



Kodak Royal
Digital Paper • Papel Digital



9th
ANNUAL
REPORT
2011 - 2012



**Coming
Soon
Health Care
Products....**

**ANNUAL GENERAL MEETING ON
FRIDAY, THE 28TH SEPTEMBER 2012
AT THE REGISTERED OFFICE
AT 11.30 A.M.**

Contents

Page

Company Information	2
.....	
Notice	3-5
.....	
Directors' Report	6-10
.....	
Statement pursuant to Section 212 of the Companies, Act 1956	11-12
.....	
Report on Corporate Governance	13-21
.....	
Management Discussion and Analysis	22-23
.....	
Auditors' Report	24-25
.....	
Balance Sheet	26
.....	
Profit & Loss Account	27
.....	
Cash Flow statement	28
.....	
Significant Accounting Policies and Notes to the Financial Statements	29-44
.....	
Auditors' Report on Consolidated Financial Statements	45
.....	
Consolidated Balance Sheet	46
.....	
Consolidated Profit & Loss Account	47
.....	
Consolidated Cash Flow Statement	48
.....	
Significant Accounting Policies and Notes to the Financial Statements	49-68
.....	
Financial Information of Subsidiary Companies	69
.....	
Proxy Cum Attendance Slip	71
.....	

Company Information

BOARD OF DIRECTORS

Shammi Gupta
Krishnasamy Ramaswamy
Shiv Kumar Mittal (w.e.f. 30.08.2012)
Kamal Kumar Jain (w.e.f. 30.08.2012)
Sanjeev Kumar Aggarwal (upto 30.8.2012)
Sunil Kumar Aggarwal (upto 30.8.2012)
Naveen Kumar Goel (upto 30.08.2012)
Suresh Chander Sharma (upto 16.12.2011)

Managing Director
Whole-Time Director

GENERALMANAGER (ACCOUNTS & FINANCE)

G.D. Singal

COMPANY SECRETARY

V. K. Gupta

AUDITORS

B.K. Shroff & Company,
Chartered Accountants
3/7-B, Asaf Ali Road
New Delhi - 110002

BANKERS

Bank of Nova Scotia
Kotak Mahindra Bank Ltd
HDFC Bank Limited
The Royal Bank of Scotland, N.V.

Citibank N.A.
ICICI Bank Limited
Yes Bank Limited

WORKS

Unit No. I

Sheetal Industrial Estate
Demani Road, Dadra-396193
Dadra & Nagar Haveli (U.T.)

Roll Film Unit No. II

Sheetal Industrial Estate
Demani Road, Dadra - 396193
Dadra & Nagar Haveli (U.T.)

PPD Unit

Sheetal Industrial Estate
Demani Road, Dadra - 396193
Dadra & Nagar Haveli (U.T.)

Samba Unit

J & K SIDCO, IGC Samba
Samba (Jammu) J & K

REGISTERED OFFICE

260/23, Sheetal Industrial Estate,
Demani Road, Dadra - 396193,
Dadra & Nagar Haveli (U.T.)

REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Private Limited
A-40, 2nd Floor, Naraina Industrial
Area, Phase - II, New Delhi - 110 028

INVESTOR EMAIL- ID

igr_photo@jindalgroup.com

WEBSITE

www.jindalphoto.com

HEAD OFFICE

11/5-B, Basement, Param Towers,
Opp. Telephone Exchange, Pusa Road,
New Delhi - 110 005

NOTICE

NOTICE is hereby given that the Ninth Annual General Meeting of the members of Jindal Photo Limited will be held as per schedule given below:-

Day : Friday

Date : 28th September 2012

Time: 11:30 AM

Place : at the registered office of the Company at 260/23, Sheetal Industrial Estate, Demani Road, Dadra - 396193 (UT of D N & H) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended on 31st March 2012 and the Balance Sheet as at that date together with the Reports of the Directors' and Auditors' thereon and statement in respect of the subsidiary companies under Section 212 of the Companies Act, 1956.
2. To declare a dividend for the year ended 31st March 2012, @ Re. 1/- per share, i.e. 10%.
3. To appoint Statutory Auditors to hold office from the conclusion of this Annual General meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

M/s B.K. Shroff & Company, Chartered Accountants are the retiring Statutory Auditors.

SPECIAL BUSINESS:

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

"RESOLVED THAT Mr. Shiv Kumar Mittal, who was appointed as an Additional Director of the Company w.e.f 30th August, 2012 under Article 138 of the Articles of Association of the Company and who holds such office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing, pursuant to Section 257 of the Companies Act, 1956 proposing his candidature to the office of Director, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation."

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

"RESOLVED THAT Mr. Kamal Kumar Jain, who was appointed as an Additional Director of the Company w.e.f 30th August, 2012 under Article 138 of the Articles of Association of the Company and who holds such office

upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing, pursuant to Section 257 of the Companies Act, 1956 proposing his candidature to the office of Director, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation."

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

"RESOLVED that subject to the provisions of Section 198, 269, 309, and other applicable provisions, if any, of the Companies Act, 1956 and limits laid down therein read with Schedule XIII thereof as amended and subject to such other approvals as may be necessary, the approval of the members be and is hereby accorded to the Board of Directors to revise the remuneration payable to Mr. Krishnasamy Ramaswamy , Whole-Time Director of the company, as set out in the explanatory statement annexed hereto.

RESOLVED FURTHER that the Board of Directors of the company be and is hereby authorised to further revise the remuneration payable to him as Whole-Time Director, from time to time subject to the ceiling laid down in Section 198, 309 and Schedule XIII of the Companies Act, 1956, without further approval of the members of the Company but with such other approvals, sanctions or permissions, if any, required for such revision in the remuneration.

"RESOLVED FURTHER that the Board of Directors of the company be and is hereby authorised to do all such other acts, deeds, matters and things as in its absolute discretion, it may consider necessary to expedient or desirable in order to give effect to the foregoing resolution or otherwise consider it to be in the best interest of the company

By Order of the Board
For **JINDAL PHOTO LIMITED**

V.K. Gupta
(Company Secretary)

Place: New Delhi
Date : 30th August, 2012

NOTES:

1. A member entitled to attend and vote is also entitled to appoint a proxy to attend and vote instead of himself/ herself. Such proxy need not be a member of the company. The proxy form in order to be effective must be lodged at the Registered Office of the company not less than 48 hours before the commencement of the meeting. Proxies shall not have any right to speak at the meeting.
2. The Register of Members of the Company and the Share Transfer Books shall remain closed from **Tuesday 25th September 2012 to Friday 28th September 2012** (both days inclusive).

3. The relative explanatory statement pursuant of Section 173(2) of the Companies Act, 1956 in respect of special business is annexed hereto.

4. Detail under clause 49 of the Listing Agreement with the Stock Exchanges in respect of Directors proposed to be appointed at the Annual General Meeting is given in the Corporate Governance Report.

5. Members holding shares in physical form are requested to notify / send the following to the Company or Share transfer agent to facilitate better services:-

- i) Any change in their address/mandate/bank details.
- ii) Particulars of bank details
 - Name of the Bank
 - Name of Branch
 - Complete address of the Bank with pin Code Number
 - Account type, whether savings (SB) or current account
 - Bank account number allotted by the bank

for printing on dividend warrants to prevent fraudulent encashment, and

- iii) Share certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholdings into one account.

6. Members holding shares in electronic form are advised to notify the changes, if any, in their address /bank details/ mandate to their respective depository participant.

7. Dividend as recommended by the Directors for the year ended 31st March 2012, if declared will be payable to those members whose names appear in the Register of Members as at close of working hours of the company on 24th September 2012. In respect of share held in demat form, the dividend will be payable on the basis of the statement of beneficial ownership as at the close of business hours on 24st September 2012, furnished by NSDL and CDSIL for this purpose.

If payment of dividend is approved by the members at the annual general meeting, the same will be paid to the members on or before 27th October 2012.

8. Members are advised to avail the facility for receipt of dividends through National Electronic Clearing Service (NECS) / Electronic Clearing Services (ECS), which is available at specified locations. Members holding shares in dematerialized form are requested to contact their respective depository participants for availing NECS / ECS facility. Members holding shares in physical form and desirous of availing NECS / ECS facility are requested to write to the Company or RTA for details.

9. Members are requested to note that dividends not encashed/ claimed within seven years from the date of declaration of dividend will, as per Section 205 A of the Companies Act, 1956, be transferred to the Investor Education and Protection Fund (IEPF). After transfer of the said amount

to IEPF, no claim in this respect shall lie against IEPF or the Company. Members are requested to contact RTA or the Company for encashing the unclaimed dividend standing to the credit of their account for the year 2005-06 and onwards.

10. Corporate Members are requested to send a duly certified copy of the Board Resolution, pursuant to Section 187 of the Companies Act, 1956, authorizing their representative to attend and vote at the Annual General Meeting.

11. Members who hold shares in the physical form and wish to make/change in nomination in respect of their shareholding in the Company, as permitted under Section 109A of the Companies Act, 1956, may do so by submitting to the Company the prescribed Form 2B

12. As required under sub clause IV (E)(v) of clause 49 of Listing Agreement, the detail of shareholding of Non-Executive Directors (both owned or held by / for other person on a beneficial basis) seeking appointment in the forthcoming Annual General Meeting is given below :-

Name of the Non-Executive Director	Number of Shares held
Shiv Kumar Mittal	NIL
Kamal Kumar Jain	NIL

13. Queries on accounts and operations of the Company, if any, may please be sent to the Company at least seven days in advance of the Meeting so that the answer may be made readily available at the meeting

14. As you all may be aware, the Ministry of Corporate Affairs (MCA) has undertaken a 'Green Initiative in Corporate Governance' allowing paperless compliances by Companies through electronic mode, whereby the companies have been permitted to send notices/ documents to its shareholders through electronic mode to the registered e-mail addresses of Shareholders. Securities and Exchange Board of India (SEBI) vide its Circular No. CIR/CFD/DIL/2011 dated October 5, 2011, have also, inline with aforesaid MCA circulars, permitted listed entities to supply soft copies of full annual reports to all those shareholders who have registered e-mail address for the purpose.

The move by the MCA and SEBI is a welcome measure since it will benefit the society at large through reduction in paper consumption and contribution towards a Greener Environment. In view of the Green Initiatives announced as above, the Company shall send all documents to Shareholders like General Meeting Notices (including AGM), Annual Reports and any other future communication in electronic form in lieu of physical form, to all those shareholders, whose e-mail address is registered with Depository/Company. Shareholders are requested to register and/or updated email address with the respective Depository Participant or the Company, to ensure that documents from the Company reach their preferred email address. Shareholders are requested to register and/or update email address with the respective Depository

Participant or the Company, to ensure that documents from the Company reach their preferred email address. Even after registering for E-Communication, the Shareholders of the Company are entitled to receive such communication in physical form, upon request.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 4

Mr. Shiv Kumar Mittal was appointed by the board of directors as an Additional Director on the Board of the Company effective from 30th August 2012 pursuant to Section 260 of the Companies Act, 1956 and in terms of Articles of Association of your company, he holds office upto the date of this Annual General Meeting.

Mr. Shiv Kumar Mittal aged about 68 years is a Commerce Graduate, L.L.B and also Fellow Member of the Institute of the Company Secretaries of India and having about 48 years of rich experience in the area of Taxation, Accounts and Administration.

Notice under Section 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose the candidature of Mr. Shiv Kumar Mittal for the office of the Director of the Company.

The Board of Directors considers that the continuance of Mr. Shiv Kumar Mittal on the board shall be beneficial for the Company and recommends the resolution for your approval.

None of the directors except Mr. Shiv Kumar Mittal may be considered as concerned or interested in the said resolution

Item No. 5

Mr. Kamal Kumar Jain was appointed by the board of directors as an Additional Director on the Board of the Company effective from 30th August 2012 pursuant to Section 260 of the Companies Act, 1956 and in terms of Articles of Association of your company, he holds office upto the date of this Annual General Meeting.

Mr. Kamal Kumar Jain aged about 51 years is a Commerce Graduate and Fellow Member of the ICAI and having about 30 years of rich experience in the area of Accounts, Finance and Treasury Management.

Notice under Section 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose the candidature of Mr. Kamal Kumar Jain for the office of the Director of the Company.

The Board of Directors considers that the continuance of Mr. Kamal Kumar Jain on the board shall be beneficial for the Company and recommends the resolution for your approval.

None of the directors except Mr. Kamal Kumar Jain may be considered as concerned or interested in the said resolution.

Item No. 6

In continuation to the resolution passed by the members of the Company in the 7th Annual General Meeting, the Board of Directors of the Company in their meeting held on 30th August 2012 have decided to revise the remuneration payable to Mr. Krishnasamy Ramaswamy, Whole-Time Director of the

Company, w.e.f, 1st September 2012. The revised terms of remuneration payable to him are as under:-

1. BASIC SALARY: Upto Rs. 89795/- per month, with an annual increment as per the policy of the Company subject to a maximum of Rs 5000/- per month or Rs. 60,000/- in a year.

2. PREQUISITES & ALLOWANCES:-

(i) Ex-Gratia Payment:-

Ex-Gratia payment for each year as per policy of the company subject to a maximum of twenty percent of the basic salary earned during the preceding year.

(ii) Encashment of un-availed leave as per the rules of the Company.

(iii) Contribution towards provident fund and payment of gratuity and such other perquisites in accordance with the Company's rules.

The perquisites as above shall be evaluated as per Income-Tax Rules, 1962 wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actual cost.

In addition to the above, Mr. Krishnasamy Ramaswamy will also be entitled to the following benefits

Use of Company's Car and mobile phone (including internet facility and any other means of communication facility) for official purpose. Use of company car for private purposes and personal long distance calls, if any shall be billed by the Company to the appointee.

Any further increase or variation in future, in the remuneration payable to Mr. Krishnasamy Ramaswamy, shall be finalized by the Board of Directors and shall also be subject to the overall ceilings prescribed under the Companies Act, 1956.

Where in any financial year, during the tenure of Mr. Krishnasamy Ramaswamy as Whole-Time Director, the Company has no profits or its profits are inadequate, the aforesaid remuneration including perquisites shall be minimum remuneration subject to such approval(s), as may be required.

In compliance with the provisions of Section 269 and 309 of the Companies Act, 1956 the terms of appointment and remuneration payable as specified above are now being placed before the general meeting for your approval.

The above statement may also be treated as an abstract of the terms and Memorandum of interest under Section 302 of the Companies Act, 1956.

The Board recommends the resolution for your approval.

None of the Directors of the Company except Sh. Krishnasamy Ramaswamy may be concerned or interested in the said resolution.

By Order of the Board
For **JINDAL PHOTO LIMITED**

Place : New Delhi
Date : 30th August, 2012

V.K. Gupta
(Company Secretary)

DIRECTORS' REPORT

To the members,

Your Directors have pleasure in presenting the Ninth Annual Report together with the audited accounts of the company for the year ended 31st March 2012.

FINANCIAL RESULTS

(Rs./Lac)

	Year Ended	
	31/03/2012	31/03/2011
Revenue from operations	43893	42527
Profit before Finance cost, Depreciation & Tax	2,716	2,714
Less : i) Finance Cost	147	8
ii) Depreciation	180	184
iii) Provision for Taxation, including previous years	894	796
iv) Deferred Tax Liability/(Asset) for the year	(16)	(87)
Profit After Tax	1,510	1,813
Balance Brought Forward	13,533	12,020
Profit Available for appropriations	15,043	13,834
Appropriation		
Provision for Dividend	103	103
Tax on Dividend	17	17
Transfer to General Reserves	151	181
Balance Carried to Balance Sheet	14773	13,533

OPERATIONS

During the year under review, your company has earned revenue from operations of Rs. 438.93 Crores and earned operational profit of Rs. 27.16 Crores. The Company is looking forward positively to do better in coming years in view of Marketing tie up with Kodak (Singapore) Pte. Limited, as their Authorised Seller in India to promote, market, sell and distribute its products such as Photographic paper, chemicals, roll films, cine positive films and, Retail System Solution portfolio of thermal printers and Media.

DIVIDEND

The Board has, subject to the approval of the members at the ensuing Annual General Meeting, recommended dividend of Rs 1/- per share, i.e. 10% for the year ended March 31, 2012.

Together with Corporate tax on Dividend, the total outflow on account of Dividend will be Rs. 119.22 lacs.

ISSUE OF SHARE CAPITAL

There is no further issue of share capital during the year.

DEPOSITS

The Company has not accepted any deposit and the provisions of Section 58 A of the Companies Act, 1956 are not applicable to the Company.

DIRECTORS

Mr. Shiv Kumar Mittal and Mr. Kamal Kumar Jain have been appointed as an additional director on the board on 30th August, 2012 and shall hold office up to the date of forthcoming Annual General Meeting. Notice under Section 257 of the Companies Act, 1956 has been received from members indicating their intention to propose the appointment of Mr. Shiv Kumar Mittal and Mr. Kamal Kumar Jain as Directors of the Company.

Mr. S.C. Sharma w.e.f. 16th December, 2011 and Mr. Naveen Kumar Goel, Mr. Sunil Aggarwal and Mr. Sanjeev Kumar Aggarwal ceased to be Directors of the Company w.e.f. 30th August, 2012. The Board wishes to place on record its sincere appreciation for the valuable services rendered by all the aforesaid outgoing directors during their tenure as Director of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT AS PER SECTION 217(2AA) OF THE COMPANIES ACT, 1956.

The Directors confirm:

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

AUDIT COMMITTEE

At present, the audit committee comprises of the following directors.

Mr. Kamal Kumar Jain, Chairman
Mr. Shiv Kumar Mittal
Mr. Shammi Gupta

LISTING OF SHARES

The equity shares of your company are listed on National Stock Exchange Limited & Bombay Stock Exchange Limited.

The listing fee upto the year 2012-2013 has already been paid to both the stock exchanges.

CORPORATE GOVERNANCE

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

CONSOLIDATED FINANCIAL STATEMENTS

In accordance with Accounting Standard 21 – Consolidated Financial Statements, the consolidated accounts form part of this report & accounts. These accounts have been prepared from the audited financial statements received from Subsidiary Companies, as approved by their Board of Directors.

Consolidated Financial Statements also reflects minority

interest in associates as per Accounting Standard – 23 on "Accounting for investments in associates in Consolidated Financial Statements and proportionate share of interest in Joint Venture as per Accounting Standard – 27 on "Financial Reporting of interest in Joint Ventures."

SUBSIDIARY COMPANIES AND THEIR FINANCIAL STATEMENTS

Jindal Imaging Limited and Cornet Ventures Limited (formally known as Jindal India Finvest & Holdings Limited) are continuing to be the wholly owned subsidiaries of the Company during the period under review.

Jindal India Powertech Limited, Jindal Photo Investments and Finance Limited, Jindal India Thermal Power Limited, Jindal India Power Ventures Limited and Hindustan Powergen Limited have become Subsidiaries of the Company. The scheme of amalgamation in respect of amalgamation of Consolidated Imaging Limited and Jindal India Power Ventures Limited (Subsidiaries Company) into Hindustan Powergen Limited had already been approved by Hon'ble High Court of Judicature at Delhi and Hon'ble High Court of Judicature at Calcutta respectively, whereas Jindal Minerals & Metals Mozambique Limitada has been dissolved w.e.f 3.7.2012.

The Ministry of Corporate Affairs, Government of India has allowed general exemption to Companies from complying with Section 212(8) of the Companies Act, 1956, provided such companies publish audited consolidated financial statements in the Annual report. Your Board has decided to avail the said general exemption from applicability of provisions of Companies Act, 1956 and accordingly, the Annual Accounts of the above Subsidiary Companies for the financial year ended March 31, 2012 are not being attached with the Annual report of the Company and the specified financial highlights of the said Subsidiary Companies are disclosed in the Annual Report, as part of the Consolidated Financial Statements. The audited Annual Accounts and related information of subsidiary companies will be made available, upon request and also be open for inspection at the Registered Office, by any Shareholder.

DEMERGER OF INVESTMENT DIVISION OF THE COMPANY

The Board of Directors of your Company at their meeting held on 7th June, 2012 had approved the Scheme of arrangement, wherein interalia proposed to demerge the Investment Division of the Company into Jindal Photo Investments and Finance Ltd. (wholly owned subsidiary of the Company). Pursuant to the order of Hon'ble High Court of Judicature at Bombay vide its Order dated 24th August, 2012, a meeting of the Equity Shareholders of the Company be convened at the registered office of the Company at 260/23, Sheetal Industrial Estate, Demani Road, Dadra – 396193, Dadra & Nagar Haveli (U.T.) on Wednesday, the 10th day of October, 2012 at 11:30 a.m. for the purpose of considering and, if thought fit, approving, with or without modifications, the proposed Scheme of Demerger between Jindal Photo Limited and Jindal Photo Investments And Finance

Limited.

INVESTMENT IN JINDAL INDIA POWERTECH LIMITED

During the year under review, the Company had further acquired 7.85 crore equity share of Jindal India Powertech Limited amounting to Rs. 47.10 crore.

INVESTMENT IN MANDAKINI COAL COMPANY LIMITED

The Company had further made investment of Rs. 6 crore by way of subscription in the equity share capital in its Joint Venture Company namely Mandakini Coal Company Limited by acquiring another 60 lacs equity shares.

SHARE REGISTRY ACTIVITIES

In terms of SEBI circular No. D&CC/FITTC/CIR-15/2002 dated 27th December, 2002, your company has appointed M/s Link Intime India Pvt Limited (formerly Intime Spectrum Registry Limited), a Category I, Registrar and Share Transfer Agent registered with SEBI to handle the work related to share registry.

AUDITORS

M/s B K Shroff & Company, Chartered Accountants, New Delhi, the statutory auditors of your Company are retiring at the ensuing Annual General Meeting and being eligible, we recommend their re-appointment. They have furnished a certificate to the effect that their re-appointment, if made, will be in accordance with the sub-section (1B) of Section 224 of the Companies Act, 1956.

AUDITORS' REPORT

The comments / observations of Auditors are explained wherever necessary in the appropriate notes to the accounts which are self-explanatory and do not call for further explanation.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

A statement containing necessary information, as required under the Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988 is annexed and forms part of this report.

PERSONNEL

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

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

per annum and/or above during the year under review.

ISO 9001:2008 ACCREDITATION

Your Company's manufacturing facilities at Dadra & Nagar Haveli continues to maintain ISO Standard and achieved the prestigious ISO 9001:2008 Certification by SGS, a leading international certification company.

ACKNOWLEDGEMENT

Your Directors take this opportunity to express their sincere appreciation towards the whole-hearted support and co-operation of M/s Fujifilm Corporation, Japan, M/s Fuji Hunt Photographic Chemicals Pte Ltd., Singapore, Kodak (Singapore) Pte. Limited, Banks and various government authorities. The Directors also thank its Agents, Dealers and Customers for their continued patronage of the Company's products.

