

ROLLING SINCE
3 DECADES
ANNUAL REPORT
2013-14



JINDAL SAW LTD.
TOTAL PIPE SOLUTIONS

A photograph of a lighthouse situated on a rocky island, with the ocean in the foreground and a clear blue sky in the background. The lighthouse is a tall, cylindrical structure with a lantern room at the top. The text is overlaid in a large, white, sans-serif font, partially obscuring the lighthouse and the water.

**/GUIDING
/ALL THE
WAY**



In an age when an obsession to outgrow others is paramount, our founder Chairman Shri O.P. Jindal saw the vital need for focussing on being the best. A rare visionary, he made quality the DNA for the group's growth.

Today, in the unseen presence of its doyen, the group continues its leadership journey, guided at every step by his immortal vision.

Shri O.P. Jindal
(1930-2005)



/GAINING MOMENTUM

Jindal SAW Ltd., part of the O.P. Jindal Group, is the undisputed leader in India's tubular market. Today, Jindal SAW is one of the largest pipe manufacturers with business interests catering to varied industries spanning across the globe.

With integrated facilities at multiple locations, Jindal SAW is rolling out Large Diameter Submerged Arc Welded Pipes and Spiral Pipes for the energy transportation sector; Ductile Iron (DI) Pipes for water and wastewater transportation; Carbon, Alloy and Stainless Steel Seamless Pipes and Tubes for industrial applications.

Maintaining its edge, Jindal SAW provides value added products and services in different verticals of its business.




/GLOBAL REACH

Jindal SAW has some of the most reputed organizations across the globe in its client list. The superior quality of our products has found ready acceptance in major markets around the world. This includes the markets of the Gulf, Middle East, South East Asia, Africa, North America and Latin America.




Baytown, USA

 HEAD QUARTERS

 PLANTS OF JINDAL SAW

 REACH





Jindal SAW is constantly striving to break new grounds, make way and reach newer horizons. Venturing forward into different areas of businesses with its subsidiaries, Jindal SAW is making rapid progress in varied business segments.

/SEIZING /OPPORTUNITIES

JINDAL SAW USA LLC

To cater to the North American market Jindal SAW has set up a double jointing and coating facility at Baytown, Texas in the name of Jindal SAW USA LLC which is a 100% step down subsidiary. Incorporated in 2007, this facility has shipping capabilities by rail, road and barges within the North American market. The plant has the manufacturing capacity of 4 million sq. mtrs. per annum.

JINDAL SAW GULF LLC

Jindal SAW has installed a Ductile Iron pipe manufacturing plant at Abu Dhabi, United Arab Emirates. This facility is capable of manufacturing DI pipes in size range of DN 200mm to DN 2200mm, with an installed capacity of 350,000 MT per annum. The plant conforms to ISO 2531, BSEN 545, BSEN 598 and ISO 7186. It offers various coating facilities like Zn & Zn-Al coatings; Blue/Red Epoxy or Black Bitumen and External and Internal Polyurethane coatings as per BSEN 15189 and BSEN 15655 respectively for size range of DN 200mm to DN 2200 mm.

JINDAL FITTINGS LTD.

Jindal SAW has set up its largest Ductile Iron Fittings plant in Tembhorni, Solapur, Maharashtra, India. The size range for fittings is DN 80mm to DN 2200mm with a production capacity of 18000 MT per annum. The plant conforms to ISO 2531, BSEN 545 and offers various coating facilities.

External Coating: Bitumen / Fusion Bonded Epoxy.

Internal Lining: Cement Mortar Lining / Fusion Bonded Epoxy

JINDAL SAW ITALIA

Jindal SAW has acquired a DI pipe manufacturing plant at Sertubi, Italy having an installed capacity of 80,000 MT per annum. The plant will cater to the requirements of European countries. The plant conforms to various standards like ISO 2531, BSEN 545 and BSEN 598. It is equipped to provide various coatings such as Zn & Zn-Al coatings and Blue/Red Epoxy or Black synthetic paint.

JINDAL ITF

Jindal ITF is redefining existing norms in the areas of Water, Wastewater & Solid Waste Management, Logistics and Transportation Equipment Fabrication, keeping in mind the impact that a sustainable ecosystem will have on future generations. Having been involved in laying a strong foundation for a secure and sustainable future, Jindal ITF continues to add economic and social value to the Indian as well as global economy.



/LEAVING BEHIND NO ONE



DIGNITY FOR PEOPLE WITH REDUCED MOBILITY

Jindal SAW Ltd. proudly supports Svayam, National Centre for Inclusive Environments, as its CSR initiative.

Svayam has been articulating the need of inclusion at social, economic and cultural levels by creating an environment which fosters equitable participation and access to opportunities and public resources. Svayam believes that this can be achieved through making public infrastructure, including different modes of transportation, accessible to all, including the elderly and the disabled.

AWARDS AND RECOGNITIONS:

In its journey to shape an inclusive society, Svayam has earned several recognitions at both national and international levels.

- National Tourism Award of Excellence, jointly with ASI, for making the World Heritage Sites, the Qutub Minar and the Red Fort in Delhi as well as the Fatehpur Sikri Group of Monuments in Agra as the “Most Accessible & Disabled Friendly Historical Monument” in 2009, 2011 and 2012 respectively.
- Asia-Pacific Enterprise Leadership Award (APELA) in the category of Social Service in 2013.
- Svayam’s project titled “Enabling access to World Heritage” was shortlisted as one of the innovative practices on accessibility and was showcased through a poster to around 300 participants from across 50 countries at the Zero Project Conference on Accessibility: Innovative Policies and Practices for Persons with Disabilities held at United Nations Office in Vienna, Austria during February 2014.
- Best poster award at TRANSED 2010, Hong Kong for the poster titled “Accessible Public Road Transportation System” under the theme “Design Guidelines, Case Studies, Manuals, Best Practices”.
- Ms. Sminu Jindal, Founder, Svayam received the L’oreal Femina Women Award in the “Favourite Face of a Cause” category in 2014.
- Ms. Sminu Jindal was one of the four “Veers” of the Veer campaign- an initiative by Being Human, CNN IBN and Thums Up, which encourages every Indian citizen to play the role of an enabler and help people with disability unleash their true potential.



ON A ROLL & BUOYED BY AN UPBEAT FUTURE

Jindal SAW has the vision and the resources to meet the growing needs of the urban scapes and create an environment for laying a foundation for new business opportunities. Ingrained in the company's DNA is the courage to charter new territories and overcome new challenges.

With a fine balance of caution, futuristic vision and consolidated economic position of the company, Jindal SAW sets the stage for acquisitions, new ventures and growth of current businesses.

Immaculate planning and prudent moves ensure that Jindal SAW foresees success and stands true to its inherent strengths.

Directors

Smt. Savitri Devi Jindal

Chairperson Emeritus

Sh. Prithvi Raj Jindal
 Ms. Sminu Jindal
 Ms. Shradha Jatia
 Ms. Tripti Puneet Arya
 Sh. Neeraj Kumar
 Sh. Hawa Singh Chaudhary
 Sh. Kuldip Bhargava
 Dr. S. K. Gupta
 Sh. Sanjeev Shankar
 Sh. Devi Dayal
 Sh. Girish Sharma
 Dr. Raj Kamal Agarwal
 Sh. Ravinder Nath Leekha

Chairman (Non- Executive)
 Managing Director
 Director
 Director
 Group CEO & Whole-time Director
 Whole-time Director
 Independent Director
 Independent Director
 Independent Director
 Independent Director
 Independent Director
 Independent Director

Company Secretary

Sh. Sunil K. Jain

Bankers

State Bank of Patiala
 Axis Bank Ltd.
 Canara Bank
 DBS Bank
 HDFC Bank Ltd.
 ICICI Bank Ltd.
 ING Vysya Bank Ltd.
 Karnataka Bank Ltd.
 Punjab National Bank
 State Bank of India
 Standard Chartered Bank
 State Bank of Mysore
 State Bank of Travancore
 United Bank of India

Statutory Auditors

M/s N. C. Aggarwal & Co.
 Chartered Accountants

Internal Auditors

Deloitte Haskins & Sells
 Chartered Accountants

Registered Office

A1, UPSIDC Industrial Area,
 Nandgaon Road, Kosi Kalan
 District Mathura, 281403 (U.P.)

Corporate Office

Jindal Centre,
 12, Bhikaiji Cama Place,
 New Delhi - 110066

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CHAIRMAN'S MESSAGE



Dear Shareholders,

There are green shoots of recovery in the business environment after a relatively long period of stressed economic scenario. Jindal SAW has emerged stronger and is committed towards improving efficiencies in its operations and differentiating itself in the market-place through product and customer focused innovation.

The robust business model of Jindal SAW has withstood the test of time. A diversified product range with a global reach, balanced focus on key industries like steel commodities, oil & gas, water along with the capability to cater to a blend of large projects and various clients is unique to Jindal SAW in the world.

While the world was battling acute economic downturn, Jindal SAW was focussing on improving systems & processes, cost optimization, business integration and propelling itself to leverage its strengths to gain from the opportunities arising

from the upturn. The company has developed a strategic shift to increase the pace of growth as well as keep up with the developing regulatory environment. Rather than getting shackled we have turned obstacles into opportunities. We believe our financial strength, product leadership, and global reach uniquely positions Jindal SAW as a company not only built to last, but built to lead. Jindal SAW is a company which flourishes on value creation.

Sustainability complemented with an urge to explore new business avenues is firmly at the heart of our business model which is driving growth, and fuelling innovations. As a responsible corporate, we continue to stay focused on running our business in an environmentally sustainable and socially responsible manner.

Driven by the need to focus on social consciousness, Jindal SAW proudly supports Svayam, an initiative of S.J. Charitable Trust and lauds its efforts for making public infrastructure accessible for all including people with reduced mobility.

The Company will continue to be a responsible corporate citizen wherever it operates, and is committed to delivering long-term value creation for all its stakeholders. I would also like to

express our appreciation to you, our shareholders, for your support and understanding in good times and in challenging times.

Jindal SAW is geared up with renewed energy and a positive outlook. We remain committed to drive the business towards delivering consistent, competitive, profitable and responsible growth. The Board joins me in expressing our deep appreciation to the employees and the management team and all our partners for their support, co-operation and understanding. I would also like to thank our domestic and international clients, banks, financial institutions, regulatory and local bodies including all stakeholders.

I am hopeful that with your support and cooperation Jindal SAW will continue to enrich an environment of excellence, creating value for all.

Jai Hind

Prithvi Raj Jindal
Chairman (Non- Executive)

/TOTAL PIPE SOLUTIONS



DIRECTORS' REPORT

To

The Members,

Your Directors are pleased to present the 29th Annual Report and Audited Statement of Accounts of the Company for the year ended 31st March, 2014.

I. FINANCIAL RESULTS

PARTICULARS	Year Ended 31st March, 2014 (₹ in crores)	Year Ended 31st March, 2013 (₹ in crores)
Gross Sales & Income from Operations	5,783.94	5,760.03
Profit before Finance Costs, Depreciation and Exceptional Items	703.65	685.19
Less:		
- Finance Costs	226.19	150.08
- Depreciation	212.75	154.95
- Exceptional Items	73.92	114.24
Profit before Tax	190.79	265.92
Tax expense	46.52	72.51
Profit after Tax	144.27	193.41
Previous Year Taxation Adjustments	24.15	(0.53)
Foreign Exchange Translation Difference	(0.11)	(0.05)
Add: Balance brought forward from previous Year	197.78	168.79
Total amount available for appropriation	366.09	361.62
Less : Appropriations :		
(a) Transfer to General Reserve	100.00	100.00
(b) Proposed dividend on Equity Shares	27.62	27.62
(c) Corporate Tax on dividends	4.70	4.70
(d) Debenture Redemption Reserve	31.52	31.52
Balance carried to Balance Sheet	202.25	197.78

2. REVIEW OF OPERATIONS

Products	Qty Produced (MT/Lacs)		Qty. Sold (MT/Lacs)	
	2013-14	2012-13	2013-14	2012-13
Pipes & Pig Iron	7.98	8.80	8.14	8.80
Pellets	7.18	NIL	6.95	NIL

Pipe segment has witnessed some weakness specifically in Large Dia Pipe Segment (LSaw/ HSaw). Further, the Company has reported marginal decrease of app. 2% in Net Revenue from operations but the Profit after tax decreased by app. 25.39% primarily on account of higher finance costs, depreciation etc. With increasing order book and addition of Pellet in product portfolio, the operations are expected to improve. Following is the review of various Product segments:

Large Dia Pipe Segment (LSaw/ HSaw) Strategic Business Unit:

The segment witnessed lower performance during the year 2013-14 due to weaker market conditions resulting in lower capacity utilization, production, sales and hence profitability. However, the Company expects improvement in business and operations in the year 2014-15 onwards backed by growing order book with a mix of exports and domestic

orders from hydrocarbon and water sector.

Ductile Iron Pipes (DI Pipes) and Pig Iron Strategic Business Unit:

The segment witnessed higher production of DI pipes and Pig Iron as additional capacity have ramped up during the year 2013-14. The new facility is now stabilizing and production and sales are expected to ramp up fully during the year 2014-15. The company has good order book in DI Pipe Segment.

Seamless Pipes Strategic Business Unit:

The activities in Seamless pipes & tubes segment were marginally better in year 2013-14 than the year 2012-13. Seamless pipe business also seen issues related to dumping of pipes by Chinese suppliers in India and USA initiating anti dumping process against various countries including India. The issues are still to be finally concluded. The Company is exploring new markets as well as developing value added products for domestic and global customers.

Iron Ore Mines and Pellet Strategic Business Unit:

The Company has commenced and ramped up the operations in this segment. Pellet plant has achieved 100% capacity utilization. The Company would focus on optimizing the operations and profitability.

DIRECTORS' REPORT

3. DIVIDEND

The Board has, subject to the approval of members at the ensuing Annual General Meeting, recommended a dividend of ₹ 1/- per equity share of ₹ 2/- for the year ended 31st March, 2014.

The Board's recommendation for a stable and steady dividend is linked to Company's long term requirements of funds for meeting the working capital needs, capital expenditures for its growth plans & modernization and to finance such plans by retaining back the profits.

Together with the corporate tax on dividend, the total outflow on account of equity dividend is ₹ 32.32 crores.

4. MANAGEMENT DISCUSSION AND ANALYSIS AND CORPORATE GOVERNANCE

A separate report on Management Discussion and Analysis is enclosed as a part of the Annual Report.

Another report provides information / status on the Corporate Governance.

5. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 217(2AA) of the Companies Act, 1956 with respect to Directors' Responsibility Statement, it is hereby confirmed by the Board of Directors: -

- that in the preparation of the annual accounts for the financial year ended 31st March, 2014, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that were 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 ;
- that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that the Directors had prepared the accounts for the financial year ended 31st March, 2014 on a 'going concern' basis.

6. DIRECTORS

Sh. Prithvi Raj Jindal, Director of the Company, retires by rotation and, being eligible, offers himself for re-appointment.

Dr. S. K. Gupta, Sh. Devi Dayal, Sh. Girish Sharma, Sh. Kuldip Bhargava, Dr. Raj Kamal Agarwal, Sh. Ravinder Nath Leekha, Independent Directors of the Company, are being appointed as Independent Director under section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement for a period upto 5 years.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement with the Stock Exchanges.

Sh. Hawa Singh Chaudhary has been re-appointed as Whole-time Director for a further period of 2 years w.e.f. 01.11.2013 by the Board of Directors subject to approval of the shareholders.

In order to broad base the Board, the Directors in their meeting held on 17th May, 2014 appointed Ms. Tripti Puneet Arya and Sh. Sanjeev Shankar (Independent Director) as additional directors and in their meeting held on 24th July, 2014 appointed Ms. Shradha Jatia as an additional director. As per the provisions of section 161 of the Companies Act, 2013, they hold office up to the conclusion of ensuing Annual General Meeting.

The Company has received the notices under section 160 of the Companies Act, 2013 along with deposit of requisite amount from the shareholders proposing the candidature of above Directors for the office of the Directors of the Company.

Sh. Indresh Batra has resigned from the office of Managing Director w.e.f. 17th May, 2014. The Board places on record its appreciation for the services rendered by Sh. Indresh Batra during his association with the Company.

7. AUDITORS & THEIR REPORT

M/s N. C. Aggarwal & Co., Chartered Accountants, Auditors of the Company retire at the ensuing Annual General Meeting, and, being eligible, offer themselves for re-appointment.

Auditors' remarks in their report read with the notes to accounts referred to by them are self-explanatory.

8. COST AUDIT

Pursuant to Section 233 B of the Companies Act, 1956, the Board, subject to the approval of Central Government, has re-appointed M/s. R. J. Goel & Co., Cost Accountants, to audit the Cost Accounts of the Company for the year ended 31st March, 2015. Further, their remuneration will be subject to approval of shareholders.

The Company has submitted Cost Audit Report and other documents for the year ended 31st March 2013 with the Central Government by filing Form-I on 12th November, 2013.

9. PUBLIC DEPOSITS

The Company had repaid the deposits matured during the year except unclaimed deposits aggregating ₹ 99.16 Lacs at the end of the year. The Board of Directors of the Company in its meeting held on 17th May, 2014 decided not to accept any fresh or renew the public deposit and all existing public deposit will be repaid by 31st March, 2015.

DIRECTORS' REPORT

10. PARTICULARS REGARDING CONSERVATION OF ENERGY, ETC.

Information in accordance with the provision of Section 217(1)(e) of Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 regarding conservation of energy, technology absorption and foreign exchange earnings and outgo are given in the statement annexed hereto.

11. SUBSIDIARY COMPANIES

The prescribed particulars relating to subsidiaries are being provided in this Annual Report. However, pursuant to circular No. 2/2011 dated 8th February, 2011 issued by the Ministry of Corporate Affairs, the Balance Sheet and Statement of Profit & Loss of the subsidiaries are not attached herewith. Any member interested in obtaining such particulars may write to the Company Secretary at Jindal Centre, 12, Bhikaiji Cama Place, New Delhi – 110 066.

12. PERSONNEL

The industrial relations remained cordial throughout the year. The details of employees under provision of Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, as amended, are annexed hereto.

13. ACKNOWLEDGEMENT

Your Directors express their grateful appreciation to concerned Departments of Central / State Governments, Financial Institutions & Bankers, Customers and Vendors for their continued assistance and co-operation. The Directors also wish to place on record their deep sense of appreciation for the committed services of the employees at all levels. We are also grateful for the confidence and faith that you have reposed in the Company as its member.

Place: New Delhi

Dated: 24th July, 2014

For and on behalf of the Board

Prithvi Raj Jindal

Chairman

MANAGEMENT DISCUSSIONS AND ANALYSIS

Company Overview

We are India's most diversified manufacturer and supplier of Iron & Steel pipe products for the energy, water sector and other industrial applications. Our principal products include (a) Large Diameter SAW Pipes i.e. Longitudinal Submerged Arc Welded (LSAW) and Helically Submerged Arc Welded (Spiral/ HSAW), (b) Seamless Tubes, and (c) Ductile Iron (DI) Pipes etc.

We have a well-diversified network of production facilities, sales companies and representative offices across India, USA, Middle-East, Europe & UK. Our Indian pipe manufacturing facilities are located in Western, Northern and Southern part of India. These production facilities are equipped to produce pipes to meet global specifications and standards. Approximately 40% of our products are sold in the global markets. We are one of the largest global producers of DI pipes with manufacturing facilities in India, UAE and Europe. We are capable to produce DI pipes up to 2,200 MM in diameter.

In FY 2011, the Company acquired iron ore mines in district Bhilwara, Rajasthan in India. These mines have iron ore which is low in Fe content and hence, needs to be first beneficiated and thereafter the iron ore concentrate is used for production of value added products like pellets and other Iron & steel products. The beneficiation and pellet plants are fully operational. Pellet plant is producing at its rated capacity of 1.20 MTPA. The Company's efforts in the iron ore vertical shall create jobs in the State of Rajasthan, increase contribution to the exchequer and facilitate conversion of sewage water to industrial water.

Key Drivers of Pipe Business

Pipes are our planet's arteries and veins, carrying water, sewage, power, oil and gas. Early pipe systems were developed from clay and wood, but since the industrial revolution, materials such as steel, ductile iron, plastic and concrete have been used.

Line pipes business is largely dependent upon both the current conditions and future prospects in the energy industry and, in particular, maintenance and expansionary operating and capital expenditures by our customers in the upstream, midstream and downstream sectors of the industry. Long-term growth in spending has been, and we expect will continue to be, driven by several factors, including under investment in global energy infrastructure, growth in shale and unconventional exploration and production ("E&P") activity, and anticipated strength in the oil, natural gas, refined products, petrochemical and other industrial sectors. Also, in the mature markets, demand for replacement pipe will also drive Line pipe demand more than in the past.

Demand for steel pipes (such as Seamless Pipes, HSAW, LSAW Pipes) is also increasing as the need for oil & gas, water and waste water transportation is growing. The demand for DI pipes in water sector is also increasing as these pipes are better in quality and durability. Infrastructure development, urbanization and the subsequent development of residential and industrial construction are facilitating the growth of the pipe industry. Authorities are also focusing on rural water

management solutions, which will be fulfilled provided there will be proper transportation of water to the end-user. This is one of the major demand drivers of the pipe industry along with expansion of housing sector and increasing demand for oil and gas transportation.

BUSINESS OUTLOOK

Oil & Gas Sector

Pipeline construction projects mirror end users' energy demands, and much of that demand continues to center on oil and natural gas, with the industry remaining focused on how to get these energy products to market as quickly and efficiently as possible.

World demand for oil and gas pipe is expected to increase 5.3% per year, reaching 51.8 million metric tons in 2017 as high oil prices and increasing demand for energy spur new development. (Source: Pipeline & Gas Journal June 2014 edition). The World Energy Outlook 2013, released by International Energy Agency, explains that China is the main driver of increasing energy demand in the current decade, but India takes over in the 2020s as the principal source of growth.

Presently, Indian pipeline network considered one of the most poor in the world, with the current gas pipeline network of less than 15,000 km. The penetration level of pipelines in oil & gas transportation is low at 32% in India as compared to 59% in USA and 79% globally.

In next 4-5 years, many oil and gas companies like GAIL, GSPL and Reliance Gas transportation Infrastructure Ltd (RGITL) are planning to lay down pipeline network of around 13,066 km. GAIL is planning to increase its current pipeline network of 7,500 km to 13,000 km at a capital expenditure of USD 2.7 billion. GSPL intends to expand its grid to 2,200 km with an outreach to all the 25 districts in the state of Gujarat. It also aims to explore an opportunity to extend and replicate the grid in the neighboring state of Rajasthan.

Low penetration of pipes in the various sectors like oil and gas transportation coupled with new discoveries currently provides a huge scope for the growth of the pipe industry. The national planners have placed top priority in getting oil and gas pipeline in place. In addition to this, the oil and gas sector has been conferred the status of infrastructure recently, which is expected to further push oil and gas pipelines. The setting up of the Petroleum & Natural Gas Regulatory Board (PNGRB) and new gas finds on India's eastern coast, heavy investment is being lined up for laying pipelines across the country. As per plans, the length of trunk pipelines is set to triple to 33,000 kms in the next 4-5 years.

Demand gains for oil country tubular goods (OCTG) will outpace growth in the number of drilling rigs through the forecast period, due in part to rigs becoming more efficient and drilling more wells per year. In addition, rising OCTG pipe demand will result from increased offshore activity, deeper wells and growing use of horizontal drilling techniques. Each of these techniques requires the use of more pipe than traditional onshore wells. Higher pressure drilling techniques require increased pipe wall thicknesses which will increase the tonnage of OCTG pipe.

MANAGEMENT DISCUSSIONS AND ANALYSIS

Seamless steel pipe will remain the dominant product in this application due to strength in these harsh environments. Development of improved premium connections better suited to cope with harsh operating conditions will create opportunities in the OCTG market, since users are willing to pay more to ensure proper operation.

Demand for line pipe will benefit from construction of new transmission lines needed to transport oil and gas from drilling sites to customers, and the need for gathering systems at new drilling sites. Steel pipe will remain the dominant line pipe material because of its high pressure resistance. Seamless pipe has outpaced welded pipe in recent years, reflecting strong growth for OCTG since those applications more frequently require the strength of seamless pipe.

Due to its lower price, welded pipe are expected to be preferred in applications where operating conditions allow its use. Demand for distribution pipe will benefit from rising residential construction expenditures, which will boost the need for natural gas lines to new homes.

Water Sector

Water is a vital component for the economic prosperity of any country. In coming years, the economic importance of water is expected to grow with the global economic growth, industrial development and urbanization.

On a global basis, 70% of water is used for agriculture irrigation, 22% is used for industries, and 8% is used by households. At current rates of growth, demand for water may exceed supplies by 40%, and by 2030, around 47% of the world's population will be living in areas of high water stress (As per the World Bank sponsored 2030 Water Resources Group report and OECD's Environmental Outlook to 2030).

Global demand for water pipe is forecast to increase 6.8 percent per year through 2017, acceleration from the pace of the 2007- 2012 period. Advances will result from two key factors: in developing nations, access to water supply and sanitation will be increased; in developed nations, a rebound in construction spending will boost demand for building pipe.

The American Water Works Association concluded that the U.S. will need to invest nearly USD 1 trillion over the next 25 years to simply replace faulty water pipes. Failure to do so could lead to service disruptions and more costly repairs. On a global perspective, water infrastructure spending needs could approach USD 11.7 trillion between 2013 and 2030 (As per Janney Montgomery Scott LLC). With a market size of over USD 4 billion, the Indian water and wastewater market is growing at the rate of 10%-12% every year. Government-related projects contribute over 50% of the revenues generated by this market, while the private sector contributes the rest. The water and wastewater treatment market segment is highly fragmented and unorganized.

India is expected to invest USD 11 billion in developing infrastructure in 63 of the largest cities, with an emphasis on water supply and sanitation. The Technology Strategy Board estimates that the global water market is expected to grow from USD 480bn to USD 770bn annually by 2016.

Jindal SAW Limited – Operations and strategy

We are India's most diversified manufacturer and supplier of Steel & Iron pipe products for the energy, water industry and other industrial applications. Our principal products include (a) Large Diameter SAW Pipes (Longitudinal Submerged Arc Welded (LSAW) and Helically Submerged Arc Welded (Spiral/ HSAW), (b) Seamless Tubes, and (c) Ductile Iron (DI) Pipes etc.

We follow a strategy to de-risk our business model by way of horizontal expansion as well as by diversifying in the high value added business areas. Our initiative in iron ore mining and further conversion of low quality Iron Ore to Pellets is a step towards that. This would be a stable source of cash profits to us.

Over a period of time, we have expanded our business globally through a series of strategic investments. In addition, we have established a global network of pipe finishing, distribution and service facilities with a direct presence in some of the major hydrocarbon and water markets. Today, besides India we have manufacturing facilities in USA, Europe and UAE. We have our direct presence for marketing and services in USA, Italy, Spain, UK, UAE and Algeria.

Our business strategy includes;

1. continue expanding our operations worldwide and further consolidate our position as one of the leading global supplier of high-quality products and services to the energy, water and other industries by pursuing strategic investment opportunities in order to strengthen our presence in local and global markets;
2. expanding our comprehensive range of products and developing new high-value products designed to meet the needs of customers operating in increasingly challenging environments
3. optimizing and reducing the manufacturing costs of our core products;
4. tubular products and services to the energy and other industries by pursuing strategic investment opportunities in order to strengthen our presence in local and global markets; and
5. expanding our comprehensive range of products and developing new high-value products designed to meet the needs of customers operating in increasingly challenging environments.

Jindal Saw - Competitive Strengths

We believe, our main competitive strengths include:

- a) diversified business model catering to oil& gas, water and other industrial application
- b) global pipe production, finishing, distribution and service network;
- c) pallet production facility right at iron ore mine head ;
- d) diversified customer base and historic relationships with major international companies around the world with proximity to customers;

MANAGEMENT DISCUSSIONS AND ANALYSIS

- e) highly talented and motivated human resource;
- f) low-cost operations, primarily at state-of-the art, strategically located production facilities with favorable access to raw materials, energy and labor, and 25 years of operating experience; and a robust capital structure and strong balance sheet.

Principal risks Factors

Our business activities are subject to various risks and threats associated to our business and the industry in which we operate. We are a pipe manufacturer with global footprint and focus on manufacturing products primarily related to oil & gas, water and other industrial applications. Demand for our line pipe and seamless pie depends primarily on the level of exploration, development and production activities of oil and gas companies which is affected by current and expected future prices of oil and natural gas. Various factors, such as the supply and demand for oil and gas, and political and global economic conditions, affect the cost and product prices. Changes in governmental policies, the impact of credit restrictions on our customers' ability to perform their payment obligations with us and any adverse economic, political or social developments in our major markets etc can also adversely impact our performance. In addition, there is an increased risk of unfairly-traded steel pipe imports in markets in which Jindal Saw produces and sells its products.

Effective management of all uncertainties is imperative and of prime importance to Jindal Saw. The senior Management of the Company is aware of the risks to our business and its operations. Management is prepared to take measures, when needed, to mitigate and alleviate such risks to the best possible extent.

The key risks are:

1. **Industry and Macroeconomic Risks:** A significant portion of our revenues depends on the level of investment in the infrastructure sector, which generally closely follows economic trends. Consequently, our earnings are highly sensitive to national, regional and local economic conditions. Any deterioration in the global economic environment and in financial market conditions could have a material adverse effect on the Company sales, earnings, cash flow and outlook.
2. **Financial Market Risks:** In a crisis environment, the Company may face challenges to raise the necessary long term and short term financing to cover its funds requirements in the credit market or the capital market, or to obtain financing or refinancing on acceptable terms. There is also no guarantee that the Company's credit rating will remain at the current level.
3. **Policy Risk:** Changes in government policies may have an impact on the business and operations
4. **Foreign Exchange Risks:** Our business is exposed to significant amount of Imports and Exports and various other payments in denominated in foreign currencies. These transactions expose us to a variety of risks, including the effects of changes in foreign currency exchange rates, interest rates etc. In order to reduce the impact related to these exposures, management evaluates exposures on a consolidated basis to take advantage of natural exposure netting. For the residual exposures, we may enter into various transactions through forward contracts in order to reduce potential adverse effects on our financial performance. Such forward contracts are executed in accordance with internal policies and hedging practices. We do not enter into derivative financial instruments for trading or other speculative purposes.
5. **Interest Rate Risk:** Fluctuations in market interest rates create a degree of risk by affecting the amount of our interest payments. Taking into account current low levels of interest rates, we have hedged a part of US Dollar denominated floating interest rate to fixed rate. Given the interest rate fluctuations, the Company has adopted a prudent and conservative risk mitigation strategy to minimize interest costs.
6. **Risks to Direct costs:** The Company is exposed to changes in the raw material prices, energy prices and other direct costs. Raw material prices continue to have a key influence on our production costs. The increase in prices for steel plates, coils, iron ore, coking coal and other raw materials, if not covered in a timely fashion, can adversely affect our profit margins and results of operations.
7. **Competition Risk:** Competition in the domestic and global market for our products may cause us to lose market share which may hurt our sales and profitability.
8. **Legal Risks related to tax structure:** We are subject to various tax payments, in particular, tax on profits, sales tax, excise duty, service tax etc. Changes in tax legislation could lead to an increase in tax payments and, as a result, to a lowering of financial results. In addition, the exports can be subject to anti-dumping laws in various countries.
9. **Environmental law Risks:** We meet the requirements of national environmental regulations at our Indian and International plants. Although we don't anticipate any significant environmental matters in the countries we operate however if such matters arise, the cost of compliance could have an impact on our business
10. **Compliance Risks:** The Company is exposed to risks attached to various statutes and regulations including the Income Tax Act, The Companies Act and any other law etc. The Company is mitigating these risks through regular review of legal compliances carried out through internal as well as external compliance audits

MANAGEMENT DISCUSSIONS AND ANALYSIS

Major Subsidiaries & their Operations

(A) Jindal ITF Limited – Foray in Infrastructure Businesses

Given the infrastructure deficit in India and increasing private participation in infrastructure projects, Jindal SAW Ltd entered into infrastructure related activities with a focus on water infrastructure, municipal solid waste processing and power generation (Infrastructure), coastal and inland water transportation business (Transportation), rail manufacturing (Fabrication) through a wholly owned subsidiary Jindal ITF Ltd.

Coal transportation contract for NTPC

JITF has been awarded the contract for transportation of imported coal for National Thermal Power Corporation Ltd (NTPC) at Farakka thermal power plant through inland waterways. The company entered into a tripartite agreement with NTPC and IWAI and was appointed as an exclusive operator for transportation of coal for a period of 7 years. The project is operational.

Waste to Energy Business - JITF Urban Infrastructure Limited (JUIL):

JUIL have 4 projects including Timarpur-Okhla (Delhi) waste to energy project and SWM projects in three cities in Punjab. So far the Delhi project is running at a capacity of 16MW which is being ramped up to a capacity of app. 21 MW during FY15. In Punjab, JUIL has been doing Collection and Tipping (C&T) operations. Company has been carrying out C&T more than 350 tons of waste every day at each of the two cities. JUIL is pioneer in successful commissioning and operations of the Delhi project. The facility at Delhi handles more than 2000 MT waste per day.

JITF Water Infrastructure Ltd (JWIL):

Major business objective of JWIL is to execute the water and waste water projects on BOOT, BOO, O&M etc basis. JUIL has a good order book and few of the projects are backed by multilateral agencies like ADB, World Bank and JICA. JUIL has won projects in Nepal also where the funding is supported by multilateral agencies.

Jindal Rail Infrastructure Ltd (JRIL):

JRIL has produced cargo wagons for Indian Railways and for private sector buyers in international markets. The company also supplied BOXNR body side, and body end panels to Indian Railways. JRIL also has orders of different types of wagons from Indian Railways. The company also expects additional business from international markets.

JITF Waterways Ltd. (JWWL):JWWL is in the business of operating ships on coast to transport cargo of merchant nature on spot basis. Due to sluggish economic conditions, this business remained low in last few years. However in the last quarter of FY 2013-14, the industry is seen to be reviving and charter rates have started going up.

(B) Ductile Iron Pipes facility at Abu Dhabi (UAE)

Jindal Saw Gulf LLC has setup UAE's first DI Pipes manufacturing facility which is also the largest facility of DI Pipes in the GCC. The facility is capable to produce wider range of DI pipes from DN 250 mm to 2200 mm in diameter. The facility is fully operational and majority of target customer/ countries have approved the plant. GCC region offers provides significant amount of opportunities, making the project a compelling investment, which includes positive high demand of product, benefits to local producer, low cost of energy, transportation and finance cost etc. The company has generated decent order book in the first year of operation which is expected to ramp up gradually.

(C) Jindal Saw USA LLC

Jindal Saw USA LLC is a Texas (USA) based Limited Liability Company/ The Company is a one step down 100% subsidiary of Jindal Saw Limited. The Company is engaged in the business of double jointing of welded pipes, external fusion bond epoxy and abrasion resistance coating, internal coating, Pipe Welding, Forging of tool joints etc.

(D) Other subsidiaries/operations

Jindal Saw Limited has operational subsidiary in Italy (Jindal Saw Italia SPA) which is acting primarily as a finishing facility for European market. Jindal Saw also has marketing presence in the countries like Algeria, Spain and UK. These companies are either subsidiaries or joint venture which provides a direct access to the company for marketing its various products directly to the customers. The Company also has joint ventures for DI Pipe fittings and accessories.

MANAGEMENT DISCUSSIONS AND ANALYSIS

Financial and Product Wise Performance

The highlight of the operations for the year ended 31st March, 2014 and 31st March, 2013 are as under:

a) Financials

Particulars	Year ended 31st March 2014 (₹ in Crores)	Year ended 31st March 2013 (₹ in Crores)	Increase/ (Decrease) (%)
Gross Sales & Income from operations	5,783.94	5,760.03	0.42%
Profit before Interest, Depreciation & Exceptional items	703.65	685.19	3%
- Finance Expenses	226.19	150.08	51%
- Depreciation	212.75	154.95	37%
Profit before Exceptional items & Tax	264.71	380.16	-30%
Exceptional items	73.92	114.24	-35%
Profit before Tax	190.79	265.92	-28%
Tax Expenses	46.52	72.51	-36%
Profit after tax	144.27	193.41	-25%

b) Company's Sales mix:

Product	Turnover (₹ in Crores)		Growth (%)
	Year ended 31st March 2014	Year ended 31st March 2013	
Iron & Steel Pipes	4,213.66	5,218.52	-19%
Pellet	634.83	-	-
Steel Plates/& Coils	16.12	6.03	167%
Pig Iron	316.80	140.08	126%
Others (including scrap)	353.69	279.49	27%

Iron & Steel pipes includes sale of L SAW pipes, H SAW Pipes, DI Pipes and Seamless Tubes.

Other Financial Matters

During the year:

1. Net worth of the Company increased to ₹ 3,877.76 crores as at March 31, 2014 as against ₹ 3,724.28 crores as at March 31, 2013.
2. Gross fixed assets including Capital Work in Progress & Capital Advances as at March 31, 2014 increased to ₹ 4,977.62 Crores as against ₹ 4,561.31 Crores as at March 31, 2013.

