

**NALWA SONS INVESTMENTS LIMITED**  
Annual Report 2012-13



**Shri O.P. Jindal**

August 7, 1930 - March 31, 2005

O.P. Jindal Group - Founder and Futurist

## **Board of Directors**

### **Executive Director & Chief Executive Officer**

Mahender Kumar Goel

### **Directors**

R.G. Garg

Rajinder Parkash

Rakesh Garg

### **Company Secretary**

Bhartendu Harit

### **Bankers**

State Bank of India

Standard Chartered Bank

ICICI Bank Limited

### **Statutory Auditors**

Messrs N.C. Aggarwal & Co.

Chartered Accountants

### **REGISTERED OFFICE**

28, Najafgarh Road, Moti Nagar Industrial Area,

New Delhi-110 015 India

Phone : (011) 45021854, 45021812

Fax : (011) 25928118, 45021982

e-mail address for investors: investorcare@nalwasons.com

### **CORPORATE OFFICE**

Jindal Centre

12 Bhikaiji Cama Place, New Delhi-110 066, India

Phone : (011) 26188345-60,

Fax : (011) 26170691, 26161271

e-mail:info@jindalsteel.com

### **BRANCH OFFICE**

O.P. Jindal Marg, Hisar-125 005 (Haryana) India.

Phone : (01662) 222471-83,

Fax : (01662) 220499

e-mail:info.hisar@jindalsteel.com

## **42nd Annual General Meeting**

Date : 27th September, 2013

Day : Friday

Time : 03.30 p.m.

Place : N. C. Jindal Public School  
Road No. 73, West Punjabi Bagh  
New Delhi- 110 026

## **Contents**

Notice	2
Directors' Report	4
Corporate Governance Report	7
Management Discussion & Analysis	15
Auditors' Report	16
Balance Sheet	18
Profit & Loss A/c	19
Schedules & Notes to Accounts	20
Cash Flow Statement	33
Statement pursuant to section 212	34
Consolidatd Financial Statements	35

## Notice

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**NOTICE** is hereby given that the **42nd ANNUAL GENERAL MEETING** of the Shareholders of **NALWA SONS INVESTMENTS LIMITED** will be held **on Friday, the 27th day of September, 2013 at 03.30 p.m. at N.C. Jindal Public School, Road No. 73, West Punjabi Bagh, New Delhi – 110 026** to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the balance sheet as at 31st March, 2013 and the profit and loss account for the year ended on that date and the reports of the auditors and the Board of directors.
2. To appoint a director in place of Mr. Rajinder Parkash, who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint M/s. N.C. Aggarwal & Co., Chartered Accountants (Firm Regn. No. 003273N) as Statutory Auditors of the Company, to hold office from the conclusion of this annual general meeting to the conclusion of the next annual general meeting and to fix their remuneration.

By order of the Board

(Bhartendu Harit)  
Company Secretary

Registered Office:  
28, Najafgarh Road,  
Moti Nagar Industrial Area,  
New Delhi – 110 015  
May 30, 2013

**NOTES:**

- A. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.
- B. A blank proxy form is sent herewith.
- C. The instrument appointing the proxy should be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.

**ADDITIONAL INFORMATION:** As required in terms of clause 49 of the listing agreement.

**Brief Profile of the director, who retires by rotation and is eligible for re-appointment:**

**Mr. Rajinder Parkash** Mr. Rajinder Parkash, Director, holds diploma in mechanical engineering. He has over 40 years of experience in legal and corporate affairs.

**Outside Directorship:** Director of Nalwa Investments Limited and Jindal Steel & Alloys Limited.

**Committee Membership:** Chairman of Audit Committee of Nalwa Sons Investments Limited; member of Shareholders' / Investors Grievance Committee and Remuneration Committee of Nalwa Sons Investments Limited.

## Notice

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### FOR ATTENTION OF SHAREHOLDERS

1. The register of members and share transfer books of the Company will remain closed from Wednesday, 18th September, 2013 to Friday, 20th September, 2013 (both days inclusive).
2. Members are requested to immediately notify to the Registrar any change in their address, in respect of equity shares held in physical mode and to their depository participants (DPs) in respect of equity shares held in dematerialised form.
3. Members holding shares in the same name under different ledger folios are requested to apply for consolidation of their folios and send relevant share certificates to the Registrar & Transfer Agent of the Company.
4. Section 109A of the Companies Act, 1956 extends nomination facility to all shareholders. They may like to avail it.
5. Trading in the Company's equity shares is permissible only in dematerialised form w.e.f. 29th November, 1999. Shareholders are requested to get the shares dematerialised in their own interest.
6. The Securities and Exchange Board of India (SEBI) has, vide its Circular No. MRD/DoP/Cir-05/2009 dated 20th May, 2009, made it mandatory for the transferees to furnish copy of PAN card to the Company / RTA for registration of transfer of shares in physical form.
7. ***The Company has an Email Id. 'investorcare@nalwasons.com', which is being used exclusively for the purpose of redressing the complaints of the investors.***

### REQUEST TO THE MEMBERS

- \* **Members having old share certificates of Jindal Strips Limited and members having share certificates of erstwhile Jindal Ferro Alloys Limited are hereby requested to surrender their share certificates to NALWA SONS INVESTMENTS LIMITED (Formerly: Jindal Strips Limited), O.P. JINDAL MARG, HISAR – 125005 (HARYANA) INDIA, to enable it to issue new share certificates.**
- \* Members desiring any information/clarification on the accounts are requested to write to the Company at least seven days in advance, so as to enable the management to keep the information ready at the annual general meeting.
- \* In case shares are lost or misplaced, members should immediately lodge a complaint with the police and inform the Company enclosing the original or certified copy of the FIR or an acknowledged copy of the complaint.
- \* For expeditious transfer of shares, members should fill in complete and correct particulars in the transfer deed. Wherever applicable, the registration number of the power of attorney should also be quoted in the transfer deed at the appropriate place.
- \* Members should keep a record of their specimen signature before lodging shares with the Company to prevent the possibility of a difference in signature at a later date.
- \* Members should quote their email addresses, telephone / fax numbers to get a prompt reply to their communications.
- \* Members may give their valuable suggestions for improvement of our investor services.
- \* As a measure of economy, copies of the annual report will not be distributed at the meeting. Members are requested to bring along their copies.
- \* Members/proxies are requested to bring the attendance slip, duly filled in.
- \* In pursuance of the general circular issued by the Ministry of Corporate Affairs, Government of India, the Balance Sheet, Profit and Loss Account and other documents of the subsidiary companies are not being attached. The annual accounts and other related documents of the subsidiaries will be made available to any member of the Company who may be interested in obtaining the same. The consolidated financial statements of the Company include the financial results of all the subsidiary companies. The members, if they desire, may write to the Company Secretary at registered office of the Company to obtain the copy of the annual accounts of the subsidiary companies.

The annual accounts of the subsidiary companies would be open and accessible for inspection by the shareholders at registered office of the Company and registered office of the subsidiary companies on any working day except holidays till the date of the annual general meeting between 11:00 a.m. and 1:00 p.m.

**IN DEFERENCE TO THE GOVT. POLICY, NO GIFTS WILL BE DISTRIBUTED AT THE A.G.M.**

## Directors' Report

TO

THE MEMBERS,

Your Directors have pleasure in presenting the forty second annual report of your Company together with the audited statement of accounts for the year ended 31st March, 2013.

### FINANCIAL RESULTS

The Financial performance of the Company during the year 2012-13 as under:

Particulars	(` in Crores)	
	Year Ended 31.03.2013	Year Ended 31.03.2012
Interest and dividend income/ Other Income	19.44	20.10
Profit before Interest, Depreciation and Tax	16.99	19.14
Provision for Income Tax	3.44	2.96
Provision / (Assets) for Deferred Tax	(0.58)	(0.11)
Net Profit / (Loss) after Tax	14.13	16.29
Add/(Less): Surplus brought forward	65.05	52.02
Profit/ (Loss) available for appropriation	79.18	68.31
Transfer to Statutory Reserve	2.83	3.26
Balance carried to Balance Sheet	76.35	65.05

### FINANCIAL, OPERATIONAL REVIEW & FUTURE PROSPECTS

During the year ended 31st March, 2013, the Income of the Company by way of dividend, interest and other income stood up at ` 19.44 crore as compared to ` 20.10 crore during the previous year. Profit before interest, depreciation and tax stood at ` 16.99 crore as compared to ` 19.14 crore during previous year. Net Profit after tax stood at ` 14.13 crore as compared to ` 16.29 crore during the previous year.

An amount of ` 2.83 crore 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.

Your Company holds significant investments in equity shares of steel manufacturing companies of O.P. Jindal group. The growth in Steel Sector in India is likely to sustain in coming years, therefore, the performance of the Investee Companies is also expected to improve in the ensuing years. The development in Architectural, Building and Construction sector being undertaken in India is also 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.

### DIVIDEND

The Directors have not recommended declaration of any dividend on equity shares for the year ended 31st March, 2013 in order to conserve the resources for future years.

### PAYMENT OF LISTING FEE

The equity shares of your Company are presently listed on BSE Limited, Mumbai (BSE) and National Stock Exchange of India Limited, Mumbai (NSE). The annual listing fee for the year 2013-14 has been paid to both the stock exchanges where the equity shares of your Company are listed.

### CONSOLIDATED FINANCIAL STATEMENTS

As required under clause 32 of the listing agreements with the stock exchanges, audited consolidated financial statements form part of the Annual Report.

### FIXED DEPOSIT

The Company has not accepted any deposit from the public. Hence, no information is required to be appended to this report.

## **Directors' Report**

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### **RESERVE BANK OF INDIA GUIDELINES**

Your Company has duly complied with all applicable rules, regulations and guidelines issued by Reserve Bank of India for NBFCs from time to time.

Pursuant to the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007, issued by RBI, your Company is a Systematically Important Non-Deposit Taking Non-Banking Financial Company having an asset size of more than ` 100 crore.

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.

### **DIRECTORS**

Mr. Rajinder Parkash, Director, will retire at the annual general meeting by rotation and, being eligible, offers himself for re-appointment.

Brief resume of Mr. Rajinder Parkash, nature of his expertise in specific functional areas and names of companies in which he holds the directorship and the membership/ chairmanship of committees of the board, as stipulated under clause 49 of the listing agreement with the stock exchanges, appear in the Notice of annual general meeting, which forms part of this annual report.

### **AUDITORS**

M/s. N.C. Aggarwal & Co., Statutory Auditors of the Company retire at the conclusion of ensuing annual general meeting. The Company has received intimation from them to the effect that their appointment, if made, would be within the limit prescribed under section 224(1B) of the Companies Act, 1956. Accordingly, they are proposed to be re-appointed as Statutory Auditors of the Company for the year 2013-14.

The notes to the accounts referred to in the Auditors' Report are self-explanatory and, therefore, do not call for any further comments.

### **PARTICULARS REGARDING THE CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

Since the 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 available.

Foreign exchange earnings : Nil

Foreign exchange outgo : Nil

### **PARTICULARS OF EMPLOYEES**

During the year ended 31st March, 2013, the Company has not paid any remuneration attracting the provisions of Companies (Particulars of Employees) Rules, 1975 read with section 217(2A) of the Companies Act, 1956. Hence no information is required to be appended to this report in this regard.

### **SUBSIDIARY COMPANIES**

The Company has four subsidiaries namely Jindal Holdings Limited, Jindal Steel & Alloys Limited, Jindal Stainless (Mauritius) Limited and Massillon Stainless Inc., USA.

In pursuance of the general circular issued by the Ministry of Corporate Affairs, Government of India, the Balance Sheet, Profit and Loss Account and other documents of the subsidiary companies are not being attached with the balance sheet of the Company. The annual accounts and other related documents of the subsidiaries will be made available to any member of the Company who may be interested in obtaining the same. The annual accounts of the subsidiary companies will be kept open for inspection by any shareholder at the registered office of the Company and of the respective subsidiary companies. The consolidated financial statements of the Company include the financial results of all the subsidiary companies.

The members, if they desire, may write to Company Secretary at registered office of the Company to obtain the copy of the annual report of the subsidiary companies.

## Directors' Report

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### DEMATERIALISATION OF SHARES

The members, those who have not yet dematerialised their shares, are advised to get their shares dematerialised as trading of the shares is permissible in the demat form only.

### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 217(2AA) of the Companies Act, 1956 with respect to directors' responsibility statement, it is hereby confirmed:

- (a) that in the preparation of the annual accounts for the financial year ended 31st March, 2013, the applicable accounting standards have been followed alongwith proper explanation relating to material departures;
- (b) that the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review;
- (c) that the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) that the directors have prepared the accounts for the financial year ended 31st March, 2013 on a 'going concern' basis.

### CORPORATE GOVERNANCE

A separate report on corporate governance and a certificate from statutory auditors regarding compliance of conditions of corporate governance as stipulated under clause 49 of the listing agreement with the stock exchanges form part of the annual report.

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report as required under clause 49 of the listing agreements with the stock exchanges is enclosed with this report.

### ACKNOWLEDGEMENT

Your Directors would like to place on record their deep sense of appreciation for the continued assistance and co-operation by the Reserve Bank of India, other banks, Central and State Governments, SEBI, Stock Exchanges, all regulatory bodies and the shareholders during the year under review.

For and on behalf of the Board of Directors

Place :Hisar  
Date :30th May, 2013

**Mahender Kumar Goel**      **Rajinder Parkash**  
Executive Director & C.E.O.      Director



## Corporate Governance Report

Your Company recognizes communication as a key element of the overall corporate governance framework and, therefore, emphasis continuous, efficient, and relevant communication to all external constituencies. Your Company follows the principles of fair representation and full disclosure in all its dealings and communications. The Company's annual reports, results and other forms of corporate and financial communications provide extensive details and convey important information on a timely basis. Your Company has fully complied with all mandatory requirements of corporate governance in letter and spirit.

A report on corporate governance is given below:

### 1. Company's philosophy on the code of corporate governance:

Your Company's philosophy on corporate governance envisages the alignment of the highest levels of transparency, accountability and equity, in all facets of its operations and in all its interactions with its stakeholders including shareholders and government. The Company believes that all its operations and actions must serve the underlying goal of enhancing overall shareholders' value, over a sustained period of time.

### 2. Board of Directors:

#### (i) Composition of Board

The composition of Board of Directors presently consists of four directors as detailed hereunder indicating their status as independent or otherwise against their respective names:

##### Executive Directors:

Sr. No.	Name of Director	Particulars	Status
1.	Mr. Mahender Kumar Goel	Executive Director & Chief Executive Officer	Non Independent

##### Non Executive Directors:

Sr. No.	Name of Director	Particulars	Status
1.	Mr. R.G. Garg	Director	Independent
2.	Mr. Rajinder Parkash	Director	Independent
3.	Mr. Rakesh Garg	Director	Independent

- No director is related to other directors on the Board.

#### (ii) Board Meetings

During financial year 2012-13, five Board meetings were held on 27th April, 2012, 30th May, 2012, 6th August, 2012, 9th November, 2012 and 11th February, 2013. The maximum time gap between any two meetings was not more than four calendar months.

#### (iii) Attendance of Directors & other Directorships

Attendance of the directors at the Board meetings, last annual general meeting and number of other directorships and chairmanships/ memberships of committee of each director in various companies:

Name of the Director	No. of equity	Attendance Particulars		No. of Total Directorships and shares held Memberships/ Committee Chairmanships in Limited Companies (Excluding Remuneration Committee)		
		Board meetings	Last AGM	Total Directorships	Committee Memberships	Committee Chairmanships
Mr. Mahender Kumar Goel	-	5	No	3	-	-
Mr. R.G. Garg	120	1	No	1	1	1
Mr. Rajinder Parkash	-	5	No	3	1	1
Mr. Rakesh Garg	16	5	Yes	1	2	-

None of the directors on the Board is a director in more than 15 companies (as specified in section 275 of the Companies Act, 1956) and is a member of more than 10 committees and chairman of more than 5 committees (as specified in clause 49 of the listing agreement) across all the companies in which he is a director.