For and on behalf of the Board

(Shammi Gupta)
Managing Director
DIN : 00006384

(Kamal Kumar Jain)
Director
DIN : 00649522

Place : New Delhi
Dated : 30th August, 2012

ANNEXURE TO DIRECTORS' REPORT

Information under Section 217(1) (e) of the Companies Act, 1956, read with the Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988.

A. CONSERVATION OF ENERGY

a) Energy conservation measures taken:

Periodical chemical caustic flash cleaning put into practice over cooling coil of Air Conditioning system which would curtail the load on compressors.

Frames of Cooling coil were properly sealed by using "Silicon Gel" to avoid mix up of unconditioned return air with conditioned air, hence the load on Compressor is reduced. .

The Company maintains priority in line with the National objective of continuing efforts for energy conservation.

According to load variation, the power factor is maintained precisely by using capacitor bank to reduce the power loss.

b) Additional investments and proposals, if any, being implemented for reduction of consumption of energy:

Effective measures are being continuously taken for over all technological up gradation of plant and machinery in various units and energy efficient devices has been installed wherever and whenever necessary.

c) Impact of measures as above for reduction of energy consumption and consequent impact on cost of production of goods:

As stated above energy consumption is very low at operational level and by effective measures being taken continuously, the cost of production of goods is also reduced.

DG set's radiator has been substituted by new one and periodical calibration of injectors resulted in lower Diesel consumption.

B. TECHNOLOGY ABSORPTION:

a) Research & Development (R&D):

i) Specific areas in which R&D carried out by company:

The research and development efforts of the company are mainly towards quality assurance and productivity by modification of machineries.

ii) Benefits derived as a result of the above R&D.

Root cause for improper winding of Photographic color paper was analyzed and the locking teeth of Roll Lock was modified to improve the quality of winding.

Grinding process of T1 Tipped cross cutting knives of MXR – Slitter has been successfully done in house for the first time.

iii) Future plans of action

New systems are developed in machines, Quality Assurance to produce better quality products of KODAK Color Paper in near future.

Continuous developments of new systems in order to get optimum finished products from jumbo rolls.

iv) Expenditure on R&D

Expenditure on R&D is not specific. Expenses are incurred in normal course so the figure of expenditure is not ascertainable.

b) Technology absorption, adaptation and Innovation:

i) Efforts, in brief, made towards technology absorption, adaptation and innovation:

By modifying the conversion equipment to handle the eco-friendly photographic films.

Specific technical training in Photographic Industry is being regularly provided with the help of FUJIFILM Corporation, Tokyo, Japan and their technical experts have also been visiting our factory to facilitate technology absorption.

ii) Benefits derived as a result of the above efforts:

It has resulted in a better quality of product, which has been brought to the International Standards, besides improving the productivity and reducing the wastage.

iii) In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year)

Technology imported	:	NIL
Year of Import	:	Not Applicable
Has technology been fully absorbed	:	Not Applicable
If not fully absorbed, areas where this has not been taken place reasons therefore and future plans of action	:	Not Applicable

Latest testing and trouble-shooting equipments were imported from time to time from FUJIFILM Corporation, Japan and other countries to have a strict control on quality and to reduce the downtime of machines.

Technical personnel were trained at Fuji's factory at Japan from time to time and have fully absorbed and implemented effectively the various techniques used for film and paper conversion.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year under review, the Company has an inflow of Foreign Exchange to the value of Rs. 15.38 Lac and had foreign exchange outgo to the value of Rs. 27,115.21 Lac.

For and on behalf of the Board

Place : New Delhi
Dated : 30th August, 2012

(Shammi Gupta)
Managing Director
DIN : 00006384

(Kamal Kumar Jain)
Director
DIN : 00649522

ANNEXURE TO THE DIRECTORS' REPORT

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

(Rs. In Lacs)

S. No.	Name of Subsidiary	Jindal Imaging Ltd.	Cornet Ventures Limited (formally known as Jindal India Finvest & Holdings Limited)	Consolidated Imaging Ltd.	Jindal Photo Investments and Finance Ltd.	Jindal India Powertech Ltd (JIPL)	Jindal India Thermal Power Ltd. (JITPL)	Jindal India Power Ventures Ltd. (JIPVL)	Hindustan Powergen Ltd. (HPGL)
1.	Financial Year of the subsidiary ended on	31st March, 2012	31st March, 2012	31st March, 2012	31st March, 2012	31st March, 2012	31st March, 2012	31st March, 2012	31st March, 2012
2.	Holding company's interest in the equity share capital	100%	100%	100%	100%	51.29%	0.31%	Nil	7.06%
3.	Profit or (loss) for the current financial year so far as concerns the members of the holding company, not dealt with or provided for in the accounts of the holding Company.	(1.34)	(0.59)	(0.38)	(2.53)	(669.05)	970.99	(14.20)	(57.25)
4.	Net aggregate profits or losses for the previous financial years since becoming subsidiary so far as concern the members of the holding company, not dealt with or provided for in the accounts of holding company.	(49.36)	(5.62)	(0.81)	N.A	N.A	N.A	N.A	N.A

5.	Net aggregate amounts received as dividends for previous financial years since becoming subsidiary dealt with in the accounts of the holding company in relevant years.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
----	---	-----	-----	-----	-----	-----	-----	-----	-----

Note: Jindal Photo Investments and Finance Ltd., Jindal India Powertech Ltd, Jindal India Thermal Power Ltd., Jindal India Power Ventures Ltd. and Hindustan Powergen Ltd. have become subsidiaries of the Company during the current financial year 2011-12.

REPORT ON CORPORATE GOVERNANCE

I. PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Corporate Governance is a dynamic concept thriving under constantly changing environment. Your company is firmly of the view that Corporate Governance is not an end in itself but a facilitator in maximizing the objective of shareholder value. The company would like to be known as an 'excellent' company in terms of the quality of governance, the products manufactured and trades, in customers' services, in fair dealings with its stakeholders, and in the standards of individuals and company performances. The Company aims at achieving this objective by ensuring transparency in its functioning by truthful and complete communication to all its stakeholders and by inculcating a culture of ethical business in all its operations. Beyond merely complying with mandatory requirements, the Board of Directors, management and employees, are committed to preserving trust and interest of all stakeholders including the society at large.

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

VISION:

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

VALUES:

- Mutual trust and Appreciation
- Integrity and Honesty
- Dedication & Commitment
- Creativity and teamwork
- Openness and transparency
- Pursuit of excellence

II. BOARD OF DIRECTORS

The Board of Directors of the company presently comprises of a Managing Director, a Whole-Time Director and two independent directors. Mr. Naveen Kumar Goel was appointed additional director w.e.f. 16th December, 2011 and Mr. S. C. Sharma resigned from the board w.e.f. 16th December, 2011. Mr. Shiv Kumar Mittal and Mr. Kamal Kumar Jain were appointed as additional directors by the Board w.e.f 30th August, 2012. Mr. Naveen Kumar Goel, Mr. Sunil Kumar Aggarwal and Mr. Sanjeev Kumar Aggarwal ceased to be Directors w.e.f. 30th August, 2012. The board possesses experience in diverse fields and the skills, experience and expertise necessary to guide the company. The Board elects its chairman at its meetings.

During the year under review, the Board of Directors of the company met 6 (Six) times and the period between any two meetings did not exceed four months.

Board Meetings held during the year ended 31st March 2012 are as under:

13th May 2011, 29th July 2011, 11th August, 2011, 25th August 2011, 11th November 2011, & 13th February 2012.

For every Board Meeting the agenda papers alongwith explanatory notes are distributed well in advance to the Board members. The company places before the Board the minutes of committees of the Board, annual operating plans, budgets, performance of various units / divisions, and all other information including those specified under annexure 1 of clause 49 of the Listing agreement, if any.

Details of the Board of Directors as at 31st March 2012

Name	Category	No of Meetings attended (total meeting held - Six)	Attendance at Last AGM held on 27.9.2011.	No. of Outside directorships held	No. of membership / chairmanship in other board Committees
Mr. Shammi Gupta	Managing Director	6 (Six)	No	13 (Thirteen)	NIL
Mr. Krishnasamy Ramaswamy	Whole-Time Director	1 (One)	Yes	1 (one)	NIL
Mr. Sunil Kumar Aggarwal#	Non Executive & Independent	6 (Six)	No	9 (Nine)	NIL
Mr. Sanjeev Kumar Aggarwal #	Non Executive & Independent	NIL	No	3 (three)	1 (one)
Mr. Naveen Kumar Goel * (w.e.f. 16.12.2011)	Non Executive & Independent	1(one)	N.A	4 (four)	NIL
Mr. Rajeev Aggarwal (upto 15.7.2011)	Whole-Time Director	1(one)	N.A	N.A	N.A
Mr. Suresh Chander Sharma (upto 16.12.2011)	Non Executive & Independent	5 (five)	Yes	N.A	N.A

resigned from the office of the Director w.e.f 30th August.2012.

* Appointed w.e.f 16th December, 2011 and resigned w.e.f. 30th August, 2012

None of the Directors of the Board serve as members of more than 10 committees or are the Chairman of more than 5 committees, as per the requirements of the Listing Agreement.

The company has adopted a Code of Conduct for its Board of Directors and all directors have affirmed compliance with the said code.

The Company has not entered into any pecuniary relationship or transaction with Non-Executive Directors. Non-Executive Directors are getting only sitting fee to attend meetings of the Board of Director.

The board periodically reviews the compliance reports of all laws applicable to the company, prepared by the General Manager (Accounts & Finance) and Company Secretary on the basis of information(s) received from the respective departments and the steps taken by the company to rectify instances of non-compliances.

III AUDIT COMMITTEE

The Audit committee presently comprises of two independent directors and one executive director. Mr. Naveen Kumar Goel was inducted in the Audit Committee as chairman in place of Mr. S. C. Sharma w.e.f. 16.12.2011. The Audit Committee has been re-constituted with the induction of Mr. Shiv Kumar Mittal as Member and Mr. Kamal Kumar Jain as Chairman in place of Mr. Naveen Kumar Goel, Mr. Sunil Kumar Aggarwal and Mr. Sanjeev Kumar Aggarwal who ceased to be directors of the Company. All the committee members have sound knowledge of finance and accounting. The members are:-

- i) Mr. Kamal Kumar Jain, Chairman
- ii) Mr. Shiv Kumar Mittal
- iii) Mr. Shammi Gupta

Mr. Kamal Kumar Jain is a Chartered Accountant and has expertise in the area of Accounts, Finance and Treasury Management.

The representative(s) of the statutory auditors and the Internal auditors, the head of accounts & finance department are the permanent invitee to the audit Committee meetings. The internal auditors directly submit their reports to the audit committee. The Quorum of the committee is two members.

Mr. V.K. Gupta, Company Secretary acts as the Secretary to the committee.

During the year under review, the Audit Committee met 5 (Five) times on 13th May 2011, 11th August 2011, 25th August 2011, 11th November 2011 and 13th February 2012.

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

Name	Designation	Meetings attended
Mr. Naveen Kumar Goel *	Chairman	1 (One)
Mr. Sunil Kumar Aggarwal#	Member	5 (Five)
Mr. Shammi Gupta	Member	5 (Five)
Mr. Sanjeev Kumar Aggarwal#	Member	NIL
Mr. Suresh Chander Sharma (upto 16.12.2011)	Member	4 (Four)

* : Appointed w.e.f. 16th December, 2011 and ceased on 30th August, 2012.

: Resigned on 30th August, 2012.

The Audit Committee is empowered, pursuant to its terms of reference, inter alia:

- To Investigate any activity within its terms of reference
- To seek any information it required from any employee;
- To obtain legal or other independent professional advice
- To secure the attendance of outsiders with relevant experience and expertise, when considered necessary.

The role of the committee includes the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings

- e. Compliance with listing and other legal requirements relating to financial statements
- f. Disclosure of any related party transactions
- g. Qualifications in the draft audit report, if any
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval
6. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
7. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
8. Discussion with internal auditors any significant findings and follow up there on.
9. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control

systems of a material nature and reporting the matter to the board.

10. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
11. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
12. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee as per the Listing Agreement, Companies Act, 1956 and other statutes, as amended from time to time.

The Audit Committee has reviewed the information placed before it as required under sub clause II (E) of clause 49 of listing agreement.

IV. REMUNERATION OF DIRECTORS FOR THE YEAR 2011-2012

The remuneration of Managing Director, Two Whole-time Directors was approved at the meeting of Board of Directors and shareholders of the Company.

Details of Remuneration paid to all the Directors for the period from 1st April 2011 to 31st March 2012.

(Amt in Rs.)

Name	Designation	Sitting Fee	Salary	Perquisites , Allowance & benefits	Performance linked incentives	Total
Mr. Shammi Gupta	Managing Director	NIL	1757000	1273115	NIL	3030115
Mr. Krishnasamy Ramaswamy	Whole-Time Director	NIL	771540	159197	NIL	930737
Mr. Rajeev Aggarwal @	Whole-Time Director	NIL	284238	244029	Nil	528267
Mr. Naveen Kumar Goel	Non-Executive Independent Director	1000	NIL	NIL	NIL	1000
Mr. Sunil Kumar Aggarwal	Non-Executive Independent Director	1000	NIL	NIL	NIL	1000

@ : Resigned from the office of the Director and Whole-Time Director w.e.f. 15th July 2011.

1. In case of Mr. Shammi Gupta, salary is the Basic salary & House Rent Allowance. The monetary value of perquisites includes, leave encashment, ex-gratia payment, reimbursement of medical expenses incurred for self and family subject to maximum of one month salary, company contribution to provident fund, reimbursement of car expenses, re-imbursement of expenses incurred on holiday trip in India / Abroad for self along with family members subject to maximum of Rs. 1.5 lacs etc.
2. In case of Mr. Krishnasamy Ramaswamy, salary is the Basic salary & Special Allowance. The monetary

value of perquisites includes, leave encashment, ex-gratia payment and company contribution to provident fund.

3. In case of Mr. Rajeev Aggarwal, salary is the Basic salary & House Rent Allowance. The monetary value of perquisites includes, leave encashment, ex-gratia payment, reimbursement of medical expenses incurred for self and family subject to maximum of one month salary, company contribution to provident fund, reimbursement of car expenses etc.
- As on 31st March 2012, none of the Non-executive directors are holding any shares in the company.

V. SHAREHOLDERS / INVESTORS GRIEVANCE / SHARE TRANSFER COMMITTEE

The company has a board committee namely 'Shareholders / investors grievance / Share Transfer Committee' to look into various issues relating to shareholders including the redressal of complaints, and also monitors share transfer, transmission, splits, consolidation, issue of duplicate shares etc.

The meeting of this committee is held frequently to ensure completion of share transfer work within the stipulated time period.

Mr. Naveen Kumar Goel was inducted in the Committee as Chairman in place of Mr. S. C. Sharma w.e.f. 16th December, 2011. The Committee has been re-constituted with the induction of Mr. Shiv Kumar Mittal as member and Mr. Kamal Kumar Jain as Chairman in place of Mr. Naveen Kumar Goel, Mr. Sunil Kumar Aggarwal and Mr. Sanjeev Kumar Aggarwal who ceased to be directors of the Company. At present the committee comprises of the following directors:

- i) Mr. Kamal Kumar Jain, Chairman
- ii) Mr. Shammi Gupta
- iii) Mr. Shiv Kumar Mittal

The chairman of the committee is an Independent Director.

Mr. V.K. Gupta, Company Secretary, is the Compliance Officer.

During the year 2011-2012, 74 complaints were received directly from shareholders / investors and through Stock Exchanges, SEBI, and DCA etc., resolved 72, pending 2. All the complaints have generally been solved to the satisfaction of the complainants.

All valid requests for transfer have acted upon and no transfer received during the year 2011-2012 is pending as on 31st March 2012.

VI. GENERAL BODY MEETING

Last three Annual General Meetings were held as per details given below:-

Date & Time	Venue
27 th September 2011 11.30 A.M.	Registered Office : 260/23, Sheetal Industrial Estate, Demani Road, Dadra - 396193, UT of DN & H
29 th September 2010 11.30 A.M.	Registered Office : 260/23, Sheetal Industrial Estate, Demani Road, Dadra - 396193, UT of DN & H
30 th September 2009 2:30 PM.	Registered Office : 260/23, Sheetal Industrial Estate, Demani Road, Dadra - 396193, UT of DN & H

The following special resolutions were passed in previous three Annual General Meetings

Year 2010-2011 (8th AGM)

- Investment in the Equity Shares of Jindal India Powertech Ltd. upto Rs. 500 crore.

Year 2009-2010 (7th AGM)

- Withdrawal of pending application of voluntary De-listing of the Equity shares of the Company from Bombay Stock Exchange Limited

Year 2008-2009 (6th AGM)

- No special resolution was passed

No special resolution was put through postal ballot in the last AGM and there is no such proposal for this year as there is no such business, which statutorily requires voting through postal ballot in the ensuing Annual General Meeting

VII. DISCLOSURES

Materially significant related party transactions

No transaction of a material nature has been entered into by the company with its promoters, Directors or the Management and their relative's etc, which may have potential conflict with the interest of the company. All the relevant information as required under sub clause IV (A) of the clause 49 of the Listing Agreement has been placed before the audit committee. Transactions with the related parties are disclosed in the note no. 36B of Notes to the Accounts in the annual report.

Details of non compliance by the Company & penalties, strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on the matter related to capital markets, during the last three years

The Company has complied with all the applicable requirements of regulatory authorities like Stock Exchanges, SEBI and other Statutory Authorities during the preceding three years and on the matter related to capital market. No penalties / strictures have been imposed on the Company.

Whistle Blower Policy

The Company has not adopted the whistle blower policy mechanism. However no person has been denied to access the Audit committee.

Details of compliance with mandatory requirements and adoption of the non mandatory requirements of this clause

The company has complied with all applicable mandatory requirements on the report of corporate

governance. The Company has not adopted the non-mandatory requirements as specified in annexure ID of the Listing Agreement.

Code of Conduct for Director and Senior Management

The company has adopted code of conduct for its Directors and Senior Management Personnel. The code has also been posted on the Company's website. The Managing Director of the company has given a declaration that all the Directors and Senior Management personnel have affirmed the compliance with the Code of Conduct.

Code of conduct for Prevention of Insider Trading

The Company has adopted a Code of Conduct for Prevention of Insider Trading for its management, staff and Directors. The Code lays down guidelines and procedure to be followed and disclosures to be made by directors, top level executives and staff whilst dealing in shares.

Subsidiary Companies

The Company have material non-listed subsidiary company namely Jindal India Powertech Limited and Jindal India Thermal Power Limited as defined in clause 49 of the Listing agreement. Mr. Shiv Kumar Mittal, Independent Director of the Company is proposed to be appointed as Director on the Board of Directors of material non-listed Subsidiaries Company. The audit Committee reviews the financial statements of the Company's unlisted subsidiary companies. The minutes of the board meetings of

the subsidiary companies are periodically placed before and reviewed by the Board of directors of the Company.

Accounting Treatment

The Company has followed the guidelines of Accounting Standards laid down by the Institute of Chartered Accountant of India (ICAI) in the preparation of its financial statements.

Risk Management

The Company has laid down procedures to inform Board members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls risk and mitigation plans through means of properly defined framework from time to time.

Public, Rights and other Issues

During the year 2011-2012, the company did not make any public, rights or any other issue of securities.

Management

Management Discussion and Analysis forms part of this Annual Report.

No material financial and commercial transaction(s) has been entered into by the senior management personnel with the company, which may have potential conflict with the interest of the Company.

Shareholders

a) Disclosure regarding appointment as Director Mr. Shiv Kumar Mittal

Date of Birth	10 th June 1944
Date of Appointment	30 th August, 2012
Expertise in specific functional area	Accounts, Taxation, Administration
Qualification	B.Com, L.L.B., F.C.S.
Directorship in other Companies	Nil
Chairman/Member of the Committee of the Board of Directors of the Company	Audit Committee - member Shareholders / Investor Grievance and Share transfer committee - member
Chairman / Member of the Committees of Director of other Companies in which he is a director	
a) Audit Committee	NIL
b) Shareholder/Investor Grievance Committee	NIL
c) Remuneration Committee	NIL
No of shares held in Jindal Photo Ltd	NIL

**b) Disclosure regarding appointment as Director
Mr. Kamal Kumar Jain**

Date of Birth	18 th January, 1961
Date of Appointment	30 th August, 2012
Expertise in Specific functional area	Accounts, Finance and Treasury Management
Qualification	B.Com, F.C.A.
Directorship in other Companies	Consolidated Realtors Ltd BJ Green Finvest Private Limited SBJ Green Investments Pvt Limited Opus propbuild Pvt Limited Penrose Mercantiles Limited Champak Niketan Pvt Limited K.R Plywood Works Pvt Ltd Horizon Propbuild Limited Anchor Image & Films Private Limited Xeta Properties Pvt Ltd Jindal Buildmart Limited Opus Conbuild Pvt Ltd Vigil Farms Limited Lucky Holdings Pvt. Ltd Consolidated Photo & Finvest Ltd
Chairman/Member of the Committee of the Board of Directors of the Company	Audit Committee - Chairman Shareholders / Investor Grievance and Share transfer committee - Chairman
Chairman / Member of the Committees of Director of other Companies in which he is a director a) Audit Committee b) Shareholder/Investor Grievance Committee c) Remuneration Committee	Consolidated Photo & Finvest limited - Chairman NIL NIL
No of shares held in Jindal Photo Ltd	NIL

c) Investor grievances & share transfer

As mentioned before the company has constituted shareholders'/investor grievance committee to look into and redress shareholders and investor complaints like transfer of shares, non receipt of dividend, annual report etc.

The company has outsourced its share transfer functions to M/s Link Intime India Private Limited, Which is a registered with SEBI as a Category I Registrar.

CEO / CFO Certification

The Managing Director and the General Manager (Accounts & Finance) have certified to the Board in accordance with clause 49(V) of the Listing Agreement pertaining to CEO / CFO certification for the financial year ended 31st March 2012.

Auditors' Certificate on Corporate governance

As stipulated in clause 49 of the Listing agreement, the auditors' certificate regarding compliance of conditions of corporate governance is annexed to this Annual Report.

VIII. MEANS OF COMMUNICATION

This is being done through submission of quarterly results to the stock exchanges in accordance with the listing agreement and publication in the leading newspaper like Financial Express or Business Standard (English) and Sandesh & Financial Express (Gujarati). The Company has also developed a section dedicated for Investors on Jindal Photo web site (www.jindalphoto.com) to display latest annual, half-yearly & quarterly results. All other price sensitive and any other information are sent to The National Stock exchange of India Limited (NSE) & Bombay Stock Exchange Limited (BSE) where shares of the Company are listed.