MANAGEMENT DISCUSSIONS AND ANALYSIS

Internal Control and their Adequacy

The Company had implemented SAP with well defined & established internal control systems & business process. The internal processes are continuously reviewed, strengthened and revision of policies and guidelines are constantly carried out to align with the changing needs.

The Company has an efficient system of internal controls for achieving the following business objectives of the Company:

- a) Efficiency of operations
- b) Protection of resources
- c) Accuracy and promptness of financial reporting
- d) Compliance with the laid down policies and procedures
- e) Compliance with various laws and regulations.

Internal audit department headed by General Manager looks after the audit assignments, carried out by in-house team and external audit firm throughout the year as per the Annual Audit Plan approved by Audit Committee, covering every aspect of business activity so as to ensure accuracy, reliability and consistency of records, systems and procedures. The significant observations, corrective actions and good practices suggested by Internal Auditors are reviewed by the Management and Audit Committee for appropriate implementation in order to strengthen the controls of various business processes.

A well-defined internal control framework has been developed identifying key controls of each process & Internal Audit program are prepared based on these internal control framework.

Company also maintain a policy of change of audit firm to keep the audit transparent and incorporating the experience of new auditors.

Material Developments in Human resources/ Industrial Relations

The Company recognizes that its people are the primary source of its competitiveness and firmly believe that its Human Resource is one of the biggest strength and major driving force behind the success & growth of the Organization. We strive continuously to foster & climate of openness, mutual trust and team work. We reiterate our focus on encouraging investments in people through merit oriented pay revisions and differential pay reviews. Rewards & recognition coupled with retention of contributing and key skills / employees remains the edifice of the Organization philosophy.

With efficient People Management system in place, we also strive for Women empowerment. As a responsible employer, we have strict laid down guidelines for the prevention of Sexual harassment of women at work place, providing them with a forum for grievance re-dressal.

We are committed to equal opportunities for attracting the best available talent and ensuring a cosmopolitan workforce. We have been able enough to attract, develop and retain talents in the Organization by focusing on developing talent pool through lateral hiring, increased emphasis on learning & skill up gradation via in-house & external training, job rotations, multi-skilling and inter unit developments & expansions. Critical skills identification, ramp up planning continues at the operating level.

For nurturing the Human resources, a transparent and structured Performance Management System (PMS) has been devised. It deals with fair assessment of the employee's performance and suitably rewards them for imparting best of their efforts in achieving the targets. The PMS is constantly reviewed for continuous proficiency and effectiveness in which the identified Star performers are pertinently rewarded and are given higher challenges, however, on the other hand, Under-performers are counselled to enhance the performance.

Continuous review of Policies / Practices with the view to making them contemporary & uniform in application is an ongoing process. Necessary steps and measures are taken constantly to improve processes & systems at Unit levels for better control & productivity. SAP enabled environment has been provided for smooth functioning and improving upon the sequence of interactions & interventions with a better inter and intra department coordination.

We continue to enhance the educational, medical, recreational, housing facilities and personal development of employees to ensure their better quality of life.

MANAGEMENT DISCUSSIONS AND ANALYSIS

CSR development activities continue to be a focus on the belief that benefits percolate to the society in which we habitat and co-exist.

Mutual trust between people at every level of the Organization is intrinsic to Jindal SAW culture, calling for open, fair and two-way communication between Management & employees. Confidentiality and Integrity are highly rated values in the Organization.

Cautionary Statement

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

AUDITORS' CERTIFICATE ON CORPORATE GORVERNANCE

To the Members of
JINDAL SAW LIMITED

We have examined the compliance of conditions of Corporate Governance by JINDAL SAW LIMITED for the year ended 31st March, 2014 as stipulated in clause 49 of Listing Agreement of the said company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said clause. 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 and based on the representation made by the Directors and the Management, we certify that the Company has complied with the condition of the Corporate Governance as stipulated in Clause 49 of the above-mentioned Listing Agreement.

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

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

N.C. AGGARWAL
Partner
M.No. 005951

Place : New Delhi
Dated : 17th May, 2014

DIRECTORS' REPORT

ANNEXURE TO THE DIRECTORS' REPORT

ANNEXURE I

PARTICULARS REQUIRED UNDER THE COMPANIES (DISCLOSURES OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES, 1988

CONSERVATION OF ENERGY :

(a) ENERGY CONSERVATION MEASURES TAKEN :

1. Changed the feeder from town to industrial feeder without any cost with the result power supply improved from 18 hrs to 23 hrs per day.
2. Utilization of surplus power in coating plant for the first time which is costing 1/3 less in comparison of D.G. Supply cost, with the result coating plant.
3. Change of 3 or 4 frequency drives in place of D.C. Drives at Mig & shearing area and also changed 400 KVAR old capacitors.
4. Removal of sochotherm extruder and used the cincinnati extruder 520 kw to save the energy consumption approx. 2000 kwh / per day.
5. Energy audit was conducted during the year for potential energy saving.
6. Water pumps taken on VFD where continuous full flow is not required.
7. Two hydraulic motor of 55 KW & 15 KW & one water pump of 30 KW eliminated & completely switched off by internal modification in the system.
8. PQF De-dusting blower, Combustion air blower at AF & TF equipped with VFD by removing throttling of valve where process does not require full speed / flow.
9. Tailing and concentrate thickeners in beneficiation plant commissioned.
10. Makeup water pumped to beneficiation plant has reduced from 20,000 m/d to 5000 m/d, results in Power Saving – 210kw
11. Introduction of rougher circuit in beneficiation line.
12. Power purchase through IEX
13. Power system study to study harmonics and to improve power quality.
14. Maintaining power factor to 0.99 at substation.
15. HSD/LDO consumption made to lowest (0.05 ltrs/ton of pellet)
16. Heat, consistance operation, higher production and lower accretion problem. Thereby increasing the plant availability with quality product.

17. Reduced the per ton pellet power consumption to 28 kwh as against by optimum utilization of each equipment.
18. Power capacitor installed in JCO-3. Transparent Polycarbonate Sheets installed in the plant in order to increase illumination.
19. Erection and commissioning of 350KVA Capacitor panel at SDPP CCM
20. Erection and commissioning of 25KVA lightning transformer at DISP plant
21. Erection and commissioning of water flow control valve at DISP All CCM
22. Erection and commissioning of drive in FI-I&2 Dust collection blower and cultivation drayer furnace
23. Installed 200lpd Solar water heater for canteen use.
24. Increased Grid Power Contract Demand from 2MVA to 5MVA, leading to reduction in DG sets operation.

(b) ADDITIONAL INVESTMENT AND PROPOSAL FOR REDUCTION OF CONSUMPTION OF ENERGY :

1. Installation of 30 kw Frequency drive with motor in place of 85KWDC motor on Auto mig line no-2.
2. Installation of 15 kw frequency drive with motor at Quenching Zone (coating div.)
3. Installation of temperature controller for the cooling towers fan.
4. 250 watt HPSV road light have been replaced with 96 watt CFL
5. Introduction of rougher magnets in balance three beneficiation lines.
6. An order worth ₹ 10 lacs given to M/s Siemens to study harmonics and to improve quality. Further investments will be based on study reports.
7. Proposed investment of ₹ 20 lakhs towards LED lights purchase and installation.
8. Installation of additional vertical transparent sheets to achieve better illumination and hence saving of energy.

DIRECTORS' REPORT

(C) IMPACT OF ABOVE MEASURES :

1. Saving of approximately ₹ 8.00 lacs per month on completed project.
2. Appx. 1.6ks/Ton feed energy saving in beneficiation by installation of rougher circuit
3. ₹ 6 crores saved towards the energy amount during the year 2013-14 by purchase through IEX
4. Demand charges savings and savings towards power factor penalty. Demand charges of around 18 lakhs would be saved per year by maintaining power factor to 0.99 at substation.
5. Savings of ₹ 5 lacs per year and payback period of around 4 years by installation of LED lights.
6. Saving in Coal consumption by 7 kgs/ton of pellet.
7. Saving in Power consumption by 2kwh/ton of pellet.
8. We have maintained power factor of plants by installing in-house make capacitor panels and as a result we get PF rebate from PGVCL (GEB) for JCO-1, JCO-3 & AC&CWC of amount ₹ 475021.00 also we get wind mill power adjustment for our JCO-1, JCO-3 and AC&CWC plant that is total ₹ 70197494.44 in financial year 2013-2014
9. The conveyor motors in Spiral & Coating Plant are operated in staggered way, resulting in eliminating idle running of motors.
10. Power pack motors are controlled through timers, thereby reducing idle running of motors.

FORM "A"

Form for disclosure of particulars with respect to Conservation of Energy
POWER & FUEL CONSUMPTION

(I) Electricity :

Purchased Units (in crores)
 Total Amount (₹ in crores)
 Rate Per Unit (₹)

(II) Own Generation

(a) Through WHRPP / Wind power plant
 Units (in crores)
 Total Amount (₹ in crores)
 Rate per Unit (₹)

(b) Through D.G. Set
 Generated Units (in crores)
 Unit per Liter of Oil
 Cost Per Unit (₹)

CONSUMPTION PER UNIT OF PRODUCTION

Iron & Steel Pipes/Products -PMT
 Pellet- PMT
 Iron Ore Concentrate -PMT

Current Year Ended 31st March, 2014	Previous Year Ended 31st March, 2013
23.11	17.39
156.92	117.32
6.79	6.75
14.96	9.98
25.08	16.84
1.68	1.69
0.67	0.73
3.20	3.57
16.18	11.86
365.62	272.53
34.55	21.25
62.33	45.42

DIRECTORS' REPORT

FORM "B"

Form of disclosure of particulars with respect to Technology Absorption for 2013-14

1. Specific areas in which Research & Development carried out by the company.
2. Benefits Derived
3. Future Plan of Action
4. Expenditure on R & D

The Company has embedded R&D activities into its manufacturing process which is continuous activity. The constant efforts are made to improve production efficiency, maximizing revenue and minimizing expenditure and impact on environment. The benefits of ongoing continuous R&D as embedded in the manufacturing process are derived by achieving the desired results. Since this is inbuilt and continuous process, no specific expenditure has been allocated under the head "Expenditure on R & D"

5. TECHNOLOGY ABSORPTION, ADOPTION AND INNOVATION

The Company has a policy of latest technology absorption and adoption and makes continuous efforts to bring Innovation in all spheres of its activities. Wherever applicable, the latest technology is sourced by the Company from outside and adopted for its activities. The R&D activities of the Company are designed to bring continuous innovation for improving the manufacturing process and practices for achieving the optimum results.

6. Foreign Exchange

- a) Earning
- b) Used

**Current Year
 Ended
 31st March 2014
 (₹ in crores)**
 1661.31
 1484.57

Previous Year
 Ended
 31st March 2013
 (₹ in crores)
 3210.10
 2718.06

DIRECTORS' REPORT

Particulars of employees as per Section 217 (2A) of the Companies Act, 1956 read with the companies (Particulars of Employees) Rules, 1975 and forming part of Directors' Report for the Financial Year ended 31st March 2014

A) Employed throughout the Financial Year and in receipt of remuneration aggregating ₹ 60,00,000/- or more per annum

S.No.	Name of the Employee	Age	Designation/ Nature of Duties	Remuneration (₹)	Qualification	Experience (Year)	Date of Commencement of Employment	Last Employment
1	Indresh Batra *	41	Managing Director	23,959,600	B.A. (Economics), P.G. in Mgt. & AMO	18	28.04.2007	Rockefeller Foundation
2	Sminu Jindal *	41	Managing Director	27,988,998	B. Com. (Hons.), MBA (Finance)	21	01.08.1992	-
3	O. P. Sharma	67	COO (L Dia Pipe-SBU)	9,820,752	Intermediate	47	14.04.1986	Kajeco Industries
4	Dharmendra Gupta	47	Director (Mines & Steel)	10,852,926	"Ph.D. (Metallurgical Engineering), M.E. (Metallurgical Engineering), B.E. (Metallurgical Engineering)"	25	10.01.2011	Shree Ram Electrocast Pvt. Ltd.
5	Anurag Shrivastava	48	President (Projects)	6,357,976	B.E. (Mechanical)	27	17.05.2011	Arcelor Mittal, Kazakhstan
6	Sohan Lal Maine	57	President (VWorks)	7,817,142	B.E. (Mechanical)	32	08.10.2011	Mahindra & Mahindra Ltd.
7	Maneesh Kumar	45	Sr. Vice President (Marketing)	7,025,417	B.Tech. (Civil), M.Tech. (Water Resource Engineering), M.Planning (Environmental Planning)	20	07.05.2004	Electrosteel Casting Ltd.
8	Vinay Kumar Gupta	50	Sr. Vice President (Finance)	6,504,556	Chartered Accountant	26	27.01.2006	Score Information Technology Ltd.

B) Employed for a part of the Financial Year and in receipt of remuneration aggregating ₹ 5,00,000/- or more per month

S.No.	Name of the Employee	Age	Designation/ Nature of Duties	Remuneration (₹)	Qualification	Experience (Year)	Date of Commencement of Employment	Last Employment
1	Neeraj Kumar	51	Group CEO & Whole Time Director	22,493,153	M.Sc. (Physics), MBA (Finance & International Finance)	24	01.07.2013	Infrastructure Leasing & Financial Services Limited
2	V. S. Konnur	64	Joint M.D. (Seamless Business)	5,470,500	B.E. (Mechanical)	40	27.06.2005	The Indian Seamless Metal Tubes Ltd.
3	D. C. Sinha	52	President & SBU Head (Nashik)	5,564,154	B.Tech. (Metallurgical Engineering)	30	19.08.2013	Kalyani Carpenter Special Steels Ltd.

Notes:

- 1 Remuneration includes salary, commission, contribution to provident and other funds and perquisites including medical, leave travel, leave encashment and gratuity on payment basis and monetary value of taxable perquisites etc.
- 2 All the above appointments are non contractual except marked * and are terminable by notice by either side.
- 3 None of the employee is related to any director of the company except Ms. Sminu Jindal and Sh. Indresh Batra who are related to Sh. Prithvi Raj Jindal.

CORPORATE GOVERNANCE REPORT

(I) COMPANY'S PHILOSOPHY

The Company's Philosophy on Corporate Governance envisages the attainment of highest level of transparency, accountability and equity in all facets of its operations and in all its interactions with its stakeholders including shareholders, employees, lenders and the Government. The Company believes that all its operations and actions must serve the underlying goal of enhancing overall shareholder value over a sustained period of time.

(2) BOARD OF DIRECTORS

(i) COMPOSITION OF BOARD

The composition of Board of Directors during the year ended March 31, 2014, the details of their directorships, chairmanships/ memberships of the Committees, the attendance record at Board Meetings/ AGM, details of remuneration paid to Directors and other details are given below:

Name of Director	Category of Director	No. of Directorships and Committee Memberships/Chairmanship in other public companies		
		Directorship	Committee Chairmanship	Committee Membership
*Smt. Savitri Devi Jindal (Chairperson Emeritus)	Promoter – Non Executive	6	NIL	NIL
Sh. Prithvi Raj Jindal (Chairman)	Promoter – Non Executive	11	1	NIL
**Sh. Indresh Batra (Managing Director)	Promoter - Executive	3	NIL	NIL
Ms. Sminu Jindal (Managing Director)	Promoter - Executive	11	NIL	1
Sh. Devi Dayal	Independent– Non Executive	3	1	2
Dr. S. K.Gupta	Independent– Non Executive	4	1	6
Sh. Kuldip Bhargava	Independent– Non Executive	1	1	1
Dr. Raj Kamal Agarwal	Independent– Non Executive	2	NIL	2
Sh. Ravinder Nath Leekha	Independent–Non Executive	NIL	NIL	NIL
Sh. Girish Sharma	Independent–Non Executive	1	NIL	NIL
Sh. Hawa Singh Chaudhary (Whole-time Director)	Executive	NIL	NIL	NIL
Sh. Neeraj Kumar (Group CEO & Whole-time Director)	Executive	NIL	NIL	NIL

Smt. Savitri Devi Jindal, Sh. Prithvi Raj Jindal, Sh. Indresh Batra and Ms. Sminu Jindal are related to each other in terms of definition of "relative" given under the Companies Act, 1956. None of the other Directors is related to each other.

* Resign w.e.f 28th October,2013

* * Since Resigned w.e.f 17th May 2014

(ii) BOARD MEETINGS AND ATTENDANCE RECORD OF EACH DIRECTOR

The Board of Directors met 4 times during the year ended 31st March, 2014. These meetings of the Board of Directors were held on 27.05.2013, 06.08.2013, 30.10.2013, and 30.01.2014. The attendance of each of the Directors including at last Annual General Meeting is as follows:-

Directors	No. of Board Meetings Attended	Attendance At The Last AGM
Smt Savitri Devi Jindal	-	No
Sh. Prithvi Raj Jindal	4	No
Sh. Indresh Batra	4	No
Ms Sminu Jindal	4	No
Sh. Devi Dayal	4	No
Dr. S.K. Gupta	3	No
Sh. Kuldip Bhargava	4	Yes
Dr. Raj Kamal Agarwal	4	Yes
Sh. Ravinder Nath Leekha	4	No
Sh. Girish Sharma	4	Yes
Sh. Hawa Singh Chaudhary	2	Yes
Sh. Neeraj Kumar	3	Yes

CORPORATE GOVERNANCE REPORT

(iii) DETAILS OF REMUNERATION PAID TO DIRECTORS

(a) REMUNERATION PAID TO NON-EXECUTIVE DIRECTORS

During the year under review the Non-Executive Directors were paid the sitting fee and commission as follows:-

Name of Director	Sitting Fee (₹)	Commission (₹)
Sh. Prithvi Raj Jindal	80,000	Nil
Sh. Devi Dayal	1,60,000	1,00,000
Dr. S. K. Gupta	1,20,000	5,00,000
Sh. Kuldip Bhargava	2,00,000	1,50,000
Dr. Raj Kamal Agarwal	3,40,000	1,00,000
Sh. Ravinder Nath Leekha	2,00,000	1,00,000
Sh. Girish Sharma	3,20,000	1,00,000

* The fixed commission on annual basis is paid to all Independent Directors as follows:

1. Lead Independent Director : ₹ 5,00,000/-
2. Chairman of Audit committee : ₹ 1,50,000/-
3. Remaining Directors : ₹ 1,00,000/- each

(b) Shareholding of Non-Executive Directors in the Company as on 31st March, 2014 is as follows:

Name of Director	No. of equity shares of ₹ 2/- each
Sh. Prithvi Raj Jindal	98,700
Sh. Kuldip Bhargava	8,000

(c) REMUNERATION PAID TO EXECUTIVE DIRECTORS

The remuneration paid to the Executive Directors during the year under review is as under:-

Name of Director	Position	Salary (₹)	Commission* (₹)	Perquisite (₹)	Bonus (₹)
Sh. Indresh Batra	Managing Director	1,31,20,000	90,00,000	39,600	18,00,000
Ms. Sminu Jindal	Managing Director	1,09,75,000	90,00,000	62,13,998	18,00,000
Sh. Neeraj Kumar	Group CEO & Whole-Time Director	204,86,970	-	7,46,183	12,60,000
Sh. Hawa Singh Chaudhary	Whole-time Director	36,50,533	-	2,98,423	1,20,027

The terms of appointment of Managing Directors and

Group CEO & Whole-time Director are on contractual basis for a period of 5 years from the date of appointment. Terms of appointment of Whole Time Director are contractual for a period of 2 years from the date of appointment. The Company has not issued any stock option.

* @ 1% on the net profits of the Company computed in the manner laid down under section 349 of the Companies Act, 1956, subject to a maximum of an amount equivalent to one year basic salary.

(3) AUDIT COMMITTEE

(i) TERMS OF REFERENCE

The role and terms of Audit Committee covers the area of Clause 49 of the listing agreement with stock exchanges and section 292A of the Companies Act, 1956 besides other terms as may be referred to by the Board of Directors of the Company. The minutes of the Audit Committee are taken note by the Board of Directors.

(ii) COMPOSITION & MEETINGS

The Committee met 4 times during the year on 27.05.2013, 06.08.2013, 31.10.2013, and 30.01.2014. The attendance of the members in the meetings is as follows: -

Name of Member	Status	No. of Meetings Attended
Sh. Kuldip Bhargava	Chairman	4
Sh. Neeraj Kumar	Member	2
Sh. Devi Dayal	Member	4
Sh. S. K. Gupta	Member	3
Dr. Raj Kamal Agarwal	Member	4
Sh. Ravinder Nath Leekha	Member	4
Sh. Girish Sharma	Member	3

Sh. Sunil K Jain, Company Secretary, is the Secretary of the Committee. Head of Finance & Accounts Department, Statutory Auditors, Cost Auditors and Internal Auditors attend the meetings of the Audit Committee. The Audit Committee deals with the various aspects of financial statements including quarterly, half yearly and annual results, adequacy of internal controls & internal audit functions, compliance with accounting standards and Company's financial & risk management policies, etc. It reports to the Board of Directors about its findings & recommendations pertaining to above matters.

(4) REMUNERATION COMMITTEE

The Company has constituted a Remuneration Committee consisting of following Directors :-

- (i) Sh. Kuldip Bhargava - Chairman
- (ii) Sh. Ravinder Nath Leekha - Member
- (iii) Dr. Raj Kamal Agarwal - Member

The terms of reference of the Committee are as follows :-

- (i) To determine on behalf of the Board and on behalf of the Shareholders, the Company's policy on specific

CORPORATE GOVERNANCE REPORT

remuneration packages for Executive Directors including pension rights and any compensation payment.

- (ii) To approve the payment of remuneration to Managerial Personnel as per the Policy laid down by the Committee.

The Committee met two times on 31.5.2013 and 6.8.2013 and all Members attended the above meetings.

(5) SHAREHOLDERS/ INVESTORS GRIEVANCE COMMITTEE

(i) TERMS OF REFERENCE

To look at redressing of shareholders/investors complaints like transfer of shares, non-receipt of dividend warrants, allotment of securities/ shares on conversion of warrants/ bonds, etc.

(ii) COMPOSITION

The composition of Shareholders/Investor Grievance Committee is as under :-

Name of Member	Status
Sh. Prithvi Raj Jindal	Chairman
Ms. Sminu Jindal	Member
Dr. Raj Kamal Agarwal	Member
Sh. Girish Sharma	Member
Sh. Neeraj Kumar	Member

Mr. Sunil Jain, Company Secretary, is the compliance officer of the Company.

This Committee met 7 times during the year ended 31st March, 2014 on 14.05.2013, 03.07.2013, 06.09.2013, 06.11.2013, 12.12.2013, 20.02.2014 and 25.03.2014.

(iii) SHAREHOLDERS' COMPLAINT / TRANSFER OF SHARES

The details of shareholders' / investors' complaints received / disposed off during the year under review are as follows :-

NO. OF SHAREHOLDERS' COMPLAINTS RECEIVED DURING THE YEAR	NO. OF COMPLAINTS RESOLVED	NO. OF PENDING COMPLAINTS
10	10	NIL

(6) GENERAL BODY MEETINGS

- (i) The details of annual general meetings held in last three years at the Regd. Office at A-1, UPSIDC Industrial Area, Nandgoan Road, Kosi Kalan-281403, Distt. Mathura, U.P. and that of the special resolution(s) passed are as under: -

AGM	DAY	DATE	TIME	No. & subject matter of special resolutions
26th	Friday	30.09.2011	1.00 p.m.	1*
27th	Saturday	27.09.2012	1.30 p.m.	1*
28th	Saturday	28.09.2013	1.30 p.m.	0

*Under Section 81(1A) of the Companies Act, 1956.

- (ii) No special resolution passed last year through postal ballot. At the ensuing annual general meeting, there is no resolution proposed to be passed through postal ballot.

(7) DISCLOSURES

- (i) There were no materially significant related party transactions, i.e., transactions of the Company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large. Transactions with the related parties have been disclosed in schedule No. 43 to the Accounts in the Annual Report.
- (ii) No penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years. There were no instances of non-compliance by the Company.
- (iii) Though the Company has not adopted formal Whistle Blower Policy, the employees of the Company have access to the Sr. Management for any counseling or consultation and no personnel have been denied access to the Audit Committee.
- (iv) The Company has complied with the mandatory requirement of clause 49 of the listing agreement. The Company has not entirely adopted non-mandatory requirement of the said clause during the year under review.

(8) MEANS OF COMMUNICATION

- (i) Quarterly Results : The quarterly results of the Company are submitted to the Stock Exchanges as well as published in the newspapers as per the requirement of clause 41 of the listing agreement. These results are also posted on website of the Company.
- (ii) Newspaper wherein results normally published

English:	Business Standard Financial Express
Hindi:	Amar Ujala Desh Ratna
- (iii) Any website, where displayed

The results are displayed on the website of the Company, i.e., www.jindalsaw.com

- (iv) Whether it also displays official news releases

No

- (v) The presentation made to institutional investors or to the analyst

Nil

CORPORATE GOVERNANCE REPORT

(vi) **NSE Electronic Application Processing System (NEAPS):** NEAPS is a web based application designed by NSE for corporates. The Shareholding Pattern and Corporate Governance Report are also filed electronically on NEAPS, Notice of Board meeting & Annual Results.

(vii) **Corporate Filing and Dissemination System (CFDS):**

All disclosures and communications to BSE and NSE are filed electronically through the CFDS portal and hard copies of the said disclosures and correspondence are also filed with the Stock Exchanges.

(viii) **SEBI Complaints Redressal System (SCORES)**

The investor complaints are processed in a centralized web based complaints redress system. The salient features of this system are:

Centralised Data Base of all complaints, online upload of Action Taken Report (ATRs) by the concerned companies and online viewing by investors of action taken on the complaint and its current status.

(9) GENERAL SHAREHOLDER INFORMATION

(i) **Annual General Meeting (AGM)**

Day & Date	: Wednesday, 10th September, 2014
Time	: 1.30 P.M.
Venue	: A-1, UPSIDC Indl. Area, Nandgaon Road, Kosi Kalan, Distt. Mathura – 281 403

(ii) **Financial year (1st April, 2014 to 31st March, 2015)**

(a) First quarterly results	: On or Before 14th of August, 2014
(b) Second quarterly results	: On or Before 14th of November, 2014
(c) Third quarterly results	: On or Before 14th of February, 2015
(d) Audited yearly results for the year ending 31st March, 2015	: On or Before 30th May, 2015
(e) Annual General Meeting for the year 31st March, 2015	: On or Before 30th September, 2015

(iii) **Date of Book Closure :**

9th September, 2014 to 10th September 2014 - (Both days inclusive)

(iv) **Dividend Payment Date :**

Dividend on equity shares when sanctioned will be made payable on or after the 15th September 2014 to those shareholders whose names stand on the Company's Register of Members on 8th September, 2014 to whom dividend warrants will be posted. In respect of shares held in electronic form, the dividend will be paid on the basis of beneficial ownership as per details furnished by the depositories at the end of business hours on 8th September, 2014.

(v) **Listing on Stock Exchanges :**

The Equity Shares of the Company are listed on the following Stock Exchanges: -

- Bombay Stock Exchange Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001
- The National Stock Exchange of India Ltd., Exchange Plaza, Bandra-Kurla Complex, Bandra (E) Mumbai – 400 051 and up to date listing fees have been paid to the Stock Exchanges.

(vi) (a) **Stock Code :**

Bombay Stock Exchange Limited (BSE)	National Stock Exchange of India Ltd. (NSE)		
Equity Code Scrip Code 500378	Equity Scrip Code JINDALSAW	Debenture* 1. JSAW15 2. JSAW16 3. JSAW17 4. JSAW18 5. JSAW19 6. JSAW20 7. JSAW21 8. JSAW21A	ISIN NO INE324A07054 INE324A07062 INE324A07070 INE324A07088 INE324A07096 INE324A07104 INE324A07112 INE324A07120

*Debentures are listed in WDM segment of the NSE.

CORPORATE GOVERNANCE REPORT

(b) ISIN: Equity Share - INE324A01024

(vii) **Debenture Trustees:** Axis Trustees Services Limited
Axis Trustee Services Ltd, 2nd Floor - E, Axis House, Bombay Dyeing Mill Compound,
Panduranga Budhkar Marg, Worli, Mumbai - 400 025

(viii) **Market Price Data :** High, Low during each month in last financial year :

The details of monthly highest and lowest quotations of the equity shares of the Company at Bombay Stock Exchange Ltd. and National Stock Exchange of India Limited during the year from 1st April, 2013 to 31st March, 2014 are as under :-

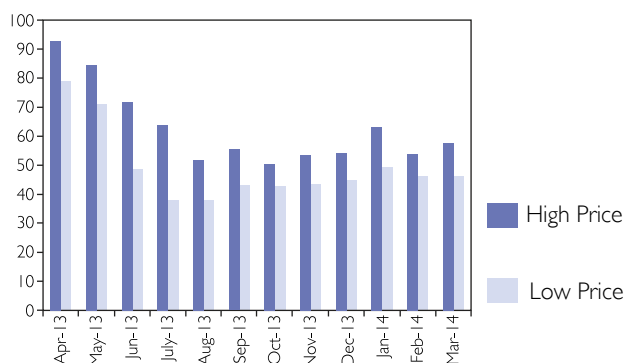
Month	NATIONAL STOCK EXCHANGE		BOMBAY STOCK EXCHANGE	
	Highest Rate(₹)	Lowest Rate(₹)	Highest Rate(₹)	Lowest Rate(₹)
Apr-13	92.85	78.90	92.90	78.85
May-13	84.80	70.95	84.50	71.05
Jun-13	71.80	48.50	71.75	48.70
Jul-13	63.90	38.00	63.75	37.90
Aug-13	51.90	37.55	51.85	38.00
Sep-13	55.40	43.10	55.45	43.30
Oct-13	50.35	42.15	50.35	42.70
Nov-13	53.25	43.55	53.50	43.50
Dec-13	54.10	45.10	54.15	45.00
Jan-14	63.45	49.25	63.30	49.25
Feb-14	53.80	46.70	53.90	46.26
Mar-14	57.70	46.05	57.60	46.30

(ix) **Performance in comparison to broad based indices :**

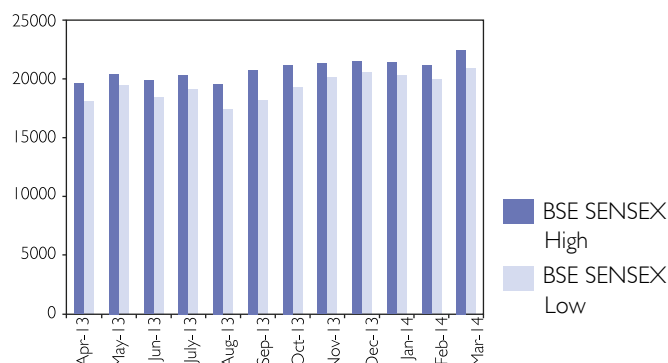
MARKET PRICE DATA

Month	BOMBAY STOCK EXCHANGE		BSE SENSEX	
	Highest Rate(₹)	Lowest Rate(₹)	High	Low
Apr-13	92.90	78.85	19622.68	18144.22
May-13	84.50	71.05	20443.62	19451.26
Jun-13	71.75	48.70	19860.19	18467.16
Jul-13	63.75	37.90	20351.06	19126.82
Aug-13	51.85	38.00	19569.20	17448.71
Sep-13	55.45	43.30	20739.69	18166.17
Oct-13	50.35	42.70	21205.44	19264.72
Nov-13	53.50	43.50	21321.53	20137.67
Dec-13	54.15	45.00	21483.74	20568.70
Jan-14	63.30	49.25	21409.66	20343.78
Feb-14	53.90	46.26	21140.51	19963.12
Mar-14	57.60	46.30	22467.21	20920.98

BSE PRICE



BSE SENSEX



CORPORATE GOVERNANCE REPORT

x) Registrar and Transfer Agents :

RCMC Share Registry (P) Ltd. B-25/I, 1st Floor, Okhla Industrial Area, Phase-II, New Delhi- 110020
Phone: - 011-26387320/21, e-mail: - setshares@rcmcdelhi.com.

The Share Transfer Requests as well as other correspondence relating to shares of the Company are also accepted at our office at Jindal Centre, 12, Bhikaiji Cama Place, New Delhi - 110 066.

(xi) Share Transfer System :

Share transfers are registered and returned within a period of 15 days from the date of receipt, if the documents are clear in all respects. The Committee of Directors meets regularly to approve the transfer of shares and to oversee other issues relating to shareholders.

(xii) Distribution of Shareholding and Shareholding Pattern :

(a) The shareholding distribution of equity shares as on 31st March, 2014 is given below :-

Distribution of Holdings

Shareholding of value of Rs.	Shareholders		Share holdings		
	Number	% to total	Share	Amount	% to total
UP TO 5000	35742	95.25	11845112	23690224.00	4.29
5001 TO 10000	947	2.52	3590471	7180942.00	1.30
10001 TO 20000	432	1.15	3274960	6549920.00	1.19
20001 TO 30000	109	0.29	1397005	2794010.00	0.51
30001 TO 40000	55	0.15	975282	1950564.00	0.35
40001 TO 50000	38	0.10	870994	1741988.00	0.32
50001 TO 100000	79	0.21	2763208	5526416.00	1.00
100001 and Above	123	0.33	251506489	503012978.00	91.04
** G Total	35539	100.00	276223521	552447042.00	100.00

(b) Shareholding Pattern as on 31st March, 2014:

Category	No. of Shares	% of Holding
Promoters	127822105	46.27
NRI	1200239	0.43
FIs	47633015	17.24
Corporate Bodies	44084505	15.97
FI/Bank/Mf/ UTI	32585585	11.79
Public	22898072	8.30
Total	276223521	100.00

Dematerialization of shares and liquidity:

Number of shares in physical and demat form as on 31st March, 2014 are as follows:

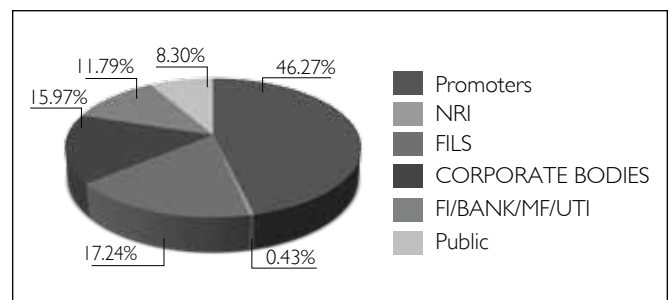
	No. of shares	Percentage
In Physical Form	34613880	12.53
In Demat Form	241609641	87.47
Total	276223521	100.00

(xiii) Outstanding GDRs/ ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity :

There are no outstanding options on un-issued share capital.

(xiv) Plant Locations :

The Plants of the Company are located at Kosi Kalan (Mathura, U.P.), Sinar (Nashik, Maharashtra), Mundra (Kutch, Gujarat), Bhilwara (Rajasthan) & Bellary (Karnataka).



(xiv) Address for correspondence:

Jindal Saw Ltd.
Jindal Centre, 12, Bhikaiji Cama Place,
New Delhi - 110 066

Telephone no. : 011-26188360-74
Fax no. : 011-26170691
E-mail : investors@jindalsaw.com

DECLARATION FOR CODE OF CONDUCT

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, the Board Members and Sr. Management Personnel have affirmed compliance of Code of Conduct as adopted by the Board for the year ended 31st March, 2014.

Place : New Delhi
Dated : 17th May, 2014

Neeraj Kumar
Group CEO &
Whole-time Director

AUDITORS' REPORT

To

The Members of

JINDAL SAW LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of JINDAL SAW LIMITED ('the Company') which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

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

Report on Other Legal and Regulatory Requirements

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

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

N.C. Aggarwal
 Partner

Place: New Delhi
 Dated: 17th May, 2014

M.No. 005951

AUDITORS' REPORT

ANNEXURE TO INDEPENDENT AUDITORS' REPORT (REFERRED TO IN PARAGRAPH (I) UNDER THE HEADING OF "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT OF EVEN DATE FOR THE YEAR ENDED 31st MARCH, 2014)

1.
 - a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - b) A major portion of the fixed assets has been physically verified by the Management in accordance with a phased programme of verification adopted by the Company. In our opinion, the frequency of verification is reasonable having regard to the size of the Company and the nature of its assets. To the best of our knowledge, no material discrepancies have been noticed on such verification.
 - c) The Company has not disposed off substantial part of fixed assets during the year and the going concern status of the Company is not affected.
 2.
 - a) As explained to us, the management during the year has physically verified inventories at reasonable intervals and in respect of stores and spares, there is a perpetual inventory system and a substantial part of such stocks has been verified during the year. However, stocks in the possession and custody of third parties and stock in transit as at 31st March, 2014 have been verified by the Management with reference to confirmation or statement of account or correspondence of third parties or subsequent receipt of goods. In our opinion, the frequency of verification is reasonable
 - b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c) On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of inventories. The discrepancies noticed during physical verification of inventories as compared to book records were not material and the same have been properly dealt with in the books of account.
 3.
 - a)
 - (i) The Company has given interest bearing demand loans to three subsidiary companies and two other companies, covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year and year end balance in respect of the said three subsidiaries and two other Companies is ₹ 7815.26 lacs and ₹ 7219.69 lacs respectively. The Company has not given any other loan to any Company or party covered under section 301 of the Companies Act, 1956.
 - (ii) In our opinion and according to information and explanations given to us, the interest bearing demand loans with relevant terms and conditions on which loan has been given are, prima facie, not prejudicial to the interest of the Company.
 - (iii) In respect of aforesaid loan, the amount, principal as well as interest accrued thereon for one subsidiary is long term in nature (as the holding company has given the undertakings to the banks that they will not withdraw the loan and interest accrued thereon until the repayment of dues of subsidiary). The loans for other two subsidiaries, the amount are repayable on demand and hence, the question of irregularity on payment for all the three subsidiaries does not arise.
 - (iv) The aforesaid loan of subsidiaries is repayable on demand and therefore, the question of overdue amount does not arise.
 - b) As informed to us, the Company has not taken any loans, secured or unsecured from Companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956. Thus Paragraph 4 (iii) (f) & (g) of the order, is not applicable.
4. In our opinion and according to information and explanations given to us, having regard to the explanation that some of the items purchased are of special nature and suitable alternative sources do not exist for obtaining comparable quotations, there are adequate internal control system commensurate with the size of the company and the nature of its business with regard to purchases of inventories, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
5.
 - a) To the best of our knowledge and belief and according to the information and explanations given to us, we are of the opinion that the particulars of contracts or arrangements that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
 - b) In our opinion and according to the information and explanations given to us, the transactions with parties with whom transactions exceeding the value of ₹ five lacs have been entered into during the financial year are at prices, which are reasonable, having regard to the prevailing market prices at the relevant time.
6. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 with regard to the deposits accepted from the public.
7. In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.