## Corporate Governance Report

### (iv) Board Procedure

The Board Meeting of the Company is held at least once in each quarter in order to review the quarterly performance and the financial results. The intimation of the Board Meeting is given to the members of the Board at least seven clear days before the date of the Board Meeting in writing and over the phone as well the agenda of the meeting and the relevant notes are sent to each director in advance and only in exceptional circumstances it is tabled at the meeting. All the items of agenda are accompanied with detailed notes providing information on the related subject.

The members of the Board are informed at every meeting about the overall performance of the Company during the quarter, which enable the Board to discharge their duties and responsibilities more efficiently. Apart from the matters statutorily requiring board's approval, all other major decisions including policy formulation, new investments, compliance with statutory / regulatory requirements are also considered by the Board.

The Minutes of the Board Meeting are circulated to all the members of the Board in advance and are confirmed at subsequent Board Meeting.

### 3. Audit Committee:

#### Composition and attendance:

An Audit Committee constituted in terms of section 292A of the Companies Act, 1956 as introduced by the Companies (Amendment) Act, 2000 and as per requirement of clause 49 of the Listing Agreement, comprises following independent non-executive directors:

1.	Mr. Rajinder Parkash	-	Chairman
2.	Mr. R.G. Garg	-	Member
3.	Mr. Rakesh Garg	-	Member

Mr. Bhartendu Harit, Company Secretary, is the Secretary of the audit committee.

During financial year 2012-13, four Audit Committee meetings were held on 30th May, 2012, 6th August, 2012, 9th November, 2012 and 11th February, 2013. Mr. Rajinder Parkash and Mr. Rakesh Garg were present in all the four meetings and Mr. R.G. Garg attended two meetings.

#### Terms of Reference:

Terms of reference of the Audit Committee are as per section 292A of the Companies Act, 1956 and the guidelines set out in the Clause 49 of the listing agreement with the stock exchanges.

### 4. Remuneration Committee:

#### Composition and attendance:

The Remuneration Committee of the Company comprises the following directors:

1.	Mr. R.G. Garg	-	Chairman
2.	Mr. Rajinder Parkash	-	Member
3.	Mr. Rakesh Garg	-	Member

During financial year 2012-13, a meeting of Remuneration Committee was held on 11th February, 2013. Mr. R.G. Garg, Mr. Rajinder Parkash and Mr. Rakesh Garg were present in the meeting.

#### Terms of Reference:

To determine the remuneration packages of the executive directors.

#### Remuneration of Executive Directors:

Details of the remuneration paid to the Executive Director for the financial year ended 31st March, 2013 is given below:

(Amount in `)

Name of Director	Designation	Basic Salary	Contribution to PF	Others	Total
Mr. Mahender Kumar Goel	Executive Director & Chief Executive Officer	6,08,400	73,008	8,07,455	14,88,863

At present, the Company does not have any stock option plan as part of remuneration package for any director.

## Corporate Governance Report

### Remuneration Policy:

Remuneration of executive directors largely consists of base remuneration and perquisites.

### Sitting fees paid to Non Executive Directors:

No sitting fee and no commission was paid to any director.

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

Shareholders'/ Investors' Grievance Committee of the Company comprising Mr. R.G. Garg, Chairman, Mr. Rajinder Parkash and Mr. Rakesh Garg, looks into the grievances of the shareholders concerning transfer of shares, payment of dividend and non receipt of annual report and recommend measure for expeditious and effective investor service.

The Company has duly appointed share transfer agent (R&T Agent) for servicing the shareholders holding shares in physical or dematerialised form. All requests for dematerialisation of shares are likewise processed and confirmations thereof are communicated to the investors within the prescribed time. The committee also monitors redressal of investors' grievances.

As required by the stock exchanges, the Company has appointed Mr. Bhartendu Harit, Company Secretary as the Compliance Officer to monitor the transfer process and liaison with the regulatory authorities. The Company complies with the various requirements of the listing agreement and the depositories with respect to transfer of shares, the requisite certificates are sent to them within the prescribed time.

No. of shareholders' complaints received during the year ended 31st March, 2013: 14  
No. of complaints not solved to the satisfaction of shareholders: Nil

No. of pending complaints: Nil

### 6. Share Transfer Committee:

The Board of Directors has delegated the power of approving transfer of securities and other related formalities to the share transfer committee comprising Mr. Rajinder Parkash, Director, Mr. Rakesh Garg, Director and Mr. Bhartendu Harit, Company Secretary and a representative of Registrar & Transfer Agent.

### 7. General Body Meetings:

The details of date, time and location of annual general meetings held in last three years are as under:

Year	Date	Day	Time	Venue
2009-10	30.9.2010	Thursday	03:30 P.M.	N.C. Jindal Public School Road No. 73, West Punjabi Bagh, New Delhi – 110 026.
2010-11	30.9.2011	Friday	11:30 A.M.	- do -
2011-12	28.09.2012	Friday	04:00 P.M.	- do -

### No. of special resolutions passed during last three AGMs

AGM	No. of special resolutions
2009-2010	0
2010-2011	0
2011-2012	0

### Postal Ballot:

At ensuing annual general meeting, there is no resolution proposed to be passed through postal ballot.

### Extra ordinary General Meeting

No Extra ordinary General meeting was held during the year.

### 8. Disclosures:

#### (i) Disclosures on materially significant related party transactions that may have potential conflict with the interests of the Company at large:

The Company has not entered into any transaction of material nature with the promoters, the directors or the management, their subsidiaries or relatives etc. that may have any potential conflict with the interests of the Company.

**(ii) Disclosure of accounting treatment**

The financial statements are prepared under the historical cost convention and have been prepared in accordance with the applicable mandatory accounting standards prescribed by The Institute of Chartered Accountants of India and relevant presentational requirements of the Act.

**(iii) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.**

The Company has complied with the requirements of the stock exchanges, SEBI and other statutory authorities on all matters related to capital markets during the last three years; no penalties or strictures have been imposed on the Company by the stock exchanges or SEBI or any other statutory authorities relating to the above.

**(iv) Whistle Blower Policy**

The employees of the Company are accessible to the senior management for any counseling or consultation and the Company has not denied any employee access to the audit committee.

**(v) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause**

The Company has complied with the mandatory requirements of this clause.

**Compliance with non-mandatory requirements**

**(1) Remuneration Committee**

The Company has setup remuneration committee of directors to recommend / review overall compensation structure and policies of the executive directors.

**(2) Shareholders' Rights**

The quarterly results of the Company are published in one English (National daily) and one Hindi newspaper, having wide circulation in Delhi. Further, the quarterly results are also posted on the website of the Company – [www.nalwasons.com](http://www.nalwasons.com). In view of the foregoing, the half yearly results of the Company are not sent to the shareholders individually.

**(3) Audit Qualifications**

During the period under review, there were no audit qualifications in the Company's financial statements. The Company continues to adopt best accounting practices.

**(4) Training of Board members / Mechanism for evaluating non-executive Board members**

The Board of Directors of the Company comprises of 3 non-executive directors. The directors appointed on the Board are from diverse fields relevant to the Company's business and have long-standing experience and expertise in their respective fields. They have considerable experience in managing large corporates and have been in public life for decades. The enormously rich background of the Directors is of considerable value to the Company.

**(5) Whistle Blower Policy**

The employees of the Company are accessible to the senior management for any counseling or consultation and the Company has not denied any employee access to the audit committee.

**9. Means of Communication:**

- |   |   |
|---|---|
| i) Quarterly Results  | The quarterly, half yearly and yearly financial results of the Company are faxed /sent to the stock exchanges after they are approved by the Board. These are also published in the prescribed format as per the provisions of the listing agreement. |
| ii) Newspapers wherein results normally published                       | Financial Express (English), Jansatta (Hindi) (for the year 2012-13)  |
| iii) Website, where displayed   | <a href="http://www.nalwasons.com">www.nalwasons.com</a>  |
| 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.   |

## Corporate Governance Report

### 10. General Shareholder Information

- 10.1 Annual General Meeting :**
- Date and Time : 27th day of September, 2013 at 03:30 p.m.  
 Venue : At N.C. Jindal Public School, Road No. 73,  
 West Punjabi Bagh, New Delhi – 110 026.
- 10.2 Financial Calendar 2013-14 (Tentative) :**
- |  |                     |
|--|---------------------|
| Annual General Meeting – (Next Year)                 | September, 2014     |
| <b>Board Meetings</b>                                | <b>On or before</b> |
| Results for quarter ending June 30, 2013             | 14th August, 2013   |
| Results for quarter ending September 30, 2013        | 14th November, 2013 |
| Results for quarter ending December 31, 2013         | 14th February, 2014 |
| Results for the year ending March 31, 2014 (Audited) | 30th May, 2014      |
- 10.3 Book Closure date :** 18th September, 2013 to 20th September, 2013 (both days inclusive) for annual general meeting.
- 10.4 (a) Dividend payment particulars :** The Company has not declared dividend for the financial year ended 31st March, 2013.
- (b) Nomination facility :** The Companies (Amendment) Act, 1999 has provided for a nomination facility to the shareholders of the Company. Your Company is pleased to offer the facility of nomination to shareholders and shareholders may avail this facility by sending the duly completed Form 2B as revised vide Notification no. GSR 836(E) dated 24th October, 2000, Department of Company Affairs, to the Registrar & Transfer Agent of the Company.
- (c) Unclaimed Shares :** In terms of Clause 5A of the Listing Agreement, the Company had through its RTA sent three reminders to Shareholders whose Share Certificates were lying unclaimed with the Company, requesting them to provide complete postal address and other relevant details to enable the RTA to dispatch such unclaimed Share Certificates to them. On the basis of non-receipt of response, 3,694 unclaimed Equity Shares of ₹ 10/- each held by 230 Shareholders were then transferred to an "Unclaimed Suspense Account" and were dematerialized.
- The corporate benefits in terms of securities accruing on such shares viz. bonus shares, split etc., were also credited to the Demat Suspense Account. The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.
- As and when the rightful owner of such shares approaches the Company, the Company shall to the extent of his / her entitlement, arrange to deliver the shares from the said account to the rightful owner after proper verification of his / her identity.
- 10.5 Listing of Equity Shares on :** National Stock Exchange of India Limited      BSE Limited  
**Stock Exchanges at** Exchange Plaza, 5<sup>th</sup> Floor, Plot No.      Phiroze Jeejeebhoy, Tpwars  
 C/1, G – Block, Bandra-Kurla Complex,      Dalal Street,  
 Bandra (E), Mumbai – 400 051.      Mumbai - 400 001.
- The Company confirms that it has paid annual listing fees due to both the above two stock exchanges.**
- 10.6 Stock Code :** Trading Symbol – BSE Limited (Demat Segment)      532256  
 Trading Symbol-National Stock Exchange of India Limited      NSIL  
 (Demat Segment)
- International Securities Identification Number (ISIN) :** INE023A01030
- Reuters Code :** NALS.BO (BSE Limited)  
 NALS.NS (National Stock Exchange of India Limited)

## Corporate Governance Report

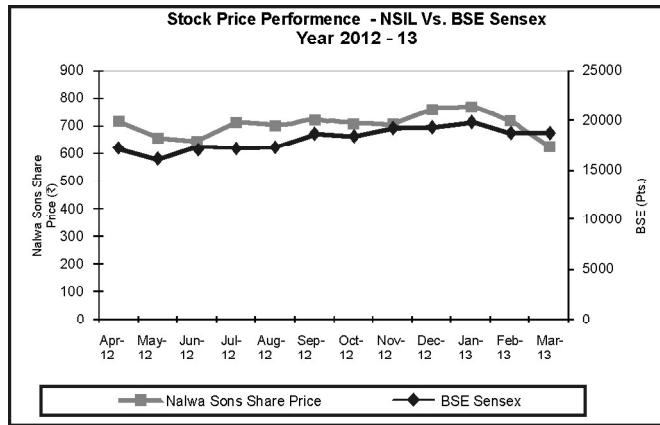
### 10.7 Stock Market Data

: National Stock Exchange  
(NSE) (IN `)

BSE Limited  
(BSE) (IN `)

	Month's High Price	Month's Low Price	Month's High Price	Month's Low Price
April 2012	788.00	705.10	798.00	700.00
May 2012	749.00	617.25	748.00	617.00
June 2012	661.95	600.05	674.00	612.80
July 2012	758.95	656.55	770.00	656.00
August 2012	770.00	700.00	764.95	700.00
September 2012	753.00	700.00	754.00	700.00
October 2012	739.95	710.00	746.25	710.00
November 2012	734.00	705.00	735.00	705.00
December 2012	775.00	705.00	770.00	705.00
January 2013	910.00	750.05	904.00	752.10
February 2013	870.00	720.00	863.00	720.00
March 2013	848.90	612.80	779.70	615.25

### 10.8 Share price performance in comparison to broad based indices – BSE Sensex



Based on the Monthly closing data of Nalwa Sons (` per share) and BSE Sensex (Pts.)

### 10.9 Registrar and Transfer Agent

: Link Intime India Private Limited  
44, Community Centre, 2<sup>nd</sup> Floor,  
Naraina Industrial Area, Phase I, Near PVR Naraina,  
New Delhi-110028

### 10.10 Share Transfer System

: Share transfer requests are registered within 10- 15 days.

### 10.11 Distribution of shareholding as at 31<sup>st</sup> March, 2013 :

By size of shareholding	Shareholders		Equity shares held	
	Number	Percentage	Number	Percentage
1 - 500	25,240	99.37	6,47,552	12.61
501 - 1000	75	0.30	53,069	1.03
1001- 2000	29	0.11	41,735	0.81
2001- 3000	7	0.03	17,238	0.34
3001- 4000	7	0.03	24,132	0.47
4001- 5000	6	0.02	27,569	0.54
5001- 10000	4	0.02	25,962	0.50
10001 & Above	31	0.12	42,98,906	83.70
<b>TOTAL</b>	<b>25,399</b>	<b>100.00</b>	<b>51,36,163</b>	<b>100.00</b>
<b>Physical Mode</b>	<b>11,675</b>	<b>45.97</b>	<b>2,46,844</b>	<b>4.81</b>
<b>Electronic Mode</b>	<b>13,724</b>	<b>54.03</b>	<b>48,89,319</b>	<b>95.19</b>

## Corporate Governance Report

By category of shareholders	Equity shares held	
	Number	Percentage
Promoters	2,856,410	55.61
FIs/Banks/Mutual Funds	30,841	0.60
Corporate Bodies	1,32,906	2.59
FIs	2,16,901	4.22
NRIs/OCBs	7,87,277	15.33
Public	11,11,828	21.65
<b>TOTAL</b>	<b>51,36,163</b>	<b>100.00</b>

**10.12 Dematerialisation of shares** : On 31<sup>st</sup> March, 2013, 95.19% of the shares are in dematerialised form. Trading in equity shares of the Company is permitted only in dematerialised form w.e.f. 29<sup>th</sup> November, 1999 as per notification issued by the Securities and Exchange Board of India (SEBI).

**10.13 Outstanding GDRs/ADRs/ Warrants or any convertible instruments, conversion dates and likely impact on equity.** : Nil

**10.14 Plant locations** : Nil

**10.15 Investor Correspondence** :

For transfer/ dematerialisation of shares, payment of dividend on shares, query on Annual Report and any other query on the shares of the Company.

