,000	2,47,20,14,925	-	-
Out of 24,71,00,000 RPS 15,11,00,000 RPS have been converted from partly paid equity shares of Jindal India Powertech Ltd (Refer Note No: 22)					
			<b>2,47,20,14,925</b>		<b>-</b>
<b>c) Share Application Money Pending Allotment (Unquoted)</b>			1,00,00,00,000		60,00,00,000
			<b>1,00,00,00,000</b>		<b>60,00,00,000</b>
<b>TOTAL</b>			<b>5,91,09,17,898</b>		<b>4,65,89,85,683</b>
<b>Aggregate Value of Quoted Investments</b>			<b>3,03,67,898</b>		<b>13,84,35,683</b>
<b>Aggregate Value of Unquoted Investments</b>			<b>5,88,05,50,000</b>		<b>4,52,05,50,000</b>
<b>Market Value of Quoted Investments</b>			<b>3,02,49,273</b>		<b>17,28,18,911</b>

**NOTES TO FINANCIAL STATEMENTS**

Particulars	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
<b>8 LONG TERM LOANS &amp; ADVANCES</b>		
i) MAT Credit Entitlement	3,31,00,000	3,04,50,000
ii) Bank Charges Recoverable	-	13,500
<b>Total</b>	<b>3,31,00,000</b>	<b>3,04,63,500</b>

<b>9 DEFERRED TAX ASSET</b>		
Opening Balance	-	-
Add- On Gratuity Provision	1,67,640	-
	1,67,640	-
Less - On Depreciation	-	-
<b>Total</b>	<b>1,67,640</b>	<b>-</b>

Details of Investments	Face Value	Number of Units 31.03.2014	As at 31.03.2014 Rs.	Number of Units 31.03.2013	As at 31.03.2013 Rs.
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<b>10 CURRENT INVESTMENTS</b>					
<b>Mutual Fund (Short Term)</b>					
i) HDFC Floating Rate Fund Short Term	10	-	-	22700282	22,88,39,269
ii) ICICI Prudential Flexible Income Plan	100	-	-	1343024	14,20,04,629
iii) Tata Floater Fund	1000	-	-	266948	26,78,98,825
iv) Templeton India Ultra Short Term Fund	10	-	-	25144424	25,18,96,841
v) UTI Treasury Advantage Fund	1000	260366	26,04,94,393	538329	53,84,44,279
vi) Reliance Money Manager Fund	1000	32428	3,24,73,568	-	-
vii) Birla Sun Life Cash Manager	100	-	-	756013	7,56,18,548
<b>Total</b>			<b>29,29,67,961</b>		<b>1,50,47,02,391</b>

(Net Asset Value of Investment in Mutual Funds is Rs 29,34,65,873/- (Previous Year Rs. 150,47,36,892/-)

Particulars	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
<b>11 CASH &amp; CASH EQUIVALENTS</b>		
i) Balances with banks		
- in Current Account	96,61,275	14,34,651
ii) Cash in hand	35,051	-
<b>Total</b>	<b>96,96,326</b>	<b>14,34,651</b>

<b>12 SHORT TERM LOANS &amp; ADVANCES</b>		
<b>(Unsecured-Considered Good)</b>		
i) Other Loans & Advances	22,90,11,000	24,10,88,781
ii) Others	12,000	-
<b>Total</b>	<b>22,90,23,000</b>	<b>24,10,88,781</b>

**NOTES TO FINANCIAL STATEMENTS**

Particulars	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
<b>13 OTHER INCOME</b>		
i) Dividend on Current Investment	6,43,63,727	6,39,40,414
ii) Dividend on Equity Shares	18,96,700	50,92,271
iii) Profit on Sale of Current Investments	10,01,711	17,81,55,704
iv) Profit on Sale of Non Current Investments	1,39,80,288	-
<b>Total</b>	<b>8,12,42,426</b>	<b>24,71,88,389</b>
<b>14 EMPLOYEE BENEFIT SCHEME</b>		
i) Salaries, Wages, Bonus & Other Benefits	11,35,664	5,59,206
ii) Contribution to Provident Fund	16,602	-
iv) Gratuity Expense	5,16,690	-
<b>Total</b>	<b>16,68,956</b>	<b>5,59,206</b>
<b>15 OTHER EXPENSES</b>		
i) Printing & Stationery	20,100	33,223
ii) Filling Fees	8,58,358	1,500
iii) Payment to the Auditors	66,854	18,540
iv) Legal & Professional Charges	30,900	-
v) Preliminary Expenses W/O	-	2,18,230
vi) Bank Charges	79,641	35,377
vii) Other Expenses	12,353	-
viii) Director Sitting Fees	20,222	-
ix) Advertising & Publicity Expenses	3,02,955	-
x) Commission & Brokerage	27,630	-
xi) Security Transaction Tax	1,22,340	-
xii) Telephone Charges	16,679	12,000
xiii) Conveyance Expenses	1,84,019	1,42,800
<b>Total</b>	<b>17,42,050</b>	<b>4,61,670</b>
<b>16 Earnings Per Share:</b>		
<b><u>After extraordinary item:</u></b>		
Profit for the year after tax expense	7,38,04,455	24,09,67,513
Less:		
Preference dividend payable including dividend tax	-	-
	<u>7,38,04,455</u>	<u>24,09,67,513</u>
Weighted average number of equity shares (Refer Note No.21)	1,05,11,929	1,05,11,929
<b>Basic /Diluted Earning per Share</b>	<b>7.02</b>	<b>22.92</b>
<b><u>Before extraordinary item:</u></b>		
Profit for the year after tax expense	7,38,04,455	24,09,67,513
Adjustment for		
Extraordinary item (net of tax)	-	-
	<u>7,38,04,455</u>	<u>24,09,67,513</u>
Less:		
Preference dividend payable including dividend tax	-	-
	<u>7,38,04,455</u>	<u>24,09,67,513</u>
Weighted average number of equity shares (Refer Note No.21)	1,05,11,929	1,05,11,929
<b>Basic /Diluted Earning per Share</b>	<b>7.02</b>	<b>22.92</b>

## NOTES TO FINANCIAL STATEMENTS

### 17 Significant Accounting Policies

#### a) Basis of Accounting

The Financial Statements are prepared under the historical cost convention and in accordance with the requirements of the Companies Act, 1956 and the Accounting Standards as referred to in sub-section (3C) of Section 211 of the Companies Act, 1956

#### b) Revenue Recognition

All revenues, costs, duties, assets & liabilities are accounted for on accrual basis.

#### c) Taxation

##### i) Current Year Charge

Provision for Income - tax is ascertained on the basis of assessable profits computed in accordance with the provisions of the Income-tax Act, 1961.