AUDITORS' REPORT

8. We have broadly reviewed the books of account and records maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records under section 209(1) (d) of the Companies Act, 1956 in respect of the company's products and are of the opinion that, prime facie, the prescribed records have been made and maintained. We have, however, not made a detailed examination of records with a view to determine whether they are accurate or complete.
9. a) According to the information and explanations given to us, the Company is generally regular in depositing with the appropriate authorities undisputed statutory dues including Provident Fund, Employees State Insurance, Sales Tax, Income Tax, Custom duty, Investor Education & Protection fund, Excise Duty, Cess, Service Tax and Royalty. There are no arrears as at 31st March, 2014 for a period of more than six months from the date they become payable.
- b) According to the information and explanation given to us, the dues in respect of sales tax, excise, Service tax, entry tax, income tax and custom duty that have not been deposited with the appropriate authorities on account of dispute and the forum where the disputes are pending are given below:

Nature of the Dues and Name of the Statute	Year to which the amount relates	Forum where matter is pending	Amount (₹ in lacs)
Custom Duty Customs Act, 1962	2009-10	CESTAT, Mumbai	12.50
Excise Duty Central Excise Act, 1944	2004-05 to 2007-08	Commissioner (Appeal), Ahmedabad	32.21
Excise Duty Central Excise Act, 1944	2011-12	Additional Commissioner, Belgaum	22.26
Excise Duty Central Excise Act, 1944	2007-08	CESTAT, New Delhi	6.62
Excise Duty Central Excise Act, 1944	2007-08 & 2008-09	Commissioner (Appeal) Lucknow	1.81
Excise Duty Central Excise Act, 1944	2005-06	Commissioner (Appeal), Rajkot	58.97
Excise Duty Central Excise Act, 1944	2009-10	CESTAT, Mumbai	2.01
Excise Duty Central Excise Act, 1944	2007-08 to 2009-10	Commissioner (Appeal) Rajkot	25.07
Income Tax Income Tax Act 1961	2009-10	Commissioner (Appeal) New Delhi	172.78
Sales Tax Gujarat Sales Tax Act	2002-03	Hon'ble High Court of Gujarat, Ahmedabad	141.94
Entry Tax Rajasthan Entry Tax Act	2011-12 & 2012-13	Hon'ble High Court, Rajasthan	188.26

10. The Company has no accumulated losses at the end of the financial year. The Company has not incurred any cash losses during the financial year covered by our audit and in the immediately preceding financial year.

11. According to the information and explanations given to us, the Company has not defaulted in repayment of dues to the banks and debenture holders.
12. According to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Therefore, the provisions of clause 4(xii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
13. In our opinion, the Company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
14. In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Therefore, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
15. In our opinion, and according to the information and explanations given to us, the terms and conditions on which the Company has given guarantee for loans taken by others from banks, or financial institutions are not prima facie, prejudicial to the interest of the company.
16. In our opinion, and according to information and explanations given to us, the term loans have been applied for the purpose for which they were obtained, other than temporary deployment pending application.
17. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the company, in our opinion, there are no funds raised on short-term basis, which have been used for long-term investment.
18. According to the information and explanations given to us, the Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
19. On the basis of records made available to us, the Company has created necessary security and charge in respect of debentures outstanding at the end of the year.
20. The Company has not raised any money through a public issue during the year.
21. During the course of our examination of the books and records of the Company, and according to the information and explanations given to us by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

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

Place: New Delhi
Dated: 17th May, 2014

N.C. Aggarwal
Partner
M.No. 005951

FINANCIAL STATEMENTS

BALANCE SHEET AS AT 31ST MARCH, 2014

PARTICULARS	Note No.	As At 31st March, 2014 (₹ in lacs)	As At 31st March, 2013 (₹ in lacs)
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	1	5,524.58	5,524.58
(b) Reserves and Surplus	2	382,667.46	367,337.54
(2) Non-Current Liabilities			
(a) Long-Term Borrowings	3	188,518.39	148,073.85
(b) Deferred Tax Liabilities (Net)	4	22,126.59	17,476.59
(c) Other Long Term Liabilities	5	2,942.05	5.25
(d) Long Term Provisions	6	3,241.81	3,133.30
(3) Current Liabilities			
(a) Short-Term Borrowings	7	151,946.92	176,250.93
(b) Trade Payables	8	39,458.29	46,876.30
(c) Other Current Liabilities	9	49,707.22	48,497.42
(d) Short-Term Provisions	10	3,569.12	3,843.84
Total		849,702.43	817,019.60
II. ASSETS			
(1) Non Current Assets			
(a) Fixed Assets	11		
(i) Tangible Assets		352,604.65	254,783.20
(ii) Intangible Assets		1,540.55	839.94
(iii) Capital Work-In-Progress		20,365.85	101,120.46
(b) Non Current Investments	12	77,316.15	75,652.82
(c) Long Term Loans and Advances	13	27,101.67	22,891.26
(2) Current Assets			
(a) Current investments	14	1,500.00	7,000.00
(b) Inventories	15	138,672.30	147,110.52
(c) Trade Receivables	16	133,710.46	123,857.01
(d) Cash and Bank Balances	17	4,047.46	6,292.68
(e) Short Term Loans and Advances	18	92,522.86	77,277.67
(f) Other Current Assets	19	320.48	194.04
Total		849,702.43	817,019.60

Significant Accounting Policies and Notes to
Financial Statements

28-53

As per our report of even date attached

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

N. C. Aggarwal
Partner
M.No. 005951

Place : New Delhi
Dated : 17th May, 2014

Neeraj Kumar
Group CEO & Whole-time Director
DIN : 01776688

Sunil K. Jain
Company Secretary

Sminu Jindal
Managing Director
DIN : 00005317

N. K. Aggarwal
Vice President
Corp. Accounts & Taxation

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

PARTICULARS	Note No.	Year Ended 31st March, 2014 (₹ in lacs)	Year Ended 31st March, 2013 (₹ in lacs)
I. Gross Revenue from Operations	20	578,393.52	576,002.90
Less : Excise Duty		27,434.79	14,333.06
Net Revenue from Operations		550,958.73	561,669.84
II. Other Income	21	8,464.79	8,240.56
III. Total Revenue (I +II)		559,423.52	569,910.40
IV. Expenses:			
Cost of Materials Consumed	22	313,603.53	357,669.35
Purchase of Stock-in-Trade	23	447.88	2,137.93
Changes in Inventories of finished goods, work-in-progress and Stock-in-Trade	24	24,262.73	23,080.49
Employee Benefit Expenses	25	30,019.47	25,226.08
Finance Costs	26	22,619.36	15,007.79
Depreciation and Amortisation		21,275.33	15,495.19
Other Expenses	27	120,724.44	93,276.97
Total Expenses		532,952.74	531,893.80
V. Profit before exceptional and extraordinary items and tax (III - IV)		26,470.78	38,016.60
VI. Exceptional Items (Refer note no. 33)		7,391.92	11,424.20
VII. Profit before extraordinary items and tax (V - VI)		19,078.86	26,592.40
VIII. Extraordinary Items		-	-
IX. Profit before Tax (VII - VIII)		19,078.86	26,592.40
X. Tax expense:			
(1) Current Tax		4,002.00	5,250.00
(2) Deferred Tax		4,650.00	7,225.00
(3) MAT Credit Entitlement		(4,000.00)	(5,224.00)
		4,652.00	7,251.00
XI. Profit for the year after taxation (IX-X)		14,426.86	19,341.40
XII. Earning per equity share of face value of ₹ 2/- each.			
(1) Basic (₹)		6.10	6.98
(2) Diluted (₹)		6.10	6.98

Significant Accounting Policies and Notes to
Financial Statements

28-53

As per our report of even date attached

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

N. C. Aggarwal
Partner
M.No. 005951
Place : New Delhi
Dated : 17th May, 2014

Neeraj Kumar
Group CEO & Whole-time Director
DIN : 01776688

Sunil K. Jain
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Sminu Jindal
Managing Director
DIN : 00005317

N. K. Agarwal
Vice President
Corp. Accounts & Taxation

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

PARTICULARS	Year Ended 31st March, 2014 (₹ in lacs)	Year Ended 31st March, 2013 (₹ in lacs)
A. CASH INFLOW / (OUTFLOW) FROM THE OPERATING ACTIVITIES		
NET PROFIT BEFORE TAX AND EXCEPTIONAL ITEMS	26,470.78	38,016.60
Adjustments for:		
Add/(Less)		
Depreciation	21,275.33	15,495.19
Interest Paid	20,396.19	12,398.27
Loss on sale of fixed assets	61.00	24.05
Provision for Doubtful Debts Written Back	-	(523.59)
Liquidated Damages/ Bad Debts	3,468.10	386.25
Provision for doubtful debts	-	35.51
Profit on Sale of Investments	(11.56)	(14.72)
Effect of Foreign Currency Translation Reserve	(10.81)	(5.12)
Interest Received	(5,608.70)	(3,068.95)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	66,040.33	62,743.49
Adjustments for:-		
Inventories	8,438.22	33,239.73
Trade Receivables	(13,695.91)	2,010.09
Loans and advances and other assets	(3,947.04)	(5,409.21)
Trade and Other Payables	(2,681.94)	(42,130.52)
CASH GENERATED FROM OPERATIONS BEFORE EXCEPTIONAL ITEMS	54,153.66	50,453.58
Exceptional Items	(7,391.92)	(11,424.20)
Effect of Unrealised Foreign Exchange (Gain)/Loss	(4,253.25)	1,760.61
Tax Paid	(3,266.23)	(9,526.36)
NET CASH INFLOW / (OUTFLOW) FROM OPERATING ACTIVITIES	39,242.26	31,263.63
B. CASH INFLOW/(OUTFLOW)FROM INVESTMENT ACTIVITIES		
(Increase)/Decrease in Current Investment	5,511.56	(6,985.28)
(Increase)/Decrease in Investment in Subsidiaries	(1,663.33)	(5,756.28)
Capital expenditure	(39,303.15)	(86,971.83)
Sale proceeds of fixed assets	1,679.63	88.67
Loan to Subsidiaries (net of Repayments)	204.91	911.37
Inter-Corporate loans (net of Repayments)	(4,185.25)	285.49
Interest Received	5,482.26	1,749.91
NET CASH INFLOW/(OUTFLOW)FROM INVESTING ACTIVITIES	(32,273.37)	(96,677.95)
C. CASH INFLOW/(OUTFLOW) FROM FINANCING ACTIVITIES		
Dividend paid including dividend distribution tax	(3,205.63)	(3,183.20)
Interest paid	(22,157.63)	(16,124.63)
Loan from Subsidiary	300.00	-
Increase/(Decrease) in Short Term Borrowings	(20,600.05)	26,050.82
Increase/(Decrease) in Long Term Borrowings	37,207.77	49,167.90
Increase/(Decrease) in fixed deposits	(745.82)	(1,431.14)
NET CASH INFLOW/(OUTFLOW) FROM FINANCING ACTIVITIES	(9,201.36)	54,479.75
NET CHANGES IN CASH AND CASH EQUIVALENTS	(2,232.47)	(10,934.57)
Cash and cash equivalents at beginning of the year	6,292.68	17,221.58
Exchange difference on translation of Foreign Currency cash and cash equivalents	(12.75)	5.67
Cash and cash equivalents at end of the year	4,047.46	6,292.68

NOTE:

1. Increase/(decrease) in long term and short term borrowings are shown net of repayments.
2. Cash and Cash equivalent (at end of the year) includes other Bank Balance of ₹ 1,885.07 Lacs (Previous Year of ₹ 1,816.76 Lacs).
3. Previous year's figures have been regrouped wherever necessary.

As per our report of even date attached

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

N. C. Aggarwal
Partner
M.No. 005951

Place : New Delhi
Dated : 17th May, 2014

Neeraj Kumar
Group CEO & Whole-time Director
DIN : 01776688

Sunil K. Jain
Company Secretary

Sminu Jindal
Managing Director
DIN : 00005317

N. K. Agarwal
Vice President
Corp. Accounts & Taxation

NOTES TO FINANCIAL STATEMENTS

PARTICULARS	As At 31st March, 2014 (₹ in lacs)	As At 31st March, 2013 (₹ in lacs)
I. SHARE CAPITAL		
Authorised		
(i) 500,000,000 Equity Shares of ₹ 2/- each	10,000.00	10,000.00
(ii) 10,000,000 Redeemable Non Convertible Cumulative Preference shares of ₹ 100/- each	10,000.00	10,000.00
	20,000.00	20,000.00
Issued		
276,230,771 Equity Shares of ₹ 2/- each	5,524.62	5,524.62
	5,524.62	5,524.62
Subscribed and Fully Paid-Up		
276,226,771 Equity Shares of ₹ 2/- each	5,524.54	5,524.54
Add: Forfeited 4,000 Equity Shares of ₹ 2/- each (Partly paid up ₹ 1/- each)	0.04	0.04
Total Share Capital	5,524.58	5,524.58
(a) Reconciliation of the number of shares:		
Equity Shares		
Shares outstanding as at the beginning of the year	276,226,771	276,226,771
Shares outstanding as at the end of the year	276,226,771	276,226,771

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

Name of Shareholders	No. of shares	% of holding as at 31.3.2014	No. of shares	% of holding as at 31.3.2013
Nalwa Sons Investments Limited	53550000	19.39	53550000	19.39
Sigmatech Inc	30120000	10.90	30120000	10.90
Danta Enterprises Private Limited	23572150	8.53	-	-
Reliance Capital Trustee Company Limited A/c Reliance Growth Fund	15816387	5.73	15701387	5.68
Morgan Stanley Asia (Singapore) PTE	-	-	14842975	5.37
Total	123058537	44.55	114214362	41.34

- (c) Aggregate number of bonus shares issued, shares issued for consideration other than cash and bought back shares during the period of five years immediately preceding the reporting date:
- (d) 3,250 Equity Shares have been held in abeyance as a result of attachment orders by Govt. authorities, lost shares certificates and other disputes.
- (e) **Terms/Rights attached to Equity Shares**
The Company has only one class of equity shares having a par value of ₹ 2/- per equity share. Each equity shareholder is entitled to one vote per share.

NIL

NIL

NOTES TO FINANCIAL STATEMENTS

PARTICULARS	As At 31st March, 2014 (₹ in lacs)	As At 31st March, 2013 (₹ in lacs)
2. RESERVES AND SURPLUS		
a) Capital Reserve		
Balance as per last financial statements	4,528.77	2,990.71
Add: During the year -refer note no.32	1,749.96	1,538.06
Closing Balance	6,278.73	4,528.77
b) Capital Redemption Reserve		
Balance as per last financial statements	11,500.00	11,500.00
Closing Balance	11,500.00	11,500.00
c) General Reserve		
Balance as per last financial statements	269,162.65	259,162.65
Add: Transfer during the year from Surplus in Profit and Loss account	10,000.00	10,000.00
Closing Balance	279,162.65	269,162.65
d) Debenture Redemption Reserve		
Balance as per last financial statements	5,112.00	1,960.00
Add: Transfer during the year from Surplus in Profit and Loss account	3,152.00	3,152.00
Closing Balance	8,264.00	5,112.00
e) Securities Premium Account		
Balance as per last financial statements	56,821.26	56,821.26
Closing Balance	56,821.26	56,821.26
f) Revaluation Reserve		
Balance as per last financial statements	434.59	453.50
Less: Transfer during the year -Refer note no.11.d	18.91	18.91
Closing Balance	415.68	434.59
g) Surplus in Profit and Loss Account		
Balance as per last financial statements	19,778.27	16,878.81
Add: Profit after tax transferred from Statement of Profit and Loss	14,426.86	19,341.40
Add: Foreign Exchange Translation Difference	(10.81)	(5.12)
Add: Previous year Taxation Adjustment	2,414.54	(53.10)
Less: Appropriations		
- Proposed dividend on Equity Shares	2,762.27	2,762.27
- Corporate tax on above	469.45	469.45
- Transfer to General Reserve	10,000.00	10,000.00
- Transfer to Debenture Redemption Reserve	3,152.00	3,152.00
Balance in Profit and Loss Account Carried Forward	20,225.14	19,778.27
Total Reserves and Surplus	382,667.46	367,337.54

NOTES TO FINANCIAL STATEMENTS

PARTICULARS	As At 31st March, 2014 (₹ in lacs)	As At 31st March, 2013 (₹ in lacs)
3. LONG-TERM BORROWINGS		
a) Secured		
i) Non Convertible Debentures	70,000.00	70,000.00
ii) Term Loans		
- Term Loans from Banks	53,846.54	23,551.67
Secured Long Term borrowings	123,846.54	93,551.67

Non convertible Debentures include :

- 10.75% Non Convertible Debentures of ₹ 30,000 lacs (Previous Year ₹ 30,000 lacs) are secured by first pari passu charge by way of English mortgage on the Company's specific immovable properties located in the state of Gujarat and by way of equitable mortgage of Company's other immovable properties and hypothecation of movable fixed assets both present and future in favour of Debenture Trustees. The same are repayable in three equal installments of ₹ 10,000 lacs each on April 08, 2015, April 08, 2016 and April 08, 2017.
- 10.50% Non Convertible Debentures of ₹ 10,000 lacs (Previous Year ₹ 10,000 lacs) in three series are secured by first pari passu charge by way of English mortgage on the Company's specific immovable properties located in the state of Gujarat and by way of equitable mortgage of Company's other immovable properties and hypothecation of movable fixed assets both present and future in favour of Debenture Trustees. The same are repayable in three installments of ₹ 3,000 lacs (Series I), ₹ 3,000 lacs (Series II) and ₹ 4,000 lacs (Series III) on September 12, 2018, September 12, 2019 and September 12, 2020 respectively. There is a call option exercisable at the end of three years from the date of allotment (September 12, 2012) for all series of NCDs. The Call option is also available in every subsequent year for each series of NCD individually i.e. at the end of 4th, 5th, 6th and 7th year from the date of allotment upto their respective dates of maturity.
- 10.38% Non Convertible Debentures of ₹ 30,000 lacs (Previous Year ₹ 30,000 lacs) in two series are secured by first pari passu charge by way of English mortgage on the Company's specific immovable properties located in the state of Gujarat and by way of equitable mortgage of Company's other immovable properties and hypothecation of movable fixed assets both present and future in favour of Debenture Trustees. The same are repayable in single installment of ₹ 30,000 lacs on December 26, 2021. There is a put/call option for ₹ 15,000 lacs (Series I) at the end of third year (26.12.2015) and for ₹ 15,000 lacs (Series 2) at the end of Fourth year (26.12.2016) from the date of allotment i.e. December 26, 2012.

Term Loans from Banks include :

- Term Loan of ₹ 13,700 lacs (rate of interest 1.50% p.a.) (Previous Year ₹ 13,700 lacs) is secured by way of second charge on all the assets of the Company both present and future and also by way of personal guarantee of a Director. The same is repayable in three installments of ₹ 4,110 lacs, ₹ 4,110 lacs and ₹ 5,480 lacs on Jan 31, 2017, Jan 31, 2018 and Jan 31, 2019 respectively.
- Term Loan of ₹ 5,000 lacs (rate of interest 10.75% p.a.) (Previous Year ₹ 5,000 lacs) is secured by way of second charge on all the assets of the Company, both present and future and also by way of personal guarantee of a Director. The repayment is by way of a bullet payment of ₹ 5,000 lacs on May 23, 2017.
- Term Loan of USD 89,04,719.50 (₹ 5,351.72 lacs) (rate of interest 6 M Libor+400 bps p.a.) (Previous Year ₹ 4,843.21 lacs) is secured by way of second charge on all the assets of the Company both present and future and also by way of personal guarantee of a Director. The repayment is by way of a bullet payment of USD 89,04,719.50 (₹ 5,351.72 lacs) on May 23, 2017.

NOTES TO FINANCIAL STATEMENTS

PARTICULARS	As At 31st March, 2014 (₹ in lacs)	As At 31st March, 2013 (₹ in lacs)
iv) Term Loan of ₹ 29,500 lacs (rate of interest 11.25% p.a.) (Previous Year NIL) is secured/to be secured by first pari passu charge by way of equitable mortgage on Company's immovable properties and hypothecation of movable fixed assets both present and future. The repayment schedule is as under:-		
Year of Repayment	₹ in lacs	
2015-16	590.00	
2016-17	590.00	
2017-18	1,180.00	
2018-19	4,425.00	
2019-20	5,015.00	
2020-21	5,015.00	
2021-22	5,015.00	
2022-23	7,670.00	
Total outstanding balance	29,500.00	
v) Term Loan includes Vehicle Loans of ₹ 294.82 lacs (Previous Year ₹ 8.46 lacs) is secured by way of hypothecation of Vehicles, which carries rate of interest ranging from 10.50% to 12.25% p.a. The same are repayable as under:		
Year of Repayment	₹ in lacs	
2015-16	133.74	
2016-17	141.20	
2017-18	15.80	
2018-19	4.08	
Total outstanding balance	294.82	
vi) There is no default in repayment of principal and interest thereon.		
b) Unsecured		
i) External Commercial Borrowings from Banks	55,302.83	50,048.13
ii) Term Loans		
Term Loans from Banks	5,046.17	-
iii) Deferred Sales Tax Loans	2,759.27	3,550.08
iv) Deposits from Public	1,563.58	923.97
Unsecured Long Term Borrowings	64,671.85	54,522.18
Total Long Term Borrowings	188,518.39	148,073.85
I. Deferred Sales tax Loans amounting to ₹ 327.64 lacs (previous year ₹ 655.29 lacs) are guaranteed by one of the Directors. Repayment schedule of Deferred Sales Tax Loans are set out below:		
Year of Repayment	₹ in lacs	
2015-16	460.78	
2016-17	156.49	
2017-18	342.33	
2018-19	474.24	
2019-20	450.49	
2020-21	420.46	
2021-22	320.40	
2022-23	134.08	
Total outstanding balance	2,759.27	

NOTES TO FINANCIAL STATEMENTS

PARTICULARS	As At 31st March, 2014 (₹ in lacs)	As At 31st March, 2013 (₹ in lacs)
2. Deposits from public includes deposits from related parties ₹ 264.47 lacs (Previous Year ₹ 279.37 lacs).		
3. Terms of repayment of Unsecured Term Loans -		
i) External Commercial Borrowing of USD 73,018,334 (₹ 43,883.87 lacs) (Previous Year USD 73,018,334 - ₹ 39,714.16 lacs) is repayable in three installments of USD 24,096,050 (₹ 14,481.68 lacs), USD 24,096,050 (₹ 14,481.68 lacs) and USD 24,826,234 (₹ 14,920.51 lacs) on June 30, 2015, June 30, 2016 and June 30, 2017, respectively. Rate of Interest is 6 months USD LIBOR plus 2.55% p.a.		
ii) External Commercial Borrowings of USD 19,000,000 (₹ 11,418.96 lacs) (Previous Year USD 19,000,000 - ₹ 10,333.97 lacs) is repayable in three installments of USD 57,00,000 (₹ 3,425.69 lacs), USD 57,00,000 (₹ 3,425.69 lacs) and USD 76,00,000 (₹ 4,567.58 lacs) on Nov 27, 2015, Nov 27, 2016 and Nov 27, 2017, respectively. Rate of Interest is 6 months USD LIBOR plus 2.30% p.a.		
iii) Term Loan of USD 83,96,321.29 (₹ 5,046.17 lacs) (Previous Year NIL) is repayable in nine quarterly installments of USD 16,79,264.25 each (₹ 1009.23 lacs each) (including four installments of USD 16,79,264.25 each taken in current maturity) from May 10, 2014. The same is guaranteed by personal guarantee of a Promoter Director. Rate of Interest is 3 months USD LIBOR plus 6% p.a.		
4. Deposits from public are repayable between one to three years.		
5. There is no default in repayment of Principal loans and interest.		
4. DEFERRED TAX LIABILITIES (NET)		
A. LIABILITY		
Difference between book and tax depreciation	35,192.77	28,526.91
Total Deferred Tax Liabilities	35,192.77	28,526.91
B. ASSETS		
(i) Disallowance under Income Tax Act	529.42	723.17
(ii) Carried Forward losses	12,536.76	10,327.15
Total Deferred Tax Assets	13,066.18	11,050.32
Total Deferred Tax Liabilities (Net) (A-B)	22,126.59	17,476.59
5. OTHER LONG TERM LIABILITIES		
Security Deposits and Advances	2,942.05	5.25
Total Other Long Term Liabilities	2,942.05	5.25
6. LONG-TERM PROVISIONS		
Provision for Employee benefits		
Provision for Gratuity	1,313.33	1,224.32
Provision for Leave Encashment	1,928.48	1,908.98
Total Long term Provisions	3,241.81	3,133.30
7. SHORT-TERM BORROWINGS		
a) Secured		
From banks		
Working Capital borrowings	72,551.75	60,775.53
Buyers' credit	53,392.12	75,197.36
Secured Short Term Borrowings	125,943.87	135,972.89

NOTES TO FINANCIAL STATEMENTS

PARTICULARS	As At 31st March, 2014 (₹ in lacs)	As At 31st March, 2013 (₹ in lacs)
Above short term borrowings of ₹ 1,15,426.40 lacs (Previous Year ₹ 1,26,454.76 lacs) are secured by hypothecation of finished goods, raw-materials, work-in-progress, stores and spares, book debts and second pari-passu charge in respect of other movable and immovable properties of the Company and ₹ 10,517.47 lacs (Previous Year ₹ 9,518.13 lacs) is secured by second pari-passu charge on current assets of the Company.		
b) Unsecured		
From Banks		
Short Term loan	19,423.95	21,755.72
Buyers' credit	6,270.51	18,514.95
c) Loans and advances from related parties	300.00	-
- From Jindal Intellicom Limited		
d) Deposits from Public	8.59	7.37
Unsecured Short Term Borrowings	26,003.05	40,278.04
Total Short Term Borrowings	151,946.92	176,250.93
 8. TRADE PAYABLES		
Trade Payables (including acceptances)	39,410.63	46,833.05
Micro and Small Enterprises (For details of dues to micro and small enterprises -refer note no.31)	47.66	43.25
Total Trade Payables	39,458.29	46,876.30
 9. OTHER CURRENT LIABILITIES		
a) Current Maturities of Long Term debts	5,187.96	2,310.39
b) Interest Accrued but not due	2,256.64	2,269.91
c) Advance From Customers and Others	7,554.06	14,017.15
d) Unpaid Dividend	329.34	303.25
e) Unclaimed Matured Public Deposits	99.16	214.22
f) Capital Creditors	2,250.10	6,554.12
g) Other Payables		
Statutory Dues	2,193.70	1,734.77
Dues to Employees	2,456.78	2,448.01
Other liabilities	27,379.48	18,645.60
Total Other Current Liabilities	49,707.22	48,497.42
 10. SHORT TERM PROVISIONS		
a) Provision for Employee benefits		
Provision for Gratuity	129.57	113.65
Provision for Leave Encashment	207.83	498.47
	337.40	612.12
b) Other Provisions		
Proposed Dividend on Equity Shares	2,762.27	2,762.27
Corporate tax on proposed dividend	469.45	469.45
	3,231.72	3,231.72
Total Short Term Provisions	3,569.12	3,843.84

NOTES TO FINANCIAL STATEMENTS

11. FIXED ASSETS

(₹ in lacs)

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As At 01.04.2013	Additions	Sales/ Adjustment	As At 31.03.2014	Upto 31.03.2013	During the Year	On Sales/ Adjustment	Upto 31.03.2014	As At 31.03.2014	As At 31.03.2013
Tangible Assets (A):										
Free Hold Land	5,396.11	150.00	-	5,546.11	-	-	-	-	5,546.11	5,396.11
Lease Hold Land	667.53	43.19	-	710.72	132.45	7.39	-	139.84	570.88	535.08
Building	49,876.92	14,558.49	1,034.11	63,401.30	6,121.26	1,583.94	36.68	7,668.52	55,732.78	43,755.66
Plant and Equipment	287,182.32	104,354.59	715.01	390,821.90	86,098.07	18,425.51	18.27	104,505.31	286,316.59	201,084.25
Furniture and Fixtures	1,933.31	332.73	(0.17)	2,266.21	708.06	169.40	0.46	877.00	1,389.21	1,225.25
Mine Development	748.46	-	-	748.46	261.96	149.69	-	411.65	336.81	486.50
Vehicles	2,004.88	628.99	113.46	2,520.41	878.47	213.45	67.42	1,024.50	1,495.91	1,126.41
Office Equipment	1,569.12	152.90	1.13	1,720.89	395.18	109.43	0.08	504.53	1,216.36	1,173.94
Total (A)	349,378.65	120,220.89	1,863.54	467,736.00	94,595.45	20,658.81	122.91	115,131.35	352,604.65	254,783.20
Intangible Assets (B):										
Computer Software	1,088.48	168.01	-	1,256.49	454.34	233.29	-	687.63	568.86	634.14
Mining Properties (Stripping Cost)	217.19	1,169.11	-	1,386.30	11.39	403.22	-	414.61	971.69	205.80
Total (B)	1,305.67	1,337.12	-	2,642.79	465.73	636.51	-	1,102.24	1,540.55	839.94
G.TOTAL (A+B)	350,684.32	121,558.01	1,863.54	470,378.79	95,061.18	21,295.32	122.91	116,233.59	354,145.20	255,623.14
Previous Year	283,414.09	67,536.38	266.15	350,684.32	79,654.23	15,560.38	153.43	95,061.18	255,623.14	

NOTE

- Gross Block includes the following amount on account of revaluation made on 31.03.1996 of Pipe Division at Kosi Kalan at Net current residual replacement value.

Land	₹ in lacs
Freehold	7.38
Leasehold	143.59
Building	548.34
Plant & Machinery	3,916.96
- Free hold Land includes ₹ 1,950 lacs, conveyance deed for which is yet to be executed.
- Depreciation during the year includes depreciation capitalised during Pre-operative Stage amounting to ₹ 1.08 lacs (Previous year ₹ 46.28 lacs).
- Depreciation during the year includes depreciation charged to Revaluation Reserve amounting to ₹ 18.91 lacs (Previous year ₹ 18.91 lacs).

NOTES TO FINANCIAL STATEMENTS

12. NON CURRENT INVESTMENTS

PARTICULARS		As At 31st March, 2014			As At 31st March, 2013		
		No. of Shares /Certificates	Face Value (₹)	Amount (₹ in lacs)	No. of Shares /Certificates	Face Value (₹)	Amount (₹ in lacs)
A.	LONG TERM - NON TRADE (AT COST) - UNQUOTED						
	Equity Shares						
	(i) Subsidiary Companies						
	a) IUP Jindal Metals & Alloys Limited	11,300,000	10	4,531.80	11,300,000	10	4,531.80
	b) Jindal ITF Limited #	156,359,113	10	46,897.71	156,359,113	10	46,897.71
	c) Jindal Saw Holdings FZE	1,000	*	11,817.23	1,000	*	11,817.23
	d) S.V.Trading Limited	2	**	938.93	2	**	938.93
	e) Jindal Fittings Limited	12,346,172	10	1,234.62	4,606,320	10	460.63
	f) Quality Iron & Steel Limited	25,500	10	2.55	25,500	10	2.55
	g) Greenray Holdings Limited	881,748	***	1,031.95	137,700	***	258.39
	h) Ralael Holdings Limited	2,000	****	5,288.24	2,000	****	5,288.24
	i) Jindal Saw Espana S.L.	360,000	****	253.58	360,000	****	253.58
	j) Universal Tube Accessories Pvt. Limited	1,345,776	10	134.58	1,106,020	10	110.60
				72,131.19			70,559.66
	(ii) Other than Subsidiary Companies						
	Jindal Overseas Pte. Limited	153,000	*****	31.40	153,000	*****	31.40
	B.	0% Compulsorily Convertible Debentures (CCDs) of Subsidiary Company					
	Jindal ITF Limited	104	1,000,000	1,202.79	-	-	-
	C.	Government and Other Securities					
	National Saving Certificates	11	10,000	1.10	11	10,000	1.10
	D.	Share Application Money Subsidiary Companies					
	a) Jindal ITF Limited			3,797.00			5,000.00
	b) Jindal Saw Holdings FZE			22.07			22.07
c) Jindal Fittings Limited			115.43			23.42	
d) Ralael Holdings Limited			15.17			15.17	
			3,949.67			5,060.66	
			77,316.15			75,652.82	
	Total						

Aggregate value of unquoted investments

77,316.15

75,652.82

* Face Value of 1 Share @ AED 90500 each.

** Face Value of 1 Share @ US\$ 1 each and another Face Value of 1 Share @ US\$ 1950000 each.

*** Face Value of 1 Share @ 1 GBP each.

**** Face Value of 1 Share @ 1 Euro each.

***** Face Value of 1 Share @ 1 US\$ each.

76615965 Equity Shares have been pledged in favour of lenders for loans availed by the subsidiary companies. Non disposal undertaking for 79743148 Equity Shares given to Bank against credit facilities/financial assistance availed by subsidiaries.

NOTES TO FINANCIAL STATEMENTS

PARTICULARS	As At 31st March, 2014 (₹ in lacs)	As At 31st March, 2013 (₹ in lacs)
13. LONG TERM LOANS AND ADVANCES		
a) Capital Advances		
- Unsecured, considered good	7,017.21	4,325.91
b) Security Deposits		
- Unsecured, considered good	3,577.29	3,396.85
c) Loans and Advances to Related Parties		
- Unsecured, considered good	5,334.37	5,728.31
IUP Jindal Metals & Alloys Limited		
d) Other Loans and Advances *		
- Unsecured, considered good	11,172.80	9,440.19
Total Long Term Loans and Advances	27,101.67	22,891.26
* Other Loans and Advances includes :		
Inter-corporate Loans	11,172.80	9,431.37

14. CURRENT INVESTMENTS

PARTICULARS	As At 31st March, 2014		As At 31st March , 2013	
	No. of Units	Amount (₹ in lacs)	No. of Units	Amount (₹ in lacs)
SHORT TERM INVESTMENTS				
Investments in Mutual Funds - Fully paid-up (Unquoted)				
i) SBI Premier Liquid Fund- Regular Plan - Growth	74502	1,500.00	-	-
ii) Union KBC Liquid fund- Direct growth	-	-	42,591	500.00
iii) L&T Ultra Short Term Fund Direct Plan Growth	-	-	2,637,186	500.00
iv) Baroda Pioneer Liquid Fund -Plan B - Growth	-	-	37,227	500.00
v) Canara Robeco Liquid Fund - Direct Growth	-	-	35,086	500.00
vi) HDFC Liquid Fund- Direct Plan - Growth Option	-	-	2,163,837	500.00
vii) BOI AXA Liquid Fund- Super Institutional Plan- Growth	-	-	37,067	500.00
viii) Templeton India Treasury Management Acct. Direct Plan Growth	-	-	28,667	500.00
ix) Taurus liquid fund-Direct plan -super institutional Growth	-	-	79,086	1,000.00
x) India Bulls Liquid Fund - Direct Plan Growth	-	-	87,724	1,000.00
xi) Reliance Liquid Fund - Treasury Plan-Growth	-	-	52,542	1,500.00
Total		1,500.00		7,000.00
Aggregate value of unquoted investments		1,500.00		7,000.00

NOTES TO FINANCIAL STATEMENTS

PARTICULARS	As At 31st March, 2014 (₹ in lacs)	As At 31st March, 2013 (₹ in lacs)
15. INVENTORIES		
a) Raw Materials		
Raw Materials	41,052.82	52,612.78
Raw Materials In Transit	28,753.03	8,458.05
	69,805.85	61,070.83
b) Work-in-progress		
Work-in-progress	13,396.78	19,115.51
c) Finished Goods		
Finished Goods	27,421.08	43,191.02
d) Stores and Spares		
Stores and Spares	22,955.91	16,984.49
Goods In Transit-Stores Material	1,428.95	22.75
	24,384.86	17,007.24
e) Loose Tools		
Loose Tools	711.28	683.58
f) Others		
Scrap	2,952.45	6,042.34
Total Inventories	138,672.30	147,110.52
16. TRADE RECEIVABLES		
Unsecured		
Exceeding Six Months		
Considered Good	41,493.81	49,598.34
Considered Doubtful	688.95	688.95
Less: Provision for doubtful debts	(688.95)	(688.95)
Others		
Considered Good	92,216.65	74,258.67
Total Trade Receivables	133,710.46	123,857.01

NOTES TO FINANCIAL STATEMENTS

PARTICULARS	As At 31st March, 2014 (₹ in lacs)	As At 31st March, 2013 (₹ in lacs)
17. CASH AND BANK BALANCES		
a) Cash And Cash Equivalents		
Cheques In hand	210.59	1,000.00
Cash-on-hand	79.73	79.71
Balances with Banks		
On current accounts	1,852.26	3,378.37
Fixed Deposits (with original maturity of less than three months)#	19.81	17.84
b) Other Bank Balances		
On Unpaid Dividend Accounts	329.18	303.08
Fixed Deposits (with original maturity of three months or more)*#	1,555.89	1,513.68
Total Cash and Bank balances	4,047.46	6,292.68

*This includes Fixed Deposits maturing after 12 Months ₹ 1125.04 lacs (Previous year ₹ 1257.35 lacs).