Name: Mr. V.M. Joshi  
Designation: Vice President  
Address: Link Intime India Private Limited  
44, Community Center, 2nd Floor, Naraina Industrial Area, Phase I,  
Near PVR, Naraina, New Delhi - 110028  
Phone No. (011) 41410592/93/94 Fax No. (011) 41410591  
Email : delhi@linkintime.co.in

**Shareholders holding shares in electronic mode should address all their correspondence relating to change of address, bank mandate and status to their respective Depository Participants (DPs).**

### Important Communication to Members:

Members must be aware that Ministry of Corporate Affairs (MCA) has started a "Green Initiative in the Corporate Governance", whereby it has allowed paperless compliances by the Companies in the field of servicing of notice / documents, including Annual Report through emails. Members, who have not yet registered their email addresses are requested once again to register their email addresses in respect of their shareholding in electronic mode with the Depository Participants, including any change in their email id. Members holding shares in physical mode are requested to register their email addresses with the Company / M/s Link Intime India Private Limited, New Delhi, the Registrar & Transfer Agent.

## 11. OTHER INFORMATION

### (a) Risk Management Framework:

The Company has in place mechanisms to inform Board members about the risk assessment and minimization procedures and periodical reviews to ensure that risk is controlled by the executive management through the means of a properly defined framework.

### (b) CEO and CFO Certification

The Executive Director & C.E.O. and the Company Secretary of the Company give annual certification on financial reporting and internal controls to the Board in terms of Clause 49. They also give quarterly certification on financial results while placing the financial results before the Board in terms of Clause 41 of the Listing Agreement.

## Corporate Governance Report

### (c) Code of Conduct

The Company has laid down a code of conduct for all Board members and senior management personnel of the Company. The code of conduct is available on the website of the Company. The declaration of Executive Director & C.E.O. is given below:

#### **To the members of Nalwa Sons Investments Limited**

Sub.: Compliance with Code of Conduct

I hereby declare that all the Board members and senior management personnel have affirmed compliance with the Code of Conduct as adopted by the Board of Directors.

Place: Hisar

Date: May 30, 2013

Mahender Kumar Goel  
Executive Director & C.E.O.

### General Disclosures

- (i) A summary of transactions with related parties in the ordinary course of business is periodically placed before the audit committee;
- (ii) The mandatory disclosure of transactions with related parties in compliance with Accounting Standard AS-18 is a part of this annual report;
- (iii) In preparing with annual accounts in respect of the financial year ended 31<sup>st</sup> March, 2013, no accounting treatment was different from that prescribed in the Accounting Standards;
- (iv) The Company has a Code of Conduct for Prevention of Insider Trading in the shares of the Company for directors and other identified persons in accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; and
- (v) The Company did not make any public issue, rights issue or preferential issue of any security during the financial year ended 31<sup>st</sup> March, 2013.

### **AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT(S)**

#### **To the members of Nalwa Sons Investments Limited**

We have examined the compliance of conditions of Corporate Governance Procedure implemented by Nalwa Sons Investments Limited for the year ended on March 31, 2013 as stipulated in clause 49 of the Listing Agreement of the said Company with the Stock Exchanges in India.

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

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

On the basis of our review and according to the information and explanations given to us, the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement(s) with the Stock Exchanges have been complied with in all material respect by the Company and that no investor grievance(s) is/are pending for exceeding one month against the Company as per the records maintained by the Shareholders Grievance/Allotment & Transfer Committee of the Board.

**For N.C. AGGARWAL & Co.**  
Chartered Accountants  
Firm Registration No.003273N

Place: Hisar  
Dated: May 30, 2013

**(G.K. Aggarwal)**  
Partner



## Management Discussion And Analysis

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### OVERVIEW - FINANCIAL PERFORMANCE

During the year ended 31st March, 2013, the Income of the Company by way of dividend, interest and other income has stood at ` 19.44 crore as compared to ` 20.10 crore during the previous year. Profit before interest, depreciation and tax stood at ` 16.99 crore as compared to ` 19.14 crore during the previous year. Net Profit after tax stood at ` 14.13 crore as compared to ` 16.29 crore during the previous year.

### OUTLOOK

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 deregistration of the Company as a Non Banking Financial Company (NBFC) as it conforms to CIC norms, the confirmation from RBI is awaited.

Your Company continues to hold significant investments in equity shares of steel manufacturing companies of O.P. Jindal group. The performance of the Investee Companies are expected to improve in the current financial year, which would result in higher dividend payouts in the coming year. The Company will focus on making long term strategic investments in various new ventures promoted by O.P. Jindal group, besides consolidating the existing investments through further investments in the existing companies.

### OPPORTUNITIES AND THREATS

Expecting that the economy as a whole will 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 and demand could adversely affect margins of the steel companies which could be a major threat to the Company's fortunes.

### RISKS 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.

### ADEQUACY OF INTERNAL CONTROL SYSTEM

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 adequacy of internal controls on regular basis.

### HUMAN RESOURCE DEVELOPMENT

The Company recognizes that its human resource is its strength in realizing its goals and objectives.

### CAUTIONARY STATEMENT

The 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.

## Independent Auditors' Report

### To the Members' of NALWA SONS INVESTMENTS LIMITED

#### Report on the Financial Statements

We have audited the accompanying financial statements of NALWA SONS INVESTMENTS 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 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.

#### Auditors 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. 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.

#### Emphasis of Matter:-

- i) The Policy for demand Loan given by the Company as to the repayment, interest servicing and monitoring of the loans need to be strengthened in line with Non Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007-(Refer Para No.9 of Note No.15 of Notes to the Financial Statements).
- ii) Investment as long term strategic investment in subsidiary companies in equity shares exceeds the single exposure norms of Non Banking Financial (Non Deposit Accepting or Holding)

Companies Prudential Norms (Reserve Bank) Directions, 2007, for which company has pursued appropriate exemptions/dispensation from Reserve Bank of India-(Refer Para No.10 of Note No.15 of Notes to the Financial Statements).

#### 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 Statement, of the cash flows for the year ended on that date.

#### Report on other Legal and Regulatory Requirement

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 subsection (3C) of section 211 of the Companies Act, 1956;
  - 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 Companies Act, 1956.

For **N.C. Aggarwal & Co.**  
Chartered Accountants  
Firm Regn. No.003273N  
**(G.K. Aggarwal)**  
Partner  
M. No. 086622

Place : Hisar  
Dated : 30<sup>th</sup> May, 2013

#### ANNEXURE TO INDEPENDENT AUDITORS' REPORT

(REFERRED TO IN PARAGRAPH (I) UNDER THE HEADING OF "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENT" OF OUR REPORT OF EVEN DATE FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2013)

1. a) The Company has maintained proper records in respect of its Fixed Assets showing full particulars including quantitative details and situation of fixed assets.

## Independent Auditors' Report

- b) We have been informed that fixed assets of the Company have been physically verified by the management during the year, which in our opinion is reasonable. No discrepancies between the book records and the physical inventory were noticed.
- c) No fixed assets were disposed off during the year.
2. a) As informed to us, the Company has not given any loan, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, the provisions of clause 4(iii) (b) to (d) of the order are not applicable
- b) As informed to us, the Company has not taken any loan, secured or unsecured from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, the provisions of clause 4 (iii) (f) and (g) of the order are not applicable.
3. In our opinion and according to information and explanations given to us, the internal control system with regard to purchase and sale of inventories (including investments) and purchase of fixed assets is adequate and commensurate with the size of the company and the nature of its business.
4. In our opinion and according to the information and explanations given to us, there are no particulars of contracts or arrangements required to be entered into the register maintained under Section 301 of the Companies Act, 1956. Hence, paragraph 4(v) (b) of the order is not applicable.
5. The Company has not accepted any fixed deposit from the public. Therefore the provisions of Section 58A, 58AA or any other relevant provisions of the Act and rules framed there under are not applicable to the Company.
6. The Company has an adequate internal audit system, commensurate with its size and nature of business.
7. a) The company is generally regular in depositing with the appropriate authorities undisputed statutory dues as applicable to the company including Employees Provident Fund, Investor Education and Protection Fund and Income Tax. There is no arrears as at 31<sup>st</sup> March, 2013 for a period of more than six months from the date it become payable.
- b) According to the information and explanations given to us, there are no dues of Employees Provident Fund, Investor Education and Protection Fund which have not been deposited on account of any dispute. The disputed dues in respect of Income Tax which has not been deposited with appropriate authorities on account of dispute and the forum where the dispute is pending are as given below:-
8. According to the books of account and records of the company, no amount is due to financial institution or bank or debenture holders.
9. The Company does not have accumulated losses as at the end of the financial year. The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.
10. The Company has not taken any loan from banks, financial institutions or debenture holders. Accordingly paragraph 4(xi) of the order is not applicable.
11. According to the information and explanations given to us, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Accordingly paragraph 4(xii) of the order is not applicable.
12. According to the information and explanations given to us, the company has given guarantee for loan taken by others from banks/financial institutions, the terms and conditions of which are prima facie, not prejudicial to the interest of the company.
13. The Company did not have any term loans outstanding during the year.
14. The Company has maintained proper records of transactions and contracts in respect of dealing and trading in shares, securities, debentures and other investments and that timely entry have been made therein. All shares, securities, debentures and other investments have been held by the Company in its own name except investment in a subsidiary company pursuant to section 49(3) of the Companies Act, 1956.
15. According to the information and explanations given to us and on an overall examination of the balance sheet of the company, in our opinion, there are no funds raised on short-term basis which have been used for long-term purposes.
16. According to the information and explanations given to us, the company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the companies Act, 1956.
17. The company has not issued any debentures. Accordingly paragraph 4(xix) of the order is not applicable.
18. The Company has not raised any money by Public issue during the year. Accordingly paragraph 4(xx) of the order is not applicable.
19. During the course of our examination of the books and records of the Company, and according to the information and explanations given to us by the management, we report that no fraud on or by the Company has been noticed or reported during the year.

Name of Statute	Amount (` in Lacs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	49.85	2004-05	Income Tax Appellate Tribunal, Delhi
Income Tax Act, 1961	89.08	2005-06	Income Tax Appellate Tribunal, Delhi
Income Tax Act, 1961	275.14	2006-07	Income Tax Appellate Tribunal, Delhi
Income Tax Act, 1961	173.40	2007-08	Income Tax Appellate Tribunal, Delhi
Income Tax Act, 1961	52.81	2008-09	Income Tax Appellate Tribunal, Delhi
Income Tax Act, 1961	43.91	2009-10	Commissioner of Income Tax (Appeals), Delhi

For **N.C. Aggarwal & Co**  
Chartered Accountants  
Firm Regn. No.003273N

**(G.K. Aggarwal)**  
Partner  
M. No. 086622

Place : Hisar  
Dated : 30<sup>th</sup> May, 2013

## Balance Sheet As At 31st March, 2013

Particulars	Note No	As at 31.03.2013 (₹ in Lacs)	As at 31.03.2012 (₹ in Lacs)
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	1	513.62	513.62
(b) Reserves and Surplus	2	32,091.40	30,678.59
<b>(2) Non-Current Liabilities</b>			
(a) Long Term Provisions	3	5.82	5.40
<b>(3) Current Liabilities</b>			
(a) Other Current Liabilities	4	10.77	22.68
(b) Short-Term Provisions	5	33.30	32.71
<b>Total</b>		<b>32,654.91</b>	31,253.00
<b>II. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Fixed Assets			
Tangible Assets	6	0.73	0.82
(b) Non-Current Investments	7	17,511.66	17,511.66
(c) Deferred Tax Assets (net)		242.94	184.49
<b>(2) Current Assets</b>			
(a) Cash and Cash Equivalents	8	5.19	46.64
(b) Short-Term Loans and Advances	9	14,894.39	12,984.11
(c) Other Current Assets	10	-	525.28
<b>Total</b>		<b>32,654.91</b>	31,253.00
<b>Significant Accounting Policies and Notes to the Financial Statements</b>	15		

As per our report of even date attached

### For N. C. AGGARWAL & CO.

Chartered Accountants  
Firm Registration No. 003273N

**G. K. Aggarwal**  
Partner  
M. No. 086622

**MAHENDER KUMAR GOEL**  
Executive Director & C.E.O.

**RAJINDER PARKASH**  
Director

Place : Hisar  
Dated : 30th May, 2013

**RAKESH GARG**  
Director

**BHARTENDU HARIT**  
Company Secretary

## Statement of Profit and Loss for the Year Ended 31st March, 2013

Particulars	Note No.	Year Ended 31.03.2013 (₹ in Lacs)	Year Ended 31.03.2012 (₹ in Lacs)
I. Gross Revenue from Operations	11	1,943.91	2,009.53
II. Other Income	12	0.14	0.13
<b>III. Total Revenue (I +II)</b>		<b>1,944.05</b>	2,009.66
<b>IV. Expenses:</b>			
Employee Benefit Expense	13	30.57	29.62
Depreciation and Amortisation Expense		0.09	0.09
Other Expenses and Provisions	14	35.83	65.47
Provision for Sub-Standard Assets		179.11	
<b>Total Expenses</b>		<b>245.60</b>	95.18
<b>V. Profit before tax (III - IV)</b>		<b>1,698.45</b>	1,914.48
<b>VI. Tax expense:</b>			
Current tax		344.08	296.10
Deferred tax liability / ( Assets)		(58.45)	(11.00)
		<b>285.63</b>	285.10
<b>VII. Profit/(Loss) for the year (V-VI)</b>		<b>1,412.82</b>	1,629.38
<b>VIII. Earning per equity share (In ₹ )</b>			
Basic		27.51	31.72
Diluted		27.51	31.72
<b>Significant Accounting Policies and Notes to the Financial Satements</b>	15		

As per our report of even date attached

**For N. C. AGGARWAL & CO.**

Chartered Accountants

Firm Registration No. 003273N

**G. K. Aggarwal**

Partner

M. No. 086622

**MAHENDER KUMAR GOEL**

Executive Director & C.E.O.

**RAJINDER PARKASH**

Director

Place : Hisar

Dated : 30th May, 2013

**RAKESH GARG**

Director

**BHARTENDU HARIT**

Company Secretary

## Notes to the Financial Statements

Note No.	Particulars	As at 31.03.2013 (₹ in Lacs)	As at 31.03.2012 (₹ in Lacs)
<b>1.</b>	<b>SHARE CAPITAL</b>		
	<b>Authorised</b>		
	150,00,000 Equity Shares of Rs.10/- each	<b>1,500.00</b>	1,500.00
		<b>1,500.00</b>	1,500.00
	<b>Issued, Subscribed and Fully Paid-Up</b>		
	51,36,163 (previous year 51,36,163) Equity Shares of ₹ 10/- each	<b>513.62</b>	513.62
	<b>Total Share Capital</b>	<b>513.62</b>	513.62
	<b>(a) Reconciliation of the number of shares:</b>		
	<b>Equity Shares</b>		
	Shares outstanding as at the beginning of the year	<b>5,136,163</b>	5,136,163
	Shares outstanding as at the end of the year	<b>5,136,163</b>	5,136,163
	<b>(b) Details of shareholders holding more than 5% shares in the company:</b>		

Name of Shareholders	No. of Shares	% of holding as at 31.3.2013	No. of Shares	% of holding as at 31.3.2012
Jindal Equipment Leasing and Consultancy Services Ltd.	<b>311,393</b>	<b>6.06</b>	311,393	6.06
Sun Investment Ltd	<b>504,738</b>	<b>9.83</b>	504,738	9.83
Vrindavan Services Pvt.Ltd.	<b>268,565</b>	<b>5.23</b>	268,565	5.23
Hexa Securities and Finance Co.Ltd	<b>267,723</b>	<b>5.21</b>	267,723	5.21
Groovy Trading Pvt. Ltd.	<b>488,611</b>	<b>9.51</b>	488,611	9.51
Ricky Ishwardas Kirplani	<b>405,511</b>	<b>7.90</b>	405,511	7.90
Keshwani Haresh	<b>304,830</b>	<b>5.93</b>	304,830	5.93
<b>Total</b>	<b>2,551,371</b>	<b>49.67</b>	2,551,371	49.67

**(c) Terms/Rights attached to Equity Shares**

The Company has only one class of equity shares having a par value of ₹10/- per equity share. Each equity shareholder is entitled to one vote per share.