IX. GENERAL SHAREHOLDER INFORMATION

a. Annual General meeting

Date and time : 28th September, 2012 at 11:30 A.M.
Venue : 260/23, Sheetal Industrial Estate, Demani Road, Dadra (UT of DNH)

b. Financial Calendar (tentative)

Financial Year : 1st April 2012 to 31st March 2013

Unaudited Results for the first quarter ending June 30, 2012 14th August 2012

Unaudited Results for the second quarter ending Sept 30, 2012 by 14th November 2012

Unaudited Results for the third quarter ending December 31, 2012 by 14th February 2013

Unaudited Results for the fourth quarter ending March 31, 2013 by 14th May 2013

Annual Accounts 2012-2013 by 30th May 2013

Annual General Meeting for the year ending March 31, 2013 Aug/September, 2013

c. Date of Book Closure

Tuesday 25th September 2012 to Friday 28th September 2012 (both days inclusive).

d. Dividend payment date

Dividend of Re. 1.00 per share, i.e. 10% will be paid by 27th October 2012, if approved by the members in the ensuing Annual General Meeting.

e. Listing on Stock Exchanges

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

1. The National Stock Exchange of India Ltd (NSE) Exchange Plaza, 5th Floor, Plot No. C-1, Block – G, Bandra – Kurla Complex, Bandra (East), Mumbai – 400051.
2. The Bombay Stock Exchange Limited (BSE) 25, P J Towers, Dalal Street, Mumbai - 400001.

The Listing fee for the year 2012-2013 has been paid to the National Stock Exchange of India Ltd and Bombay Stock Exchange Limited.

The custodial fees for the year 2012-2013 have been paid to both the depositories i.e. National Securities Depository Limited and Central Depository Services (India) Limited in time.

f. Stock Code

BSE : 532624 NSE : JINDALPHOT
ISIN : INE796G01012

g. Market Price Data

High, Low during each month in the last financial year from 1st April 2011 to 31st March 2012.

*National Stock Exchange of India Limited

Month	High (Rs.)	Low (Rs.)	NSE nifty	
			High	Low
April, 2011	192.40	168.00	5944.45	5693.25
May, 2011	176.70	135.05	5775.25	5328.70
June, 2011	190.00	132.40	5604.95	5195.90
July, 2011	178.35	158.80	5740.40	5496.95
August 2011	171.40	117.00	5551.90	4796.10
Sept 2011	164.00	127.05	5169.25	4758.85
October 2011	174.15	148.25	5399.70	4728.30
Nov 2011	174.90	121.20	5326.45	4706.45
Dec 2011	141.00	100.10	5099.25	4531.15
January 2012	161.70	115.20	5141.05	4588.05
February 2012	167.00	142.60	5629.95	5159.00
March 2012	176.45	140.00	5499.40	5171.45

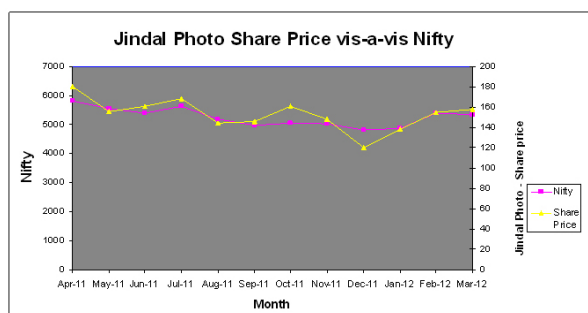
Source : www.nseindia.com

* Bombay Stock Exchange Limited

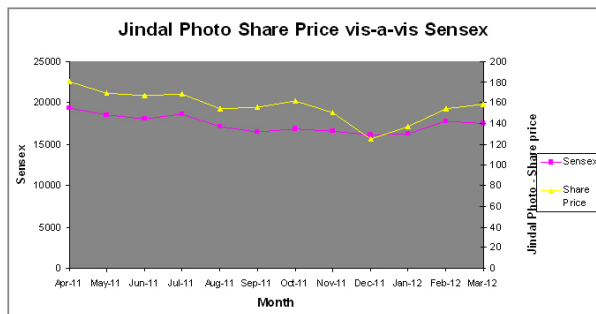
Month	High (Rs.)	Low (Rs.)	BSE Sensex	
			High	Low
April, 2011	192.90	168.25	19811.14	18976.19
May, 2011	179.80	159.00	19253.87	17786.13
June, 2011	186.00	148.55	18873.39	17314.38
July, 2011	178.25	159.30	19131.70	18131.86
August 2011	171.85	136.15	18440.07	15765.53
Sept 2011	164.00	147.10	17211.80	15801.01
October 2011	174.65	149.00	17908.13	15745.43
Nov' 2011	175.00	126.55	17702.26	15478.69
Dec 2011	140.45	110.25	17003.71	15135.86
January 2012	161.40	113.05	17258.97	15358.02
February 2012	166.45	142.30	18523.78	17061.55
March 2012	176.25	141.65	18040.69	16920.61

Source : www.bseindia.com

Performance in comparison of NSE Nifty



Performance in comparison of BSE Sensex



h. Registrar and Share Transfer Agent (for both physical & Electronic)

M/s Link Intime India Pvt Ltd
(Unit: Jindal Photo Limited)
2nd Floor, A- 40
Naraina Industrial Area, Phase – II,
New Delhi – 110 028
Phone: 011- 41410592-94, Fax: 011-41410591
e-mail : delhi@linkintime.co.in

i. Share Transfer System

The Registrar & Share Transfer Agent processes transfers in physical form within stipulated time period from the date of the receipt of completed documents. Invalid share transfers are returned within 15 days of receipt. The Share transfer committee meets on fortnightly basis.

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

j. Distribution of Shareholding as on 31st March 2012

Shareholding of Nominal Value of Rs. 10 /- each Rs.	No. of share-holders	% to total number of share-holders	Share Amount (in Rs.)	% of Total Share amount
Up to 2500	26274	95.05 %	11493770	11.20%
2501 to 5000	733	2.65%	2818070	2.75 %
5001 to 10000	328	1.19 %	2556060	2.49 %
10001 to 20000	173	0.63 %	2565640	2.50 %
20001 to 30000	47	0.17 %	1188260	1.16%
30001 to 40000	29	0.11 %	1006690	0.98 %
40001 to 50000	14	0.05 %	661340	0.64 %
50001 to 100000	18	0.06 %	1339040	1.31 %
100001 and above	24	0.09 %	78954390	76.97 %
TOTAL	27640	100.00 %	102583260	100.00 %

k. Shareholding Pattern as on 31st March 2012

	Category	No. of shares held	Percentage of shareholding
A	Promoter & Promoter Group		
1	Indian		
	- Individuals	292981	2.86%
	- Bodies Corporate	7166834	69.86%
2	Foreign	NIL	NIL
	Sub-Total	7459815	72.72%
B.	Public Shareholding		
3	Institutions	3740	0.13%
4	Non-Institutions		
	- Bodies Corporate	372188	3.63%
	- Individuals-	2236716	21.79%
	Others	185867	1.73%
	Sub-Total	2798511	27.28%
	GRAND TOTAL	10258326	100.00%

l. Dematerialization of shares and liquidity

The shares of the company are compulsory traded in dematerialized form and are available for trading on both the depository systems in India, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

As on 31st March, 2012, 9963082 numbers of shares representing 97.12% of total paid-up equity capital is held in dematerialized form with NSDL & CDSL. All the promoter's shareholding in the Company is held in dematerialized form as per SEBI Circular No. SEBI/CIR/ISD/3/2011 Dated 17th June, 2011.

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

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

n. Plant Locations

1. Sheetal Industrial Estate, Demani Road, Dadra – 396 230, Dadra & Nagar Haveli (U.T)
2. Roll Film Unit No. II, Sheetal Industrial Estate, Demani Road, Dadra – 396 230, Dadra & Nagar Haveli (U.T)
3. PPD Unit, Sheetal Industrial Estate, Demani Road, Dadra 396 230, Dadra & Nagar Haveli (U.T)
4. Samba Unit, J & K SIDCO, IGC, Samba (Jammu) J & K.

o. Address for Correspondence

Head Office & Share department

Secretarial Department
Jindal Photo Limited
11/5-B, Basement, Param Towers Opp. Telephone Exchange, Pusa Road, New Delhi – 110 005.
Telephone: 011- 25767000. Extn. 115
Fax: 91-11-25767029
e-mail: compsec_photo@jindalgroup.com
Website: www.jindalphoto.com
Designated exclusive e-mail
igr_photo@jindalgroup.com

Registered Office

260/23, Sheetal Industrial Estate, Demani Road, Dadra (UT of D & NH) Tel : 0260-2668371, 2668372, 2668308
Fax : 0260-2668354

Declaration by the Managing Director

I, Shammi Gupta, Managing Director of Jindal Photo Limited, pursuant to clause 49(1) (D) of the Listing Agreement hereby confirm, that:

- The Board of Directors of Jindal Photo Limited has laid down a code of conduct for all board members and senior management personnel of the company. The said code of conduct has also been posted in the investor page in the company's website, viz. www.jindalphoto.com
- All the Board members and senior management personnel have affirmed their compliance with the said code of conduct for the year ended March 31, 2012.

Place : New Delhi
Dated : 30th August, 2012

(Shammi Gupta)
Managing Director

AUDITOR'S CERTIFICATE

TO THE MEMBERS OF JINDAL PHOTO LIMITED

We have examined the compliance of conditions of corporate governance by **JINDAL PHOTO LIMITED** for the year ended on 31st March 2012, as stipulated in clause 49 of the listing agreement of the said company with stock exchange(s).

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statement of the company.

In our opinion and to the best of our information and according to the explanations given to us we certify that the company has complied with the conditions of Corporate Governance as mentioned in the above mentioned listing agreement.

As per records maintained by the company which are presented to the share transfer cum shareholders/investors grievance committee, there was no investor grievance pending for a period exceeding one month against the company.

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

For **B. K. SHROFF & CO.**
Chartered Accountants
Firm Registration No: 302166E

O. P. Shroff
PARTNER
Membership No.6329

Place : New Delhi – 110002
Dated : 30.08.2012

MANAGEMENT DISCUSSION & ANALYSIS

(a) INDUSTRY STRUCTURE AND DEVELOPMENTS

The economic well-being of any country and the speeding power if its people play an important role in defining the characteristics of its consumable sector

Today, photography has become such an integral part of modern life that it has become difficult to imagine a world without it. With the substantial increase in the disposable income, the usage of digital photography technology has replaced the conventional photographic products to a great extent. The accessibility and affordability of digital cameras and films have been the key demand drivers.

Company takes pride in being seen as a high end, technologically superior product that the consumer has come to rely upon. The finest quality is offered at affordable prices, to both amateur and professional photographers. Our position as an imaging innovator is unchallenged in terms of technology. Photographic color paper and other media products are revolutionizing the field of image recording and reproduction. Shaping up an aggressive marketing strategy, our company is giving utmost importance to consumers. It has been our constant effort to bring to the discerning Indian photographic industry, the best of technology and the latest equipment and products for achieving superb results at affordable prices. We value our brand identity, its value and its association with the consumers in India.

The Company has entered into Technical, Marketing and Sales tie-up with Kodak (Singapore) Pte. Limited, as their Authorised Seller in India to promote, market, sell and distribute its products such as Photographic paper, chemicals, roll films, cine positive films, Retail System Solution portfolio of thermal printers and Media.

Jindal Photo continues to carry forward the legacy of FUJIFILM brand of Medical X-ray exclusively with its commitment towards the Indian consumer. It has been our constant effort to bring to the discerning Indian photographic industry, the best of technology and the latest equipment and products for achieving superb results at affordable prices. We value our brand identity, its value and its association with the consumers in India.

(b) OPPORTUNITIES, THREATS & RISKS

The emerging urban and semi-urban consumers from the middle class socio-economic groups now have more disposable income and are turning towards photography in the process of creating a vast amateur market. The availability of digital cameras in an area

near them has also helped in widening the spectrum for the photography industry. Being no devices for taking images by digital cameras, the number of prints has been increased drastically resulting increase in demand of color paper. Your company has been quick to identify and capitalize the marketing opportunities.

The Key materials required for the manufacture of photographic products are import-based and therefore the business is susceptible to the volatility of the exchange rate and government policies. Fierce competition continues to have an impact on the sales prices and the margins are under pressure. Moreover digitalization in photographic segment is happening very rapidly which is affecting the sale of roll films. However, by creating higher brand equity, this threat has been neutralized to some extent and the substantial growth in sales of photographic paper has helped to increase the turnover despite of recession through out financial year.

Your Company's manufacturing facilities at Dadra & Nagar Haveli continues to maintain ISO Standard and achieved the prestigious ISO 9001:2008 Certification by SGS, a leading international certification company.

Risk is an inherent aspect of any business. Your Company is conscious of the need to have an effective monitoring mechanism and has put in place appropriate measures for minimizing and mitigating such risks.

(c) PERFORMANCE

The company is aggressively pursuing its marketing strategy of increasing market share which is showing results in enhanced sales volume. The company is also pursuing aggressive cost reduction initiatives thus adding to the bottom-line growth.

In its constant effort to provide an impetus to the photography lovers and bridge the existing gap in formal photographic education, Jindal Photo Limited launched Academy for Photographic Excellence, a photography institute dedicated to the pursuit of imparting photo-education in India. The objective of the School of Photography is to develop technically and aesthetically sound photographers, capable of successfully entering and competing in the open marketplace.

(d) OUTLOOK

The Photographic industry is perched for significant growth due to constructive and favorable new advances in technological products, the tourism trends and evolving socio-economic conditions in the vast middle class. Now a days photographic media is gaining

valuable contribution to enhance business by all reputed business houses in India.

Your company is well geared up to meet the increasing demands – by using strategically planned communications and sales promotion activities for the trade as well as the consumers.

(e) INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The company has a proper and adequate system of internal controls that all assets are safeguarded and protected against loss from unauthorized use or disposition, and all the transactions are authorised, recorded and reported correctly. Management continuously reviews the internal control systems and procedures to ensure orderly efficient conduct of business. The review included adherence to the management policies and safeguarding the assets of the company.

The company regularly conducts internal audits, using external and internal resources to monitor the effectiveness of internal controls of the company. The Audit committee of the board of director's deals with significant control issues rose by the internal and external auditors and instructs further areas to be covered.

(f) DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

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

(g) MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED.

The industrial relations climate of the Company has been cordial during the year and is geared towards improving productivity, quality and safety.

The company recognizes the importance of human resource development and several initiatives are taken aimed at motivating the employees, being its valuable assets. Training and development of employees continues to be an important focus area of increasing the competency levels in the organization.

The Company also believes in nurturing young talents through its people interventions and management-training schemes, which strives to develop business managers of tomorrow. These youngsters are equipped with professional degrees and ethics.

The employee strength of the company as on 31st March 2012 were 167.

(h) CAUTIONARY STATEMENT

Investors are cautioned that this discussion & analysis, relating to Company's objectives, expectations, estimates projections, etc may be considered as forward looking statements. Actual results may differ from such estimates, projections etc, whether expressed or implied. Factors which could make a significant difference to the Company's operations include digitalization, foreign Exchange fluctuation, changes in Government regulations and tax laws, economic conditions affecting demand / supply and other factors over which the company does not have any control.

AUDITORS REPORT

TO THE MEMBERS OF JINDAL PHOTO LIMITED

1. We have audited the attached Balance Sheet of JINDAL PHOTO LIMITED as at 31st March, 2012, and also the Profit & Loss Account for the year ended on that date annexed thereto and the Cash Flow Statement for the year ended on that date. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We have conducted our audit in accordance with auditing standards generally accepted in India. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 and the Companies (Auditor's Report) (Amendment) Order, 2004 issued by the Central Government of India in terms of sub-section(4A) of Section 227 of the Companies Act, 1956 we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.
4. Further to our comments in the Annexure referred to above, we report that:
 - (i) 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;
 - (ii) In our opinion, proper books of accounts as required by law have been kept by the company so far as appears from our examination of those books ;
 - (iii) The Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of accounts;
 - (iv) In our opinion, the Balance sheet and the Profit & Loss Account and the Cash Flow Statement comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
 - (v) On the basis of written representations received from the directors and taken on record by the board of directors, we report that as on 31.03.2012 none of the directors is disqualified on the said date from being appointed as a director in terms of clause (g) of sub section(1) of section 274 of the Companies Act, 1956.
 - (vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956 in the manner of 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 31st March, 2012.
 - (b) In the case of the Profit & Loss Account of the profit for the year ended on that date and
 - (c) In the case of Cash Flow Statement of the cash flow for the year ended on that date.

For B.K. SHROFF & CO
Chartered Accountants
Firm Registration No: 302166E

(O.P.Shroff)
Partner

Place : New Delhi
Dated :30th August, 2012

Membership No.006329

ANNEXURE REFERRED TO IN PARAGRAPH 3 OF OUR REPORT OF EVEN DATE

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) All the fixed assets have been physically verified by the management according to a regular programme which in our opinion is reasonable having regard to the size of the company and the nature

of its assets. No material discrepancies with respect to book records were noticed on such verification.

- (c) During the year the company has not disposed off any substantial part of fixed assets. Therefore, it has not affected the going concern concept of the company.
- (ii) (a) Physical verification of inventory (except material in transit) has been conducted by the management at reasonable intervals. In our opinion, the frequency of verification is reasonable.
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.
- (c) The company is maintaining proper records of inventory. No material discrepancies with respect to book records were noticed on such verification.
- (iii) In respect of the loans, secured or unsecured granted or taken by the company to / from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956.
 - a) The Company has given interest free loans to two subsidiaries, in respect of the said loans, the maximum amount outstanding at any time during the year was Rs 22,694,705 and the year end balance is Rs 22,694,705
 - b) In our opinion and according to the information and explanations given to us the terms and conditions of the loans given by the Company are not prima facie prejudicial to the interest of the Company.
 - c) Except for loans of Rs.1,794,705(previous year Rs. 1,794,705) which have been considered doubtful of recovery and have been fully provided, the other principal amounts are repayable on demand and there is no repayment schedule.
 - d) In respect of the said loans, there is not any overdue amount.
 - e) The Company has not taken any loan during year from companies, firms or other parties covered in the Register maintained under Section 301 of the Companies Act, 1956. Consequently, the requirements of the Clauses, (iii) (f) and (iii) g or paragraph 4 of the Order are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business for the purchase of inventory and fixed assets and for sale of goods and services. During the course of our audit, no major weakness has been noticed in internal control system.
- (v) (a) According to the information and explanations given to us during the year the particulars of contracts or arrangements referred to in Section 301 of the Act have been entered in the register required to be maintained under that section.
- (b) In our opinion and according to the information and explanations given to us, no transactions were made during the year in pursuance of such contracts or arrangements which exceeded the value of five lakh rupees in respect of any party at prices which were unreasonable having regard to prevailing market prices at the relevant time.
- (vi) In our opinion and according to the information given to us, the company has not accepted any deposits from the public within the meaning of sections 58A and 58AA or any other relevant provisions of the Act.
- (vii) In our opinion, the company has an adequate Internal audit system commensurate with the size and the nature of its business.
- (viii) The maintenance of cost records has not been prescribed by the Central Government u/s 209 (1)(d) of the Companies Act, 1956 in respect of the company's products.
- (ix) (a) The company is generally regular in depositing with the appropriate authorities undisputed statutory dues including provident fund, employees state insurance investor education and protection fund,

income tax, sales tax, service tax, wealth tax, custom duty, excise duty and cess and other statutory dues applicable to it.

- (b) According to the information and explanations given to us, no undisputed amount payable in respect of income tax, sales tax, service tax, wealth tax, custom duty, excise duty and cess were

outstanding as at 31.3.2012 for a period of more than six months from the date they became payable.

- c) According to the information and explanations given to us, dues of income tax, sales tax, service tax, wealth tax, custom duty, excise duty and cess which have not been deposited on account of any dispute are as under:-

DETAILS OF DISPUTED CASES -31.03.2012

Name of Statute	Nature of dues	Disputed Amount (Rs.)	Period to which amount relates	Forum where pending
Assam Vat Act	Defective of Form C	626,218	2003-04	Assam Revenue Board
Delhi Sales Tax Act	Ex-Party Assessment (Rejected export sales)	3,699,918	1992-93	Additional Commissioner Trade Tax, Delhi
Delhi Sales Tax Act	Tax difference on medical product	156,330	1993-94 and 2002-03	Deputy Commissioner Trade Tax, Delhi
Jammu Vat Act	Rate of Entry Tax	455,343	2007-08 and 2008-09	Appellate Authority
Kerala Value Added Tax Act	Tax rate difference and price difference on minilab, roll film & camera	2,657,471	2005-06	Appellate Tribunal, Cochin
Kerala Value Added Tax	Penalty	15,862,442	2005-06	Intelligency Inspector Cochin
Value Added Tax	Tax rate difference	40,551	2007-08	Appellate Authority, Cochin
Kerala Value Added Tax	Tax rate difference	470,181	2008-09	Appellate Authority, Cochin
Kerala Value Added Tax	Tax rate difference	4,850	2010-11	Assistant Commissioner(Appeal), Cochin
Rajasthan Sales Tax Act	Tax difference on medical product	437,368	2000-01 to 2002-03	Appellate Tribunal, Ajmer
U.P. Value Added	Tax on disputed export sales	33,918	2002-03	Deputy Commissioner, Gulaoathi Tax
U.P. Value Added export sales	Tax on disputed	210,000	2010-11	Deputy Commissioner, Hapur Tax
U.P. Value Added Tax	Tax on disputed export sales	334,619	2007-08	Deputy Commissioner, Ghaziabad

- (x) The company does not have any accumulated losses at the end of the financial year nor has incurred any cash loss during the financial year covered by our audit and in the immediately preceding financial year.
- (xi) In our opinion and according to the information and explanations given to us the company has not defaulted in repayment of dues to a financial institution or bank or debenture holders.
- (xii) According to the information and explanations given to us the company has not granted any loan and advance on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion the company is neither a chit fund nor nidhi / mutual benefit fund/society and hence clause (xiii) of the Order is not applicable to the company.
- (xiv) Based on our examination of records and evaluation of the related internal controls, we are of the opinion that proper records have been maintained of the transaction and contracts and timely entries have been made in those records in respect of dealing or trading in shares, securities, debentures and other investments. We also report that the company has held the shares, securities, debentures and other investments in its own name except to the extent of the exemption granted under section 49 of the Companies Act, 1956.
- (xv) In our opinion except for a corporate guarantee of Rs 20.26 crores given to the Axis Bank Ltd on behalf of its Joint Venture Company, No other guarantee has been given by the company.
- (xvi) The company has not availed any term loans during the year and hence clause (xvi) of the order is not applicable to the company.

- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the company we report that no funds raised on short-term basis have been used for long term investment.
- (xviii) During the year the company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
- (xix) According to the information and explanations given to us during the year the company had not issued any debentures.
- (xx) According to the information and explanations given to us, during the year the company has not raised any money by public issue.
- (xxi) According to the information and explanations given to us no fraud on or by the company has been noticed or reported during the course of our audit.

For B.K. SHROFF & CO
Chartered Accountants
Firm Registration No: 302166E

(O.P.Shroff)
Partner
Membership No.006329

Place : New Delhi
Dated : 30th August, 2012

BALANCE SHEET AS AT 31st MARCH, 2012

Particulars	Note No.	As at 31st March, 2012 Rs.	As at 31st March, 2011 Rs.
I EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	2	102,583,260	102,583,260
(b) Reserves & Surplus	3	<u>2,389,032,556</u>	<u>2,249,954,919</u>
		2,491,615,816	2,352,538,179
2 Non-current liabilities			
(a) Long-term borrowings	4	565,212,905	-
(b) Deferred tax liabilities (net)	5	22,328,288	23,892,465
(c) Other Long Term Liabilities	6	<u>1,396,740</u>	<u>1,176,977</u>
		588,937,933	25,069,442
3 Current liabilities			
(a) Short-term borrowings	7	30,866,474	-
(b) Trade payables	8	42,879,716	47,980,772
(c) Other current liabilities	9	399,339,908	556,955,174
(d) Short-term provisions	10	<u>109,273,995</u>	<u>106,056,921</u>
		582,360,093	710,992,867
TOTAL		<u>3,662,913,842</u>	<u>3,088,600,488</u>
II ASSETS			
1 Non-current assets			
(a) Fixed assets			
(i) Tangible assets	11	252,948,710	266,991,934
(ii) Capital work-in-progress	12	<u>69,643</u>	<u>5,331,642</u>
		253,018,353	272,323,576
(b) Non-current investments	13	2,082,133,751	1,600,856,751
(c) Long-term loans & advances	14	<u>23,230,538</u>	<u>2,710,538</u>
		2,105,364,289	1,603,567,289
2 Current assets			
(a) Inventories	15	421,746,235	598,695,348
(b) Trade receivables	16	96,734,754	50,687,500
(c) Cash & cash equivalents	17	92,456,770	103,082,674
(d) Short-term loans & advances	18	681,008,172	436,087,125
(e) Other current assets	19	<u>12,585,269</u>	<u>24,156,976</u>
		1,304,531,200	1,212,709,623
TOTAL		<u>3,662,913,842</u>	<u>3,088,600,488</u>

See accompanying notes to the financial statements

In terms of our report attached.

For B.K.Shroff & Co.

Chartered Accountants

Firm Registration No. 302166E

For and on behalf of the Board

O.P. Shroff

Partner

Membership No.006329

V.K.Gupta

Company Secretary

Shammi Gupta

Managing Director

DIN No.00006384

G.D.Singal

GM(Accounts & Finance)

Kamal Kumar Jain

Director

DIN No.00649522

Place : New Delhi

Date : 30th August, 2012

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH, 2012

Particulars	Note No.	For the year ended 31st March, 2012 Rs.	For the year ended 31st March, 2011 Rs.
1 Revenue from operations (gross)	22	4,389,269,812	4,252,748,338
Less: Excise duty		355,559,209	253,466,568
Revenue from operations (net)		4,033,710,603	3,999,281,770
2 Other income	23	11,331,562	28,529,020
3 Total revenue (1+2)		4,045,042,165	4,027,810,790
4 Expenses			
(a) Cost of materials consumed	24	2,899,480,696	2,030,728,860
(b) Purchases of stock-in-trade		148,332,789	1,262,828,235
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	25	220,102,425	(62,175,222)
(d) Employee benefits expense	26	61,861,471	64,370,649
(e) Finance costs	27	14,719,305	788,596
(f) Depreciation and amortization expense	28	18,025,765	18,446,754
(g) Other expenses	29	443,660,140	460,636,345
Total expenses		3,806,182,591	3,775,624,217
5 Profit before tax (3 - 4)		238,859,574	252,186,573
6 Tax expense:			
(a) Current tax		85,718,500	82,459,400
(b) Income tax relating to prior years		3,663,031	(2,951,344)
(c) Wealth tax		42,100	56,100
(d) Deferred tax		(1,564,177)	(8,719,982)
		87,859,454	70,844,174
7 Profit for the year (5 - 6)		151,000,120	181,342,399
8 Earnings per share	30		
(a) Basic		14.72	17.68
(b) Diluted		14.72	17.68
(Face value of Rs.10 each)			

See accompanying notes to the financial statements

In terms of our report attached.

For **B.K.Shroff & Co.**

Chartered Accountants

Firm Registration No. 302166E

For and on behalf of the Board

O.P. Shroff

Partner

Membership No.006329

V.K.Gupta

Company Secretary

Shammi Gupta

Managing Director

DIN No.00006384

G.D.Singal

GM(Accounts & Finance)

Kamal Kumar Jain

Director

DIN No.00649522

Place : New Delhi

Date : 30th August, 2012

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2012

Particulars	For the year ended 31st March, 2012 Rs.	For the year ended 31st March, 2011 Rs.
A. Cash Flow from Operating Activities:		
Net Profit Before Tax	238,859,574	252,186,573
Adjustments for:		
Depreciation	18,025,765	18,446,754
Profit on Sale of Investments	-	(5,724,348)
Capital Work-in progress written off	5,262,001	-
Excess Provision/Liabilities no longer required written back	(3,169,081)	-
Loss on sale of Fixed assets	(67,192)	378,968
Diminution in the value of Investments	223,000	447,000
Interest income	(4,236,225)	(4,861,769)
Interest charges	14,719,305	788,596
Dividend income	(1,132,097)	(2,664,137)
Operating Profit Before Working Capital Changes	268,485,050	258,997,637
Adjustments for:		
Trade & Other Receivables	(270,695,444)	(99,527,777)
Inventories	176,949,113	4,219,669
Trade Payables	(159,355,504)	364,458,714
Cash generated from Operations	15,383,215	528,148,243
Direct Taxes paid	(94,999,682)	(69,697,026)
Net Cash from/(Used in) Operating Activities	(79,616,467)	458,451,217
B. Cash flow from Investing Activities:		
Purchase of Fixed Assets	(4,052,740)	(150,794)
Purchase of long term Investments		
- Subsidiaries	(471,500,000)	(110,750,000)
- Joint ventures	(10,000,000)	(281,000,000)
- Associates	-	(390,750,000)
- Others	-	(3,528,490)
Proceeds from sale of Fixed Assets	137,390	38,170
Proceeds from sale of long-term investments		
- Associates	-	139,000,000
- Others	-	147,965,507
Long Term loan given to Subsidiaries	(20,400,000)	(400,000)
Interest income	4,236,225	4,861,769
Dividend income	1,132,097	2,664,137
Net Cash flow from/(Used in) Investing Activities	(500,447,028)	(492,049,701)
C. Cash Flow from Financing Activities:		
Proceeds from short term borrowings	30,866,474	-
Proceeds from long term borrowings	565,212,905	-
Proceeds from Bank Borrowings	-	(18,524,960)
Dividend paid (including taxes thereon)	(11,922,483)	(11,962,106)
Interest charges	(14,719,305)	(788,596)
Net Cash flow from/(Used in) Financing Activities	569,437,591	(31,275,662)
Net Increase in Cash and Cash Equivalents(A+B+C)	(10,625,904)	(64,874,146)
Cash and Cash Equivalents as at beginning of the year	103,082,674	167,956,820
Cash and Cash Equivalents as at end of the year	92,456,770	103,082,674

As per our report of even date attached

For B.K.Shroff & Co.

Chartered Accountants

Firm Registration No. 302166E

For and on behalf of the Board

O.P. Shroff

Partner

Membership No.006329

V.K.Gupta

Company Secretary

Shammi Gupta

Managing Director

DIN No.00006384

G.D.Singal

GM(Accounts & Finance)

Kamal Kumar Jain

Director

DIN No.00649522

Place : New Delhi

Date : 30th August, 2012

1. Significant accounting policies:-

a) **Method of Accounting**

- i) The accounts of the company are prepared under the historical cost convention using the accrual method of accounting unless otherwise stated hereinafter.
- ii) Accounting policies not significantly referred to are in consistence with the generally accepted accounting principles.

b) **Fixed Assets**

Fixed Assets are stated at cost of acquisition, inclusive of inward freight, duties, taxes and incidental expenses related to acquisition and are net of modvat/cenvat wherever applicable. In respect of projects involving construction, related pre-operational expenses are capitalised and form part of the value of the assets capitalised. Fixed assets other than leasehold land acquired on lease are not reflected in the accounts and the lease rent is charged to profit & loss account as and when accrued.

The company capitalises software where it is reasonably estimated that the software has an enduring useful life. Consideration is given at each balance sheet date to determine whether there is any indication of impairment of the carrying amount of the company's fixed assets. If any indication exists, an asset's recoverable amount is estimated. An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. Recoverable amount is the greater of the net selling price and value in use. Value in use is the present value of its estimated future cash flows expected to arise from the continuing use of an asset from its disposal at the end of its useful life.

c) **Investments**

Non Current investments are stated at cost of acquisition. Provision for diminution in the value of Non Current investments is made only if such a decline is other than temporary in the opinion of the management.

d) **Inventories**

Inventories are valued at cost or net realisable value, whichever is lower, Cost is determined on first in first out (FIFO) basis/Weighted Average basis. Finished goods and work in process include cost of convention and other costs incurred in bringing the inventories to their present location and conditions.

e) **Foreign currency transactions**

All foreign currency liabilities relating to acquisition of fixed assets are restated at the rates ruling at the year end and exchange differences arising on such transactions are dealt with in the profit & loss account. Investments in foreign currency are reported using the exchange rate at the date of transaction. Other foreign currency assets and liabilities outstanding at the close of the year are valued at the year end exchange rates. The fluctuations are reflected under the appropriate revenue head.

f) **Depreciation**

Depreciation is calculated on fixed assets (other than leased out assets) on straight line method in accordance with Schedule XIV of Companies Act, 1956. In respect of leased assets, the cost of the same is being amortized fully during the primary period of the lease. Software is depreciated on straight line method at the rates specified in schedule XIV of the Companies Act.

g) **Research & Development**

Revenue expenditure on research and development is charged against the profit of the year in which it is incurred. Capital expenditure on research and development is shown as an addition to fixed assets.

h) **Retirement benefits**

i) **Short term Employee Benefits**

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

ii) **Post employment Benefits**

a) **Defined Contribution Plans**

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

b) Defined Benefit Plans

The employee Gratuity Fund Scheme managed by a trust is a defined benefit plan. The present value of obligation under such defined benefit plan is determined based on actuarial valuation under the projected unit credit method which recognises each period of service as giving rise to additional unit of employees benefits entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans is based on the market yields on government securities as at balance sheet date, having maturity periods approximated to the returns of related obligations. Actuarial gains and losses are recognised immediately in the profit & loss account. In case of funded plans the fair value of the planned assets is reduced from the gross obligation under the defined benefit plans to recognise the obligation on net basis.

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

i) Accounting for interest in Joint ventures :-

Interest in Joint ventures are accounted as follows

Type of Joint Venture

Jointly Controlled Entities

Accounting Treatment

i) Integrated Joint Ventures :

- a) Company's share in profits or losses of integrated ventures is accounted on determination of profit and losses by Joint Ventures.
- b) Investments in integrated Joint Ventures are carried at net of company's share in recognised profit or loss.

ii) Incorporated jointly controlled entities

- a) Income on investments in incorporated jointly controlled entities, recognised when the right to receive the same is established.
- b) Investment in such joint ventures is carried at original cost providing for any permanent diminution in value.

j) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of that asset. Other borrowing costs are recognized as an expense, in the period in which they are incurred. Capitalisation of borrowing costs ceases when substantially all activities necessary to prepare the qualifying asset for its intended use or sale are complete.

k) Excise & Other Duties

Whereas excise duty in respect of finished goods lying in factory premises is provided and included in the valuation of inventory. Custom duty on goods lying in custom bonded warehouse is accounted on clearance thereof. Modvat benefit is accounted for by reducing the purchase cost of the materials/fixed assets.

l) Claims and benefits

Claims receivable is accounted on accrual basis to the extent considered receivable.

m) Revenue recognition

Sales are accounted for ex-factory on despatch. Sales are net of returns. Export sales are accounted on the basis of the date of bill of lading/ airway bill.

n) Income from Investments/Deposits

Income from Investments is credited to revenue in the year in which it accrues. Income is stated in full with the tax thereon being accounted for under Income tax deducted at source.

o) Revenue from Maintenance contracts

Revenue from maintenance contracts are recognised pro-rata over the period of the contract as and when services are rendered.

p) Product warranties

The company gives warranties on certain products and services undertaking to repair or replace the items that fails to perform satisfactorily during the warranty period. Provisions are made towards expected cost of meeting such obligations of rectification/replacement.

Warranty provisions are made for expected future cash outflows and computed on total sales made during the year, based on past experience. Provision has been computed on the total sales made during the year, based on past experience.

q) Leases

Lease agreements represent agreements entered into prior to 31st March,2001. Assets under lease agreements are transferred in favour of the lessee on receipt of the final installment as per agreement. Lease rents are recognised on accrual basis over the period of lease agreement. The initial direct cost relating to lease transactions is recognised in the profit & loss account in the year such cost is incurred.

r) Grant & Subsidies

Grants received from Government agencies against specific assets are adjusted to the cost of the assets and capital grants for the Project Capital Subsidy are credited to Capital Reserve. Revenue Grants for the expenses incurred are reduced from the respective expenses.

s) Taxation

Provision for taxation is based on assessable profits of the company as determined under Income Tax Act, 1961. Deferred taxation is provided using the liability method in respect of taxation effect arising from all material timing difference between accounting and tax treatment of income and expenditure which are expected with reasonable probability to crystallize in the foreseeable future. Deferred tax benefits are recognized in the financial statements only to extent of any deferred tax liability or when such benefits are reasonably expected to be realizable in the near future.

t) Earnings per share

Basic earning per share is calculated by dividing the net profit for the year attributable to equity shareholders(after deducting the preference share dividend, if any) by the weighted average number of equity shares outstanding during the year. Diluted earning per share is calculated by dividing the net profits attributable to equity shareholders (after deducting dividend on redeemable preference shares) by the weighted average number of equity shares outstanding during the year(adjusted for the effects of dilutive options).

u) Contingent Liabilities

Contingent Liabilities as defined in Accounting Standard-29 are disclosed by way of notes to accounts. Provision is made if it becomes probable that an outflow of future economic benefit will be required for an item previously dealt with as a contingent liability.

2 SHARE CAPITAL

Particulars	No. of Share		Amount in Rs.	
	AS AT 31.03.2012	AS AT 31.03.2011	AS AT 31.03.2012	AS AT 31.03.2011
AUTHORISED SHARE CAPITAL				
Equity Shares of Rs. 10 each				
At the beginning of the period	10,550,000	10,550,000	105,500,000	105,500,000
Add: Additions during the period	-	-	-	-
Less: Reduction during the period	-	-	-	-
At the end of the period	<u>10,550,000</u>	<u>10,550,000</u>	<u>105,500,000</u>	<u>105,500,000</u>
ISSUED, SUBSCRIBED AND PAID UP				
Equity Shares of Rs. 10 each				
At the beginning of the period	10,258,326	10,258,326	102,583,260	102,583,260
Add: Additions during the period	-	-	-	-
Less: Reduction during the period	-	-	-	-
At the end of the period	<u>10,258,326</u>	<u>10,258,326</u>	<u>102,583,260</u>	<u>102,583,260</u>

2.1 Details of equity shares in the company held by each shareholder holding more than 5% of shares is as under:

Name of Shareholders	AS AT 31.03.2012		AS AT 31.03.2011	
	Number of shares held	% holding	Number of shares held	% holding
Consolidated Photo & Finvest Ltd	3,404,661	33.19%	3,404,661	33.19%
Soyuz Trading Company Ltd.	2,106,763	20.54%	2,106,763	20.54%
Rishi Trading Company Ltd.	1,327,269	12.94%	1,327,269	12.94%

2.2 Rights, Preferences and restrictions attached to Share

Equity Share

The Company has one class of equity shares having at value of Rs. 10 each. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in the proportion to their shareholding.

2.3 Shares held by holding/ultimate holding company and/or their subsidiaries/associates

Out of equity issued by the company, shares held by its holding company, ultimate holding company and their subsidiaries/ associates are as below:

Nil

3. RESERVES AND SURPLUS

	AS AT 31.03.2012 Rs.	AS AT 31.03.2011 Rs.
Capital Reserve		
At the beginning of the period	3,000,000	3,000,000
Add: Additions during the period	-	-
Less: Reduction during the period	-	-
At the end of the period	<u>3,000,000</u>	<u>3,000,000</u>
General Reserve		
At the beginning of the period	893,622,668	875,487,668
Add: Additions during the period	15,100,000	18,135,000
Less: Reduction during the period	-	-
At the end of the period	<u>908,722,668</u>	<u>893,622,668</u>
Surplus / (Deficit) in Statement of Profit and Loss		
At the beginning of the period	1,353,332,251	1,202,047,335
Add: Profit for the period	151,000,120	181,342,399
Less: Amounts transferred to:		
General reserve	15,100,000	18,135,000
Dividends proposed to be distributed to equity shareholders (Re.1/- per share)	10,258,326	10,258,326
Corporate Tax on Dividends proposed to be distributed to equity shareholders	1,664,157	1,664,157
At the end of the period	<u>1,477,309,888</u>	<u>1,353,332,251</u>
	<u>2,389,032,556</u>	<u>2,249,954,919</u>

4. LONG TERM BORROWINGS

From Others Parties		
Unsecured	565,212,905	-
	<u>565,212,905</u>	<u>-</u>
Long term repayment schedule		
Maturity Profile		
1-2 Year	565,212,905	-
Total	<u>565,212,905</u>	<u>-</u>

5. DEFERRED TAX LIABILITY (NET)

The Net Deferred Tax Liability recognised in the Profit & Loss Account, as recommended under Accounting Standard (AS)-22 on "Deferred Taxation" issued by The Institute of Chartered Accountants of India is as under :-

	AS AT 31.03.2010 Rs.	Tax effect for the period Rs.	AS AT 31.03.2011 Rs.	Tax effect for the period Rs.	AS AT 31.03.2012 Rs.
Deferred Tax Liabilities					
Fixed assets	32,715,467	2,519,770	30,195,697	1,043,754	29,151,943
Deferred Tax Assets					
43B items	103,019	(10,964)	113,983	(520,423)	634,406
Carry forward loss	-	(6,189,249)	6,189,249	-	6,189,249
Net Deferred Tax Liabilities	<u>32,612,448</u>	<u>8,719,983</u>	<u>23,892,465</u>	<u>1,564,177</u>	<u>22,328,288</u>

6. OTHER LONG TERM LIABILITIES	AS AT 31.03.2012 Rs.	AS AT 31.03.2011 Rs.
Unclaimed Dividend	1,396,740	1,176,977
	<u>1,396,740</u>	<u>1,176,977</u>

7. SHORT TERM BORROWINGS

Loan repayable on demand

From Banks

Secured *

	30,866,474	-
	<u>30,866,474</u>	<u>-</u>

* Working Capital limits from banks are secured by first charge by way of hypothecation of stocks of raw material, semi finished and finished goods and consumable stores, spares and book debts and receivables both present and future, ranking paripassu with working capital loans sanctioned by other participating banks.

8. TRADE PAYABLE

Micro and small enterprises*

Others

	-	-
	42,879,716	47,980,772
	<u>42,879,716</u>	<u>47,980,772</u>

* The company has not received intimation from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and therefore, disclosure under this act has not been given. The management does not envisage any material impact on the financials in this regard.

9. OTHER CURRENT LIABILITIES

Unclaimed Dividend

Advances from Customers

Dealers' Security Deposits

Other Payables

	2,534,688	2,549,808
	115,549,396	121,934,801
	13,656,161	13,941,813
	267,599,663	418,528,752
	<u>399,339,908</u>	<u>556,955,174</u>

Amounts credited to Investor Education and Protection Fund- NIL (Previous Year NIL)

10. SHORT TERMS PROVISIONS

Provision for employees benefits

Proposed Dividend

Tax on Dividend

Provision for Taxation

Wealth tax Provisions

Warranty Provisions

Provision for Excise Duty on Finished Goods

	1,043,245	1,013,887
	10,258,326	10,258,326
	1,664,157	1,664,157
	85,718,500	82,459,400
	42,100	56,100
	-	3,169,081
	10,547,667	7,435,970
	<u>109,273,995</u>	<u>106,056,921</u>

11 FIXED ASSETS

(Amount in Rs.)

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Up to 01.04.2011	ADDITIONS	SALE/ ADJUSTMENT	AS AT 31.03.2012	UP TO 01.04.2011	DEDUCTION/ ADJUSTMENTS	FOR THE YEAR	UP TO 31.03.2012	AS AT 31.03.2012	AS AT 31.03.2011
TANGIBLE ASSETS										
LAND -Free hold	8,197,833	-	-	8,197,833	-	-	-	-	8,197,833	8,197,833
-Leasehold	7,815,200	-	-	7,815,200	577,574	-	86,833	664,407	7,150,793	7,237,626
BUILDINGS *	161,878,940	-	-	161,878,940	56,201,091	-	5,352,952	61,554,043	100,324,897	105,677,849
RESIDENTIAL BUILDING	43,489,180	-	-	43,489,180	8,109,031	-	708,874	8,817,905	34,671,275	35,380,149
PLANT & MACHINERY	315,689,792	3,972,672	460,826	319,201,638	220,430,051	394,632	9,912,936	229,948,355	89,253,283	95,259,741
OFFICE EQUIPMENT	7,152,308	74,150	-	7,226,458	3,232,949	-	347,141	3,580,090	3,646,368	3,919,359
FURNITURE & FIXTURES	9,569,469	5,918	59,603	9,515,784	6,660,201	55,598	498,832	7,103,435	2,412,349	2,909,268
VEHICLES	12,899,299	-	-	12,899,299	4,489,190	-	1,118,197	5,607,387	7,291,912	8,410,109
TOTAL	566,692,021	4,052,740	520,429	570,224,332	299,700,087	450,230	18,025,765	317,275,622	252,948,710	266,991,934
PREVIOUS YEAR	567,181,956	467,125	957,060	566,692,021	281,793,258	539,925	18,446,754	299,700,087	266,991,934	

* Includes Rs.2500 being cost of shares in a co-operative society.

