



Jindal South West Holdings Limited

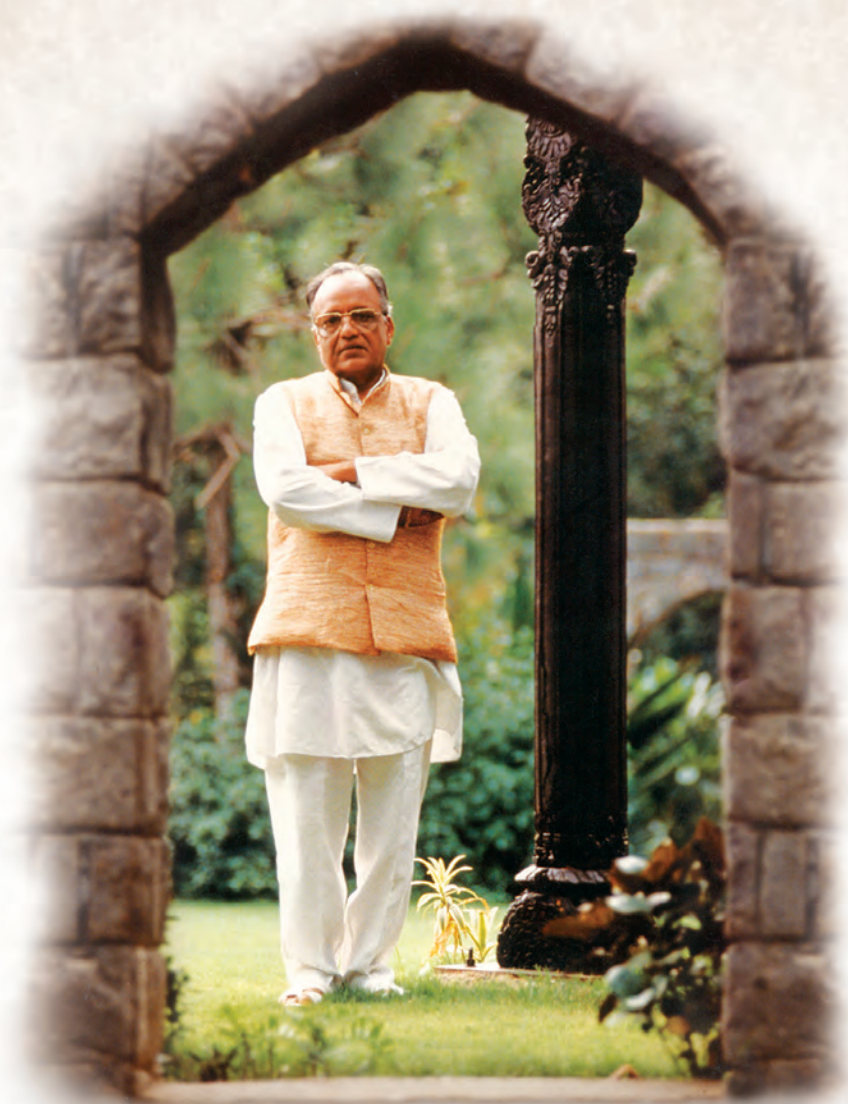
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# RESILIENCE AND GROWTH

ANNUAL  
REPORT **12-13**

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“Where others see walls,  
I see doors.”

**- Shri. Om Prakash Jindal**

(7<sup>th</sup> August 1930 - 31<sup>st</sup> March 2005)

Founder and Visionary, OP Jindal Group

Shri Om Prakash Jindal, a visionary par excellence, inspired millions to follow their dreams. His ability to foresee development and the commitment to build a self-reliant nation created a paradigm shift in India's industrial scenario. A man with humble beginnings, he paved the way to success through sheer hard work and determination. Each one of us can find motivation in his story. His legacy lives on.

## BOARD OF DIRECTORS

### Mr. Sajjan Jindal

Chairman

### Mr. K. N. Patel

Jt. Managing Director & CEO

### Mr. N. K. Jain

Director

### Dr. S. K. Gupta

Director

### Mr. Atul Desai

Director

### Mr. I. Qureshi

Director

### Mr. Deepak Bhat

Company Secretary

### Statutory Auditors

Shah Gupta & Co.  
Chartered Accountants  
Mumbai

### Bankers

Vijaya Bank  
ICICI Bank Limited

### Registered Office

Village: Vasind  
Taluka: Shahapur  
District: Thane-421 604

### Corporate Office

Jindal Mansion,  
5A, Dr. G. Deshmukh Marg  
Mumbai - 400 026  
Tel.: 022 - 2351 3000  
Fax: 022 - 2351 5294

### Website

[www.jsw.in](http://www.jsw.in)

### Registrar & Share Transfer Agent

Sharepro Services (India) Pvt. Ltd.  
13 AB, Samhita Warehousing Complex,  
2nd Floor, Near Sakinaka Telephone Exchange,  
Andheri - Kurla Road, Sakinaka,  
Andheri (E), Mumbai - 400 072.  
Tel.: 022 - 6772 0300 / 400  
Fax: 022 - 2859 1568  
E-mail: [sharepro@shareproservices.com](mailto:sharepro@shareproservices.com)

# NOTICE

**NOTICE** is hereby given that the Twelfth Annual General Meeting of the Members of **JINDAL SOUTH WEST HOLDINGS LIMITED** will be held on Saturday, the 29<sup>th</sup> day of June, 2013 at 11.00 a.m. at HRD Centre of JSW Steel Limited situated at Village Vasind, Taluka Shahapur, District Thane - 421 604 to transact the following business: -

## **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2013 and the Statement of Profit and Loss for the year ended on that date, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Sajjan Jindal, who retires from office by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. I. Qureshi, who retires from office by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. Shah Gupta & Co., Chartered Accountants, Mumbai as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

## **SPECIAL BUSINESS:**

5. To consider, and if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution:**

**“RESOLVED THAT** in terms of Section 21 and other applicable provisions of the Companies Act, 1956, and subject to the approval of the Registrar of Companies and subject to such other approvals, consents, permissions, as may be required, the name of the Company be changed from “Jindal South West Holdings Limited” to “JSW Holdings Limited”.

**RESOLVED FURTHER THAT** pursuant to Section 16, 31 and other applicable provisions of the Companies Act, 1956, the Name Clause appearing in the Memorandum of Association and the Articles of Association be suitably altered to reflect the new name of the Company viz., “JSW Holdings Limited”.

**RESOLVED FURTHER THAT** the name “Jindal South West Holdings Limited” wherever it appears in the Memorandum of Association and the Articles of Association, letterheads, name plates etc. be substituted with the name “JSW Holdings Limited”.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and Mr. Deepak Bhat, Company Secretary

of the Company be and are hereby severally authorised to do all such acts, deeds, settle all such matters and things arising out of and incidental to the abovementioned change in the name of the Company; and further take all such actions / steps as it may, in its absolute discretion, deem necessary to give effect to this Resolution.”

On behalf of the Board of Directors  
For **Jindal South West Holdings Limited**

Place : Mumbai  
Date : 6<sup>th</sup> May, 2013

**K. N. Patel**  
Jt. Managing Director & CEO

## **Registered Office:**

Village: Vasind,  
Taluka: Shahapur,  
District: Thane- 421 604

## **NOTES FOR MEMBERS' ATTENTION:**

1. The relevant explanatory statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of the business under item no. 5 set out above is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**  
**THE INSTRUMENT(S) APPOINTING THE PROXY, SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS (48) BEFORE THE COMMENCEMENT OF THE MEETING AND IN DEFAULT, THE INSTRUMENT OF PROXY SHALL BE TREATED AS INVALID. PROXIES SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING.**
3. As per the requirement of Clause 49 of the Listing Agreement with Stock Exchanges, the details of the Directors proposed to be re-appointed at the Annual General Meeting is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, the 14<sup>th</sup> day of June, 2013 to Thursday, the 20<sup>th</sup> day of June, 2013 (both days inclusive).
5. Corporate Members are requested to send a duly certified copy of the Board Resolution authorising their representatives to attend and vote at the Annual General Meeting.

6. 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.
7. Members who hold shares in electronic form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting to facilitate identification of membership at the meeting.
8. Members are requested to immediately intimate the Registrar and Share Transfer Agents of the Company - Sharepro Services (India) Pvt. Ltd. of any change in their address in respect of equity shares held in physical mode and to their Depository Participant (DPs) in respect of equity shares held in electronic form.
9. Members desirous of having any information regarding Accounts are requested to address their queries to Accounts Department at the Corporate Office of the Company at Jindal Mansion, 5A, Dr. G. Deshmukh Marg, Mumbai - 400026, atleast seven days before the date of the meeting, so that requisite information is made available at the meeting. All the documents referred to in the accompanying Notice are open for inspection at the Corporate Office of the Company on all working days between 10.00 a.m. and 1.00 p.m., except Saturdays upto the date of the Annual General Meeting.
10. Members holding share certificates under different folio numbers but in same order of name are requested to apply for consolidation of such folios and send the relevant share certificates to the Registrar and Share Transfer Agents of the Company.
11. Members / Proxies should bring the attendance slip duly filled in for attending the meeting.
12. As an austerity measure, copies of Annual Report will not be distributed at the Annual General Meeting. Members may please bring their copies of the Annual Report to the meeting.

### ANNEXURE TO NOTICE

#### EXPLANATORY STATEMENT:

The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, for Item Number 5 of the accompanying notice is as under:

#### Item No. 5

Jindal South West Holdings Limited was incorporated in the year 2001. The Company falls in the category of a Core Investment Company (CIC) in terms of the Core Investment Companies (Reserve Bank) Directions, 2011. The main object of the Company is investment in shares, stocks, or other securities

in India or abroad and to provide management consultancy services.

The Company is an investment arm of the \$ 16.5 billion JSW Group, a part of O. P. Jindal Group. The Company is holding significant investments in Equity Shares of JSW Steel Limited, the flagship company of the JSW Group, one of India's largest private integrated steel makers. The Company plans to focus on making long-term strategic investments in various new ventures promoted by the JSW Group, besides consolidating the existing investments through further investments in the existing companies.

The Company is better known as "JSW Group Company" among the business circles, in particular with the shareholders and other stakeholders of the Company and therefore, in order to refine the Company's corporate positioning and brand strategy it is proposed to use the abbreviated name of the Group as well as of the Company i.e. 'JSW' as prefix to the name of the Company.

Pursuant to the above, it is proposed to change the name of the Company from its present name "Jindal South West Holdings Limited" to "JSW Holdings Limited".

This name change would enable the Company to benefit considerably from the recognition of the brand name "JSW", which has a global presence and the goodwill, reputation attached to the name.

The Registrar of Companies, Ministry of Corporate Affairs, has vide letter dated 4<sup>th</sup> May, 2013 confirmed the availability of the name.

Section 21 of the Companies Act, 1956, provides that approval of Members by way of Special Resolution and the approval of the Registrar of Companies is required for change of name of the Company. Accordingly, consent of the Members is sought for the proposed change in the name of the Company and for alteration of the Name Clause contained in the Memorandum of Association and the Articles of Association.

None of the Directors of the Company are in any way concerned or interested in the said resolution.

Your Directors recommend this Special Resolution for your approval.

On behalf of the Board of Directors  
For **Jindal South West Holdings Limited**

Place : Mumbai  
Date : 6<sup>th</sup> May, 2013

**K. N. Patel**  
Jt. Managing Director & CEO

#### Registered Office:

Village: Vasind,  
Taluka: Shahapur,  
District: Thane - 421 604

**Details of Directors seeking Re-appointment at the Annual General Meeting to be held on 29<sup>th</sup> June, 2013**

**[Pursuant to Clause 49 of the Listing Agreements entered into with Stock Exchanges]**

| Name of Director   | <b>Mr. Sajjan Jindal</b>  | <b>Mr. I. Qureshi</b>   |
|--|---|---|
| Date of Birth  | 05.12.1959  | 08.08.1962  |
| Date of Appointment  | 12.07.2001  | 23.10.2008  |
| Expertise in specific functional areas   | <p>Mr. Sajjan Jindal, an Industrialist, holds Bachelor's degree in Mechanical Engineering from Bangalore University. He is Chairman and Managing Director of JSW Steel Limited &amp; JSW Energy Limited and is on the Board of other JSW Group Companies.</p> <p>He is a member of the Executive Committee and the Chairman of the Sustainability Committee of World Steel Association, Council Member of Indian Institute of Metals, Member of Confederation of Indian Industry, Chairman of I-League Committee (All India Football Federation). Mr. Jindal was the president of ASSOCHAM from June 2008 to October 2009. In 2009, Mr. Jindal was awarded the prestigious 19<sup>th</sup> Willy Korf/Ken Iverson Steel Vision Award at the Steel Survival Strategies XXIV Conference, for elevating JSW Steel amongst the selected few global steel producers. Earlier in 2007, Mr. Jindal was named the Ernst &amp; Young 'Entrepreneur of The Year' in the Manufacturing Category.</p> | <p>Mr. I. Qureshi, proprietor of M/s. I. Qureshi &amp; Associates, Chartered Accountants, is a ACA &amp; FCS. Mr. Qureshi is in practice since last 12 years and specialized in providing financial, legal, accounting, tax and management consultancy services. Prior to his practice, Mr. Qureshi worked with the erstwhile Jindal Iron and Steel Company Limited (JISCO), heading the group's legal, secretarial, tax and corporate affairs functions.</p> <p>Mr. Qureshi has over 28 years of post qualification experience in business structuring, corporate secretarial and legal functions, off shore business structuring, taxation, joint ventures/ collaborations and merchant banking services.</p> |
| Qualification  | B.Engg. (Mech)  | B.Com., A.C.A., F.C.S.  |
| Directorship in other Public Limited Companies *   | <ul style="list-style-type: none"> <li>• JSW Steel Limited</li> <li>• JSW Energy Limited</li> <li>• JSW Ispat Steel Limited</li> <li>• JSW Bengal Steel Limited</li> <li>• TCPL Packaging Limited</li> <li>• Jsoft Solutions Limited</li> <li>• Vrindavan Fintrade Limited</li> </ul>   | <ul style="list-style-type: none"> <li>• International Maritime Services Limited</li> </ul>   |
| Membership of Committees in other Public Limited Companies #<br>(C = Chairman<br>M = Member) | None  | None  |
| No. of Equity Shares held  | 3,644 (Three Thousand Six Hundred & Forty Four only)  | Nil   |

\* Excluding directorship in Private Limited Companies, Foreign Companies and Companies under Section 25 of the Companies Act, 1956.