## Notes to the Financial Statements

Note No.	Particulars	As at 31.03.2013 (₹ in Lacs)	As at 31.03.2012 (₹ in Lacs)
<b>2.</b>	<b>RESERVES AND SURPLUS</b>		
a)	<b>Securities Premium Account</b>		
	As per Last Account	3,004.20	3,004.20
	Closing Balance	3,004.20	3,004.20
b)	<b>General Reserve</b>		
	As per Last Account	2,262.77	2,262.77
	Closing Balance	2,262.77	2,262.77
c)	<b>Capital Reserve</b>		
	Demerger Account as per scheme of Arrangement and Demerger	17,276.90	17,276.90
	Closing Balance	17,276.90	17,276.90
d)	<b>Statutory Reserve</b>		
	As per Last Account	1,629.39	1,303.51
	Add: Transferred from surplus in profit and loss account	282.57	325.88
	Closing Balance	1,911.96	1,629.39
e)	<b>Surplus in Profit and Loss Account</b>		
	Balance as per last financial statements	6,505.33	5,201.83
	Add: Profit after tax transferred from Statement of profit and Loss	1,412.82	1,629.38
	Less: Transfer to Statutory reserve	(282.57)	(325.88)
	Balance in Profit and Loss Account Carried Forward	7,635.58	6,505.33
	<b>Total Reserves and Surplus</b>	<b>32,091.40</b>	<b>30,678.59</b>
<b>3.</b>	<b>LONG-TERM PROVISIONS</b>		
	Provision for Gratuity	4.95	3.93
	Provision for Leave Encashment	0.87	1.47
	<b>Total Long Term Provisions</b>	<b>5.82</b>	<b>5.40</b>
<b>4.</b>	<b>OTHER CURRENT LIABILITIES</b>		
a)	Interest Accrued and due	1.09	1.09
b)	Other Payables		
	Statutory Dues	0.86	1.29
	Dues to Employees	2.77	2.73
	Others	6.05	17.57
	<b>Total Other Current Liabilities</b>	<b>10.77</b>	<b>22.68</b>
<b>5.</b>	<b>SHORT TERM PROVISIONS</b>		
	Provisions for Standard Assets ( Refer para 6(a) of Note No. 15)	32.88	32.23
	Provision for Leave Encashment	0.42	0.48
	<b>Total Short Term Provisions</b>	<b>33.30</b>	<b>32.71</b>

Description	(₹ in Lacs)									
	Gross Block				Depreciation			Net Block		
	Cost as on 01.04.12	Additions During The Year	Sales/ Trfd. During The Year	Total as on 31.03.13	Upto 31.03.12	During the year	Written Back	Total as on 31.03.13	As on 31.03.13	As on 31.03.12
Furniture & Fixture	1.14	-	-	1.14	0.57	0.07	-	0.64	0.49	0.57
Other Assets	0.41	-	-	0.41	0.16	0.02	-	0.18	0.24	0.25
<b>TOTAL</b>	<b>1.55</b>	<b>-</b>	<b>-</b>	<b>1.55</b>	<b>0.73</b>	<b>0.09</b>	<b>-</b>	<b>0.82</b>	<b>0.73</b>	<b>0.82</b>
Previous Year	1.55	-	-	1.55	0.64	0.09	-	0.73	0.82	

## Notes to the Financial Statements

### NOTE NO.

#### 7. NON-CURRENT INVESTMENTS Non trade Investments

Sr. No	DETAILS OF INVESTMENTS	AS AT 31ST MARCH,2013			AS AT 31STMARCH,2012		
		SHARES/ DEB./ BONDS (NOs.)	FACE & PAID UP VALUE PER SHARE/ DEB/ BOND	AMOUNT (in Lacs)	SHARES/ DEB./ BONDS (NOs.)	FACE & PAID UP VALUE PER SHARE/ DEB/ BOND	AMOUNT (in Lacs)
	<b>LONG TERM OTHER THAN TRADE</b>						
	<b>EQUITY SHARES OF</b>						
	<b>A SUBSIDIARY COMPANY</b>						
	<b>UNQUOTED :</b>						
1	Jindal Holdings Ltd.	16085755	10	6,100.70	16085755	10	6,100.70
2	Jindal Steel & Alloys Ltd.	7020000	10	3,502.00	7020000	10	3,502.00
3	Jindal Stainless (Mauritius) Ltd.	10700000	US\$1	4,938.99	10700000	US\$1	4,938.99
				14,541.69			14,541.69
	Less : Provision for Diminution in Investments			(4,938.99)			(4,938.99)
	<b>SUB TOTAL (A)</b>			9,602.70			9,602.70
	<b>B OTHERS</b>						
	<b>a) QUOTED</b>						
1	Jindal Saw Ltd.	53550000	2	330.70	53550000	2	330.70
2	Shalimar Paints Ltd.	274518	10	135.32	274518	10	135.32
3	JSW Steel Ltd.	4548637	10	1,986.90	4548637	10	1,986.90
4	Jindal South West Holdings Ltd.	1137145	10	1,182.65	1137145	10	1,182.65
5	JSW Energy Ltd.	370	10	0.01	370	10	0.01
6	Hexa Tradex Limited*	10710000	2	19.14	-	-	-
7	Jindal Stainless Limited	347945	2	5.07	347945	2	5.07
				3,659.79			3640.65
	Less : Provision for Doubtful Investments			(13.23)			(13.23)
	<b>SUB TOTAL B (a)</b>			3,646.56			3627.42
	<b>b) UNQUOTED</b>						
1	Sun Investments Pvt. Ltd.	17000	10	1.70	17000	10	1.70
2	Rohit Tower Building Ltd.	2400	100	2.40	2400	100	2.40
3	Stainless Investments Ltd.	1025000	10	627.92	1025000	10	627.92
4	Mansarover Investments Ltd.	1085000	10	641.00	1085000	10	641.00
5	Jindal Equipment Leasing & Consultancy Services Ltd.	1320000	10	792.00	1320000	10	792.00
6	Jindal Overseas PTE Ltd.	153000	SGD 1	31.38	153000	SGD 1	31.38
7	Brahmputra Capital & Financial Services Ltd.	20869000	10	2,086.90	20869000	10	2,086.90
8	Saraswat Co. Op. Bank	1000	10	0.10	1000	10	0.10
9	Hexa Tradex Limited*	-	-	-	10710000	2	19.14
10	Midland Steel Processors Ltd.	200000	10	10.00	200000	10	10.00
11	PT Jindal Stainless Indonesia	100	US\$ 1	0.05	100	US\$ 1	0.05
				4,193.45			4212.59
	Less : Provision for diminution of Investments			(41.38)			(41.38)
	<b>SUB TOTAL B (b)</b>			4,152.07			4,171.21
	<b>1 10% Redemable Cumulative Preference Shares :</b>						
	Jindal Equipment Leasing & Consultancy Services Ltd.	110000	100	110.33	110000	100	110.33
	<b>SUB TOTAL (C)</b>	110000	100	110.33	110000	100	110.33
	<b>G. TOTAL (A TO C)</b>			17,511.66			17,511.66
	<b>Aggregate Value of Quoted Investments</b>			3,646.56			3,627.42
	<b>Market Value of Quoted Investments</b>			80,822.64			122020.18
	<b>Aggregate Value of Unquoted Investments</b>			13,865.10			13,884.24

#### Note:-

- 45,48,637 ( Previous Year 45,48,637) Equity Shares of JSW Steel Ltd. have been pledged with Bank/Financial Institution for financial assistance taken by other body corporate.
- 3,47,945 shares of Jindal Stainless Ltd. have been pledged.
- \* Share was listed on 20th April, 2012.



## Notes to the Financial Statements

Note No.	Particulars	As at 31.03.2013 (₹ in Lacs)	As at 31.03.2013 (₹ in Lacs)
<b>8.</b>	<b>CASH AND CASH EQUIVALENTS</b>		
	Cash-on-hand *	0.01	-
	Balance with banks		
	- In Current Account	5.18	2.44
	Fixed Deposits ( With original maturity of less than three months)	-	44.20
	<b>Total Cash and cash Equivalents</b>	<b>5.19</b>	<b>46.64</b>
	* Cash on hand as on 31.03.2013 ₹ 563/- ( as on 31.03.2012 ₹ 240/-)		
<b>9.</b>	<b>SHORT TERM LOANS AND ADVANCES</b>		
<b>a)</b>	<b>Loans and advances to related party</b>		
	Unsecured		
	Considered Doubtful	6.73	6.73
	Less: Provision for Non Performing Assets	(6.73)	(6.73)
	(Refer para 14-B of Note No. 15)	-	-
<b>b)</b>	<b>Loans and advances to others</b>		
	<b>Unsecured</b>		
	Considered good	13,152.12	12,890.77
	- Considered Doubtful	578.74	578.74
	Less: Provision for Doubtful Debts	(578.74)	(578.74)
	- Considered Non Performing Assets (Sub Standard)	1,791.11	-
	Less: Provision for Sub Standard Assets	(179.11)	-
		14,764.12	12,890.77
<b>c)</b>	<b>Other Loans and Advances</b>		
	Loan to employees	0.14	0.38
	Prepaid Taxes (Net of Provisions)	130.13	92.96
		130.27	93.34
	<b>Total Short Term Loans and Advances</b>	<b>14,894.39</b>	<b>12,984.11</b>
<b>10.</b>	<b>OTHER CURRENT ASSETS</b>		
	Interest accrued but not due	-	0.03
	Dividend Receivable	-	525.25
	<b>Total Other Current Assets</b>	<b>-</b>	<b>525.28</b>

## Notes to the Financial Statements

Note No.	Particulars	As at 31.03.2013 (₹ in Lacs)	As at 31.03.2013 (₹ in Lacs)
<b>11.</b>	<b>REVENUE FROM OPERATIONS</b>		
	Interest Income	1,060.06	905.06
	Dividend Income on Non-Current Investments	883.85	1,104.41
	Net Gain/loss on Sale of Mutual Funds	-	0.06
	<b>Total Revenue from operations</b>	<b>1,943.91</b>	<b>2,009.53</b>
<b>12.</b>	<b>OTHER INCOME</b>		
	Miscellaneous Receipt	0.14	0.13
	<b>Total Other Income</b>	<b>0.14</b>	<b>0.13</b>
	<b>Total Revenue</b>	<b>1,944.05</b>	<b>2,009.66</b>
<b>13.</b>	<b>EMPLOYEE BENEFIT EXPENSES</b>		
	Salary and wages	29.13	28.23
	Contribution to provident and other fund	1.44	1.39
	<b>Total Employees Benefit Expenses</b>	<b>30.57</b>	<b>29.62</b>
<b>14.</b>	<b>OTHER EXPENSES</b>		
	Rent	0.68	0.66
	Legal and professional Fees	11.24	20.76
	Auditors' Remuneration	3.98	4.23
	Postage and Telegrams	1.73	2.20
	Printing and Stationery	2.06	2.65
	Advertisements	1.79	1.30
	Provision for Standard loans	0.65	32.23
	Donation	8.50	1.00
	Other Expenses	5.20	0.44
	<b>Total Other Expenses</b>	<b>35.83</b>	<b>65.47</b>

## Notes to the Financial Statements

### NOTE NO - "15"

#### SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF ACCOUNTS

##### 1. SIGNIFICANT ACCOUNTING POLICIES:

###### i) Basis of Preparation of Financial Statements:

The financial statements are prepared under the historical cost convention as a going concern. The accounts have been prepared by adopting the accrual system of accounting and in accordance with directions prescribed by the Reserve Bank of India for Non Banking Financial Companies. Accounting Policies, not specifically referred to otherwise are consistent and in consonance with the generally accepted accounting principles.

###### ii) Foreign Currency Transactions:

Foreign currency transactions are recorded at the rate of exchange prevailing on the date of the transactions. Monetary assets and liabilities related to foreign currency transactions remaining unsettled are translated at year end rate.

The difference in translation of Monetary assets and liabilities and realized gains and losses on foreign exchange transaction are recognized in profit & loss account.

Foreign currency gain/loss relating to translation of net investment in non-integral foreign operation is recognized in the foreign currency translation reserve.

###### iii) Fixed Assets and Depreciation :

###### a) Fixed Assets

Fixed Assets are stated at their cost of acquisition less accumulated depreciation. Cost comprises of all cost, net of income (if any), incurred to bring the assets to their present location and working condition and other related overheads till such assets are ready for intended use.

###### b) Depreciation

Depreciation on Fixed Asset is provided on Straight Line Method basis at the rates and in manner specified in schedule XIV of the Companies Act, 1956.

###### iv) Investments:

Long term investments are stated at cost. When there is a decline other than temporary in their value, the carrying amount is reduced on an individual investment basis and decline is charged to the Profit and Loss Account. Appropriate adjustment is made in carrying cost of investment in case of subsequent rise in value of investments.

###### v) Retirement Benefits:

###### Defined Benefit Plans:

Leave Encashment and Gratuity are defined benefit plans. The Company has provided for the liability at the year end based on actuarial valuation using the Projected Unit Credit Method. Actuarial gains and losses are recognized as and when incurred.

###### vi) Taxation:

Provision is made for income-tax liability estimated to arise on the results for the year at the current rate of tax in accordance with Income-Tax Act, 1961.

Deferred tax resulting from timing differences between book profits and tax profits is accounted for, at the rate on the Balance Sheet date, to the extent that the timing differences that originate in one period and are capable of reversal in one or more subsequent periods.

Deferred Tax Assets arising from timing differences are recognized to the extent there is a reasonable/virtual certainty that the assets can be realized in future.

##### 2. Contingent Liabilities not provided for:

	(` in Lacs)
	Current Year
	Previous Year
(i). For Income Tax matters against which company has preferred appeal	731.85
	687.94
3. Appeals in respect of certain assessments of Income-Tax are pending and additional tax liabilities/refunds, if any, is not determinable at this stage. Adjustments for the same will be made after the same is finally determined.	
4. Loans to body corporate ₹ 13152.11 lacs other than those considered as Non-Performing (including ₹ Nil of subsidiary companies) (previous year ₹ 12890.77 lacs (including ₹ Nil of subsidiary companies)) are repayable on	

## Notes to the Financial Statements

demand. Aforesaid loans include ₹ 8174.71 lacs to companies which are having accumulated losses. The management is confident of recovering the same as and when recalled and hence amount outstanding have been considered good and recoverable.