12 CAPITAL WORK IN PROGRESS

Capital work in progress does not include capital advances Rs. Nil (previous year Rs. Nil)

13. NON CURRENT INVESTMENTS

NON-TRADE (AT COST)

	FACE VALUE Rs.	AS AT 31.03.2012 SHARES/UNITS Nos.	AS AT 31.03.2011 SHARES/UNITS Nos.	AS AT 31.03.2012 Amount Rs.	AS AT 31.03.2011 Amount Rs.
EQUITY SHARES-(QUOTED)-FULLY PAID					
Coal India Limited	10	14,402	14,402	3,528,490	3,528,490
EQUITY SHARES-(UNQUOTED)-FULLY PAID					
In Subsidiary Companies-					
Consolidated Imaging Limited	10	50,000	50,000	500,000	500,000
Jindal Imaging Limited	10	100,000	100,000	1,000,000	1,000,000
Cornet Ventures Limited *	10	271,500	271,500	111,250,000	111,250,000
Jindal Photo Investments & Finance Limited	10	50,000	-	500,000	-
Hindustan Powergen Limited (Refer Note No. 36C)	10	30,000	30,000	428,571	428,571
Jindal India Powertech Limited	10	100,000	100,000	1,000,000	1,000,000
Jindal India Thermal Power Limited	10	1,866,250	1,866,250	18,709,190	18,709,190
In Joint Venture Company					
Mandakini Coal Company Limited	10	34,300,000	33,300,000	343,000,000	333,000,000
EQUITY SHARES-(UNQUOTED)-PARTLY PAID UP					
In Subsidiary Companies-					
Jindal India Powertech Limited (Rs. 6/- paid up previous year Nil)**	10	78,500,000	-	471,000,000	-
Jindal India Powertech Limited (Rs. 4/- paid up previous year Rupee 4 paid up)**	10	185,500,000	185,500,000	742,637,500	742,637,500
Jindal India Powertech Limited (Rs. 2/- paid up previous year Rupee 2 paid up)**	10	195,000,000	195,000,000	390,750,000	390,750,000
Sub Total (A)				2,084,303,751	1,602,803,751
Less:- Provision for Diminution in value of Investments				2,170,000	1,947,000
Sub Total (B)				2,170,000	1,947,000
Grand Total (A-B)				2,082,133,751	1,600,856,751
Aggregate value of Quoted Investments				3,528,490	3,528,490
Aggregate value of Unquoted Investments				2,080,775,261	1,599,275,261
Total				2,084,303,751	1,602,803,751
Aggregate Market value of Quoted Investments				4,952,848	4,990,293

*Formerly known as Jindal India Finvest & Holdings Limited

**On all these shares Rs.7 per share is called up by the company

	AS AT 31.03.2012 Rs.	AS AT 31.03.2011 Rs.
14. LONG TERM LOANS & ADVANCES		
Loan & Advances to Subsidiaries	20,900,000	500,000
Security Deposit	2,330,538	2,210,538
	<u>23,230,538</u>	<u>2,710,538</u>
15. INVENTORIES		
Raw Material *	154,769,095	111,645,501
Stock in Progress	5,442,637	5,039,058
Finished Good		
Manufacturing Product **	163,472,377	92,311,560
Trading Products	76,656,736	365,211,860
Store & Packing Materials ***	21,405,390	24,487,369
	<u>421,746,235</u>	<u>598,695,348</u>
* Includes in transit Rs.10,980,770 Previous year Rs. 18,474,575		
** Includes in transit Rs.6,674,257 Previous year Rs.1,528,337		
***Includes in transit Rs.Nil Previous year Rs.749,892		
16. TRADE RECEIVABLES		
(Unsecured Considered Good unless otherwise stated)		
Debts outstanding for a period exceeding six months*	5,697,310	8,408,279
Others	91,037,444	42,279,221
	<u>96,734,754</u>	<u>50,687,500</u>
* Sundry Debtors include Rs.2,283,367 (previous year Rs.2,283,367) under litigation, against which legal cases are pending in various Courts for recovery. The same are considered good and realisable in the opinion of the management.		
17. CASH AND CASH EQUIVALENTS		
Cash in hand	972,657	700,803
Bank balances with scheduled banks:		
In Current Accounts	57,083,959	48,810,756
In Cash Credit Accounts	30,128,157	49,451,253
In Fixed Deposit Accounts	4,271,997	4,119,862
	<u>92,456,770</u>	<u>103,082,674</u>
18. SHORT TERM LOAN AND ADVANCES		
(Unsecured Considered Good unless otherwise stated)		
Loan & Advances to Subsidiaries		
Considered doubtful	1,794,705	1,794,705
Less: Provision for doubtful advances	<u>1,794,705</u>	<u>1,794,705</u>
Loan & Advances to others	60,399,689	56,438,192
Advance tax	89,359,435	80,538,285
Security deposit	6,651,750	8,213,230
Balance with Government Authorities	285,546,976	207,325,107
Advance from Vendors	188,342,498	81,974,454
Share Application Money paid	50,000,000	-
Employees Loans & Advances	707,824	1,597,857
	<u>681,008,172</u>	<u>436,087,125</u>

	AS AT 31.03.2012 Rs.	AS AT 31.03.2011 Rs.
19. OTHER CURRENT ASSETS		
Interest Accrued	409,519	395,227
Other current assets	12,175,750	23,761,749
	<u>12,585,269</u>	<u>24,156,976</u>

Balances of Sundry debtors, Sundry creditors and advances from customers are subject to confirmation and reconciliation. Differences if any shall be accounted for on such reconciliation.

20. CONTINGENT LIABILITIES AND COMMITMENTS

Contingent Liabilities

a) Outstanding Bank Guarantee	11,246,498	8,694,719
b) Foreign letters of credit outstanding	220,999,774	267,820,450
c) Sales Tax demands disputed in appeals	21,827,907	35,498,529
d) Corporate Guarantee given on behalf of joint venture company Mandakini Coal Company Ltd.	202,600,000	202,600,000
e) Uncalled/unpaid Liability of Partly paid shares	2,987,000,000	2,673,000,000

21. In the opinion of the Board of Directors the current assets, loans and advances are expected to realise at least the amount at which they are stated, if realised in the ordinary course of business and provision for all known liabilities has been adequately made in the accounts.

22. REVENUE FROM OPERATION

For the year ended
31st March, 2012
Rs.

For the year ended
31st March, 2011
Rs.

SALE OF PRODUCT

A. MANUFACTURED GOODS

Photosensitised Goods	3,742,024,079	2,660,007,045
Others	17,006,372	12,755,146

B. TRADED GOODS

Photo Equipment & Others	630,078,111	1,576,201,145
Income from services	161,250	3,785,002

4,389,269,812 4,252,748,338

Less: Excise Duty 355,559,209 253,466,568

Total 4,033,710,603 3,999,281,770

23. OTHER INCOME

Interest received		
-from banks *	249,717	342,773
-from others **	3,986,508	4,518,996
Dividend received ***	1,132,097	2,664,136
Income from sale of Investments(Net) ****	-	5,724,348
Claim received	376,609	13,832,627
Rent Received	708,000	308,000
Profit on sale of fixed assets (Net)	67,192	-
Miscellaneous Receipts	1,642,358	134,393
Excess Provision/Liabilities no longer required written back (Net)	3,169,081	1,003,747
	<u>11,331,562</u>	<u>28,529,020</u>

23.1 The company has given certain premises on cancelable / non cancelable operating lease arrangements:

a) Major term of agreement are as under

Particulars	For the year ended 31st March, 2012 Rs.	For the year ended 31st March, 2011 Rs.
Lease receipts recognized in the statement of profit & loss	708,000	308,000
Tenure of Lease	1 year & 2 year	1 year & 2 year
Lease deposit	-	-

b) The Total of Future Minimum lease payment to be received under non-cancelable operating lease for each of the following period are as under

i) Not later than 1Year	508,000	708,000
ii) Later Than 1Year and not later than 5 Years	108,000	400,000
iii) Later Than 5 years	-	-

*Includes Tax Deducted at Source of Rs.36,912 (Previous year Rs.25,810)

**Includes Tax Deducted at Source of Rs.Nil (Previous year Rs.Nil)

***Includes Dividend from Current Investments Rs.989,518 (Previous year Rs 2,664,136)

****Includes Income from Current Investments Rs.Nil (Previous year Rs.5,724,348)

24. COST OF MATERIALS CONSUMED

	For the year ended 31st March, 2012 Rs.	For the year ended 31st March, 2011 Rs.
At the beginning of the period	111,645,501	181,301,873
Add : Purchases during the year	2,942,604,290	1,961,072,488
	3,054,249,791	2,142,374,361
At the end of the period	154,769,095	111,645,501
Raw Material consumed	2,899,480,696	2,030,728,860

25. CHANGES IN INVENTORIES

OPENING STOCK :

Finished Goods -Manufactured	92,311,560	95,112,931
-Traded	365,211,860	294,301,119
Work in progress	5,039,058	9,920,512
	462,562,478	399,334,562

CLOSING STOCK :

Finished Goods -Manufactured	163,472,377	92,311,560
-Traded	76,656,736	365,211,860
Work in progress	5,442,637	5,039,058
	245,571,750	462,562,478

(Increase) /Decrease in stocks 216,990,728 (63,227,916)

Excise duty on stock finished goods (net) 3,111,697 1,052,694

(Increase)/Decrease in stocks(Net) 220,102,425 (62,175,222)

	For the year ended 31st March, 2012 Rs.	For the year ended 31st March, 2011 Rs.
26. EMPLOYEE BENEFITS EXPENSE		
Salary, Wages, Allowances and Bonus	48,616,189	52,062,885
Directors' Remuneration	4,489,119	5,294,439
Gratuity	2,951,014	582,873
Contribution towards Provident and other Funds	1,708,830	2,024,333
Staff Welfare	4,096,319	4,406,119
	61,861,471	64,370,649
26.1 During the year, the following contributions have been made under defined contribution plans.		
Employer's Contribution to provident Fund	471,131	557,612
Employer's Contribution to Employees Pension Scheme	1,028,514	1,217,773
26.2 Liability for leave encashment (Non-funded)	1,043,245	1,013,887
26.3 Reconciliation of opening and Closing balances of defined benefit obligation for Gratuity (funded)		
Defined benefit obligation at the beginning of the year	14,381,460	12,717,896
Current service cost	1,215,692	1,226,861
Interest cost	1,222,424	1,017,432
Actuarial (gain)/Loss on obligation	(308,641)	1,179,296
Benefits Paid	(1,832,281)	(1,760,025)
Defined benefit obligation at the end of the year	14,678,654	14,381,460
Reconciliation of opening and closing balances of fair value of plan assets		
Fair value of plan assets at the beginning of the year	13,363,897	12,580,911
Expected return on plan assets	1,202,751	1,179,068
Employers' Contributions	2,253,841	1,363,943
Benefits paid	(1,832,281)	(1,760,025)
Actuarial gain/(loss) on plan assets	103,455	-
Fair value of plan assets at the end of the year	15,091,663	13,363,897
Actual return on plan asset	1,306,206	1,179,068
Reconciliation of Fair value of assets and obligations		
Fair value of plan assets	15,091,663	13,363,897
Present value of obligation	14,678,654	14,381,460
Amount recognised in Balance Sheet	413,009	(1,017,563)
Expense recognised during the year		
Current service cost	1,215,692	1,226,861
Interest cost	1,222,424	1,017,432
Expected Return on Plan Assets	(1,202,751)	(1,179,068)
Actuarial (gain)/loss recognised in the period	(412,096)	1,179,296
Actuarial (gain)/loss recognised in the period (Last year)	2,127,745	(1,661,648)
Net Cost	2,951,014	582,873
Actuarial assumptions		
Mortality Table (LIC)	1994-96 (duly modified)	1994-96 (duly modified)
Discount rate (per annum)	8.50%	8.00%
Rate of Increase in Salaries	6.00%	6.00%
Expected rate of return on plan assets	9.00%	8.90%

	For the year ended 31st March, 2012 Rs.	For the year ended 31st March, 2011 Rs.
27. FINANCE COSTS		
-On Working Capital Loans	418,427	47,279
-On Others	14,300,878	741,317
	<u>14,719,305</u>	<u>788,596</u>
28. DEPRECIATION AND AMORTIZATION EXPENSE		
Depreciation	18,025,765	18,446,754
	<u>18,025,765</u>	<u>18,446,754</u>
29. OTHER EXPENSES		
Stores, Spare Parts consumed	2,307,567	1,084,562
Packing Material consumed	149,907,009	126,900,254
Power & Fuel	8,227,653	7,629,270
Rent (a)	8,615,339	9,274,192
Rates, Taxes & Fees	652,472	804,917
Insurance	3,520,449	2,913,093
Legal & Professional charges	46,023,188	46,239,993
Repairs & maintenance		
-Building	362,229	82,885
-Others	7,016,322	5,534,460
Loss on sale/discard of fixed assets	-	742,008
Rebate & Discounts	113,709,550	158,495,696
Freight Outward	39,286,110	41,207,771
Miscellaneous expenses (b)	64,032,252	59,727,244
	<u>443,660,140</u>	<u>460,636,345</u>
 (a) The company has taken certain premises on cancelable/non cancelable operating lease arrangements:		
a) Major term of agreement are as under		
Lease payments recognized in the Statement of Profit & Loss	8,615,339	9,274,192
Tenure of Lease	11month, 2 year, 3 year & 5 year	11month, 3 year & 5 year
Lease deposit	2,662,038	2,757,938
b) The Total of Future Minimum lease payment under non-cancelable operating lease for each of the following period are as under		
i) Not later than 1Year	7,265,231	7,295,637
ii) Later Than 1Year and not later than 5 Years	6,980,005	7,850,246
iii) Later Than 5 years	-	-
(b) Miscellaneous expenses includes:		
Auditors' Remuneration		
As Audit Fees	280,000	280,000
As Limited Review Fees	60,000	60,000
As Tax Audit Fees	60,000	60,000
As Certification Fees	75,000	127,500
	<u>475,000</u>	<u>527,500</u>

30. Earnings per share (EPS)

	For the year ended 31.03.2012	For the year ended 31.03.2011
Net Profit/(Loss) for the year (Rs.)	151,000,120	181,342,399
No. of equity shares at the beginning of year	10,258,326	10,258,326
Basic/Dilluted Earning Per Share (Rs.)	14.72	17.68

31. Impairment of assets

In accordance with the Accounting Standard (AS-28) on 'Impairment of Assets' impairment analysis of assets by evolution of the company's cash generating units, was carried out in the year 2008-09 and since recoverable amount was more than the carrying amount thereof, no impairment loss has been recognized in the current year as there is no indication of impairment which requires re-estimating the recoverable amount of the assets.

32. a) Disclosure in Respect of Joint Venture

Name of the Joint Venture	Description of interest	Percentage of Ownership interest	Country of	
			Incorporation	Residence
Mandakini Coal Company Limited	Jointly Controlled entity	33.33%	India	India

b) Financial interest in Jointly controlled entity

	As at 31.03.2012 Rs.	As at 31.03.2011 Rs.
Assets	373,375,414	330,785,255
Liabilities	1,736,403	1,003,204
Income	407,922	359,551
Expenses	1,758,488	2,129,971
Share of Loss	4,694,322	3,217,949

c) There is no contingent liability except corporate guarantee given (Refer note 20)

d) Capital Commitments **289,230,193** 61,069,958

33. a) It is management's perception that since the company is exclusively engaged in the activity of manufacture of photographic paper and films which are governed by the same set of risks and returns the same are considered to constitute a single reportable segment in the context of Accounting Standard on "Segment Reporting" issued by the Institute of Chartered Accountants of India.

(b) The company operates only in Indian market as such there is no separate geographics section.

34. Warranty Provisions

Opening balance	3,169,081	4,172,828
Amount used during the year	-	1,003,747
Amount written off	3,169,081	-
Closing Balance	-	3,169,081

35. DEMERGER OF INVESTMENT DIVISION OF THE COMPANY

The Board of Directors of your Company at their meeting held on 7th June, 2012 had approved the scheme of arrangement, wherein interalia proposed to demerge the Investment Division of the Company into Jindal Photo Investments and Finance Ltd. (wholly owned subsidiary of the Company). Pursuant to order of Hon'ble High Court of Judicature at Bombay dated 24th August, 2012, a meeting of the Equity Shareholders of the Company is scheduled to be held at the registered office of the Company at 260/23, Sheetal Industrial Estate, Demani Road, Dadra - 396193, Dadra & Nagar Haveli (U.T.) on Wednesday, the 10th day of October, 2012 at 11:30 a.m. for the purpose of considering and, if thought fit, approving, with or without modifications, the proposed scheme of Demerger between Jindal Photo Limited and Jindal Photo Investments and Finance Limited.

36. Disclosures as required by Accounting Standard-18 "Related Party Disclosure" issued by the Institute of Chartered Accountants of India are as under:-

A) Relationship

a) Associate companies

Jindal Buildmart Limited (Ceased from 31.12.2010)
Jindal India Powertech Limited (Ceased from 11.08.2011)

b) Joint Venture Company

Mandakini Coal Company Limited

c) Controlling Companies/Individuals

Consolidated Photo & Finvest Limited

d) Subsidiaries

Consolidated Imaging Limited
Jindal Imaging Limited
Jindal India Powertech Limited (w.e.f 11.08.2011)
Jindal Photo Investments & Finance Limited (w.e.f 12.11.2011)
Jindal India Thermal Power Limited (w.e.f 11.08.2011)
Jindal India Power Ventures Limited (w.e.f 11.08.2011)
Hindustan Powergen Limited (w.e.f 11.08.2011)
Jindal Minerals & Metais (Mozambique) Limitada (ceased to be subsidiary)
Cornet Ventures Limited (Formerly known as Jindal India Finvest & Holdings Limited)

e) Key Management Personnel

Shri Shammi Gupta, Managing Director
Shri Krishnasamy Ramaswamy, Whole Time Director
Shri Rajeev Aggarwal, Whole Time Director (Ceased from 15.07.2011)

36. B) The following transactions were carried out with related parties in the ordinary course of business :
(Amount in Rs.)

Sr. No.	Nature of transaction	Referred to in		Referred to in		Referred to in		Total	
		A (a) ,(b) & (c)above		A (d) above		A (e) above			
		31.03.2012	31.03.2011	31.03.2012	31.03.2011	31.03.2012	31.03.2011	31.03.2012	31.03.2011
1	Sale of Investments	-	44,500,000	-	-	-	-	-	44,500,000
2	Remuneration	-	-	-	-	4,489,119	5,294,439	4,489,119	5,294,439
3	Interest earned	-	48	-	-	-	-	-	48
4	Rent received	24,000	84,000	-	-	-	-	24,000	84,000
5	Purchase of Investments	-	-	471,000,000	110,750,000	-	-	471,000,000	110,750,000
6	Investments made	10,000,000	581,750,000	500,000	-	-	-	10,500,000	581,750,000
7	Rent paid	600,000	900,000	-	-	-	-	600,000	900,000
8	Expenses reimbursed	440,657	540,955	227,171	46,633	-	-	667,828	587,588
9	Advance granted	-	7,550,000	-	-	-	-	-	7,550,000
10	Advance received	-	7,550,000	-	-	-	-	-	7,550,000
11	Expenses Incurred	-	-	237,996	-	-	-	237,996	-
12	Loan granted	-	-	20,400,000	1,100,000	-	-	20,400,000	1,100,000
13	Share application money paid	50,000,000	-	-	-	-	-	50,000,000	-
14	Balance outstanding:-								
	-Investments		1,467,387,500	2,081,203,832	112,750,000	-	-	2,081,203,832	1,580,137,500
	-Advances recoverable		-	22,705,530	2,341,338	-	-	22,705,530	2,341,338
	Share application money paid	50,000,000	-	-	-	-	-	50,000,000	-
	-Other Liabilities	-	150,000,000	-	-	-	-	-	150,000,000
	-Sundry Creditors	-	256,175	-	-	-	-	-	256,175

Note : Related party relationship is as identified by the company and relied upon by the auditors

- 36. C)** A scheme of amalgamation of Jindal Packaging Films Ltd., Jindal India Hydro Ltd., Jindal Realmart Pvt. Ltd, Indian Software Consultancy Ltd. and India Fincap Ltd. With Hindustan Powergen Ltd. (HPL) was approved by the Honorable Delhi High Court, whereby the aforesaid companies have been amalgamated with HPL with effect from the appointed date i.e. 01.04.2009 and shall become effective from the effective date which shall be the last date on which all the conditions referred in High Court order are fulfilled. Upon amalgamation, HPL will issue share to the shareholders of the erstwhile amalgamating companies in the ratio specified in the High court order. Allotment of shares by HPL to the shareholders of the amalgamating companies has been made on 27.04.2010. On allotment the company has received 35000 equity shares of HPL.
- 37.** Disclosure of loans / advances and investment in its own shares by the company, its subsidiaries, associates etc. as per requirement of clause 32 of the listing agreement:

	Name of Company	Balance as at		Maximum outstanding amount during	
		31.03.2012	31.03.2011	2011-12	2010-11
A	Loans and advances in the nature of loans given to subsidiaries				
	Jindal Imaging Ltd.*	1,794,705	1,794,705	1,794,705	1,794,705
	Cornet Venture Ltd**	20,900,000	500,000	20,900,000	500,000
	Jindal Minerais & Metais (Mozambique) Limitada	-	46,633	-	46,633
B	Loans and advances in the nature of loans where repayment schedule is not specified /is beyond 7 years				
	Jindal Imaging Limited*	1,794,705	1,794,705	1,794,705	1,794,705
	Cornet Venture Ltd**	20,900,000	500,000	20,900,000	500,000
	Jindal Minerais & Metais (Mozambique) Limitada	-	46,633	-	46,633
C	Loans and advances in the nature of loans where interest is not charged or charged below bank rate				
	Jindal Imaging Ltd. *	1,794,705	1,794,705	1,794,705	1,794,705
	Cornet Venture Ltd**	20,900,000	500,000	20,900,000	500,000
	Jindal Minerais & Metais (Mozambique) Limitada	-	46,633	-	46,633
<p>Note: Loans and advances shown above to subsidiaries are in the nature of advances where there is no repayment schedule and are repayable on demand.</p> <p>*The amount has been considered as doubtful and necessary provision was also been made in earlier years.</p> <p>**formerly knowns as Jindal India Finvest & Holdings Ltd.</p>					
D	Investments made in equity share of the company by a loanee are Nil (Previous Year Nil)				

38.	Year ended 31.3.2012 Amount (Rs.)	Year ended 31.3.2011 Amount (Rs.)
a) Raw Material Consumed		
Photographic Papers	2,148,429,485	1,375,257,398
Films	748,612,951	628,841,292
Others	2,438,260	26,630,170
	2,899,480,696	2,030,728,860
b) Purchase of Traded Goods		
Photo Equipment & Others	148,332,789	1,262,828,235
	148,332,789	1,262,828,235
c) Value of Imported and Indigenous Material consumed and Percentage thereof		
	% Amount(Rs.)	% Amount(Rs.)
i) RAW MATERIAL		
Indigenous	0.08 2,438,260	0.20 4,133,298
Imported	99.92 2,897,042,436	99.80 2,026,595,562
	100.00 2,899,480,696	100.00 2,030,728,860
ii) STORES & SPARE PARTS		
Indigenous	100% 2,307,567	84.66 953,758
Imported	- -	15.34 130,804
	100% 2,307,567	100.00 1,084,562
d) Expenditure in foreign Currency		
Travelling	330,128	357,609
e) CIF Value of Imports		
Raw Material	2,633,871,379	1,756,693,784
Packing Material & Spare Parts	1,208,406	109,291
Finished Goods	76,111,118	360,743,969
f) Earning in Foreign Currency		
Advertisement Subsidy	-	324,414
Export Sales (FOB basis)	285,292	2,228,385
Discount received	1,252,269	490,749
g) Income from services rendered		
Annual Maintenance Contract	-	2,022,679
Service Charges	-	1,473,114
h) remittance in Foreign Currency on account of dividend to non resident shareholders		

Current year			Previous year		
No. of Shareholders	Shares held	Net Amount of Dividend(Rs.)	No. of Shareholders	Shares held	Net Amount of Dividend(Rs.)
76	145559	Nil	143	30856	Nil

39. Previous year's figures have been regrouped /re-arranged wherever considered necessary.

40. Figures have been rounded off to the nearest rupee.

In terms of our report attached.