# Only two committees i.e. Audit Committee and Shareholders'/Investors' Grievance Committee have been considered as per provisions of revised Clause 49 of the Listing Agreement.

## DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the Twelfth Annual Report together with the Audited Annual Accounts of your Company for the year ended 31<sup>st</sup> March, 2013.

### 1. Financial Results

Your Company has achieved a satisfactory financial performance during the financial year 2012-13, which is summarized below:

#### Financial Highlights

(Rupees in Lacs)

| Particulars                                      | Current<br>Year ended<br>31.03.2013 | Previous Year<br>ended<br>31.03.2012 |
|--|-------------------------------------|--------------------------------------|
| Total Income                                     | 2,939.69                            | 3,207.98                             |
| Profit Before Depreciation & Tax                 | 2,664.80                            | 2,983.73                             |
| Less : Depreciation                              | 0.15                                | 0.10                                 |
| Profit Before Tax                                | 2,644.65                            | 2,983.63                             |
| Tax  | 476.16                              | 315.39                               |
| Profit After Tax                                 | 2,168.49                            | 2,668.24                             |
| Add : Balance brought forward from previous year | 11,410.45                           | 9,275.86                             |
| Amount available for Appropriation               | 13,578.94                           | 11,944.10                            |
| Less : Appropriations:                           |                                     |                                      |
| Transfer to Reserve Fund                         | 433.75                              | 533.65                               |
| Balance carried to Balance Sheet                 | 13,145.19                           | 11,410.45                            |

### 2. Dividend

Your Directors have deemed it prudent not to recommend any dividend on equity shares for the year ended 31<sup>st</sup> March, 2013, in order to conserve the resources for the future years.

### 3. Review of Operations

Your Company has recorded a satisfactory performance during the year under review. The performance of the Company is directly related to the performance of the investee companies. Slowdown in steel sector resulted in lower dividend payouts on the investments made by the Company. During the year under review, the Company has received Income by way of Dividend of Rs.1,355.34 Lacs, Interest of Rs.1,385.63 Lacs, and Pledge Fees of Rs.198.72 Lacs, the Total Income is Rs.2,939.69 Lacs as against Total Income of Rs.3,207.98 Lacs in the previous year. The Profit before depreciation and tax is Rs.2,664.80 Lacs. After providing for depreciation of Rs.0.15 Lacs and Tax of Rs.476.16 Lacs, the Net Profit is Rs.2,168.49 Lacs as against Rs.2,668.24 Lacs in the previous year, a decrease of around 18.73%.

An amount of Rs.433.75 Lacs was transferred to Statutory Reserve Fund pursuant to Section 45-IC of the Reserve Bank of India Act, 1934, during the financial year under review. The provision of Rs. 5.53 Lacs for Standard Assets has been made during the financial year in terms of

Notification No. DNBS.222/CGM(US)-2011 dated 17.01.2011 issued by Reserve Bank of India.

### 4. Future Prospects

Your Company continues to hold significant investments in Equity Shares of JSW Steel Limited besides certain other investments in other O. P. Jindal Group of Companies. The global steel industry continues to witness stable recovery in a period of heightened economic uncertainties. India remains a bright spot in the global steel industry and is the world's fourth largest crude steel producer. The country is set to enhance infrastructure investments manifold to boost economic growth. Moreover, strong demand from the automobile infrastructure sectors would drive steel output and consumption. Indian steel industry is on the growth path and the performance of the Investee Companies are expected to substantially improve in the current financial year, which would result in higher dividend payouts in the coming years. The anticipated infrastructure development and supportive government measures in the country is expected to give a further boost to the steel industry and your Company is looking forward for a sustainable growth in its Investee Companies in the coming years which would enhance the shareholders' value.

The Company will continue to focus on making long-term strategic investments in various new ventures promoted by JSW Group, a part of O. P. Jindal Group, besides consolidating the existing investments through further investments in the existing companies.

The Indian economy is expected to witness steady economic recovery in the medium term on the back of reforms, industrialisation and growing urbanisation. Considering the forecasted growth in the economy as a whole and the steel industry in particular, the Company expects to enhance its entrenched value for the benefit of the shareholders at large.

### 5. Holding & Subsidiary Company

Your Company has neither any holding company nor a subsidiary company.

### 6. Fixed Deposits

Your Company has neither accepted nor renewed any deposits within the meaning of Section 58A of the Companies Act, 1956 and the rules made there under.

### 7. Directors

Mr. Sajjan Jindal and Mr. I. Qureshi, Directors of your Company shall retire by rotation at the ensuing Annual General Meeting and being eligible, have offered themselves for re-appointment.

The proposal regarding their re-appointment as Directors is placed for your approval.

### 8. Auditors

M/s. Shah Gupta & Co., Chartered Accountants, Mumbai, Statutory Auditors of the Company retire at the conclusion of the ensuing Annual General Meeting and being eligible,



offer themselves for re-appointment. The Company has received confirmation that their appointment, if made, would be within the limits prescribed under Section 224(1B) of the Companies Act, 1956, and that they are not disqualified for such appointment within the meaning of Section 226 of the Companies Act, 1956. Your Directors recommend re-appointment of M/s. Shah Gupta & Co. as the Statutory Auditors of the Company for the current financial year and fixation of their remuneration.

#### **9. Reserve Bank of India's Guidelines**

Your Company falls in the category of a Core Investment Company (CIC) in terms of the Core Investment Companies (Reserve Bank) Directions, 2011. The Company would continue to carry on the business permitted to a CIC in terms of the Core Investment Companies (Reserve Bank) Directions, 2011.

Your Company has made an application to Reserve Bank of India (RBI) for de-registration of the Company as a Non-Banking Financial Company (NBFC) as it conforms to CIC norms. Your Company will continue to comply with all applicable rules, regulations, directions and guidelines issued by Reserve Bank of India for Non-Banking Financial Companies from time to time, till the confirmation from RBI is received.

#### **10. Particulars regarding Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo**

As your Company is not engaged in any manufacturing activity, particulars under Section 217(1)(e) of the Companies Act, 1956, regarding conservation of energy, technology absorption are not applicable.

There were no foreign exchange transactions during the year.

#### **11. Particulars of Employees**

The particulars of employees required to be furnished under Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, as amended, forms part of this Report. Having regard to the provisions of Section 219(1)(b)(iv) of the said Act, the Annual Report excluding the aforesaid information is being sent to all the members of the Company and others entitled thereto. Any member interested in obtaining such particulars may write to the Company Secretary for a copy.

#### **12. Corporate Governance**

Your Company has complied with the requirements of Clause 49 of the Listing Agreement on Corporate Governance.

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, Report on Corporate Governance along with the Auditors' Certificate on its compliance is annexed separately to this Annual Report.

#### **13. Management Discussion and Analysis Report**

The Management Discussion and Analysis Report on the operations of the Company for the year under review, as required under Clause 49 of the Listing Agreement with the Stock Exchanges, is provided in a separate section and forms part of this Annual Report.

#### **14. Human Resources**

Your Company continues to put due emphasis on appropriate human resource development for its business. The employees of your Company and the Group fully identify with the Company's and Group's vision and business goals.

#### **15. Directors Responsibility Statement**

Pursuant to the requirements under Section 217(2AA) of the Companies Act, 1956, your Directors hereby state and confirm that:

- i. in the preparation of the annual accounts, the applicable accounting standards have been followed;
- ii. 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 at the end of the financial year on 31<sup>st</sup> March, 2013, and of the profit of the Company for that period;
- iii. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. they have prepared the annual accounts on a going concern basis.

#### **16. E-Voting Platform for Postal Ballot**

Your Company is currently covered in the list of top 500 listed entities at BSE and NSE, based on the market capitalization. As a proactive measure, your Company has initiated the process of registration with NSDL for E-Voting services to set up an electronic platform to facilitate shareholders to cast vote in electronic form with respect to voting through Postal Ballot as provided under the Companies Act, 1956.

#### **17. Appreciation & Acknowledgements**

Your Directors wish to express their sincere appreciation of the valuable support and guidance provided by Securities Exchange Board of India, the Stock Exchanges and all other Regulatory bodies.

Your Directors also take this opportunity to acknowledge the continued assistance and co-operation received from Banks, the Reserve Bank of India and other Government Agencies and Shareholders.

Your Directors also wish to place on record their appreciation for the valuable services rendered and the commitment displayed by the employees of the Company and look forward to their continued support in the future as well.

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

Place : Mumbai  
Date : 26<sup>th</sup> April, 2013

**Sajjan Jindal**  
Chairman

## MANAGEMENT DISCUSSION AND ANALYSIS

### Overview – Financial Performance

The Company during the Financial year 2012-13 has posted a satisfactory financial performance. The performance of the Company is directly related to the performance of the Investee Companies. Slowdown in steel sector resulted in lower dividend payouts on the investments made by the Company. The Company has received Income by way of Dividend of Rs.1,355.34 Lacs, Interest of Rs.1,385.63 Lacs, and Pledge Fees of Rs.198.72 Lacs, the Total Income is Rs.2,939.69 Lacs as against Total Income of Rs.3,207.98 Lacs in the previous year. The Profit before depreciation and tax is Rs.2,664.80 Lacs. After providing for depreciation of Rs.0.15 Lacs and Tax of Rs.476.16 Lacs, the Net Profit is Rs.2,168.49 Lacs as against Rs.2,668.24 Lacs in the previous year, a decrease of around 18.73%. The Share Capital of the Company as on 31<sup>st</sup> March, 2013 stood at Rs.11.10 crores and Reserves and Surplus at Rs.680.11 crores resulting in Net Worth of Rs.691.21 crores.

### Outlook

#### Major activities

The Company falls in the category of a Core Investment Company (CIC) in terms of the Core Investment Companies (Reserve Bank) Directions, 2011. The Company would continue to carry on the business permitted to a CIC in terms of the Core Investment Companies (Reserve Bank) Directions, 2011. The Company has made an application to Reserve Bank of India (RBI) for de-registration of the Company as a Non-Banking Financial Company (NBFC) as it conforms to CIC norms, the confirmation from RBI is awaited.

The Company continues to hold significant investments in Equity Shares of JSW Steel Limited besides certain other investments in other O. P. Jindal Group of Companies. The Company will continue to focus on making long-term strategic investments in various new ventures promoted by JSW Group, a part of O. P. Jindal Group, besides consolidating the existing investments through further investments in the existing companies.

#### Future Prospects

The global steel industry continues to witness stable recovery in a period of heightened economic uncertainties. The Indian economy is expected to witness steady economic recovery in the medium term on the back of reforms, industrialisation and growing urbanization. India remains a bright spot in the global steel industry and is the world's fourth largest crude steel producer. The country is set to enhance infrastructure investments manifold to boost economic growth. Moreover, strong demand from the automobile and infrastructure sectors would drive steel output and consumption. Indian steel industry is on the growth path and the performance of the Investee Companies are expected to substantially improve in the current financial year, which would result in higher dividend payouts in the coming years. The anticipated infrastructure development and supportive government measures in the country is expected

to give a further boost to the steel industry and the Company is looking forward for a sustainable growth in its Investee Companies in the coming years which would enhance the shareholders' value.

### Opportunities & Threats

The Indian economy is expected to witness steady economic recovery in the medium term on the back of reforms, industrialisation and growing urbanisation. Higher foreign investment in a range of sectors such as steel, power and telecom is expected to drive infrastructure development. Considering that the economy on the whole is again on the path of growth, the Company foresees a lot of opportunities coming up for equity participation in new projects/expansion of existing projects of the Investee Companies in the future. The Company can also explore other opportunities in the capital market, which may come up.

The Company holds significant investments in equity of Steel Companies. The steel industry is characterized by cyclical fluctuations in prices. Downward movement in the steel prices, higher raw material prices could adversely affect margins of the steel companies, which could be a major threat to the Company's fortunes.

### Risk and Concerns

The Company is mainly exposed to market risks in the form of reduction in value of its investments and fall in returns due to dip in the Investee Company's performance. The Company is also exposed to the fluctuations of economy and industry cycles/downturns.

### Internal Control Systems

The Company has adequate internal control systems for the business processes in respect of all operations, financial reporting, compliance with laws and regulations etc. The management information system forms an effective and sound tool for monitoring and controlling all operating parameters. Regular internal audits ensure that responsibilities are executed effectively. The Audit Committee reviews the Internal Audit Reports and the adequacy of internal controls on regular basis.

### Human Resources Management

The Company presently has 2 employees who are professionals in their field and are given independent responsibilities to perform significant roles in the Company's development. The Company will strengthen its operative staff as and when the need arises.

### Cautionary Statement

Statement in this Management Discussion and Analysis Report, describing the Company's outlook, projections, estimates, expectations or predictions may be "Forward Looking Statements" within the meaning of applicable securities laws or regulations. Actual results could differ materially from those expressed or implied.

# CORPORATE GOVERNANCE REPORT

## 1. Company's Philosophy on Code of Governance

Corporate Governance at Jindal South West Holdings Limited has been a continuous journey and the business goals of the Company are aimed at the overall well-being and welfare of all the constituents of the system. Sound Corporate Governance principles are the foundation upon which the trust of investors is built. These principles are critical for growing the reputation that JSW has established over the years as a group dedicated to excellence in both performance and integrity. This trust and respect are fostered by our management in line with the prescribed guiding principles of Corporate Governance. The Company has laid a strong foundation for making Corporate Governance a way of life by constituting a Board with a balanced mix of experts of eminence and integrity.

In our view, modern Corporate Governance is about promoting fairness, transparency, accountability and integrity in role playing. It involves a number of elements, including a clear understanding by Directors of their Company's strategic objectives, structures to ensure that the objectives are being met, systems to ensure the effective management of risks and the mechanisms to ensure that the Company's obligations are identified and discharged. Although Corporate Governance involves many systems and structures, the heart of it lies with the top management of a Company. It is believed that the imperative for good Corporate Governance lies not merely in drafting a code of Corporate Governance but in practicing it.

Our commitment to the highest business standards and effective Corporate Governance is essential in achieving respect from JSW stakeholders, as well as JSW communities, government officials and the general public. Together, the Board members ensure that Jindal South West Holdings Limited remains a Company of uncompromised integrity and excellence.