5. In the opinion of the Board, Value of all assets other than fixed assets and non-current investments have a value on realization in the ordinary course of business at least equal to the amount at which they are stated.
6. a) Provision for standard assets amounting to ₹ 0.65 lacs has been made at 0.25% of the outstanding standard assets as at 31st March, 2013 in terms of Notification No. DNBS.222/CGM (US)-2011 dated 17-01-2011 issued by Reserve Bank of India.
- b) The Company has made adequate provision for the Non-Performing Assets identified. Accordingly provision for Sub-Standard and Doubtful Assets is made with the guidelines issued by the Reserve Bank of India.
7. The company operates in single primary segment (i.e. investment and finance.)
8. (i) Provision for Non Performing Loans and Advances amounting to ₹ 179.11 (previous year ₹ Nil) on sub-Standard loans has been decided by the management considering prudential norms prescribed by the Reserve Bank of India as also financial health of the borrower was not good. The borrower has also approached the company to waive the interest due to the liquidity crisis. However, the borrower promises to pay principal amount of the loan after the outcome of Arbitration Proceeding, which is most likely to be in the favour of the borrower.
- (ii) Detail of provision for Non Performing Assets

	(` in Lacs)	
	Current Year	Previous Year
Opening Balance	585.47	585.47
Add: Provision made during the year	179.11	-
<b>Closing Balance</b>	<b>764.58</b>	585.47

9. The Company has given loans to various companies, which are repayable on demand. During the year, interest on such loans has been serviced by converting into principal, and the same has also been acknowledged by the borrowers.
10. Investments as long term strategic investment in subsidiary companies in equity shares given as detailed below are exceeding the single exposure norms of 15% of owned fund of the Company as prescribed in terms of para 18 of "Non-Banking Financial (Non-deposit Accepting or holding) Companies Prudential Norms (Reserve Bank) Directions, 2007, for which the Company has take steps for appropriate exemption/dispensation from Reserve Bank of India consistent with the spirit of the exposure norms. For the purpose of exposure norm, the meaning of the group is taken as per erstwhile section 370(1B) of the Companies Act,1956.

	(` in Lacs)	
Name of the Company	Investment	% of Owned Fund
Jindal Holdings Limited	6100.70	18.85
Jindal Stainless (Mauritius ) Ltd.	4938.99	15.26

11. The Board of Directors of the Company on 11<sup>th</sup> February, 2013 has decided to convert the company in Core Investment Company (CIC). The Necessary Correspondence is being pursued to the Reserve Bank of India (RBI).
12. Based on the information available with the Company regarding the status of the supplier under the Micro, Small and Medium Enterprises Development Act, 2006, no amount is due to Micro, Small and Medium Enterprises.
13. As per Accounting Standard 15, "Employees Benefits" the disclosure as defined in the Accounting Standard are given below :

### Defined Benefit Plan

	(` in Lacs)	
i) Defined Contribution/Benefit towards	Current Year	Previous Year
Employer's Contribution to Provident Fund	1.36	1.32
Employer's Contribution to ESI	0.03	0.07

## Notes to the Financial Statements

### Defined Benefit Plans

	Current Year		Previous Year	
	Gratuity Unfunded	Leave Encashment Unfunded	Gratuity Unfunded	Leave Encashment Unfunded
Current Service Cost	0.44	0.11	0.40	0.25
Interest Cost	0.31	0.16	0.25	0.12
Expected Return on Plan Assets	—	—	—	—
Actuarial (Gain)/Loss	0.27	(0.04)	0.46	0.59
Past Service Cost	—	—	—	—
Curtailment and settlement cost/credit	—	—	—	—
Net Cost	1.02	0.23	1.11	0.96
Actual Return on Plan Assets	N.A.	N.A.	N.A.	N.A.

### ii) Change in Benefit Obligation

	Current Year		Previous Year	
	Gratuity Unfunded	Leave Encashment Unfunded	Gratuity Unfunded	Leave Encashment Unfunded
Present Value of obligation as at the beginning of the year	3.92	1.96	2.82	1.43
Current Service Cost	0.44	0.11	0.40	0.25
Interest Cost	0.31	0.16	0.25	0.12
Benefits Paid	—	(0.90)	—	(0.43)
Curtailment and settlement cost	—	—	—	—
Past Service Cost	—	—	—	—
Actuarial (Gain)/Loss	0.27	(0.04)	0.46	0.59
Present Value of obligation as at the end of year	4.95	1.29	3.93	1.95

### iii) The assumptions used to determine the benefit obligations are follows :

	Current Year		Previous Year	
	Gratuity Unfunded	Leave Encashment Unfunded	Gratuity Unfunded	Leave Encashment Unfunded
Discount Rate	8.00%	8.00%	8.75%	8.75%
Salary Escalation	5.25%	5.25%	5.25%	5.25%
Mortality	LIC 94-96 Ultimate			

## 14 Related Parties Transactions

### A List of Related Parties & Relationship (As identified by the Management)

#### a) Parties where control exists :

##### Subsidiaries

Jindal Holdings Limited  
Jindal Steel & Alloys Limited  
Jindal Stainless ( Mauritius ) Limited  
Massillon Stainless Inc. U.S.A.

#### b) Key Management Personnel :

1. Sh. Mahender Kumar Goel Executive Director
2. Sh. Bhartendu Harit Company Secretary

#### c) Associate

1. Brahmputra Capital & Financial Services Ltd.

## Notes to the Financial Statements

		( ` in Lacs)						
B Transactions Description	CURRENT YEAR				PREVIOUS YEAR			
	Subsidiaries	Key Associates Management Personnel		Total	Subsidiaries	Key Associates Management Personnel		Total
Remuneration Paid								
Sh. Mahender Kumar Goel	-	14.89	-	14.89	-	14.04	-	14.04
Sh. Bhartendu Harit	-	11.39	-	11.39	-	11.51	-	11.51
	-	26.28	-	26.28	-	25.55	-	25.55
Outstanding Balance as on 31.03.2013								
Loan Receivable								
Jindal Stainless (Mauritius) Ltd.	6.73	-	-	6.73	6.73	-	-	6.73
	6.73	-	-	6.73	6.73	-	-	6.73
Equity Investment Outstanding								
Jindal Holdings Limited	6,100.70	-	-	6,100.70	6,100.70	-	-	6,100.70
Jindal Steel & Alloys Limited	3,502.00	-	-	3,502.00	3,502.00	-	-	3,502.00
Jindal Stainless (Mauritius) Ltd.	4,938.99	-	-	4,938.99	4,938.99	-	-	4,938.99
Brahmputra Capital & Financial Services Ltd.	-	-	2,086.90	2,086.90	-	-	2,086.90	2,086.90
	14,541.69	-	2,086.90	16,628.59	14,541.69	-	2,086.90	16,628.59
Provision outstanding for Non Performing Assets								
Jindal Stainless (Mauritius) Ltd.	6.73	-	-	6.73	6.73	-	-	6.73
	6.73	-	-	6.73	6.73	-	-	6.73
Provision outstanding for Diminution in Investments								
Jindal Stainless (Mauritius) Ltd.	4,938.99	-	-	4,938.99	4,938.99	-	-	4,938.99
	4,938.99	-	-	4,938.99	4,938.99	-	-	4,938.99

### 15 Earning Per Share (EPS) computed in accordance with Accounting Standard 20 "Earning Per Share".

	Current Year ( ` in Lacs)	Previous Year ( ` in Lacs)
<b>Basic and Diluted EPS :-</b>		
Profit/(Loss) after tax attributable to Equity Shareholders	1,412.82	1,629.38
No. of Shares outstanding	5,136,163	5,136,163
<b>Basic and Diluted EPS (in ` )</b>	27.51	31.72

### 16 DEFERRED TAX LIABILITY/(ASSET) (NET)

		( ` in Lacs)	
Particulars	Deferred Tax Liability/ (Asset) 31.03.2012	Current Year charge/credit	Deferred Tax Liability/ (Asset) 31.03.2013
<b>A) Deferred Tax Liability</b>			
Difference between book & tax depreciation	0.10	(0.02)	0.08
<b>Total Deferred Tax Liability - A</b>	0.10	(0.02)	0.08
<b>B) Deferred Tax Assets</b>			
1 Disallowance under Income Tax Act, 1961	1.91	0.11	2.02
2 Provision for doubtful debts & advances	172.22	-	172.22
3 Provision for standard & sub standard assets	10.46	58.32	68.78
<b>Total Deferred Tax Assets - B</b>	184.59	58.43	243.02
<b>Deferred Tax Liability (Assets) (Net ) (A-B)</b>	(184.49)	(58.45)	(242.94)

## Notes to the Financial Statements

- 17 As per the requirement of clause 32 of the listing agreement, the following are the details of Loans and advances of the Company outstanding at the year end and maximum amount outstanding.

PARTICULARS	Outstanding amount as at the year end		Maximum Amount outstanding during the year	
	Current Year	Previous Year	Current Year	Previous Year
	(` in Lacs)			
<b>Loan and advances to Subsidiaries</b>				
Jindal Stainless (Mauritius) Ltd.*	6.73 **	6.73 **	6.73	6.73
	6.73	6.73		
<b>Loan and advances where there is no repayment schedule</b>				
Nalwa Metal and Alloys Limited *	54.66 **	54.66 **	54.66	54.66
Mansarovar Investments Ltd.	3,414.93	3,145.63	3,622.63	3,145.63
Jindal Equipment Leasing & Consultancy Services Ltd.	1,178.71	941.86	1,178.71	941.86
Everplus Securities & Finance Ltd.	2,689.09	2,254.81	2,689.09	2,254.81
Renuka Financial Services Limited	2,663.73	2,153.16	2,663.73	2,153.16
Goswami Credits & Investment Ltd.	821.14	759.61	821.14	759.61
Gagan Trading Co. Ltd.*	7.45 **	7.45 **	7.45	7.45
JSW Steel Ltd.*	516.63 **	516.63 **	516.63	516.63
JSL Lifestyle Ltd.	1,759.78	1,738.58	1,759.78	1,743.77
Green Delhi BQS Limited	1,791.11 ***	1,797.11 ***	1,797.11	1,797.11
Ganga Ferro Alloys Private Limited	240.98	-	364.00	-
Om Savitri Jindal Charitable Trust	100.00	100.00	100.00	100.00
Abhinandan Investments Limited	283.78	-	289.00	-
	15,521.97	13,469.51		

\* Provision for Non Performing Assets in doubtful category of 100% provided for ₹ 585.47 lacs (Previous year ₹ 585.47 lacs)

\*\* No Interest charged

\*\*\* Provision for Sub-Standard Assets provided for ₹ 179.11 lacs (Previous year ₹ Nil)

### 18 (A) Auditors Remuneration includes the following

#### Payment to Auditors

	Current Year (` in Lacs)	Previous Year (₹ in Lacs)
Audit Fee	2.14	2.14
Tax Audit Fee	0.11	0.11
Certification Work etc.	1.73	1.98
<b>Total</b>	<b>3.98</b>	<b>4.23</b>

### (B) Directors' Remuneration includes the followings:

Remuneration paid to Directors including Executive Director

	Current Year (` in Lacs)	Previous Year (₹ in Lacs)
Salary including allowance	14.16	13.32
Contribution to Provident Fund etc.	0.73	0.72
<b>Total</b>	<b>14.89</b>	<b>14.04</b>

As per our report of even date attached

#### For N.C. AGGARWAL & CO.

Chartered Accountants

Firm Registration No. 003273N

**G.K. Aggarwal**

Partner

M.No. 086622

**MAHENDER KUMAR GOEL**

Executive Director & CEO

**RAJINDER PARKASH**

Director

Place : Hisar

Dated : 30th May, 2013

**RAKESH GARG**

Director

**BHARTENDU HARIT**

Company Secretary





## NBFC Schedule

		Amount outstanding		
2.	Unquoted :			
(i)	Shares : (a) Equity			13,754.77
	(b) Preference			110.33
(ii)	Debentures and Bonds			-
(iii)	Units of Mutual Funds			-
(iv)	Government Securities			-
(v)	Others (please specify)			-
<b>(5)</b>	<b>Borrower group-wise classification of assets financed as in (2) and (3) above :</b>			
	Please see Note 2 below			
	Category	Amount net of provisions		
		Secured	Unsecured	Total
1.	Related Parties **			
(a)	Subsidiaries	-	-	-
(b)	Companies in the same group	-	14,523.14	14,523.14
(c)	Other related parties	-	-	-
2.	Other than related parties	-	240.98	240.98
	Total	-	14,764.12	14,764.12
<b>(6)</b>	<b>Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :</b>			
	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	16,367.10		9,602.70
(b)	Companies in the same group	85,268.40		7,908.86
(c)	Other related parties	-		-
2.	Other than related parties		0.10	0.10
	Total	101,635.60		17,511.66
** As per Accounting Standard of ICAI (Please see Note 3)				
<b>(7)</b>	<b>Other Information</b>			
	Particulars			Amount
(i)	Gross Non-Performing Assets			
(a)	Related parties			2,321.92
(b)	Other than related parties			54.66
(ii)	Net Non-Performing Assets			
(a)	Related parties			1,612.00
(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 shall be applicable as prescribed in the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.
- 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 should be disclosed irrespective of whether they are classified as long term or current in (4) above.

For **N. C. Aggarwal & Co.**

Chartered Accountants

Firm Regn. No. 003273N

**(G.K. AGGARWAL)**

Partner

M.No. 086622

Place : Hisar

Date : 30th May, 2013

**MAHENDER KUMAR GOEL**

Executive Director & CEO

**RAKESH GARG**

Director

**RAJINDER PARKASH**

Director

**BHARTENDU HARIT**

Company Secretary

## NBFC Schedule

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	31.03.2013 Current Year	31.03.2012 Previous Year
(i) CRAR (%)	469.69%	124.11%
(ii) CRAR - Tier I Capital (%)	469.69%	124.11%
(iii) CRAR - Tier II Capital (%)	Nil	Nil

### 2) Exposure to Real Estate Sector

Category	Current Year	Previous Year
(a) Direct Exposure		
(i) Residential Mortgages:- Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented.(Individual housing loans upto Rs.15 Lacs to be shown separately)	Nil	Nil
(ii) Commercial Real Estate:- 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

	1day to 30/31 days one month	Over 1month 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	Demand Loans	Total
<b>Liabilities:</b>										
Borrowings from banks	-	-	-	-	-	-	-	-	-	-
Market Borrowings	-	-	-	-	-	-	-	-	-	-
<b>Assets:</b>										
Advances (net of NPA's Provision)	-	-	-	-	-	-	-	-	14,764.12	14,764.12
Investments (net of Provision)	-	-	-	-	-	-	-	17,511.66	-	17,511.66

For **N. C. Aggarwal & Co.**  
Chartered Accountants  
Firm Regn. No. 003273N

**(G.K. AGGARWAL)**  
Partner  
M.No. 086622

Place : Hisar  
Date : 30th May, 2013

**MAHENDER KUMAR GOEL**  
Executive Director & CEO

**RAKESH GARG**  
Director

**RAJINDER PARKASH**  
Director

**BHARTENDU HARIT**  
Company Secretary

## Cash Flow Statement for the Year Ended 31st March, 2013

PARTICULARS	2012-13 (₹ in Lacs)	2011-12 (₹ in Lacs)
<b>A) Cash Inflow (Outflow) from the operating activities</b>		
Net Profit before Tax	1,698.45	1,914.48
<b>Adjustments for :-</b>		
Depreciation	0.09	0.09
Dividend Income	(883.85)	(1,104.41)
Interest Income	(1,060.06)	(905.06)
Net Gain/loss on Sale of Mutual Funds	-	(0.06)
Provision for Sub-Standard Assets	179.11	-
Provision for Standard Assets	0.65	32.23
<b>Operating Profit Before Working Capital Changes</b>	<b>(65.61)</b>	<b>(62.73)</b>
<b>Adjustments for :-</b>		
(Increase)/Decrease in Loans & Advances	(2,052.23)	(1,130.29)
Current Liabilities & Provisions	(11.55)	8.13
Cash Generated from Operation	(2,129.39)	(1,184.89)
Direct Taxes Refund (Paid)	(381.25)	(285.39)
Net Gain/loss on Sale of Mutual Funds	-	0.06
Interest Received	1,060.09	905.03
Dividend Received	1,409.10	579.16
<b>Net Cash Outflow from Operating Activities</b>	<b>(41.45)</b>	<b>13.97</b>
<b>B) Cash Inflow/(Outflow) from Investment Activities</b>		
<b>Net Cash Inflow from Investment Activities</b>	-	-
<b>C) Cash Inflow/(Outflow) from Financing Activities</b>		
<b>Net Cash Inflow/(Outflow) from Financing Activities</b>	-	-
<b>Net Changes in Cash and Cash Equivalent</b>	<b>(41.45)</b>	<b>13.97</b>
<b>Cash and Cash equivalent (Opening Balance)</b>	<b>46.64</b>	<b>32.67</b>
<b>Cash and Cash equivalent (Closing Balance)</b>	<b>5.19</b>	<b>46.64</b>

### NOTE :-

1. Cash and Cash Equivalent includes Cash and Bank Balances only.
2. Previous year's figures have been regrouped wherever necessary

In terms of our report of even date annexed hereto

### For N. C. AGGARWAL & CO.

Chartered Accountants

Firm Registration No. 003273N

**G. K. Aggarwal**

Partner

M. No. 086622

**MAHENDER KUMAR GOEL**

Executive Director & C.E.O.