##### ii) Deferred Tax

The company provides for deferred tax using the liability method, based on the tax effect of timing difference resulting from the recognition of items in the financial statements and in estimating its current income tax provision.

#### d) Investments

Current Investment are valued at acquisition cost or market value whichever is lower. Long term investments are valued at acquisition cost. Diminution in value of long term investment is provided only if such a diminution is other than temporary in the opinion of the management.

#### e) Employees Benefit :

##### (i) Short term Employee Benefits

All employee benefits payable only 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 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 present value of obligation under such defined benefit plan is determined based on actuarial valuation under the projected unit credit method which recognises 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. Actuarial gains and losses are recognized immediately in the profit & loss account.

###### (C) The Obligation for leave encashment is provided for and paid on yearly basis.

f) Other accounting Policies are in accordance with generally accepted accounting principles.

#### g) Borrowing Cost

Borrowing Cost that are directly attributable to the acquisition of assets has been capitalized as part of the cost of the assets up to the date of such asset is ready for its intended use. All other borrowing cost are charged to revenue in the period when they are incurred.

#### h) Earnings per share

Earning 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.

#### i) Income from Investments /Deposits

Income from investments is credited to revenue in the year in which it accrues. Income is stated in full with the tax thereon being accounted for under Income tax deducted at source. Dividend Income is booked, when the owner's right to receive its investments payment in shares established.

**NOTES TO FINANCIAL STATEMENTS****j) Contingent Liabilities**

Contingent Liabilities, if material, are disclosed by way of notes.

- 18** There is no liability outstanding as on 31.03.2014 due to Small Scale and medium enterprises as defined under the Micro Small and Medium Enterprises Development Act,2006.
- 19** Non-Current Investment include 6 shares of Jindal Poly Films Investment Ltd. of which the Company is beneficial owner are held by certain individuals in fiduciary capacity.
- 20** It is mangament's perception that since the company is engaged in the activity of investment of its surplus fund in the share capital of other company and mutual funds which are governed by the same set of risk and returns the same are considered to constitute a single reportable segment in the context of Accounting Standard on "Segment Reporting" issued by the Institute of Chartered Accountants of India.
- 21 (i)** Pursuant to approval of scheme of demerger of Investment division of Jindal Poly Films Limited by Hon'ble High Court of Allahabad vide its order dated May 16, 2013, the Boards of Directors has allotted 1,05,11,929 Equity Shares in their meeting held on 25th July, 2013. As the appointed date was 1st April, 2012. Consequently for the year ended 31st March 2014 the demerger has been effected in the books of accounts and accordingly the figure of previous year are recasted and share holding has been shown as per date of allotment. EPS of the year ended 31st March,2013 has been calculated as per paid up capital after demerger.
- 21 (ii)** As per part III , clause 8.2 of the scheme of demerger, 50,000 equity shares allotted at the time of incorporation of the company were cancelled on the date of allotment of equity shares pursuant to scheme of demerger.
- 22** During the financial year, Jindal India Powertech Limited has implemented a Scheme of Reorganisation and Arrangement to restructure and reorganize its Equity share capital pursuant to provisions of Sections 391 to 393, read with Sections 80, 81 and Sections 100 to 104 of the Companies Act, 1956, in such a manner, whereby (a) all its existing Partly paid up Equity Shares of face value of Rs. 10 each out of issued, subscribed and paid up Equity share capital would ultimately stand restructured and converted into a lesser number of newly created Equity Shares of Rs. 10 each fully paid-up and (b) some of such newly created fully paid New Equity Shares resulting from aforesaid restructuring and conversion of Original Equity Shares, as also some of the existing unsecured inter corporate loans received by the Company from its promoter group companies, would stand converted into preference share capital. The Appointed date was fixed as 1st April, 2013.
- The above scheme was sanctioned by Hon'ble High Court of Judicature at Allahabad, UP, on 20th January, 2014. The formal order dated 18th February, 2014 was filed with Registrar of Companies, UP and Uttranchal on 21st February, 2014 and the scheme became effective on 26th February, 2014.
- Pursuant to the scheme, Company's holding of 43,60,00,00 equity shares of face value of Rs. 10/- each and Rs. 7/- paid up was converted into-
- 1) 15,41,00,000 equity shares of Rs. 10/ each, fully paid up.
  - 2) 15,11,00,000 Zero % Redeemable Preference shares of Rs. 10/- each, fully paid up
- Broad terms of Preference Shares
- Zero per cent preference shares of Rs 10 (Rupees Ten) each , redeemable at the option of the Board of Directors of issuer company by giving not less than 1 (one) month's advance notice to shareholder, at any time within 15 (fifteen) years from the date of their issue, at a redemption premium of 10% (Ten per cent) payable at the time of their redemption.
- 23** Disclosures as required by Accounting Standard-18 "Related Party Disclosure" issued by the Institute of Chartered Accountants of India are as follows :

**List of Related Parties****a) Key Managerial Person**

- 1 Mr. V.K. Gupta
- 2 Mr. R.B. Pal
- 3 Mr. Hemant Sharma
- 4 Mr. Pramod Chauhan

**b) Associate Company**

- 1 Jindal India Powertech Limited
- 2 Consolidated Green Finvest Pvt Limited



**c) Controlling Enterprises/Major Shareholders of reporting Enterprise**

- 1 Jindal Photo Investment Limited
- 2 Soyuz Trading Company Limited
- 3 Rishi Trading Company Limited

S.No	Transactions	Referred to in (a) above		Referred to in (b) above		Total	
		31.03.14	31.03.13	31.03.14	31.03.13	31.03.14	31.03.13
1	Share Application Money Paid-b(1)	-	-	1,00,00,00,000	60,00,00,000	1,00,00,00,000	60,00,00,000
2	Allotment of Preference Shares-b (1)	-	-	96,00,00,000	-	96,00,00,000	
3	Remuneration-a (4)	9,35,330	-	-	-	9,35,330	-
4	Car Hire Charges-a (4)	64,000	-	-	-	64,000	-

**24 Employee Benefit**

	<u>31.03.2014</u>	<u>31.03.2013</u>
<b>Define Plan- Gratuity Scheme</b>		
a) Liabilities Recognised at the Balance Sheet Date		
Present Value of obligation as at the beginning of the period	-	-
Interest Cost	-	-
Current Service Cost	5,16,690	-
Benefit Paid	-	-
Actuarial (gain)/loss on obligation	-	-
Present Value of Obligation as at the end of period (31.03.2014)	5,16,690	-
b) Fair Value of assets as on Balance Sheet date		
Fair Value of plan assets at the beginning of the period	-	-
Actual Return of Plan assets	-	-
Contribution during the year	-	-
Benefit Paid	-	-
Actuarial (gain)/loss on obligation	-	-
Fair Value of plan assets at the end of the period	-	-
c) Net Assets/(Liability) recognized in the Balance Sheet as provision	(5,16,690)	-
d) Principal Actuarial Assumptions		
Rate of Discounting	8.50%	-
Expected rate of Return on Plan Assets	-	-
Rate of increase in Salary	6.00%	-