The attendance record of the Directors at the Board Meetings held during the year ended 31<sup>st</sup> March, 2013, and the last Annual General Meeting (AGM) and the details of other Directorships and Committee Chairmanships and Memberships held by the Directors of the Company as at 31<sup>st</sup> March, 2013 are given below: -

| Name of the Director | No. of Equity Shares held | Attendance Particulars |                | No. of Directorships and Committee (*) Memberships/ Chairmanships |                             |                               |
|----------------------|---------------------------|------------------------|----------------|---|-----------------------------|-------------------------------|
|                      |                           | Board Meetings         | Last AGM (Y/N) | Other Directorships (#)   | Other Committee Memberships | Other Committee Chairmanships |
| Mr. Sajjan Jindal    | 3,644                     | 0                      | No             | 7   | -                           | -                             |
| Mr. N. K. Jain       | -                         | 3                      | Yes            | 7   | 3                           | 1                             |
| Dr. S. K. Gupta      | -                         | 4                      | Yes            | 6   | 5                           | 2                             |
| Mr. Atul Desai       | -                         | 4                      | Yes            | 9   | 9                           | 3                             |
| Mr. K. N. Patel      | 100                       | 4                      | Yes            | 6   | 4                           | 2                             |
| Mr. I. Qureshi       | -                         | 4                      | Yes            | 1   | -                           | -                             |

(\*) Only two committees, namely, Audit Committee and Shareholders'/Investors' Grievance Committee have been considered as per Clause 49 of the Listing Agreement.

(#) Excluding Directorship in Private Limited Companies, Foreign Companies and Companies under Section 25 of the Companies Act, 1956

Your Company confirms the compliance of Corporate Governance as contained in Clause 49 of the Listing Agreement, details of which are given below:

## 2. Board of Directors

### i) Composition:

The Board of Directors comprises of 6 Directors all are with rich and varied experience in their respective fields:

| Name of the Director  | Position                         |
|---|----------------------------------|
| <i>Non-Executive Promoter</i><br>Mr. Sajjan Jindal                                      | Chairman                         |
| <i>Non-Executive Independent</i><br>Dr. S. K. Gupta<br>Mr. Atul Desai<br>Mr. I. Qureshi | Director<br>Director<br>Director |
| <i>Non-Executive Non-Independent</i><br>Mr. N. K. Jain                                  | Director                         |
| <i>Executive</i><br>Mr. K. N. Patel   | Jt. Managing Director & CEO      |

Notes:

- Independent Director means a Director as defined under Clause 49 of the Listing Agreement.
- No Director is related to other Directors on the Board.

### ii) Meetings and attendance record of each Director:

The Board met four (4) times during the year ended 31<sup>st</sup> March, 2013.

| No. | Date of Board Meeting | City            | No. of Directors present |
|-----|-----------------------|-----------------|--------------------------|
| 1   | 25.04.2012            | Mumbai          | 4 out of 6               |
| 2   | 21.07.2012            | Village: Vasind | 5 out of 6               |
| 3   | 29.10.2012            | Mumbai          | 5 out of 6               |
| 4   | 25.01.2013            | Mumbai          | 5 out of 6               |

## 3. Audit Committee

### i) The Audit Committee presently comprises of four Directors, namely:

- Mr. Atul Desai (Chairman)
- Mr. N. K. Jain
- Dr. S. K. Gupta
- Mr. I. Qureshi

All the Members of the Committee possess adequate knowledge of Accounts, Audit, Finance, etc. The Statutory and Internal Auditors are invited to attend the Audit Committee meetings. Mr. K. N. Patel, Jt. Managing Director & CEO is a permanent invitee to the meetings of the Committee. The Company Secretary acts as the Secretary to the Committee.

### ii) Terms of reference:

The terms of reference of the Audit Committee cover all applicable matters specified under Clause 49 of the Listing Agreement with the Stock Exchanges and Section 292A of the Companies Act, 1956, which inter alia include overseeing the Company's financial reporting process, recommending the appointment and removal of external Auditors, fixation of audit fees and also approval for payment for any other services, reviewing with the management the financial statement before submission to the Board, reviewing adequacy of internal control systems, discussion with Internal Auditors of any significant findings and follow up there on, reviewing the findings of any internal investigations by the Internal Auditors, discussion with Statutory Auditors about the nature and scope of audit, etc.

### iii) Meetings and attendance record of each Member of Audit Committee:

The Audit Committee met four (4) times during the year ended 31<sup>st</sup> March, 2013.

| No. | Date of Audit Committee Meeting | City            | No. of Audit Committee members present |
|-----|---------------------------------|-----------------|--|
| 1   | 25.04.2012                      | Mumbai          | 3 out of 4                             |
| 2   | 21.07.2012                      | Village: Vasind | 4 out of 4                             |
| 3   | 29.10.2012                      | Mumbai          | 4 out of 4                             |
| 4   | 25.01.2013                      | Mumbai          | 4 out of 4                             |

The attendance record of the Members at the Audit Committee meetings held during the year ended 31<sup>st</sup> March, 2013 is given below:

| No. | Name of the Member | No. of Meetings |          |
|-----|--------------------|-----------------|----------|
|     |                    | Held            | Attended |
| 1   | Mr. Atul Desai     | 4               | 4        |
| 2   | Mr. N. K. Jain     | 4               | 3        |
| 3   | Dr. S. K. Gupta    | 4               | 4        |
| 4   | Mr. I. Qureshi     | 4               | 4        |

## 4. Remuneration Committee

### i) The Remuneration Committee comprises of three Directors, namely:

- Dr. S. K. Gupta (Chairman)
- Mr. N. K. Jain
- Mr. Atul Desai

### ii) The terms of reference of the Remuneration Committee are as follows:

- a) To determine on behalf of the Board and on behalf of the shareholders, the Company's policy on specific remuneration packages for Executive Directors including pension rights and any compensation payment.
- b) To approve the payment of remuneration to managerial personnel as per the Policy laid down by the Committee.

### iii) In view of unstable market conditions, increase in the managerial remuneration was not considered during the year. Hence, no meeting of the Remuneration Committee was held during the year ended 31<sup>st</sup> March, 2013.

### iv) Remuneration Policy:

The Remuneration Committee recommends the remuneration package for the Executive Director/s of the Company. In determining the remuneration, the Committee takes into consideration the performance and contribution, remuneration practices followed by Companies of similar size and stature and the Industry Standards.

The Directors' compensation is based on the appraisal system wherein the individual goals are linked to the organizational goals. Executive Director is paid, subject to the approval of the Board and the Members of the Company in the General Meeting and such other approvals, as may be necessary, compensation as per the agreement entered into between him and the Company. The present remuneration structure of Jt. Managing Director & CEO comprises of salary, perquisites, allowances, special pay, performance reward/incentive, retention bonus, employee stock ownership options and contributions to Provident Fund and Gratuity.

The Non-executive Non-Independent Director does not draw any remuneration as well as sitting fees. At present the Non-Executive Independent Directors are being paid only sitting fees for attending the Board / Audit Committee meetings.

### v) Remuneration of Directors:

The disclosure in respect of remuneration paid/payable to Jt. Managing Director & CEO of the Company for the financial year 2012-13 is given below:

- Name of Director : Mr. K. N. Patel  
 Designation : Jt. Managing Director & CEO  
 Remuneration details  
 (a) Salary and Perquisites : Rs. 14,571,232/-  
 (b) Commission : Nil  
 (c) Stock Options : Nil  
 (d) Pension : Nil  
 (e) Service Contract : Agreement for a period of 5 years from 28.04.2010  
 (f) Notice Period : 3 months notice from either side  
 (g) Severance Fees : Nil

Note: Remuneration shown above includes Salary, House Rent Allowance, Bonus, Leave Travel Allowance, Medical Reimbursement and Company's contribution to Provident Fund but does not include Provision for Gratuity, Leave Encashment. The monetary value of perquisites is calculated in accordance with the provisions of the Income-tax Act, 1961 and Rules made there under.

The Non-Executive Independent Directors do not draw any remuneration from the Company except that they are being paid sitting fees of Rs. 10,000/- for attending each meeting of the Board and Audit Committee. The details of sitting fees paid during the year 2012-13 to the Non-Executive Independent Directors are given below: -

| Name of Director | Sitting fees (in Rs.) |
|------------------|-----------------------|
| Dr. S. K. Gupta  | 80,000                |
| Mr. Atul Desai   | 80,000                |
| Mr. I. Qureshi   | 80,000                |

#### 5. Shareholders'/Investors' Grievance Committee

- i) The Shareholders'/Investors' Grievance Committee comprises of three Members, namely:
- Mr. N. K. Jain (Chairman)
  - Dr. S. K. Gupta
  - Mr. Atul Desai
- Mr. K. N. Patel, Jt. Managing Director & CEO is a permanent invitee to the meetings of the Committee. Mr. Deepak Bhat, Company Secretary is the Compliance Officer w.e.f. 1<sup>st</sup> June, 2012. Mr. Deepak Bhat acts as a Secretary to this Committee.
- ii) The Committee looks into issues relating to shareholders / investors, including complaints relating to transfer / transmission of shares, issue of duplicate share certificates, non-receipt of annual report etc. and their redressal.
- iii) During the year under review, no complaints were received from Shareholders/Investors. The Committee met once during the year on 25.04.2012, in which all the three Committee members attended the meeting.

#### 6. General Body Meetings

- i) The details of Annual General Meetings (AGM) of the Company held in last 3 years are as under :

| AGM                  | Date       | Time      | Venue   |
|----------------------|------------|-----------|---|
| 11 <sup>th</sup> AGM | 21.07.2012 | 3.00 p.m. | HRD Centre of JSW Steel Limited, Village Vasind, Taluka Shahapur, District Thane - 421 604. |
| 10 <sup>th</sup> AGM | 22.07.2011 | 4.00 p.m. | HRD Centre of JSW Steel Limited, Village Vasind, Taluka Shahapur, District Thane - 421 604. |
| 9 <sup>th</sup> AGM  | 03.07.2010 | 3.30 p.m. | N. C. Jindal Public School Auditorium, Road No. 73, Punjabi Bagh, New Delhi - 110 026.      |

- ii) Special Resolutions passed in the previous three AGMs:
- a) At the 11<sup>th</sup> AGM
- None.
- b) At the 10<sup>th</sup> AGM
- Pursuant to the provisions of Section 163 of the Companies Act, 1956, (hereinafter referred to as the "Act") approval was accorded to keep the Register and Index of Members, the Register and Index of Debenture holders and copies of all annual returns prepared under Sections 159 and 160 of the Act etc., at the office of Sharepro Services (India) Pvt. Ltd., (the Share Transfer Agents of the Company) instead of being kept at the Registered office of the Company.
- c) At the 9<sup>th</sup> AGM
- None.

#### 7. Disclosures

- i) There are no materially significant related party transactions i.e. transactions of the Company of material nature, with its Promoters, the Directors or the Management, their Subsidiaries or relatives etc. that would have potential conflict with the interests of the Company at large.
- ii) There were no instances of non-compliance with Stock Exchanges or SEBI regulations nor any penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.
- iii) Details of information on appointment/reappointment of Directors: A brief resume, nature of expertise in specific functional areas, names of companies in which the person already holds directorship and membership of Committees of the Board of Directors appears in the Notice of the Annual General Meeting, which forms part of this Annual Report.

- iv) The Board of Directors of the Company have laid down a 'Code of Conduct' applicable to the Board Members and Senior Management Executives. The Code has been posted on the Company's website ([www.jsw.in](http://www.jsw.in)). A declaration by the Jt. Managing Director & CEO affirming the compliance of the Code of Conduct for Board Members and Senior Management Executives forms part of the Annual Report.
- v) As per the requirement of Clause 49 (V) of the Listing Agreement, the Jt. Managing Director & CEO of the Company has furnished the requisite certificate to the Board of Directors of the Company.
- vi) The Company has adopted a management framework to identify risks and exposures to the organization, to recommend risk mitigation and to set up a system to appraise the Board of Directors of the Company about the risk assessment and minimization procedure and their periodic review.
- vii) No funds have been raised through public issue of equity or debt in the form of public or rights or preferential issues during the year under review.
- viii) The Company has not established any formal Whistle Blower Policy.

## 8. Means of Communication

- i) Quarterly Results : The Quarterly, Half-yearly and Yearly financial results of the Company are faxed/sent to stock exchanges on which the Company's shares are listed and also posted on the Company's website after they are approved by the Board. These are also published in the newspapers as per the provisions of the Listing Agreement.
- ii) Newspapers wherein results are normally published :
  - Financial Express (English Language) and
  - LokSatta / Mumbai Lakshadweep (Local language)
- iii) Website of the Company : [www.jsw.in](http://www.jsw.in)
- iv) Whether it also displays official news releases : Yes, wherever applicable.
- v) The Presentations made to institutional investors or to the analysts : Will be complied with whenever applicable/made.

## 9. Management Discussion & Analysis Report

The Management Discussion and Analysis Report (MDA) covering various matters specified under Clause 49(IV)(F) of the Listing Agreement forms part of the Annual Report.

## 10. Subsidiaries

Your Company does not have any subsidiary companies.

## 11. General Shareholders Information

### i) Annual General Meeting

|       |   |  |
|-------|---|--|
| Date  | : | 29 <sup>th</sup> June, 2013                                  |
| Time  | : | 11.00 a.m.   |
| Venue | : | Village: Vasind, Taluka: Shahapur, District: Thane - 421 604 |

### ii) Financial Calendar 2013-14

|   |   |                   |
|---|---|-------------------|
| Financial reporting for the quarter ending 30 <sup>th</sup> June, 2013        | : | July, 2013        |
| Financial reporting for the half-year ending 30 <sup>th</sup> September, 2013 | : | October, 2013     |
| Financial reporting for the quarter ending 31 <sup>st</sup> December, 2013    | : | January, 2014     |
| Financial reporting for the year ending 31 <sup>st</sup> March, 2014          | : | April / May, 2014 |
| Annual General Meeting for the year ending 31 <sup>st</sup> March, 2014       | : | June / July, 2014 |

### iii) Dates of Book Closure

14<sup>th</sup> June, 2013 to 20<sup>th</sup> June, 2013 (both days inclusive)

### iv) Dividend Payment Date

No dividend is recommended for the financial year ended on 31.03.2013.

### v) Listing of Securities

The Equity Shares of your Company are listed on Bombay Stock Exchange Limited (BSE), National Stock Exchange of India Limited (NSE) and The Delhi Stock Exchange Limited (DSE).

Annual Listing Fees as prescribed have been paid to the Stock Exchanges for the financial year 2013-14.