For B.K.Shroff & Co.

Chartered Accountants

Firm Registration No. 302166E

For and on behalf of the Board

O.P. Shroff

Partner

Membership No.006329

V.K.Gupta

Company Secretary

Shammi Gupta

Managing Director

DIN No.00006384

G.D.Singal

GM(Accounts & Finance)

Kamal Kumar Jain

Director

DIN No.00649522

Place : New Delhi

Date : 30th August, 2012

AUDITORS REPORT TO THE BOARD OF DIRECTORS OF JINDAL PHOTO LIMITED ON THE CONSOLIDATED FINANCIAL STATEMENTS

We have examined the attached consolidated Balance Sheet of Jindal Photo Limited, its subsidiaries and joint venture as at 31st March, 2012 and the Consolidated Profit and Loss Account and the Consolidated Cash Flow Statement for the year ended on that date.

These financial statements are the responsibility of Jindal Photo Limited management. Our responsibility is to express an opinion on these financial statements based on our audit. We have conducted our audit in accordance with generally accepted auditing standards in India. These standards require that we plan and perform the audit to obtain reasonable assurance that whether the financial statements are prepared in all material respects, in accordance with an identified financial reporting framework and are free of material misstatements. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management as well as evaluating the overall financial statements. We believe that our audit provides a reasonable basis for our opinion.

The financial statements of subsidiaries and joint venture have been audited by other auditors whose reports have been furnished to us, and our opinion, in so far as it relates to the amounts included in respect of the subsidiaries and joint venture is based solely on the reports of other auditors. The details of assets and revenues in respect of the subsidiaries and the net carrying cost of investment and current year share of loss in respect of the joint venture to the extent to which they are reflected in the consolidated financial statements are given below :-

Audited by other auditors Indian Subsidiaries

Amount (Rs.)

S. No.	Name of Company	Total Assets	Total Revenue
1.	Consolidated Imaging Limited	392,188	Nil
2.	Cornet Ventures Limited (Formerly known as Jindal India Finvest & Holdings Limited)	131,565,823	Nil
3.	Hindustan Powergen Limited	2493251	Nil
4.	Jindal Imaging Limited	41,396	Nil
5.	Jindal India Powertech Limited	8,556,254,069	53,211,729
6.	Jindal India Thermal Power Limited	29,226,559,574	104,382,478
7.	Jindal Photo Investments and Finance Limited	272,829	Nil
8.	Jindal Power Venture Limited	772,649	2,367

Joint Venture

S. No.	Name of Company	Total Assets	Total Revenue
1.	Mandakini Coal Company Limited	1,120,126,143	12,23,765

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 and Accounting Standard (AS) 27 "Financial Reporting of Interest in joint venture issued by the Institute of Chartered Accounts of India, and on the basis of the separate audited financial statements of Jindal Photo Limited, its subsidiaries and joint venture included in the Consolidated Financial Statements.

We report that on the basis of the information and explanation given to us and on the consideration of separate audit reports on individual audited financial statements of Jindal Photo Limited, its subsidiaries and joint venture, we are of the opinion that the said financial statement read together with notes appearing thereon, give a true and fair view in conformity with the accounting principles generally accepted in India:

- In the case of consolidated Balance Sheet the state of affairs of Jindal Photo Limited, its subsidiaries and joint venture as at 31st March, 2012.
- In the case of the consolidated Profit & Loss Account, the consolidated result of operations of Jindal Photo Limited, its subsidiaries and joint venture for the year ended on that date, and
- In case of the consolidated Cash Flow statement, of the Consolidated Cash Flow of Jindal Photo Limited, its subsidiaries and joint venture for the year ended on that date.

For B.K. SHROFF & CO
Chartered Accountants
Firm Registration No. 302166E

(O.P.Shroff)

Partner

Place: New Delhi
Date: 30th August, 2012

Membership No.: 006329

Consolidated Financial Statements



CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2012

Particulars	Note No.	As at 31st March, 2012 Rs.	As at 31st March, 2011 Rs.
I EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	3	102,583,260	102,583,260
(b) Reserves & surplus	4	<u>2,420,848,700</u>	<u>2,244,165,198</u>
		2,523,431,960	2,346,748,458
2 Minority Interest		4,608,022,07	-
3 Non-current liabilities			
(a) Long-term borrowings	5	18,276,943,040	-
(b) Deferred tax liabilities (net)	6	22,197,602	23,892,465
(c) Other long term Liabilities	7	23,465,254	1,176,977
(d) Long-term provisions	8	<u>7,663,752</u>	-
		18,330,269,648	25,069,442
4 Current liabilities			
(a) Short-term borrowings	9	488,606,321	-
(b) Trade payables	10	3,695,498,369	48,087,851
(c) Other current liabilities	11	2,531,038,408	557,140,057
(d) Short-term provisions	12	<u>117,473,314</u>	<u>106,056,921</u>
		6,832,616,412	711,284,829
TOTAL		<u>32,294,340,097</u>	<u>3,083,102,729</u>
II ASSETS			
1 Non-current assets			
(a) Fixed assets			
(i) Tangible assets	13(a)	1,361,635,408	266,991,934
(ii) Intangible assets	13(b)	1,329,382	1,971,175
(iii) Capital work-in-progress	14	<u>24,316,134,528</u>	<u>5,331,642</u>
		25,679,099,318	274,294,751
(b) Non-current investments	15	473,047,657	1,593,080,687
(c) Long-term loans & advances	16	838,856,848	2,210,538
(d) Other non-current assets	17	<u>4,044,891</u>	-
		1,315,949,396	1,595,291,225
2 Current assets			
(a) Current investments	18	2,293,986,496	-
(b) Inventories	19	421,746,235	598,695,348
(c) Trade receivables	20	96,734,754	50,687,500
(d) Cash & cash equivalents	21	1,663,738,125	103,891,168
(e) Short-term loans & advances	22	806,694,683	436,065,491
(f) Other current assets	23	<u>16,391,090</u>	<u>24,177,246</u>
		5,299,291,383	1,213,516,753
TOTAL		<u>32,294,340,097</u>	<u>3,083,102,729</u>

See accompanying notes to the financial statements

In terms of our report attached
For B.K.Shroff & Co.
Chartered Accountants
Firm Registration No. 302166E

For and on behalf of the Board

O.P. Shroff
Partner
Membership No.006329

V.K.Gupta
Company Secretary

Shammi Gupta
Managing Director
DIN No.00006384

Place : New Delhi
Date : 30th August, 2012

G.D.Singal
GM(Accounts & Finance)

Kamal Kumar Jain
Director
DIN No.00649522

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH, 2012

	Particulars	Note No.	For the year ended 31st March, 2012 Rs.	For the year ended 31st March, 2011 Rs.
1	Revenue from operations (gross)	26	4,389,269,812	4,252,748,338
	Less: Excise duty		355,559,209	253,466,568
	Revenue from operations (net)		4,033,710,603	3,999,281,770
2	Other income	27	168,928,136	28,529,020
3	Total revenue (1+2)		4,202,638,739	4,027,810,790
4	Expenses			
	(a) Cost of materials consumed	28	2,899,480,696	2,030,728,861
	(b) Purchases of stock-in-trade		148,332,789	1,262,828,235
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	29	220,102,425	(62,175,222)
	(d) Employee benefits expense	30	64,962,332	64,370,649
	(e) Finance costs	31	130,871,040	788,596
	(f) Depreciation and amortization expense	32	18,183,979	18,446,754
	(g) Other expenses	33	455,556,543	460,145,528
	Total expenses		3,937,489,804	3,775,133,401
5	Profit before tax (3 - 4)		265,148,935	252,677,389
6	Tax expense:			
	(a) Current tax		89,018,500	82,459,400
	(b) Income tax relating to prior years		3,890,837	(2,951,344)
	(c) Wealth tax		42,100	56,100
	(d) Deferred tax		(1,589,218)	(8,719,982)
			91,362,219	70,844,174
7	Profit after tax (5 - 6)		173,786,716	181,833,215
8	Add/(Less): Share of Profit/(Loss) in Associates		(1,476,373)	(1,634,634)
9	Share of Profit transferred to Capital Reserve on consolidation		(86640)	-
10	Share of Minority		(20,700,657)	-
11	Profit for the year (7+8+9+10)		151,523,046	180,198,581
12	Earnings per share	34		
	(a) Basic		14.77	17.57
	(b) Diluted		14.77	17.57
	(Face value of Rs.10 each)			
	See accompanying notes to the financial statements			

In terms of our report attached

For B.K.Shroff & Co.

Chartered Accountants

Firm Registration No. 302166E

For and on behalf of the Board

O.P. Shroff

Partner

Membership No.006329

V.K.Gupta

Company Secretary

Shammi Gupta

Managing Director

DIN No.00006384

G.D.Singal

GM(Accounts & Finance)

Kamal Kumar Jain

Director

DIN No.00649522

Place : New Delhi

Date : 30th August, 2012

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2012

Particulars	For the year ended 31st March, 2012 Rs.	For the year ended 31st March, 2011 Rs.
A. Cash Flow from Operating Activities:		
Net Profit Before Tax	265,148,935	252,677,389
Adjustments for:		
Depreciation	18,183,979	18,446,754
Loss/(Profit) on sale of Investments	578,328	(5,724,348)
Preliminary Expenses written off	3,657,740	393,222
Capital Work-in progress written off	5,262,001	-
Excess Provision/Liabilities no longer required written back	(3,169,081)	-
Loss on sale of Fixed assets	(67,192)	-
Provision for doubtful advances	1,149,750	-
Diminution in the value of Investments	-	280,500
Interest income	(30,860,169)	(4,861,769)
Borrowing costs	48,950,474	-
Interest charges	81,448,488	788,596
Dividend income	(121,727,074)	(2,664,136)
Operating Profit Before Working Capital Changes	268,556,179	259,336,208
Adjustments for:		
Trade & Other Receivables	2,783,048,187	(99,881,141)
Inventories	176,949,113	4,219,669
Trade Payables	3,560,807,945	364,424,200
Cash generated from Operations	6,789,361,424	528,098,936
Direct Taxes paid	(103,355,574)	(69,697,027)
Net Cash from/(Used in) Operating Activities	6,686,005,850	458,401,909
B. Cash flow from Investing Activities:		
Purchase of Fixed Assets	(18,018,719,109)	(150,795)
Purchase of long term Investments		
- Joint ventures	(10,000,000)	(281,000,000)
- Associates	(20,363,589)	(390,750,000)
- Others	(884,599,777)	(114,378,390)
Proceeds from sale of Fixed Assets	137,390	38,170
Proceeds from sale of long-term investments		
- Associates	-	139,000,000
- Others	-	147,965,507
Proceeds from sale of current investments	669,206,530	-
Interest income	30,860,169	4,861,769
Dividend income	27,501,285	2,664,136
Net Cash flow from/(Used in) Investing Activities	(18,205,977,101)	(491,749,603)
C. Cash Flow from Financing Activities:		
Proceeds from long term borrowings	11,931,087,671	-
Issue proceeds of Share Capital	987,640,000	-
Proceeds from short term borrowings	(97,963,650)	-
Proceeds from Bank Borrowings	-	(18,524,959)
Dividend paid (including taxes thereon)	(11,922,483)	(11,962,106)
Other borrowing costs	(48,950,474)	-
Interest charges	(81,448,488)	(788,596)
Net Cash flow from/(Used in) Financing Activities	12,678,442,576	(31,275,661)
Net Increase in Cash and Cash Equivalents(A+B+C)	1,158,471,325	(64,623,355)
Cash and Cash Equivalents as at beginning of the year	103,891,168	168,514,523
Cash and Cash Equivalents related to Subsidiary Companies	401,375,632	-
Cash and Cash Equivalents as at end of the year	1,663,738,125	103,891,168

In terms of our report attached

For B.K.Shroff & Co.

Chartered Accountants

Firm Registration No. 302166E

For and on behalf of the Board

O.P. Shroff

Partner

Membership No.006329

V.K.Gupta

Company Secretary

G.D.Singal

GM(Accounts & Finance)

Shammi Gupta

Managing Director

DIN No.00006384

Kamal Kumar Jain

Director

DIN No.00649522

Place : New Delhi

Date : 30th August, 2012

1 Basis of Consolidation

A. Subsidiaries

- i) The Accounts have been prepared to comply with all material aspects applicable to accounting policies of Jindal Photo Limited. Goodwill arising on investments made in subsidiary companies has been treated as intangible asset and capital reserve arising on investments made in subsidiary companies has been treated as Reserves and Surplus.
- ii) The consolidated Accounts have been prepared based on a line by line consolidation of the profit & loss account and balance sheet of Jindal photo limited and its' subsidiary companies. For the purpose of consolidation, adjustments have been made in respect of intra group transactions.
- iii) For the purpose of consolidation, adjustments have been made in respect of shareholdings in subsidiary companies and amounts owned from/to Company within the group.
- iv) The subsidiary companies which have been considered for the purposes of Consolidated Results are given below

Name of the company	Main Activity	Country of Incorporation	% Equity Capital held by Jindal Photo Limited along with its subsidiaries	
			As at 31.03.2012	As at 31.03.2011
Subsidiaries				
Jindal Imaging Limited	Imaging/ Photographic Business	India	100	100
Consolidated Imaging Limited	Imaging/ Photographic Business	India	100	100
Cornet Ventures Limited*	Holding Company	India	100	100
Jindal Photo Investments & Finance Limited	Holding Company	India	100	-
Jindal India Powertech Limited	Holding shares in power/mining companies	India	51.29	-
Step Subsidiary Companies				
Jindal India Thermal Power Limited	Power Generation	India		
Jindal India Power Ventures Limited	Power Generation	India		
Hindustan Powergen Limited	Power Generation	India		

*Formerly knowns as Jindal India Finvest & Holdings Limited

v) Jindal Photo Limited holds 51.29% share capital in Jindal India Powertech Limited (subsidiary company), however the consolidated financial of Jindal India Powertech Limited and its subsidiary companies has been incorporated in the consolidated financials of Jindal Photo Limited on the basis of actual holding in monetary terms in that company i.e 34.45%.

B. Associates

- i) Investment in Associate has been accounted for under the equity method from the date on which the investee fall within the definition of an associate. On acquisition, as the case may be, the difference between the cost of acquisition and the share of Jindal Photo Limited in the equity of the associate has been described as goodwill or capital reserve and included in the carrying amount of the investment in the associates. The carrying amount in investment is adjusted thereafter for the post acquisition change in the investor share of net assets of the investee. An associate is an enterprise in which the investor has significant influence and which is neither a subsidiary nor a joint venture

ii) The details of investment in associate made by Jindal Photo Limited is as given below:

Name of Company	Main Activity	Country of Incorporation	Ownership Interest & Voting Power	Original cost of investment Rs. lacs	Amount of capital reserve/ (-) goodwill included in original cost Rs. lacs	Accumulated Profit/(-) loss at the year end Rs. lacs	Carrying amount of investment at the year end Rs. lacs
Jindal India Powertech Limited	Holding share in power/ mining Companies	India	- (24.33%)	- (11343.85)	- (-19.71)	- (-23.53)	- (11300.61)

Note: Previous year figure are given in brackets.

C. Joint Venture

Name of Company	Country of Residence	Status	Proportion of ownership interest	
			As at 31.03.2012	As at 31.03.2011
Mandakini Coal Company Limited	India	Audited	33.33%	33.33%

2 Significant accounting policies:-

a) Method of Accounting

- The accounts of the company are prepared under the historical cost convention using the accrual method of accounting unless otherwise stated hereinafter.
- Accounting policies not significantly referred to are in consistence with the generally accepted accounting principles.

b) Tangible Assets

- Fixed Assets are stated at cost of acquisition, inclusive of inward freight, duties, taxes and incidental expenses related to acquisition and are net of modvat/cenvat wherever applicable. In respect of projects involving construction, related pre-operational expenses are capitalised and form part of the value of the assets capitalised. Fixed assets other than leasehold land acquired on lease are not reflected in the accounts and the lease rent is charged to profit & loss account as and when accrued.

The company capitalises software where it is reasonably estimated that the software has an enduring useful life. Consideration is given at each balance sheet date to determine whether there is any indication of impairment of the carrying amount of the fixed assets. If any indication exists, an asset's recoverable amount is estimated. An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. Recoverable amount is the greater of the net selling price and value in use. Value in use is the present value of its estimated future cash flows expected to arise from the continuing use of an asset from its disposal at the end of its useful life.

- All project related expenditure viz., civil works, machinery under erection, construction and erection materials, pre-operative expenditure, expenditure related to the project and incidental to setting up project facilities, borrowing cost incurred prior to the date of commencement of commercial operation, and trial run expenditure are shown under Capital Work-in-Progress. The same will be allocated to the respective fixed assets on completion of construction, erection of the capital project / fixed assets.
- Payments made towards compensation, rehabilitation and other expenses relating to land in possession are treated as cost of land.

c) Intangible assets :

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to the enterprise and the cost of the assets can be measured reliably. Leasehold land is amortised over the period of lease.

d) Investments

Non Current investments are stated at cost of acquisition. Provision for diminution in the value of Non Current investments is made only if such a decline is other than temporary in the opinion of the management.

Current Investments are valued at acquisition cost or market value whichever is lower.

e) Inventories

Inventories are valued at cost or net realisable value, whichever is lower, Cost is determined on first in first out (FIFO) basis/Weighted Average basis. Finished goods and work in process include cost of convention and other costs incurred in bringing the inventories to their present location and conditions.

f) Foreign currency transactions

All foreign currency liabilities relating to acquisition of fixed assets are restated at the rates ruling at the year end and exchange differences arising on such transactions are dealt with in the profit & loss account. Investments in foreign currency are reported using the exchange rate at the date of transaction. Other foreign currency assets and liabilities outstanding at the close of the year are valued at the year end exchange rates. The fluctuations are reflected under the appropriate revenue head.

g) Depreciation

Depreciation is calculated on fixed assets (other than leased out assets) on straight line method in accordance with Schedule XIV of Companies Act, 1956. In respect of leased assets, the cost of the same is being amortized fully during the primary period of the lease.

Software is depreciated on straight line method at the rates specified in schedule XIV of the companies Act

h) Research & Development

Revenue expenditure on research and development is charged against the profit of the year in which it is incurred. Capital expenditure on research and development is shown as an addition to fixed assets.

i) Retirement benefits

i) Short term Employee Benefits

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

ii) Post employment Benefits

a) Defined Contribution Plans

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

b) Defined Benefit Plans

The employee Gratuity Fund Scheme managed by a trust is a defined benefit plan. The present value of obligation under such defined benefit plan is determined based on actuarial valuation under the projected unit credit method which recognises each period of service as giving rise to additional unit of employees benefits entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans is based on the market yields on government securities as at balance sheet date, having maturity periods approximated to the returns of related obligations. Actuarial gains and losses are recognised

immediately in the profit & loss account. In case of funded plans the fair value of the planned assets is reduced from the gross obligation under the defined benefit plans to recognise the obligation on net basis.

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

j) Accounting for interest in Joint ventures :-

Interest in Joint ventures are accounted as follows

Type of Joint Venture Accounting Treatment

Jointly Controlled Entities

i) Integrated Joint Ventures :

a) Company's share in profits or losses of integrated ventures is accounted on determination of profit and losses by Joint Ventures.

b) Investments in integrated Joint Ventures are carried at net of company's share in recognised profit or loss.

ii) Incorporated jointly controlled entities

a) Income on investments in incorporated jointly controlled entities recognised when the right to receive the same is established

b) Investment in such joint ventures is carried at original cost providing for any permanent diminution in value.

k) Miscellaneous expenditure

Preliminary expenses are being proportionately written off during the year.

Pre IPO expenses incurred in connection with the proposed IPO would be adjusted against securities premium account. Preliminary expenses will be charged to Profit & Loss account in five equal installments starting with the year of commencement of business

l) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of that asset. Other borrowing costs are recognized as an expense, in the period in which they are incurred. Capitalisation of borrowing costs ceases when substantially all activities necessary to prepare the qualifying asset for its intended use or sale are complete.

m) Excise & Other Duties

Whereas Excise duty in respect of finished goods lying in factory premises is provided and included in the valuation of inventory custom duty on goods lying in custom bonded warehouse is accounted on clearance thereof. Modvat benefit is accounted for by reducing the purchase cost of the materials/fixed assets.

n) Claims and benefits

Claims receivable is accounted on accrual basis to the extent considered receivable.

o) Revenue recognition

Sales are accounted for ex-factory on dispatch. Sales are net of returns. Export sales are accounted on the basis of the date of bill of lading/ airway bill.

Interest income from deposits and others is recognized on accrual basis. Dividend income is recognized when the right to receive the dividend is unconditionally established. Profit/loss on sale/redemption of investments is recognized on the date of transaction of sale/redemption and is computed with reference to the original cost of the investment sold.

p) Income from Investments/Deposits

Income from Investments is credited to revenue in the year in which it accrues. Income is stated in full with the tax thereon being accounted for under Income tax deducted at source.

q) Revenue from Maintenance contracts

Revenue from maintenance contracts are recognised pro-rata over the period of the contract as and when services are rendered.

r) Product warranties

The company gives warranties on certain products and services undertaking to repair or replace the items that fails to perform satisfactorily during the warranty period. Provisions are made towards expected cost of meeting such obligations of rectification/replacement.