**25 Disclosure of Under Clause 32**

Loans & Advances outstanding at the year end and maximum amount outstanding during the year, which are required to be disclosed Under Clause 32 of the listing agreement are as under:-

Particulars	Name	Amount outstanding at the year end (Rs)		Maximum amount during the year (Rs)	
		31.03.2014	31.03.2013	31.03.2014	31.03.2013
a) Loan to Subsidiaries	-	-	-	-	-
b) Loan to Associates	-	-	-	-	-

**26 Contingent Liabilities:**

	<u>31.03.2014</u>	<u>31.03.2013</u>
a) Uncalled liability of partly paid shares	Nil	1,30,80,00,000

**27 Additional Information required under Part-II of Schedule VI of Companies Act, 1956 are as below :**

	<u>2014 (in Rs)</u>	<u>2013 (in Rs)</u>
(a) Details of Expenditure in Foreign Currency	Nil	Nil
(b) Earnings in Foreign Currency	Nil	Nil

**28** Figures have been rounded off to nearest rupee.

**29** Notes '1' to '28' are annexed to and form part of Statement of Accounts.

**As per our report of even date annexed hereto**

**For UBS & Company**  
Chartered Accountants  
Firm Regn No: 012351N

**For & On Behalf of the Board**

**Bhimraj Agarwal**  
Partner  
Membership No.090909

**Pramod Chauhan**  
Company Secretary

**R.B. Pal**  
Managing Director  
DIN: 00092049

**Hemant Sharma**  
Director  
DIN: 05235723

Place: New Delhi

Dated: 30.05.2014

**STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956 RELATING TO SUBSIDIARY COMPANY**

<p>1. <b>Name of the Subsidiary</b></p> <p>2. Financial Year of the Subsidiary</p> <p>3. Holding Company's Shares Interest as on 31.03.2014</p> <p>4. Net Aggregate amount of the Subsidiary's profit/(Loss) so far as they concern members of Holding Company and not dealt with in the Holding Company's accounts:-</p> <p style="padding-left: 20px;">1. For Subsidiary's Period ended 31st March 2014.</p> <p style="padding-left: 20px;">2. For Subsidiary's previous Financial Year</p> <p>5. Net Aggregate amount of the Subsidiary's Profit/(Loss) so far as they concern members of Holding Company and dealt with in the Holding Company's accounts:-</p> <p style="padding-left: 20px;">1. For Subsidiary's Period ended 31st March 2014.</p> <p style="padding-left: 20px;">2. For Subsidiary's previous Financial Year</p>	<p><b>Jindal Poly Films Investment Limited</b></p> <p>31st March , 2014</p> <p>Holder of 17,82,000 Equity Shares of 10/- each being the total issued, Subscribed and paid up Equity Share Capital.</p> <p>Loss Rs. 0.43 Lacs</p> <p>Loss Rs. 0.33 Lacs</p> <p>Nil</p> <p>Nil</p>
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**For & On Behalf of the Board**

Place: New Delhi  
Dated: 30.05.2014

**R.B. Pal**  
Managing Director  
DIN: 00092049

**Hemant Sharma**  
Director  
DIN: 05235723

**Details of Subsidiary Company for Financial year 2013-14**

**(Rs./Lacs)**

	Name of Subsidiary/Country	Jindal Poly Films Investment Limited, India
2.	<b>Capital</b>	178.20
3.	<b>Reserves</b>	8,482.76
4.	<b>Total Assets</b>	2.36
5.	<b>Total Liabilities</b>	0.13
6.	<b>Investment</b>	8,658.74
7.	<b>Turnover</b>	-
8.	<b>Profit/(loss) before Taxation</b>	(0.43)
9.	<b>Provision for Taxation</b>	-
10.	<b>Profit/(loss) after Taxation</b>	(0.43)
11.	<b>Proposed Dividend</b>	-

## **INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS**

### **To the Board of Directors of Jindal Poly Investment & Finance Company Limited**

We have audited the accompanying financial statements (the "Consolidated Financial Statement") of Jindal Poly Investment & Finance Company Limited (the "Company"), and its subsidiaries and associate companies; hereinafter referred to as the "Group" which comprise the Consolidated Balance Sheet as at March 31, 2014, the Consolidated Statement of Profit and Loss and Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

### **Management's Responsibility for the Financial Statements**

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the Consolidated financial position, performance and consolidated cash flows of the Group in accordance with the Accounting Standards notified under the Companies Act, 1956 ("the Act") (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Opinion**

We report that consolidated financial statements have been prepared by the company in accordance with the requirements of accounting standard (AS 21), "Consolidated Financial Statements" and investment in an associate company accounted on the equity method in accordance with Accounting Standards (AS 23) (Accounting for Investment in associates in Consolidated Financial Statement) as notified under the Companies (Accounting Standards) Rules, 2006 and on the basis of the separated financial statements of Jindal Poly Investment and Finance Company Limited and its subsidiary and associates included in the consolidated financial statements.

Based on our audit and information and explanations given to us and on the consideration of the separate audit reports on individual audited financial statements of Jindal Poly Investment & Finance Company Limited and its subsidiaries and associates, we are of the opinion that the said financial statements give a true and fair view in conformity with the accounting principal generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014.
- b) in the case of the Statement of Profit and Loss, of the loss of the Company for the year ended on that date; and
- c) in the case of Cash Flow Statement, of the cash flows of the Company for the year ended on that date,

### **Other Matters**

Financial statements/consolidated financial statements of the subsidiary company and one of the associate company i.e. Consolidated Green Finvest Private Limited has been audited by us, however the loss of another associate company i.e. Jindal India Powertech Limited has been considered by us on the basis of audited financials provided to us audited by other auditor. Our opinion is not qualified in this matter.