### Stock Code / Security Symbol (Equity Shares)

| BSE    | NSE        | DSE  |
|--------|------------|------|
| 532642 | JINDALSWHL | 9658 |

### vi) ISIN No. for Dematerialization of Equity Shares

INE824G01012

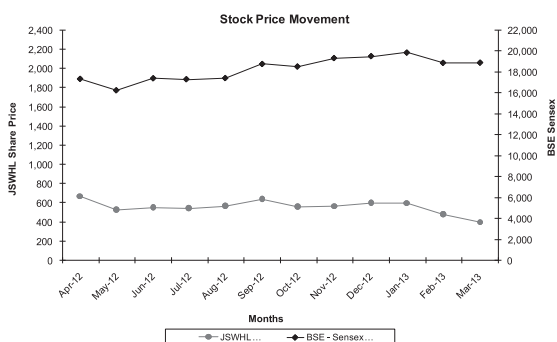
### vii) Market Price Data

The details of High & Low share price of equity shares of the Company during each month of the year under review are as under:

| Months<br>(2012-13) | BSE    |        | NSE    |        |
|---------------------|--------|--------|--------|--------|
|                     | High   | Low    | High   | Low    |
| April 2012          | 796.45 | 637.00 | 802.00 | 637.00 |
| May 2012            | 680.00 | 495.00 | 675.00 | 491.00 |
| June 2012           | 577.85 | 500.00 | 572.00 | 500.00 |
| July 2012           | 694.00 | 511.30 | 694.25 | 511.10 |
| August 2012         | 649.00 | 532.00 | 649.00 | 530.10 |
| September 2012      | 659.50 | 553.10 | 659.85 | 553.40 |
| October 2012        | 649.00 | 550.00 | 648.00 | 548.50 |
| November 2012       | 584.35 | 530.00 | 585.00 | 529.70 |
| December 2012       | 630.90 | 560.10 | 631.40 | 559.90 |
| January 2013        | 658.00 | 585.00 | 657.90 | 582.00 |
| February 2013       | 611.35 | 474.90 | 612.05 | 475.00 |
| March 2013          | 512.45 | 381.05 | 513.00 | 381.00 |

Note: There has been no trading in Equity Shares of the Company on DSE during the year under review.

(data source : [www.bseindia.com](http://www.bseindia.com) & [www.nseindia.com](http://www.nseindia.com))



## xii) Distribution of Shareholding

a) The distribution of shareholding as on 31<sup>st</sup> March, 2013 is given below:

| Sr. No | No. of Equity Shares | No. of Shareholders | % of Shareholders | No. of Shares held | % of Shareholding |
|--------|----------------------|---------------------|-------------------|--------------------|-------------------|
| 1      | Upto – 500           | 35,164              | 97.37             | 1,716,388          | 15.46             |
| 2      | 501 – 1000           | 458                 | 1.27              | 347,241            | 3.13              |
| 3      | 1001 – 2000          | 235                 | 0.65              | 331,628            | 2.99              |
| 4      | 2001 – 3000          | 92                  | 0.26              | 234,738            | 2.12              |
| 5      | 3001 – 4000          | 51                  | 0.14              | 180,617            | 1.63              |
| 6      | 4001 – 5000          | 15                  | 0.04              | 69,171             | 0.62              |
| 7      | 5001 – 10000         | 43                  | 0.12              | 313,418            | 2.82              |
| 8      | 10001 & above        | 55                  | 0.15              | 7,906,424          | 71.23             |
|        | <b>Total</b>         | <b>36,113</b>       | <b>100.00</b>     | <b>11,099,625</b>  | <b>100.00</b>     |

## viii) Registrar and Share Transfer Agent

Sharepro Services (India) Pvt. Ltd.  
13AB, Samhita Warehousing Complex,  
2<sup>nd</sup> Floor, Near Sakinaka Telephone Exchange,  
Andheri - Kurla Road, Sakinaka,  
Andheri (E), Mumbai – 400 072  
E-mail: [sharepro@shareproservices.com](mailto:sharepro@shareproservices.com)

## ix) Share Transfer System

Equity Shares sent for transfer in physical form are normally registered by our Registrar and Share Transfer Agent within 15 days of receipt of the documents, if documents are found in order. Shares under objection are returned within two weeks. All the share transfer requests are approved by the Share Transfer Committee of the Company at its various meetings held during the year under review. The Company conducts periodical audit of share transfer system and securities issued, through competent professionals.

## x) Dematerialization of Shares and Liquidity

Trading in equity shares of the Company is permitted only in the dematerialized form. The Company has arrangements with both, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to enable the shareholders to hold shares in electronic form with either of these depositories.

Out of total equity share capital of 11,099,625 Equity shares as on 31<sup>st</sup> March, 2013, 87.35% (9,694,998 equity shares) are held in dematerialized form with NSDL and 10.36% (1,149,655 equity shares) are held in dematerialized form with CDSL.

## xi) Outstanding GDRs / ADRs / Warrants or any Convertible Instruments, conversion dates and likely impact on equity

There are no GDRs / ADRs or Warrants or any other convertible instruments which are pending for conversion into equity shares.

b) Categories of Shareholders as on 31<sup>st</sup> March, 2013:

| Category                              | No. of Shareholders | % of holders  | No. of Equity Shares | % of holding  |
|---------------------------------------|---------------------|---------------|----------------------|---------------|
| Promoters/Persons acting in concert   | 40                  | 0.11          | 6,202,436            | 55.88         |
| Resident Individuals                  | 33,578              | 92.98         | 2,802,009            | 25.24         |
| Non Resident Individuals              | 1,430               | 3.96          | 209,529              | 1.89          |
| Bodies Corporate                      | 1,003               | 2.78          | 972,529              | 8.76          |
| Overseas Corporate Bodies             | 2                   | 0.00          | 10,025               | 0.09          |
| Foreign Institutional Investors       | 28                  | 0.08          | 753,595              | 6.79          |
| Nationalised & Non-Nationalised Banks | 13                  | 0.04          | 36,688               | 0.33          |
| UTI & Mutual Funds                    | 15                  | 0.04          | 4,650                | 0.04          |
| LIC/Insurance Companies               | 1                   | 0.00          | 107,172              | 0.97          |
| Others – Trust                        | 3                   | 0.01          | 992                  | 0.01          |
| <b>Total</b>                          | <b>36,113</b>       | <b>100.00</b> | <b>11,099,625</b>    | <b>100.00</b> |

**xiii) Office address & website of the Company**

**Registered Office**

Village: Vasind,  
Taluka: Shahapur,  
District: Thane - 421 604  
Tel. : 02527 – 220022/25  
Fax : 02527 – 220020/84  
Website : [www.jsw.in](http://www.jsw.in)

**Corporate Office**

Jindal Mansion,  
5A, Dr. G. Deshmukh Marg,  
Mumbai – 400 026  
Tel.: 022-2351 3000  
Fax: 022-2351 5294  
Website : [www.jsw.in](http://www.jsw.in)

**xiv) Address for Investors Correspondence**

**Registrar & Share Transfer Agent**

Sharepro Services (India) Pvt. Ltd.  
13 AB, Samhita Warehousing Complex,  
2<sup>nd</sup> Floor, Near Sakinaka Telephone Exchange,  
Andheri - Kurla Road, Sakinaka,  
Andheri (E), Mumbai – 400 072  
E-mail: [sharepro@shareproservices.com](mailto:sharepro@shareproservices.com)

**Company Secretary & Compliance Officer**

Deepak Bhat  
Jindal South West Holdings Limited  
Jindal Mansion, 5A, Dr. G. Deshmukh Marg,  
Mumbai – 400 026  
Tel. : 022-2351 3000  
Fax : 022-2351 5294  
E-mail : [deepak.bhat@jsw.in](mailto:deepak.bhat@jsw.in)

The Company has designated an exclusive e-mail Id: [grievance.jswhl@jsw.in](mailto:grievance.jswhl@jsw.in) for the purpose of registering the Investors complaints and expediting their redressal.

**Compliance Certificate by Auditors**

The Company has obtained a certificate from the Statutory Auditors regarding compliance of conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement, which is annexed herewith.

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

Place : Mumbai  
Date : 26<sup>th</sup> April, 2013

**Sajjan Jindal**  
Chairman

**Declaration**

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, it is hereby declared that all the Board Members and Senior Managerial Personnel of the Company have affirmed the compliance of Code of Conduct for the year ended 31<sup>st</sup> March, 2013.

**For Jindal South West Holdings Limited**

Place : Mumbai  
Date : 26<sup>th</sup> April, 2013

**K. N. Patel**  
Jt. Managing Director & CEO



## **CHIEF EXECUTIVE OFFICER (CEO) CERTIFICATION**

I, K. N. Patel, Jt. Managing Director & CEO of Jindal South West Holdings Limited, do hereby certify that:

- 1) I have reviewed the financial statements and the cash flow statement of the Company for the year 2012-13 and to the best of my knowledge, information and belief:
  - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- 2) To the best of my 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.
- 3) The Company's other certifying officers and I, are responsible for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and I have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- 4) I have indicated to the Auditors and the Audit Committee that:
  - i) there are no significant changes in internal control over financial reporting during the year;
  - ii) there are no significant changes in accounting policies during the year; and
  - iii) there are no instances of fraud during the year.

Place : Mumbai

Date : 26<sup>th</sup> April, 2013

**K. N. Patel**

Jt. Managing Director & CEO

## **INDEPENDENT AUDITORS' REPORT ON CORPORATE GOVERNANCE**

To,  
**The Members of Jindal South West Holdings Limited**

We have examined the compliance of the conditions of Corporate Governance by Jindal South West Holdings Limited ("the Company"), for the year ended on March 31, 2013, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges in India.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the 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 and the representation made by Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For SHAH GUPTA & CO.**  
Chartered Accountants  
Firm Registration No - 109574W

**Heneel K. Patel**  
Partner  
M. No: 114103

Place : Mumbai  
Date : April 26, 2013

# INDEPENDENT AUDITORS' REPORT

## To the Members of Jindal South West Holdings Limited

### Report on the financial statements

We have audited the accompanying financial statements of Jindal South West Holdings Limited (the company), which comprise the Balance Sheet as at March 31, 2013, and 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, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). 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 company'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 March 31, 2013
- b. In the case of the Statement of Profit and Loss, of the profit for the year ended on that date, and
- c. In the case of the Cash Flow Statements, of the cash flows for the year ended on that date.

### Report on other 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 referred to in sub-section (3C) of section 211 of the Act;
  - e. on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.
  - f. Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Act nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For **SHAH GUPTA & CO**  
Chartered Accountants  
Firm Registration No – 109574W

**Heneel K. Patel**  
Partner  
M. No: 114103

Place: Mumbai  
Date: April 26, 2013

## ANNEXURE TO THE AUDITORS' REPORT

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) Fixed assets have been physically verified by the management during the year and no material discrepancies were identified on such verification.
- (c) The Company has not disposed off any substantial part of the fixed assets during the year and the going concern status of the Company is not affected.
- (ii) As the Company does not have inventory, the Clauses (ii)(a) to (ii)(c) of paragraph 4 of the Order are not applicable to the Company.
- (iii) (a) As informed, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Act. Accordingly, subclause (b), (c) and (d) are not applicable.
- (b) As informed, the Company has not taken any loans, secured or unsecured from companies, firms or other parties covered in the register maintained under section 301 of the Act. Accordingly, subclause (f) and (g) are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets. The activities of the Company do not involve purchase of inventory and the sale of goods. We have not observed any major weakness in the internal control system during the course of the audit.
- (v) According to the information and explanations provided by the management, there were no transactions during the year pursuant to the contracts or arrangements referred to in section 301 of the Act. Accordingly, sub-clause (b) is not applicable.
- (vi) The Company has not accepted any deposits under the provisions of Section 58A and 58 AA or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 1957 framed there under.
- (vii) In our opinion, the internal audit system of the Company is commensurate with its size and nature of its business.
- (viii) To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of section 209 of the Act for the products of the Company.
- (ix) (a) According to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Wealth Tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Cess and other statutory dues with appropriate authorities applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, investor education and protection fund, employees' state insurance, income-tax, wealth-tax, service tax, sales-tax, customs duty, excise duty, cess and other undisputed statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us and based on the records of the Company examined by us, the following are the particulars of disputed dues on account of income tax, wealth-tax, service tax, custom duty and cess which have not been deposited by the Company as at March 31, 2013:

| Name of the statute  | Nature of dues | Amount (Rs) | Amount Paid / adjusted (Rs) | Period to which the amount relates | Forum where dispute is pending       |
|----------------------|----------------|-------------|-----------------------------|------------------------------------|--------------------------------------|
| Income Tax Act, 1961 | Income Tax     | 27,22,305   | 27,22,305                   | A.Y.2007-08                        | Commissioner of Income Tax (Appeals) |
|                      | Income Tax     | 36,15,824   | -                           | A.Y.2008-09                        | High Court                           |
|                      | Income Tax     | 38,61,850   | -                           | A.Y.2010-11                        | Commissioner of Income Tax (Appeals) |

- (x) The Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current and immediately preceding financial year.
- (xi) According to the books of account and records of the Company, no amount is due to financial institution or bank or debenture holders.
- (xii) According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) 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 Order are not applicable to the Company.
- (xiv) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of the transactions and contracts in respect of its investments and timely entries have been made therein. All the investments have been held by the Company in its own name.
- (xv) The Company has not given any guarantee for loans taken by others. The terms and conditions on which it has pledged its shares as security in favour of Lenders for financial assistance given to others are not prejudicial to the interest of the Company.
- (xvi) The Company did not have any term loans outstanding during the year.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet and cash flow statement of the Company, we report that no funds raised on short-term basis have been used for long- term investment.
- (xviii) During the year, the Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act.
- (xix) The Company did not have any outstanding debentures during the year.
- (xx) The Company has not raised any money by public issue during the year.
- (xxi) To the best of our knowledge and belief and according to the information and explanations given to us, no material fraud on or by the Company was noticed or reported during the year.

For **SHAH GUPTA & CO.**  
Chartered Accountants  
Firm Registration No - 109574W

**Heneel K. Patel**  
Partner  
M. No: 114103  
Place : Mumbai  
Date : April 26, 2013

# INDEPENDENT AUDITORS' ADDITIONAL REPORT

## To The Board of Directors of Jindal South West Holdings Limited

We have audited the accompanying financial statements of Jindal South West Holdings Limited (the company), which comprise the Balance Sheet as at March 31, 2013, and the related Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and issued our report dated April 26, 2013.

On the basis of such checks of the books and records of the company as we considered appropriate and according to the information and explanations given to us, we report on the matter specified in paragraphs 3 (A) and 4 (C) of Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2008 (the "Directions").