#This includes ₹ 1229.18 lacs (previous year ₹ 1304.67 lacs) pledged with banks/government departments etc.

18. SHORT TERM LOANS AND ADVANCES		
a) Loans and advances to related party*		
- Unsecured, considered good	1,885.32	1,580.31
b) Loans and advances to Other party (Inter corporate loan)		
- Unsecured, considered good	2,435.04	-
c) Loans and Advances recoverable in cash or kind**		
- Unsecured, considered good	54,456.52	50,465.18
d) Other loans and advances		
- Unsecured, considered good		
Advance taxation (net of provision)#	18,520.57	12,841.80
Advances to vendors	14,451.13	11,977.59
Loans to Employees	222.59	171.44
Balances with Central Excise/Port authorities	551.69	241.35
	33,745.98	25,232.18
Total Short Term Loans and Advances	92,522.86	77,277.67
* Loans and advances to related party includes:		
S.V. Trading Limited	1,629.92	1,319.57
Ralael Holdings Limited	69.11	83.24
Hexa Tradex Limited	-	177.50
Hexa Securities & Finance Co. Limited	186.29	-
	1,885.32	1,580.31

**Includes sales tax receivables, cenvat credit receivable etc.

Advance taxation includes MAT Credit Entitlement of ₹ 15,474 lacs (Previous year ₹ 11,474 lacs).

NOTES TO FINANCIAL STATEMENTS

PARTICULARS	As At 31st March, 2014 (₹ in lacs)	As At 31st March, 2013 (₹ in lacs)
19. OTHER CURRENT ASSETS		
Interest Accrued on Fixed Deposits	320.48	194.04
Total Other Current Assets	320.48	194.04
	Year Ended 31st March, 2014 (₹ in lacs)	Year Ended 31st March, 2013 (₹ in lacs)
20. GROSS REVENUE FROM OPERATIONS		
a) Sale of products		
Finished goods	553,510.12	564,412.13
b) Sale of Services		
Job Work Charges	13,648.23	2,168.25
Construction Contracts	3,078.67	-
	16,726.90	2,168.25
c) Other Operating revenues		
Income from Sale of Carbon Credit	-	130.72
Other Income	659.84	253.47
Export/ Other government Incentives	7,496.66	9,038.33
Other Operating revenues	8,156.50	9,422.52
Total Gross Revenue from operations	578,393.52	576,002.90
21. OTHER INCOME		
a) Interest Income	5,608.70	3,068.95
b) Net Gain/(Loss) on Sale of Current Investments	11.56	14.72
c) Other Non Operating Income	2,787.68	3,406.79
d) Provision for Doubtful Debts written back	-	523.59
e) Profit on Sale of Fixed Assets	56.85	26.58
f) Bad Debts Recovered	-	1,199.93
Total Other Income	8,464.79	8,240.56
22. COST OF MATERIALS CONSUMED		
Raw Material Consumed (Refer note no.5 I A)	313,603.53	357,669.35
Total Cost of Material Consumed	313,603.53	357,669.35
23. PURCHASE OF STOCK-IN-TRADE	447.88	2,137.93

NOTES TO FINANCIAL STATEMENTS

PARTICULARS	Year Ended 31st March, 2014 (₹ in lacs)	Year Ended 31st March, 2013 (₹ in lacs)
24. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE		
Opening Stock		
- Finished Goods	43,191.02	41,216.21
- Scrap	6,042.34	2,824.98
- Work in Progress	19,115.51	47,269.13
	68,348.87	91,310.32
Closing Stock		
- Finished Goods	27,421.08	43,191.02
- Scrap	2,952.45	6,042.34
- Work in Progress	13,396.78	19,115.51
	43,770.31	68,348.87
NET (INCREASE)/DECREASE IN STOCK	24,578.56	22,961.46
Excise duty on account of increase/(decrease) on stock of finished goods	(315.83)	119.03
Total (Increase)/Decrease in Stock	24,262.73	23,080.49
25. EMPLOYEE BENEFIT EXPENSES		
a) Salary and Wages	26,699.26	22,231.89
b) Contribution to Provident and other funds	1,711.88	1,626.86
c) Workmen and Staff Welfare	1,608.33	1,367.33
Total Employee Benefit Expenses	30,019.47	25,226.08
26. FINANCE COSTS		
Interest Expense		
Interest on Fixed Deposits	224.46	345.05
Interest on Debentures	5,496.36	1,358.09
Interest on Term loans	4,444.00	1,685.63
Interest on Bank Borrowings	10,070.19	8,914.08
Bank and Finance charges	2,223.17	2,609.52
Other Interest	161.18	95.42
Total Finance Costs	22,619.36	15,007.79

NOTES TO FINANCIAL STATEMENTS

PARTICULARS	Year Ended 31st March, 2014 (₹ in lacs)	Year Ended 31st March, 2013 (₹ in lacs)
27. OTHER EXPENSES		
Manufacturing Expenses		
Stores and Spares Consumed	22,947.23	16,650.48
Power and Fuel	28,377.47	22,475.00
Other Manufacturing Expenses	17,695.80	10,059.44
Repairs to Buildings	312.45	146.21
Repairs to Plant and Machinery	1,967.31	1,226.34
Cost of construction Contracts	3,078.67	-
Administrative, Selling and Other Expenses		
Rent	345.22	298.92
Rates and Taxes	70.25	88.90
Insurance	486.07	474.23
Other Repair and Maintenance	884.35	899.15
Travelling and Conveyance	2,253.13	1,513.99
Vehicle Upkeep and Maintenance	197.51	135.44
Postage and Telephones	322.80	272.97
Legal and Professional Fees	1,068.09	790.42
Directors' Meeting Fees	14.20	11.80
Charity and Donation	130.69	159.24
Auditors' Remuneration	34.12	31.54
Cost Auditors' Remuneration	11.28	9.17
Commission on Sales	3,322.44	5,336.38
Advertisement	82.69	149.68
Forwarding Charges (net)*	22,693.64	22,175.60
Other Selling Expenses	8,041.80	7,893.09
Liquidated Damages/Bad Debts	3,468.10	386.25
Provision for doubtful debts	-	35.51
Loss on Sale/Discard of Fixed Assets	117.85	50.63
Miscellaneous Expenses	2,801.28	2,006.59
Total Other Expenses	120,724.44	93,276.97

*Net of recoveries ₹ 11,516.20 lacs (previous year ₹ 9,012.67 lacs).

NOTES TO FINANCIAL STATEMENTS

28. SIGNIFICANT ACCOUNTING POLICIES

A) BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements have been prepared under the historical cost convention, in accordance with the generally accepted accounting principles and the provisions of the Companies Act, 1956 as adopted consistently by the Company. All income and expenditure items having a material bearing on the financial statements are recognized on accrual basis, except in respect of insurance claims and Liquidated damages, where the exact quantum can not be ascertained.

B) SALES

- a) The Sales are inclusive of Excise Duty but net of Sales Tax.
- b) Revenue in respect of Service/ Works Contracts is recognized based on the Work performed and invoiced as per the terms of specific Contracts.
- c) Revenue in respect of sale of goods is recognized either on delivery or on transfer of significant risk and rewards of ownership of the goods.
- d) Incentives on exports and other Government incentives are recognised in books after due consideration of certainty of utilization/receipt of such incentives.

C) FIXED ASSETS

a) VALUATION OF FIXED ASSETS

- i) Tangible Fixed Assets are stated at cost of acquisition (net of Cenvat/ Value Added Tax credit) inclusive of all incidental expenses related thereto except Land, Building and Plant and Machinery in respect of Pipe Division, at Kosi Kalan, Mathura which have been stated at revalued amount as a result of their revaluation.
- ii) Software which is not an integral part of related hardware is classified as an intangible asset and is stated at cost.
- iii) Iron Ore Mines Development expenditure is capitalised and is depreciated over the useful life of mines or lease period whichever is less, subject to maximum of five years.
- iv) The overburden removal cost (Stripping cost) is capitalized and amortized in the ratio of Iron Ore extracted during the year to Iron Ore Reserve of each block for a planned period of five years.

b) DEPRECIATION AND AMORTISATION

- i) Depreciation on Fixed Assets is provided on Straight Line Method at the rates prescribed in Schedule XIV to the Companies Act, 1956, as amended up to date.
- ii) Depreciation on revalued fixed assets is computed on Straight Line Method at the rates prescribed in Schedule XIV to the Companies Act, 1956, as amended up to date and additional depreciation on account of revaluation is adjusted to Revaluation Reserve Account.
- iii) Leasehold assets are amortized over the lease period.
- iv) Intangible fixed assets are amortized over a period of 5 years.

c) EXPENDITURE DURING CONSTRUCTION PERIOD FOR NEW PROJECTS / EXPANSION CUM MODERNIZATION PROJECTS

Expenditures which are directly attributable to identified assets and incurred during the construction period are included under capital work-in-progress, till the completion of the project. Expenditures which are not directly attributable to an identified asset forming part of a project, including interest on borrowed funds, are carried to pre-operative expenses, till the completion of the project. On completion of the project, capital work in progress along with pre-operative expenses is carried to respective fixed assets.

d) IMPAIRMENT OF ASSETS

An asset is considered as impaired when at the date of Balance Sheet there are indications of impairment and the carrying amount of the asset, or where applicable the cash generating unit to which the asset belongs exceeds its recoverable amount (i.e. the higher of the net asset selling price and value in use). The carrying amount is reduced to the recoverable amount and the reduction is recognized as an impairment loss in the Statement of Profit and Loss. The impairment loss recognized in the prior accounting period is reversed if there has been a change in the estimate of recoverable amount. Post impairment, depreciation is provided on the revised carrying value of the impaired asset over its remaining useful life.

D) VALUATION OF INVENTORIES

Inventories are valued at the lower of cost and net realizable value except scrap, which is valued at net realizable value. The cost of inventories comprises of cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their respective present location and condition. Cost is computed on the weighted average basis.

NOTES TO FINANCIAL STATEMENTS

E) INVESTMENTS

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

F) BORROWING COSTS

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized (net of income on temporarily deployment of funds) as part of the cost of such assets and other borrowing costs are recognized as expense in the period in which these are incurred.

G) FOREIGN EXCHANGE TRANSACTIONS

Foreign currency transactions are recorded at the exchange rate prevailing at the date of transaction. Monetary foreign currency assets and liabilities are translated at the year end exchange rates. All exchange differences are dealt with in the Statement of Profit and Loss, except (i) in case of long term liability, where they relate to acquisition of fixed assets, they are adjusted to the carrying cost of such assets (ii) to the extent that they are regarded as an adjustment to the interest cost and the resultant balance for new projects, till the date of capitalization, are carried to pre-operative expenses. In case of forward foreign exchange contracts, exchange difference are dealt within the Statement of Profit and Loss over the life of the contract, except as mentioned in (ii) supra. Non monetary foreign currency items are carried at historic costs.

In the case of foreign branches, being non-integral foreign operations, revenue items are converted at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Exchange Gain arising on conversion is recognized in the exchange fluctuation reserves and in case of loss, the same is charged to the Statement of Profit and Loss.

Gain or loss on reinstatement of the forward exchange transaction or on cancellation of forward exchange contracts, if any, is reflected in the Statement of Profit and Loss or capitalized till the date of installation of such fixed asset.

The Company follows the principles of AS 30, "Financial Instruments : Recognition and Measurement" with regard to forward and option contracts, to the extent does not conflict with existing accounting standards, other authoritative pronouncements of the Company Law and other regulatory requirements.

H) CONTINGENT LIABILITIES

Contingent liabilities are not provided for in the Accounts but are separately disclosed by way of a note.

I) EMPLOYEE BENEFITS

- a) Short term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related services are rendered.
- b) Contributions to Provident Fund, a defined contribution plan are made in accordance with the statute, and are recognized as an expense in the year in which the employees have rendered service.
- c) The cost of providing leave encashment and gratuity, defined benefit plans are determined using the Projected Unit Credit Method, on the basis of actuarial valuations carried out by third party actuaries at each Balance Sheet date. Actuarial gains and losses are recognized as and when incurred.

J) GOVERNMENT GRANTS

Grants and subsidies from the Government are recognized when there is reasonable assurance that the grant/subsidy will be received and all attaching conditions will be complied with.

Government Grant of the nature of promoters' contribution are credited to capital reserve and treated as a part of shareholders funds.

K) TAXATION

- a) Current tax provision is computed for Income calculated after considering allowances and exemptions under the provisions of the applicable Income Tax Laws.
- b) Deferred tax is computed at the current rate of tax to the extent of temporary timing differences that originate in one period and are capable of reversal in one or more subsequent periods.
 Deferred tax assets is recognized only when there is virtual certainty of sufficient taxable profit in future.

NOTES TO FINANCIAL STATEMENTS

PARTICULARS	As At 31st March, 2014 (₹ in lacs)	As At 31st March, 2013 (₹ in lacs)
29. CONTINGENT LIABILITIES		
a) Guarantees issued by the Company's bankers on behalf of the Company	78,348.56	87,721.40
b) Letter of Credit Outstanding	51,142.53	24,513.21
c) Claims against the company not acknowledged as debt	81.22	81.22
d) Corporate guarantees/ undertaking issued to lenders of subsidiary companies	138,445.59	91,596.56
e) Disputed Excise duty, Custom Duty and service tax	212.68	229.27
f) Income tax demands against which company has preferred appeals	2,534.68	2,609.59
g) Disputed Sales Tax	585.41	585.41
h) Liability in respect of Corporate Guarantee/Duty Saved for availing various export based incentive schemes	4,915.03	11,479.81
30. Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advances)	22,809.66	23,102.15

31. The details of amount outstanding to the Micro, Small and Medium Enterprises is as under :

Particulars	Year Ended 31st March 2014 (₹ in lacs)	Year Ended 31st March 2013 (₹ in lacs)
Principal amount outstanding as at end of the year	47.66	43.25

There is no overdue principal amount and interest due to Micro, Small & Medium Enterprises. During the year no interest has been paid to such parties. This information has been determined to the extent such parties have been identified on the basis of information available with the company.

32. The Company's manufacturing facility at Nashik has been granted "Mega Project Status" by Government of Maharashtra and therefore is eligible for Industrial Promotion Subsidy (IPS) under Packaged Scheme of Incentive (PSI) 2007.

The purpose of the Packaged Scheme of Incentive (PSI) 2007 is for intensifying and accelerating the process of dispersal of industries to the less developed regions and promoting high tech industries in the developed areas of the state coupled with the object of generating mass employment opportunities.

Modalities of payment of IPS consists of the following:

- Electricity Duty exemption for a period of 7 years from the date of commencement of commercial production- from 10.09.2009 to 09.09.2016.
- 100% exemption from payment of Stamp duty.
- VAT and CST payable to the State Government (on sales made from Nashik plant, within a period of 7 years starting from 10th Sep 2009).

IPS will be payable so as to restrict up to 75% of the Eligible Fixed Capital investments made from 13th Sep 2007 to 10th Sep 2009. The Eligibility Certificate issued allows maximum Fixed Capital Investment of ₹ 350 crores and restricts IPS to 75% of ₹ 350 crores i.e. ₹ 262.50 crores.

In terms of the Accounting Standard (AS 12) "Accounting for Government Grants" prescribed by Companies (Accounting Standards) Amendment Rules, 2006, eligible incentive of ₹ 1,749.96 lacs (Previous Year ₹ 1,538.06 lacs) is considered to be in the nature of promoters' contribution and has been credited to Capital Reserve.

33. Due to unusual Depreciation in the value of the rupee against US Dollar and other foreign currencies during the year, the net loss on reinstatement/settlement of foreign currency monetary items other than long term foreign currency monetary items related to acquisition of depreciable assets has been considered by the Company to be exceptional in nature.

34. The Company has exercised the option in financial year 2011-12 for accounting of the exchange differences arising on long term foreign currency monetary items in line with Companies (Accounting Standard (Second Amendment) Rules, 2011 dated 29th December, 2011 relating to Accounting Standard (AS-11) notified by Central Government w.e.f. 1st April, 2011. Accordingly it has capitalized the exchange difference on long term foreign currency loans related to acquisition of depreciable assets.

NOTES TO FINANCIAL STATEMENTS

35. The Company's significant leasing arrangements are in respect of operating leases for premises-residential and offices. These leasing arrangements are cancellable. The aggregate lease rentals payables are charged as rent.
36. The Company has unquoted investments of ₹ 72,260.47 lacs (Previous Year ₹ 69,049.50 lacs) and Share Application Money of ₹ 3,949.67 lacs (Previous Year ₹ 5,037.24 lacs) in Subsidiary Companies, which have accumulated losses as per the latest available Balance Sheet and certain other unquoted investments where the fair value (amount unascertained) is lower than the cost, considering the long term strategic investments and future prospects, such diminution, in the opinion of the management, has been considered to be of temporary nature and hence no provision for the same is considered necessary.
37. An amount of ₹ 5,403.48 lacs (Previous Year ₹ 5,811.55 lacs) is outstanding from Subsidiary companies, which have accumulated losses. Having regard to the long- term involvement and future prospects, no provision is considered necessary towards these outstanding.
38. Charity and Donations includes ₹ NIL (Previous year ₹ 25 lacs paid to Bhartiya Janta Party, Gujarat State Unit) as contribution to political parties.
39. Sundry Debtors, Creditors and other advances are subject to confirmation. The effect of the same, if any, which is not likely to be material, will be adjusted at the time of confirmation.
40. (a) The company has provided sponsor's undertakings to lenders of the projects being sponsored by its wholly owned subsidiary namely Jindal ITF Limited. Major terms of the undertakings envisage investment/buy back of equity/instruments, retention of major equity in subsidiary company, supporting the projects for shortfall in debt servicing and in the eventuality of any cost overrun.
- (b) Company has given guarantees/ indemnities for its step down subsidiary Company namely Jindal Saw Italia SPA (JSI) favoring supplier/lessor for (i) Inventory purchase by JSI (ii) towards plant performance/upkeep and (iii) employees benefits; total amounting to ₹ 8,419.42 lacs (Previous Year ₹ 14,181.23 lacs).
- (c) Some of the subsidiaries of the Company have privately placed various instruments including 9.25% -Compulsorily Convertible Debentures of ₹ 20,000 lacs, 0%- Compulsorily Convertible Debentures of ₹ 8,960 lacs and Redeemable Non Convertible Debentures aggregating to ₹ 28,130 lacs all aggregating to ₹ 57,090 lacs. The subscribers of such instruments have put option to require the Company to purchase the securities at the Put Option Price within the time period as per the terms of the agreement/s which is spread over a period ending June, 2017. The estimated amount of Put option of such securities as per the terms of the agreement/s is ₹ 64,245.19 lacs as on 31st March, 2014.
41. In the opinion of the Management, the realizable value of assets other than fixed assets and long term investments, in the ordinary course of business, would not be less than the amount at which they are stated.
42. **Financial and Derivative Instruments**

Sr.No.	Particulars	As At 31st March, 2014 ₹ in lacs	As At 31st March, 2013 ₹ in lacs
a)	Nominal amounts of derivative contracts entered into by the company and outstanding as at 31st March, 2014 for hedging Currency and interest rate related risks:		
	1 Interest rate swaps	43,883.87	39,714.16
	2 Forward Contracts	43,407.60	20,667.93
b)	Foreign Currency exposures that has not been hedged by derivative instrument or otherwise are as under:		
	1 Receivables/ inflow	42,198.73	47,155.03
	2 ECB Loans/ payable for capital expenditure	55,701.69	50,409.08
	3 Other payable/ Outflow	147,785.78	177,030.85

NOTES TO FINANCIAL STATEMENTS

43. Related Party Transactions

List of Related Parties and Relationship

A) Subsidiaries

i) Direct Subsidiaries

Sr. No.	Name of the Company
1	Jindal ITF Limited
2	IUP Jindal Metal and Alloys Limited
3	S.V. Trading Limited
4	Jindal Fittings Limited
5	Quality Iron and Steel Limited
6	Ralael Holdings Limited
7	Jindal Saw Holdings FZE
8	Greenray Holdings Limited
9	Universal Tube Accessories Pvt. Limited
10	Jindal Saw Espana SL

ii) Indirect Subsidiaries (Control Exist)

Sr. No.	Name of the Company
1	Jindal Saw USA, LLC
2	Jindal Saw Middle East FZC
3	Jindal Intellicom Limited
4	JITF Water Infrastructure Limited
5	JITF Urban Infrastructure Limited
6	JITF Shipyards Limited
7	Jindal Rail Infrastructure Limited
8	JITF Waterways Limited
9	JITF Infralogistics Limited
10	JITF Water Infra (Naya Raipur) Limited
11	JITF ESIPL CETP (Sitarganj) Limited
12	Timarpur-Okhla Waste Management Co. Pvt. Limited
13	Jindal Saw Gulf LLC
14	Jindal Saw Italia S.P.A.
15	JITF Urban Infrastructure Services Limited
16	Intellicom Insurance Advisors Limited
17	Derwant Sand SARL
18	JITF Coal Logistics Limited
19	JITF Shipping and Logistics (Singapore) PTE. Limited
20	JITF Urban Waste Management (Ferozepur) Limited
21	JITF Urban Waste Management (Jalandhar) Limited
22	JITF Urban Waste Management (Bathinda) Limited
23	JITF Industrial Infrastructure Development Co. Limited

B) Joint Ventures

Sr. No.	Name of the Joint Venture
1	Jindal Saw Pipeline Solutions Limited(formerly known as Jindal Sigma Limited)
2	JWIL- SSIL JV
3	SMC-JWIL- JV

NOTES TO FINANCIAL STATEMENTS

4 JWIL- Ranhill- JV

C) Key Management Personnel

1	Ms. Sminu Jindal	Managing Director
2	Mr. Indresh Batra	Managing Director
3	Mr. Neeraj Kumar	Group CEO & Whole -time Director (w.e.f. 1st July, 2013)
4	Mr. H S Chaudhary	Whole Time Director
5	Mr. O P Sharma	Chief Operating Officer (Large Dia. Pipe- SBU)
6	Dr. Dharmendra Gupta	Director (Mines & Steel)
7	Mr. Dinesh Chandra Sinha	President & SBU Head (w.e.f 19th August 2013)
8	Mr. P. Venkatesh	VP Operations (w.e.f 27th November, 2013)
9	Mr. V S Konnur	Joint Managing Director (Seamless Business) (upto 16th September, 2013)
10	Mr. Anurag Shrivastva	President (Mundra Operations) (upto 27th November, 2013)

D) Relative of Key Management Personnel

Mr. P.R. Jindal

E) Enterprise over which Key Management Personnel having significant influence

1	Sminu Jindal Charitable Trust
2	Hexa Securities and Finance Co. Limited
3	Hexa Tradex Limited

F) Transactions

₹ in lacs

Particulars	Subsidiaries		Joint Ventures		Key Management Personnel (KMP), their relatives & Enterprises over which KMP having significant influence	
	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13
A. Transactions						
1 Sale of Fixed Assets						
Jindal Fittings Limited	-	25.50	-	-	-	-
2 Sale of Material/ Services						
JITF Water Infrastructure Limited	1,322.01	938.62	-	-	-	-
Universal Tube Accessories Pvt. Limited	31.99	-	-	-	-	-
JITF Shipyard Limited	-	3.61	-	-	-	-
Jindal Saw USA LLC	-	2,304.66	-	-	-	-
Jindal Saw Gulf LLC	3,949.46	489.48	-	-	-	-
Jindal Saw Pipeline Solutions Limited	-	-	6,030.49	2,435.99	-	-
Jindal Saw Italia S.P.A.	8,022.83	4,679.69	-	-	-	-
Jindal Saw Espana SL	2,186.09	1,245.34	-	-	-	-
Jindal Fittings Limited	3.52	-	-	-	-	-
Derwant Sand SARL	1,165.25	838.44	-	-	-	-
3 Guarantee Commission Charges						
Jindal Saw Middle East FZC	321.80	199.19	-	-	-	-
Jindal Saw Italia S.P.A.	145.53	176.68	-	-	-	-
Greenray Holdings Limited	60.10	48.23	-	-	-	-

NOTES TO FINANCIAL STATEMENTS

Particulars	₹ in lacs					
	Subsidiaries		Joint Ventures		Key Management Personnel (KMP), their relatives & Enterprises over which KMP having significant influence	
	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13
4 Purchase of Consumables/ material/ services						
Jindal Intellicom Limited	1.90	-	-	-	-	-
IUP Jindal Metal & Alloys Limited	0.98	-	-	-	-	-
Jindal Saw Italia S.P.A.	-	5.37	-	-	-	-
Jindal Saw USA LLC	-	9.38	-	-	-	-
Universal Tube Accessories Pvt. Limited	438.23	-	-	-	-	-
Jindal Saw Gulf LLC	183.27	-	-	-	-	-
5 Purchase of Capital Items						
JITF Water Infrastructure Limited	-	500.71	-	-	-	-
6 Interest Received						
S.V. Trading Limited	181.10	149.36	-	-	-	-
IUP Jindal Metal and Alloys Limited	673.39	755.99	-	-	-	-
Ralael Holdings Limited	7.68	4.71	-	-	-	-
Hexa Securities & Finance Co. Limited	-	-	-	-	12.97	11.53
Hexa Tradex Limited	-	-	-	-	3.78	19.15
7 Share Capital/ Share Application Money invested during the year						
Jindal Saw Holding FZE	-	3,299.85	-	-	-	-
Jindal Fittings Limited	866.00	390.00	-	-	-	-
Greenray Holdings Limited	773.56	-	-	-	-	-
Ralael Holdings Limited	-	7,689.98	-	-	-	-
Jindal Saw Espana SL	-	253.58	-	-	-	-
Universal Tube Accessories Pvt. Limited	23.98	110.60	-	-	-	-
8 Share Application Money Recd Back						
Ralael Holdings Limited	-	5,987.73	-	-	-	-
Jindal ITF Limited	1,203.00	-	-	-	-	-
9 Loan given during the year						
Hexa Securities & Finance Co. Limited	-	-	-	-	185.00	208.32
Hexa Tradex Limited	-	-	-	-	26.45	1,064.15
10 Advance given during the year						
JITF Shipyard Limited	2,800.00	-	-	-	-	-

NOTES TO FINANCIAL STATEMENTS

Particulars	₹ in lacs					
	Subsidiaries		Joint Ventures		Key Management Personnel (KMP), their relatives & Enterprises over which KMP having significant influence	
	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13
11 Loan Received Back during the year						
Hexa Securities & Finance Co. Limited	-	-	-	-	-	345.71
IUP Jindal Metal and Alloys Limited	1,000.00	1,000.00	-	-	-	-
S.V. Trading Limited	-	319.29	-	-	-	-
Ralael Holdings Limited	-	680.90	-	-	-	-
Hexa Tradex Limited	-	-	-	-	190.73	1,052.00
12 Loan taken during the year						
Jindal Intellicom Limited	300.00	-	-	-	-	-
Hexa Securities & Finance Co. Limited	-	-	-	-	10.38	430.00
13 Loan repaid during the year						
Hexa Securities & Finance Co. Limited	-	-	-	-	-	430.00
14 Rent Paid						
Mr.P.R. Jindal	-	-	-	-	8.40	8.40
Jindal Intellicom Limited	50.18	31.84	-	-	-	-
15 Meeting Fee Paid						
Mr.P.R. Jindal	-	-	-	-	0.80	0.80
16 Donation Paid						
Sminu Jindal Charitable Trust	-	-	-	-	75.00	75.00
17 Remuneration Paid						
Ms. Sminu Jindal	-	-	-	-	279.89	275.99
Mr. Indresh Batra	-	-	-	-	239.60	218.15
Mr. Neeraj Kumar	-	-	-	-	224.93	-
Mr. O.P.Sharma	-	-	-	-	98.21	91.40
Dr. Dharmendra Gupta	-	-	-	-	108.53	82.27
Mr. V S Konnur	-	-	-	-	54.70	92.71
Others	-	-	-	-	149.04	133.00
18 Interest Paid						
Ms. Sminu Jindal	-	-	-	-	24.88	18.17
Hexa Securities & Finance Co. Limited	-	-	-	-	-	4.11
Jindal Intellicom Limited	18.55	-	-	-	-	-

NOTES TO FINANCIAL STATEMENTS

Particulars	Subsidiaries		Joint Ventures		Key Management Personnel (KMP), their relatives & Enterprises over which KMP having significant influence	
	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13
19 Rent Received						
Mr.P.R. Jindal	-	-	-	-	12.00	8.50
Hexa Tradex Limited	-	-	-	-	0.61	0.60
Jindal Intellicom Limited	56.43	42.33	-	-	-	-
20 Expenses incurred/recovered by the Company						
JITF Water Infrastructure Limited	39.40	26.19	-	-	-	-
Jindal Fittings Limited	2.02	-	-	-	-	-
Jindal Intellicom Limited	87.20	81.93	-	-	-	-
Hexa Tradex Limited	-	-	-	-	-	6.64
21 Expenses reimbursed						
Jindal Saw USA LLC	148.13	168.36	-	-	-	-
Jindal Saw Gulf LLC	-	0.73	-	-	-	-
Jindal Intellicom Limited	70.75	67.74	-	-	-	-
22 Discount & rebate on sales						
Jindal Saw Italia S.P.A.	687.56	-	-	-	-	-
B. Outstanding Balance						
I Loans given						
Hexa Securities & Finance Co. Limited	-	-	-	-	186.29	-
S.V. Trading Limited	1,629.92	1,319.57	-	-	-	-
IUP Jindal Metal and Alloys Limited	5,334.37	5,728.31	-	-	-	-
Ralael Holdings Limited	69.11	83.24	-	-	-	-
Hexa Tradex Limited	-	-	-	-	-	177.50
2 Advances Recoverable						
JITF Water Infrastructure Limited	1,000.00	1,000.00	-	-	-	-
JITF Shipyard Limited	3,300.00	500.00	-	-	-	-
3 Investment Outstanding						
IUP Jindal Metals & Alloys Limited	4,531.80	4,531.80	-	-	-	-
Jindal ITF Limited	51,897.51	51,897.71	-	-	-	-
Jindal Saw Holding FZE	11,839.30	11,839.30	-	-	-	-
S.V. Trading Limited	938.93	938.93	-	-	-	-
Jindal Fittings Limited	1,350.05	484.05	-	-	-	-

NOTES TO FINANCIAL STATEMENTS

Particulars	₹ in lacs					
	Subsidiaries		Joint Ventures		Key Management Personnel (KMP), their relatives & Enterprises over which KMP having significant influence	
	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13
Quality Iron & Steel Limited	2.55	2.55	-	-	-	-
Greenray Holdings Limited	1,031.95	258.39	-	-	-	-
Ralael Holdings Limited	5,303.40	5,303.40	-	-	-	-
Jindal Saw Espana SL	253.58	253.58	-	-	-	-
Universal Tube Accessories Pvt. Limited	134.58	110.60	-	-	-	-
4 Receivables						
JITF Water Infrastructure Limited	3,697.48	3,707.64	-	-	-	-
Jindal Saw USA LLC	71.79	35.26	-	-	-	-
Jindal Intellicom Limited	10.24	56.46	-	-	-	-
Jindal Saw Middle East FZC	725.59	363.76	-	-	-	-
Jindal Saw Pipeline Solutions Limited	-	-	4,600.83	1,311.67	-	-
Jindal Saw Italia S.P.A.	3,092.59	2,109.75	-	-	-	-
Jindal Saw Espana SL	2,908.43	1,260.37	-	-	-	-
Jindal Fittings Limited	27.95	25.50	-	-	-	-
Jindal Saw Gulf LLC	190.46	504.07	-	-	-	-
Universal Tube Accessories Pvt. Limited	31.99	-	-	-	-	-
Derwant Sand SARL	701.62	-	-	-	-	-
Greenray Holdings Limited	113.12	-	-	-	-	-
Hexa Tradex Limited	-	-	-	-	-	7.83
5 Loans taken						
Jindal Intellicom Limited	300.00	-	-	-	-	-
6 Payables						
Jindal ITF Limited	234.66	234.61	-	-	-	-
Jindal Saw USA LLC	212.76	264.73	-	-	-	-
Jindal Intellicom Limited	47.24	34.43	-	-	-	-
IUP Jindal Metal and Alloys Limited	0.98	-	-	-	-	-
Jindal Saw Gulf LLC	92.86	-	-	-	-	-
Universal Tube Accessories Pvt. Limited	35.15	-	-	-	-	-

NOTES TO FINANCIAL STATEMENTS

	Year Ended 31st March, 2014 (₹ in lacs)	Year Ended 31st March, 2013 (₹ in lacs)
44. EMPLOYEE BENEFITS		
i) Defined Contribution Plan		
Company's contribution to Provident Fund	1,195.96	990.96
Company's contribution to ESI	2.15	2.88
Company's contribution to Superannuation Fund	3.60	7.30
ii) Defined Benefits Plan		
a) Actuarial Assumptions for Gratuity (Funded) and Leave Encashment (Unfunded)		
Attrition Rate	10.00%	10.00%
Imputed Rate of Interest	9.00%	8.00%
Future salary increase	11.00%	10.50%
Expected return on plan assets	9.00%	9.40%
Mortality rate	IALM (2006 -08) Ultimate Mortality Table	LIC (1994-96) Ultimate Mortality Table
Remaining Working Life	25.1 Years	25.8 Years
The assumption of future salary increase takes into account the inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.		
b) Reconciliation of present value of obligation Gratuity (Funded)		
Present value of obligation at the beginning of the year	3,365.38	2,703.73
Current Service Cost	494.07	454.56
Interest Cost	302.88	215.70
Actuarial (gain)/ loss	(145.91)	83.73
Benefits paid	(111.89)	(92.34)
Present value of obligation at the end of the year	3,904.53	3,365.38
Leave Encashment (Unfunded)		
Present value of obligation at the beginning of the year	2,407.45	2,388.97
Current Service Cost	368.32	516.51
Interest Cost	216.67	150.83
Actuarial (gain)/ loss	(524.25)	(451.19)
Benefits paid	(331.88)	(197.67)
Present value of obligation at the end of the year	2,136.31	2,407.45
c) Reconciliation of fair value of plan assets Gratuity (Funded)		
Fair value of plan assets at the beginning of the year	2,027.41	1,560.97
Expected return on plan assets	202.00	167.25
Actuarial gain/ (loss)	(6.15)	-
Contributions	350.26	391.53
Benefits paid	(111.89)	(92.34)
Fair value of plan assets at end of the year	2,461.63	2,027.41

NOTES TO FINANCIAL STATEMENTS

	Year Ended 31st March, 2014 (₹ in lacs)	Year Ended 31st March, 2013 (₹ in lacs)
Present value of obligation at the end of the IVP	3,904.53	3,365.38
Funded Status	(1,442.90)	(1,337.97)
Assets distributed on settlement	-	-
d) Net (Asset)/Liability recognised in the Balance Sheet as at year end		
Gratuity (Funded)		
Present value of obligation at the end of the year	3,904.53	3,365.38
Fair value of plan assets at end of the year	2,461.63	2,027.41
Net present value of unfunded obligation recognised as (asset)/liability in the Balance Sheet	1,442.90	1,337.97
Leave Encashment (Unfunded)		
Present value of obligation at the end of the year	2,136.31	2,407.45
Fair value of plan assets at end of the year	N.A.	N.A.
Net present value of unfunded obligation recognised as (asset)/liability in the Balance Sheet	2136.31*	2407.45*
* Includes short terms leave liability ₹ 207.83 lacs (Previous year ₹ 498.47 lacs)		
e) Composition of plan assets as a percentage of total plan assets		
Gratuity (Funded)		
Insurer Managed Fund	2,461.63	2,027.41
Percentage	100%	100%
f) Expenses recognised in the Statement of Profit and Loss		
Gratuity (Funded)		
Current Service Cost	494.07	454.56
Interest Cost	302.88	215.70
Expected return on plan assets	(202.00)	(167.25)
Actuarial (gain)/loss recognised in the period	(139.76)	83.73
Past Service Cost	-	-
Total expenses recognised in the Profit and Loss Account for the year	455.19	586.74
Actual return on plan assets	195.85	167.25
Leave Encashment (Unfunded)		
Current Service Cost	368.32	516.51
Interest Cost	216.67	150.83
Expected return on plan assets	-	-
Actuarial (gain)/loss recognised in the period	(524.25)	(451.19)
Past Service Cost	-	-
Total expenses recognised in the Profit and Loss Account for the year	60.74	216.15
Actual return on plan assets	-	-

NOTES TO FINANCIAL STATEMENTS

45. Segment Reporting

(i) Information about Business Segment

The company has only one business segment ' Iron & Steel Products ' as primary Segment.