**For UBS & COMPANY**  
**Chartered Accountants**  
**Firm Regn. No. 012351N**

**Bhimraj Agarwal**  
**Partner**  
**Membership No.: 090909**

**Place: New Delhi**  
**Date: 30.05.2014**

**CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2014**

Particulars	Note No.	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	1	10,51,19,290	10,51,19,290
(b) Reserves and Surplus	2	5,98,33,02,887	6,11,08,82,009
		<b>6,08,84,22,177</b>	<b>6,21,60,01,299</b>
<b>(2) Non Current Liabilities</b>			
(a) Long Term Provision	3	5,16,690	-
		<b>5,16,690</b>	<b>-</b>
<b>(3) Current Liabilities</b>			
(a) Trade payables	4	2,66,790	22,472
(b) Short Term Provision	5	2,59,605	3,56,50,000
(c) Other Current Liabilities	6	24,999	-
		5,51,394	3,56,72,472
<b>TOTAL</b>		<b>6,08,94,90,261</b>	<b>6,25,16,73,771</b>
<b>II. ASSETS</b>			
<b>(1) Fixed Assets</b>			
(a) Goodwill on Consolidation		4,08,02,130	5,36,26,769
<b>(2) Non Current Assets</b>			
(a) Non-Current Investments	7	5,48,34,97,606	4,42,00,81,363
(b) Long Term Loans & Advance	8	3,31,00,000	3,04,63,500
(c) Deferred Tax Asset (Net)	9	1,67,640	-
		<b>5,51,67,65,246</b>	<b>4,45,05,44,863</b>
<b>(3) Current Assets</b>			
(a) Current Investments	10	29,29,67,961	1,50,47,02,391
(b) Cash and Cash Equivalents	11	99,31,923	17,10,967
(c) Short Term Loans & Advances	12	22,90,23,000	24,10,88,781
		53,19,22,885	1,74,75,02,139
<b>TOTAL</b>		<b>6,08,94,90,261</b>	<b>6,25,16,73,771</b>

Significant Accounting Policies & Notes on Financial Statements 01-28

The accompanying Notes are Integral Part of the Financial Statements

**As per our report of even date annexed hereto**

**For UBS & Company**  
Chartered Accountants  
Firm Regn No: 012351N

**For & On Behalf of the Board**

**Bhimraj Agarwal**  
Partner  
Membership No.090909

**Pramod Chauhan**  
Company Secretary

**R.B. Pal**  
Managing Director  
DIN: 00092049

**Hemant Sharma**  
Director  
DIN: 05235723

Place: New Delhi  
Dated: 30.05.2014

**CONSOLIDATED PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED MARCH 31, 2014**

Particulars	Note No.	For Year Ending 31.03.2014 Rs.	For Year Ending 31.03.2013 Rs
I. Revenue from Operations			
II Other Income	13	8,12,42,426	24,71,88,389
<b>III Total revenue (I + II)</b>		<b>8,12,42,426</b>	<b>24,71,88,389</b>
IV Employee Benefit Expense	14	16,68,956	5,59,206
V Other Expenses	15	17,85,016	4,94,864
<b>VI Total Expenses</b>		<b>34,53,972</b>	<b>10,54,070</b>
VII Profit/(Loss) before exceptional and extraordinary items and tax (III-VI)		7,77,88,454	24,61,34,319
VIII Exceptional Items		-	-
IX Profit/(Loss) before extraordinary items and tax (VII-VIII)		7,77,88,454	24,61,34,319
X Extraordinary Items			
<b>XI Profit before tax (IX-X)</b>		<b>7,77,88,454</b>	<b>24,61,34,319</b>
XII Tax expense:			
(1) Current tax		31,30,000	3,56,50,000
(2) MAT Credit Entitlement		(26,50,000)	(3,04,50,000)
(3) Deferred tax (Asset)/Liability (Net)		(1,67,640)	-
(4) Income Tax related to earlier years		37,14,605	-
		40,26,965	52,00,000
XIII Profit/(Loss) for the period from continuing operations (XI-XII)		<b>7,37,61,489</b>	<b>24,09,34,319</b>
XIV Profit/(loss) from discontinuing operations		-	-
XV Tax expense of discontinuing operations		-	-
XVI Profit/(loss) from discontinuing operations (after tax) (XIV-XV)		-	-
XVII Add/Less: Share of Profit/(Loss) in Associates		(20,13,40,611)	(19,79,32,267)
<b>XVIII Profit/(Loss) for the period (XIII + XVI)</b>		<b>(12,75,79,122)</b>	<b>4,30,02,052</b>
XIX Earning Per Equity Share: (Basic/Diluted)	16	(12.14)	4.09

Significant Accounting Policies & Notes on Financial Statements 01-28

The accompanying Notes are Integral Part of the Financial Statements  
**As per our report of even date annexed hereto**

**For UBS & Company**  
**Chartered Accountants**  
**Firm Regn No: 012351N**

**Bhimraj Agarwal**  
**Partner**  
**Membership No.090909**

**Place: New Delhi**  
**Dated: 30.05.2014**

**Pramod Chauhan**  
**Company Secretary**

**R.B. Pal**  
**Managing Director**  
**DIN: 00092049**

**For & On Behalf of the Board**

**Hemant Sharma**  
**Director**  
**DIN: 05235723**

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2014**

Particulars	For Year ended 31.03.2014		For Year ended 31.03.2013	
	Rs.	Rs.	Rs.	Rs.
<b>Cash flows from operating activities</b>				
Net Profit before tax and extraordinary items		7,77,88,454		24,61,34,319
<b>Adjustments for:</b>				
Depreciation and amortization expense	-		-	
(Profit)/Loss on sale of Investment (Net)	(1,49,81,999)		(17,81,55,704)	
Interest Income	-		-	
Dividend Income	(6,62,60,427)		(6,90,32,685)	
Interest on Borrowings		(8,12,42,426)	-	(24,71,88,389)
Operating Profits before Working Capital changes		(34,53,972)		(10,54,070)
Adjustments for:				
(Increase)/ decrease in Other Current Assets	-		-	
(Increase)/ decrease in Loans & Advances	1,20,79,281		(61,21,02,281)	
Increase/ (decrease) in Provision	5,16,690		-	
Increase/ (decrease) in Trade Payables & Other Liability	2,69,317		11,236	
		1,28,65,288		(61,20,91,045)
Cash generated from Operation		94,11,316		(61,31,45,115)
Direct Taxes Paid		(4,22,35,000)		-
Net cash from operating activities		(3,28,23,684)		(61,31,45,115)
<b>Cash flows from investing activities</b>				
Purchase of Investments	(29,29,67,961)		(1,50,47,02,391)	
Purchase of Non Current Investment	(1,36,00,00,000)		-	
Sale of Investments	1,62,77,52,175		2,04,97,16,278	
Dividend Received	6,62,60,427		6,90,32,685	
Interest Received	-		-	
Net cash from investing activities		4,10,44,640		61,40,46,572
<b>Cash flows from financing activities</b>				
Issue of Equity Shares	-		5,00,000	
Net cash from financing activities		-		5,00,000
<b>Net increase/(decrease) in cash and cash equivalents</b>		82,20,956		14,01,457
<b>Cash and cash equivalents at beginning of reporting period</b>		17,10,967		-
<b>Cash and cash equivalents related to Subsidiary Company at beginning of reporting period</b>		-		3,09,510
<b>Cash and cash equivalents at end of reporting period</b>		99,31,923		17,10,967
<b>Cash &amp; Cash equivalents:</b>				
Cash in hand		35,051		-
Bank Balance in Current Account		98,96,872		17,10,967
<b>Cash and cash equivalents at end of reporting period</b>		99,31,923		17,10,967