## 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, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). 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

Pursuant to the requirements of the Directions it is our responsibility to examine the books and records of the Company and report on the matters specified in the Directions to the extent applicable to the Company.

We conducted our examination in accordance with the Guidance Note on Special Purpose Audit Reports and Certificates issued by Institute of Chartered Accountants of India.

## Conclusion

Based on our examination of the books and records of the Company as produced for our examination and the information and explanations given to us, we further report that:

- i The Company is engaged in the business of non-banking financial institution and had obtained a Certificate of Registration No.14.03121 dated June 11, 2007 from the Reserve Bank of India ('the Bank'), Department of Non-Banking Supervision, Mumbai Regional Office.
- ii The Company has become a "Core Investment Company" (CIC) in terms of Core Investment Companies (Reserve Bank) Directions, 2011. As directed by the Bank, company has surrendered the Certificate of Registration on May 25, 2012.

However, pending deregistration of the company as a Non Banking Financial Company (NBFC) by the bank, the company has continued to comply with requirements prescribed by the Bank for NBFCs.

- iii The Board of Directors of the Company has passed a resolution in its meeting held on April 25, 2012 for non-acceptance of public deposits.
- iv The Company has not accepted any public deposits during the year ended March 31, 2013.
- v The Company has complied with the prudential norms relating to income recognition, accounting standards, asset classification and provisioning for bad and doubtful debts as applicable to it in terms of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.
- vi The quarterly statement of capital funds, risk assets / exposures and risk asset ratio (NBS – 7) has been furnished to the Bank on July 27, 2012, October 22, 2012 and January 07, 2013 within the stipulated period based on the unaudited books of account. The Company had correctly arrived at and disclosed the capital adequacy ratio, based on the unaudited books of account, in the return submitted to the Bank in Form NBS – 7 and such ratio is in compliance with the minimum CRAR prescribed by the Bank.

## Restriction of use

This report is issued pursuant to our obligations under Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2008 to submit a report to Reserve Bank of India and should not be used by any other person or for any other purpose. Shah Gupta & Co., Chartered Accountants neither accepts nor assumes any duty or liability for any other purpose or to any other party to whom our report is shown or into whose hands it may come without our prior consent in writing.

For **SHAH GUPTA & CO**  
Chartered Accountants  
Firm Registration No – 109574W

**Heneel K. Patel**  
Partner  
M. No: 114103

Place: Mumbai  
Date: April 26, 2013

## BALANCE SHEET AS AT 31ST MARCH, 2013

(Rs. in Lacs)

| Particulars  | Note No. | As at 31.03.2013 | As at 31.03.2012 |
|--|----------|------------------|------------------|
| <b>I. EQUITY AND LIABILITIES :</b>   |          |                  |                  |
| <b>1 Shareholders' funds</b>   |          |                  |                  |
| (a) Share capital  | 1        | 1,109.96         | 1,109.96         |
| (b) Reserves and surplus   | 2        | 68,011.47        | 65,835.53        |
| <b>2 Non-current liabilities</b>   |          |                  |                  |
| (a) Deferred tax liabilities (Net)   |          | -                | 0.04             |
| (b) Long term provisions   | 3        | 111.61           | 37.77            |
| <b>3 Current liabilities</b>   |          |                  |                  |
| (a) Other current liabilities  | 4        | 9.27             | 9.69             |
| (b) Short term provisions  | 5        | 66.47            | 62.31            |
| <b>TOTAL</b>   |          | <b>69,308.78</b> | <b>67,055.30</b> |
| <b>II. ASSETS :</b>  |          |                  |                  |
| <b>1 Non-current assets</b>  |          |                  |                  |
| (a) Fixed assets   |          |                  |                  |
| - Tangible assets  | 6        | -                | 0.15             |
| (b) Non current investments  | 7        | 53,736.76        | 53,736.76        |
| (c) Long term loans and advances   | 8        | 9,666.00         | 7,300.50         |
| <b>2 Current assets</b>  |          |                  |                  |
| (a) Trade receivables  | 9        | 290.97           | 303.06           |
| (b) Cash and bank balances   | 10       | 132.75           | 32.75            |
| (c) Short term loans and advances  | 11       | 5,482.30         | 5,682.08         |
| <b>TOTAL</b>   |          | <b>69,308.78</b> | <b>67,055.30</b> |
| Significant Accounting Policies and other Notes forming part of the Financial Statements | 15       |                  |                  |

Notes referred to herein form an integral part of the Financial Statements

As per our attached report of even date

**For SHAH GUPTA & CO.**  
Chartered Accountants  
FRN No. 109574W

**HENEEL K. PATEL**  
Partner  
M No. 114103

Place : Mumbai  
Date : 26<sup>th</sup> April, 2013

For and on behalf of the Board of Directors

**N. K. JAIN**  
Director

**K.N. PATEL**  
Jt. Managing Director & CEO

**DEEPAK BHAT**  
Company Secretary

Place : Mumbai  
Date : 26<sup>th</sup> April, 2013

# STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2013

(Rs. in Lacs)

| Particulars  | Note No.  | Year ended 31.03.2013 | Year ended 31.03.2012 |
|--|-----------|-----------------------|-----------------------|
| <b>I. Revenue from operations</b>  | <b>12</b> | <b>2,939.69</b>       | 3,207.98              |
| <b>II Total Revenue</b>  |           | <b>2,939.69</b>       | 3,207.98              |
| <b>III Expenses:</b>   |           |                       |                       |
| Employee benefit expenses  | <b>13</b> | <b>189.95</b>         | 191.87                |
| Office, administrative & other expenses  | <b>14</b> | <b>99.41</b>          | 26.39                 |
| Depreciation and amortization expenses   | <b>6</b>  | <b>0.15</b>           | 0.10                  |
| Provision for standard assets (Refer Note 15(II) - 4)  |           | <b>5.53</b>           | 5.99                  |
| <b>Total Expenses</b>  |           | <b>295.04</b>         | 224.35                |
| <b>IV Profit before tax (II- III)</b>  |           | <b>2,644.65</b>       | 2,983.63              |
| <b>V Tax expense:</b>  |           |                       |                       |
| (1) Current tax  |           | <b>476.20</b>         | 314.60                |
| (2) Earlier years  |           | -                     | 0.81                  |
| (3) Deferred tax   |           | <b>(0.04)</b>         | (0.02)                |
| <b>VI Profit for the year after tax (IV-V)</b>   |           | <b>2,168.49</b>       | 2,668.24              |
| <b>VII Earnings per equity share:</b> [Nominal value per share: Rs.10 (Previous Year: Rs. 10)] (Refer Note 15(II) - 12) (In Rs.) |           |                       |                       |
| (1) Basic  |           | <b>19.54</b>          | 24.04                 |
| (2) Diluted  |           | <b>19.54</b>          | 24.04                 |
| Significant Accounting Policies and other Notes forming part of the Financial Statements   | <b>15</b> |                       |                       |

Notes referred to herein form an integral part of the Financial Statements

As per our attached report of even date

**For SHAH GUPTA & CO.**  
Chartered Accountants  
FRN No. 109574W

**HENEEL K. PATEL**  
Partner  
M No. 114103

Place : Mumbai  
Date : 26<sup>th</sup> April, 2013

For and on behalf of the Board of Directors

**N. K. JAIN**  
Director

**K.N. PATEL**  
Jt. Managing Director & CEO

**DEEPAK BHAT**  
Company Secretary

Place : Mumbai  
Date : 26<sup>th</sup> April, 2013

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013

|   | (Rs. in Lacs)            |                          |
|---|--------------------------|--------------------------|
|   | Year ended<br>31.03.2013 | Year ended<br>31.03.2012 |
| <b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>               |                          |                          |
| Profit before tax   | 2,644.65                 | 2,983.63                 |
| <b>Adjusted for :</b>                                       |                          |                          |
| Depreciation  | 0.15                     | 0.10                     |
| Dividend Income   | (1,355.34)               | (2,172.69)               |
| Interest Income   | (1,385.63)               | (997.92)                 |
| ESOP Expenses   | 7.45                     | 13.44                    |
| Provision for Standard Assets                               | 5.53                     | 5.99                     |
| Provision for Doubtful Loans                                | 60.00                    | -                        |
| <b>Operating Profit Before Working Capital Changes</b>      | <b>(23.19)</b>           | <b>(167.45)</b>          |
| <b>Adjustments For Changes In Working Capital</b>           |                          |                          |
| (Increase)/Decrease In Trade Receivables                    | 12.09                    | (148.95)                 |
| Increase/(Decrease) In Non-current Liabilities              | 7.92                     | 3.03                     |
| Increase/(Decrease) In Current Liabilities                  | 4.14                     | 29.91                    |
|   | <b>0.96</b>              | <b>(283.46)</b>          |
| Dividend Income   | 1,355.34                 | 2,172.69                 |
| Interest Income   | 1,385.63                 | 997.92                   |
| <b>Cash Flow from Operations</b>                            | <b>2,741.93</b>          | <b>2,887.15</b>          |
| Direct Taxes Refund/ (Paid)                                 | (431.46)                 | (317.14)                 |
| <b>Net Cash from Operating Activities</b>                   | <b>2,310.47</b>          | <b>2,570.01</b>          |
| <b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>               |                          |                          |
| Loans & Advances  | (2,210.47)               | (2,550.16)               |
| <b>Net Cash used in Investing Activities</b>                | <b>(2,210.47)</b>        | <b>(2,550.16)</b>        |
| <b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>               |                          |                          |
| <b>Net Cash used in Financing Activities</b>                | -                        | -                        |
| <b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b> | <b>100.00</b>            | <b>19.85</b>             |
| Cash and Cash Equivalents - Opening Balance                 | 32.75                    | 12.90                    |
| Cash and Cash Equivalents - Closing Balance                 | 132.75                   | 32.75                    |
| <b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b> | <b>100.00</b>            | <b>19.85</b>             |

**Notes:**

- The above cash flow statement has been prepared by using the indirect method as per Accounting Standard 3 - "Cash Flow Statements" notified in the Companies (Accounting Standard) Rules, 2006.
- Previous year's figures have been regrouped/rearranged wherever necessary to conform to current year's classification.

As per our attached report of even date

For and on behalf of the Board of Directors

**For SHAH GUPTA & CO.**  
Chartered Accountants  
FRN No. 109574W

**N. K. JAIN**  
Director

**K.N. PATEL**  
Jt. Managing Director & CEO

**HENEEL K. PATEL**  
Partner  
M No. 114103

**DEEPAK BHAT**  
Company Secretary

Place : Mumbai  
Date : 26<sup>th</sup> April, 2013

Place : Mumbai  
Date : 26<sup>th</sup> April, 2013



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Note 1

#### Share capital

| Particulars                               | As at 31.03.2013  |                 | As at 31.03.2012  |                 |
|---|-------------------|-----------------|-------------------|-----------------|
|   | Number            | Rs. in lacs     | Number            | Rs. in lacs     |
| <b>Authorised</b>                         |                   |                 |                   |                 |
| Equity Shares of Rs.10 each               | 11,500,000        | 1,150.00        | 11,500,000        | 1,150.00        |
| <b>Issued Subscribed &amp; Paid up</b>    |                   |                 |                   |                 |
| Equity Shares of Rs.10 each fully paid up | 11,099,625        | 1,109.96        | 11,099,625        | 1,109.96        |
| <b>Total</b>                              | <b>11,099,625</b> | <b>1,109.96</b> | <b>11,099,625</b> | <b>1,109.96</b> |

### Note 1.1

#### Reconciliation of the number of shares outstanding at the beginning and at the end of year

| Equity Shares                                   | As at 31.03.2013  |                 | As at 31.03.2012 |             |
|---|-------------------|-----------------|------------------|-------------|
|   | Number            | Rs. in lacs     | Number           | Rs. in lacs |
| Shares outstanding at the beginning of the year | 11,099,625        | 1,109.96        | 11,099,625       | 1,109.96    |
| Add :Shares Issued during the year              | -                 | -               | -                | -           |
| Less :Shares bought back during the year        | -                 | -               | -                | -           |
| Shares outstanding at the end of the year       | <b>11,099,625</b> | <b>1,109.96</b> | 11,099,625       | 1,109.96    |

### Note 1.2

The company has only one Class of Equity shares having par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by each shareholder.

### Note 1.3

#### Disclosure of shareholders holding more than 5% of the aggregate shares in the company

| Sr. No. | Particulars                  | As at 31.03.2013   |              |
|---------|------------------------------|--------------------|--------------|
|         |                              | No. of Shares held | % of Holding |
| 1       | Groovy Trading Pvt. Ltd.     | 1,426,150          | 12.85        |
| 2       | Nalwa Sons Investments Ltd.  | 1,137,118          | 10.24        |
| 3       | Vrindavan Services Pvt. Ltd. | 642,400            | 5.79         |

| Sr. No. | Particulars                          | As at 31.03.2012   |              |
|---------|--------------------------------------|--------------------|--------------|
|         |                                      | No. of Shares held | % of Holding |
| 1       | Groovy Trading Pvt. Ltd.             | 1,426,150          | 12.85        |
| 2       | Nalwa Sons Investments Ltd.          | 1,137,118          | 10.24        |
| 3       | Swiss Finance Corpn (Mauritius) Ltd. | 657,647            | 5.92         |
| 4       | Vrindavan Services Pvt. Ltd.         | 642,400            | 5.79         |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

**Note 2**  
**Reserves and surplus**

| Particulars   | As at<br>31.03.2013<br>Rs. in lacs | As at<br>31.03.2012<br>Rs. in lacs |
|---|------------------------------------|------------------------------------|
| <b>a. Share Options</b>   |                                    |                                    |
| <b>Outstanding Account:</b>   |                                    |                                    |
| <b>(Refer Note 15 (II) - 10)</b>  | <b>1.37</b>                        | 30.24                              |
| Less: Deferred Compensation   | <b>0.82</b>                        | 7.56                               |
| Balance as at the end of the year   | <b>0.55</b>                        | 22.68                              |
| <b>b. General Reserve:</b>  |                                    |                                    |
| Balance as at the beginning of the year   | <b>51,557.20</b>                   | 51,557.20                          |
| Add: Transfer from Share Options Outstanding Account (Refer Note 15 (II) - 10)            | <b>29.58</b>                       | -                                  |
| Balance as at the end of the year   | <b>51,586.78</b>                   | 51,557.20                          |
| <b>c. Reserve Fund (As required by Section 45-IC of Reserve Bank of India Act, 1934):</b> |                                    |                                    |
| Balance as at the beginning of the year   | <b>2,845.20</b>                    | 2,311.55                           |
| Add: Current Year Transfer  | <b>433.75</b>                      | 533.65                             |
| Balance as at the end of the year   | <b>3,278.95</b>                    | 2,845.20                           |
| <b>d. Surplus in the statement of profit and loss:</b>                                    |                                    |                                    |
| Balance as at the beginning of the year   | <b>11,410.45</b>                   | 9,275.86                           |
| Net Profit for the current year   | <b>2,168.49</b>                    | 2,668.24                           |
| <b>Appropriations:</b>  |                                    |                                    |
| Transfer to Reserve Fund  | <b>433.75</b>                      | 533.65                             |
| Balance as at the end of the year   | <b>13,145.19</b>                   | 11,410.45                          |
| <b>Total</b>  | <b>68,011.47</b>                   | 65,835.53                          |