**RAJINDER PARKASH**

Director

Place : Hisar

Dated : 30th May, 2013

**RAKESH GARG**

Director

**BHARTENDU HARIT**

Company Secretary

**Statement pursuant to section 212 of the Companies Act 1956, relating to  
company's interest in subsidiary companies**

Particulars	Jindal Holdings Limited	Jindal Steel & Alloys Limited	Jindal Stainless (Mauritius) Limited	Massillon Stainless Inc., U.S.A.
a) Holding Company's interest	Holder of <b>16085755</b> Equity Shares of ₹10/- each out of the subscribed capital of <b>18499820</b> Equity Shares of ₹10/-	Holder of 7020000 Equity Shares of ₹10/- each out of the subscribed capital of <b>7020000</b> Equity Shares of ₹10/-	Holder of <b>10700000</b> Equity Shares of US \$ 1 each out of the subscribed capital of <b>10700000</b> Equity Shares of US \$ 1"	"Jindal Stainless (Mauritius) Limited a subsidiary of the company (NSIL) is holding 61 Equity Shares of US \$ 500 out of the subscribed capital of <b>100</b> Equity Shares of US \$ 500"
b) Financial year of the company ended	31st March, 2013	31st March, 2013	31st March, 2013	31st March, 2013
c) Net aggregate amount of subsidiary company's profit(loss) not dealt within the company's Account	(₹ In lacs)	(₹ In lacs)	US \$	US \$
i) for the subsidiary company's financial year ended 31st March, 2013	335.88	596.99	(9,151.00)	-
ii) for the subsidiary company's previous financial periods, since it became the holding company's subsidiary	452.87	4,919.42	(10,765,978.00)	(19,482,085.10)
d) Net aggregate amount of the subsidiary company's profit/(loss) dealt within the company's Account.				
i) For the subsidiary company's financial period ended 31st March, 2013	Nil	Nil	Nil	Nil
ii) For the subsidiary Company's previous financial period since it became the holding Company's subsidiary	Nil	Nil	Nil	Nil
e) As the financial year of the above subsidiary companies coincides with the financial year of the holding Company section 212(5) of the Companies Act, 1956 is not applicable.	N.A.	N.A.	N.A.	N.A.

**MAHENDER KUMAR GOEL**  
Executive Director & CEO

**RAJINDER PARKASH**  
Director

**RAKESH GARG**  
Director

**BHARTENDU HARIT**  
Company Secretary

Place: Hisar  
Date : 30th May, 2013

# Auditors' Report

## INDEPENDENT AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

TO THE BOARD OF DIRECTORS OF NALWA SONS INVESTMENTS LIMITED ON THE CONSOLIDATED FINANCIAL STATEMENTS OF NALWA SONS INVESTMENTS LIMITED, IT'S SUBSIDIARIES,

### Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Nalwa Sons Investments Limited (the Company) and its subsidiary (collectively referred as the Group) which comprise the Consolidated Balance Sheet as at March 31, 2013, and the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Managements Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditors' Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Group's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

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

### Emphasis of matter :

- i) The policy for demand loans given by the company as to the repayment, interest servicing and monitoring of the loans needs to be strengthened in line with "Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007" – (Refer Para No. 13 of Note No. 21 to the Financial Statements).
- ii) Investment as long term strategic investments in subsidiaries companies in equity shares exceeds the single exposure norms of "Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007", for which company has pursued appropriate exemption/dispensation from Reserve Bank of India – (Refer Para No. 14 of Note No. 21 to the Financial Statements).

### Opinion:

We report that the consolidated financial statements have been prepared by the Company in accordance with the requirements of Accounting Standard (AS) 21, Consolidated Financial Statements issued by the Institute of Chartered Accountants of India notified under sub-section (3C) of Section 211 of the Companies Act, 1956 of India.

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of other auditor on the financial statement of the subsidiary and unaudited financial statement of one subsidiary, referred to below in the Other Matter paragraph, the aforesaid consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2013;
- b) In the case of the Consolidated Statement of Profit and Loss, of the Profit of the Group for the year ended on that date; and
- c) In the case of the Consolidated Cash Flow statement, of the consolidated cash flows of the Group for the year ended on that date.

### Other Matters:

- a) We did not audit the financial statement of subsidiary Jindal Steel & Alloys Limited whose financial statement reflect total assets as at 31<sup>st</sup> March, 2013 of ₹ 9021.92 lacs, total revenues of ₹ 828.46 lacs and net cash outflow of ₹ 1.91 lacs (before adjustments on consolidation). These financial statements have been audited by other auditor of the company whose report has been furnished to us for the purpose of consolidation and our opinion, in so far as it relates to the amounts included in respect of the subsidiary is based solely on the report of other auditor.
- b) We did not audit the financial statements of subsidiary Jindal Stainless (Mauritius) Limited whose unaudited financial statements reflect total assets of ₹ 1.16 lacs as at 31<sup>st</sup> March, 2013, total revenue of Nil and net cash outflow of ₹ 3.13 lacs (before adjustment on consolidation) and associates, whose financial statements reflect the company's share of loss of ₹ 2.84 lacs. The said financial statements, which were furnished to us by the management, were unaudited. We are unable to express an opinion on true and fair view in so far as it relates to amounts considered in the consolidated financial statement for the reason as stated above.

For & on behalf of  
**N.C. Aggarwal & Co.**  
Chartered Accountants  
Firm Registration No. 003273N

**G.K. Aggarwal**  
Partner  
M.No. 086622

Place : Hisar  
Dated : 30th May, 2013

## Consolidated Balance Sheet As At 31st March, 2013

Particulars	Note No.	As at 31.03.2013 (₹ in Lacs)	As at 31.03.2012 (₹ in Lacs)
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	1	513.62	513.62
(b) Reserves and Surplus	2	36,874.28	34,784.58
<b>Minority Interest</b>		<b>1,103.18</b>	1,059.35
<b>(2) Non-Current Liabilities</b>			
(a) Long-term borrowings	3	2,682.58	2,516.20
(b) Long term provisions	4	5.82	5.40
<b>(3) Current Liabilities</b>			
(a) Trade payables	5	789.50	742.57
(b) Other current liabilities	6	184.20	188.62
(c) Short-term provisions	7	37.01	34.67
<b>Total</b>		<b>42,190.19</b>	39,845.01
<b>II. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Fixed assets	8		
Tangible assets		0.73	0.82
(b) Non-current investments	9	21,661.07	21,663.91
(c) Deferred tax assets (net)	10	242.94	184.49
<b>(2) Current assets</b>			
(a) Inventories	11	727.21	727.21
(b) Trade receivables	12	474.07	377.21
(c) Cash and Cash Equivalents	13	47.19	446.91
(d) Short-term loans and advances	14	19,036.22	15,903.41
(e) Other current assets	15	0.76	541.05
<b>Total</b>		<b>42,190.19</b>	39,845.01
<b>Significant Accounting Policies and Notes to the Financial Statements</b>	21		

As per our report of even date attached

### For N. C. AGGARWAL & CO.

Chartered Accountants

Firm Registration No. 003273N

**G. K. Aggarwal**

Partner

M. No. 086622

**MAHENDER KUMAR GOEL**

Executive Director & C.E.O.

**RAJINDER PARKASH**

Director

Place : Hisar

Dated : 30th May, 2013

**RAKESH GARG**

Director

**BHARTENDU HARIT**

Company Secretary

# Consolidated Statement of Profit and Loss for the Year Ended 31st March, 2013

Particulars	Note No.	For the Year Ended 31.03.2013 (₹ in Lacs)	For the Year Ended 31.03.2013 (₹ in Lacs)
I. Revenue from operations	16	3,133.18	3,290.24
<b>Total Revenue from operations</b>		<b>3,133.18</b>	<b>3,290.24</b>
II. Other Income	17	0.65	0.16
<b>III. Total Revenue (I +II)</b>		<b>3,133.83</b>	<b>3,290.40</b>
<b>IV. Expenses:</b>			
Changes in inventories of Stock-in-Trade	18	-	-
Employees benefit expenses	19	30.57	29.62
Depreciation and amortization expense		0.09	0.09
Other expenses	20	44.62	479.18
Provision for Sub Standard Assets		179.11	-
<b>Total Expenses</b>		<b>254.39</b>	<b>508.89</b>
<b>V. Profit before tax (III - IV)</b>		<b>2,879.44</b>	<b>2,781.51</b>
<b>VI. Tax expense:</b>			
Current tax		596.78	512.22
Deferred tax		(58.45)	(11.00)
Previous year tax adjustment		-	16.24
MAT credit entitlement		0.25	(14.21)
<b>VII. Profit for the year (V-VI)</b>		<b>2,340.86</b>	<b>2,278.26</b>
Add: Minority Interest in (Profit)/Loss		(43.85)	(2,184.08)
Add: Share of Loss of Associates		(2.84)	(47.00)
<b>Profit After Taxation and Minority Interest</b>		<b>2,294.17</b>	<b>47.18</b>
<b>VIII. Earning per equity share (In ₹ )</b>			
(1) Basic		44.67	0.92
(2) Diluted		44.67	0.92
<b>Significant Accounting Policies and Notes to the Financial Statements</b>	21		

As per our report of even date attached

**For N. C. AGGARWAL & CO.**  
Chartered Accountants  
Firm Registration No. 003273N

**G. K. Aggarwal**  
Partner  
M. No. 086622

**MAHENDER KUMAR GOEL**  
Executive Director & C.E.O.

**RAJINDER PARKASH**  
Director

Place : Hisar  
Dated : 30th May, 2013

**RAKESH GARG**  
Director

**BHARTENDU HARIT**  
Company Secretary

## Consolidated Notes to the Financial Statements

Note Particulars No.	As at 31.03.2013 (₹ in Lacs)	As at 31.03.2012 (₹ in Lacs)
<b>1. SHARE CAPITAL</b>		
<b>Authorised</b>		
150,00,000 Equity Shares of Rs.10/- each	<b>1,500.00</b>	1,500.00
	<b>1,500.00</b>	1,500.00
<b>Issued, Subscribed and Fully Paid-Up</b>		
51,36,163 (previous year 51,36,163) Equity Shares of ₹ 10/- each	<b>513.62</b>	513.62
<b>Total Share Capital</b>	<b>513.62</b>	513.62
<b>(a) Reconciliation of the number of shares:</b>		
<b>Equity Shares</b>		
Shares outstanding as at the beginning of the year	<b>5,136,163</b>	5,136,163
Shares outstanding as at the end of the year	<b>5,136,163</b>	5,136,163

**(b) Details of shareholders holding more than 5% shares in the company:**

Name of Shareholders	No. of Shares	% of holding as at 31.3.2013	No. of Shares	% of holding as at 31.3.2012
Jindal Equipment Lease and Cons Services Ltd.	<b>311,393</b>	<b>6.06</b>	311,393	6.06
Sun Investment Ltd.	<b>504,738</b>	<b>9.83</b>	504,738	9.83
Vrindavan Services Pvt. Ltd.	<b>268,565</b>	<b>5.23</b>	268,565	5.23
Hexa Securities and Finance Co. Ltd.	<b>267,723</b>	<b>5.21</b>	267,723	5.21
Groovy Trading Pvt. Ltd.	<b>488,611</b>	<b>9.51</b>	488,611	9.51
Ricky Ishwardas Kirplani	<b>405,511</b>	<b>7.90</b>	405,511	7.90
Keshwani Haresh	<b>304,830</b>	<b>5.93</b>	304,830	5.93
<b>Total</b>	<b>2,551,371</b>	<b>49.67</b>	2,551,371	49.67

**(c) Terms/Rights attached to Equity Shares**

The Company has only one class of equity shares having a par value of ₹ 10/- per equity share. Each equity shareholder is entitled to one vote per share.



## Consolidated Notes to the Financial Statements

Note No.	Particulars	As at 31.03.2013 (₹ in Lacs)	As at 31.03.2012 (₹ in Lacs)
<b>2.</b>	<b>RESERVES AND SURPLUS</b>		
<b>a)</b>	<b>Securities Premium Account</b>		
	As per Last Account	3,004.20	3,004.20
	Closing Balance	3,004.20	3,004.20
<b>b)</b>	<b>General Reserve</b>		
	As per Last Account	7,693.28	7,693.28
	Closing Balance	7,693.28	7,693.28
<b>c)</b>	<b>Capital Reserve</b>		
	Demerger Account as per scheme of Arrangement and Demerger	17,276.90	17,276.90
	Closing Balance	17,276.90	17,276.90
<b>d)</b>	<b>Capital Reserve on Consolidation</b>		
	As per Last Account	364.39	364.39
	Closing Balance	364.39	364.39
<b>e)</b>	<b>Foreign Currency Translation Reserve</b>		
	As per Last Account	(367.31)	43.95
	Add: During the Year	(204.47)	(411.26)
	Closing Balance	(571.78)	(367.31)
<b>f)</b>	<b>Statutory Reserve</b>		
	As per Last Account	1,732.85	1,324.20
	Add: Transfer from Surplus in Profit and Loss	349.75	408.65
	Closing Balance	2,082.60	1,732.85
<b>g)</b>	<b>Surplus in Profit and Loss Account</b>		
	Balance as per last financial statements	5,080.27	5,441.74
	Add: Profit after tax transferred from Statement of Profit and Loss	2,294.17	47.18
	Less: Transfer to Statutory reserve	349.75	408.65
	Balance in Profit and Loss Account Carried Forward	7,024.69	5,080.27
	<b>Total Reserves and Surplus</b>	<b>36,874.28</b>	<b>34,784.58</b>

## Consolidated Notes to the Financial Statements

Note No.	Particulars	As at 31.03.2013 (₹ in Lacs)	As at 31.03.2012 (₹ in Lacs)
<b>3.</b>	<b>LONG-TERM BORROWINGS</b>		
	Unsecured Long term borrowings		
	Working Capital Revolving Facility From Shareholders	2,583.49	2,429.93
	From Others	99.09	86.27
	<b>Total Long Term Borrowings</b>	<b>2,682.58</b>	<b>2,516.20</b>
<b>4.</b>	<b>LONG-TERM PROVISIONS</b>		
	Provision for Gratuity	4.95	3.92
	Provision for Leave Encashment	0.87	1.48
	<b>Total Long Term Provisions</b>	<b>5.82</b>	<b>5.40</b>
<b>5.</b>	<b>TRADE PAYABLES</b>		
	Trade Payables	789.50	742.57
	<b>Total Trade Payables</b>	<b>789.50</b>	<b>742.57</b>
<b>6.</b>	<b>OTHER CURRENT LIABILITIES</b>		
	a) Interest Accrued and due	1.09	1.09
	b) Other Payables		
	Statutory Dues	3.99	1.40
	Dues to Employees	2.78	2.73
	Other outstanding liabilities	176.34	183.40
	<b>Total Other Current Liabilities</b>	<b>184.20</b>	<b>188.62</b>
<b>7.</b>	<b>SHORT TERM PROVISIONS</b>		
	Provision for Leave Encashment	0.41	0.49
	Provision for Standard Loans (Refer Para No. 8 of Note No. 21)	36.60	34.18
	<b>Total Short Term Provisions</b>	<b>37.01</b>	<b>34.67</b>