As per our report of even date annexed

For UBS & Company  
Chartered Accountants  
Firm Regn No: 012351N

Bhimraj Agarwal  
Partner  
Membership No.090909

Place: New Delhi  
Dated: 30.05.2014

Pramod Chauhan  
Company Secretary

R.B. Pal  
Managing Director  
DIN: 00092049

For & On Behalf of the Board

Hemant Sharma  
Director  
DIN: 05235723

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

Particulars	As at 31.03.2014		As at 31.03.2013	
	Number	Rs	Number	Rs
<b>1 SHARE CAPITAL</b>				
<b>Authorized:</b>				
27000000 Equity shares of Rs.10 /- each (Previous Year 20,00,000 Equity Shares of Rs 10 Each)	2,70,00,000	27,00,00,000	2,00,00,000	20,00,00,000
(Note: Authorised Capital of the Company is increased by Rs.25.00 Crores vide order of Hon'ble High Court of Allahabad dated 16th May 2013 consequent to demerger of Investment division of Jindal Polyfilms Ltd., divided in to 250,00,000 equity shares of Rs.10/- each)				
	<u>2,70,00,000</u>	<u>27,00,00,000</u>	<u>2,00,00,000</u>	<u>20,00,00,000</u>
<b>Issued, Subscribed and Fully Paid Up:</b>				
10511929 Equity shares of Rs.10 /- each (Previous Year 50000 Equity shares of Rs.10 /- each)				
At the beginning of the reporting period	50,000	5,00,000	-	-
Issued during the reporting period*	1,05,11,929	10,51,19,290	50,000	5,00,000
Bought back during the reporting period	-	-	-	-
Cancelled during the reporting period*	(50,000)	(5,00,000)		
Share Capital pending allotment*	-	-	1,05,11,929	10,51,19,290
Share Capital pending cancellation*	-	-	(50,000)	(5,00,000)
(*Refer note no.20)				
At the close of the reporting period	<u>1,05,11,929</u>	<u>10,51,19,290</u>	<u>1,05,11,929</u>	<u>10,51,19,290</u>
<b>Other Information:</b>				
<b>Equity shares include:</b>				
a. Shares allotted pursuant to a contract without consideration being received in cash under the scheme of demerger.	1,05,11,929	10,51,19,290	-	-
b. Shares allotted by way of bonus shares	-	-	-	-
c. Shares held by the holding company/ultimate holding company/subsidiaries or associates of the holding company/ultimate holding company, in aggregate	-	-	50,000	5,00,000
d. Equity shares bought back during the five years immediately preceding the date of the balance sheet	-	-	-	-
e. Equity shares cancelled during the five years immediately preceding the date of the balance sheet as per scheme of demerger	50,000	5,00,000	-	-
f. Particulars of equity share holders holding more than 5% of the total number of equity share capital:				
1 Soyuz Trading Company Limited	2962067	28%	-	-
2 Jindal Photo Investment Limited	2862576	27%	-	-
3 Rishi Trading Company Limited	1249764	12%	-	-
4 Jindal Poly Films Ltd	-	-	50000	100%



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

Particulars	As at 31.03.2014 (in Rs.)	As at 31.03.2013 (in Rs.)
<b>2 RESERVE &amp; SURPLUS</b>		
<b>i) General Reserve</b>		
As per Last balance Sheet	6,05,49,26,967	-
Add: During the year	-	6,16,00,46,257
Less: Issue of equity shares under the scheme of demerger (Refer Note No. 21)	-	10,51,19,290
At the close of the reporting period	<u>6,05,49,26,967</u>	<u>6,05,49,26,967</u>
<b>ii) Capital Reserve on Consolidation</b>		
As per Last balance Sheet	1,29,52,990	
Add: During the year on Consolidation	-	1,29,52,990
	<u>1,29,52,990</u>	<u>1,29,52,990</u>
<b>i) Profit &amp; Loss Account</b>		
At the beginning of the reporting period	4,30,02,052	-
Transferred from/to Profit & Loss Account	(12,75,79,122)	4,30,02,052
Less: Proposed Dividends	-	-
Less: Provision towards dividend distribution tax	-	-
At the close of the reporting period	<u>(8,45,77,070)</u>	<u>4,30,02,052</u>
<b>TOTAL</b>	<u><u>5,98,33,02,887</u></u>	<u><u>6,11,08,82,009</u></u>

Particulars	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
<b>NON CURRENT LIABILITIES</b>		
<b>3 LONG TERM PROVISIONS</b>		
Gratuity Provision	5,16,690	-
<b>Total</b>	<u>5,16,690</u>	<u>-</u>
<b>CURRENT LIABILITIES</b>		
<b>4 TRADES PAYABLE</b>		
i) Others	2,66,790	22,472
<b>Total</b>	<u>2,66,790</u>	<u>22,472</u>
<b>5 SHORT TERM PROVISION</b>		
Provison for income tax (Net of Advance Income Tax Rs 4,22,35,000/-)	2,59,605	3,56,50,000
<b>Total</b>	<u>2,59,605</u>	<u>3,56,50,000</u>
<b>6 OTHER CURRENT LIABILITIES</b>		
i) Security received from employee	24,999	-
<b>Total</b>	<u>24,999</u>	<u>-</u>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**7 NON CURRENT INVESTMENTS**