**Note 3**  
**Long term provisions**

| Particulars   | As at<br>31.03.2013<br>Rs. in lacs | As at<br>31.03.2012<br>Rs. in lacs |
|---|------------------------------------|------------------------------------|
| a. Provision for employee benefits                    | <b>23.64</b>                       | 15.72                              |
| b. Others   |                                    |                                    |
| Provision for Diminution in Value of Investments      | <b>3.80</b>                        | 3.80                               |
| Provision for Standard Assets (Refer Note 15(II) - 4) | <b>24.17</b>                       | 18.25                              |
| Provision for Doubtful Loans                          | <b>60.00</b>                       | -                                  |
| <b>Total</b>  | <b>111.61</b>                      | 37.77                              |

**Note 4**  
**Other current liabilities**

| Particulars       | As at<br>31.03.2013<br>Rs. in lacs | As at<br>31.03.2012<br>Rs. in lacs |
|-------------------|------------------------------------|------------------------------------|
| a. Statutory Dues | <b>5.93</b>                        | 5.65                               |
| b. Others         | <b>3.34</b>                        | 4.04                               |
| <b>Total</b>      | <b>9.27</b>                        | 9.69                               |

**Note 5**  
**Short term provisions**

| Particulars   | As at<br>31.03.2013<br>Rs. in lacs | As at<br>31.03.2012<br>Rs. in lacs |
|---|------------------------------------|------------------------------------|
| a. Provision for employee benefits                    | <b>52.93</b>                       | 48.38                              |
| b. Others   |                                    |                                    |
| Provision for Standard Assets (Refer Note 15(II) - 4) | <b>13.54</b>                       | 13.93                              |
| <b>Total</b>  | <b>66.47</b>                       | 62.31                              |

**Note 6**  
**Fixed Assets**

(Rs. in Lacs)

| Particulars            | Gross Block              |                        |                          | Accumulated Depreciation |                                  |                          | Net Block                |                          |
|------------------------|--------------------------|------------------------|--------------------------|--------------------------|----------------------------------|--------------------------|--------------------------|--------------------------|
|                        | Balance as at 01.04.2012 | Additions/ (Disposals) | Balance as at 31.03.2013 | Balance as at 01.04.2012 | Depreciation charge for the year | Balance as at 31.03.2013 | Balance as at 31.03.2013 | Balance as at 31.03.2012 |
| <b>Tangible assets</b> |                          |                        |                          |                          |                                  |                          |                          |                          |
| Computer               | 1.85                     | -                      | <b>1.85</b>              | 1.70                     | 0.15                             | <b>1.85</b>              | -                        | 0.15                     |
| <b>Total</b>           | 1.85                     | -                      | <b>1.85</b>              | 1.70                     | 0.15                             | <b>1.85</b>              | -                        | 0.15                     |
| Previous Year          | 1.85                     | -                      | 1.85                     | 1.60                     | 0.10                             | 1.70                     | 0.15                     |                          |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Note 7

#### Non current investments (Long term)

| Name of Body corporates   | Face Value Rupees | As at 31.03.2013 |                    | As at 31.03.2012 |                    |
|---|-------------------|------------------|--------------------|------------------|--------------------|
|   |                   | Nos.             | Amount Rs. in lacs | Nos.             | Amount Rs. in lacs |
| <b>Non Trade Investments:</b>   |                   |                  |                    |                  |                    |
| <b>Quoted Equity Shares :</b>   |                   |                  |                    |                  |                    |
| <b><u>In associates:</u></b>  |                   |                  |                    |                  |                    |
| JSW Steel Ltd.  | 10                | 17,284,923       | 34,961.35          | 17,284,923       | 34,961.35          |
| <b><u>In others:</u></b>  |                   |                  |                    |                  |                    |
| Jindal Steel & Power Ltd.   | 1                 | 3,685,800        | 198.61             | 3,685,800        | 198.61             |
| Jindal Stainless Ltd.   | 2                 | 460,720          | 84.43              | 460,720          | 84.43              |
| Nalwa Sons Investments Ltd.   | 10                | 25,014           | 31.46              | 25,014           | 31.46              |
| JSW Energy Ltd.   | 10                | 445              | 0.02               | 445              | 0.02               |
|   |                   |                  | <b>35,275.87</b>   |                  | <b>35,275.87</b>   |
| <b>Unquoted Equity Shares :</b>   |                   |                  |                    |                  |                    |
| <b><u>In associates:</u></b>  |                   |                  |                    |                  |                    |
| Sun Investments Pvt. Ltd.   | 10                | 32,456,800       | 10,612.01          | 32,456,800       | 10,612.01          |
| Jindal Coated Steel Pvt. Ltd.   | 10                | 11,000,000       | 885.08             | 11,000,000       | 885.08             |
| Jindal Overseas Pte. Ltd.   | S\$1              | 153,000          | 3.80               | 153,000          | 3.80               |
|   |                   |                  | <b>11,500.89</b>   |                  | <b>11,500.89</b>   |
| <b>Unquoted Preference Shares :</b>   |                   |                  |                    |                  |                    |
| <b><u>In others:</u></b>  |                   |                  |                    |                  |                    |
| 5% Non-Cumulative Preference shares of Reynold Traders Pvt. Ltd.                    | 100               | 400,000          | 400.00             | 400,000          | 400.00             |
| 8% Cumulative Optionally Convertible Preference Shares of JSW Investments Pvt. Ltd. | 10                | 65,600,000       | 6,560.00           | 65,600,000       | 6,560.00           |
|   |                   |                  | <b>6,960.00</b>    |                  | <b>6,960.00</b>    |
| <b>Total</b>  |                   |                  | <b>53,736.76</b>   |                  | <b>53,736.76</b>   |
| Aggregate Value of Quoted Investments - At Cost                                     |                   |                  | <b>35,275.87</b>   |                  | 35,275.87          |
| - At Market Value   |                   |                  | <b>129,137.99</b>  |                  | 145,371.17         |
| Aggregate Value of Unquoted Investments - At Cost                                   |                   |                  | <b>18,460.89</b>   |                  | 18,460.89          |
| Aggregate provision for diminution in value of Investments (Refer Note 15(l) - d)   |                   |                  | <b>3.80</b>        |                  | 3.80               |

#### **Notes :**

- 1) All Investments are fully paid up and valued at cost, unless stated otherwise.
- 2) 5,951,692 (previous year : 2,151,363) equity shares of JSW Steel Ltd. are pledged as security in favour of lenders for financial assistance given by them to JSW Techno Projects Management Ltd.
- 3) 1,700,000 (previous year : 1,700,000) equity shares of JSW Steel Ltd. are subject to Non Disposal Undertaking (NDU) in favour of lenders for financial assistance given by them to JSW Investments Pvt. Ltd.
- 4) 1,695,300 (previous year : Nil) equity shares of JSW Steel Ltd. are pledged as security in favour of lenders for financial assistance given by them to JSW Investments Pvt. Ltd.
- 5) 460,720 (previous year : 460,720) equity shares of Jindal Stainless Ltd. are pledged as security in favour of lenders for financial assistance given by them to Jindal Stainless Ltd.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

## Note 8

## Long term loans and advances

| Particulars                           | As at<br>31.03.2013<br>Rs. in lacs | As at<br>31.03.2012<br>Rs. in lacs |
|---------------------------------------|------------------------------------|------------------------------------|
| <b>Unsecured, considered good</b>     |                                    |                                    |
| Loans and advances to related parties | 366.00                             | 215.50                             |
| Loans to body corporates              | 9,240.00                           | 7,085.00                           |
| <b>Unsecured, considered doubtful</b> |                                    |                                    |
| Loans and advances to related parties | 60.00                              | -                                  |
| <b>Total</b>                          | <b>9,666.00</b>                    | <b>7,300.50</b>                    |

## Note 9

## Trade receivables

| Particulars                                   | As at<br>31.03.2013<br>Rs. in lacs | As at<br>31.03.2012<br>Rs. in lacs |
|---|------------------------------------|------------------------------------|
| <b>Unsecured, considered good</b>             |                                    |                                    |
| Outstanding for a period exceeding six months | -                                  | -                                  |
| Others  | 290.97                             | 303.06                             |
| <b>Total</b>                                  | <b>290.97</b>                      | <b>303.06</b>                      |

## Note 10

## Cash and bank balances

| Particulars  | As at<br>31.03.2013<br>Rs. in lacs | As at<br>31.03.2012<br>Rs. in lacs |
|--|------------------------------------|------------------------------------|
| <b>Cash &amp; Cash Equivalents :</b>                                 |                                    |                                    |
| Balances with banks in Current Accounts                              | 131.85                             | 31.85                              |
| Earmarked Balances (unclaimed Fractional Shares entitlement account) | 0.90                               | 0.90                               |
| <b>Total</b>   | <b>132.75</b>                      | <b>32.75</b>                       |

## Note 11

## Short term loans and advances

| Particulars                       | As at<br>31.03.2013<br>Rs. in lacs | As at<br>31.03.2012<br>Rs. in lacs |
|-----------------------------------|------------------------------------|------------------------------------|
| <b>Unsecured, considered good</b> |                                    |                                    |
| Loans to body corporates          | 5,416.05                           | 5,571.05                           |
| Other loans and advances :        |                                    |                                    |
| Income tax receivable (net)       | 66.24                              | 110.98                             |
| Others                            | 0.01                               | 0.05                               |
| <b>Total</b>                      | <b>5,482.30</b>                    | <b>5,682.08</b>                    |

## Note 12

## Revenue from operations

| Particulars                                  | For the<br>year ended<br>31.03.2013<br>Rs. in lacs | For the<br>year ended<br>31.03.2012<br>Rs. in lacs |
|--|--|--|
| Dividend Income (from long term investments) | 1,355.34   | 2,172.69   |
| Interest                                     | 1,385.63   | 997.92   |
| Pledge fees received                         | 198.72   | 37.37  |
| <b>Total</b>                                 | <b>2,939.69</b>                                    | <b>3,207.98</b>                                    |

## Note 13

## Employees benefit expenses

| Particulars                               | For the<br>year ended<br>31.03.2013<br>Rs. in lacs | For the<br>year ended<br>31.03.2012<br>Rs. in lacs |
|---|--|--|
| Salaries, Bonus etc.                      | 174.63   | 171.21   |
| Contribution to Provident and other funds | 7.55   | 6.83   |
| ESOP Expenses                             | 7.45   | 13.44  |
| Other Staff Welfare Expenses              | 0.32   | 0.39   |
| <b>Total</b>                              | <b>189.95</b>                                      | <b>191.87</b>                                      |

## Note 14

## Office, administrative &amp; other expenses

| Particulars                                    | For the<br>year ended<br>31.03.2013<br>Rs. in lacs | For the<br>year ended<br>31.03.2012<br>Rs. in lacs |
|--|--|--|
| Advertisement Expenses                         | 2.13   | 2.06   |
| Donations                                      | 10.00  | -  |
| Travelling & Conveyance                        | 1.33   | 0.95   |
| Vehicle Expenses                               | 2.20   | 1.54   |
| Printing & Stationery                          | 2.50   | 2.15   |
| Postage & Telegram                             | 2.86   | 2.81   |
| Legal & Professional Fees                      | 3.79   | 2.18   |
| Auditors' Remuneration (Refer Note 15(II) - 6) | 3.67   | 3.41   |
| Demat & Custodial Charges                      | 2.41   | 2.30   |
| Listing Fees                                   | 1.32   | 1.30   |
| Share Transfer Agent Expenses                  | 3.24   | 4.02   |
| Provision for doubtful loans                   | 60.00  | -  |
| Director's Sitting Fees                        | 2.62   | 2.60   |
| Miscellaneous Expenses                         | 1.34   | 1.07   |
| <b>Total</b>                                   | <b>99.41</b>                                       | <b>26.39</b>                                       |

## Note 15

### SIGNIFICANT ACCOUNTING POLICIES AND OTHER NOTES FORMING PART OF THE FINANCIAL STATEMENTS

#### I. Accounting Policies :

##### (a) General

- (i) The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on an accrual basis and under the historical cost convention.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

- (ii) The Company follows mercantile system of accounting and recognizes Income & Expenditure on accrual basis except dividend, which is accounted when the right to receive the same is established, and those with significant uncertainties and in accordance with the applicable accounting standards.
- (iii) All the assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule VI to the Companies Act, 1956. Based on the nature of business operations, the Company has ascertained its operating cycle as 12 months for the purpose of current-noncurrent classification of assets and liabilities.
- (iv) Advances are classified as "Performing Assets" and "Non Performing Assets" as per the directions issued by the Reserve Bank of India. Provision for Advances is made as per the directions issued by the Reserve Bank of India.

##### (b) Fixed Assets

Fixed assets are stated at cost of acquisition, including any attributable cost for bringing the assets to its working conditions for its intended use, less accumulated depreciation.

##### (c) Depreciation

The Company provides depreciation on assets on the written down value method on pro-rata basis at the rates prescribed in Schedule XIV to the Companies Act, 1956.

##### (d) Investments

Long term Investments are stated at cost. In case, there is a diminution in the value of investments other than temporary in nature, a provision for the same is made in the accounts.

##### (e) Employee Benefits

- (i) Provident Fund is a defined contribution scheme and the contributions are charged to the Statement of Profit & Loss of the year when the contributions to the respective funds are due.
- (ii) Gratuity liability are defined benefit obligations and are provided for on the basis of an actuarial valuation as per AS 15 (Revised) made at the end of each financial year based on the projected unit credit method.
- (iii) Long term compensated absences are provided for based on actuarial valuation.
- (iv) Actuarial gains/losses are immediately taken to the Statement of Profit and Loss and are not deferred.