(ii) Secondary Segment (Geographical Segment)

The Secondary Segment is Geographical, the Information of which is given hereunder :-

Particulars	Within India ₹ in lacs	Outside India ₹ in lacs	Total ₹ in lacs
1 Gross Revenue from Operations	400,846.52 234,420.90	177,547.00 341,582.00	578,393.52 576,002.90
Less: Excise Duty	27,434.79 14,333.06	- -	27,434.79 14,333.06
Net Revenue from Operations	373,411.73 220,087.84	177,547.00 341,582.00	550,958.73 561,669.84
2 Segment Assets	696,201.10 660,414.86	74,685.18 73,951.92	770,886.28 734,366.78
3 Capital Expenditure	39,303.15 86,971.83	- -	39,303.15 86,971.83

Note:

1 Unbold figures pertain to previous year.

2 Segment have been identified in line with AS on Segment Reporting (AS-17) taking into account the organisational structure and nature of product and differential risk and return of these segments.

46. Disclosure as per amendment to clause 32 of the Listing Agreement.

Details of Inter Corporate Loans:

Name of the Company	Amount outstanding as at 31st March,2014 ₹ in lacs	Maximum balance outstanding during the year ₹ in lacs
(a) Loans to Subsidiaries		
(i) IUP Jindal Metal & Alloys Limited	5,334.37 5,728.31	5,728.31 6,047.92
(ii) S.V. Trading Limited	1,629.92 1,319.57	1,629.92 1,375.17
(iii) Ralael Holdings Limited	69.11 83.24	83.24 729.62
(b) Loans & Advances where there is no repayment schedule:		
(i) Hexa Securities & Finance Co. Limited	186.29 -	186.29 227.39
(ii) Satellite Developers Pvt. Limited	11,172.80 9,431.37	11,522.81 9,431.37
(iii) Hexa Tradex Limited	- 177.50	187.50 505.62
(iv) Mardav Real Estate Pvt. Limited	2,334.43 -	2,373.84 -
(v) Shining Steel Pvt. Limited	100.61 -	100.61 -

Note: Unbold figures pertain to previous year.

NOTES TO FINANCIAL STATEMENTS

	Year Ended 31st March, 2014 (₹ in lacs)	Year Ended 31st March, 2013 (₹ in lacs)
47. Auditors' Remuneration		
1. Statutory Auditors		
i. Audit Fee	23.30	21.00
ii. Tax Audit Fee	3.50	3.00
iii. Certification/others	4.38	2.87
iv. Out of pocket Expenses	2.94	4.67
Total	34.12	31.54
2. Cost Auditors		
i. Audit Fee	9.00	8.00
ii. Certification/others	1.00	-
iii. Out of pocket Expenses	1.28	1.17
Total	11.28	9.17
48. Directors' Remuneration		
i. Salary including allowances etc.	496.48	261.68
ii. Commission	190.50	190.50
iii. Contribution to Provident and Other Funds	35.64	27.76
iv. Perquisites (as per Income Tax Rules)	72.98	61.88
Total	795.60	541.82
49. Capital Work in progress includes following Pre operative expenses Pending allocation.		
Raw Material consumed	10.54	-
Power and Fuel	60.65	437.97
Store and Spares consumed	7.75	46.87
Repairs to Plant and machinery	0.97	-
Salary and Wages	439.55	1,752.09
Contribution to Provident and other funds	-	39.13
Workman and Staff Welfare expenses	17.67	82.84
Legal and Professional Fee	7.90	88.74
Rent	5.78	25.26
Rates and Taxes	-	2.95
Insurance	9.56	39.07
Travelling and Conveyance	71.37	233.94
Interest and Bank Charges*	1,748.17	4,751.28
Foreign Exchange Fluctuation	2,553.59	(700.63)
Miscellaneous Expenses	277.05	479.70
Depreciation	1.08	46.28
	5,211.63	7,325.49
Add: Expenditure upto previous year	6,119.78	5,852.96
	11,331.41	13,178.45
Less: Capitalised during the year	9,620.69	7,058.67
Balance Carried Forward	1,710.72	6,119.78
* Net of Interest received NIL (Previous year ₹ 50.63 lacs)		

NOTES TO FINANCIAL STATEMENTS

	Year Ended 31st March, 2014 (₹ in lacs)	Year Ended 31st March, 2013 (₹ in lacs)	
50. Earning per share (EPS) :			
Basic and Diluted			
Profit before tax and excluding Extra ordinary Items	19,078.86	26,592.40	
Less: Tax on ordinary activities	4,652.00	7,251.00	
Less: Adjustments for tax of earlier years	(2,414.54)	53.10	
Profit attributable to Equity Shareholders - Basic (A)	16,841.40	19,288.30	
Profit attributable to Equity Shareholders - Diluted (B)	16,841.40	19,288.30	
Weighted Average No of Shares issued for Basic EPS (C)	276,226,771	276,226,771	
Weighted Average No of Shares issued for Diluted EPS (D)	276,226,771	276,226,771	
Earning per share (on face value of ₹ 2/- each)			
Basic (₹) = A/C	6.10	6.98	
Diluted (₹) = B/D	6.10	6.98	
51. OTHER ADDITIONAL INFORMATIONS			
A) DETAILS OF RAW MATERIALS CONSUMPTION / SOLD			
Steel Plates/Coils	111,201.21	192,837.20	
Steel Pipes	339.58	2,037.75	
Round Billets	64,344.58	59,662.64	
Coating Materials	17,906.10	23,904.82	
Coal/ Coke/fines	47,171.65	41,597.96	
Iron ore/fines	39,212.29	27,169.90	
Others	33,428.12	10,459.08	
Net Consumption	313,603.53	357,669.35	
TRADING GOODS PURCHASE			
Steel Plates and pipes	447.88	-	
Others	-	2,137.93	
	447.88	2,137.93	
B) DETAILS OF FINISHED GOODS STOCKS			
	Opening Stock as at 1st April, 2012 ₹ in lacs	Opening Stock as at 1st April, 2013 and Closing Stock as at 31st March, 2013 ₹ in lacs	Closing Stock as at 31st March, 2014 ₹ in lacs
Finished Goods:			
Iron & Steel Pipes	39,062.70	37,441.47	24,262.99
Pellet	-	-	300.59
Pig Iron	1,820.22	5,188.86	1,476.25
Others	333.29	560.69	1,381.25
	41,216.21	43,191.02	27,421.08

NOTES TO FINANCIAL STATEMENTS

	Year Ended 31st March, 2014 (₹ in lacs)	Year Ended 31st March, 2013 (₹ in lacs)
C) DETAILS OF SALES		
Manufactured goods		
Iron & Steel Pipes	421,366.25	521,852.07
Pellet	63,482.85	-
Steel Plates / Coils	1,611.46	602.70
Pig Iron	31,680.41	14,008.35
Scrap	35,289.04	25,454.65
Others	80.11	2,494.36
	553,510.12	564,412.13
D) C.I.F. VALUE OF IMPORTS		
Raw Materials	118,142.06	203,818.22
Stores & Spares	7,507.54	6,901.10
Capital Goods	4,030.86	30,198.94
E) BREAK UP OF THE CONSUMPTION OF RAW MATERIALS AND STORES AND SPARES INTO IMPORTED AND INDIGENOUS		
	Year Ended 31st March, 2014 % ₹ in lacs	Year Ended 31st March, 2013 % ₹ in lacs
a) Raw Materials		
Imported	40.13 125,842.95	63.33 226,527.32
Indigenous	59.87 187,760.58	36.67 131,142.04
	100.00 313,603.53	100.00 357,669.35
b) Stores and Spares		
Imported	27.08 6,213.69	27.48 4,575.04
Indigenous	72.92 16,733.54	72.52 12,075.45
	100.00 22,947.23	100.00 16,650.48
	Year Ended 31st March, 2014 (₹ in lacs)	Year Ended 31st March, 2013 (₹ in lacs)
F) EXPENDITURE IN FOREIGN CURRENCY		
Travelling	162.78	146.15
Interest & Bank Charges	5,755.83	5,199.06
Commission on Sale	3,239.60	4,742.24
Fee and subscription	52.77	250.61
Legal & Professional Fee	305.49	401.99
Sales Promotion Expenses	15.99	68.91
Forwarding Charges (net)	7,052.36	18,812.14
Reimbursement of Overseas Branch	85.77	76.39
Others	1,574.21	649.54

NOTES TO FINANCIAL STATEMENTS

	Year Ended 31st March, 2014 (₹ in lacs)	Year Ended 31st March, 2013 (₹ in lacs)
G) EARNING IN FOREIGN CURRENCY		
F.O.B. Value of Exports	165,299.75	319,868.88
Interest	248.94	154.30
Carbon Credits	-	130.72
Others	581.91	856.04
H) REMITTANCE OF FOREIGN CURRENCY ON ACCOUNT OF DIVIDEND		
a) Financial year to which dividend relates	2012-13	2011-12
b) No. of NRI shareholders	35	35
c) No. of shares held	61,725,735	61,725,735
d) Amount of dividend remitted -Net of Tax (₹ in lacs)	617.26	617.26

52. Previous year figures have been regrouped/re-arranged, wherever considered necessary.

53. Notes 1 to 52 are annexed and form integral part of Financial Statements.

As per our report of even date attached

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

N. C. Aggarwal
Partner
M.No. 005951
Place : New Delhi
Dated : 17th May, 2014

Neeraj Kumar
Group CEO & Whole-time Director
DIN : 01776688

Sunil K. Jain
Company Secretary

Sminu Jindal
Managing Director
DIN : 00005317

N. K. Agarwal
Vice President
Corp. Accounts & Taxation

Statement pursuant to exemption under Section 212(8) of The Companies Act, 1956 relating to Subsidiary Companies

S. No.	Name of the Subsidiary Company		Capital including Share Application Money	Reserve (Net of Accumulated Losses)	Total Assets	Total Liabilities (Outside)	Investment included in Total Assets (other Than in Subsidiaries)	Turnover/ Total Income	Profit / (Loss) before Taxation	Provision for Taxation	Profit / (Loss) after Taxation	Proposed Dividend
1	Jindal ITF Limited	₹ in lacs	30,623.30	17,793.68	143,514.97	95,097.99	1,400.00	3,082.70	(7,485.09)	-	(7,485.09)	NIL
2	IUP Jindal Metals & Alloys Limited	₹ in lacs	1,400.00	2,650.54	10,944.84	6,894.30	34.72	16,233.20	1,952.84	633.88	1,318.96	NIL
3	S.V. Trading Limited	₹ in lacs	1,171.95	22,346.33	25,151.89	1,633.61	-	769.91	357.10	-	357.10	NIL
		USD	1,950,001	37,182,036	41,850,202	2,718,165	-	1,344,954	623,818	-	623,818	NIL
4	Jindal Fittings Limited	₹ in lacs	2,597.87	(62.98)	8,706.64	6,171.75	-	11.38	(93.23)	(30.25)	(62.98)	NIL
5	Quality Iron and Steel Limited	₹ in lacs	5.00	(5.57)	4.27	4.84	-	-	0.09	-	0.09	NIL
6	Ralael Holdings Limited	₹ in lacs	21.28	6,665.37	22,975.31	16,288.66	-	-	(253.22)	-	(253.22)	NIL
		Euro	24,924	7,808,225	26,914,680	19,081,531	-	-	(296,643)	-	(296,643)	NIL
7	Jindal Saw Holdings FZE	₹ in lacs	14,834.16	(1,337.68)	21,727.83	8,231.35	-	49.48	(49.03)	-	(49.03)	NIL
		AED	90,649,000	(8,174,337)	132,775,002	50,300,339	-	302,355	(299,620)	-	(299,620)	NIL
8	Greenray Holdings Limited	₹ in lacs	1,755.46	(450.14)	1,665.44	360.12	-	-	(276.63)	-	(276.63)	NIL
		GBP	1,758,096	(450,819)	1,667,945	360,668	-	-	(277,042)	-	(277,042)	NIL
9	Universal Tube Accessories Private Limited	₹ in lacs	263.86	26.60	2,305.11	2,014.65	-	561.07	38.49	11.89	26.60	NIL
10	Jindal Saw Espana.S.L.	₹ in lacs	330.31	(449.84)	3,122.09	3,241.62	-	3,652.04	(404.74)	(101.18)	(303.56)	NIL
		Euro	400,000	(544,753)	3,780,844	3,925,597	-	4,422,617	(490,137)	(122,534)	(367,603)	NIL
11	Jindal Saw USA, LLC	₹ in lacs	9,014.97	8,915.32	37,851.70	19,921.41	-	32,446.42	4,193.78	240.40	3,953.38	NIL
		USD	15,000,000	14,834,192	62,981,415	33,147,223	-	53,987,571	6,978,021	400,000	6,578,021	NIL
12	Jindal Saw Italia Sp.A.	₹ in lacs	939.00	8.99	31,708.52	30,760.53	-	14,592.04	(5,773.04)	-	(5,773.04)	NIL
		Euro	1,100,000	10,536	37,145,296	36,034,760	-	17,094,002	(6,762,888)	-	(6,762,888)	NIL
13	Jindal Saw Middle East FZC	₹ in lacs	24,018.64	(2,588.50)	85,972.31	64,542.17	-	3,366.98	(1,854.89)	-	(1,854.89)	NIL
		AED	146,773,744	(15,817,863)	525,361,827	394,405,946	-	20,575,018	(11,334,892)	-	(11,334,892)	NIL
14	Derwent Sand SARL	₹ in lacs	1,705.29	(1,910.42)	7,676.92	7,882.05	-	2,042.90	(896.28)	-	(896.28)	NIL
		DZD	214,664,199	(240,486,040)	966,379,620	992,201,461	-	257,162,585	(112,825,295)	-	(112,825,295)	NIL
15	Jindal Saw Gulf (L.L.C.)	₹ in lacs	31,554.89	(5,695.55)	28,753.66	2,894.32	-	26,363.11	(5,432.88)	-	(5,432.88)	NIL
		AED	192,826,454	(34,804,515)	175,708,590	17,686,651	-	161,100,391	(33,199,369)	-	(33,199,369)	NIL
16	Jindal Intellicom Limited	₹ in lacs	1,091.00	1,674.36	3,526.41	761.05	1.50	2,914.05	409.79	127.08	282.71	NIL
17	JITF Water Infrastructure Limited	₹ in lacs	4,234.40	1,023.53	24,355.39	19,097.46	-	14,104.55	(3,369.25)	(1,085.02)	(2,284.23)	NIL
18	JITF Urban Infrastructure Services Limited	₹ in lacs	5.00	(1.28)	4.33	0.61	-	-	(0.41)	-	(0.41)	NIL
19	JITF Shipyards Limited	₹ in lacs	603.00	943.75	6,497.23	4,950.48	303.67	4.63	(157.30)	-	(157.30)	NIL
20	Jindal Rail Infrastructure Limited	₹ in lacs	3,515.29	2,373.61	22,502.64	16,613.74	1,000.00	8,473.06	(776.15)	(244.42)	(531.73)	NIL

Statement pursuant to exemption under Section 2(12)(8) of The Companies Act, 1956 relating to Subsidiary Companies

S. No.	Name of the Subsidiary Company		Capital including Share Application Money	Reserve (Net of Accumulated Losses)	Total Assets	Total Liabilities (Outside)	Investment included in Total Assets (other Than in Subsidiaries)	Turnover/ Total Income	Profit / (Loss) before Taxation	Provision for Taxation	Profit / (Loss) after Taxation	Proposed Dividend
21	JITF Waterways Limited	₹ in lacs	37,676.33	3,082.18	57,300.33	16,541.82	535.88	11,575.70	(1,845.62)	1,268.98	(3,114.60)	NIL
22	JITF Infralogistics Limited	₹ in lacs	5.00	(1.23)	4.38	0.61	-	0.06	(0.43)	-	(0.43)	NIL
23	JITF Urban Infrastructure Limited	₹ in lacs	9,531.33	8,271.78	25,501.84	7,698.73	-	30.80	(258.41)	-	(258.41)	NIL
24	JITF Coal Logistics Limited	₹ in lacs	5.00	-	5.61	0.61	-	-	-	-	-	NIL
25	Intellicom Insurance Advisors Limited	₹ in lacs	15.00	(11.64)	21.15	17.79	-	1.42	(1.63)	(0.50)	(1.13)	NIL
26	JITF Shipping & Logistics (Singapore) Pte. Limited	₹ in lacs	6,553.28	(6,370.61)	16,543.73	16,361.06	-	4,081.18	(2,981.28)	-	(2,981.28)	NIL
		USD	10,904.001	(10,600.051)	27,527.096	27,223.146	-	6,790.671	(4,960.550)	-	(4,960.550)	NIL
27	JITF Water Infra (Naya Raipur) Limited	₹ in lacs	5.00	-	3,024.45	3,019.45	-	-	-	-	-	NIL
28	JITF ESIPL CETP (Sitargani) Limited	₹ in lacs	934.39	(11.37)	1,303.69	380.67	0.25	84.03	(91.00)	-	(91.00)	NIL
29	JITF Industrial Infrastructure Development Company Limited	₹ in lacs	5.00	-	5.61	0.61	-	-	-	-	-	NIL
30	JITF Urban Waste Management (Ferozepur) Limited	₹ in lacs	2,053.88	(1,005.42)	3,992.72	2,944.26	1,324.73	475.58	(668.68)	-	(668.68)	NIL
31	JITF Urban Waste Management (Jalandhar) Limited	₹ in lacs	1,167.76	(1.22)	1,729.31	562.77	1,020.20	-	(0.47)	-	(0.47)	NIL
32	JITF Urban Waste Management (Bathinda) Limited	₹ in lacs	1,068.77	(1,033.36)	2,868.02	2,832.61	306.09	531.15	(648.43)	-	(648.43)	NIL
33	Timarpur- Okhla Waste Management Company Private Limited	₹ in lacs	13,818.17	2,534.81	30,852.27	14,499.29	-	4,125.30	(803.00)	-	(803.00)	NIL

Note:

1. Exchange Rates as on 31.03.2014- 1 US \$ = 60.0098
 2. Exchange Rates as on 31.03.2014- 1 GBP = 99.8498
 3. Exchange Rates as on 31.03.2014- 1 AED = 16.3644
 4. Exchange Rates as on 31.03.2014- 1 Euro = 82.5765
 5. Exchange Rates as on 31.12.2013- 1 DZD = 0.7944
 6. Exchange Rates as on 31.12.2013- 1 Euro = 85.3635
- (Rate of exchange on closing day of financial year of subsidiaries)
7. Figures in brackets represents losses.

CONSOLIDATED FINANCIAL STATEMENTS

AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

AUDITORS' REPORT TO THE BOARD OF DIRECTORS OF JINDAL SAW LIMITED ON THE CONSOLIDATED FINANCIAL STATEMENTS OF JINDAL SAW LIMITED, ITS SUBSIDIARIES AND JOINTLY CONTROLLED ENTITIES.

Report on the Consolidated Financial Statements

We have audited the accompanying Consolidated Financial Statements of Jindal SAW Limited ('the Company'), its subsidiaries and its jointly controlled entities (Collectively referred as the 'Jindal SAW Group') which comprise the Consolidated Balance Sheet as at March 31, 2014, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Jindal SAW Group in accordance with the accounting principles generally accepted in India including Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 (the Act) read with General Circular 15/2013 dated 13th September, 2013, issued by the Ministry of Corporate Affairs, in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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

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

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

Opinion

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

- In the case of the Consolidated Balance Sheet, of the state of affairs of the Jindal SAW Group as at March 31, 2014;
- In the case of the Consolidated Statement of Profit and Loss, of the Loss of the Jindal SAW Group for the year ended on that date; and
- In the case of the Consolidated Cash Flow Statement, of the consolidated cash flows of the Jindal SAW Group for the year ended on that date.

Other Matters

- We did not audit the financial statements of subsidiaries - Jindal Saw USA LLC, Ralael Holdings Limited, Jindal Saw Italia S.P.A., Jindal Saw Holdings FZE, Jindal Saw Middle East FZC, Jindal Saw Gulf LLC, Jindal Intellicom Limited, Intellicom Insurance Advisors Limited, whose financial statements reflect total assets as at 31st March, 2014 of ₹ 2,33,335.26 lacs, total revenues of ₹ 75,585.63 lacs and net cash outflow of ₹ 1,833.83 lacs (before adjustments on consolidation). These financial statements have been audited by other auditors of the company whose report has been furnished to us for the purpose of consolidation and our opinion, in so far as it relates to the amounts included in respect of these subsidiaries is based solely on the report of other auditors.
- We did not audit the financial statements of subsidiaries- Greenray Holdings Limited, JITF Shipping and Logistics (Singapore) Pte. Limited, Universal Tube Accessories Pvt. Limited, Derwent Sand SARL and Jindal Saw Espana SL whose unaudited financial statements reflect total assets of ₹ 31,977.14 lacs as at 31st March, 2014, total revenue of ₹ 9,545.96 lacs and net cash inflow of ₹ 100.08 lacs (before adjustment on consolidation) and one jointly controlled entity Jindal Saw Pipeline Solutions Limited, UK whose unaudited financial statements reflect the Jindal SAW Group Share of total assets of ₹ 2,040.67 lacs as at 31st March, 2014, total revenue of ₹ 1,207.52 lacs and net cash outflow of ₹ 339.19 lacs. (before adjustment on consolidation). The said financial statements, which were furnished to us by the management, were unaudited. We are unable to express an opinion on true and fair view in so far as it relates to amounts considered in the consolidated financial statement for the reason as stated above.

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

N. C. Aggarwal
Partner
M.No. 005951

Place : New Delhi
Dated : 17th May, 2014

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2014

PARTICULARS	Note No.	As At 31st March, 2014 (₹ in lacs)	As At 31st March, 2013 (₹ in lacs)
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	1	5,524.58	5,524.58
(b) Reserves and Surplus	2	351,312.75	361,223.55
(2) Minority Interest		15,783.11	19,797.60
(3) Non-Current Liabilities			
(a) Long-Term Borrowings	3	349,269.75	284,378.79
(b) Deferred Tax Liabilities (Net)	4	11,578.69	6,472.15
(c) Other Long-Term Liabilities	5	18,799.40	10,196.15
(d) Long-Term Provisions	6	3,663.10	3,448.16
(4) Current Liabilities			
(a) Short-Term Borrowings	7	228,220.58	210,242.15
(b) Trade Payables	8	67,970.20	79,308.23
(c) Other Current Liabilities	9	85,769.24	86,731.41
(d) Short-Term Provisions	10	3,689.08	3,965.14
Total		1,141,580.48	1,071,287.91
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	11	556,671.57	408,008.58
(ii) Intangible Assets	11	12,273.49	1,329.78
(iii) Capital Work-in-Progress		34,254.43	140,959.25
(iv) Intangible Assets under Development		15.83	13.39
(b) Goodwill on Consolidation		15,358.11	15,358.11
(c) Non-Current Investments	12	1,034.25	1,034.25
(d) Long-Term Loans and Advances	13	20,803.00	21,372.38
(2) Current Assets			
(a) Current Investments	14	6,425.29	14,319.76
(b) Inventories	15	191,905.73	178,587.58
(c) Trade Receivables	16	174,466.47	167,868.33
(d) Cash and Bank Balances	17	14,199.96	28,970.93
(e) Short-Term Loans and Advances	18	113,364.40	92,872.58
(f) Other Current Assets	19	807.95	592.99
Total		1,141,580.48	1,071,287.91
Significant Accounting Policies and Notes to Consolidated Financial Statements	28-53		

As per our report of even date attached

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

N. C. Aggarwal
Partner
M.No. 005951

Place : New Delhi
Dated : 17th May, 2014

Neeraj Kumar
Group CEO & Whole-time Director
DIN : 01776688

Sunil K. Jain
Company Secretary

Sminu Jindal
Managing Director
DIN : 00005317

N. K. Agarwal
Vice President
Corp. Accounts & Taxation

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

PARTICULARS	Note No.	Year Ended 31st March, 2014 (₹ in lacs)	Year Ended 31st March, 2013 (₹ in lacs)
I. Gross Revenue from Operations	20	694,804.11	692,414.38
Less : Excise Duty		29,219.37	15,941.60
Net Revenue from Operations		665,584.74	676,472.78
II. Other Income	21	9,533.55	8,279.76
III. Total Revenue (I + II)		675,118.29	684,752.54
IV. Expenses			
Cost of Materials Consumed	22	360,559.36	389,122.54
Purchase of Stock-in-Trade	23	3,550.83	6,407.46
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	24	7,825.99	30,451.52
Employee Benefit Expenses	25	52,114.68	43,264.92
Finance Costs	26	39,196.58	23,563.62
Depreciation and Amortisation		32,128.33	21,899.18
Other Expenses	27	177,525.58	146,858.49
Total Expenses		672,901.35	661,567.73
V. Profit/(Loss) before exceptional and extraordinary items and tax (III - IV)		2,216.94	23,184.81
VI. Exceptional Items (Refer note no. 33)		6,773.66	11,424.20
VII. Profit/(Loss) before extraordinary items and tax (V - VI)		(4,556.72)	11,760.61
VIII. Extraordinary Items (net of tax expense) (Refer note no. 41)		-	8,621.20
IX. Profit/(Loss) before tax (VII - VIII)		(4,556.72)	3,139.41
X. Tax expense			
(1) Current tax		4,316.82	5,775.73
(2) Deferred tax		5,106.54	4,580.71
(3) MAT Credit Entitlement		(3,957.67)	(5,224.00)
		5,465.69	5,132.44
XI. Profit/(Loss) for the year after tax and before minority interest (IX-X)		(10,022.41)	(1,993.03)
XII. Add: Minority Interest in (Profit)/Loss		1,468.19	106.36
XIII. Profit/(Loss) for the year after minority interest (XI + XII)		(8,554.22)	(1,886.67)
XIV. Earning per Equity Share before extraordinary items of face value of ₹ 2/- each.			
(1) Basic (₹)		(2.22)	2.38
(2) Diluted (₹)		(2.22)	2.38
XV. Earning per Equity Share after extraordinary items of face value of ₹ 2/- each.			
(1) Basic (₹)		(2.22)	(0.70)
(2) Diluted (₹)		(2.22)	(0.70)

Significant Accounting Policies and Notes to Consolidated Financial Statements

28-53

As per our report of even date attached

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

N. C. Aggarwal
Partner
M.No. 005951

Place : New Delhi
Dated : 17th May, 2014

Neeraj Kumar
Group CEO & Whole-time Director
DIN : 01776688

Sunil K. Jain
Company Secretary

Sminu Jindal
Managing Director
DIN : 00005317

N. K. Aggarwal
Vice President
Corp. Accounts & Taxation

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

PARTICULARS	Year Ended 31st March, 2014 (₹ in lacs)	Year Ended 31st March, 2013 (₹ in lacs)
A. CASH INFLOW/(OUTFLOW) FROM THE OPERATING ACTIVITIES		
NET PROFIT BEFORE TAX AND EXTRAORDINARY ITEMS	2,216.94	23,184.81
Adjustments for:-		
Add/(Less)		
Depreciation	32,128.33	21,899.18
Dividend Received	(3.67)	(5.25)
Interest Paid	35,823.47	20,474.70
(Profit)/Loss on sale of fixed assets	16.00	44.20
Provision for Doubtful Debts	89.00	86.03
Provision for Doubtful Debts Written Back	(11.68)	(692.66)
Liquidated Damages/ Bad Debts	4,123.08	504.33
Bad Debts Recovered	-	(1,199.93)
Profit on Sale of Investments	(144.83)	(228.06)
Liabilities no longer required written back	(1,566.46)	(131.03)
Loss on cessation of subsidiary relationship	-	(14.13)
Effect of Foreign Currency Translation Reserve	(1,023.09)	1,078.80
Interest Received	(5,172.78)	(2,285.56)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	66,474.31	62,715.43
Adjustments for:-		
Inventories	(13,318.15)	35,870.46
Trade Receivables	(11,056.89)	(14,245.32)
Loans and advances and other assets	(8,949.06)	(10,103.82)
Trade and Other Payables	(7,033.15)	(23,172.72)
CASH GENERATED FROM OPERATIONS	26,117.06	51,064.03
Exceptional Items	(6,773.66)	(11,424.20)
Effect of Unrealised Foreign Exchange (Gain)/Loss	(4,706.60)	1,827.89
Extraordinary Items (Refer note no. 41)	-	(8,621.20)
Tax Paid	(3,779.17)	(10,649.17)
NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES	10,857.63	22,197.35
B. CASH INFLOW/(OUTFLOW) FROM INVESTMENT ACTIVITIES		
(Increase)/Decrease in Non- Current Investments	-	212.63
(Increase)/Decrease in Current Investments	8,295.30	(10,862.57)
Capital expenditure	(64,251.65)	(150,382.83)
Sale proceeds of fixed assets	(6,339.51)	10,248.80
Movement of Loan & Advances	(4,185.25)	285.49
Interest Received	4,948.19	2,278.91
Dividend Received	3.67	5.25
NET CASH INFLOW/(OUTFLOW) FROM INVESTING ACTIVITIES	(61,529.25)	(148,214.32)
C. CASH INFLOW/(OUTFLOW) FROM FINANCING ACTIVITIES		
Dividend paid including Tax	(3,205.62)	(3,183.20)
Interest paid	(40,858.29)	(27,441.18)
Increase/(Decrease) in Short- Term Borrowings	21,982.39	48,329.80
Increase/(Decrease) in Long- Term Borrowings	58,740.74	109,209.38
Increase/(Decrease) in fixed deposits	(745.82)	(1,431.14)
NET CASH INFLOW/(OUTFLOW) FROM FINANCING ACTIVITIES	35,913.40	125,483.66
NET CHANGES IN CASH & CASH EQUIVALENTS	(14,758.22)	(533.31)
Cash and cash equivalents at beginning of the year	28,970.93	29,498.57
Exchange difference on translation of Foreign Currency cash and cash equivalents	(12.75)	5.67
Cash and cash equivalents at end of the year	14,199.96	28,970.93

NOTE:

1. Increase/(decrease) in long term and short term borrowings are shown net of repayments.
2. Cash and Cash equivalents (at end of the year) includes other Bank Balance of ₹ 5,332.26 lacs (Previous Year ₹ 4,843.26 lacs).
3. Previous year's figures have been regrouped wherever necessary.

As per our report of even date attached

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

N. C. Aggarwal
Partner
M.No. 005951

Place : New Delhi
Dated : 17th May, 2014

Neeraj Kumar
Group CEO & Whole-time Director
DIN : 01776688

Sunil K. Jain
Company Secretary

Sminu Jindal
Managing Director
DIN : 00005317

N. K. Agarwal
Vice President
Corp. Accounts & Taxation

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

PARTICULARS	As At 31st March, 2014 (₹ in lacs)	As At 31st March, 2013 (₹ in lacs)		
I. SHARE CAPITAL				
Authorised				
i) 50,00,00,000 Equity Shares of ₹ 2/- each	10,000.00	10,000.00		
ii) 1,00,00,000 Redeemable Non Convertible Cumulative Preference shares of ₹ 100/- each	10,000.00	10,000.00		
	20,000.00	20,000.00		
Issued				
27,62,30,771 Equity Shares of ₹ 2/- each	5,524.62	5,524.62		
	5,524.62	5,524.62		
Subscribed and Fully Paid-Up				
27,62,26,771 Equity Shares of ₹ 2/- each	5,524.54	5,524.54		
Add: Forfeited 4,000 Equity Shares of ₹ 2/- each (Partly paid up ₹ 1/- each)	0.04	0.04		
Total Share Capital	5,524.58	5,524.58		
a) Reconciliation of the number of shares:				
Equity Shares				
Shares outstanding as at the beginning of the year	276,226,771	276,226,771		
Shares outstanding as at the end of the year	276,226,771	276,226,771		
b) Details of shareholders holding more than 5% shares in the company:				
Name of Shareholders	No. of shares	% of holding as at 31.3.2014	No. of shares	% of holding as at 31.3.2013
Nalwa Sons Investments Limited	53550000	19.39	53550000	19.39
Sigmatech Inc	30120000	10.90	30120000	10.90
Danta Enterprises Private Limited	23572150	8.53	-	-
Reliance Capital Trustee Company Limited A/c Reliance Growth Fund	15816387	5.73	15701387	5.68
Morgan Stanley Asia (Singapore) PTE	-	-	14842975	5.37
Total	123058537	44.55	114214362	41.34
c) Aggregate number of bonus shares issued, shares issued for consideration other than cash and bought back shares during the period of five years immediately preceding the reporting date:	NIL		NIL	
d) 3,250 Equity Shares have been held in abeyance as a result of attachment orders by Govt. authorities, lost shares certificates and other disputes.				
e) Terms/Rights attached to Equity Shares				
The Company has only one class of equity shares having a par value of ₹ 2/- per equity share. Each equity shareholder is entitled to one vote per share.				