Details of Investments	Face Value	Number of shares 31.03.2014	As at 31.03.2014 Rs.	Number of shares 31.03.2013	As at 31.03.2013 Rs.
<b>a) Investments in Equity Instruments: (Long Term)</b>					
<b>A) Non Trade</b>					
<b>i) Equity Shares (Quoted)</b>					
Coal India Ltd.	10	-	-	4,41,093	10,80,67,785
Consolidated Finvest & Holdings Ltd.	10	11,86,246	3,03,67,898	11,86,246	3,03,67,898
			<b>3,03,67,898</b>		<b>13,84,35,683</b>
<b>ii) In Associates (Un Quoted) (Refer Note No:22)</b>					
Jindal India Powertech Limited (Rupee 7 Partly paid up)	10	-	-	43,60,00,000	3,00,07,50,757
Original Cost (including Goodwill of Rs.Nil previous year Rs.532,99,243)					
Add/(Less): Profit/(Loss) from Associates in the beginning of the year			-		-
Add/(Less): Profit/(Loss) from Associates for the year			-		(19,81,22,818)
Jindal India Powertech Limited(Rupees 10/- Fully Paid up)	10	15,41,00,000	1,50,15,60,471	-	-
Original Cost (including Goodwill of Rs.404,74,604 previous year Rs.Nil)					
Add/(Less): Profit/(Loss) from Associates in the beginning of the year			(19,81,22,818)		
Add/(Less): Profit/(Loss) from Associates for the year			(20,15,25,046)		
Consolidated Green Finvest Private Ltd. (Rs.10/-fully paid up)	10	12,26,437	87,88,27,190	12,26,437	87,88,27,190
Original Cost (including Capital Reserve of Rs.129,52,990 previous year Rs.129,52,990)					
Add/(Less): Profit/(Loss) from Associates in the beginning of the year			1,90,551		-
Add/(Less): Profit/(Loss) from Associates for the year			1,84,435		1,90,551
			<b>1,98,11,14,783</b>		<b>3,68,16,45,680</b>
<b>b) Investments in Preference Shares : (Long Term)</b>					
<b>A) Non Trade</b>					
<b>i) In Associates (Un Quoted) *</b>					
Jindal India Powertech Limited-0% Redeemable Preference Shares-Series I (Rupees 10/- full paid up)	10	24,71,00,000	2,47,20,14,925	-	-
Out of 24,71,00,000 RPS, 15,11,00,000 RPS have been converted from partly paid equity shares of Jindal India Powertech Ltd (Refer Note No: 22)					
			<b>2,47,20,14,925</b>		<b>-</b>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

Details of Investments	Face Value	Number of shares 31.03.2014	As at 31.03.2014 Rs.	Number of shares 31.03.2013	As at 31.03.2013 Rs.
c) Share Application Money Pending Allotment (Unquoted)			1,00,00,00,000		60,00,00,000
			<u>1,00,00,00,000</u>		<u>60,00,00,000</u>
<b>TOTAL</b>			<u>5,48,34,97,606</u>		<u>4,42,00,81,363</u>
Aggregate Value of Quoted Investments			3,03,67,898		13,84,35,683
Aggregate Value of Unquoted Investments			5,45,31,29,708		4,28,16,45,680
Market Value of Quoted Investments			3,02,49,273		17,28,18,911

Particulars	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
<b>8 LONG TERM LOANS &amp; ADVANCES</b>		
i) MAT Credit Entitlement	3,31,00,000	3,04,50,000
ii) Bank Charges Recoverable	-	13,500
<b>Total</b>	<u>3,31,00,000</u>	<u>3,04,63,500</u>

**9 DEFERRED TAX ASSET**

Opening Balance	-	-
Add- On Gratuity Provision	1,67,640	-
	<u>1,67,640</u>	-
Less - On Depreciation	-	-
<b>Total</b>	<u>1,67,640</u>	-

Details of Investments	Face Value	Number of Units 31.03.2014	As at Rs. 31.03.2014	Number of Units 31.03.2013	As at Rs. 31.03.2013
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**10 CURRENT INVESTMENTS**

**Mutual Fund (Short Term)**

i) HDFC Floating Rate Fund Short Term	10	-	-	22700282	22,88,39,269
ii) ICICI Prudential Flexible Income Plan	100	-	-	1343024	14,20,04,629
iii) Tata Floater Fund	1000	-	-	266948	26,78,98,825
iv) Templeton India Ultra Short Term Fund	10	-	-	25144424	25,18,96,841
v) UTI Treasury Advantage Fund	1000	260366	26,04,94,393	538329	53,84,44,279
vi) Reliance Money Manager Fund	1000	32428	3,24,73,568	-	-
vii) Birla Sun Life Cash Manager	100	-	-	756013	7,56,18,548
<b>Total</b>			<u>29,29,67,961</u>		<u>1,50,47,02,391</u>

(Net Asset Value of Investment in Mutual Funds is Rs 29,34,65,873/- (Previous Year Rs. 150,47,36,892/-)

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

Particulars	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
<b>11 CASH &amp; CASH EQUIVALENTS</b>		
i) Balances with banks		
- in Current Account	98,96,872	17,10,967
ii) Cash in hand	35,051	-
<b>Total</b>	<b>99,31,923</b>	<b>17,10,967</b>
<b>12 SHORT TERM LOANS &amp; ADVANCES</b>		
(Unsecured-Considered Good)		
i) Other Loans & Advances	22,90,11,000	24,10,88,781
ii) Others	12,000	-
<b>Total</b>	<b>22,90,23,000</b>	<b>24,10,88,781</b>
<b>13 OTHER INCOME</b>		
i) Dividend on Current Investment	6,43,63,727	6,39,40,414
ii) Dividend on Equity Shares	18,96,700	50,92,271
iii) Profit on Sale of Current Investments	10,01,711	17,81,55,704
iv) Profit on Sale of Non Current Investments	1,39,80,288	-
<b>Total</b>	<b>8,12,42,426</b>	<b>24,71,88,389</b>
<b>14 EMPLOYEE BENEFIT SCHEME</b>		
i) Salaries, Wages, Bonus & Other Benefits	11,35,664	5,59,206
ii) Contribution to Provident Fund	16,602	-
iii) Gratuity Expense	5,16,690	-
<b>Total</b>	<b>16,68,956</b>	<b>5,59,206</b>
<b>15 OTHER EXPENSES</b>		
i) Printing & Stationery	20,100	33,223
ii) Filing Fees	8,59,358	4,000
iii) Payment to the Auditors	93,820	29,776
iv) Legal & Professional Charges	45,900	19,383
v) Preliminary Expenses W/O	-	2,18,230
vi) Bank Charges	79,641	35,452
vii) Other Expenses	12,353	-
viii) Director Sitting Fees	20,222	-
ix) Advertising & Publicity Expenses	3,02,955	-
x) Commission & Brokerage	27,630	-
xi) Security Transaction Tax	1,22,340	-
xii) Telephone Charges	16,679	12,000
xiii) Conveyance Expenses	1,84,019	1,42,800
<b>Total</b>	<b>17,85,016</b>	<b>4,94,864</b>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