##### (f) Earnings per Share

The Company reports basic and diluted Earnings per share (EPS) in accordance with Accounting Standard - 20 on "Earnings per Share". Basic EPS is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year. Diluted EPS is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

##### (g) Taxes on Income

Current tax is determined as the amount of tax payable in respect of taxable income for the year in accordance with the Income Act, 1961.

The deferred tax for timing difference between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted as of the Balance Sheet date. Deferred tax assets arising from timing differences are recognized to the extent there is reasonable certainty that this would be realized in future.

##### (h) Contingent Liabilities

The Company creates a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require outflow of resources. When there is a possible obligation or present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

##### (i) Stock Based Compensation

The compensation cost of stock options granted to employees is calculated using the intrinsic value of the stock options. The compensation expense is amortized uniformly over the vesting period of the option.

## II. Other Notes forming part of Financial Statements

1. The company has become a "Core Investment Company" (CIC) in terms of Core Investment Companies (Reserve Bank) Directions, 2011. However, pending deregistration of the company as a Non Banking Financial Company (NBFC) by Reserve Bank of India (RBI), the company has continued to comply with requirements prescribed by RBI for a NBFC.

2. In the opinion of the Management, the current assets and other non-current assets have a value on realization in the ordinary course of business, at least equal to the amount at which they are stated in the Balance Sheet. Provision for all known liabilities is adequate and not in excess of what is required.

3. Contingent Liabilities not provided in respect of :

| Particulars                | Current Year<br>Rs. In Lacs | Previous Year<br>Rs. In Lacs |
|----------------------------|-----------------------------|------------------------------|
| Disputed Income tax Demand | 102.00                      | 91.49                        |
| <b>Total</b>               | <b>102.00</b>               | <b>91.49</b>                 |

4. Provision for Standard Assets is made at 0.25 per cent of the outstanding standard assets as at 31<sup>st</sup> March, 2013 in terms of Notification no.DNBS.222/CGM(US)-2011 dated 17-01-2011 issued by Reserve Bank of India.

5. The Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid/ payable as required under the said act have not been given.

6. Remuneration to the Auditors :

(Including Service Tax)

| Particulars            | Current Year<br>Rs. In Lacs | Previous Year<br>Rs. In Lacs |
|------------------------|-----------------------------|------------------------------|
| Audit Fees             | 2.25                        | 1.90                         |
| Tax Audit Fees         | 0.22                        | 0.19                         |
| Other services         | 0.34                        | 0.55                         |
| Limited Review Fees    | 0.74                        | 0.66                         |
| Out of pocket expenses | 0.12                        | 0.11                         |
| <b>TOTAL</b>           | <b>3.67</b>                 | <b>3.41</b>                  |

7. Gratuity (Non-Funded) :

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service.

The following tables summarize the components of net benefit expense recognised in the Statement of Profit and

Loss and the funded status and amounts recognised in the balance sheet.

Statement of Profit and Loss:

Net employee benefit expense (recognised in Employee Cost) :

| Particulars  | Current Year<br>Rs. In Lacs | Previous Year<br>Rs. In Lacs |
|--|-----------------------------|------------------------------|
| Current service cost                               | 1.07                        | 1.15                         |
| Interest cost on benefit obligation                | 1.63                        | 1.47                         |
| Expected return on plan assets                     | -                           | -                            |
| Net actuarial (gain) / loss recognized in the year | 2.42                        | 0.80                         |
| Past service cost                                  | -                           | -                            |
| Net benefit expense                                | 5.12                        | 3.42                         |
| Actual return on plan assets                       | NA                          | NA                           |

Changes in the present value of the defined benefit obligation are as follows :

| Particulars                               | Current Year<br>Rs. In Lacs | Previous Year<br>Rs. In Lacs |
|---|-----------------------------|------------------------------|
| Opening defined benefit obligation        | 15.70                       | 12.28                        |
| Interest cost                             | 1.07                        | 1.47                         |
| Current service cost                      | 1.63                        | 1.15                         |
| Benefits paid                             | -                           | -                            |
| Actuarial (gains) / losses on obligation  | 2.42                        | 0.80                         |
| <b>Closing defined benefit obligation</b> | <b>20.82</b>                | <b>15.70</b>                 |

The principal assumptions used in determining gratuity and post-employment medical benefit obligations for the Company's plans are shown below :

| Particulars            | Current Year<br>% | Previous Year<br>% |
|------------------------|-------------------|--------------------|
| Discount Rate          | 8                 | 8                  |
| Salary Escalation Rate | 6                 | 6                  |

8. Deferred Tax Asset/(Liability) comprises timing difference on account of :

| Particulars                              | Current Year<br>Rs. In Lacs | Previous Year<br>Rs. In Lacs |
|--|-----------------------------|------------------------------|
| Deferred Tax Liability :<br>Depreciation | -                           | 0.04                         |
| <b>Total</b>                             | <b>-</b>                    | <b>0.04</b>                  |

9. Segment Reporting:

Based on guiding principles given in Accounting Standard - 17 'Segment Reporting' notified under the Companies (Accounting Standards) Rules, 2006, the Company's primary business segment is Investing & Financing.

These activities mainly have similar risks and returns. As company's business activities fall within a single primary business segment, the disclosure requirements of AS-17 in this regard are not applicable.

10. Employee Share based Payment Plans:

As on 31<sup>st</sup> March, 2013, the Company has share-based payments arrangements, which are described below:

| Particulars  | Current Year   | Previous Year   |
|--|--|---|
|  | <b>JSW Holdings Employees Stock Ownership Plan - 2012 (Refer Note below)</b> | JSW Holdings Employees Stock Ownership Plan - 2010 (Refer Note below) |
| <b>Date of Grant</b>   | <b>21<sup>st</sup> July, 2012</b>  | 1 <sup>st</sup> October, 2010   |
| <b>Outstanding as at beginning of the year:</b>                                    |  |   |
| 1) Shares of JSW Steel Ltd.  | Nil  | 7,462   |
| 2) Shares of JSW Energy Ltd.   | Nil  | 107,906   |
| <b>Granted during the year :</b>   |  |   |
| 1) Shares of JSW Steel Ltd.  | 19,770   | Nil   |
| 2) Shares of JSW Energy Ltd.   | 359,261  | Nil   |
| <b>Forfeited during the year</b>   | Nil  | Nil   |
| <b>Exercised during the year</b>   | Nil  | Nil   |
| <b>Outstanding as at end of the year :</b>   |  |   |
| 1) Shares of JSW Steel Ltd.  | 19,770   | 7,462   |
| 2) Shares of JSW Energy Ltd.   | 359,261  | 107,906   |
| Vesting Period   | <b>Graded vesting over 3 years</b>   | Graded vesting over 3 years   |
| Method of settlement   | <b>Cash</b>  | Cash  |
| <b>Exercise Price :</b>  |  |   |
| 1) Shares of JSW Steel Ltd.  | <b>Rs.700 per share</b>  | Rs.1,100 per share  |
| 2) Shares of JSW Energy Ltd.<br>For 265,250 shares (1 <sup>st</sup> Initial grant) | <b>Rs.65 per share</b>   | Rs.105 per share  |
| For 94,011 shares (2 <sup>nd</sup> yearly grant)                                   | <b>Rs. 52.35 per share</b>   | Rs.105 per share  |

**Note :**

During the year, the company has introduced new ESOP plan "JSW Holdings Employees Stock Ownership Plan - 2012" and discontinued the earlier ESOP Plan "JSW Holdings Employees Stock Ownership Plan - 2010". Consequently, an amount of Rs.29.58 Lacs has been transferred from Share Option Outstanding Account to General Reserve as prescribed by the relevant guidance note.

11. Related Party Disclosures, as required by Accounting Standard (AS) 18 :

a) Parties with whom the Company has entered into transactions during the year.

- i) Associates/Enterprises where control/significant influence exists :  
JSW Steel Ltd.  
Sun Investments Pvt. Ltd.  
Jindal Coated Steel Pvt. Ltd.  
JSW Holdings Employees Welfare Trust
- ii) Key Management Personnel  
Mr. K N Patel

b) Related Party Transactions:

(Rs. in Lacs)

| Nature of Transactions with Related party's name                              | Associates/Enterprises where control/significant influence exists | Key Management Personnel  | Total                         |
|---|---|---------------------------|-------------------------------|
| <b>Dividend Received :</b><br>JSW Steel Ltd.                                  | <b>1,296.37</b><br>(2,117.40)                                     | <b>Nil</b><br>(Nil)       | <b>1,296.37</b><br>(2,117.40) |
| <b>Remuneration Paid :</b><br>Mr. K.N. Patel                                  | <b>Nil</b><br>(Nil)   | <b>145.71</b><br>(163.13) | <b>145.71</b><br>(163.13)     |
| <b>Loans Given :</b><br>Sun Investments Pvt. Ltd.                             | <b>Nil</b><br>(1,907.50)  | <b>Nil</b><br>(Nil)       | <b>Nil</b><br>(1,907.50)      |
| JSW Holdings Employees Welfare Trust  | <b>210.50</b><br>(17.50)  | <b>Nil</b><br>(Nil)       | <b>210.50</b><br>(17.50)      |
| <b>Loans Received Back:</b><br>Sun Investments Pvt. Ltd.                      | <b>Nil</b><br>(1,907.50)  | <b>Nil</b><br>(Nil)       | <b>Nil</b><br>(1,907.50)      |
| JSW Holdings Employees Welfare Trust  | <b>Nil</b><br>(2.00)  | <b>Nil</b><br>(Nil)       | <b>Nil</b><br>(2.00)          |
| <b>Interest Received :</b><br>Sun Investments Pvt. Ltd.                       | <b>Nil</b><br>(81.84)   | <b>Nil</b><br>(Nil)       | <b>Nil</b><br>(81.84)         |
| <b>Provision for Doubtful Loans :</b><br>JSW Holdings Employees Welfare Trust | <b>60.00</b><br>(Nil)   | <b>Nil</b><br>(Nil)       | <b>60.00</b><br>(Nil)         |

c) Closing Balances of Related Parties :

(Rs. in Lacs)

| <b>Investments made :</b>                                |                                 |                     |                                 |
|--|---------------------------------|---------------------|---------------------------------|
| JSW Steel Ltd.   | <b>34,961.35</b><br>(34,961.35) | <b>Nil</b><br>(Nil) | <b>34,961.35</b><br>(34,961.35) |
| Sun Investments Pvt. Ltd.                                | <b>10,612.01</b><br>(10,612.01) | <b>Nil</b><br>(Nil) | <b>10,612.01</b><br>(10,612.01) |
| Jindal Coated Steel Pvt. Ltd.                            | <b>885.08</b><br>(885.08)       | <b>Nil</b><br>(Nil) | <b>885.08</b><br>(885.08)       |
| Jindal Overseas Pte. Ltd.                                | <b>3.80</b><br>(3.80)           | <b>Nil</b><br>(Nil) | <b>3.80</b><br>(3.80)           |
| <b>Provision for Diminution in value of Investments:</b> |                                 |                     |                                 |
| Jindal Overseas Pte. Ltd.                                | <b>3.80</b><br>(3.80)           | <b>Nil</b><br>(Nil) | <b>3.80</b><br>(3.80)           |
| <b>Provision for Doubtful Loan:</b>                      |                                 |                     |                                 |
| JSW Holdings Employees Welfare Trust                     | <b>60.00</b><br>(Nil)           | <b>Nil</b><br>(Nil) | <b>60.00</b><br>(Nil)           |
| <b>Loans/Advances Given :</b>                            |                                 |                     |                                 |
| JSW Holdings Employees Welfare Trust                     | <b>426.00</b><br>(215.50)       | <b>Nil</b><br>(Nil) | <b>426.00</b><br>(215.50)       |

**Notes:**

Figures in brackets represent previous year's figures.

12. Computation of Basic and Diluted Earnings per share :

| Particulars   | Current Year      | Previous Year |
|---|-------------------|---------------|
| Profit after Tax (As per the Statement of Profit and Loss) (Rs. In Lacs)          | <b>2,168.49</b>   | 2,668.24      |
| Weighted Average Number of shares for calculating EPS                             | <b>11,099,625</b> | 11,099,625    |
| Earnings Per Share (Basic and Diluted) (Face Value – Rs. 10/- per share) (Rupees) | <b>19.54</b>      | 24.04         |

13. The additional Information pursuant to Schedule VI to the Companies Act, 1956 are either Nil or Not Applicable.

14. Previous year figures have been reclassified/regrouped, wherever necessary, to conform to current year's classification.