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

PARTICULARS	As At 31st March, 2014 (₹ in lacs)	As At 31st March, 2013 (₹ in lacs)
2. RESERVES AND SURPLUS		
a) Capital Reserve		
Balance as per last financial statements	4,528.77	2,990.71
Add: During the year (Refer note no. 31)	1,749.96	1,538.06
Closing Balance	6,278.73	4,528.77
b) Capital Redemption Reserve		
Balance as per last financial statements	11,500.00	11,500.00
Closing Balance	11,500.00	11,500.00
c) General Reserve		
Balance as per last financial statements	269,162.65	259,162.65
Add: Transfer during the year from Surplus in Profit and Loss account	10,000.00	10,000.00
Closing Balance	279,162.65	269,162.65
d) Debenture Redemption Reserve		
Balance as per last financial statements	5,112.00	1,960.00
Add: Transfer during the year from Surplus in Profit and Loss account	3,152.00	3,152.00
Closing Balance	8,264.00	5,112.00
e) Securities Premium Account		
Balance as per last financial statements	56,338.87	56,821.26
Less: Premium on Redemption of Debentures	1,229.34	482.39
Closing Balance	55,109.53	56,338.87
f) Revaluation Reserve		
Balance as per last financial statements	434.59	453.50
Less: Transfer during the year (Refer note no. 11(d))	18.91	18.91
Closing Balance	415.68	434.59
g) Foreign Currency Translation Reserve		
Balance as per last financial statements	7,949.44	6,865.52
Add: During the year	-	1,083.92
Less: Deduction/ transfer during the year	1,012.28	-
Closing Balance	6,937.16	7,949.44
h) Mark to Market Reserve		
Balance as per last financial statements	27.73	(90.44)
Add: During the year	11.20	27.73
Less: Deduction/transfer during the year	27.73	(90.44)
Closing Balance	11.20	27.73
i) Surplus in Profit and Loss Account		
Balance as per last financial statements	6,169.50	24,413.80
Add: Profit/(Loss) after tax transferred from Statement of Profit and Loss	(8,554.22)	(1,886.67)
Add: Foreign Exchange Translation Difference	(10.81)	(5.12)
Add: Previous year Taxation Adjustment	2,413.05	(48.24)
Less: Appropriations		
- Proposed dividend on Equity Shares	2,762.27	2,762.27
- Corporate tax on above	469.45	469.45
- Transfer to General Reserve	10,000.00	10,000.00
- Transfer to Debenture Redemption Reserve	3,152.00	3,152.00
- Transfer of profit/loss on cessation of Subsidiary Relationship	-	14.13
- Transferred to (Goodwill)/Capital Reserve	-	(93.58)
Balance in Profit and Loss Account Carried Forward	(16,366.20)	6,169.50
Total Reserves and Surplus	351,312.75	361,223.55

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

PARTICULARS	As At	As At
	31st March, 2014 (₹ in lacs)	31st March, 2013 (₹ in lacs)
3. LONG-TERM BORROWINGS		
a) Secured		
i) Non Convertible Debentures	98,130.00	86,000.00
ii) Term Loans		
Term Loans from Banks	135,754.69	90,813.45
Term Loans from NBFC	10,175.00	10,605.14
External Commercial Borrowings from Banks	11,578.21	12,438.02
Secured Long- Term borrowings	255,637.90	199,856.61

I. Non Convertible Debentures includes:

- i) 10.75% Non Convertible Debentures of ₹ 30,000 lacs (Previous Year ₹ 30,000 lacs) are secured by first pari passu charge by way of English mortgage on the Company's specific immovable properties located in the state of Gujarat and by way of equitable mortgage of Company's other immovable properties and hypothecation of movable fixed assets both present and future in favour of Debenture Trustees. The same are repayable in three equal installments of ₹ 10,000 lacs each on April 08, 2015, April 08, 2016 and April 08, 2017.
- ii) 10.50% Non Convertible Debentures of ₹ 10,000 lacs (Previous Year ₹ 10,000 lacs) in three series are secured by first pari passu charge by way of English mortgage on the Company's specific immovable properties located in the state of Gujarat and by way of equitable mortgage of Company's other immovable properties and hypothecation of movable fixed assets both present and future in favour of Debenture Trustees. The same are repayable in three installments of ₹ 3,000 lacs (Series I), ₹ 3,000 lacs (Series II) and ₹ 4,000 lacs (Series III) on September 12, 2018, September 12, 2019 and September 12, 2020 respectively. There is a call option exercisable at the end of three years from the date of allotment (i.e. September 12, 2012) for all series of NCDs. The Call option is also available in every subsequent year for each series of NCD individually i.e. at the end of 4th, 5th, 6th and 7th year from the date of allotment upto their respective dates of maturity.
- iii) 10.38% Non Convertible Debentures of ₹ 30,000 lacs (Previous Year ₹ 30,000 lacs) in two series are secured by first pari passu charge by way of English mortgage on the Company's specific immovable properties located in the state of Gujarat and by way of equitable mortgage of Company's other immovable properties and hypothecation of movable fixed assets both present and future in favour of Debenture Trustees. The same are repayable in single installment of ₹ 30,000 lacs on December 26, 2021. There is a put/call option for ₹ 15,000 lacs (Series 1) at the end of third year (December 26, 2015) and for ₹ 15,000 lacs (Series 2) at the end of Fourth year (December 26, 2016) from the date of allotment i.e. December 26, 2012.
- iv) 12% Non Convertible Debentures 1100 nos. of face value of ₹ 10 lacs each, amounting to ₹ 11,000 lacs in Jitf Limited (JITF Limited) are secured by hypothecation by way of subservient and continuing charge on movable fixed assets of JITF Limited and pledge of 18763093 (12%) equity shares of JITF Limited held by the Jindal SAW Limited. The same are redeemable in 3 equal installments in 3rd, 4th and 5th year from the date of allotment i.e. 23rd April, 2012 at a premium of 1.7725% p.a. compounded quarterly.
- v) 9.50% Non Convertible Debentures 500 nos. of face value of ₹ 10 lacs each, amounting to ₹ 5,000 lacs in JITF Limited are secured by hypothecation by way of subservient and continuing charge on movable assets of the Company and pledge of 24746631 (20.22%) equity shares of JITF Waterways Limited held by the JITF Limited. The same are redeemable in 3 equal installments in 3rd, 4th and 5th year from the date of allotment i.e. 13th June, 2012 at a premium of 4.2725% p.a. compounded quarterly.
- vi) 9.50% Non Convertible Debentures 613 nos. of face value of ₹ 10 lacs each, amounting to ₹ 6,130 lacs in JITF Limited are secured by hypothecation by way of subservient and continuing charge on movable assets of the Company and pledge of 30339369 (24.78%) equity shares of JITF Waterways Limited held by the JITF Limited in favour of the Debenture Trustee. The same are redeemable in 2 equal installments in 3rd and 4th year from the date of allotment i.e. 16th July, 2013 at a premium of 3.75% p.a. compounded quarterly.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

- vii) 12% Non Convertible Debentures 60 nos. of face value of ₹ 1 Crore each, amounting to ₹ 6,000 lacs in JITF Urban Infrastructure Limited (JUIL) are secured by way of first charge on pari passu basis with existing term loan lender on all the fixed assets and other movable assets of Timarpur Okhla Waste Management Co. Pvt. Limited. The debentures are also secured by the pledge of share of following companies. (i) JUIL's 21181586 equity shares of worth ₹ 60 crores of Book value. (ii) 5633817 (19%) equity shares of Timarpur Okhla Waste Management Co. Pvt. Limited (iii) Extension of Pledge of 39089779 (25%) equity shares of Jindal ITF Limited (JITF Limited) which are also pledged to the IFCL against ₹ 200 crores of CCD facility. (iv) The Loan is also guaranteed by Personal guarantee by a director of the company. The Debentures are redeemable at a premium so as to give an IRR of 15% at the time of redemption. The debentures are redeemable as Follows: FY 2015-16 to FY 2016-17 of ₹ 5 crores each year and FY 2017-18 to FY 2018-19 of ₹ 25 crores each year. The debentures also carry a shortfall obligation by Jindal SAW Limited in the event of default to service either interest or principal during the currency of debentures period.
- 2. Term Loans from Banks includes:**
- Term Loan of ₹ 13,700 lacs (rate of interest 11.50% p.a.) (Previous Year ₹ 13,700 lacs) is secured by way of second charge on all the assets of the Company, both present and future and also by way of personal guarantee of Director.
 - Term Loan of ₹ 5,000 lacs (rate of interest 10.75% p.a.) (Previous Year ₹ 5,000 lacs) is secured by way of second charge on all the assets of the Company, both present and future and also by way of personal guarantee of a Director.
 - Term Loan of USD 89,04,719.50 (₹ 5,351.72 lacs) (rate of interest 6 month Libor + 400 bps p.a.) (Previous Year USD 89,04,719.50 - ₹ 4,843.21 lacs) is secured by way of second charge on all the assets of the Company, both present and future and also by way of personal guarantee of a Director.
 - Term Loan of ₹ 29,500 lacs (rate of interest 11.25% p.a.) (Previous Year ₹ Nil) is secured/to be secured by first pari passu charge by way of equitable mortgage on Company's immovable properties and hypothecation of movable fixed assets both present and future.
 - Term Loans of ₹ 307.43 lacs (Previous Year ₹ 15.49 lacs) (rate of interest ranging from 7.50% to 12.75% p.a.) for purchase of vehicles are secured by way of hypothecation of vehicles.
 - Term Loans of ₹ 27,495.74 lacs (Previous Year ₹ 17,156.10 lacs) (rate of interest 12.50% p.a.) are secured against mortgage of Barges and hypothecation of movable fixed assets of the company.
 - Term Loans of ₹ 12,715.81 lacs (Previous Year ₹ 13,404.70 lacs) (rate of interest ranging from 12.75% to 13.75% p.a. from various banks) are secured against mortgage of vessels and pledge of 36723999 (30%) of equity shares of JITF Waterways Limited.
 - Term Loans of ₹ 7,494.92 lacs (Previous Year ₹ 6,782.78 lacs) (rate of interest USD Libor + 595 bps p.a. to 6 month SGD libor + 4% p.a. from various banks) are secured against mortgage of movable vessels and pledge of 4130400 (37.87%) of equity shares of JITF Shipping and Logistics (Singapore) Pte. Limited.
 - Term Loan of ₹ 6,491.39 lacs (Previous Year ₹ 2,093.48 lacs) (rate of interest is 13.50% p.a.) are secured by way of mortgage of company's immovable properties and hypothecation of movable assets (save and except book debts) both present and future, subject to charge created/to be created in favour of Company's banker and out of above, loan of ₹ 1,343.53 lacs (Previous Year ₹ 390.38 lacs) also secured by personal guarantee of a director of Universal Tubes Accessories Pvt. Limited
 - Term Loans of ₹ 27,697.68 lacs (Previous Year ₹ 27,817.69 lacs) (rate of interest ranging from 10% to 15% p.a.) are secured by way of hypothecation of movable assets both present and future subject to charge created/to be created in favour of company's banker and out of above, loan of ₹ 22,844.31 lacs (Previous Year ₹ 25,305.80 lacs) also secured by personal guarantee of a director of Jindal Saw Middle East FZC.
 - There is no default in repayment of principal and interest thereon.
- 3.** Loan of ₹ 10,175.00 lacs (Previous Year ₹ 10,605.14 lacs) (rate of interest 14.25% p.a.) is secured on pari passu basis by mortgage of Land and Building and hypothecation of fixed assets of the company both present and future and pledge of 9766653 (51%) of equity shares of Jindal Rail Infrastructure Limited.
- 4.** External Commercial Borrowings from bank for USD 1,07,92,940 (₹ 6,486.54 lacs) (Previous Year USD 1,21,69,600 - ₹ 6,618.96 lacs) carries interest @ 8.65% p.a. repayable in 20 half yearly structured installments. Another External Commercial Borrowings from bank for Japanese Yen 99,55,47,000 (₹ 5,091.67 lacs) (Previous Year Yen 1,13,77,68,000 - ₹ 5,819.06 lacs) carries interest @ 13.36% p.a. repayable in 20 half yearly structured installments. Loan is repayable as under:-
FY 2015-16 to FY 2018-19 : ₹ 1,663.34 lacs each year, FY 2019-20 to 2020-21 : ₹ 2,462.43 lacs each year.
(Secured against hypothecation by way of first charge of movable fixed assets both present and future, all books debts and intangible assets of Timarpur Okhla Waste Management Company Pvt. Limited (a subsidiary company). The loan is also secured against pledge of 8895499 (30%) equity shares of the Timarpur Okhla Waste Management Company Pvt. Limited.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

PARTICULARS	As At 31st March, 2014 (₹ in lacs)	As At 31st March, 2013 (₹ in lacs)
5. Maturity profile of Long Term Secured Loan from banks and NBFC is as under:		
Maturity Period	(₹ In lacs)	
1-2 Years	25,099.79	
2-3 Years	27,216.76	
3-4 Years	30,951.92	
4-5 Years	22,332.00	
Beyond 5 Years	40,329.22	
Total	145,929.69	
b) Unsecured		
i) Compulsorily Convertible Debentures (CCD's)		
9.25% 20 CCD's of face value of ₹ 10 crores each	20,000.00	20,000.00
0% 896 (Previous Year 1,000) CCD's of face value of ₹ 10 lacs each	8,960.00	10,000.00
ii) Deferred Sales Tax Loans	2,759.27	3,550.08
iii) External Commercial Borrowings from Banks	55,302.83	50,048.13
iv) Term Loan from Bank	5,046.17	-
v) Deposits from Public	1,563.58	923.97
Unsecured Long term borrowings	93,631.85	84,522.18
Total Long Term Borrowings	349,269.75	284,378.79
1. 9.25% CCD's are compulsorily convertible within five years from March 2011 with call option by the promoter of the Company - Jindal SAW Limited to buy back CCD's at premium of 1% of the paid up value of the CCD's, so as to give an IRR of 14% p.a. (inclusive of 9.25% p.a. coupon rate). It also carries put option by the financial institution to require the promoter to buy back CCD's in three installments upto 30:30:40 each year after 3rd, 4th and 5th year respectively from the date of allotment. CCD's also have a conversion clause into equity shares of subsidiary company in the event of IPO by the company or of its subsidiaries so as to get an IRR of 14% p.a. on CCD's. Above CCD's are secured against pledge of 39089779 (25%) equity shares of the JITF Limited held by Jindal SAW Limited, which are also pledged to the IFCL for securing 12% NCD facility of ₹ 60 crores availed by JITF Urban Infrastructure Limited (JUIL).		
0% CCD's through Pass Through Certificates (PTC) are compulsorily convertible within six years from the date of allotment i.e. 12th April, 2012 as per the Conversion formulae in the subscription agreement. CCD's have call option by the promoter of the Company-Jindal SAW Limited to buy back CCD's and also Put option by the PTC holder to require the promoter to buy back PTC Certificates, for various series of PTC viz. PTC Series A ₹ 1040.00 lacs, PTC Series B ₹ 900.00 lacs, for PTC series C ₹ 3200.00 lacs, for PTC series D ₹ 2640.00 lacs and for PTC series E ₹ 2220.00 lacs before 1st year, 2nd year, 3rd year, 4th year and Fifth year of issue of PTC date i.e. 11th April, 2012 respectively so as to give an IRR of 14.81% per annum (Compounded quarterly). On exercise of Put option by the PTC holder, PTC series A certificates of ₹ 1040.00 lacs have been bought by the Holding Company i.e. Jindal SAW Limited. Above CCD's are secured against pledge of 18763093 (12%) equity shares of the JITF Limited held by Jindal SAW Limited.		
2. Deferred Sales tax Loans amounting to ₹ 327.64 lacs (previous year ₹ 655.29 lacs) are guaranteed by one of the Directors. Repayment schedule of Deferred Sales Tax Loans are set out below:		
Year of Repayment	(₹ In lacs)	
2015-16	460.78	
2016-17	156.49	
2017-18	342.33	
2018-19	474.24	
2019-20	450.49	
2020-21	420.46	
2021-22	320.40	
2022-23	134.08	
Total outstanding balance as on 31.03.2014	2,759.27	

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

PARTICULARS	As At 31st March, 2014 (₹ in lacs)	As At 31st March, 2013 (₹ in lacs)
3. Terms of repayment of External commercial borrowing are as under -		
i) External Commercial Borrowing of USD 73,018,334 (₹ 43,883.87 lacs) (Previous Year USD 73,018,334 - ₹ 39,714.16 lacs) is repayable in three instalments of USD 24,096,050 (₹ 14,481.68 lacs), USD 24,096,050 (₹ 14,481.68 lacs) and USD 24,826,234 (₹ 14,920.51 lacs) on June 30, 2015, June 30, 2016 and June 30, 2017, respectively. Rate of Interest is 6 months USD LIBOR plus 2.55% p.a.		
ii) External Commercial Borrowings of USD 19,000,000 (₹ 11,418.96 lacs) (Previous Year USD 19,000,000 - ₹ 10,333.97 lacs) is repayable in three instalments of USD 5,700,000 (₹ 3,425.69 lacs), USD 5,700,000 (₹ 3,425.69 lacs) and USD 7,600,000 (₹ 4,567.58 lacs) on Nov. 27, 2015, Nov. 27, 2016, and Nov. 27, 2017 respectively. Rate of Interest is 6 months USD LIBOR plus 2.30% p.a.		
4. Term Loan of USD 8,396,321.30 (₹ 5,046.17 lacs) (Previous Year Nil) is repayable in nine quarterly installments of USD 1,679,264.26 each (₹ 1,009.23 lacs each) (including four installments of USD 1,679,264.26 each taken in current maturity) from May 10, 2014. The same is guaranteed by personal guarantee of a Promoter Director. Rate of Interest is 3 months USD LIBOR plus 6% p.a.		
5. Deposits from public includes deposits from related party ₹ 264.47 lacs (Previous Year ₹ 279.37 lacs).		
6. Deposits from public is repayable between one to three years.		
7. There is no default in repayment of Principal loans and interest.		
4. DEFERRED TAX LIABILITIES (NET)		
A. LIABILITY		
Difference between book and tax depreciation	39,411.28	32,261.39
Total Deferred Tax Liabilities	39,411.28	32,261.39
B. ASSETS		
(i) Disallowance under Income Tax Act	976.72	1,603.24
(ii) Carried Forward losses	26,855.87	24,186.00
Total Deferred Tax Assets	27,832.59	25,789.24
Total Deferred Tax Liabilities (Net) (A-B)	11,578.69	6,472.15
5. OTHER LONG- TERM LIABILITIES		
Trade Payables*	10,144.74	7,556.60
Premium on Redemption of debentures	1,711.73	482.39
Security Deposits and Advances	4,242.05	5.25
Others liabilities**	2,700.88	2,151.91
Total Other Long- Term Liabilities	18,799.40	10,196.15
*Includes retention money of ₹ 3,493.43 lacs (Previous Year ₹ 2,257.76 lacs).		
** Includes Contractual Obligation payable.		
6. LONG-TERM PROVISIONS		
Provision for Employee benefits		
Provision for Gratuity	1,397.02	1,308.03
Provision for Leave Encashment	2,088.23	2,034.37
Other Retirement Provisions	177.85	105.76
Total Long- Term Provisions	3,663.10	3,448.16
7. SHORT-TERM BORROWINGS		
a) Secured		
i) From banks		
Working Capital borrowings	89,072.23	72,675.82
Buyers' credit	59,042.94	75,197.36
ii) Short- Term Loan from Company	2,275.00	-
Secured Short- Term borrowings	150,390.17	147,873.18

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

PARTICULARS	As At 31st March, 2014 (₹ in lacs)	As At 31st March, 2013 (₹ in lacs)
<p>Above short term borrowings from banks of ₹ 1,37,597.70 lacs (Previous Year ₹ 1,38,355.05 lacs) are secured by hypothecation of finished goods, raw-materials, work-in-progress, stores and spares, book debts and second pari-passu charge in respect of other movable and immovable properties of the Company and ₹ 10,517.47 lacs (Previous Year ₹ 9,518.13 lacs) is secured by second pari-passu charge on current assets of the Company. Out of above borrowings of ₹ 18,468.22 lacs (Previous Year ₹ 7,427.31 lacs) is also guaranteed by one of the shareholder of Jindal Saw Middle East FZC.</p> <p>Short- Term Loan from Company is secured against pledge of current investment of three subsidiaries companies (i.e. JITF Urban Waste Management (Jalandhar) Limited, JITF Urban Waste Management (Bathinda) Limited and JITF Urban Waste Management (Ferozepur) Limited) and the the said loan carries interest @ 11.30% p.a.</p>		
b) Unsecured		
i) From Banks		
Short Term loan	35,879.66	34,762.61
Buyers' credit	6,270.51	18,514.95
ii) Deposits from Public	8.59	7.37
iii) From Related Party		
- Sathi International FZE	19,396.59	6,349.47
iv) Other Parties	16,275.06	2,734.57
Unsecured Short- Term borrowings	77,830.41	62,368.97
Total Short- Term Borrowings	228,220.58	210,242.15
8. TRADE PAYABLES		
Trade Payables (including acceptances)	67,921.62	79,261.45
Due to Micro and Small Enterprises	48.58	46.78
Total Trade Payables	67,970.20	79,308.23
9. OTHER CURRENT LIABILITIES		
a) Current Maturities of Long Term debts	21,407.48	21,313.49
b) Interest Accrued but not due	4,367.85	4,090.24
c) Interest Accrued and due	60.31	58.62
d) Advance from Customers and Others	12,162.72	17,813.69
e) Capital Creditors	6,618.31	9,769.32
f) Unpaid Dividend	329.34	303.25
g) Unclaimed Matured Public Deposits	99.16	214.22
h) Other Payables		
Statutory Dues	3,112.48	2,486.88
Dues to Employees	2,910.63	2,664.87
Others	34,700.96	28,016.83
Total Other Current Liabilities	85,769.24	86,731.41
10. SHORT- TERM PROVISIONS		
a) Provision for Employee benefits		
Provision for Gratuity	177.12	158.58
Provision for Leave Encashment	280.24	574.84
	457.36	733.42
b) Other Provisions		
Proposed Dividend on Equity Share	2,762.27	2,762.27
Corporate Tax on Proposed Dividend	469.45	469.45
	3,231.72	3,231.72
Total Short- Term Provisions	3,689.08	3,965.14

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

11. FIXED ASSETS

(₹ in lacs)

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As At 01.04.2013	Additions	Deductions/ Adjustments	As At 31.03.2014	Upto 31.03.2013	During the Year	Deductions/ Adjustments	Upto 31.03.2014	As At 31.03.2014	As At 31.03.2013
Tangible Assets (A)										
Free hold Land	11,761.08	179.34	(337.02)	12,277.44	-	-	-	-	12,277.44	11,761.08
Lease hold Land	1,193.92	43.19	-	1,237.11	132.45	8.46	-	140.91	1,096.20	1,061.47
Lease Hold Improvements	7.87	-	-	7.87	7.87	-	-	7.87	-	-
Building	73,690.11	22,571.45	(245.93)	96,507.49	8,257.03	2,724.05	(165.87)	11,146.95	85,360.54	65,433.08
Plant and Equipment	383,738.44	147,479.76	(4,524.65)	535,742.85	93,155.76	24,658.19	(178.69)	117,992.64	417,750.21	290,582.68
Furniture and Fixture	2,383.84	437.90	(40.21)	2,861.95	853.75	259.07	(12.66)	1,125.48	1,736.47	1,530.09
Mine Development	748.46	-	-	748.46	261.96	149.69	-	411.65	336.81	486.50
Vehicles	4,950.88	978.66	(60.64)	5,990.18	1,337.37	589.17	28.49	1,898.05	4,092.13	3,613.51
Vessels	36,651.18	1,170.68	(1,631.59)	39,453.45	4,793.11	2,180.45	(234.27)	7,207.83	32,245.62	31,858.07
Barge	472.03	-	-	472.03	77.98	15.77	-	93.75	378.28	394.05
Office Equipment	1,717.31	237.27	0.26	1,954.32	429.26	126.19	(1.00)	556.45	1,397.87	1,288.05
Total (A)	517,315.12	173,098.25	(6,839.78)	697,253.15	109,306.54	30,711.04	(564.00)	140,581.58	556,671.57	408,008.58
Intangible Assets (B)										
Computer Software	2,111.48	270.62	(79.88)	2,461.98	987.50	412.05	(32.14)	1,431.69	1,030.29	1,123.98
Mining Properties (Stripping Cost)	217.19	1,169.10	-	1,386.29	11.39	403.22	-	414.61	971.68	205.80
Conveyor system	-	7,699.52	-	7,699.52	-	443.39	-	443.39	7,256.13	-
Jetties	-	3,204.85	-	3,204.85	-	189.46	-	189.46	3,015.39	-
Total (B)	2,328.67	12,344.09	(79.88)	14,752.64	998.89	1,448.12	(32.14)	2,479.15	12,273.49	1,329.78
TOTAL (A+B)	519,643.79	185,442.34	(6,919.66)	712,005.79	110,305.43	32,159.16	(596.14)	143,060.73	568,945.06	409,338.36
Previous Year	354,409.08	176,914.66	11,679.95	519,643.79	89,721.87	21,970.51	1,386.95	110,305.43	409,338.36	

Notes:

- a) Gross Block includes the following amount on account of revaluation made on 31.03.1996 of Pipe Division at Kosi Kalan at Net Current Residual Replacement Value.

₹ in lacs

Land

Freehold	7.38
Leasehold	143.59
Building	548.34
Plant & Machinery	3,916.96

- b) Free hold Lands include ₹1,950 lacs (Previous Year ₹1,800 lacs), conveyance deed for which is yet to be executed.
- c) Depreciation during the year includes Depreciation Capitalised during Pre-operative Stage amounting to ₹11.92 lacs (Previous year ₹52.42 lacs).
- d) Depreciation during the year includes depreciation charged to Revaluation Reserve amounting to ₹18.91 lacs (Previous year ₹18.91 lacs).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

12. NON- CURRENT INVESTMENTS

PARTICULARS	As At 31st March, 2014			As At 31st March, 2013		
	No. of Shares/ Certificates	Face value (₹)	(₹ in lacs)	No. of Shares/ Certificates	Face value (₹)	(₹ in lacs)
LONG TERM - NON TRADE (AT COST)						
A. Investment in Equity Shares - other than Subsidiary Companies Unquoted						
a) Jindal Overseas Pte. Limited	153,000	*	31.40	153,000	*	31.40
b) Bharuch Dahej Railway Company Limited	10,000,000	10	1,000.00	10,000,000	10	1,000.00
c) Jindal System Private Limited	500	100	1.50	500	100	1.50
B. Government and Other Securities Unquoted						
a) National Saving Certificates	13	10,000	1.30	13	10,000	1.30
b) National Saving Certificates	1	5,000	0.05	1	5,000	0.05
Total			1,034.25			1,034.25

Aggregate value of unquoted

Non- Current Investments

1,034.25

1,034.25

*Face Value of 1 Share @ 1 USD each.

13. LONG TERM LOANS AND ADVANCES

PARTICULARS	As At 31st March, 2014 (₹ in lacs)	As At 31st March, 2013 (₹ in lacs)
a) Capital Advances		
- Unsecured, considered good	5,054.18	7,604.43
b) Security Deposits		
- Unsecured, considered good	4,293.66	3,944.90
c) Other Loans and Advances*		
- Unsecured, considered good	11,455.16	9,823.05
Total Long Term Loans and Advances	20,803.00	21,372.38
*Other Loans and Advances include:		
Inter- corporate Loans	11,172.80	9,431.37

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

14. CURRENT INVESTMENTS

PARTICULARS	As At 31st March, 2014		As At 31st March, 2013	
	No. of Shares/ Certificates	(₹ in lacs)	No. of Shares/ Certificates	(₹ in lacs)
SHORT TERM INVESTMENTS				
Investments in Mutual Funds - Fully paid-up				
Unquoted				
a) Baroda Pioneer Liquid Fund -Plan B - Growth	-	-	37,227	500.00
b) Birla Sun Life Dynamic Bond Fund	-	-	3,550,074	700.00
c) BNP Paribas Short Term Income Fund - Growth	18,306,011	2,651.02	-	-
d) BOI AXA Liquid Fund- Super Institutional Plan- Growth	-	-	37,067	500.00
e) Canara Robeco Liquid Fund - Direct Growth	-	-	35,086	500.00
f) Citi Bank - Investment	-	-	-	204.24
g) Franklin Templeton Mutual Fund	-	-	9,995,052	1,600.00
h) HDFC Liquid Fund- Direct Plan - Growth Option	-	-	2,163,837	500.00
i) ICICI Mutual Fund	-	-	4,256,333	500.00
j) India Bulls Liquid Fund - Direct Plan Growth	-	-	87,724	1,000.00
k) L&T Ultra Short Term Fund Direct Plan Growth	-	-	2,637,186	500.00
l) Principal Mutual Funds	-	-	504	5.04
m) Reliance Liquid Fund - Treasury Plan-Growth	-	-	52,542	1,500.00
n) Reliance Dynamic Bond Fund	-	-	4,459,366	700.00
o) Reliance Liquid Fund	30,352	303.67	-	-
p) Reliance Liquid Fund-Growth option	33,002	535.88	33,002	535.88
q) Reliance Liquidity Fund	72,812	1,400.00	85,971	1,499.00
r) Reliance Money Manager Fund	-	-	2,645	75.60
s) Reliance Regular Saving Fund	-	-	3,182,160	500.00
t) SBI Premier Liquid Fund -Growth	1,780	34.72	54,295	1,000.00
u) SBI Premier Liquid Fund- Regular Plan - Growth	74,502	1,500.00	-	-
v) Taurus liquid fund-Direct plan -super institutional Growth	-	-	79,086	1,000.00
w) Templeton India Treasury Management Acct. Direct Plan Growth	-	-	28,667	500.00
x) Union KBC Liquid fund- Direct growth	-	-	42,591	500.00
Total		6,425.29		14,319.76
Aggregate value of unquoted Current Investments		6,425.29		14,319.76

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

PARTICULARS	As At 31st March, 2014 (₹ in lacs)	As At 31st March, 2013 (₹ in lacs)
15. INVENTORIES		
a) Raw Materials		
Raw Materials	58,378.75	65,979.21
Goods In Transit-Raw Material	28,753.03	8,458.05
	87,131.78	74,437.26
b) Work-in-progress		
Work-in-progress	23,242.66	21,963.15
c) Finished Goods		
Finished Goods	48,937.79	55,261.18
d) Stores and Spares		
Stores and Spares	26,273.43	19,445.91
Goods In Transit-Stores Material	1,428.95	22.75
Fuel Oils- Vessels	1,182.15	684.29
	28,884.53	20,152.95
e) Loose Tools		
Loose Tools	711.90	683.58
f) Others		
Scrap	2,997.07	6,089.46
Total Inventories	191,905.73	178,587.58
16. TRADE RECEIVABLES		
Unsecured		
Exceeding Six Months		
Considered Good	57,088.40	69,559.93
Doubtful	1,333.77	939.46
Less: Provision for doubtful debts	(1,333.77)	(939.46)
	57,088.40	69,559.93
Others		
Considered Good*	117,378.07	98,308.40
Doubtful	7.89	-
Less: Provision for doubtful debts	(7.89)	-
	117,378.07	98,308.40
Total Trade Receivables	174,466.47	167,868.33

*This includes Retention Money

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

PARTICULARS	As At 31st March, 2014 (₹ in lacs)	As At 31st March, 2013 (₹ in lacs)
17. CASH AND BANK BALANCES		
a) Cash and Cash Equivalents		
Cheques In Hand	231.64	1,009.20
Cash-on-hand	110.91	104.39
Balance with banks		
On current accounts	7,602.00	11,190.85
Fixed Deposits (With original maturity of less than three months)#	923.15	11,823.23
b) Other Bank Balances		
On Unpaid Dividend Accounts	329.18	303.08
Fixed Deposits (With original maturity of three months or more)*#	5,003.08	4,540.18
Total Cash and Bank balances	14,199.96	28,970.93

* This includes Fixed Deposits maturing after 12 Months ₹ 2,885.64 lacs (Previous year ₹ 1,871.57 lacs)

This includes ₹ 3,520.50 lacs (Previous Year ₹ 13,845.51 lacs) pledged with banks/government departments etc.

18. SHORT TERM LOANS AND ADVANCES

a) Loans and Advances recoverable in cash or kind#		
- Unsecured, considered good	78,267.64	66,540.43
b) Other Loans and Advances		
- Unsecured, considered good		
Advance taxation (net of provision)*	19,347.71	13,514.61
Advances to vendors	15,019.28	12,556.11
Balances with Statutory/Government authorities	729.77	261.43
	35,096.76	26,332.15
Total Short Term Loans and Advances	113,364.40	92,872.58

#Includes sales tax receivables, Cenvat credit receivables etc.

*Advance taxation includes MAT Credit Entitlement of ₹ 15,643.50 lacs (Previous Year ₹ 11,685.83 lacs)

19. OTHER CURRENT ASSETS

Interest Accrued on Fixed Deposits	566.15	333.42
Unbilled Revenue	241.80	259.57
Total Other Current Assets	807.95	592.99

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

PARTICULARS	Year Ended 31st March, 2014 (₹ in lacs)	Year Ended 31st March, 2013 (₹ in lacs)
20. GROSS REVENUE FROM OPERATIONS		
a) Sale of products		
Finished goods	607,183.51	610,237.21
b) Sale of services		
Job Charges	43,071.29	28,277.45
Erection and Commissioning (including works contract)	13,709.57	13,939.97
Revenue from Coal handling and transportation	2,294.76	-
Revenue from other services	2,788.54	2,601.67
Charter Hire Income	1,401.69	1,828.14
Cargo Freight Revenue	13,324.68	23,383.31
Tipping Fees	632.70	473.50
User- Collection	374.03	381.69
	77,597.26	70,885.73
c) Other Operating revenues		
Interest	2.80	17.40
Income from Sale of Carbon Credit	-	130.72
Income from Renewable Energy	1,422.12	1,066.00
Export/Other Govt. incentives	7,689.31	9,042.19
Operation and Maintenance	143.65	162.74
Ground rent recovery	46.74	127.43
Other operational Income	718.72	744.96
	10,023.34	11,291.44
Total Gross Revenue from operations	694,804.11	692,414.38
21. OTHER INCOME		
a) Interest	5,172.78	2,285.56
b) Dividend on current Investment	3.67	5.25
c) Net Gain/(loss) on Sale of current investments	144.83	228.06
d) Provision for Doubtful Debts written back	11.68	692.66
e) Profit on Sale of Fixed Assets	126.31	26.58
f) Bad Debts Recovered	-	1,199.93
g) Net Gain/(loss) on foreign currency translation and transaction (other than considered as finance cost)	(7.15)	225.39
h) Liabilities no Longer Required written back (Refer note no. 40)	1,566.46	131.03
i) Other Non Operating Income	2,514.97	3,485.30
Total Other Income	9,533.55	8,279.76
22. COST OF MATERIALS CONSUMED		
Raw materials consumed	360,559.36	389,122.54
Total Cost of Materials Consumed	360,559.36	389,122.54

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

PARTICULARS	Year Ended 31st March, 2014 (₹ in lacs)	Year Ended 31st March, 2013 (₹ in lacs)
23. PURCHASE OF STOCK-IN-TRADE	3,550.83	6,407.46
24. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE		
Opening Stock		
- Finished Goods	55,261.18	60,057.89
- Scrap	6,089.46	2,848.54
- Work in Progress	21,963.15	50,749.07
	83,313.79	113,655.50
Add: Stock transferred from Pre-operative Expenses		
- Work in Progress (Refer note no. 47)	8.36	-
Total	83,322.15	113,655.50
Closing Stock		
- Finished Goods	48,937.79	55,261.18
- Scrap	2,997.07	6,089.46
- Work in Progress	23,242.66	21,963.15
	75,177.52	83,313.79
NET (INCREASE)/DECREASE IN STOCK	8,144.63	30,341.71
Excise duty on account of increase/(decrease) on stock of finished goods	(318.64)	109.81
Total (Increase)/Decrease in Stock	7,825.99	30,451.52
25. EMPLOYEE BENEFIT EXPENSES		
a) Salary and Wages	47,157.50	38,084.50
b) Contribution to Provident and other funds	2,797.59	3,173.37
c) Workmen and Staff Welfare	2,159.59	2,007.05
Total Employee Benefit Expenses	52,114.68	43,264.92
26. FINANCE COST		
a) Interest Expense		
Interest on Fixed Deposits	224.46	345.05
Interest on Debentures	8,787.95	3,582.81
Interest on Term loans	13,539.59	6,490.77
Interest on Bank Borrowings	12,373.74	9,610.65
Bank and Finance charges	3,357.70	3,076.22
Other Interest	897.73	445.42
b) Net (Gain)/loss on Foreign currency transactions/translations	15.41	12.70
Total Finance Cost	39,196.58	23,563.62

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

PARTICULARS	Year Ended 31st March, 2014 (₹ in lacs)	Year Ended 31st March, 2013 (₹ in lacs)
27. OTHER EXPENSES		
Manufacturing Expenses		
Stores and Spares Consumed	23,015.03	17,239.48
Power and Fuel	36,582.68	30,306.83
Other Manufacturing Expenses	27,304.21	17,249.03
Sub Contract and other project expense	13,292.11	10,032.17
Repairs to Buildings	327.16	165.55
Repairs to Plant and Machinery	3,839.46	3,180.42
Ship Management Charges	3,371.64	3,146.34
Vessel and Containers Related Port Charges	2,493.75	2,788.16
Vessel Hiring Charges	4,271.84	9,654.39
Hiring Charges including containers	380.62	369.45
Transportation Charges	299.99	380.43
Transshipment Charges	1,279.93	-
Telecommunication Link and Process Expenses	165.70	151.56
Tipping Charges	1,336.44	882.23
Administrative, Selling and Other Expenses		
Rent	2,029.84	1,540.89
Rates and Taxes	655.77	540.45
Insurance	1,417.33	1,187.80
Other Repair and Maintenance	1,964.59	1,569.03
Travelling and Conveyance	2,926.46	2,076.52
Vehicle Upkeep and Maintenance	251.33	169.44
Postage and Telephones	565.39	427.76
Legal and Professional Fees	2,411.27	1,691.35
Directors' Meeting Fees	15.49	12.30
Charity and Donation	144.66	170.65
Auditors' Remuneration	103.23	100.99
Cost Auditors' Remuneration	12.22	9.96
Commission on Sales	3,862.68	5,654.78
Advertisement	180.11	179.32
Forwarding charges (net)	22,845.25	22,175.60
Other Selling Expenses	10,328.97	8,276.67
Commission to Cargo/Vessels Agents	43.93	128.79
Prior- period Expenses (Net of Prior-period Income of ₹ Nil)	3.10	-
Liquidated damages/Bad Debts	4,123.08	504.33
Provision for doubtful debts and advances	89.00	86.03
Loss on Sale/Discard of Fixed Assets	142.31	70.78
Miscellaneous Expenses	5,449.01	4,739.01
Total Other Expenses	177,525.58	146,858.49

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

28. SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY: THIRTY THREE SUBSIDIARIES (INCLUDING TWENTY THREE INDIRECT SUBSIDIARIES) AND FOUR JOINT VENTURES AS ON 31ST MARCH, 2014

I. Principles of consolidation

The consolidated financial statements relate to Jindal SAW Limited ("the Company") and its subsidiary companies and joint ventures (Collectively referred as the 'Jindal SAW Group'). Subsidiary companies are those companies in which the company directly or indirectly, has interest more than 50% of the voting power or otherwise control the composition of the board, governing body so as to obtain economic benefits from activities. The consolidated financial statements have been prepared on the following basis:-

- The financial statements of the subsidiary companies are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses after fully eliminating intra-group balances and intra-group transactions and unrealized profits or losses in accordance with Accounting Standard (AS) 21 - 'Consolidated Financial Statements' notified by The Companies (Accounting Standards) Rules, 2006.
- Interest in Joint Venture has been accounted by using the proportionate consolidation method as per Accounting Standard (AS) - 27 "Financial reporting of Interest in Joint Ventures".
- In the case of foreign subsidiaries, being non-integral foreign operations, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any gain/(Loss) on exchange difference arising on consolidation is recognized in the Foreign Currency Translation Reserve.
- The difference between the cost of investment in the subsidiaries and the Company's share of net assets at the time of acquisition of shares in the subsidiaries is recognised in the financial statement as Goodwill or Capital Reserve as the case may be.
- Minority Interest in the net assets of the consolidated subsidiaries is identified and presented in the consolidated Balance Sheet separately from liabilities and the equity of the company's shareholders.
Minority interest in the net assets of the consolidated subsidiaries consists of :
 - The amount of equity attributable to minorities at the date on which investment in a subsidiary is made; and
 - The minorities' share of movement in the equity since the date the parent subsidiary relationship came into existence
- Minority Interest in the net profit/(Loss) for the year of consolidated subsidiaries is identified and adjusted against the profit after tax of the Jindal SAW Group. Where accumulated losses attributable to the minorities are in excess of their equity, in the absence of actual obligation of the minority, the same is accounted for by the holding company.
- As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the companies separate financial statements.
- The subsidiary companies considered in the consolidated financial statements are:-