Warranty provisions are made for expected future cash outflows and computed on total sales made during the year, based on past experience. Provision has been computed on the total sales made during the year, based on past experience.

s) Leases

Lease agreements represent agreements entered into prior to 31st March, 2001. Assets under lease agreements are transferred in favor of the lessee on receipt of the final installment as per agreement. Lease rents are recognised on accrual basis over the period of lease agreement. The initial direct cost relating to lease transactions is recognised in the profit & loss account in the year such cost is incurred.

For Subsidiary in the stage of capitalisation significant leasing arrangements are in respect of operating leases for land, office premises, and residential facilities for employees and guest houses. The leasing arrangements range between 11 months to 3 years, and are renewable by mutual consent on agreed Terms. The aggregate lease rentals payable are charged as rent expenses under "Pre Operative Expenses".

t) Grant & Subsidies

Grants received from Government agencies against specific assets are adjusted to the cost of the assets and capital grants for the Project Capital Subsidy are credited to Capital Reserve. Revenue Grants for the expenses incurred are reduced from the respective expenses.

u) Taxation

Provision for taxation is based on assessable profits of the company as determined under Income Tax Act, 1961. Deferred taxation is provided using the liability method in respect of taxation effect arising from all material timing difference between accounting and tax treatment of income and expenditure which are expected with reasonable probability to crystalize in the foreseeable future. Deferred tax benefits are recognized in the financial statements only to extent of any deferred tax liability or when such benefits are reasonably expected to be realizable in the near future.

v) Earnings per share

Basic earning per share is calculated by dividing the net profit for the year attributable to equity shareholders (after deducting the preference share dividend, if any) by the weighted average number of equity shares outstanding during the year. Diluted earning per share is calculated by dividing the net profits attributable to equity shareholders (after deducting dividend on redeemable preference shares) by the weighted average number of equity shares outstanding during the year (adjusted for the effects of dilutive options).

w) Contingent Liabilities

Contingent Liabilities as defined in Accounting Standard-29 are disclosed by way of notes to accounts. Provisions made if it becomes probable that an outflow of future economic benefit will be required for an item previously dealt with as a contingent liability. is made if it becomes probable that an outflow of future economic benefit will be required for an item previously dealt with as a contingent liability.

3 SHARE CAPITAL

Particulars	No. of Share		Amount in Rs.	
	AS AT	AS AT	AS AT	AS AT
	31.03.2012	31.03.2011	31.03.2012	31.03.2011
AUTHORISED SHARE CAPITAL				
Equity Shares of Rs. 10 each				
At the beginning of the period	10,550,000	10,550,000	105,500,000	105,500,000
Add: Additions during the period	-	-	-	-
Less: Reduction during the period	-	-	-	-
At the end of the period	10,550,000	10,550,000	105,500,000	105,500,000

ISSUED,SUBSCRIBED AND PAID UP

	No. of Share		Amount in Rs.	
	AS AT	AS AT	AS AT	AS AT
	31.03.2012	31.03.2011	31.03.2012	31.03.2011
Equity Shares of Rs. 10 each				
At the beginning of the period	10,258,326	10,258,326	102,583,260	102,583,260
Add: Additions during the period	-	-	-	-
Less: Reduction during the period	-	-	-	-
At the end of the period	10,258,326	10,258,326	102,583,260	102,583,260

3.1 Details of equity shares in the company held by each shareholder holding more than 5% of shares is as under:

Name of Shareholders	AS		AS AT	
	31.03.2012		31.03.2011	
	Number of shares held	% holding	Number of shares held	% holding
Consolidated Photo & Finvest Ltd	3,404,661	33.19%	3,404,661	33.19%
Soyuz Trading Company Ltd.	2,106,763	20.54%	2,106,763	20.54%
Rishi Trading Company Ltd.	1,327,269	12.94%	1,327,269	12.94%

3.2 Rights, Preferences and restrictions attached to Share

Equity Share

The Company has one class of equity shares having at value of Rs. 10 each. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in the proportion to their shareholding.

3.3 Shares held by holding/ultimate holding company and/or their subsidiaries/associates

Out of equity issued by the company, shares held by its holding company, ultimate holding company and their subsidiaries / associates are as below:

NIL

4. RESERVES AND SURPLUS

	AS AT 31.03.2012 Rs.	AS AT 31.03.2011 Rs.
Capital Reserve		
At the beginning of the period	3,000,000	3,000,000
Add: Additions during the period	-	-
Less: Reduction during the period	-	-
At the end of the period	<u>3,000,000</u>	<u>3,000,000</u>
Capital Reserve on Consolidation		
At the beginning of the period	-	-
Add: Additions during the period on consolidation	36,599,902	-
Less: Reduction during the period	-	-
At the end of the period	<u>36,599,902</u>	<u>-</u>
General Reserve		
At the beginning of the period	893,622,668	875,487,668
Add: Additions during the period	15,100,000	18,135,000
Less: Reduction during the period	-	-
At the end of the period	<u>908,722,668</u>	<u>893,622,668</u>
Surplus / (Deficit) in Statement of Profit and Loss		
At the beginning of the period	1,347,542,531	1,198,667,769
Add: Profit for the period	151,523,046	180,198,581
Less: Amounts transferred to:		
General reserve	15,100,000	18,135,000
Dividends proposed to be distributed to equity shareholders (Rs. 1/- per share)	10,258,326	10,258,326
Corporate Tax on Dividends proposed to be distributed to equity shareholders	1,664,157	1,664,157
Add: Provision for diminution in value of investments in earlier years reversed due to consolidation	280,500	-
Add/(Less): Balance of Loss/(Profit) brought forward from previous year relating to companies ceasing to be associate/subsidiary during the year	202,536	(1,266,337)
At the end of the period	<u>1,472,526,130</u>	<u>1,347,542,530</u>
	<u>2,420,848,700</u>	<u>2,244,165,198</u>

5. LONG TERM BORROWINGS

Secured Loans		
(a) Debentures (IFCI OCD 14%)	3,000,000,000	-
(300 Debenture of Face Value of Rs 10,000,000 at an interest rate of 14% p.a payable monthly)		
Term Loan (Secured)		
- From banks		
a) Rupee Loan *	10,601,113,677	-
b) Foreign Currency Loan	4,110,264,300	-
Others (Unsecured)		
- From Body corporates	565,565,063	-
Total	<u>18,276,943,040</u>	<u>-</u>

a) Secured on a first pari passu charge basis in favour of senior lenders, ECB lenders and on second pari passu charge basis in favour of subordinate lenders by :-

- mortgage and charge on all immovable properties, present and future.
- hypothecation of all movable properties and assets, present and future.
- operation cash flow, current assets, receivables and revenues, present and future.
- all intangible assets, present and future.
- all letters of credit, escrow accounts, trust and retention accounts.
- assignment on rights, title and interest on project documents, government approvals, insurance contracts.

b) Pledge of 51% of equity shareholding of the company by Jindal India Powertech Limited, its the holding company of Jindal India Thermal Power Limited (promotor and sponsor) to secure the term loans.

Long Term Loans Repayment Schedule

Maturity Profile	As at 31.03.2012 Rs.	As at 31.03.2011 Rs.
0-1 Year	906,000,000	-
1-2 Years	4,047,712,905	-
2-3 Years	4,095,000,000	-
3-4 Years	4,714,560,000	-
4-5 Years	4,869,450,000	-
5-6 Years	5,101,785,000	-
6-7 Years	5,566,455,000	-
7-8 Years	6,031,125,000	-
8-9 Years	6,031,125,000	-
9-10 Years	4,095,000,000	-
10-11 Years	3,189,000,000	-
11-12 Years	612,500,000	-
Total	49,259,712,905	-

a) There is no default on payment of interest and installments during the year.

b) Total sanctioned loans from Banks Rs. 48,694,500,000 and above repayment schedule is based on sanctioned loans. Against sanctioned loans company has taken disbursement of Rs. 15,617,377,97.

6. DEFERRED TAX LIABILITY (NET)

The Net Deferred Tax Liability recognised in the Profit & Loss Account, as recommended under Accounting Standard (AS)-22 on "Deferred Taxation" issued by The Institute of Chartered Accountants of India is as under :-

	AS AT 31.03.2010 Rs.	Tax effect for the period Rs.	AS AT 31.03.2011 Rs.	Addition on consolidation	Tax effect for period Rs.	AS AT 31.03.2012 Rs.
Deferred Tax Liabilities						
Fixed assets	32,715,467	2,519,770	30,195,697	8,546	1,043,957	29,160,286
Deferred Tax Assets						
43B items	103,019	(10,964)	113,983	-	(520,422)	634,405
Disallowances U/s 40(ia)	-	-	-	(114,192)	(24,838)	139,030
Carry forward loss	-	(6,189,249)	6,189,249	-	-	6,189,249
Net Deferred Tax Liabilities	32,612,448	8,719,983	23,892,465	122,738	1,589,217	22,197,602

7. OTHER LONG TERM LIABILITIES

Unclaimed Dividend	1,396,740	1,176,977
Other Payables	22,068,514	-
	23,465,254	1,176,977

8. LONG TERM PROVISIONS

Employee Benefits	7,663,752	-
	7,663,752	-

9. SHORT TERM BORROWINGS

Loan repayable on demand		
From Banks		
Secured *	457,739,847	-
From Others Parties		
Unsecured	30,866,474	-
	488,606,321	-

* Working Capital limits from banks are secured by first charge by way of hypothecation of stocks of raw material semi finished and finished goods and consumable stores, spares and book debts and receivables both present and future ranking paripassu with working capital loans sanctioned by other participating banks.

Consolidated Financial Statements

	AS AT 31.03.2012 Rs.	AS AT 31.03.2011 Rs.
10. TRADE PAYABLE		
Micro and small enterprises*	-	-
Others	3,695,498,369	48,087,851
	<u>3,695,498,369</u>	<u>48,087,851</u>

* The company has not received intimation from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and therefore, disclosure under this act has not been given. The management does not envisage any material impact on the financials in this regard.

11. OTHER CURRENT LIABILITIES

Current Maturities of Long Term Debts*	906,000,000	-
Unclaimed Dividend	2,534,688	2,549,808
Advances from Customers	115,549,396	121,934,801
Dealers' Security Deposits	13,656,161	13,941,813
Other Payables	1,493,298,163	418,713,635
	<u>2,531,038,408</u>	<u>557,140,057</u>

* There is no default on payment of interest and installments during the year.
Amounts to be credited to Investor Education and Protection Fund- NIL (Previous Year NIL)

12. SHORT TERMS PROVISIONS

Provision for employees benefits	1,339,573	1,013,887
Proposed Dividend	10,258,326	10,258,326
Tax on Dividend	1,664,157	1,664,157
Provision for Taxation	93,536,491	82,459,400
Wealth tax Provisions	127,100	56,100
Warranty Provisions	-	3,169,081
Provision for Excise Duty on Finished Goods	10,547,667	7,435,970
	<u>117,473,314</u>	<u>106,056,921</u>

PARTICULARS	GROSS BLOCK					DEPRECIATION					NET BLOCK	
	Up to 01.04.2011	ADDITIONS on Consolidation	Additions	SALE/ Adjustment	AS AT 31.03.2012	UPTO 01.04.2011	Additions on Consolidation	Deduction Adjustments	For the Year	Upto 31.03.2012	As at 31.03.2012	As At 31.03.11
13(a) TANGIBLE ASSETS												
LAND -Free hold	8,197,833	226,572,669	78,915,766	-	313,686,268	-	-	-	-	-	313,686,268	8,197,833
-Leasehold	7,815,200	757,907,687	-	-	765,722,887	577,574	16,287,268	-	8,508,030	25,372,872	740,350,015	7,237,626
BUILDINGS *	161,878,940	21,227,531	1,930,480	-	185,036,951	60,784,152	320,287	-	6,097,780	67,202,219	117,834,732	101,094,787
RESIDENTIAL BUILDING	43,489,180	-	-	-	43,489,180	3,525,970	-	-	708,874	4,234,844	39,254,336	39,963,210
PLANT & MACHINERY	315,689,792	23,432,741	13,195,083	460,826	351,856,790	220,430,053	2,717,180	394,632	13,627,725	236,380,326	115,476,464	95,259,740
OFFICE EQUIPMENT	7,152,308	7,785,140	2,680,571	-	17,618,019	3,232,948	495,452	-	1,159,590	4,887,990	12,730,029	3,919,360
FURNITURE & FIXTURES	9,569,469	2,386,834	1,546,087	59,603	13,442,787	6,660,201	507,906	55,598	1,046,867	8,159,376	5,283,411	2,909,268
VEHICLES	12,899,299	10,057,592	2,025,985	-	24,982,876	4,489,189	1,334,646	-	2,138,888	7,962,723	17,020,153	8,410,110
TOTAL (a)	566,692,021	1,049,370,194	100,293,972	520,429	1,715,835,758	299,700,086	21,662,739	450,230	33,287,754	354,200,350	1,361,635,408	266,991,934
PREVIOUS YEAR	567,181,955	-	467,125	957,060	566,692,020	281,793,257	-	539,925	18,446,754	299,700,086	266,991,934	
* Includes Rs.2500 being cost of shares in a co-operative society.												
13(b) INTANGIBLE ASSETS												
GOODWILL ON CONSOLIDATION	1,971,175	1,398,132	-	1,971,175	1,398,132	-	-	-	130,000	130,000	1,268,132	1,971,175
BRAND/TRADEMARK	-	120,700	-	-	120,700	-	47,380	-	12,070	59,450	61,250	-
TOTAL (b)	1,971,175	1,518,832	-	1,971,175	1,518,832	-	47,380	-	142,070	189,450	1,329,382	1,971,175
PREVIOUS YEAR	43,657,361	-	-	41,686,186	1,971,175	-	-	-	-	-	1,971,175	

Consolidated Financial Statements

14 CAPITAL WORK IN PROGRESS	AS AT	AS AT
Particulars	31.03.2012	31.03.2011
	Rs.	Rs.
Project under Implementation		
- Assets under Construction	20,663,096,316	-
- Preoperative Expenses *	3,652,968,569	-
- Preoperative Expenses - Subsidiary	-	-
Other	69,643	5,331,642
Total	24,316,134,528	5,331,642

* Statement of Pre-Operative expenses pending allocation

PARTICULARS	Addition on consolidation	Incurred during the year	Pending allocation as at 31.3.2012
A Personnel expenses			
Salaries , Wages, Allowances and Bonus	179,454,260	175,372,386	354,826,646
Gratuity	7,377,334	132,810	7,510,144
Contribution towards Provident Fund	1,963,461	1,763,897	3,727,358
Staff Welfare	7,411,400	7,407,041	14,818,441
Staff Recruitment expenses	11,748,470	24,878,694	36,627,164
Sub Total	207,954,925	209,554,828	417,509,753
Administrative and Other expenses			
Rent	21,474,689	10,259,076	31,733,765
Rates Taxes and Fees	32,636,695	1,169,949	33,806,644
Electricity & Water Charges	1,745,589	1,723,852	3,469,441
Travelling & Conveyance	34,283,876	16,642,392	50,926,268
Communication expenses	5,204,655	4,144,999	9,349,654
Printing & Stationery	2,491,943	2,476,267	4,968,210
Consultancy & Professional Charges	255,466,004	93,915,759	349,381,763
Repairs & Maintenance -Others	38,763,039	24,376,432	63,139,471
Advertisement & Publicity	3,133,312	224,000	3,357,312
Business Promotion expenses	6,117,143	128,518	6,245,661
Meeting and Training expenses	1,283,923	340,116	1,624,039
Charity & Donation	390,376	421,583	811,959
Corporate Social Welfare	1,970,553	4,873,898	6,844,451
Miscellaneous expenses	1,819,602	19,180,203	20,999,805
Audit Fees	838,484	500,000	1,338,484
Sub Total	407,619,883	180,377,045	587,996,928
Interest & Financial Charges			
Finance Procurement Charges	374,529,655	270,495,364	645,025,019
Bank Charges	67,382,982	38,756,991	106,139,973
Interest - Term Loan	494,139,139	1,064,352,850	1,558,491,989
- Buyers Credit	9,562,684	18,603,855	28,166,539
- Bills Discounting	6,162,914	224,943,841	231,106,755
- ECB	-	82,115,114	82,115,114
- others	88,496	-	88,496
Sub Total	951,865,870	1,699,268,014	2,651,133,884
Depreciation	21,646,176	15,245,845	36,892,021
Sub Total	21,646,176	15,245,845	36,892,021
Taxation			
-Previous year Tax	63,114	-	63,114
-Fringe Benefit Tax	1,212,000	-	1,212,000
-Wealth Tax	103,047	85,000	188,047
Total A	1,590,465,015	2,104,530,732	3,694,995,747
Less :			
Profit on Sale of Assets	3,178	-	3,178
Interest from Banks	-	37,392,171	37,392,171
Interest from Others	3,658,286	973,543	4,631,829
Total B	3,661,464	38,365,714	42,027,178
Total (A-B)	1,586,803,551	2,066,165,018	3,652,968,569

	AS AT 31.03.2012 Rs.	AS AT 31.03.2011 Rs.
14.1 As per Accounting Standard 15 " Employee Benefits", the disclosures of Employee benefits as defined in the accounting standard are given below:		
Particulars		
i) During the year, the following contributions have been made under defined contribution plans		
Employer's Contribution to Provident fund	534,395	-
Employer's Contribution to Employee Pension Scheme	1,149,575	-
ii)		
Leave encashment expense	1,432,916	-
The liability of leave encashment (non-funded)	1,197,447	-
iii) Defined Benefit Plan		
The Present value of obligation for gratuity is determined based on actuarial valuation using the Projected Unit Credit Method, Which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.		
Reconciliation of opening and closing balances of defined benefit obligation for Gratuity (non funded)		
Current service cost	3,348,330	-
Interest cost	627,073	-
Actuarial (gain)/Loss	(3,842,593)	-
Benefits Paid	-	-
Settlement Cost	-	-
Defined benefit obligation at the beginning of the year	7,510,144	-
Reconciliation of fair value of assets and obligations		
Amount recognized in Balance Sheet	7,510,144	-
Expense recognized during the year		
Interest cost	627,073	-
Actuarial (gain)/loss	(3,842,593)	-
Net Cost	132,810	-
Actuarial Assumptions		
Future salary increase (Per annum)	6.00%	-
The estimates of rate of future salary increase takes account of inflation, seniority, promotion and other relevant factors on long-term basis. The discount rate is generally based upon the market yields available on Government bonds at the accounting date with a term that matches that of liability. The above information is certified by the actuary.		
14.2 Operating Leases		
The Company has taken certain premises on cancellable/non cancellable Operating lease arrangements :		
i) Major terms of the agreement are as under		
Annual Lease rent	4,982,945	-
Tenure of Lease	11 months to 3 years	-
Lease Deposit	277,200	-
ii) Total of Future Minimum lease payments under non-cancellable operating lease for each of the period are as under:		
A) Not later than 1 year	2,653,960	-
B) Later than 1year and not later than 5 years	75,680	-
C) Later than 5 years	-	-
14.3. Details of Auditor Remuneration:		
Audit Fees	500,000	-
Payment for other services	-	-
Total	500,000	-

Consolidated Financial Statements

15. NON-TRADE (AT COST)

	FACE VALUE Rs.	AS AT 31.03.2012 SHARES/UNITS Nos.	AS AT 31.03.2011 SHARES/UNITS Nos.	AS AT 31.03.2012 Amount Rs.	AS AT 31.03.2011 Amount Rs.
EQUITY SHARES-(QUOTED)-FULLY PAID					
Coal India Limited	10	14,402	14,402	3,528,490	3,528,490
EQUITY SHARES-(UNQUOTED)-FULLY PAID					
In Associates					
Jindal India Powertech Limited	10		100000		
Original Cost(Including capital reserve/Goodwill of Rs.Nil)				-	1,000,000
Less: Loss from Associate up to last year				-	2,118
				-	997,882
In Joint Venture Company					
Mandakini Coal Company Limited	10	34300000	33,300,000		
Original Cost(Including capital reserve/Goodwill of Rs.Nil)				343,000,000	333,000,000
Less: Loss from Associate at the beginning of the year				3,217,949	1,344,176
Less: Loss from Joint Venture for the year				1,476,373	1,873,773
				338,305,678	329,782,051
In Others					
Hindustan Powergen Limited (Refer Note No. 39C.)	10		30,000	-	428,571
Consolidated Green Finvest Private Limited	10	231490	231,490	110,849,900	110,849,900
Jindal India Thermal Power Limited	10	-	1,866,250	-	18,709,190
Rexor Holding	Euro 1	1372320	-	20,363,589	
EQUITY SHARES-(UNQUOTED)-PARTLY PAID UP					
In Associates					
Jindal India Powertech Limited (Rs. 4 paid up (last year Rs.4 paid up))					740,817,568
Jindal India Powertech Limited (Rs. 2 paid up (last year Rs.2 paid up))	10		185,500,000		390,598,757
Original Cost(Including capital reserve/Goodwill of Rs.1268130 last year Rs. 1971175)	10		195,000,000		
Add/(Less): Profit/(Loss) from Associate at the beginning of the year					2,590,361)
Add/(Less): Profit/(Loss) from Associate for the year					239,139
					1,129,065,103
Sub Total (A)				473,047,657	1,593,361,187
Less:- Provision for Diminution in value of Investments				-	280,500
Sub Total (B)				-	280,500
Grand Total (A-B)				473,047,657	1,593,080,687
Aggregate value of Quoted Investments				3,528,490	3,528,490
Aggregate value of Unquoted Investments				469,519,167	1,589,832,697
Total				473,047,657	1,593,361,187
Aggregate Market value of Quoted Investments				4,952,848	4,990,293

16. LONG TERM LOANS & ADVANCES	AS AT 31.03.2012 Rs.	AS AT 31.03.2011 Rs.		
(Unsecured-considered good)				
Capital Advances	536,752,235	—		
Security Deposits	32,478,764	2,210,538		
Other Recoverables	269,625,849	—		
Unsecured-considered doubtful		—		
Other Recoverables	1,149,750	—		
Less: Provision for doubtful advances	(1,149,750)	—		
	838,856,848	2,210,538		
17. OTHER NON CURRENT ASSETS				
Miscellaneous Expenditure *	4,044,891	—		
	4,044,891	—		
* Miscellaneous Expenditure (to the extent not written off or adjusted)				
A. Preliminary Expenses				
- As per last Balance Sheet	291,320	—		
	291,320	—		
B. Pre IPO Expenses				
- As per last Balance Sheet	3,753,571	—		
- Additions during the year	—	—		
	3,753,571	—		
Total (A+B)	4,044,891	—		
18. CURRENT INVESTMENTS				
Particulars	As at 31.03.2012 No. of Units	As at 31.03.2011 No. of Units	As at 31.03.2012 Rs.	As at 31.03.2011 Rs.
Units-Unquoted				
In Mutual Funds				
SBI -SHF -Ultra Short Term Fund Institutional Plan-Weekly dividend	1,032,182	—	1,037,868,778	—
Templeton India Ultra Short Bond Fund Super Institutional Plan Weekly Dividend	3,962,008	—	40,055,863	—
SBI -SHF -Ultra Short Term Fund Institutional Plan-Weekly dividend	279,560	—	281,203,758	—
HDFC Mutual Fund	15,000,000	—	150,000,000	—
Franklin Templeton Mutual Fund	158,090	—	250,268,256	—
UTI Treasury Advantage Fund	15,908,612	—	159,146,651	—
			2,293,986,496	
Net Assets Value of Investments in Mutual Funds			2,304,785,367	

Consolidated Financial Statements

19. INVENTORIES

	AS AT 31.03.2012 Rs.	AS AT 31.03.2011 Rs.
Raw Material *	154,769,095	111,645,501
Stock in Progress	5,442,637	5,039,058
Finished Good		
Manufacturing Product **	163,472,377	92,311,560
Trading Products	76,656,736	365,211,860
Store & Packing Materials ***	21,405,390	24,487,369
	421,746,235	598,695,348

* Includes in transit Rs.1,09,80,770 Previous year Rs. 18,474,575

** Includes in transit Rs.66,74,257 Previous year Rs.1,528,337

***Includes in transit Rs.Nil Previous year Rs.7,49,892

20. TRADE RECEIVABLES

(Unsecured Considered Good unless otherwise stated)

Debts outstanding for a period exceeding six months*	5,697,310	8,408,279
Others	91,037,444	42,279,221
	96,734,754	50,687,500

* Sundry Debtors include Rs.2,283,367 (previous year Rs.2,283,367) under litigation, against which legal cases are pending in various Courts for recovery. The same are considered good and realisable in the opinion of the management.