## 8. FIXED ASSETS

Description	(₹ in Lacs)									
	Gross Block			Depreciation				Net Block		
	Cost as on 01.04.12	Additions During The Year	Sales/ Trfd. During The Year	Total as on 31.03.13	Upto 31.03.12	During the year	Written Back	Total as on 31.03.13	As on 31.03.13	As on 31.03.12
Furniture & Fixture	1.14	-	-	1.14	0.57	0.07	-	0.64	0.50	0.57
Other Assets	0.41	-	-	0.41	0.16	0.02	-	0.18	0.23	0.25
<b>TOTAL</b>	1.55	-	-	1.55	0.73	0.09	-	0.82	0.73	0.82
Previous Year	1.55	-	-	1.55	0.64	0.09	-	0.73	0.82	

## Consolidated Notes to the Financial Statements

Note No.	Particulars	As at 31.03.2013 (₹ in Lacs)	As at 31.03.2012 (₹ in Lacs)
<b>9.</b>	<b>NON-CURRENT INVESTMENTS</b>		
	<b>Non trade Investments</b>		
	<b>In Associates</b>		
	Cost of Investment (Fully Paid Up)	<b>2,086.90</b>	2,086.90
	[Net of ₹ Nil (Previous Year ₹ Nil) of Capital Reserve arising on Consolidation]		
	Add: Share of Post Acquisition Profit	<b>(166.22)</b>	(163.38)
		<b>1,920.68</b>	1,923.52
	<b>Others</b>		
	Quoted Shares (Fully Paid Up)	<b>11,571.76</b>	11,552.62
	(Net of Provision ₹ 13.23 Lacs) (Previous Year ₹ 13.23 Lacs)		
	Unquoted Shares (Fully Paid Up)	<b>8,168.63</b>	8,187.77
	(Net of Provision 46.26 Lacs) (Previous Year ₹ 46.26 Lacs)		
		<b>19,740.39</b>	19,740.39
	<b>Total Non Current Investments</b>	<b>21,661.07</b>	21,663.91
	<b>Market Value of Quoted Investment</b>	<b>109,102.21</b>	133,972.86

**Note:**

- 68,48,637 (Previous Year 68,48,637) Equity Shares of JSW Steel Limited have been pledged with a Financial Institution, for financial assistance taken by other body corporate.
- 3,47,945 Shares of Jindal Stainless Limited have been pledged.

### 10. DEFERRED TAX ASSET (NET)

<b>A) Deferred Tax Liability</b>		
Difference between book and tax depreciation	<b>0.08</b>	0.10
<b>Total Deferred Tax Liability-A</b>	<b>0.08</b>	0.10
<b>B) Deferred Tax Assets</b>		
1 Disallowance under Income Tax Act, 1961	<b>2.02</b>	1.91
2 Provision for doubtful debts and advances	<b>230.33</b>	172.22
3 Provision for standard and Sub standard assets	<b>10.67</b>	10.46
<b>Total Deferred Tax Assets-B</b>	<b>243.02</b>	184.59
<b>DEFERRED TAX ASSET (NET) (B-A)</b>	<b>242.94</b>	184.49

### 11. INVENTORIES

(As taken, valued and certified by management)		
(At Lower of Cost and net realisable value unless otherwise stated)		
Stock In Trade- Shares/ Debentures (At Cost)	<b>727.21</b>	727.21
<b>Total Inventories</b>	<b>727.21</b>	727.21

## Consolidated Notes to the Financial Statements

Note Particulars No.	As at 31.03.2013 (₹ in Lacs)	As at 31.03.2012 (₹ in Lacs)
<b>12. TRADE RECEIVABLES</b>		
<b>Unsecured</b>		
<b>Exceeding Six Months</b>		
Considered Good	198.44	186.65
<b>Others</b>		
Considered Good	275.63	190.56
<b>Total Trade Receivables</b>	474.07	377.21
<b>13. CASH AND CASH EQUIVALENTS</b>		
Balances with banks		
-In current accounts	38.55	10.99
Cash-on-hand	0.39	3.51
Fixed Deposits (Maturing within three months)	8.25	432.41
<b>Total Cash and Cash Equivalents</b>	47.19	446.91
<b>14. SHORT TERM LOANS AND ADVANCES</b>		
<b>a) Loans to Body Corporates</b>		
- Unsecured, considered good	17,154.14	15,662.40
- Considered Doubtful	1,156.01	1,149.28
Less: Provision for Doubtful Debts	(1,156.01)	(1,149.28)
- Considered Non Performing Assets (Sub Standard)	1,791.11	-
Less: Provision for Sub Standard Assets	(179.11)	-
	18,766.14	15,662.40
<b>b) Other Loans and Advances</b>		
Loan to Employees	0.13	0.38
MAT Credit Entitlement	26.70	26.95
Prepaid Taxes (Net of Provisions)	243.25	213.68
	270.08	241.01
<b>Total Short Term Loans and Advances (a+b)</b>	19,036.22	15,903.41
<b>15. OTHER CURRENT ASSETS</b>		
Interest accrued but not due	-	0.03
Dividend Receivable	-	541.02
Other Receivable	0.76	-
<b>Total Other Current Assets</b>	0.76	541.05

## Consolidated Notes to the Financial Statements

Note No.	Particulars	For the Year ended 31.03.2013 (₹ in Lacs)	For the Year ended 31.03.2012 (₹ in Lacs)
<b>16.</b>	<b>REVENUE FROM OPERATIONS</b>		
	a) Interest Income	1,454.79	1,185.11
	b) Dividend Income on Non Current Investments	1,062.19	1,619.66
	c) Dividend Income on Current Investments	191.20	79.18
	d) Income from Consultancy	425.00	400.00
	e) Net Gain/ (loss) on Sale of Mutual Funds	-	6.29
	<b>Total Revenue from operations</b>	<b>3,133.18</b>	<b>3,290.24</b>
<b>17.</b>	<b>OTHER INCOME</b>		
	a) Miscellaneous Receipt	0.13	0.16
	b) Provision for Doubtful Debts Written Back	0.52	-
	<b>Total Other Income</b>	<b>0.65</b>	<b>0.16</b>
	<b>Total Revenue</b>	<b>3,133.83</b>	<b>3,290.40</b>
<b>18.</b>	<b>CHANGE IN INVENTORIES OF STOCK IN TRADE</b>		
	<b>Opening Stock</b>		
	In Equity Shares	727.21	727.21
		727.21	727.21
	<b>Closing Stock</b>		
	In Equity Shares	727.21	727.21
		727.21	727.21
	<b>NET (INCREASE)/DECREASE IN STOCK</b>	<b>-</b>	<b>-</b>
	<b>Total (Increase)/Decrease in Stock</b>	<b>-</b>	<b>-</b>
<b>19.</b>	<b>EMPLOYEE BENEFIT EXPENSES</b>		
	Salary and wages	29.13	28.94
	Contribution to provident and other fund	1.44	0.68
	<b>Total Employee Benefit Expenses</b>	<b>30.57</b>	<b>29.62</b>
<b>20.</b>	<b>OTHER EXPENSES</b>		
	<b>Administrative, Selling and Other Expenses</b>		
	Rent	0.94	0.94
	Rates and Taxes	0.15	3.59
	Legal and professional	13.53	24.19
	Auditors' Remuneration	5.37	6.26
	Postage and Telegrams	1.73	2.20
	Printing and Stationery	2.05	2.65
	Advertisement	1.79	1.30
	Director Meeting Fees	1.06	1.02
	Interest on Loan	0.73	0.51
	Provision for Standard Assets	2.42	34.18
	Provision for doubtful loans	-	400.49
	Bank Charges	0.14	0.06
	Donation	8.50	1.00
	Other Expenses	6.21	0.79
	<b>Total Other Expenses</b>	<b>44.62</b>	<b>479.18</b>

## Consolidated Notes to the Financial Statements

### NOTE NO. - '21'

Notes to Consolidated Financial Statements of the Company and its Subsidiaries for the year ended 31<sup>st</sup> March, 2013.

### NOTES ON ACCOUNTS

#### 1. BASIS OF PREPARATION

- a) Nalwa Sons Investments Limited has prepared consolidated financial statements by consolidating its accounts with those of its following subsidiaries in accordance with Accounting Standard-21 (Consolidated Financial Statements) and Accounting Standard-23 (Accounting for Investments in Associates in Consolidated Financial Statements) under equity method issued by the Institute of Chartered Accountants of India.

Name of the Company	Country of Incorporation	% Shareholding/ voting power	
		Current Year	Previous Year
SUBSIDIARIES			
Jindal Steels & Alloys Ltd. (JSAL)	India	100%	100%
Jindal Holding Ltd. (JHL)	India	86.95%	86.95%
Massillon Stainless Inc. (MSI) – through JSML	USA	45.63%/61%*	45.63%/61%*
Jindal Stainless (Mauritius) Ltd. (JSML) #	Mauritius	100%	100%

\* Represent voting power

# Un-audited financial statements have been considered for purpose of consolidation.

#### ASSOCIATES :

Brahmaputra Capital & Financial Services Ltd.	India	49%	49%
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- b) The Consolidated Financial Statements are prepared according to uniform accounting policies in accordance with the generally accepted accounting principles. The effects of inter group company transaction and resulting unrealised profits are eliminated in consolidation.
- c) The difference between the costs to the company of its investment in the subsidiary companies over the company's portion of equity of the subsidiary companies is recognized in the financial statement as goodwill or capital reserve as the case may be.
- d) (i) Minority interests in net results of consolidated subsidiaries for the year is identified and adjusted against the results of the group in order to arrive at the net results attributable to shareholders of the company.
- (ii) Minority interests share of net assets of consolidated subsidiaries is identified and presented in the consolidated Balance Sheet separate from liabilities and the equity of the company's shareholders. Where accumulated losses attributable to the minorities are in excess of their equity, in the absence of actual obligation of the minority the same is accounted for by the holding company.
- e) The Financial Statements of the subsidiaries, associates used in the consolidation are drawn up to the same reporting date as that of the company i. e. 31<sup>st</sup> March, 2013.
- f) Foreign Subsidiaries Conversion – Revenue items have been consolidated at the average rate prevailing during the year and items of the assets and liabilities, both monetary and non-monetary, have been translated at the exchange rates prevailing at the end of the year. Resulting Exchange Gain/ (Loss) are recognized in the Statement of profit and loss account.

#### 2. Contingent Liabilities not provided for in respect of :

	(` in Lacs) Current Year	(₹ In Lacs) Previous Year
a) Disputed Income Liabilities (against which company has preferred appeals)	1464.06	1432.81

3. Appeals in respect of certain assessments of Income-Tax are pending and additional tax liabilities/refunds, if any, is not determinable at this stage. Adjustments for the same will be made after the same is finally determined.

## Consolidated Notes to the Financial Statements

4. Based on the information received from supplier regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006, the required disclosure is given below :

Sr. No.	Particulars	2012-13	2011-12
1	Principal amount due outstanding	-	-
2	Interest due on (1) above and unpaid	-	-
3	Interest Paid to Suppliers	-	-
4	Payment made to the supplier beyond the appointed day during the year	-	-
5	Interest due and payable for the period of delay	-	-
6	Interest Accrued and remaining unpaid	-	-
7	Amount of further interest remaining due and payable in succeeding year	-	-

5. Loans to body corporate ₹ 17,154.14 lacs (including ₹ 4,002.01 lacs of subsidiary companies) are repayable on demand. Aforesaid loans include ₹ 9,903.09 lacs to companies which are having accumulated losses. The management is confident of recovering the same as and when recalled and hence amount outstanding have been considered good and recoverable
6. In JSML under applicable laws, the Company is liable to income tax on chargeable income in Mauritius at a rate of 15% and with a deemed foreign tax credit equivalent to the higher of actual foreign tax suffered or 80 % of the Mauritius Tax payable on foreign source income such that the effective rate of tax to 3%.
7. In opinion of the board, Value of all Assets other than Fixed Assets and Non-Current Investments have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.
8. Provision for standard assets is made at 0.25% of the outstanding standard assets as at 31st March, 2013 in terms of Notification No. DNBS.222/CGM (US)-2011 dated 17-01-2011 issued by Reserve Bank of India.  
The Company has made adequate provision for the Non-Performing assets identified. Accordingly provision for Sub-Standard and doubtful assets is made with the guidelines issued by the Reserve Bank of India.
9. In JHL, although the fair value of certain unquoted investments (amount not ascertained) is lower than the cost, considering the strategic and long term nature of the investments, future prospects and asset base of the investee company, such decline, in the opinion of the management, has been considered to be of temporary nature and hence no provision for the same is considered necessary.
10. In JSAL and MSI, Certain balances of the Sundry Debtors, Sundry Creditors and Advances are subject to confirmation/reconciliation, if any. The management does not expect any material difference affecting the financial statement on such reconciliation/ adjustment.
11. Capital reserve on Consolidation represents net of Goodwill of ` **20.92 lacs** (Previous Year ₹ 20.92 lacs).
12. In MSI, the Company has sold all the Fixed Assets in previous year/s and provided for the loss/es on sale of fixed assets in the year of sale.
13. The Company has given loans to various companies, which are repayable on demand. During the year, interest on such loans has been serviced by converting into principal, and the same has also been acknowledged by the borrowers.
14. Investments as long term strategic investments in subsidiaries companies in equity shares given as detailed below are exceeding the single exposure norms of 15% of owned fund of the company as prescribed in terms of para 18 of "Non-Banking Financial (Non-Deposit Accepting or holding) Companies Prudential Norms (Reserve Bank) Directions, 2007", for which the Company has take steps for appropriate exemption/dispensation from Reserve Bank of India consistent with the spirit of the exposure norms. For the purpose of exposure norm, the meaning of the group is taken as per erstwhile section 370(1B) of the Companies Act, 1956.

(₹ in Lacs)

Name of the Company	Investment	% of Owned Fund
Jindal Holdings Limited	6100.70	18.85
Jindal Stainless (Mauritius) Limited	4938.99	15.26

15. The Board of Directors of the Company on 11<sup>th</sup> February, 2013 has decided to convert the company in Core Investment Company (CIC). The necessary Correspondence is being pursued to the Reserve Bank of India (RBI).

## Consolidated Notes to the Financial Statements

### 16 Segment Reporting :

- A) Company operates in one business segment i.e. Investment and Finance, which includes consulting revenue related to investment and finance.

### B) Secondary segments

#### (Geographical Segments)

(₹. in Lacs)

Particulars	Domestic	Overseas	Total
<b>Revenue</b>			
1 Operational Income	3,133.18	-	3,133.18
	3,290.24	-	3,290.24
Other Income	0.65	-	0.65
	0.16	-	0.16
<b>Total Revenue</b>	<b>3,133.83</b>	<b>-</b>	<b>3,133.83</b>
	3,290.40	-	3,290.40
<b>2 Segment Assets</b>	<b>41,720.64</b>	<b>199.60</b>	<b>41,920.24</b>
	39,229.02	190.86	39,419.88
<b>3 Segment Liabilities</b>	<b>57.87</b>	<b>3,641.24</b>	<b>3,699.11</b>
	64.22	3,423.24	3,487.46

#### Notes :

- C) 1) Segments have been identified in line with AS on Segment Reporting (AS-17), taking into account the organisational structure as well as the differential risk and returns of these segments. The operations of the parent company and its subsidiaries predominately relate to Investment and Financing activities.
- 2) The geographical segment considered for disclosure are as follows :
- Revenue within India include revenue from customers located within India.
  - Revenue outside India include revenue from customers located outside India.