Name of the Company	Country of Incorporation	% Shareholding / Voting Power		Date of Financial Statements
		As at 31st Mar 2014	As at 31st Mar 2013	
Subsidiary Companies (Direct)				
Jindal ITF Limited	India	100.00%	100.00%	31-Mar-14
IUP Jindal Metals & Alloys Limited	India	80.71%	80.71%	31-Mar-14
Jindal Saw Holdings FZE	UAE	100.00%	100.00%	31-Mar-14
S. V. Trading Limited	Nevis	100.00%	100.00%	31-Mar-14
Jindal Fittings Limited	India	51.00%	51.00%	31-Mar-14
Quality Iron and Steel Limited	India	51.00%	51.00%	31-Mar-14
Ralael Holdings Limited	Cyprus	100.00%	100.00%	31-Dec-13
Greenray Holdings Limited	UK	100.00%	100.00%	31-Mar-14
Universal Tubes Accessories Pvt. Limited	India	51.00%	51.00%	31-Mar-14
Jindal Saw Espana SL	SPAIN	90.00%	90.00%	31-Mar-14

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Name of the Company	Country of Incorporation	% Shareholding / Voting Power		Date of Financial Statements
		As at 31st Mar 2014	As at 31st Mar 2013	
Subsidiary Companies (Indirect)				
Jindal Saw USA LLC (Subsidiary Company of S V Trading Limited)	USA	100.00%	100.00%	31-Mar-14
Jindal Intellicom Limited (Subsidiary Company of Jindal ITF Limited)	India	98.78%	98.78%	31-Mar-14
JITF Water Infrastructure Limited (Subsidiary Company of Jindal ITF Limited)	India	100.00%	100.00%	31-Mar-14
JITF Urban Infrastructure Limited (Subsidiary Company of Jindal ITF Limited)	India	100.00%	100.00%	31-Mar-14
JITF Shipyards Limited (Subsidiary Company of Jindal ITF Limited)	India	100.00%	100.00%	31-Mar-14
Jindal Rail Infrastructure Limited (Subsidiary Company of Jindal ITF Limited)	India	100.00%	100.00%	31-Mar-14
JITF Waterways Limited (Subsidiary Company of Jindal ITF Limited)	India	100.00%	100.00%	31-Mar-14
JITF Infralogistics Limited (Subsidiary Company of Jindal ITF Limited)	India	100.00%	100.00%	31-Mar-14
JITF Urban Infrastructure Services Limited (Subsidiary Company of Jindal ITF Limited)	India	100.00%	100.00%	31-Mar-14
JITF Coal Logistics Limited (Subsidiary Company of Jindal ITF Limited)	India	100.00%	100.00%	31-Mar-14
JITF ESIPL CETP (Sitarganj) Limited (Subsidiary Company of JITF Water Infrastructure Limited)	India	51.00%	51.00%	31-Mar-14
Timarpur-Okhla Waste Management Co. Pvt. Limited (Subsidiary Company of JITF Urban Infrastructure Limited)	India	100.00%	100.00%	31-Mar-14
JITF Water Infra (Naya Raipur) Limited (Subsidiary Company of JITF Water Infrastructure Limited)	India	100.00%	90.00%	31-Mar-14
Jindal Saw Middle East FZC (Subsidiary Company of Jindal Saw Holdings FZE)	UAE	75.00%	75.00%	31-Mar-14
Jindal Saw Gulf LLC (Subsidiary Company of Jindal Saw Middle East FZC)	UAE	75.00%	75.00%	31-Mar-14
Jindal Saw Italia S.P.A. (Subsidiary Company of Ralael Holdings Limited)	Italy	100.00%	100.00%	31-Dec-13
Intellicom Insurance Advisors Limited (Subsidiary Company of Jindal Intellicom Limited)	India	98.78%	98.78%	31-Mar-14
JITF Shipping and Logistics (Singapore) Pte Limited (Subsidiary Company of JITF Waterways Limited)	Singapore	100.00%	100.00%	31-Mar-14
JITF Urban Waste Management (Ferozepur) Limited (Subsidiary Company of JITF Urban Infrastructure Limited)	India	90.00%	90.00%	31-Mar-14
JITF Urban Waste Management (Jalandhar) Limited (Subsidiary Company of JITF Urban Infrastructure Limited)	India	90.00%	90.00%	31-Mar-14
JITF Urban Waste Management (Bathinda) Limited (Subsidiary Company of JITF Urban Infrastructure Limited)	India	90.00%	90.00%	31-Mar-14
Derwent Sand SARL (Subsidiary Company of Greenray Holdings Limited)	Algeria	99.62%	99.62%	31-Dec-13
JITF Industrial Infrastructure Development Co. Limited (Subsidiary Company of JITF Water Infrastructure Limited)	India	100%	100%	31-Mar-14

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

i) The Joint Ventures considered in the consolidated financial statements are:-

Name of the Joint Ventures	Country of Incorporation	% Shareholding / Voting Power		Date of Financial Statements
		As at 31st Mar 2014	As at 31st Mar 2013	
Jindal Saw Pipeline Solutions Limited (formerly Jindal Sigma Limited)	UK	25.00%	25.00%	31-Dec-13
SMC- JWIL (w.e.f. 24th December, 2012)	India	49.00%	49.00%	31-Mar-14
JWIL-Ranhill (w.e.f. 27th November, 2012)	India	75.00%	75.00%	31-Mar-14
JWIL-SSIL (w.e.f. 28th February, 2012)	India	60.00%	60.00%	31-Mar-14

2. Other Significant Accounting Policies

Since certain subsidiaries are in the same line of business which function in a different regulatory environment, certain policies such as in respect of depreciation etc. differ. The notes on accounts and accounting policies followed by the subsidiaries and holding company are disclosed in their respective financial statements. These are set out under "Significant Accounting Policies" in the stand alone financial statements of the Company. Further to those policies, the accounting policy adopted by subsidiaries are as follows:

- Contract revenue in respect of erection and commissioning is recognized by adding the aggregate cost and proportionate margin using the percentage completion method. Percentage of completion is determined as a proportion of cost incurred-to-date to the total estimated contract cost. Estimated loss on project activity to be undertaken in future years is provided for.
- Where the Grant or subsidy relates to an assets, its value is deducted from the gross value of the asset concerned in arriving at the carrying amount of the related assets.
- Premium on redemption of Debentures, net of tax impact, are adjusted against the Securities Premium Account.

29. Contingent Liabilities

Description	As at 31st Mar 2014 (₹ In Lacs)	As at 31st Mar 2013 (₹ In Lacs)
a) Guarantees issued by the Company's bankers on behalf of the Company	100,615.04	107,544.87
b) Letter of Credit Outstanding (Net of Liabilities provided in the books)	53,686.32	33,136.22
c) Disputed Excise Duty, Custom Duty and Service Tax	212.68	229.27
d) Disputed Sales Tax	585.41	585.41
e) Liability in respect of corporate guarantee/duty saved for availing various export based incentive schemes	4,990.38	11,532.36
f) Claim against the company not acknowledged as debt	81.22	81.22
g) Income Tax Demand against which company has preferred appeals	2,534.68	2,616.36
h) Arrear of dividend on Cumulative Compulsorily Convertible Preference Shares/Cumulative Redeemable Preference Shares	336.14	63.96
30. Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advances).	26,651.21	33,447.96

31. The Company's manufacturing facility at Nashik has been granted "Mega Project Status" by Government of Maharashtra and therefore is eligible for Industrial Promotion Subsidy (IPS) under Packaged Scheme of Incentive (PSI) 2007.

The purpose of the Packaged Scheme of Incentive (PSI) 2007 is for intensifying and accelerating the process of dispersal of industries to the less developed regions and promoting high tech industries in the developed areas of the state coupled with the object of generating mass employment opportunities.

Modalities of payment of IPS consists of the following:

- Electricity Duty exemption for a period of 7 years from the date of commencement of commercial production- from 10.09.2009 to 09.09.2016.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

- b) 100% exemption from payment of Stamp duty.
- c) VAT and CST payable to the State Government (on sales made from Nashik plant, within a period of 7 years starting from 10th Sep 2009).

IPS will be payable so as to restrict up to 75% of the Eligible Fixed Capital investments made from 13th Sep 2007 to 10th Sep 2009. The Eligibility Certificate issued allows maximum Fixed Capital Investment of ₹ 350 crores and restrict IPS to 75% of ₹ 350 crores i.e. ₹ 262.50 crores.

In terms of the Accounting Standard (AS 12) "Accounting for Government Grants" prescribed by Companies (Accounting Standards) Amendment Rules, 2006, eligible incentive of ₹ 1,749.96 lacs (Previous Year ₹ 1,538.06 lacs) is considered to be in the nature of promoters' contribution and has been credited to Capital Reserve.

32. The money received from government against the concessionaire agreement towards the financial assistance for capital project for 'Build, Operate and Transfer' is considered as grant and is therefore deducted from total cost of project so incurred. In JITF Water Infra (Naya Raipur) Limited (a subsidiary company)- The money received during the year from Naya Raipur Development Authority against the concessionaire agreement towards the financial assistance of ₹ 648.80 lacs for capital project for build operate and transfer is considered as Grant and is therefore, deducted from total cost of expenditure so incurred.
33. Due to unusual Depreciation in the value of the rupee against US Dollar and other foreign currencies during the year, the net loss on reinstatement/settlement of foreign currency monetary items other than long term foreign currency monetary items related to acquisition of depreciable assets has been considered by the Company to be exceptional in nature. However, Exchange difference of foreign subsidiaries on reinstatement/ settlement of Foreign Currency monetary items has been disclosed separately under Net Gain/(loss) on foreign currency translation and transaction head.
34. The Company has exercised the option in financial year 2011-12 for accounting of the exchange differences arising on long term foreign currency monetary items in line with Companies (Accounting Standard) (Second Amendment) Rules, 2011 dated 29th December, 2011 relating to Accounting Standard (AS-11) notified by Central Government w.e.f. 1st April, 2011. Accordingly it has capitalized the exchange difference on long term foreign currency loans related to acquisition of depreciable assets.
35. Sundry Debtors, Creditors and other advances are subject to confirmation. The effect of the same, if any, which are not likely to be material, will be adjusted at the time of confirmation.
36. In the opinion of the Management, the realisable value of assets other than fixed assets and long term investments, in the ordinary course of business, would not be less than the amount at which they are stated.
37. JITF Rail Infrastructure Limited (JRIL) (a subsidiary company) has unquoted investment of ₹ 1,000.00 lacs in Bharuch Dahej Railway Company Limited which have accumulated losses and the fair value is lower than cost as per latest available audited balance sheet. Considering the long term strategic investment and future prospects, such diminution in the opinion of management has been considered to be of temporary in nature and hence no provision for the same is considered necessary.
38. JITF Urban Infrastructure Limited (JUIL) (a subsidiary company) has issued bank guarantee of ₹ 61.71 lacs (net of Partners share) for Bihar Urban Infrastructure Development Corporation Limited (Party), Patna tender. The said bank guarantee was invoked by the party. JUIL has filed a writ petition with Hon'ble High Court of Judicature at Patna that material fact has not been disclosed in tender document and therefore, there is no question of invoking of bank guarantee and the management is hopeful of getting the favourable judgement.
39. JITF Waterways Limited (JWWL) (a subsidiary company)- Keeping in view the virtual certainty supported by the convincing evidence no deferred tax assets has been created during the year. JWWL has reversed the deferred tax assets of certain years which is going to lapse.
40. IUP Jindal Metal & Alloys Limited (a subsidiary company) has not been able to lift the contracted quantity of gas from Gas Authority of India (GAIL) as per the contract agreement and therefore, is liable to make up good the shortfall of Gas during the contract period i.e. within 2025 (with a Grace period of one more year). The actual lift/requirement of the Company is however, below the contracted quantity. As Gas being scarce in resource, management view is to surrender the shortfall lift to GAIL so as to pay Gas Supply charges on actual lift by the Company. During the year, GAIL has also withdrawn the liability on account of shortfall in lifting of Gas for the contract year 2005-2008. Therefore, the Company has written back amount of ₹ 1,449.98 lacs for un-lifted quantity. The Company has therefore, during this year, provided for the Gas supply charges on actual lift during the year. However, as a matter of abundant caution, Gas obligation provided for of earlier years on contracted supply would be written back upon outcome of the discussion/ surrender with GAIL.
41. Extraordinary items in previous year 31st March, 2013 represent:
 - a) Loss of ₹ 6,959.20 lacs (net of tax expense) on sale of vessels in a subsidiary company i.e. JITF Waterways Limited and
 - b) Amount of ₹ 1,662.00 lacs (net of tax expense) paid/provided for settlement agreement with trade union of a subsidiary company Jindal Saw Italia S.P.A.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

42. Financial and Derivative Instruments

Sr. No.	Particulars	As at 31st March, 2014 (₹ In lacs)	As at 31st March, 2013 (₹ In lacs)
a)	Nominal amounts of derivative contracts entered into by the company and outstanding as at 31st March, 2014 for hedging Currency and interest rate related risks:		
1	Interest rate Swaps	43,966.24	39,811.98
2	Forward Contracts	50,413.60	29,269.16
b)	Foreign Currency exposures that has not been hedged by derivative instrument or otherwise are as under:		
1	Receivables/ Inflows	50,746.22	64,669.63
2	ECB Loans/payables for capital expenditure	63,077.61	50,409.08
3	Other Payables/Outflows	205,303.82	232,811.04

43. The Company's significant leasing arrangements are in respect of operating leases for premises-residential and offices. These leasing arrangements are cancellable. The aggregate lease rentals payables are charged as rent.

44. In Jindal Saw Espana SL (JSE) (a subsidiary company)- Total Equity of the JSE as at 31st March, 2014 is below half of Share Capital, which is a cause of concern under Spanish Corporate Law. However, there is a commitment on the part of Shareholders to maintain the necessary financial support until the JSE is able to have the ability to generate profits and to perform the appropriate actions in order to restore its financial balance.

45. Goodwill on consolidation is net of Capital reserve of ₹ 4,759.81 lacs (Previous year ₹ 4,759.81 lacs).

46. Earning Per Share (EPS) Basic and Diluted computed in accordance with Accounting Standard 20 "Earning per Share"

PARTICULARS	Year Ended 31st March, 2014 (₹ in lacs)	Year Ended 31st March, 2013 (₹ in lacs)
Basic and Diluted		
Profit/(Loss) before tax and extraordinary items	(4,556.72)	11,760.61
Less: Tax on ordinary activities	5,465.69	5,132.44
Less: Adjustments for tax of earlier years	(2,413.05)	48.24
Profit/(Loss) after tax before minority interest	(7,609.36)	6,579.93
Add : Minority Interest share in loss/(profit)	1,468.19	106.36
Profit/(Loss) attributable to Equity Shareholders before extraordinary items - Basic and Diluted (A)	(6,141.17)	6,686.29
Less: Extraordinary Items (Refer note no. 41)	-	8,621.20
Profit/(Loss) attributable to Equity Shareholders after extraordinary items - Basic and Diluted (B)	(6,141.17)	(1,934.91)
Weighted Average No of Shares issued for Basic EPS (C)	276,226,771	276,226,771
Weighted Average No of Shares issued for Diluted EPS (D)	276,226,771	276,226,771
Earning per Equity Share before extraordinary items of face value of ₹ 2/- each.		
Basic (₹) = A/C	(2.22)	2.38
Diluted (₹) = A/D	(2.22)	2.38
Earning per Equity Share after extraordinary items of face value of ₹ 2/- each.		
Basic (₹) = B/C	(2.22)	(0.70)
Diluted (₹) = B/D	(2.22)	(0.70)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

47. Capital Work in Progress includes followings Pre- operative expenses pending allocation.

PARTICULARS	Year Ended 31st March, 2014 (₹ in lacs)	Year Ended 31st March, 2013 (₹ in lacs)
Raw material Consumption	18.90	-
Power and Fuel	457.68	542.51
Store and Spares Consumed	21.93	48.09
Repair to Plant and machinery	151.71	70.43
Salary, Wages and Other Benefits	733.69	2,205.76
Contribution to Provident and other funds	19.08	48.11
Workman and Staff Welfare	27.81	87.45
Legal and Professional	216.78	666.95
Rent	30.47	60.34
Rates and Taxes	13.43	86.00
Insurance Expenses	87.82	173.28
Travelling and Conveyance	125.35	295.31
Auditors' Remuneration	1.68	2.24
Interest and Bank Charges*	5,305.98	9,305.50
Foreign Exchange Fluctuation	2,553.59	682.40
Miscellaneous Expenses	2,060.23	1,412.10
Depreciation (Refer note no. 11(c))	11.92	52.42
TOTAL	11,838.05	15,738.89
Less: Sale value of goods produced during trial period	-	1,167.65
Less: Dividend Received	-	714.87
Less: Profit on sale of current investment	256.00	-
Less: Closing Stock transfer to Work-in-Progress	8.36	-
	11,573.69	13,856.37
Add: Transfer on becoming subsidiary relationship	-	2.79
Add: Preoperative expenses brought forward	12,776.82	16,580.64
	24,350.51	30,439.80
Less: Capitalized during the year	20,717.89	17,611.87
Less: Transfer on cessation of subsidiary relationship	-	51.11
Preoperative Expenses Carried forward	3,632.62	12,776.82

*Net of Interest Received ₹ 8.14 lacs (Previous Year ₹ 93.08 lacs)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

48 Related Parties Transactions

A List of Related Parties and Relationship (As required by AS - 18)

a) Key Management Personnel

1	Ms. Sminu Jindal	Managing Director - Jindal SAW Limited and Director - IUP Jindal Metal & Alloys Limited
2	Mr. Indresh Batra	Managing Director- Jindal SAW Limited and IUP Jindal Metal & Alloys Limited and Director - Jindal ITF Limited
3	Mr. Neeraj Kumar	Group CEO & Whole-time Director (w.e.f. 1st July, 2013)- Jindal SAW Limited
4	Mr. O.P.Sharma	Chief Operating Officer (Large Dia. Pipe- SBU)- Jindal SAW Limited
5	Mr. V.S.Konnur	Joint Managing Director (Seamless Business) (upto 16th September, 2013)- Jindal SAW Limited
6	Mr. Anurag Shrivastva	President (Mundra Operations) (upto 27th November, 2013)- Jindal SAW Limited
7	Dr. Dharmendra Gupta	Director (Mines & Steel)- Jindal SAW Limited
8	Mr. H.S. Chaudhary	Whole Time Director- Jindal SAW Limited
9	Mr. Dinesh Chandra Sinha	President & SBU Head (w.e.f. 19th August 2013)- Jindal SAW Limited
10	Mr. P. Venkatesh	VP Operations (w.e.f. 27th November, 2013)- Jindal SAW Limited
11	Mr. J.M. Syal	VP Incharge and Business Head- IUP Jindal Metal & Alloys Limited
12	Mr. Dayanand Petkar	Whole Time Director- Universal Tubes Accessories Pvt. Limited
13	Mr. Arun Kumar Khosla	Whole Time Director- Jindal Rail Infrastructure Limited
14	Mr. Sanjiv Garg	Chief Executive Officer- Jindal Intellicom Limited
15	Mr. Ratan Kumar Sinha	Director - Jindal Intellicom Limited
16	Mr. Rakesh Kumar Aggarwal	Whole Time Director -JITF Urban Infrastructure Limited and Chief Executive Officer- Timarpur Okhla Waste Mgt. Pvt. Limited
17	Mr. Sanjay Varma	General Manager- JITF Shipyards Limited (upto 31st July, 2013)
18	Captain Santanu Das	AVP-Jindal ITF Limited (upto 31st July, 2013)
19	Mr. Jai Shanker Dwivedi	Whole Time Director -JITF Water Infrastructure Limited
20	Mr. Raj Kumar Gupta	President commercial-JITF Water Infrastructure Limited (upto 27th April, 2013)
21	Mr. Vikram Puri	Whole Time Director-JITF Water Infrastructure Limited
22	Mr. Mahesh Chand Maheshwari	President Commercial and Strategy-JITF Water Infrastructure Limited (upto 21st January, 2014)
23	Captain Pankaj Kumar	AVP-JITF Waterways Limited (upto 13th September, 2013)
24	Mr. Joy Saxena	Group President-Finance and Strategy- JITF Water Infrastructure Limited (w.e.f. 5th December, 2013)
25	Mr. Ashok Kumar Aggarwal	Chief Financial Officer - JITF Water Infrastructure Limited (from 12th April, 2013 to 4th October, 2013)
26	Captain Vivek Shrivastva	Business Head - JITF Waterways Limited (w.e.f. 7th November, 2013)
27	Mr. Neelesh Gupta	Whole Time Director - Timarpur Okhla Waste Mgt. Pvt. Limited
28	Captain Suvendu Chatterji	AVP - Jindal ITF Limited (w.e.f. 25th July, 2013)
29	Mr. Rahul Bansal	Executive Director - Jindal Fittings Limited

b) Relatives of Key Management Personnel

1	Mr. P.R. Jindal	Father of Ms. Sminu Jindal
2	Ms. Leena Garg	Wife of Mr. Sanjiv Garg
3	Ms. Gayatri Garg	Daughter of Mr. Sanjiv Garg

c) Enterprises over which Key Management Personnel Exercise significant Influence:

1	Sminu Jindal Charitable Trust
2	Hexa Securities and Finance Co. Limited
3	Hexa Tradex Limited
4	Sathi International FZE

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

B Transactions		(₹ in lacs)				
Particulars	Joint Ventures		Key Management Personnel (KMP) and their relatives and Enterprises over which KMP and their relatives having significant influence.		Total	
	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13
a) Transactions						
Sale of Material/ Services						
- Jindal Saw Pipeline Solutions Limited	4,665.69	1,826.99	-	-	4,665.69	1,826.99
Erection and commissioning revenue						
- JWIL-Ranhill	-	367.68	-	-	-	367.68
- SMC-JWIL	76.87	635.20	-	-	76.87	635.20
- JWIL-SSIL	696.57	324.33	-	-	696.57	324.33
Sale of pipes						
- SMC-JWIL	84.50	250.66	-	-	84.50	250.66
Purchase of Services						
- Jindal Saw Pipeline Solutions Limited	178.70	-	-	-	178.70	-
Interest Paid						
- Ms. Sminu Jindal	-	-	24.88	18.17	24.88	18.17
- Hexa Securities and Finance Co. Limited	-	-	-	4.11	-	4.11
Interest Received						
- Hexa Securities and Finance Co. Limited	-	-	12.97	11.53	12.97	11.53
- Hexa Tradex Limited	-	-	3.78	19.15	3.78	19.15
- Jindal Saw Pipeline Solutions Limited	2.05	15.35	-	-	2.05	15.35
Loan given during the year						
- Hexa Securities and Finance Co. Limited	-	-	185.00	208.32	185.00	208.32
- Hexa Tradex Limited	-	-	26.45	1,064.15	26.45	1,064.15
Loan Received back during the year						
- Hexa Securities and Finance Co. Limited	-	-	-	345.71	-	345.71
- Hexa Tradex Limited	-	-	190.73	1,052.00	190.73	1,052.00
Loan taken during the year						
- Hexa Securities and Finance Co. Limited	-	-	10.38	430.00	10.38	430.00
- Sathi International FZE	-	-	13,047.12	6,349.47	13,047.12	6,349.47
Loan repaid during the year						
- Hexa Securities and Finance Co. Limited	-	-	-	430.00	-	430.00
Rent Paid						
- Mr. P.R. Jindal	-	-	8.40	8.40	8.40	8.40

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Particulars	Joint Ventures		Key Management Personnel (KMP) and their relatives and Enterprises over which KMP and their relatives having significant influence.		Total	
	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13
Rent Received						
- Mr. P.R. Jindal	-	-	12.00	8.50	12.00	8.50
- Hexa Tradex Limited	-	-	0.61	0.60	0.61	0.60
Expenses incurred/ recovered by the Company						
- Hexa Tradex Limited	-	-	-	6.64	-	6.64
Remuneration Paid						
- Ms. Sminu Jindal	-	-	279.89	275.99	279.89	275.99
- Mr. Indresh Batra	-	-	239.60	218.15	239.60	218.15
- Mr. Neeraj Kumar	-	-	224.93	-	224.93	-
- Others	-	-	1,056.06	931.82	1,056.06	931.82
Meeting Fees Paid						
- Mr. P.R. Jindal	-	-	0.80	0.80	0.80	0.80
Donation Given						
- Sminu Jindal Charitable Trust	-	-	75.00	75.00	75.00	75.00
Expenses recovered/to be recovered						
- JWIL-Ranhill	7.86	0.12	-	-	7.86	0.12
- JWIL-SSIL	8.70	-	-	-	8.70	-
- SMC-JWIL	23.01	-	-	-	23.01	-
b) Outstanding Balance as on 31.03.2014						
Loan given outstanding						
- Hexa Securities and Finance Co. Limited	-	-	186.29	-	186.29	-
- Hexa Tradex Limited	-	-	-	177.50	-	177.50
- Jindal Saw Pipeline Solutions Limited	5.12	158.19	-	-	5.12	158.19
Interest Accrued						
- Jindal Saw Pipeline Solutions Limited	2.15	15.82	-	-	2.15	15.82
Loan taken outstanding						
- Sathi International FZE	-	-	19,396.59	6,349.47	19,396.59	6,349.47
Receivables						
- Hexa Tradex Limited	-	-	-	7.83	-	7.83
- Jindal Saw Pipeline Solutions Limited	3,450.62	983.75	-	-	3,450.62	983.75
- SMC-JWIL	479.95	590.15	-	-	479.95	590.15
- JWIL-SSIL	66.81	-	-	-	66.81	-
Payables						
- JWIL-SSIL	-	122.16	-	-	-	122.16
- JWIL-Ranhill	116.44	80.55	-	-	116.44	80.55

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

49. Information on Joint Ventures as per Accounting Standard-27

The Company's share of the assets, liabilities, income and expenses of the Joint Ventures based on Equity Investment are as follows:

PARTICULARS	Year Ended 31st March, 2014 (₹ in lacs)	Year Ended 31st March, 2013 (₹ in lacs)
a) Current assets	5,199.89	4,235.59
b) Fixed assets (Including CWIP and Pre-operative Expenditure, pending allocation)	152.04	122.24
c) Current Liabilities	5,111.83	4,975.19
d) Income		
Sales	2,391.45	3,512.03
Other Income	0.09	6.70
Increase / (Decrease) in Stock	1,221.54	826.36
e) Expenses		
Purchase of Stock-in-Trade	2,185.06	1,903.83
Operating Expenses	1,240.27	2,453.73
Administration and other expenses	363.49	245.10
Interest and finance charges	96.44	95.80

Note: Disclosure of financial data as per Accounting Standard-27 'Financial Reporting of Interest in the Joint Venture' has been done based on the financials statements of following Joint Ventures:-

Name of the Joint Ventures	Country of Incorporation	% Shareholding/ Voting Power	
		31-March,2014	31-March,2013
Jindal Saw Pipeline Solutions Limited	UK	25.00%	25.00%
SMC-JWIL	India	49.00%	49.00%
JWIL-Ranhill	India	75.00%	75.00%
JWIL-SSIL	India	60.00%	60.00%

50. SEGMENT INFORMATION

A) PRIMARY BUSINESS SEGMENT

(₹ in lacs)

Particulars	Iron and steel products	Others	Unallocable	Eliminations	Total
I Segment Revenue					
External Turnover	646,855.10	47,949.01	-	-	694,804.11
	611,610.14	80,804.24	-	-	692,414.38
Less: Excise Duty	29,153.17	66.20	-	-	29,219.37
	15,941.60	-	-	-	15,941.60
Net Turnover	617,701.93	47,882.81	-	-	665,584.74
	595,668.54	80,804.24	-	-	676,472.78
Inter Segment Sales	1,322.01	1.90	-	(1,323.91)	-
	942.23	-	-	(942.23)	-
Total Revenue	619,023.94	47,884.71	-	(1,323.91)	665,584.74
	596,610.77	80,804.24	-	(942.23)	676,472.78

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(₹ in lacs)					
Particulars	Iron and steel products	Others	Unallocable	Eliminations	Total
2. Segment Result before interest, exceptional, extraordinary items and Taxes	54,832.49	(6,834.12)	(6,042.31)	(542.54)	41,413.52
	56,692.00	(3,190.00)	(5,467.72)	(1,285.85)	46,748.43
Less: Interest Expenses					39,196.58
					23,563.62
Profit before exceptional, extraordinary items and Taxes					2,216.94
					23,184.81
Less:					
Exceptional Item (refer note no. 33)					6,773.66
					11,424.20
Extraordinary Items (refer note no. 41)					-
					8,621.20
Profit before Taxes					(4,556.72)
					3,139.41
Less:					
Current Tax					4,316.82
					5,775.73
Provision / (Withdrawn) of Deferred Tax					5,106.54
					4,580.71
MAT Credit Entitlement					(3,957.67)
					(5,224.00)
Net Profit/(Loss) after Tax before minority interest					(10,022.41)
					(1,993.03)
Add:					
Minority Interest					1,468.19
					106.36
Net Profit/(Loss) after minority interest					(8,554.22)
					(1,886.67)
3. Other Information					
Segment Assets	902,622.62	201,967.27	141,771.40	(104,780.81)	1,141,580.48
	802,130.22	236,511.68	132,952.62	(100,306.61)	1,071,287.91
Segment Liabilities	129,569.80	46,759.16	22,329.80	(18,767.74)	179,891.02
	124,497.97	59,649.33	16,823.20	(17,321.41)	183,649.09
Capital Expenditure	46,122.35	18,129.30	-	-	64,251.65
	98,115.37	52,267.46	-	-	150,382.83
Depreciation	26,342.33	5,786.00	-	-	32,128.33
	16,552.98	5,346.20	-	-	21,899.18
Non Cash Expenses other than depreciation	89.00	-	-	-	89.00
	86.03	-	-	-	86.03

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

B) SECONDARY BUSINESS SEGMENT

(₹ in lacs)			
Particulars	Within India	Outside India	Total
1 External Revenue	447,121.34	247,682.77	694,804.11
	288,294.06	404,120.32	692,414.38
Less: Excise Duty	29,219.37	-	29,219.37
	15,941.60	-	15,941.60
Net Turnover	417,901.97	247,682.77	665,584.74
	272,352.46	404,120.32	676,472.78
2 Segment Assets	872,757.87	268,822.61	1,141,580.48
	846,492.52	224,795.39	1,071,287.91
3 Segment Liabilities	128,195.01	51,696.01	179,891.02
	122,708.83	60,940.26	183,649.09
4 Capital Expenditure	50,746.91	13,504.74	64,251.65
	129,341.64	21,041.19	150,382.83

NOTE:

- Unbold Figures pertain to previous year.
- Segments have been identified in line with AS on Segment Reporting (AS-17) taking into account the organisational structure, nature of product and differential risk and returns of these segments.

51. Auditors' Remuneration

PARTICULARS	Year Ended 31st March, 2014 (₹ in lacs)	Year Ended 31st March, 2013 (₹ in lacs)
a) Statutory Auditors		
i. Audit Fees *	87.24	84.78
ii. Tax Audit Fees	6.39	6.65
iii. Taxation Matters	1.30	-
iv. Certification/ Others	6.82	6.95
v. Out of pocket Expenses	3.16	4.85
Total	104.91	103.23
*Includes ₹1.68 lacs (Previous year ₹ 2.24 lacs) in Pre-Operative expenses.		
b) Cost Auditors		
i. Audit Fees	9.90	8.75
ii. Certification/ Others	1.00	-
iii. Out of pocket Expenses	1.32	1.21
Total	12.22	9.96

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

PARTICULARS	Year Ended 31st March, 2014 (₹ in lacs)	Year Ended 31st March, 2013 (₹ in lacs)
52. Directors' Remuneration		
i. Salary including allowances etc.	761.09	553.27
ii. Commission	190.50	190.50
iii. Contribution to provident fund and other funds	45.16	42.02
iv. Perquisites (as per Income Tax Rules)	88.39	79.80
Total	1,085.14	865.59

53. Figures pertaining to the subsidiary companies have been reclassified wherever necessary to bring them in line with the Parent Company's financial statement. Previous year figures have been regrouped / rearranged, wherever considered necessary.

As per our report of even date attached

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

N. C. Aggarwal
Partner
M.No. 005951

Place : New Delhi
Dated : 17th May, 2014

Neeraj Kumar
Group CEO & Whole-time Director
DIN : 01776688

Sunil K. Jain
Company Secretary

Sminu Jindal
Managing Director
DIN : 00005317

N. K. Agarwal
Vice President
Corp. Accounts & Taxation

NOTICE

NOTICE

NOTICE is hereby given that the 29th Annual General Meeting of the Members of Jindal Saw Limited will be held at Registered Office at A-1, UPSIDC Indl. Area, Nandgaon Road, Kosi Kalan, Distt. Mathura (U.P.) – 281 403 on Wednesday, the 10th day of September, 2014 at 1.30 p.m. to transact the following businesses:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2014 and the Statement of Profit & Loss for the year ended 31st March, 2014 and the Reports of Directors and Auditors.
2. To declare a dividend on equity shares for the financial year ended 31st March, 2014.
3. To appoint a Director in place of Shri Prithvi Raj Jindal, (DIN: 00005301) who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint M/s. N. C. Aggarwal & Co., Chartered Accountants, (FRN: 003273N) retiring Auditors, as Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and to authorize the Board to fix their remuneration.

SPECIAL BUSINESS:

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

"Resolved that Ms. Tripti Puneet Arya (DIN 00371397) who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire 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 Ms. Shradha Jatia (DIN 00016940) who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

7. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Sanjeev Shankar (DIN 06872929), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years upto the conclusion of the 34th Annual General Meeting of the Company to be held for the financial year ended 31st March 2019."

8. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

NOTICE

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. S. K. Gupta (DIN 00011138), Director of the Company who was appointed as a Director liable to retire by rotation, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years upto the conclusion of the 34th Annual General Meeting of the Company to be held for the financial year ended 31st March 2019."

9. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Raj Kamal Agarwal (DIN 00005349), Director of the Company who was appointed as a Director liable to retire by rotation, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years upto the conclusion of the 34th Annual General Meeting of the Company to be held for the financial year ended 31st March 2019."

10. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Devi Dayal (DIN 01083282), Director of the Company who was appointed as a Director liable to retire by rotation, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years upto the conclusion of the 34th Annual General Meeting of the Company to be held for the financial year ended 31st March 2019."

11. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Girish Sharma (DIN 05112440), Director of the Company who was appointed as a Director liable to retire by rotation, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years upto the conclusion of the 34th Annual General Meeting of the Company to be held for the financial year ended 31st March 2019."

12. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Kuldeep Bhargava (DIN 00011103), Director of the Company who was

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appointed as a Director liable to retire by rotation, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years upto the conclusion of the 34th Annual General Meeting of the Company to be held for the financial year ended 31st March 2019."

13. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Ravinder Nath Leekha (DIN 00888433), Director of the Company who was appointed as a Director liable to retire by rotation, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years upto the conclusion of the 34th Annual General Meeting of the Company to be held for the financial year ended 31st March 2019."

14. 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 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the terms of payment of remuneration and appointment of Shri Neeraj Kumar (DIN 01776688) whose appointment as Group CEO & Whole Time Director was approved by the shareholders in the Annual General Meeting held on 28th September, 2013 be and are modified for his residual term of appointment as follows:-

- (i) The remuneration payable to him shall not exceed an overall ceiling of ₹ 50,00,000/- (Rupees Fifty Lacs only) per month w.e.f. 1st April, 2014 till remaining period of his term i.e. upto 30th June, 2018 as may be agreed between the Board and Shri Neeraj Kumar with liberty to the Board (hereinafter referred to as "the Board" which term shall be deemed to include any duly authorised Committee of the Board) to alter and vary the terms and conditions of remuneration payable to him ; and
- (ii) He shall be liable to retire by rotation for the limited purpose of complying with the provisions of Section 152 of the Companies Act, 2013 without causing any break in the continuity of office for the unexpired period of his appointment.

"Resolved Further that the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

15. 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 Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby approves the re-appointment of Shri Hawa Singh Chaudhary (DIN 00041370), as a Whole-time Director of the Company, for a further period of two years with effect from 01.11.2013, liable to retire by rotation and upon such terms and conditions including remuneration as are set out in the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to the Notice with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any duly authorised Committee of the

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Board) to alter and vary the terms and conditions of the said re-appointment, including the remuneration which shall not exceed an overall ceiling of ₹ 6,00,000/- p.m. (Rupees Six Lacs per month) as may be agreed to between the Board and Shri Hawa Singh Chaudhary."

"Resolved Further that the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

16. To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT in partial modification of the earlier resolution passed by the shareholders in the Annual General Meeting held on 30th September, 2011 and pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and applicable rules made there under or any statutory modification or re-enactment thereof, the Company hereby approves the term in relation to the appointment of Ms. Sminu Jindal, Managing Director of the Company for the limited purpose of complying with the provisions of Section 152 of the Companies Act, 2013 by making her liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013, however, not causing any break in the continuity of office for the unexpired period of her appointment and all other terms and conditions of her appointment remaining the same including payment of remuneration till her remaining term of appointment.

"Resolved Further That the Board be and is hereby authorized to do an execute all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution".