Particulars	As at 31.03.2014 Rs	As at 31.03.2013 Rs
<b>16 Earnings Per Share:</b>		
<b>After extraordinary item:</b>		
Profit for the year after tax expense	(12,75,79,122)	4,30,02,052
Less:		
Preference dividend payable including dividend tax	-	-
	<u>(12,75,79,122)</u>	<u>4,30,02,052</u>
Weighted average number of equity shares (Refer Note No.20)	1,05,11,929	1,05,11,929
<b>Basic /Diluted Earning per Share</b>	<b>(12.14)</b>	<b>4.09</b>
<b>Before extraordinary item:</b>		
Profit for the year after tax expense	(12,75,79,122)	4,30,02,052
Adjustment for Extraordinary item (net of tax)	-	-
	<u>(12,75,79,122)</u>	<u>4,30,02,052</u>
Less:		
Preference dividend payable including dividend tax	-	-
	<u>(12,75,79,122)</u>	<u>4,30,02,052</u>
Weighted average number of equity shares (Refer Note No.20)	1,05,11,929	1,05,11,929
<b>Basic /Diluted Earning per Share</b>	<b>(12.14)</b>	<b>4.09</b>

**17 Significant Accounting Policies**

**a) Basis of Accounting**

The Financial Statements are prepared under the historical cost convention and in accordance with the requirements of the Companies Act, 1956 and the Accounting Standards as referred to in sub-section (3C) of Section 211 of the Companies Act, 1956

**b) Revenue Recognition**

All revenues, costs, duties, assets & liabilities are accounted for on accrual basis.

**c) Taxation**

**i) Current Year Charge**

Provision for Income - tax is ascertained on the basis of assessable profits computed in accordance with the provisions of the Income-tax Act, 1961.

**ii) Deferred Tax**

The company provides for deferred tax using the liability method, based on the tax effect of timing difference resulting from the recognition of items in the financial statements and in estimating its current income tax provision.

**d) Investments**

Current Investment are valued at acquisition cost or market value whichever is lower. Long term investments are valued at acquisition cost. Diminution in value of long term investment is provided only if such a diminution is other than temporary in the opinion of the management.

**e) Employees Benefit :**

**(i) Short term Employee Benefits**

All employee benefits payable only 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 employee renders the related service.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****(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 present value of obligation under such defined benefit plan is determined based on actuarial valuation under the projected unit credit method which recognises 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. Actuarial gains and losses are recognized immediately in the profit & loss account.

(C) The Obligation for leave encashment is provided for and paid on yearly basis.

**f) Other accounting Policies** are in accordance with generally accepted accounting principles.

**g) Borrowing Cost**

Borrowing Cost that are directly attributable to the acquisition of assets has been capitalized as part of the cost of the assets up to the date of such asset is ready for its intended use. All other borrowing cost are charged to revenue in the period when they are incurred.

**h) Earnings per share**

Earning 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.

**i) Income from Investments /Deposits**

Income from investments is credited to revenue in the year in which it accrues. Income is stated in full with the tax thereon being accounted for under Income tax deducted at source. Dividend Income is booked, when the owner's right to receive its investments payment in shares established.

**j) Contingent Liabilities**

Contingent Liabilities, if material, are disclosed by way of notes.

**18** There is no liability outstanding as on 31.03.2014 due to Small Scale and medium enterprises as defined under the Micro Small and Medium Enterprises Development Act,2006.

**19** It is management's perception that since the company is engaged in the activity of investment of its surplus fund in the share capital of other company and mutual funds which are governed by the same set of risk and returns the same are considered to constitute a single reportable segment in the context of Accounting Standard on "Segment Reporting" issued by the Institute of Chartered Accountants of India.

**20.1** Pursuant to approval of scheme of demerger of Investment division of Jindal Poly Films Limited by Hon'ble High Court of Allahabad vide its order dated May 16, 2013, the Boards of Directors has allotted 1,05,11,929 Equity Shares in their meeting held on 25th July, 2013. As the appointed date was 1st April, 2012. Consequently for the year ended 31st March 2014 the demerger has been effected in the books of accounts and accordingly the figure of previous year are re casted and share holding has been shown as per date of allotment. EPS of the year ended 31st March,2013 has been calculated as per paid up capital after demerger.

**20.2** As per part III , clause 8.2 of the scheme of demerger, 50,000 equity shares allotted at the time of incorporation of the company were cancelled on the date of allotment of equity shares pursuant to scheme of demerger.

**21** During the financial year, Jindal India Powertech Limited has implemented a Scheme of Reorganisation and Arrangement to restructure and reorganize its Equity share capital pursuant to provisions of Sections 391 to 393, read with Sections 80, 81 and Sections 100 to 104 of the Companies Act, 1956, in such a manner, whereby (a) all its existing Partly paid up Equity Shares of face value of Rs. 10 each out of issued, subscribed and paid up Equity share capital would ultimately stand restructured and converted into a lesser number of newly created Equity Shares of Rs. 10 each fully paid-up and (b) some of such newly created fully paid New Equity Shares resulting from aforesaid restructuring and conversion of Original Equity

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Shares, as also some of the existing unsecured inter corporate loans received by the Company from its promoter group companies, would stand converted into preference share capital. The Appointed date was fixed as 1<sup>st</sup> April, 2013.

The above scheme was sanctioned by Hon'ble High Court of Judicature at Allahabad, UP, on 20th January, 2014. The formal order dated 18th February, 2014 was filed with Registrar of Companies, UP and Uttaranchal on 21st February, 2014 and the scheme became effective on 26th February, 2014.

Pursuant to the scheme, Company's holding of 43,60,00,00 equity shares of face value of Rs. 10/- each and Rs. 7/- paid up was converted into-

- 1) 15,41,00,000 equity shares of Rs. 10/ each, fully paid up.
- 2) 15,11,00,000 Zero % Redeemable Preference shares of Rs. 10/- each, fully paid up

Broad terms of Preference Shares

Zero per cent preference shares of Rs 10 (Rupees Ten) each , redeemable at the option of the Board of Directors of issuer company by giving not less than 1 (one) month's advance notice to shareholder, at any time within 15 (fifteen) years from the date of their issue, at a redemption premium of 10% (Ten per cent) payable at the time of their redemption.