21. CASH AND CASH EQUIVALENTS

Cash in hand	1,520,134	717,871
Bank balances with scheduled banks:		
In Current Accounts	283,865,160	49,602,182
In Cash Credit Accounts	30,128,157	49,451,253
In Fixed Deposit Accounts exceeding 12 months	9,589,905	
Held as Margin/In Fixed Deposit Accounts	1,338,634,769	4,119,862
	1,663,738,125	103,891,168

22. SHORT TERM LOAN AND ADVANCES

(Unsecured Considered Good unless otherwise stated)

Loan & Advances to others	108,082,786	56,391,558
Advance tax	104,251,804	80,538,285
Security deposit	6,676,750	8,238,229
Balance with Government Authorities	285,546,976	207,325,107
Advance to Vendors	188,342,498	81,974,454
Share Application Money paid	111,750,000	-
Employees Loan & Advances	2,043,869	1,597,858
	806,694,683	436,065,491

23. OTHER CURRENT ASSETS

Interest Accrued	409,519	395,227
Other current assets	15,981,571	23,761,749
Preliminary Expenses not written off	-	20,270
	16,391,090	24,177,246

Balances of Sundry debtors, Sundry creditors and advances from customers are subject to confirmation and reconciliation. Differences if any shall be accounted for on such reconciliation.

	AS AT 31.03.2012 Rs.	AS AT 31.03.2011 Rs.
24. CONTINGENT LIABILITIES AND COMMITMENTS		
a) Contingent Liabilities		
i) Outstanding Bank Guarantee	746,556,698	8,694,719
ii) Foreign letters of credit outstanding	220,999,774	267,820,450
iii) Sales Tax demands disputed in appeals	21,827,907	35,498,529
iv) Corporate Guarantee given on behalf of joint venture company Mandakini Coal Company Ltd.	202,600,000	202,600,000
v) Outstanding Letters of Credit For Capital Goods	2,73,18,23,740	-
vi) Claims against company not acknowledged as debts	90,000	-
vii) Disputed demand of entry tax for which the company has preferred appeal	19,84,20,914	-
viii) Disputed demand of royalty for which the company has preferred appeal	36,066,926	-
b) Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for	22,451,518,724	-
25. In the opinion of the Board of Directors the current assets, loans and advances are expected to realise at least the amount at which they are stated, if realised in the ordinary course of business and provision for all known liabilities has been adequately made in the accounts.		
26. REVENUE FROM OPERATION	YEAR ENDED 31.03.2012 Rs.	YEAR ENDED 31.03.2011 Rs.
SALE OF PRODUCT		
A. MANUFACTURED GOODS		
Photosensitised Goods	3,742,024,079	2,660,007,045
Others	17,006,372	12,755,146
B. TRADED GOODS		
Photo Equipment & Others	630,078,111	1,576,201,145
Income from services	161,250	3,785,002
	4,389,269,812	4,252,748,338
Less: Excise Duty	355,559,209	253,466,568
Total	4,033,710,603	3,999,281,770
27. OTHER INCOME		
Interest received		
-from banks *	26,485,730	342,773
-from others **	4,374,439	4,518,996
Dividend received ***	121,727,074	2,664,136
Income from sale of Investments(Net) ****	3,177,653	5,724,348
Claim received	376,609	13,832,627
Rent Received	708,000	308,000
Profit on sale of fixed assets (Net)	67,192	-
Miscellaneous Receipts	8,842,358	134,393
Excess Provision/Liabilities no longer required written back (Net)	3,169,081	1,003,747
	168,928,136	28,529,020

Consolidated Financial Statements

	YEAR ENDED 31.03.2012 Rs.	YEAR ENDED 31.03.2011 Rs.
27.1 The company has given certain premises on cancelable/non cancelable operating lease arrangements:		
a) Major term of agreement are as under		
Lease receipts recognized in the statement of profit & loss	708,000	308,000
Tenure of Lease	1 year & 2 year	1 year & 2 year
Lease deposit	-	-
b)The Total of Future Minimum lease payment to be received under non-cancelable operating lease for each of the following period are as under		
i) Not later than 1Year	508,000	708,000
ii) Later Than 1Year and not later than 5 Years	108,000	400,000
iii) Later Than 5 years	-	-
*Includes Tax Deducted at Source of Rs.4,774,0973 (Previous year Rs.25,810)		
**Includes Tax Deducted at Source of Rs.Nil (Previous year Rs.Nil)		
***Includes Dividend from Current Investments Rs.9,89,518 (Previous year Rs 2,664,136)		
****Includes Income from Current Investments Rs.Nil (Previous year Rs.5,724,348)		
28. COST OF MATERIALS CONSUMED	YEAR ENDED 31.03.2012 Rs.	YEAR ENDED 31.03.2011 Rs.
At the beginning of the period	111,645,501	181,301,873
Add : Purchases during the year	2,942,604,290	1,961,072,489
	<u>3,054,249,791</u>	<u>2,142,374,362</u>
At the end of the period	154,769,095	111,645,501
Raw Material consumed	<u>2,899,480,696</u>	<u>2,030,728,861</u>
29. CHANGES IN INVENTORIES		
OPENING STOCK :		
Finished Goods -Manufactured	92,311,560	95,112,931
-Traded	365,211,860	294,301,119
Work in progress	5,039,058	9,920,512
	<u>462,562,478</u>	<u>399,334,562</u>
CLOSING STOCK :		
Finished Goods -Manufactured	163,472,377	92,311,560
-Traded	76,656,736	365,211,860
Work in progress	5,442,637	5,039,058
	<u>245,571,750</u>	<u>462,562,478</u>
(Increase)/Decrease in stocks	<u>216,990,728</u>	<u>(63,227,916)</u>
Excise duty on stock finished goods (net)	3,111,697	1,052,694
(Increase)/Decrease in stocks (Net)	<u>220,102,425</u>	<u>(62,175,222)</u>
30. EMPLOYEE BENEFITS EXPENSE		
Salary, Wages, Allowances and Bonus	51,528,536	52,062,885
Directors' Remuneration	4,489,119	5,294,439
Gratuity	3,110,323	582,873
Contribution towards Provident and other Funds	1,738,035	2,024,333
Staff Welfare	4,096,319	4,406,119
	<u>64,962,332</u>	<u>64,370,649</u>

	YEAR ENDED 31.03.2012 Rs.	YEAR ENDED 31.03.2011 Rs.
30.1 During the year, the following contributions have been made under defined contribution plans.		
Employer's Contribution to provident Fund	471,131	557,612
Employer's Contribution to Employees Pension Scheme	1,028,514	1,217,773
30.2 Liability for leave encashment (Non-funded)	1,043,245	1,013,887
30.3 Reconciliation of opening and Closing balances of defined benefit obligation for Gratuity (funded)		
Defined benefit obligation at the beginning of the year	14,381,460	12,717,896
Current service cost	1,215,692	1,226,861
Interest cost	1,222,424	1,017,432
Actuarial (gain)/Loss on obligation	(308,641)	1,179,296
Benefits Paid	(1,832,281)	(1,760,025)
Defined benefit obligation at the end of the year	14,678,654	14,381,460
Reconciliation of opening and closing balances of fair value of plan assets		
Fair value of plan assets at the beginning of the year	13,363,897	12,580,911
Expected return on plan assets	1,202,751	1,179,068
Employers' Contributions	2,253,841	1,363,943
Benefits paid	(1,832,281)	(1,760,025)
Actuarial gain/(loss) on plan assets	103,455	-
Fair value of plan assets at the end of the year	15,091,663	13,363,897
Actual return on plan asset	1,306,206	1,179,068
Reconciliation of Fair value of assets and obligations		
	As at 31.03.2012 Rs.	As at 31.03.2011 Rs.
Fair value of plan assets	15,091,663	13,363,897
Present value of obligation	14,678,654	14,381,460
Amount recognised in Balance Sheet	413,009	(1,017,563)
Expense recognised during the year		
	2011-12 Rs.	2010-11 Rs.
Current service cost	1,215,692	1,226,861
Interest cost	1,222,424	1,017,432
Expected Return on Plan Assets	(1,202,751)	(1,179,068)
Actuarial (gain)/loss recognised in the period	(412,096)	1,179,296
Actuarial (gain)/loss recognised in the period (Last Year)	2,127,745	(1,661,648)
Net Cost	2,951,014	582,873
Actuarial assumptions		
Mortality Table (LIC)	1994-96 (duly modified)	1994-96 (duly modified)
Discount rate (per annum)	8.50%	8.00%
Rate of Increase in Salaries	6.00%	6.00%
Expected rate of return on plan assets	9.00%	8.90%

Consolidated Financial Statements

31. FINANCE COSTS`	YEAR ENDED 31.03.2012 Rs.	YEAR ENDED 31.03.2011 Rs.
Interest Paid		
-On Working Capital Loans	418,427	47,279
-On Others	63,784,512	741,317
Other Borrowing costs	66,668,101	-
	<u>130,871,040</u>	<u>788,596</u>
32. DEPRECIATION AND AMORTIZATION EXPENSE		
Depreciation	18,171,909	18,446,754
Amortization of intangible assets	12,070	
	<u>18,183,979</u>	<u>18,446,754</u>
33. OTHER EXPENSES		
Stores, Spare Parts consumed	2,307,567	1,084,562
Packing Material consumed	149,907,009	126,900,254
Power & Fuel	8,227,653	7,629,270
Rent (a)	8,715,339	9,419,613
Rates, Taxes & Fees	657,322	804,917
Insurance	3,520,449	2,913,093
Legal & Professional charges	46,606,024	46,290,539
Repairs & maintenance		
-Building	362,229	82,885
-Others	7,016,322	5,534,460
Loss on sale/discard of fixed assets	-	742,008
Rebate & Discounts	113,709,550	158,495,696
Freight Outward	39,286,110	41,207,771
Miscellaneous expenses (b)	75,240,969	59,040,460
	<u>455,556,543</u>	<u>460,145,528</u>
(a) The company has taken certain premises on cancelable/non cancelable operating lease arrangements:		
a) Major term of agreement are as under		
Particulars		
Lease payments recognized in the statement of profit & loss	8,615,339	9,274,192
Tenure of Lease	11month,	11month,
	2 year,3 year & 5 Year	3 year & 5 year
Lease deposit	2,662,038	2,757,938
b) The Total of Future Minimum lease payment under non-cancelable operating lease for each of the following period are as under		
i) Not later than 1Year	7,265,231	7,295,637
ii) Later Than 1Year and not later than 5 Years	6,980,005	7,850,246
iii) Later Than 5 years	-	-
(b) Miscellaneous expenses includes:		
Auditors' Remuneration		
As Audit Fees	329,439	280,000
As Limited Review Fees	60,000	60,000
As Tax Audit Fees	60,000	60,000
As Certification Fees	76,104	127,500
	<u>525,543</u>	<u>527,500</u>

34. Earnings per share (EPS)	For the year ended 31st March, 2012 Rs.	For the year ended 31st March, 2011 Rs.
Net Profit/(Loss) for the year (Rs.)	151,523,048	180,198,581
No. of equity shares at the beginning of year	10,258,326	10,258,326
Basic/Dilluted Earning Per Share (Rs.)	14.77	17.57

35. Impairment of assets

In accordance with the Accounting Standard (AS-28) on 'Impairment of Assets' impairment analysis of assets by evolution of the company's cash generating units, was carried out in the year 2008-09 and since recoverable amount was more than the carrying amount thereof, no impairment loss has been recognized in the current year as there is no indication of impairment which requires re-estimating the recoverable amount of the assets.

36.(a) It is management's perception that since the company is exclusively engaged in the activity of manufacture of photographic paper and films which are governed by the same set of risks and returns the same are considered to constitute a single reportable segment in the context of Accounting Standard on "Segment Reporting" issued by the Institute of Chartered Accountants of India.

(b) The company operates only in Indian market as such there is no separate geographics section.

	For the year ended 31st March, 2012 Rs.	For the year ended 31st March, 2011 Rs.
37 Warranty Provisions		
Opening balance	3,169,081	4,172,828
Additions during the year	-	-
Amount used during the year	-	1,003,747
Amount written off	3,169,081	-
Closing Balance	-	3,169,081

38. DEMERGER OF INVESTMENT DIVISION OF THE COMPANY

The Board of Directors of your Company at their meeting held on 7th June, 2012 had approved the scheme of arrangement, wherein interalia proposed to demerge the Investment Division of the Company into Jindal Photo Investments and Finance Ltd. (wholly owned subsidiary of the Company). Pursuant to order of Hon'ble High Court of Judicature at Bombay dated 24th August, 2012, a meeting of the Equity Shareholders of the Company is scheduled to be held at the registered office of the Company at 260/23, Sheetal Industrial Estate, Demani Road, Dadra - 396193, Dadra & Nagar Haveli (U.T.) on Wednesday, the 10th day of October, 2012 at 11:30 a.m. for the purpose of considering and, if thought fit, approving, with or without modifications, the proposed scheme of Demerger between Jindal Photo Limited and Jindal Photo Investments and Finance Limited.

39. Disclosures as required by Accounting Standard-18 "Related Party Disclosure" issued by the Institute of Chartered Accountants of India are as under:-

39.A) Relationship

a) Associate companies

Jindal Buildmart Limited (Ceased from 31.12.2010)

Jindal India Powertech Limited (Ceased from 11.08.2011)

b) Joint Venture Company

Mandakini Coal Company Limited

c) Controlling Companies/Individuals

Consolidated Photo & Finvest Limited

d) Key Management Personnel

Shri Shammi Gupta, Managing Director

Shri Krishnasamy Ramaswamy, Whole Time Director

Shri Rajeev Aggarwal, Whole Time Director (Ceased w.e.f 15.07.2011)

Consolidated Financial Statements



39.B) The following transactions were carried out with related parties in the ordinary course of business :

Sr. No.	Nature of transaction	Referred to in		Referred to in		Total	
		A (a) ,(b) & (c) above		A (d) above			
		31.03.2012	31.03.2011	31.03.2012	31.03.2011	31.03.2012	31.03.2011
1.	Sale of Investments	-	44,500,000	-	-	-	44,500,000
2	Remuneration	-	-	4,489,119	5,294,439	4,489,119	5,294,439
3	Interest earned	-	48	-	-	-	48
4	Rent received	24,000	84,000	-	-	24,000	84,000
5	Purchase of Investments	-	-	-	-	-	-
6	Investments made	10,000,000	581,750,000	-	-	10,000,000	581,750,000
7	Rent paid	600,000	900,000	-	-	600,000	900,000
8	Expenses reimbursed	440,657	540,955	-	-	440,657	540,955
9	Advance granted	-	7,550,000	-	-	-	7,550,000
10	Advance received	-	7,550,000	-	-	-	7,550,000
11	Expenses Incurred	-	-	-	-	-	-
12	Loan granted	-	-	-	-	-	-
13	Share application Money paid	50,000,000	-	-	-	50,000,000	-
14	Balance outstanding:-						
	-Investments	-	1,467,387,500	-	-	-	1,467,387,500
	-Share application Money paid	50,000,000	-	-	-	50,000,000	-
	-Advances recoverable	-	-	-	-	-	-
	-Other Liabilities	-	150,000,000	-	-	-	150,000,000
	-Sundry Creditors	-	256,175	-	-	-	256,175

Note : Related party relationship is as identified by the company and relied upon by the auditors

39.C) A scheme of amalgamation of Jindal Packaging Films Ltd., Jindal India Hydro Ltd., Jindal Realmart Pvt. Ltd, Indian Software Consultancy Ltd. a India Fincap Ltd. With Hindustan Powergen Ltd. (HPL) was approved by the Honorable Delhi High Court, whereby the aforesaid companies have been amalgamated with HPL with effect from the appointed date i.e. 01.04.2009 and shall become effective from the effective date which shall be the last date on which all the conditions referred in High Court order are fulfilled. Upon amalgamation, HPL will issue share to the shareholders of the erstwhile amalgamating companies in the ratio specified in the High court order. Allotment of shares by HPL to the shareholders of the amalgamating companies has been made on 27.04.2010. On allotment the company has received 35,000 equity shares of HPL.

40. Previous year's figures have been regrouped /re-arranged wherever considered necessary.

41. Figures have been rounded off to the nearest rupee.

For B.K.Shroff & Co.

Chartered Accountants

Firm Registration No. 302166E

O.P. Shroff

Partner

Membership No.006329

Place : New Delhi

Date : 30th August, 2012

V.K.Gupta

Company Secretary

G.D.Singal

GM(Accounts & Finance)

For and on behalf of the Board

Shammi Gupta

Managing Director

DIN No.00006384

Kamal Kumar Jain

Director

DIN No.00649522

**FINANCIAL INFORMATION OF THE SUBSIDIARY COMPANIES AS REQUIRED BY GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS, VIDE CIRCULAR NO. 2/2011 DATED 8th FEBRUARY 2011.**

(Rs in Lacs)

S. No.	Name of Subsidiary	Jindal Imaging Ltd.	Cornet Ventures Limited (formally known as Jindal India Finvest & Holdings Limited)	Consolidated Imaging Ltd.	Jindal Photo Investments and Finance Ltd.	Jindal India Powertech Ltd (JIPL)	Jindal India Thermal Power Ltd. (JITPL)	Jindal India Power Ventures Ltd. (JIPVL)	Hindustan Powergen Ltd. (HPGL)
(a)	Share Capital	10.00	27.15	5.00	5.00	46560	60535	10.00	42.50
(b)	Reserves	NIL	1079.13	NIL	NIL	NIL	2588	NIL	NIL
(c)	Total Assets	0.41	1315.66	3.92	2.73	85563	292266	7.73	24.93
(d)	Total Liabilities	0.41	1315.66	3.92	2.73	85563	292266	7.73	24.93
(e)	Details of Investment (Except Investment in the subsidiaries)	NIL	1312.13	NIL	NIL	NIL	NIL	NIL	NIL
(f)	Turnover	NIL	NIL	NIL	NIL	532	1044	NIL	NIL
(g)	Profit / (Loss) Before Taxation	(1.34)	(0.59)	(0.38)	(2.53)	(669)	1006	(14.20)	(57.25)
(h)	Provision for Taxation	NIL	NIL	NIL	NIL	(0.25)	(35.27)	NIL	NIL
(i)	Profit / (Loss) After Taxation	(1.34)	(0.59)	(0.38)	(2.53)	(669)	970.99	(14.20)	(57.25)
(j)	Proposed Dividend	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

THIS PAGE HAS BEEN LEFT BLANK INTENTIONALLY



Jindal Photo Limited

Registered Office : 260/23, Sheetal Industrial Estate, Demani Road, Dadra - 396193 (UT of D N & H)

PROXY - FORM

Ninth Annual General Meeting

Regd. Folio No. _____	*Demat A/c No. _____
No. of Shares Held _____	DP. ID No _____

I/We _____ of _____

_____ (Address) being a member / members of the Company here by appoint Mr./Ms. _____

of _____ (Address) failing him/her of Mr./Ms. _____ (Address) _____

as my/our proxy to vote for me/us on my/ our behalf at the **Ninth Annual General Meeting** of the Company to be held at the registered office of the Company at 260/23, Sheetal Industrial Estate, Demani Road, Dadra - 396193 (UT of D N & H) on **Friday, September 28, 2012** and at any adjournment's thereof.

Signed this _____ day of _____ 2012

Affix One
Rupee
Revenue
Stamp

Signature _____

Note: This form in order to be valid & effective, should be duly stamped, completed, and signed and must be deposited at the Registered Office of the Company, not less than 48 hours prior to the Meeting .

*Those who hold shares in demat form must quote their Demat A/c No & Depository Participant (DP) ID No.

Cut from here

Please tear here.



Jindal Photo Limited

Registered Office : 260/23, Sheetal Industrial Estate, Demani Road, Dadra - 396193 (UT of D N & H)

ADMISSION - SLIP

Ninth Annual General Meeting

Regd. Folio No. _____	*Demat A/c No. _____
No. of Shares Held _____	DP. ID No _____

I certify that, I am a member/ Proxy for the member of the company.

I hereby record my presence at the **Ninth Annual General Meeting** of the Company to be held at the registered office of the Company at 260/23, Sheetal Industrial Estate, Demani Road, Dadra - 396193 (UT of D N & H) at 11.30 A.M on **Friday, September 28, 2012** and at any adjournment's thereof.

Member's/ Proxy's name in
BLOCK Letters

Signature of member/Proxy

Notes : -

Please fill this Admission Slip & hand over at the entrance of the Meeting Hall.

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

*Those who hold shares in demat form must quote their Demat A/c No. and Depository Participant (DP) ID No.

BOOK-POST

If undelivered please return to :



JINDAL PHOTO LTD.

11/5-B, Basement, Opp. Telephone Exchange,
Pusa Road, New Delhi -110 005