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

**N. K. JAIN**  
Director

**K. N. PATEL**  
Jt. Managing Director & CEO

**DEEPAK BHAT**  
Company Secretary

Place : Mumbai  
Date : 26<sup>th</sup> April, 2013



**Schedule to the Balance Sheet of a Non Deposit taking Non-Banking Financial Company**

*(as required in terms of Paragraph 13 of Non-Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007)*

(Rs. in Lacs)

| <b>Particulars</b> |   |                           |                           |
|--------------------|---|---------------------------|---------------------------|
|                    | <b>Liabilities side :</b>   | <b>Amount Outstanding</b> | <b>Amount Overdue</b>     |
| (1)                | Loans and advances availed by the Non Banking Financial Company inclusive of interest accrued thereon but not paid:<br><br>(a) Debentures : Secured<br>: Unsecured<br>(other than falling within the meaning of public deposits*)<br><br>(b) Deferred Credits<br>(c) Term Loans<br>(d) Inter-corporate loans and borrowing<br>(e) Commercial Paper<br>(f) Other Loans (specify nature)<br>* Please see Note 1 below   | } Nil                     | } Nil                     |
|                    | <b>Assets side :</b>  |                           | <b>Amount outstanding</b> |
| (2)                | Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :   |                           |                           |
|                    | (a) Secured<br>(b) Unsecured  |                           | -<br><b>15,082.05</b>     |
| (3)                | Break up of Leased Assets and stock on hire and other assets counting towards AFC activities<br>(i) Lease assets including lease rentals under sundry debtors :<br>(a) Financial lease<br>(b) Operating lease<br>(ii) Stock on hire including hire charges under sundry debtors:<br>(a) Assets on hire<br>(b) Repossessed Assets<br>(iii) Other loans counting towards AFC activities<br>(a) Loans where assets have been repossessed<br>(b) Loans other than (a) above | } Nil                     | } Nil                     |
| (4)                | Break-up of Investments :<br><u>Current Investments :</u><br>1. <u>Quoted :</u><br>(i) Shares : (a) Equity<br>(b) Preference<br>(ii) Debentures and Bonds<br>(iii) Units of mutual funds<br>(iv) Government Securities<br>(v) Others (please specify)<br>2. <u>Unquoted :</u><br>(i) Shares : (a) Equity<br>(b) Preference<br>(ii) Debentures and Bonds<br>(iii) Units of mutual funds<br>(iv) Government Securities<br>(v) Others (please specify)                     | } Nil                     | } Nil                     |

| Particulars                    |  |                  |
|--------------------------------|--|------------------|
| <u>Long Term investments :</u> |  |                  |
| 1. <u>Quoted :</u>             |  | <b>35,275.87</b> |
| (i) Shares : (a) Equity        |  | -                |
| (b) Preference                 |  | -                |
| (ii) Debentures and Bonds      |  | -                |
| (iii) Units of mutual funds    |  | -                |
| (iv) Government Securities     |  | -                |
| (v) Others (please specify)    |  | -                |
| 2. <u>Unquoted :</u>           |  | <b>11,500.89</b> |
| (i) Shares : (a) Equity        |  | <b>6,960.00</b>  |
| (b) Preference                 |  | -                |
| (ii) Debentures and Bonds      |  | -                |
| (iii) Units of mutual funds    |  | -                |
| (iv) Government Securities     |  | -                |
| (v) Others (please specify)    |  | -                |
|                                |  | <b>53,736.76</b> |

(5) Borrower group-wise classification of assets financed as in (2) and (3) above :  
Please see Note 2 below

| Category                        | Amount net of provisions |                  |                  |
|---------------------------------|--------------------------|------------------|------------------|
|                                 | Secured                  | Unsecured        | Total            |
| 1. Related Parties **           |                          |                  |                  |
| (a) Subsidiaries                | -                        | -                | -                |
| (b) Companies in the same group | -                        | -                | -                |
| (c) Other related parties       | -                        | <b>366.00</b>    | <b>366.00</b>    |
| 2. Other than related parties   | -                        | <b>14,656.05</b> | <b>14,656.05</b> |
| <b>Total</b>                    | -                        | <b>15,022.05</b> | <b>15,022.05</b> |

(6) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):  
Please see Note 3 below

| Category                        | Market Value / Break up or fair value or NAV | Book Value (Net of Provisions) |
|---------------------------------|--|--------------------------------|
| 1. Related Parties **           |  |                                |
| (a) Subsidiaries                | -  | -                              |
| (b) Companies in the same group | -  | -                              |
| (c) Other related parties       | <b>127,427.07</b>                            | <b>46,458.44</b>               |
| 2. Other than related parties   | <b>20,168.02</b>                             | <b>7,274.52</b>                |
| <b>Total</b>                    | <b>1,47,595.09</b>                           | <b>53,732.96</b>               |

\*\* As per Accounting Standard of ICAI (Please see Note 3)

(7) Other information :

(Rs. in Lacs)

| Particulars |   | Amount |
|-------------|---|--------|
| (i)         | Gross Non-Performing Assets             |        |
|             | (a) Related parties                     | -      |
|             | (b) Other than related parties          | -      |
| (ii)        | Net Non-Performing Assets               | -      |
|             | (a) Related parties                     | -      |
|             | (b) Other than related parties          | -      |
| (iii)       | Assets acquired in satisfaction of debt | -      |

Notes:

- As defined in Paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- Provisioning norms as prescribed in the Non-Banking Financial (Non- Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 have been followed.
- All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value/NAV in respect of unquoted investments are disclosed irrespective of whether they are classified as long term or current in (4) above.

**Additional Disclosures by a Systemically Important Non-Deposit taking Non-Banking Financial Company as required by Non-Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007**

1) Capital to Risk Assets Ratio (CRAR)

| Items |                            | Current Year | Previous Year |
|-------|----------------------------|--------------|---------------|
| (i)   | CRAR (%)                   | 111.80       | 94.11         |
| (ii)  | CRAR - Tier I Capital (%)  | 111.74       | 94.11         |
| (iii) | CRAR - Tier II Capital (%) | 0.06         | Nil           |

2) Exposure to Real Estate Sector

| Category |  | Current Year | Previous Year |
|----------|--|--------------|---------------|
| (a)      | Direct Exposure :  |              |               |
| (i)      | Residential Mortgages-   | Nil          | Nil           |
|          | Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented.: (Individual housing loans up to Rs.15 lacs may be shown separately)   | Nil          | Nil           |
| (ii)     | Commercial Real Estate-  | Nil          | Nil           |
|          | Lending secured by mortgages on commercial real estates (office buildings, retail space, multipurpose commercial premises., multi-family building, multi-tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.). Exposure would also include non- fund based (NFB) limits: | Nil          | Nil           |
| (iii)    | Investments in Mortgage Backed Securities (MBS) and other securitised exposures -  |              |               |
|          | a) Residential   | Nil          | Nil           |
|          | b) Commercial Real Estate  | Nil          | Nil           |
| (b)      | Indirect Exposure :  |              |               |
|          | Fund based and non-fund based exposures on National Housing Bank (NHB) and Housing Finance Companies (HFCs).   | Nil          | Nil           |

## 3) Maturity pattern of certain items of assets and liabilities

(Rs. in Lacs)

|                                | 1 day to 30/31 days one month | Over one month to 2 months | Over 2 months upto 3 months | Over 3 months to 6 months | Over 6 months to 1 year | Over 1 year to 3 years | Over 3 years to 5 years | Over 5 years | Total     |
|--------------------------------|-------------------------------|----------------------------|-----------------------------|---------------------------|-------------------------|------------------------|-------------------------|--------------|-----------|
| Liabilities :                  |                               |                            |                             |                           |                         |                        |                         |              |           |
| Borrowings from banks          | Nil                           | Nil                        | Nil                         | Nil                       | Nil                     | Nil                    | Nil                     | Nil          | Nil       |
| Market Borrowings              | Nil                           | Nil                        | Nil                         | Nil                       | Nil                     | Nil                    | Nil                     | Nil          | Nil       |
| Assets :                       |                               |                            |                             |                           |                         |                        |                         |              |           |
| Advances (net of NPA's)        | 104.85                        | Nil                        | Nil                         | 2,300.00                  | 3,011.20                | 9,606.00               | Nil                     | Nil          | 15,022.05 |
| Investments (net of Provision) | Nil                           | Nil                        | Nil                         | Nil                       | Nil                     | Nil                    | Nil                     | 53,732.96    | 53,732.96 |

For and on behalf of the Board of Directors

**N. K. JAIN**  
Director

**K. N. PATEL**  
Jt. Managing Director & CEO

**DEEPAK BHAT**  
Company Secretary

Place : Mumbai  
Date : 26<sup>th</sup> April, 2013

## Financial Highlights

|                                       | 2008-09   | 2009-10    | 2010-11    | 2011-12   | 2012-13          |
|---------------------------------------|-----------|------------|------------|-----------|------------------|
| <b>REVENUE ACCOUNTS (RS.IN LACS)</b>  |           |            |            |           |                  |
| Income                                | 4,087.89  | 703.41     | 2,406.63   | 3,207.98  | <b>2,939.69</b>  |
| Operating EBIDTA                      | 3,967.97  | 578.83     | 2,209.10   | 2,983.73  | <b>2,644.80</b>  |
| Depreciation                          | 0.39      | 0.29       | 0.17       | 0.10      | <b>0.15</b>      |
| Profit before Taxes                   | 3,967.58  | 578.54     | 2,208.93   | 2,983.63  | <b>2,644.65</b>  |
| Provision for Taxation                | 333.00    | 140.23     | 138.62     | 315.39    | <b>476.16</b>    |
| Profit Ater Taxes                     | 3,634.58  | 438.31     | 2,070.31   | 2,668.24  | <b>2,168.49</b>  |
| <b>CAPITAL ACCOUNTS (RS. IN LACS)</b> |           |            |            |           |                  |
| Gross Fixed Assets                    | 1.86      | 1.86       | 1.86       | 1.85      | <b>1.85</b>      |
| Net Fixed Assets                      | 0.72      | 0.43       | 0.26       | 0.15      | <b>-</b>         |
| Equity Capital                        | 1,109.96  | 1,109.96   | 1,109.96   | 1,109.96  | <b>1,109.96</b>  |
| Reserve & Surplus                     | 60,635.98 | 61,074.29  | 63,153.84  | 65,835.53 | <b>68,011.47</b> |
| Shareholders' Funds                   | 61,745.94 | 62,184.25  | 64,263.80  | 66,945.49 | <b>69,121.43</b> |
| <b>RATIOS</b>                         |           |            |            |           |                  |
| Book Value Per Share                  | 556.29    | 560.24     | 578.97     | 603.13    | <b>622.74</b>    |
| Market Price Per Share                | 256.50    | 1,740.95   | 937.90     | 746.30    | <b>403.35</b>    |
| Earning Per Share (Diluted ) Rs.      | 32.75     | 3.95       | 18.65      | 24.04     | <b>19.54</b>     |
| Market Capitalisation (Rs. in lacs)   | 28,470.54 | 193,238.92 | 104,103.38 | 82,836.50 | <b>44,770.34</b> |

# **JSW JINDAL SOUTH WEST HOLDINGS LIMITED**

Registered Office : Village : Vasind, Taluka : Shahapur, District : Thane - 421 604

26<sup>th</sup> April, 2013

Dear Shareholders,

### **Sub: Green Initiative in Corporate Governance**

The Ministry of Corporate Affairs ("Ministry") has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by Companies through electronic mode. In accordance with the Circulars bearing Nos.17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 issued by the Ministry, Companies can now send various notices / documents (including notice calling Annual General Meeting, Audited Financial Statements, Directors' Report, Auditors' Report, etc) to their shareholders through electronic mode to the registered e-mail addresses of the shareholders.

Further, SEBI vide its Circular dated October 5, 2011 also appraised the initiatives of the Ministry and permitted listed entities to supply soft copies of full annual reports to all those shareholders who have registered their email addresses for the purpose.

In spirit of the above Circulars, and as a part of the Company's Green Initiative, we henceforth propose to send all documents including the Annual Reports for the coming years, which inter alia, includes notice convening Annual General Meeting, Auditors' Report, Directors' Report and Financial Statements, in electronic form, to the email address registered by you and made available to us by the Depositories.

To support this Green Initiative of the Government, in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to fill the appropriate columns in the Green Initiative Form sent herewith and register the same with Sharepro Services (India) Pvt. Ltd. (Unit: Jindal South West Holdings Limited) 13AB, Samhita Warehousing Complex, 2nd Floor, Near Sakinaka Telephone Exchange, Andheri - Kurla Road, Sakinaka, Andheri (E), Mumbai – 400 072.

Best Regards,  
For Jindal South West Holdings Limited

**Deepak Bhat**  
Company Secretary

{Please cut here and send the Green Initiative Form to Sharepro Services (India) Pvt. Ltd.}

# **JSW JINDAL SOUTH WEST HOLDINGS LIMITED**

Registered Office : Village : Vasind, Taluka : Shahapur, District : Thane - 421 604

To,  
Sharepro Services (India) Pvt. Ltd.  
13 AB, Samhita Warehousing Complex,  
2nd Floor, Near Sakinaka Telephone Exchange,  
Andheri - Kurla Road, Sakinaka,  
Andheri (E), Mumbai - 400 072.

### **Green Initiative in Corporate Governance**

I/We agree to receive all communication from the Company in electronic mode. Please register my e-mail id in your records for sending the communication through email:

Registered Folio No./DP ID/Client ID : .....  
Name of 1<sup>st</sup> Registered Holder : .....  
Name of Joint Holder(s), if any : .....  
No. of shares held : .....  
E-mail ID (to be registered) : .....

Date: ..... Signature: .....

#### **Notes:**

1. On registration, all communications will be sent to the e-mail ID registered.
2. Shareholders are requested to keep the Company's Registrar - Sharepro Services (India) Private Limited informed as and when there is any change in the e-mail address.



**JSW JINDAL SOUTH WEST HOLDINGS LIMITED**

Registered Office : Village : Vasind, Taluka : Shahapur, District : Thane - 421 604

**ATTENDANCE SLIP**

**Twelfth Annual General Meeting - 29<sup>th</sup> June, 2013**

Regd. Folio No.....

\*\* DP ID .....

\*\* Client ID .....

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the **Twelfth Annual General Meeting** of the Company to be held on Saturday, the 29<sup>th</sup> day of June, 2013 at 11.00 a.m. at HRD Centre of JSW Steel Limited situated at Village Vasind, Taluka Shahapur, District Thane - 421 604.

\_\_\_\_\_  
\* Member's / Proxy's Name in Block Letters

\_\_\_\_\_  
\* Member's / Proxy's Signature

**Note :**

1. Member/Proxy must bring the Attendance Slip to the Meeting and hand it over, duly signed, at the registration counter.
2. The Copy of the Notice may please be brought to the Meeting Hall.

\* *Strike out whichever is not applicable.*

**JSW JINDAL SOUTH WEST HOLDINGS LIMITED**

Registered Office : Village : Vasind, Taluka : Shahapur, District : Thane - 421 604

**PROXY FORM**

**Twelfth Annual General Meeting - 29<sup>th</sup> June, 2013**

Regd. Folio No.....

\*\* DP ID .....

\*\* Client ID .....

I/We.....  
of.....being

a member/members of Jindal South West Holdings Limited, hereby appoint .....

.....of.....

or failing him/her.....

of.....

as my/our proxy to attend and vote for me/us on my/our behalf at the Twelfth Annual General Meeting of the Company to be held on Saturday, the 29<sup>th</sup> day of June, 2013 at 11.00 a.m. at HRD Centre of JSW Steel Limited situated at Village Vasind, Taluka Shahapur, District Thane - 421 604 and at any adjournment thereof.

Signed this ..... day of .....2013

**Notes :**

1. Proxy need not be a member.
2. Proxy form, complete in all respects, should reach the Company's Registered Office at Village Vasind, Taluka : Shahapur, District : Thane - 421 604, not less than 48 hours before the scheduled time of the meeting.

\*\* *Applicable only in case of investors holding shares in Electronic Form*

Signature \_\_\_\_\_

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**NOTES**

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# RESILIENCE AND GROWTH





# BOOK POST

If undelivered, please return to:

**Sharepro Services (India) Pvt. Ltd.**, 13 AB, Samhita Warehousing Complex, 2nd Floor, Near Sakinaka Telephone Exchange, Andheri-Kurla Road, Sakinaka, Andheri (E), Mumbai - 400 072