### 22 Disclosures as required by Accounting Standard-18 "Related Party Disclosure" issued by the Institute of Chartered Accountants of India are as follows :

#### List of Related Parties

##### a) Key Managerial Person

- 1 Mr. V.K. Gupta
- 2 Mr. R.B. Pal
- 3 Mr. Hemant Sharma
- 4 Mr. Pramod Chauhan

##### b) Controlling Enterprises/Major Shareholders of reporting Enterprise

- 1 Jindal Photo Investment Limited
- 2 Soyuz Trading Company Limited
- 3 Rishi Trading Company Limited

S.No	Transactions	Referred to in (a) above		Referred to in (b) above		Total	
		31.03.14	31.03.13	31.03.14	31.03.13	31.03.14	31.03.13
1	Remuneration-a (4)	9,35,330	-	-	-	9,35,330	-
2	Car Hire Charges-a (4)	64,000	-	-	-	64,000	-

### 23 Employee Benefit

	31.03.2014	31.03.2013
<b>Define Plan- Gratuity Scheme</b>		
a) Liabilities Recognised at the Balance Sheet Date		
Present Value of obligation as at the beginning of the period	-	-
Interest Cost	-	-
Current Service Cost	5,16,690	-
Benefit Paid	-	-
Actuarial (gain)/loss on obligation	-	-
Present Value of Obligation as at the end of period (31.03.2014)	5,16,690	-
b) Fair Value of assets as on Balance Sheet date		
Fair Value of plan assets at the beginning of the period	-	-
Actual Return of Plan assets	-	-
Contribution during the year	-	-
Benefit Paid	-	-
Actuarial (gain)/loss on obligation	-	-
Fair Value of plan assets at the end of the period	-	-

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

	<u>31.03.2014</u>	<u>31.03.2013</u>
<b>Define Plan- Gratuity Scheme</b>		
c) Net Assets/(Liability) recognized in the Balance Sheet as provision	(5,16,690)	-
d) Principal Actuarial Assumptions		
Rate of Discounting	8.50%	-
Expected rate of Return on Plan Assets	-	-
Rate of increase in Salary	6.00%	-

**24 Contingent Liabilities:**

	<u>31.03.2014</u>	<u>31.03.2013</u>
a) Uncalled liability of partly paid shares	Nil	1,30,80,00,000

**25 Additional Information required under Part-II of Schedule VI of Companies Act, 1956 are as below :-**

	<u>2014 (in Rs)</u>	<u>2013 (in Rs)</u>
a) Figures have been rounded off to nearest rupee	Nil	Nil
b) Earnings in Foreign Currency	Nil	Nil

**26 Figures have been rounded off to nearest rupee.**

**27 Notes '1' to '26' are annexed to and form part of Statement of Accounts.**

As per our report of even date annexed

For UBS & Company  
Chartered Accountants  
Firm Regn No: 012351N

For & On Behalf of the Board

Bhimraj Agarwal  
Partner  
Membership No.090909

Pramod Chauhan  
Company Secretary

R.B. Pal  
Managing Director  
DIN: 00092049

Hemant Sharma  
Director  
DIN: 05235723

Place: New Delhi

Dated: 30.05.2014



**JINDAL POLY INVESTMENT AND FINANCE COMPANY LIMITED**

**CIN: U65923UP2012PLC051433**

**Regd. Office :**19th K.M. Hapur-Bulandshahr Road, P.O. Gulaothi,  
Dist. Bulandshahr, Uttar Pradesh – 245408

**ATTENDANCE SLIP**

2<sup>nd</sup> Annual General Meeting

Reg. Folio/DP & Client No. \_\_\_\_\_

No .of Shares Held: \_\_\_\_\_

I certify that I am a Registered Shareholder/Proxy for the Registered Shareholder of the Company. I hereby record my presence at the 2<sup>nd</sup>Annual General Meeting of the Company being held on Saturday, **the 20<sup>th</sup>day of September, 2014 at 1.30P.M.** at 19th K.M. Hapur- Bulandshahr Road, P.O. Gulaothi, Dist. Bulandshahr, Uttar Pradesh – 245408and at any adjournment thereof.

Member's Name : \_\_\_\_\_

Proxy's Name : \_\_\_\_\_ Member's/ Proxy's Signature \_\_\_\_\_

Note :

1. Please fill this attendance slip and hand it over at the entrance of the Hall.
2. Members/Proxy Holders/Authorised Representatives are requested to show their Photo ID Proof for attending the Meeting .
3. Authorized Representatives of Corporate Member(s) shall produce proper authorization issued in their favour

Form No. MGT-11

**JINDAL POLY INVESTMENT AND FINANCE COMPANY LIMITED**

**CIN: U65923UP2012PLC051433**

**Regd. Office :**19th K.M. Hapur-Bulandshahr Road, P.O. Gulaothi,  
Dist. Bulandshahr, Uttar Pradesh – 245408

**PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rules 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the member (s) : \_\_\_\_\_

Registered Address : \_\_\_\_\_

E.Mail Id : \_\_\_\_\_ Folio No./Client Id : \_\_\_\_\_ DP ID : \_\_\_\_\_

I/We,being the member(s) holding \_\_\_\_\_ shares of the above named Company, hereby appoint

1. Name : \_\_\_\_\_ Address: \_\_\_\_\_

E.mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him

2. Name : \_\_\_\_\_ Address: \_\_\_\_\_

E.mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him

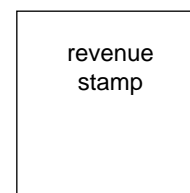
3. Name : \_\_\_\_\_ Address: \_\_\_\_\_

E.mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_ as my/our

Proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 2<sup>nd</sup>Annual General Meeting of the Company to be held on Saturday**the 20<sup>th</sup>day of September, 2014 at 1:30 P.M.** at 19th K.M. Hapur-Bulandshahr Road, P.O. Gulaothi, Dist. Bulandshahr, Uttar Pradesh – 245408 and at any adjournment thereof in respect ofsuch Resolutions as are indicated below:

Resolutions		Optional	
S. No.	Ordinary Business	For	Against
1.	To adopt the Audited Financial Results for the year ended 31st March, 2014		
2.	To appoint a Director in place of Mr. Hemant Sharma who retires by rotation and being eligible offers himself for re-appointment		
3.	To re-appoint M/s. UBS & Company, Chartered Accountants as Statutory Auditors of the Company		
	<b>Special Business</b>		
4.	To appoint Mr.Rashid Jilani as Independent Director		
5.	To appoint Mr. Radha Krishna Pandey as Independent Director		
6.	To appoint Ms. Gunjan Gupta as Independent Director		
7.	To appoint Mr. G.D. Singal as Director liable to retire by rotation		
8.	To appoint Mr. G.D. Singal as Managing Director		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014



\_\_\_\_\_  
Signature of Proxy holder(s)

\_\_\_\_\_  
Signature of the Shareholder

**Note:**

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For Resolutions, Explanatory Statements and Notes, please refer to the Notice of 2<sup>nd</sup> Annual General Meeting of the Company.
3. It is Optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the, '**For**' or '**Against**' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.



# **BOOK POST**

**Annual Report 2013 - 2014**

*If undelivered please return to:*

**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 Fax: +91-11-26125739

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

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