### 17. Related Parties Transactions

#### A) List of Related Parties & Relationship (As identified by the Management )

##### a) Key Management Personnels :

- |                           |                           |
|---------------------------|---------------------------|
| 1 Sh. Mahender Kumar Goel | Executive Director (NSIL) |
| 2 Sh. M.L. Gupta          | Managing Director (JHL)   |
| 3 Sh. Bhartendu Harit     | Company Secretary (NSIL)  |

##### b) Associates :

Brahmputra Capital & Financial Services Limited

##### c) Enterprise over which management personnel and their relatives exercise significant influence with whom transactions have been taken place during the year.



## Consolidated Notes to the Financial Statements

(₹ in Lacs)

B) Transactions Description	CURRENT YEAR				PREVIOUS YEAR			
	Key Associate Manage- ment Personel	Associate	Enterprises controlled by key Management Personnels & their relatives	Total	Key Associate Manage- ment Per-sonnel	Associate	Enterprises controlled by key Management Personnels & their relatives	Total
<b>Remuneration</b>								
Sh. Mahender Kumar Goel (NSIL)	14.89	-	-	14.89	14.04	-	-	14.04
Sh. Bhartendu Harit (NSIL)	11.39	-	-	11.39	11.51	-	-	11.51
<b>Dividend</b>								
JSW Steel Limited (NSIL)	-	-	341.15	341.15	-	-	557.21	557.21
JSW Steel Limited (JSAL)	-	-	124.26	124.26	-	-	202.95	202.95
JSW Steel Limited (JHL)	-	-	230.83	230.83	-	-	377.02	377.02
<b>Outstanding Balance as on 31.03.2013</b>								
<b>Equity Investment Outstanding</b>								
Brahmputra Capital & Financial Services Ltd.(NSIL)	-	2,086.90	-	2,086.90	-	2,086.90	-	2,086.90
JSW Steel Limited (NSIL)	-	-	1,986.90	1,986.90	-	-	1,986.90	1,986.90
JSW Steel Limited (JHL)	-	-	5,490.29	5,490.29	-	-	5,490.29	5,490.29
JSW Steel Limited (JSAL)	-	-	2,434.91	2,434.91	-	-	2,434.91	2,434.91
<b>Investment Pledged</b>								
JSW Steel Limited (NSIL)	-	-	1,986.90	1,986.90	-	-	1,986.90	1,986.90
JSW Steel Limited (JHL)	-	-	4,953.35	4,953.35	-	-	4,953.35	4,953.35

- 18 The following are the details of Loans and advances of the Company outstanding at the year end in terms of Securities and Exchange Board of India's Circular dated January 10, 2003.

(₹ in Lacs)

Particulars	Outstanding amount as at the year end		Maximum Amount outstanding during the year	
	Current Year	Previous Year	Current Year	Previous Year
<b>Loan and advances where there is no repayment schedule</b>				
Nalwa Metal & Alloys Limited *	54.66	54.66 **	54.66	54.66 **
Mansarovar Investments Ltd.	3,467.86	3,145.63	3,675.56	3,145.63
Jindal Equip. Leasing & Consultancy Services Ltd.	1,178.71	941.86	1,178.71	941.86
Everplus Securities & Finance Ltd.	3,574.14	3,035.74	3,574.14	3,035.74
Renuka Financial Services Limited	2,663.73	2,153.16	2,663.73	2,153.16
Goswamis Credits & Investment Ltd.	821.14	759.61	821.14	759.61
Gagan Trading Co. Ltd.*	7.45	7.45 **	7.45	7.45 **
Jindal Stainless Limited	400.49	400.49	400.49	400.49
JSW Steel Limited.*	516.63	516.63 **	516.63	516.63 **
Lexicon Finance Limited*	170.04	170.04 **	170.04	170.04 **
JSL Lifestyle Limited	1,759.78	1,738.58	1,759.78	1,743.77
Green Delhi BQS Limited	1,791.11 ***	1,797.12	1,797.11 ***	1,797.12
Vrindavan Services Pvt. Ltd.	2,340.75	-	2,340.75	-
Om Savitri Jindal Charitable Trust	100.00	100.00	100.00	100.00
Ganga Ferro Alloys Pvt. Ltd.	739.27	-	862.28	-
Abhinandan Investments Ltd.	283.78	-	289.00	-
Om Savitri Jindal Charitable Society	50.00	-	50.00	-
JSW Investments Pvt. Ltd.	175.00	-	175.00	-
	20,094.54	14,820.97		

\* Provision for Non Performing Assets in doubtful category of 100% provided for. ₹ 585.47 lacs (Previous year ₹ 585.47 lacs)

\*\* No Interest charged for the current year.

\*\*\* Provision for Sub Standard Assets provided for ₹ 179.11 lacs (Previous year ₹ NIL)

## Consolidated Notes to the Financial Statements

19 Figures pertaining to the subsidiary companies have been reclassified wherever necessary to bring them in line with the parent company's financial statements

20 Earning Per Share (EPS) computed in accordance with Accounting Standard 20 "Earning Per Share".

	2012-13 Current Year (₹ in Lacs)	2011-12 Previous Year (₹ in Lacs)
<b>Basic and Diluted EPS :-</b>		
Profit/(Loss) after tax attributable to Equity Shareholders	2,294.17	47.18
No. of Shares issued	5,136,163	5,136,163
Basic & Diluted EPS (in ₹)	44.67	0.92

21 a) Director's Remuneration :-

	Current Year (₹ in Lacs)	Previous Year (₹ in Lacs)
Paid to Executive Director		
Salary	14.16	13.32
Provident Fund	0.73	0.72
<b>Total</b>	<b>14.89</b>	<b>14.04</b>

b) Auditors Remuneration includes the following :

	(₹ in Lacs) Current Year	(₹ in Lacs) Previous Year
Payment to Auditors		
Audit Fee	3.31	3.16
Tax Audit Fee	0.25	0.24
Certification Work etc.	1.81	2.86
<b>Total</b>	<b>5.37</b>	<b>6.26</b>

22 Previous year's figures have been re-arranged and regrouped wherever considered necessary.

23 Note No. 1 to 21 are annexed to and form integral part of the Balance Sheet and Statement of Profit and Loss.

### Signature to Note No. 1 to 21

In terms of our report of even date annexed hereto

**For N. C. AGGARWAL & CO.**  
Chartered Accountants  
Firm Registration No. 003273N

**G. K. Aggarwal**  
Partner  
M. No. 086622

**MAHENDER KUMAR GOEL**  
Executive Director & C.E.O.

**RAJINDER PARKASH**  
Director

Place : Hisar  
Dated : 30th May, 2013

**RAKESH GARG**  
Director

**BHARTENDU HARIT**  
Company Secretary

## Consolidated Cash Flow Statements for the Year Ended 31st March, 2013

PARTICULARS	2012-13 (₹ in Lacs)	2011-12 (₹ in Lacs)
<b>A) CASH INFLOW/(OUTFLOW) FROM THE OPERATING ACTIVITIES</b>		
Net Profit before Tax	2,879.44	2,370.25
<b>Adjustments for :-</b>		
Depreciation	0.09	0.09
Translation exchange difference (net)	(204.47)	(411.26)
Provision on Standard Assets	2.42	34.19
Provision for Non Performing Assets	179.11	400.49
Dividend Income	(1,253.39)	(1,698.83)
Interest Income	(1,454.79)	(1,185.11)
Net Gain/ (loss) on Sale of Mutual Funds	-	(6.29)
Interest on Loan	0.73	-
Provision for Doubtful debts/Advances Written Back	(0.52) (2,730.82)	- (2,866.72)
<b>Operating Profit before working capital changes</b>	<b>148.62</b>	<b>(496.47)</b>
<b>Adjustments for :-</b>		
Sundry Debtors	(96.35)	(159.73)
Loans & Advances	(3,283.35)	(1,771.76)
Current Liabilities	42.84 (3,336.86)	119.50 (1,811.98)
<b>CASH GENERATED FROM OPERATION</b>	<b>(3,188.24)</b>	<b>(2,308.45)</b>
Direct Tax Advance/Refund	(626.35)	(500.95)
Net Gain/ (loss) on Sale of Mutual Funds	-	6.29
Interest Received	1,454.82	1,185.14
Dividend Received	1,794.41 2,622.88	1,698.83 2,389.30
<b>NET CASH INFLOW FROM OPERATING ACTIVITIES</b>	<b>(565.36)</b>	<b>80.85</b>
<b>B) CASH INFLOW / (OUTFLOW) FROM INVESTMENT ACTIVITIES</b>	<b>-</b>	<b>-</b>
<b>NET CASH INFLOW FROM INVESTMENT ACTIVITIES</b>		
<b>C) CASH INFLOW / (OUTFLOW) FROM FINANCING ACTIVITIES</b>		
Interest Paid	(0.73)	-
Increase /(Decrease) in Unsecured Long Term Loans	166.38 165.65	328.70 328.70
<b>NET CASH INFLOW/(OUTFLOW) FROM FINANCING ACTIVITIES</b>	<b>165.65</b>	<b>328.70</b>
<b>NET CHANGES IN CASH AND CASH EQUIVALENT</b>	<b>(399.71)</b>	<b>409.55</b>
Cash and cash equivalent (opening balance)	446.90	37.03
<b>Foreign Exchange Fluctuation on re-instatement of cash and cash equivalent</b>	<b>-</b>	<b>0.32</b>
Cash and cash equivalent (closing balance)	47.19	446.90

**NOTE:**

1. Cash and Cash Equivalent includes Cash and Bank Balances only.
2. Increase/(Decrease) in unsecured long term loans are shown net of repayments.
3. Previous year's figures have been regrouped wherever necessary

In terms of our report of even date annexed hereto

**AUDITORS' REPORT :-**

**For N. C. AGGARWAL & CO.**

Chartered Accountants  
Firm Registration No. 003273N

**G. K. Aggarwal**

Partner  
M. No. 086622

Place : Hisar  
Dated : 30th May, 2013

**MAHENDER KUMAR GOEL**

Executive Director & C.E.O.

**RAKESH GARG**

Director

**RAJINDER PARKASH**

Director

**BHARTENDU HARIT**

Company Secretary

Statement pursuant to general exemption under section 212(8) of the Companies Act, 1956 relating to subsidiary companies vide general circular 02/2011 dated Feb. 08, 2011

₹ in Lacs

Sr. No.	Particulars	Subsidiary Companies			
		Jindal Holdings Limited	Jindal Steel & Alloys Limited	Jindal Stainless (Mauritius) Limited	Massillon Stainless Inc.
1	Capital	1,849.98	702.00	5,819.66	2,563.91
				USD 10,700,000.00	USD 4,714,000.00
2	Reserves	6,601.56	8,316.41	(5,860.52)	(10,596.17)
				USD (10,775,129.00)	USD (19,482,085.10)
3	Total Assets	10,082.71	9,021.92	1.16	198.44
				USD 2,125.00	USD 364,856.61
4	Total Liabilities	10,082.71	9,021.92	1.16	198.44
				USD 2,125.00	USD 364,856.61
5	Investments	7,804.42	6,113.91	0.00	-
				USD 1.00	USD -
6	Turnover/Total Income	361.32	828.46	-	-
				USD -	USD -
7	Profit/(Loss) before Taxation	358.83	826.99	(4.98)	-
				USD (9,151.00)	USD -
8	Provision for Taxation	22.95	230.00	-	-
				USD -	USD -
9	Profit/(Loss) after Taxation	335.88	596.99	(4.98)	-
				USD (9,151.00)	USD -
10	Proposed Dividend	-	-	-	-
				USD -	USD -

## Nalwa Sons Investments Limited

Registered Office: 28, Najafgarh Road, Moti Nagar Industrial Area, New Delhi-110 015 India

### E-COMMUNICATION REGISTRATION FORM

To,

**Link Intime India Private Limited**

Unit: Nalwa Sons Investments Limited

44, Community Center,

2nd Floor, Naraina Industrial Area, Phase I,

Near PVR, Naraina, New Delhi - 110028

#### Green initiative on Corporate Governance

I/we hereby exercise my/our option to receive all communications from the Company such as Notice of General Meeting, Explanatory Statement, Audited Financial Statements, Balance Sheet, Profit & Loss Account, Directors' Report, Auditor's Report etc. in electronic mode pursuant to the "Green Initiative in Corporate Governance" taken by the Ministry of Corporate Affairs vide circular no. 17/2011 dated 21st April, 2011. Please register my e-mail ID as given below, in your records, for sending the communications:

Folio No./ DP ID & Client ID No. : .....

Name of 1st Registered Holder : .....

Name of Joint Holder(s), if any : .....

Registered Address of the Sole/  
1st Registered Holder : .....

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) The form is also available on the website of the Company [www.nalwasons.com](http://www.nalwasons.com) under the section 'Shareholders information'.
- 3) Shareholders are requested to keep the Company's Registrar – Link Intime India Private Limited informed as and when there is any change in the e-mail address.



# Nalwa Sons Investments Limited

Registered Office: 28, Najafgarh Road, Moti Nagar Industrial Area, New Delhi-110 015 India

## ATTENDANCE SLIP

D.P. Id.*	
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Folio No.	
-----------	--

Client Id.*	
-------------	--

I/We hereby record my/our presence at the 42nd annual general meeting of the Company at N.C. Jindal Public School, Road No. 73, West Punjabi Bagh, New Delhi – 110 026 on Friday, the 27th day of September, 2013 at 03.30 p.m.

Name of the member.....  
(in Block Letters)

Signature of the member/ proxy

### NOTE:

1. You are requested to sign and hand over this at the entrance.
  2. If you are attending the meeting in person or by proxy, your copy of the balance sheet may please be brought by you/your proxy for reference at the meeting.
- \* Applicable for members holding shares in demat form.

TEAR HERE

# Nalwa Sons Investments Limited

Registered Office: 28, Najafgarh Road, Moti Nagar Industrial Area, New Delhi-110 015 India

D.P. Id.*	
-----------	--

## FORM OF PROXY

Folio No.	
-----------	--

Client Id.*	
-------------	--

I/We.....of.....  
in the district of.....being a member/ members of the  
above named Company hereby appoint.....of.....  
in the district of.....or failing him.....  
of ..... in the district of ..... as  
my/our proxy to vote for me/us on my/our behalf at the 42nd annual general meeting of the Company to be held on  
Friday, the 27th day of September, 2013 at 03.30 p.m.at N.C. Jindal Public School, Road No. 73, West  
Punjabi Bagh, New Delhi – 110 026 or at any adjournment thereof.

Signed this\_\_\_\_day of September, 2013.

### NOTE:

1. The form should be signed across the stamp, as per specimen signature registered with the Company.
2. The proxy must be deposited at the registered office of the Company at 28, Najafgarh Road, Moti Nagar Industrial Area, New Delhi-110 015 not less than 48 hours before the time of holding the meeting.
3. This form is to be used in favour of/against the resolution. Unless otherwise directed, the proxy will vote as he thinks fit.
4. A proxy need not be a member.

\* Applicable for members holding shares in demat form.

Affix .15 Ps.  
Revenue  
Stamp

Signature

IN DEFERENCE TO THE GOVT. POLICY, NO GIFTS WILL BE DISTRIBUTED AT THE A.G.M.

**Book - Post**

Postage paid in advance at Hisar H.O.-125 001  
on 30.8.2013 for posting on 2.9.2013 & 3.9.2013

If Undelivered, please return to:  
Nalwa Sons Investments Limited  
O.P. Jindal Marg, Hisar- 125 005 (Haryana) India