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

"RESOLVED THAT in supersession of the Ordinary Resolution adopted at the 26th Annual General Meeting of the Company held on 30.09.2011 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and that of the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company ("the Board") for borrowing from time to time, any sum or sums of money, on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) including rupee equivalent of foreign currency loans (such rupee equivalent being calculated at the exchange rate prevailing as on the date of the relevant foreign currency agreement) may exceed, at any time, the aggregate of the paid-up capital of the Company and its free reserves, provided however, the total amount so borrowed in excess of the aggregate of the paid-up capital of the Company and its free reserves shall not at any time exceed ₹ 12,500/- Crores (Rupees Twelve Thousand Five Hundred Crores).

'RESERVED FURTHER THAT the Board be and is hereby authorised to do and execute all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

'RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company."

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

"RESOLVED THAT in supersession of the Ordinary Resolution adopted at the 26th Annual General meeting of the Company held on 30.09.2011 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and that of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of

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Directors of the Company ("the Board") to hypothecate/mortgage and/or charge and/or encumber in addition to the hypothecation/mortgages and/or charges and/or encumbrances created by the Company, in such form and manner and with such ranking and at such time(s) and on such terms as the Board may determine, all or any part of the movable and/or immovable properties of the Company wherever situated both present and future, and/or create a floating charge on all or any part of the immovable properties of the Company and the whole or any part of the undertaking(s) of the Company, together with power to take over the management of the business and concern of the Company in certain events of default, in favour of the Company's Bankers/ Financial Institutions/ other investing agencies and trustees for the holders of Debentures/ Bonds/ other instruments/ securities to secure any Rupee/Foreign currency Loans, Guarantee assistance, Standby Letter of Credit / Letter of Credit, and/or any issue of Non-Convertible Debentures, and/or Compulsorily or Optionally, Fully or Partly Convertible Debentures and/or Bonds, and/or any other Non-Convertible and/or other Partly/Fully Convertible instruments/ securities, within the overall ceiling prescribed by the members of the Company, in terms of Section 180(1)(c) of the Companies Act, 2013.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company."

19. To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹ 9.00 lacs (Rupees Nine Lacs only) plus service tax as applicable and reimbursement of actual travel and out of pocket expenses, to be paid to M/s R. J. Goel & Co., Cost Accountants (FRN: 000026), Cost Auditors of the Company, for the financial year 2014-15, be and is hereby ratified."

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

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting, be and are hereby approved and adopted in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company."

"Resolved Further that the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

Place: New Delhi
Date: 24th July, 2014

By order of the Board
for JINDAL SAW LTD.

Regd. Office:
A-1, UPSIDC Indl. Area Nandgaon Road,
Kosi Kalan Distt. Mathura (U.P.)-281 403

SUNIL K JAIN
Company Secretary

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NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE VALID & EFFECTIVE, MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE NOT LATER THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE ABOVE MEETING.

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

Corporate Members are requested to send a certified copy of the Board Resolution pursuant to section 113 of the Companies Act, 2013 authorising their representative to attend & vote at the AGM.

2. The Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted at the AGM is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 9th September, 2014 to Wednesday, 10th September, 2014 (both days inclusive).
4. The Dividend, if approved, will be paid to those shareholders whose names appear : (a) as Beneficial Owners as at the end of the business hours on 8th September, 2014 as per the list to be furnished by NSDL and CDSL in respect of shares held in the Electronic Form; and (b) as Members in the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Company on or before 8th September, 2014.
5. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationship between directors inter - se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are given here under and form part of the Annual Report.
6. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the company on all working days, except Saturdays, during business hours up to the date of the AGM.
7. The Members are requested to notify promptly any change in their address to the Company.
8. Pursuant to the provisions of Section 205A of the Companies Act, 1956, as amended, dividend for the year ended 31st December, 2007 which having been remaining unpaid for a period of 7 years will be transferred to the Investor Education and Protection Fund established by the Central Government on or before 2nd April, 2015. Shareholders who have not encashed the dividend warrants so far for the financial year ended on 31st December, 2007 are requested to make their claim to the Company at Jindal Centre, 12, Bhikaiji Cama Place, New Delhi – 110 066 before 2nd April, 2015. It may also be noted that once the unclaimed dividend is transferred to the fund as above, no claim shall lie in respect thereof.
- Members are advised that details of unclaimed dividend in respect of the financial year ended 31st March, 2007 and up to and including the financial year ended 31st March, 2013 are available on the Company's corporate website www.jindalsaw.com under the section 'Investor Relations'.
9. Section 72 of the Companies Act, 2013 extends nomination facility to all shareholders.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrars and Transfer Agents, M/s. RCMC Share Registry Pvt. Ltd.

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11. Members are requested to note that pursuant to directions given by SEBI/Stock Exchanges, the Company has appointed M/s RCMC Share Registry (P) Ltd., B-25/1, 1st Floor, Okhla Industrial Area, Phase-II, New Delhi-110020 as Registrar and Transfer Agent to look after the work related to shares held in physical as well as demat mode.
12. Members are informed that the Company is sending Annual Report through mail to those shareholders who have registered their E-mail ID with the Company. Members may also note that the Annual Report for the Financial Year 2013-14 will also be available on the Company's website www.jindalsaw.com for their download.
13. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has engaged the services of NSDL to provide the facility of electronic voting ('e-voting') in respect of the Resolutions proposed at this AGM. The Board of Directors of the Company has appointed Mr. Awanish Kumar Dwivedi of M/s Awanish Dwivedi & Associates, Company Secretaries, New Delhi as the Scrutinizer for this purpose.

The procedure with respect to e-voting is provided below: -

The instructions for shareholders for e-voting are as under:

- A. In case a Member receives an email from NSDL (for members whose email IDs are registered with the Depository Participant(s)/Company's Registrars and Share Transfer Agents) :
 - (i) Open email and open PDF file viz., jindalsawevoting with your client ID or folio number as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) The members of the Company who had not registered their e-mail id with the Company/RTA shall be send their User's ID & Passwords along with the notice.
 - (iii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iv) Click on Shareholder-Login.
 - (v) Put user ID and password as initial password/PIN noted in step (i) above. Click login.
 - (vi) Password change menu appears. Change the password/PIN with new password of your choice with minimum eight digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vii) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
 - (viii) Select 'EVEN' of Jindal Saw Limited.
 - (ix) Now you are ready for e-voting as Cast Vote page opens.
 - (x) Cast your vote by selecting appropriate option and click on "SUBMIT" and also "CONFIRM" when prompted.
 - (xi) Upon confirmation, the message "Vote Cast Successfully" will be displayed.
 - (xii) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xiii) Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board resolution/authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer through an email to awanishdassociates@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. In case a member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Depository Participants/Company's Registrars and Share Transfer Agents or requesting physical copy) :
 - (i) Initial password is provided as below/at the bottom of the attendance slip for the AGM
 EVEN (E-Voting Event Number) USER ID PASSWORD/PIN

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- (ii) Please follow all steps from Sl.No. (ii) to Sl.No.(x) above, to cast vote.
- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
- II. If you are already registered with NSDL for e-voting then you can use your existing user ID and Password/PIN for casting your vote.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. The e-voting period commences on Wednesday, 3rd September, 2014 and ends on Friday, 5th September, 2014. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 1st August, 2014 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- V. The voting right of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date (record date) of 1st August, 2014.
- VI. Mr. Awanish Kumar Dwivedi of M/s Awanish Dwivedi & Associates, Company Secretaries, New Delhi has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner for the purpose of e-voting.
- VII. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of atleast two (2) witnesses not in employment of the Company make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- VIII. The results shall be declared on or after the AGM of the Company. The Results declared along with the scrutinizer's report shall be placed on the Company's website www.jindalsaw.com and on the website of NSDL within two (2) days of passing of the resolution at the AGM of the Company and communicated to the NSE and BSE where Company's equity shares are listed.
- IX. Members/Proxies are requested to bring their copies of the Annual Report to the meeting.
- X. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company's Registrar and Transfer Agents, for consolidation into a single folio.

Place: New Delhi
 Date: 24th July, 2014

By order of the Board
 for JINDAL SAW LTD.

Regd. Office:
 A-1, UPSIDC Indl. Area Nandgaon Road,
 Kosi Kalan Distt. Mathura (U.P.)-281 403

SUNIL K JAIN
 Company Secretary

NOTICE

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

The Board of Directors in the meeting held on 17th May, 2014 appointed Ms. Tripti Puneet Arya as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company. In terms of the provision of said section, Ms. Tripti Puneet Arya would hold office up to the date of ensuing Annual General Meeting. The Company has received a notice in writing from a member along with deposit of requisite amount under section 160 of the Companies Act, 2013 proposing the candidature of Ms. Tripti Puneet Arya for the office of Director of the Company. She is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director. She holds 15,000 equity shares in the Company.

In the opinion of the Board, Ms. Tripti Puneet Arya fulfills the conditions of her appointment as a Director on the Board. Brief resume of Ms. Tripti Puneet Arya, nature of her expertise and name of the companies in which she holds Directorship(s) and Membership(s)/Chairmanship(s) of Board/Committee, shareholding and relationship between Directors inter-se as stipulated under Clause 49 of the Listing Agreement are provided in the Annexure to the Notice.

Ms. Tripti Puneet Arya, herself and Shri Prithvi Raj Jindal, Ms. Sminu Jindal and Ms. Shradha Jatia being her relatives may be deemed to be concerned or interested financially or otherwise to the extent of aforesaid shareholding in respect of her appointment as Director.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are in any way concerned or interested, financially or otherwise in the resolution set out at Item No. 5 of the Notice.

The Board recommends the ordinary resolution as set out at Item No. 5 of the Notice for approval by the shareholders.

Item No. 6

The Board of Directors in the meeting held on 24th July, 2014 appointed Ms. Shradha Jatia as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company. In terms of the provision of said section, Ms. Shradha Jatia would hold office up to the date of ensuing Annual General Meeting. The Company has received a notice in writing from a member along with deposit of requisite amount under section 160 of the Companies Act, 2013 proposing the candidature of Ms. Shradha Jatia for the office of Director of the Company. She is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director. She does not holds any equity shares in the Company.

In the opinion of the Board, Shradha Jatia fulfills the conditions of her appointment as a Director on the Board. Brief resume of Ms. Shradha Jatia, nature of her expertise and name of the companies in which she holds Directorship(s) and Membership(s)/Chairmanship(s) of Board/Committee, shareholding and relationship between Directors inter-se as stipulated under Clause 49 of the Listing Agreement are provided in the Annexure to the Notice.

Ms. Shradha Jatia , herself and Shri Prithvi Raj Jindal, Ms. Sminu Jindal and Ms. Tripti Puneet Arya being her relatives may be deemed to be concerned or interested financially or otherwise to the extent of aforesaid shareholding in respect of her appointment as Director.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are in any way concerned or interested, financially or otherwise in the resolution set out at Item No. 6 of the Notice.

The Board recommends the ordinary resolution as set out at Item No. 6 of the Notice for approval by the shareholders.

NOTICE

Item No. 7

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company, the Board of Directors appointed Shri Sanjeev Shankar as an Additional Director of the Company w.e.f. 17th May, 2014. In terms of the provisions of the said Section, Shri Sanjeev Shankar would hold office up to the date of ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under section 160 of the Companies Act, 2013 proposing the candidature of Shri Sanjeev Shankar for the office of Director of the Company.

Shri Sanjeev Shankar is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Section 149 of the Companies Act, 2013, inter-alia, stipulates the criteria of independence should a company propose to appoint an Independent Director on its Board. As per the said Section 149, an Independent Director can hold office for a term up to 5 consecutive years on the Board of the Company and he shall not be included in the total number of Directors liable to retire by rotation.

The Company has received a declaration from Shri Sanjeev Shankar that he meets the criteria of independence as prescribed both under section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement. Shri Sanjeev Shankar possesses appropriate skills, experience and knowledge in various fields. He does not hold any shares in the Company.

In the opinion of the Board, Shri Sanjeev Shankar fulfills the conditions of his appointment as an Independent Director and Shri Sanjeev Shankar is independent of the management. Brief resume of Shri Sanjeev Shankar, nature of his expertise and name of the companies in which he holds Directorship(s) and Membership(s)/Chairmanship(s) of Board/Committee, shareholding and relationship between Directors inter-se as stipulated under Clause 49 of the Listing Agreement are provided in the Annexure to the Notice. Keeping in view his experience and knowledge, it will be in the interest of the Company that Shri Sanjeev Shankar is appointed as an Independent Director. The copy of draft letter of appointment of Shri Sanjeev Shankar setting out terms and conditions is available for inspection by members at the registered office of the Company.

This statement may also be regarded as disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Save and except Shri Sanjeev Shankar and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are in any way concerned or interested, financially or otherwise in the resolution set out at Item No. 7 of the Notice.

The Board recommends the ordinary resolution as set out at Item No. 7 of the Notice for approval by the shareholders.

Item No. 8 to 13

Sarv Shri (Dr.) S. K. Gupta, (Dr.) Raj Kamal Agarwal, Devi Dayal, Girish Sharma, Kuldip Bhargava and Ravinder Nath Leekha, (Gentlemen) are Independent Directors of the Company.

Section 149 of the Companies Act, 2013, inter alia, stipulates the criteria of independence should a company propose to appoint an Independent Director on its Board. As per the said Section 149, an Independent Director can hold office for a term up to 5 consecutive years on the Board of the Company and he shall not be included in the total number of Directors liable to retire by rotation.

Further, the Securities And Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement which will become effective from 1st Oct, 2014, inter-alia, stipulating the conditions for the appointment of Independent Directors by a listed company.

NOTICE

Accordingly, It is proposed to appoint the above Gentlemen as Independent Directors Undee Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement to hold office for 5 consecutive years for a term up to the conclusion of 34th Annual General Meeting of the Company in the calendar year 2019 i.e. for the financial year ended 31st March, 2019 and they shall not be included in the total number of Directors liable to retire by rotation. Shri Kuldip Bhargava holds 8,000 equity shares in the Company. None of the above Directors holds any shares in the Company.

The above Gentlemen are not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as Directors.

The Company has received notices in writing from members along with deposit of requisite amount under section 160 of the Companies Act, 2013 proposing the candidature of each of the Gentlemen for the office of Directors of the Company.

The Company has also received declarations from the above Gentlemen that they meet the criteria of independence as prescribed both under section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement.

In the opinion of the Board, these Gentlemen fulfill the conditions of appointment as Independent Directors as specified in the Companies Act, 2013 and the Listing Agreement and they are independent of the management.

Brief resumes of these Gentlemen, nature of their expertise and names of the companies in which they hold Directorship(s), Membership(s)/Chairmanship(s) of Board/Committee, shareholding and relationship(s) among Directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges are provided in the Annexure to the Notice.

The copies of the draft letters for respective appointments of these Gentlemen as Independent Directors setting out the terms and conditions are available for inspection by the members at the Registered Office of the Company.

This statement may also be regarded as disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

These Gentlemen and their relatives are interested in the resolutions set out respectively at Item No. 8 to 13 of the Notice, to the extent of their shareholding, interest, if any, in the Company.

Save and except the above gentleman, none of the other Directors/Key Managerial Personnel of the Company/their relatives are in any way concerned or interested, financially or otherwise in these resolutions set out at Item Nos. 8 to 13 of the Notice.

The Board recommends the ordinary resolutions as set out at Item Nos. 8 to 13 of the Notice for approval by the shareholders.

Item No. 14

Shri Neeraj Kumar was appointed as Group CEO & Whole-time Director of the Company for a period of 5 years commencing from 1st July, 2013 in the Board Meeting held on 27.5.2013 and the said appointment of Shri Neeraj Kumar was duly approved by the shareholders in the Annual General Meeting of the Company held on 28th September, 2013. The terms of payment of remuneration approved by the shareholders were fixed for duration of his entire term of appointment of 5 years and also he was not liable to retire by rotation in terms of the said resolutions. However, he shall henceforth be liable to retire by rotation for the limited purpose of complying with the provisions of Section 152 of the Companies Act, 2013 without causing any break in the continuity of office for the unexpired period of his appointment. He does not hold any shares in the Company.

Further, in order to retain and reward the talent, the remuneration to be paid to Shri Neeraj Kumar may be enhanced by the Board of Directors from time to time and as such for every increase in remuneration, the approval of the shareholders in a general meeting was required to be obtained. In order to give flexibility to

NOTICE

the Board to fix his remuneration within the overall maximum ceiling to be approved by the shareholders, it is proposed to pay the remuneration to Shri Neeraj Kumar for his remaining period of tenure within overall ceiling as mentioned in the resolution at Item No. 14 as may be approved by the Board from time to time.

The aggregate value of all perquisites and allowances like house allowance, bonus, bonus performance incentive, medical reimbursement, contribution to provident fund, gratuity, earned leave with full pay or encashment etc. as per the policy of the Company, provision for the company's car for official duties etc. as may be agreed by the Board of Directors and Shri Neeraj Kumar shall not exceed the overall remuneration to be approved by the members in this Annual General Meeting. Your directors have recommended the maximum ceiling of ₹ 50 lacs per month.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the provisions of the Income Tax Act, 1961, wherever applicable. In the absence of any such provisions, the perquisites shall be evaluated at actual cost.

In the event of loss or inadequacy of profits in any financial year, Shri Neeraj Kumar shall be paid remuneration by way of salary and perquisites as specified above subject to the approval by the Central Government, if required.

Shri Neeraj Kumar shall not be eligible for any sitting fee for attending the Board/Committee meetings. The Board of Directors may, in its absolute discretion lower remuneration than the maximum remuneration here-in-above stipulated and revise the same from time to time within the maximum limit stipulated by this resolution.

The proposed remuneration is within the limits prescribed under section 1 of Part II of the Schedule V to the Companies Act, 2013. The terms of remuneration have been approved by the Remuneration Committee of the Company.

The office of Group CEO & Whole-time Director may be terminated by the Company or by the concerned Directors by giving 3 months prior notice in writing. Sh. Neeraj Kumar is being identified to be the Key Managerial Personnel (KMP) for the purpose of Section 203 of the Companies Act, 2013.

Save and except Shri Neeraj Kumar, none of the other Director/Key Managerial Personnel of the Company/their relatives are in any way concerned or interested, financially or otherwise in the resolution set out at Item No. 14 the Notice.

The Board recommends the ordinary resolution as set out at Item No. 14 of the Notice for approval by the shareholders.

Item No. 15 :

Your Directors in their meeting held on 6.8.2013 reappointed Shri Hawa Singh Chaudhary as Whole-time Director of the Company w.e.f. 1st November, 2013 subject to the approval of members in a general meeting. Shri Hawa Singh Chaudhary has been associated with the Company since 1988 as Whole Time Director. He is also occupier of all the factories of the Company.

In view of his rich and vast experience, the re-appointment of Shri Hawa Singh Chaudhary as Whole-time Director of the Company would be in the best interest of the Company. He shall be liable to retire by rotation. He does not hold any shares in the Company.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Sh. Hawa Singh Chaudhary for the office of Director of the Company.

Sh. Hawa Singh Chaudhary is not disqualified being appointed as Director in terms of Section 164 of the Companies Act, 2013 & has given his consent to act as Director.

NOTICE

The remuneration of Shri Hawa Singh Chaudhary is to be fixed by the Board of Directors from time to time such that salary and aggregate value of all perquisites and allowance like house allowance, bonus, bonus performance incentive, medical reimbursement, contribution to provident fund, gratuity, earned leave with full pay or encashment etc. as per the policy of the Company, provision for the company's car for official duties etc. as may be agreed by the Board of Directors and Shri Hawa Singh Chaudhary shall not exceed the overall remuneration to be approved by the members in this Annual General Meeting. Your directors have recommended the maximum ceiling of ₹ 6,00,000/- per month.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the provisions of the Income Tax Act, 1961, wherever applicable. In the absence of any such provisions, the perquisites shall be evaluated at actual cost.

In the event of loss or inadequacy of profits in any financial year, Shri Hawa Singh Chaudhary shall be paid remuneration by way of salary and perquisites as specified above subject to the approval by the Central Government, if required.

Shri Hawa Singh Chaudhary shall not be eligible for any sitting fee for attending the Board/Committee meetings. The Board of Directors may, in its absolute discretion lower remuneration than the maximum remuneration here-in-above stipulated and revise the same from time to time within the maximum limit stipulated by this resolution.

The proposed remuneration is within the limits prescribed under section 1 of Part II of the Schedule V to the Companies Act, 2013. The terms of remuneration have been approved by the Remuneration Committee of the Company.

The Office of Whole-time Director may be terminated by the Company or by the concerned Director by giving 3 months prior notice in writing.

Save and except Shri Hawa Singh Chaudhary, none of the other Director/Key Managerial Personnel of the Company/their relatives are in any way concerned or interested, financially or otherwise in the resolution set out at Item No. 15 of the Notice.

The Board recommends the ordinary resolution as set out at Item No. 15 of the Notice for approval by the shareholders.

Item No. 16

Ms. Sminu Jindal was appointed as Managing Director of the Company for a period of 5 years commencing from 1st February, 2011 in the Board Meeting held on 31st January, 2011 and the said appointment of Ms. Sminu Jindal was duly approved by the shareholders in the Annual General Meeting of the Company held on 30.09.2011. Also, the office of Ms. Sminu Jindal was not liable to retire by rotation in terms of said resolutions. She holds 15,000 equity shares in the Company.

In accordance with the provisions of Section 152(6) of the Companies Act, 2013, unless the Articles of Association of the company provides for retirement of all directors by rotation, at least 2/3rd of the total number of directors shall be the persons whose period of office is liable to determination by retirement of directors by rotation. Also, in terms of explanation to section 152(6), independent directors appointed in terms of section 149 of the Companies Act, 2013 are to be excluded for the purpose of calculating total number of directors who are liable to retire by rotation.

Therefore, in order to comply with the aforesaid provision of the Companies Act, 2013 the Company is required to re-constitute the composition of its Board in a manner that it comprises of 2/3rd of the total number of directors whose period of office is liable to determination by retirement of directors by rotation. Hence, the Company is required to vary the terms of appointment of Ms. Sminu Jindal to make her liable to retire by rotation in terms of section 152 of the Companies Act, 2013. However, the tenure of office will be subject to rotation hence forth for the limited purpose of complying with the provisions of section 152 of the Companies Act, 2013 and this will not cause any break in continuity of office for the unexpired period of his appointment. All other terms and conditions of her appointment will remain same.

NOTICE

Save and except Ms. Sminu Jindal, herself and Sh. Prithvi Raj Jindal, Ms. Tripti Puneet Arya & Ms. Shradha Jatia, being her relatives to the extent of their shareholding interest, if any, in the Company none of the Directors/ Key Managerial Personnel of the Company/ their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 16 of the Notice

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

The Board recommends the passing of the resolution as set out at Item No. 16 of the Notice by the shareholders.

Item No. 17 & 18 :

The members at the 26th Annual General Meeting of the Company held on 30th September, 2011, had accorded their consent to the Board of Directors for borrowing up to INR 5000 Crores (Indian Rupees Five Thousand Crores) under section 293(1)(d) of the Companies Act, 1956. However, with the corresponding section 180(1)(c) of the Companies Act, 2013, coming into effect from 12th September, 2013 the Ordinary resolution passed under section 293(1)(d) of the Companies Act, 1956 will need to be superseded with a Special Resolution for the Board to exercise the powers as envisaged in section 180(1)(c) of the Companies Act, 2013.

Taking into consideration the requirement of additional financial resources to meet the Company's future expenditure programs including investment in India and overseas subsidiaries and expansion and acquisition plan etc., the said limit of ₹ 5,000 crores (Indian Rupees Five Thousand Crores) is proposed to be increased to ₹ 12,500 crores (Indian Rupees Twelve Thousand Five Hundred crores)

It is therefore, necessary for the members to pass special resolution under section 180(1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 17 & 18 of the Notice, to enable to the Board of Directors to borrow money in excess of the aggregate of the paid-up share capital and free reserves of the Company. Approval of the members is being sought to borrow money up to INR 12,500 crore (Indian Rupees Twelve Thousand Five Hundred Crores) in excess of the aggregate of the paid-up share capital and free reserves of the Company.

The proposed borrowings of the Company may, if necessary, be secured by way of charge/ mortgage/hypothecation on the Company's assets in favour of the lenders/holders of securities/trustees for the holders of the said securities as mentioned in the Resolution at Item No. 18. As the documents to be executed between the lenders/security holders/trustees for the holders of the said securities and the Company will need to be executed pursuant to a power envisaged in the Board, it is necessary to pass a resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of charges/ mortgages and hypothecations.

None of the Directors, Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise in the special resolution except to the extent of their shareholding in the Company.

The above proposals are in the interest of the Company and the Directors recommends the Resolutions at Item No's. 17 & 18 of the Notice for approval by the shareholders as Special Resolutions.

Item No. 19 :

The Board of Directors on the recommendation of the Audit Committee has approved the appointment and remuneration of M/s. RJ Goel & Co., Cost Accountants as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2014-15.

NOTICE

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors is to be ratified by the shareholders. Hence, the consent of shareholders is being sought for passing the Ordinary Resolution as set out at Item No. 18 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2014-15.

None of the Directors, Managers, Key Managerial Personnel of the Company and their respective relatives are, in any way concerned or interested, financially or otherwise in the resolution except to the extent of their shareholding in the Company.

The Board of Directors recommends the resolution at Item No. 19 of the notice for approval by the shareholders.

Item No. 20 :

The existing Articles are based on the Companies Act, 1956 and several regulations in the existing Articles contain references to specific section of the Companies Act, 1956 and some regulations which are no longer in conformity with the new Companies Act, 2013.

The Companies Act, 2013 is now largely in force. On 12th September, 2013 the Ministry of Corporate Affairs ("MCA") had notified 98 sections for implementation and subsequently, on 26 March, 2014 MCA notified most of the remaining sections (barring those provisions which require sanction/confirmation of the National Company Law Tribunal). Therefore, substantive sections of the Companies Act, 2013 which deal with the general working of companies stand notified.

In order to make the Articles of Association of the Company in tandem and to comply with the relevant sections/ provisions under the Companies Act, 2013 and rules made thereof it is proposed to replace the existing Articles of Association of the Company by a new set of Articles of Associations. Accordingly, in lieu of amendments to various Articles in the existing Articles of Association, it is considered prudent and desirable to adopt a new set of Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Articles of Association of the Company. Pursuant to Section 14 of the Companies Act, 2013, the consent of the members of the Company by way of a special resolution is required for adoption of a new set of Articles of Association of the Company. Accordingly, this matter is being placed before the shareholders for approval.

A copy of the proposed new set of the Articles of Association of the Company would be available for inspection at the registered office of the Company.

None of the Directors, Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise in the special resolution except to the extent of their shareholding in the Company.

The Board of Directors of the Company, therefore, recommends passing of the resolution at item No. 20 of the Notice for approval by the shareholders as Special Resolution.

Place: New Delhi
Date: 24th July, 2014

By order of the Board
for JINDAL SAW LTD.

Regd. Office:
A-1, UPSIDC Indl. Area Nandgaon Road,
Kosi Kalan Distt. Mathura (U.P.)-281 403

SUNIL K JAIN
Company Secretary

NOTICE

IMPORTANT COMMUNICATION TO MEMBERS

In an effort to make the earth a better place to live, the green movement has been sweeping over the Globe. Not only are individuals doing things to help the environment, companies & governments are as well. The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" by allowing paperless compliance by Companies through electronic mode and has issued recently a circular bearing no. 17/2011 dated April 21, 2011 stating that service of documents by a Company to its members can be made through electronic mode. The move of the MCA allows public at large to contribute to the green movement. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants, Members who hold shares in physical form are requested to fill in the Registration form provided in this Annual Report and register the same with M/s RCMC Share (Registry) Private Limited.

NOTICE

Details of Directors seeking appointment/ reappointment at the forthcoming Annual General Meeting pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchanges

Name of Director	Shri Prithvi Raj Jindal	Ms. Tripti Puneet Arya	Ms. Shradha Jatia	Shri Sanjeev Shankar	Dr. S. K. Gupta
Date of Birth	27.12.1951	04.10.1980	07.09.1974	07.05.1957	18.08.1938
Date of Appointment	31.10.1984	17.05.2014	24.07.2014	17.05.2014	22.11.2005
Qualification	B. A.	M.B.A	B.com 1st year (Undergraduate)	B.Com (Hons.), LLB	Technocrat
Expertise in Specific Functional Area	Industrialist	Industrialist	Homemaker	Law	Technical Consultant
Directorship in other Indian Public Limited Companies as on 31.03.2014	1. Jindal Intellicom Ltd. 2. IUP Jindal Metals & Alloys Ltd. 3. Sonabheel Tea Ltd. 4. Jindal ITF Ltd. 5. JITF Water Infrastructure Ltd. 6. Salasar Finvest Ltd. 7. Nalwa Fincap Ltd. 8. OPJ Investments And Holdings Ltd. 9. Vrindavan Fintrade Ltd. 10. Hexa Tradex Ltd.	Nil	Nil	Nil	1. JSW Steel Ltd. 2. JSW Holdings Ltd.
	1(C)	Nil	Nil	Nil	1(C) 6(M)
Chairman/Membership of Committees in other Indian Public Limited Companies as on 31.3.2014 * (C=Chairman; M=Member)		Nil			
No. of equity shares held	98,700	15,000	Nil	Nil	Nil
Director Identification No.	00005301	00371397	00016940	06872929	00011138

NOTICE

Name of Director	Dr. Raj Kamal Agarwal	Shri Devi Dayal	Shri Grish Sharma	Shri Kuldip Bhargava	Shri Ravinder Nath Leekha	Shri H. S. Chaudhary
Date of Birth	07.07.1952	02.07.1941	19.12.1951	22.04.1953	23.06.1949	05.09.1953
Date of Appointment	30.01.2006	30.07.2004	30.05.2012	22.11.2001	12.08.2011	07.10.1988
Qualification	M.B.B.S.	LL. B. M. A.	IRS (Retd.)	Industrialist	Graduate in Science (Chemistry)	Graduate
Expertise in Specific Functional Area	Dr. Agarwal is a Medical Practitioner. He has been on the Board of several public and private limited companies for a long time and has a considerable experience in corporate affairs.	IAS (Retd.)	Taxation	Shri Kuldip Bhargava, aged 60 years, is an industrialist. He has more than 38 years of experience in managing industries like steel rolling, casting, fabrication, tubes making etc.	Industrialist	Technical
Directorship in other Indian Public Limited Companies as on 31.03.2014	1. Hexa Tradex Ltd. 2. Hexa Securities & Finance Co. Ltd.	1. Hotels Sun Air Ltd. 2. Omexe Ltd. 3. Sahara Prime City Ltd.	1. Delhi Gymkhana Club Ltd. 2. Jindal stainless Ltd.	1. Hexa Tradex Ltd	Nil	Nil
Chairman/Membership of Committees in other Indian Public Limited Companies as on 31.3.2014 *	2(M)	1(C) 2(M)	Nil	1(C) 1(M)	Nil	Nil
(C=Chairman; M=Member)						
No. of equity shares held	Nil	Nil	Nil	8000	Nil	Nil
Director Identification No.	00005349	01083282	05112440	0001103	00016940	00041370



JINDAL SAW LTD.

CIN : L27104UP1984PLC023979

Registered office: A-I, UPSIDC Indl. Area, Nandgaon Road,
Kosi Kalan, Distt. Mathura (U.P.) - 281 403

ATTENDANCE SLIP

PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING HALL AND HAND IT OVER AT THE
ENTRANCE

Joint shareholders may obtain additional Slip at the venue of the meeting

D.P. ID*

Folio No.

Client ID*

No. of Shares held

NAME AND ADDRESS OF THE SHAREHOLDER

I/We hereby record my /our presence at the 29TH ANNUAL GENERAL MEETING of the Company at A-I,
UPSIDC Indl. Area, Nandgaon Road, Kosi Kalan, Distt. Mathura (U.P.) – 281 403 on Wednesday, the 10th day
of September, 2014 at 1.30 PM.

- Applicable for investors holding shares in electronic form

Signature of Shareholder/proxy



JINDAL SAW LTD.

CIN : L27104UP1984PLC023979

Registered office: A-1, UPSIDC Indl. Area, Nandgaon Road,
Kosi Kalan, Distt. Mathura (U.P.) - 281 403

PROXY FORM

[Pursuant to section 105(6) of the Companies
Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name of the member(s):

e-mail ID:

Registered address

Folio No. / Client ID*:

.....

D.P. ID:

I/We, being the member(s) of..... shares of Jindal Saw Limited, hereby appoint :

- 1) of having e-mail id of failing him
- 2) of having e-mail idof failing him
- 3) of having e-mail id

And whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General meeting of the Company, to be held on Wednesday, 10th day of September, 2014 at 1.30 p.m. at A-1, UPSIDC Indl. Area, Nandgaon Road, Kosi Kalan, Distt. Mathura (U.P.) – 281 403 and at any adjournment thereof in respect of such resolutions as are indicated below :

** I wish my above Proxy to vote in the manner as indicated in the box below :-

Resolutions		For	Against
1.	Consider and adopt		
	a) Audited Financial Statement, Report of the board of directors and Auditors		
	b) Audited Consolidated Financial Statement		
2.	Declaration of Dividend on Equity Shares		
3.	Re-appointment of Shri Prithvi Raj Jindal who retires by rotation		
4.	Appointment of Auditors and fixing their remuneration		
5.	Appointment of Ms. Tripta Puneet Arya as director retire by rotation		
6.	Appointment of Ms. Shradha Jatia as director retire by rotation		
7.	Appointment of Shri Sanjeev Shankar as an Independent Director for a term of upto five years.		
8.	Appointment of Dr. S. K. Gupta as an Independent Director for a term of upto five years.		
9.	Appointment of Dr. Raj Kamal Agarwal as an Independent Director for a term of upto five years.		
10.	Appointment of Shri Devi Dayal as an Independent Director for a term of upto five years.		
11.	Appointment of Shri Girish Sharma as an Independent Director for a term of upto five years.		
12.	Appointment of Shri Kuldip Bhargava as an Independent Director for a term of upto five years.		
13.	Appointment of Shri Ravinder Nath Leekha as an Independent Director for a term of upto five years.		
14.	Approval of variation in remuneration and terms of appointment of Shri Neeraj Kumar as Group CEO & Whole-time Director		
15.	Re-appointment of Shri Hawa Singh Chaudhary as a Whole-time Director		
16.	Approval of variation in terms of appointment of Ms. Sminu Jindal by making her liable to retire by rotation		
17.	Approval for borrowing upto Rupees 12,500/- crores under provisions of Section 180(1)(c) of the Companies Act, 2013.		
18.	Approval under Section 180(1)(a) of the Companies Act, 2013 to hypothecate/mortgage and/or charge and/or encumber in addition to the hypothecation/mortgages and/or charges and/or encumbrances created by the Company		
19.	Ratification of remuneration payable to Cost Auditors, M/s R. J. Goel & Co., Cost Accountants for the financial year 2014-15.		
20.	Approval and Adoption of New Article of Association		

*Applicable for investors holding shares in electronic form.

Signed this Day of 2014

Signature of shareholder

Affix a
Revenue
Stamp

.....
Signature of first proxy holder

.....
signature of second proxy holder

.....
Signature of third proxy holder

Notes :

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



JINDAL SAW LTD.

Registered office: A-1, UPSIDC Indl. Area, Nandgaon Road,
Kosi Kalan, Distt. Mathura (U.P.) - 281 403

E-COMMUNICATION REGISTRATION FORM

To,
M/s RCMC Share Registry (P) Ltd.
B-25/1, 1st floor, Okhla Industrial Area,
Phase - II, New Delhi 110020

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

Folio No/DP ID & Client ID No. :
Name of 1st Registered Holder :
Name of Joint Holder(s), if any :
Registered Address of the Sole/ 1st Registered Holder :
.....
.....
No. of Shares held :
E-mail ID (to be registered) :

Date :

Signature :

Notes :

- 1) On registration, all communication will be sent to the e-mail ID registered.
- 2) The form is also available on the website on the Company www.jindalsaw.com under the section 'Shareholder's Information'.
- 3) Shareholders are requested to keep the Company's Registrar - M/s RCMC Share Registry (P) Ltd. informed as and when there is any change in the e-mail address.

**/ LSAW
/ HSAW
/ DUCTILE IRON (DI) PIPES
/ SEAMLESS TUBES
/ COATINGS
/ HOT INDUCTION BENDS
/ CONNECTOR CASINGS
/ PELLETS**



JINDAL SAW LTD.

TOTAL PIPE SOLUTIONS

Corporate Office:

Jindal Centre,
12, Bhikaiji Cama Place,
New Delhi - 110 066, India
Tel: +91-11-26188345, 26188360-74
• Fax: +91-11-26170691
• Email: marketing@jindalsaw.com
• www.jindalsaw.com




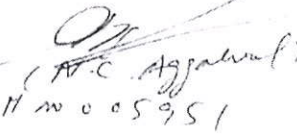
Registered Office:

A-1, UPSIDC Indl. Area, Nandgaon,
Kosi Kalan, Distt. Mathura (U.P.) - 281 403

CIN: L27104UP1984PLC023979

FORM A

Format of covering letter of the annual audit report to be filed with the stock exchanges

1.	Name of the Company	Jindal Saw Limited
2.	Annual Financial Statements for the year ended	31 st March 2014
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	N.A.
5.	To be signed by-	
	CEO/ MANAGING DIRECTOR	
	CFO	
	Auditor of the Company	  11/05/2014
	Audit Committee Chairman	